

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

**Form 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended August 31, 2025.

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from to .

**ACUITY INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**001-16583**

(Commission File Number)

**58-2632672**

(I.R.S. Employer Identification Number)

**1170 Peachtree Street, N.E., Suite 1200, Atlanta, Georgia 30309**  
(Address of principal executive offices)

**(404) 853-1400**

(Registrant's telephone number, including area code)

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

<b>Title of each class</b>	<b>Trading symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock, \$0.01 par value per share	AYI	New York Stock Exchange

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

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

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

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

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

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

Large Accelerated Filer  Accelerated Filer  Non-accelerated Filer   
Smaller Reporting Company  Emerging Growth Company

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

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

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

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

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

Based on the closing price of the Registrant's common stock of \$297.13 as quoted on the New York Stock Exchange on February 28, 2025, the aggregate market value of the voting stock held by non-affiliates of the registrant was \$8.9 billion.

The number of shares outstanding of the registrant's common stock, \$0.01 par value, was 30,612,970 shares as of October 23, 2025.

**DOCUMENTS INCORPORATED BY REFERENCE**

**Location in Form 10-K**

Part II, Item 5; Part III, Items 10, 11, 12, 13, and 14

**Incorporated Document**

Proxy Statement for 2026 Annual Meeting of Stockholders

**ACUITY INC.**  
**Table of Contents**

	<u>Page</u>
<b><u>Part I</u></b>	
<a href="#">Item 1. Business.</a>	<a href="#">1</a>
<a href="#">Item 1A. Risk Factors.</a>	<a href="#">6</a>
<a href="#">Item 1B. Unresolved Staff Comments.</a>	<a href="#">16</a>
<a href="#">Item 1C. Cybersecurity.</a>	<a href="#">16</a>
<a href="#">Item 2. Properties.</a>	<a href="#">18</a>
<a href="#">Item 3. Legal Proceedings.</a>	<a href="#">18</a>
<a href="#">Item 4. Mine Safety Disclosures.</a>	<a href="#">18</a>
<b><u>Part II</u></b>	
<a href="#">Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities.</a>	<a href="#">19</a>
<a href="#">Item 6. [Reserved]</a>	<a href="#">20</a>
<a href="#">Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.</a>	<a href="#">21</a>
<a href="#">Item 7A. Quantitative and Qualitative Disclosures About Market Risk.</a>	<a href="#">29</a>
<a href="#">Item 8. Financial Statements and Supplementary Data.</a>	<a href="#">31</a>
<a href="#">Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.</a>	<a href="#">81</a>
<a href="#">Item 9A. Controls and Procedures.</a>	<a href="#">81</a>
<a href="#">Item 9B. Other Information.</a>	<a href="#">81</a>
<a href="#">Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections.</a>	<a href="#">81</a>
<b><u>Part III</u></b>	
<a href="#">Item 10. Directors, Executive Officers, and Corporate Governance.</a>	<a href="#">82</a>
<a href="#">Item 11. Executive Compensation.</a>	<a href="#">82</a>
<a href="#">Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.</a>	<a href="#">82</a>
<a href="#">Item 13. Certain Relationships and Related Transactions, and Director Independence.</a>	<a href="#">82</a>
<a href="#">Item 14. Principal Accountant Fees and Services.</a>	<a href="#">82</a>
<b><u>Part IV</u></b>	
<a href="#">Item 15. Exhibits and Financial Statement Schedules.</a>	<a href="#">83</a>
<a href="#">Item 16. Form 10-K Summary.</a>	<a href="#">91</a>
<a href="#">Signatures</a>	<a href="#">92</a>

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## PART I

### Item 1. *Business.*

#### Overview

Acuity Inc. (referred to herein as “we,” “our,” “us,” the “Company,” or similar references) is a market-leading industrial technology company. We use technology to solve problems in spaces, light, and more things to come. Through our two business segments, Acuity Brands Lighting (“ABL”) and Acuity Intelligent Spaces (“AIS”), we design, manufacture, and bring to market products and services that make a valuable difference in people’s lives. We achieve growth through the development of innovative new products and services, including lighting, lighting controls, building management solutions, and an audio, video, and control platform. We focus on customer outcomes and drive growth and productivity to increase market share and deliver superior returns. We look to aggressively deploy capital to grow the business and to enter attractive new verticals.

#### Acuity Brands Lighting Segment

Our mission at ABL is to provide sustainable and intelligent lighting solutions that enrich communities where people live, learn, work, and play. We bring this mission to life through our strategy, which is to increase product vitality, elevate service levels, use technology to improve and differentiate both our products and how we operate the business, and drive productivity. At ABL, our offering combines luminaires with advanced electronics. Our luminaires deliver performance and aesthetic appeal, while our electronics portfolio, featuring drivers and a leading controls platform, provides connectivity and functionality. ABL's portfolio of products includes, but is not limited to the following brands: Aculux™, American Electric Lighting®, Cyclone™, Dark to Light®, eldoLED®, Eureka®, Fresco™, Gotham®, Healthcare Lighting®, Holophane®, Hydrel®, IOTA®, Juno®, Lithonia Lighting®, Luminaire LED™, Luminis®, Mark Architectural Lighting™, Nightingale™, nLight®, Peerless®, RELOC® Wiring Solutions, and SensorSwitch™.

Customers of ABL are located in North America and select international markets that serve new construction, renovation and retrofit, and maintenance and repair applications. Our lighting solutions are sold primarily through a network of independent sales agencies, by internal sales representatives, through electrical distributors and consumer retailers, directly to large corporate accounts, and directly to original equipment manufacturer (“OEM”) customers. Products are delivered directly from our manufacturing facilities or through a network of distribution centers.

#### Acuity Intelligent Spaces Segment

Our mission at AIS is to make spaces smarter, safer, and greener through our strategy of connecting the edge with the cloud using disruptive technologies. Through Atrius®, Distech Controls®, and QSC®, we are driving productivity for people who own and manage a space and for the people who utilize a space. Atrius makes data in a space accessible, usable, and actionable. Our data platform and cloud applications for building performance and spatial intelligence aim to maximize occupant and owner experiences. Our Distech Controls intelligent Building Management Systems (“BMS”) provide management of a space through controls, sensors, and software. Our open technology includes products for heating, ventilation, and air conditioning (“HVAC”), refrigeration, lighting, shades, and building access that prioritize end-user outcomes. Q-SYS, our full-stack audio, video, and control platform, unifies data, devices, and a cloud-first architecture to deliver real-time action, experiences, and insights. QSC Audio includes audio technology that enhances experiences for live entertainers and sound reinforcement professionals.

AIS goes to market primarily through system integrators. Key customer verticals include retail stores, airports, universities, enterprise campuses, sports venues, themed entertainment, and hospitality, among many other broad applications throughout North America, Europe, and other select international locations.

#### Marketing

We market our product portfolio and service capabilities to customers and end users in multiple channels through a broad spectrum of marketing and promotional methods, including direct customer contact, trade shows, on-site training, print and digital advertising in industry publications, product brochures, and other literature, as well as through digital marketing and social media. We operate training and education facilities that illustrate a wide range of our solutions including lighting, lighting controls, building management systems, and audio, video, and control platforms.

## Manufacturing and Distribution

We operate eighteen manufacturing facilities, including seven in Mexico, six in the United States, three in Canada, and two in Europe. We utilize a blend of internal and outsourced manufacturing processes and capabilities to fulfill a variety of customer needs. Our investment in our production facilities is focused primarily on improving capabilities, product quality, and manufacturing efficiency as well as environmental, health, and safety compliance. We also utilize contract manufacturing from U.S., Asian, and European sources for certain products. The following table shows the percentage of finished goods manufactured and purchased in fiscal 2025 by significant geographic region.

	Manufactured	Purchased	Total
United States	16 %	7 %	23 %
Mexico	55 %	2 %	57 %
Asia	— %	15 %	15 %
Others	5 %	— %	5 %
Total	76 %	24 %	100 %

We operate seven manufacturing facilities in Mexico, some of which are authorized to operate as Maquiladoras under the IMMEX Program, by the Ministry of Economy of Mexico. Maquiladora status allows us to import raw materials into Mexico duty-free, provided that such items, after processing, are exported from Mexico within a stipulated time frame. Maquiladora status, which is renewed periodically, is subject to various restrictions and requirements, including compliance with the terms of the Maquiladora program and other local regulations, which have become stricter in recent years.

We operate nine distribution facilities, including six facilities in the United States, two in Canada, and one in Mexico.

During fiscal 2025, net sales initiated outside of the U.S. represented approximately 14% of total net sales. See the *Supplemental Disaggregated Information* footnote of the *Notes to Consolidated Financial Statements* for additional information regarding the geographic distribution of net sales and long-lived assets.

## Research and Development

Research and development (“R&D”) is defined as the critical investigation aimed at discovery of new knowledge and the conversion of that knowledge into the design of a new product or service or significant improvement to an existing product or service. We invest in product vitality, including enhancement of existing offerings, with a focus on improving the performance-to-cost ratio and energy efficiency. We also develop software applications that enhance building performance, enterprise operations, and personal experiences. R&D expenses consist of compensation, payroll taxes, employee benefits, materials, supplies, and other administrative costs, but the amounts do not include all new product development costs. For fiscal 2025, 2024, and 2023, R&D expenses totaled \$140.2 million, \$102.3 million, and \$97.1 million, respectively.

## Industry Overview

Our addressable market includes non-portable luminaires as defined by the National Electrical Manufacturers Association; poles for outdoor lighting; emergency lighting fixtures and lighting equipment; lighting controls; HVAC controls; refrigeration controls; audio-video hardware, software, and systems; and building technology controls, software, and systems.

We operate in highly competitive industries that are affected by a number of general business and economic factors, such as, but not limited to, gross domestic product growth, population growth, government stimulus, employment levels, credit availability, interest rates and inflation, building costs, non-residential fixed investment, freight, construction-related labor availability and costs, building occupancy rates, imports and trade, energy costs, freight costs, tariffs, commodity costs, and commodity availability. Our market is based on non-residential and residential construction, both new as well as renovation and retrofit activity, which may be impacted by these general economic factors. Precise segmentation of the market by new construction and renovation activity is not available, though internal estimates based on third-party data estimate the size of the markets to be about the same. The volume of non-residential construction activity in commercial, institutional, industrial, and infrastructure projects has a material impact on the demand for our lighting, audio-video, and building management solutions. Demand for our products is highly dependent on economic drivers, such as consumer spending and discretionary income, along with housing construction and home improvement spending.

Our market is influenced by evolving technologies. This evolution includes: the development of new or improved lighting technologies, including solid-state lighting, electronic drivers, embedded lighting controls, and more effective optical designs and lamps; federal, state, and local requirements for updated energy codes; design strategies and technologies addressing intelligent buildings, occupancy experience, and sustainability; and incentives by federal, state, and local municipal authorities, as well as utility companies, for using more energy-efficient lighting and building technology solutions. We are a leading provider of integrated lighting, audio-video, and building technology solutions that utilize internally developed, licensed, or acquired intellectual property.

## **Competition**

We experience competition based on numerous factors, including product vitality, service capabilities, price, brand name recognition, product quality, product and system design, energy efficiency, and customer relationships. Our markets are competitive and continue to evolve through acquisition and consolidation activities. Existing and new entrants continue to develop capabilities and solutions that are both complementary as well as competitive to those of traditional industry participants. Additionally, the market for artificial intelligence and software solutions is active with a wide range of competitors, from existing large companies to startup organizations. Certain global and more diversified manufacturers may provide broader offerings utilizing a combination of products and services as well as pricing benefits from the bundling of various offerings. In addition, there are competitors, including importers outside of North America, small startup companies, and global electronics, technology, and software companies, offering competing solutions, sometimes deploying different technologies.

## **Regulations**

We are subject to various federal, state, and local laws and regulations that impose increasingly complex, stringent, and costly compliance activities. These laws and regulations include but are not limited to, the Clean Air Act and the Toxic Substances Control Act; the Clean Water Act; the Safe Harbor data privacy program between the U.S. and the European Union; the United States-Mexico-Canada-Free Trade Agreement (“USMCA”); regulations from the Occupational Safety and Health Administration agency; the European Union’s General Data Protection Regulation; California’s Consumer Privacy Act and Connected Device Privacy Act; the Civil Rights Act of 1964 and other federal and state labor and employment laws and regulations; the U.S. Foreign Corrupt Practices Act (“FCPA”); and the U.K. Bribery Act.

On an ongoing basis, we allocate resources, including investments in capital and operating costs, to comply with laws and regulations. We do not currently believe that the costs of complying with government regulations have a material impact on our financial condition, results of operations, or cash flows. However, we may be affected by current or future standards, laws, or regulations, including those imposed in response to energy, material content, climate change, product functionality, geopolitics, corporate social responsibility, employee health and safety, privacy, or similar concerns. These standards, laws, and regulations may impact our costs of operation, the sourcing of raw materials, and the manufacture and distribution of our products and services. They may also place restrictions and other requirements or impediments on the products and solutions we can sell in certain geographical locations or may impact the willingness of certain investors to own our shares. See *Part I, Item 1A. Risk Factors* for additional information.

## **Raw Materials**

Our production requires raw materials, including certain grades of steel and aluminum, electrical and electronic components, plastics, and other petroleum-based materials and components. We purchase most raw materials and other components on the open market and rely on third parties to provide certain finished goods. While these items are generally available from multiple sources, the cost of products sold may be affected by changes in the market price of materials, freight, tariffs, and duties on certain materials, particularly imports from outside North America, as well as disruptions in availability of raw materials, components, and sourced finished goods.

We do not currently engage in significant commodity hedging transactions for raw materials, though we have and will continue to commit to purchase certain materials generally for a period of up to 12 months. We monitor and investigate alternative suppliers and materials based on numerous attributes including, but not limited to, quality, service, and price. We currently source raw materials and components from a number of suppliers, but our ongoing efforts to improve the cost effectiveness, quality, and availability of our products and services may result in a reduction in the number of our suppliers.

## **Intellectual Property**

We own various domestic and foreign patents, copyrights, trade secrets, trademarks, and other intellectual property, which are important factors for our businesses. We rely on patent, copyright, trade secret, and trademark laws as well as agreements, restrictive covenants, and internal processes and controls to protect these proprietary rights. Despite these protections, unauthorized parties may take actions that infringe on our intellectual property. Further, we conduct business in countries where our intellectual property coverage may be more limited and/or our ability to enforce intellectual property rights may be difficult or impracticable. We also have licenses to certain patents and trademarks, which, if not renewed, could adversely impact our business. As of August 31, 2025, we had approximately 1,700 total patent assets including issued U.S. and foreign patents as well as pending U.S. and foreign patent applications. While patents and patent applications in the aggregate are important to our competitive position, no single patent or patent application is individually material to us.

## **Seasonality**

Both ABL and AIS exhibit some seasonality, with net sales being affected by business days, weather and seasonal demand on construction and installation programs, particularly during the winter months, and the annual budget cycles of major customers. Historically, with certain exceptions, we have experienced our highest sales in the last two quarters of each fiscal year due to these factors.

## **Human Capital**

We employed approximately 13,800 employees at August 31, 2025, of which approximately 4,300 were employed in the United States and approximately 8,200 were employed in Mexico. Our remaining employees were employed in other international locations including Europe, Canada, and the Asia/Pacific region. Union recognition and collective bargaining arrangements in place or in process cover approximately 1,300 and 6,700 employees in the United States and Mexico, respectively. Arrangements related to fewer than 100 employees in the United States will expire within the next fiscal year. Arrangements for approximately 6,600 employees in Mexico will expire within the next fiscal year, primarily due to statutory requirements of annual negotiations of union contracts. We believe that we have strong relationships with both our unionized and non-unionized employees.

A key pillar to attract, develop, and retain top talent is our focus on the growth and development of our employees. In fiscal 2025, we remained focused on development through development plans for employees, special projects, training opportunities, and other activities. Our performance management and other processes are intended to align employee aspirations, interests, performance, and experiences with the talent needs that enable the business. Managers and employees conduct periodic check-in discussions to encourage continuous performance feedback and improvement. These discussions also act to hold leaders accountable for creating an employee development culture.

Investing in the development of our employees is part of our operating system and correlates to our preparedness to meet current and future strategic priorities of the business. In fiscal 2025, we continued a management effectiveness series focused on coaching to performance, which we offered through in-person events and ongoing sustainment activities. We provide on-demand, virtual, and in-person instructor led classes to help employees and customers expand their technical knowledge.

We review our compensation and benefit plans annually to ensure that we are providing competitive, contemporary, and inclusive programs so we can attract and retain the best people and support the health and well-being of our employees and their families. Based on this review, we offer a competitive total rewards package to our employees that includes base compensation, annual cash incentive programs, stock grants with service and/or performance requirements, health benefits, and/or retirement benefits commensurate with an employee's position, skill set, and experience.

We strive to ensure our employees have a safe and collaborative work environment through the inclusion of world class health and safety management practices in our business. Our management practices promote Environmental, Health & Safety ("EHS") excellence. To achieve this standard, we have instituted an EHS Management System based on the goals and guidelines of the International Standards of Operation for Environmental Management, International Standards for Occupational Health & Safety Management, and our own guiding principles. These guidelines include identifying and controlling hazardous exposures for the prevention of injuries, preventing pollution, and complying with all relevant legal and other requirements. We review each facility's qualitative and quantitative results, with an emphasis on leading indicators that help avoid violations, accidents, and injuries. A variety of different metrics is averaged to determine a facility's performance, which is used to find continuous improvement opportunities.

## **Environmental Sustainability**

We contribute to energy savings and carbon emissions reduction primarily through replacing legacy technologies with more efficient products. Our energy data management software enables users to track and report their carbon footprint. We also aim to improve raw material efficiency and operate our facilities in a more productive and environmentally responsible manner. Progress on these initiatives is communicated through our EarthLIGHT program.

## **Available Information**

Acuity Inc. was incorporated in 2001 under the laws of the State of Delaware. Effective March 26, 2025, we changed our corporate name from Acuity Brands, Inc. to Acuity Inc. We make our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K (and all amendments to these reports), and proxy statements, together with all reports filed pursuant to Section 16 of the Securities Exchange Act of 1934 by our officers, directors, and beneficial owners of 10% or more of our common stock, available free of charge through the “SEC Filings” link under the “Financials” heading within the “Investors” section on our website, located at [www.acuityinc.com](http://www.acuityinc.com), as soon as reasonably practicable after they are filed with or furnished to the Securities and Exchange Commission. Information included on our website is not incorporated by reference into this Annual Report on Form 10-K. Our reports are also available on the Securities and Exchange Commission’s website at [www.sec.gov](http://www.sec.gov).

Additionally, we have adopted a written Code of Ethics and Business Conduct that applies to all of our directors, officers, and employees, including our principal executive officer and senior financial officers. The Code of Ethics and Business Conduct as well as our Corporate Governance Guidelines are available free of charge through the “Committee Charters and Governance Documents” link under the “Governance” heading within the “Investors” section on our website. Any amendments to, or waivers of, the Code of Ethics and Business Conduct for our principal executive officer and senior financial officers will be disclosed on our website promptly following the date of such amendment or waiver. Additionally, the charters for our Audit Committee, Compensation and Management Development Committee, and Governance Committee are available free of charge through the “Committee Charters & Governance Documents” link under the “Governance” heading within the “Investors” section on our website. The Code of Ethics and Business Conduct, the Corporate Governance Guidelines, and the committee charters are available in print to any of our stockholders that request such document by contacting our Investor Relations department.

**Item 1A. Risk Factors.**

This filing contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. A variety of risks and uncertainties could cause our actual results to differ materially from the anticipated results or other expectations expressed in our forward-looking statements. See *Cautionary Statement Regarding Forward-Looking Information* included in *Management's Discussion and Analysis of Financial Condition and Results of Operations*. These risks could adversely impact our financial position, results of operations, cash flows, and financial expectations and could cause the market price of our securities to decrease. Such risks include the following, without limitation.

**Risks Related to Our Strategy**

***Our results may be adversely affected by market and competitive pricing.***

Aggressive pricing actions by competitors may affect our ability to manage the price/cost relationship to achieve desired revenue growth and profitability levels. Potential decreased demand for our products resulting from factors including uncertainty in the global economy, an inflationary environment, rising interest rates, and a potential global recession may influence competitor pricing. Additionally, dynamic pricing models may not cover our rising costs. Even if we were able to increase prices to cover our costs, competitive pricing pressures may not allow us to pass on any more than the cost increases. Alternatively, if costs were to decline, the marketplace may not allow us to hold prices at their current levels.

***Innovations of new products and services may not yield desired returns, which may also expose our assets, particularly inventory, to potential write-downs.***

Continual introductions of new products and solutions, services, and technologies, enhancement of existing products and services, and effective servicing of customers are key to our competitive strategy. The success of new product and solution introductions depends on a number of factors, including, but not limited to, timely and successful product development, product quality, market acceptance, including entrance into new verticals, and our ability to manage the risks associated with product life cycles, such as additional inventory obsolescence risk as product life cycles begin to shorten, new products and production capabilities, effective management of purchase commitments and inventory levels to support anticipated product manufacturing and demand, availability of products in appropriate quantities and costs to meet anticipated demand, and risk that new products may have quality or other defects in the early stages of introduction. Additionally, new products and solutions may not achieve the same profit margins as expected or as compared to our historic products and solutions. Market adoption of new products may impact the sales of other products and may expose on-hand inventories to future write-downs. Accordingly, we cannot fully predict the ultimate effect of new product introductions on our business. Furthermore, other market participants, such as well-established competitors, could develop alternative platforms for monetizing products, solutions, and services that result in a paradigm shift in our industry, particularly with respect to new and developing technologies.

***We may not be able to identify, finance, and complete suitable acquisitions, alliances, or investments, and acquisitions, alliances, or investments that we pursue may not yield anticipated benefits.***

We have allocated capital within our business to fund acquisitions, alliances, and investments and may continue to do so as opportunities arise in the future. We will benefit from such activity only to the extent that we can effectively identify suitable acquisition and alliance candidates, close those identified acquisitions and alliances, and leverage and integrate the assets or capabilities of the acquired businesses and alliances, including, but not limited to, personnel, technology, and operating processes. It may be difficult for us to integrate acquired businesses efficiently into our business operations. Any acquisitions, alliances, or investments may not be successful or realize the intended benefits. Moreover, unanticipated events, negative revisions to valuation assumptions and estimates, diversion of resources and management's attention from other business concerns, and difficulties in attaining synergies, among other factors, have in the past and could in the future adversely affect our ability to recover initial and subsequent investments, resulting in non-cash impairment charges, particularly those related to acquired goodwill and intangible assets or non-controlling interests. In addition, such investment transactions may limit our ability to invest in other activities that could be more profitable or advantageous.

***We may experience difficulties in streamlining activities, which could impact shipments to customers, product quality, and the realization of expected savings from streamlining actions.***

We expect to benefit from potential programs to streamline operations, including the consolidation of certain facilities and the reduction of overhead costs. Such benefits will only be realized to the extent that we can effectively leverage assets, personnel, and operating processes in the transition of production between manufacturing facilities. Uncertainty is inherent within the facility consolidation process, and unforeseen circumstances could offset the anticipated benefits, disrupt service to customers, and impact product quality.

***General business, political, and economic conditions, including the strength of the construction and renovation market, political events, or other factors may affect demand for our products and services.***

We compete based on numerous factors, including product vitality and service levels, as well as features and benefits, brand name recognition, product quality, product and system design, energy efficiency, customer relationships, service capabilities, and price. In addition, we operate in a highly competitive environment that is influenced by a number of general business and economic factors, such as economic vitality, employment levels, credit availability, interest rates, trends in vacancy rates and rent values, energy costs, and commodity costs. Sales of our products and services depend significantly on the level of activity in new construction and renovation/retrofits. Declines in general economic activity, appropriations, and regulations, including tax and trade policy and other political uncertainties, may negatively impact new construction and renovation projects, or our ability to expand into new geographies, which in turn may impact demand for our product and service offerings.

Decreased construction and renovation spending and consumer demand for our products and services, along with rising commodity costs may materially affect our future access to our sources of liquidity, particularly our cash flows from operations, financial condition, capitalization, and capital investments. Additionally, potential economic slowdowns, supply chain disruptions, or a global recession could adversely affect our ability to access the capital and other financial markets. This may require us to consider alternative sources of funding for some of our operations and for working capital, which may increase our cost of, as well as adversely impact our access to, capital. These uncertain economic conditions may also result in the inability of our customers and other counter-parties to make payments to us, on a timely basis or at all.

## **Risks Related to Our Operations**

***Our business and results have been and may be adversely affected by fluctuations in the cost or availability of raw materials, components, purchased finished goods, or services.***

We utilize a variety of raw materials and components in our production process including steel, aluminum, lamps, certain rare earth materials, microchips, light emitting diodes ("LED"), LED drivers, ballasts, wire, electronic components, power supplies, petroleum-based byproducts, natural gas, and copper. We also source certain finished goods externally. Supply chain disruptions for certain components, including microchips and electronics, have resulted in higher prices for significant commodities and materials, as well as increased warehousing, freight, and container costs, which have negatively impacted our business. Future disruptions in the supply chain and shortages could affect our ability to procure components for our products on a timely basis, or at all, or could require us to commit to increased purchases and provide longer lead times to secure critical components by entering into longer term guaranteed supply agreements. Alternatively, supply chain disruptions and shortages could require us to rely on relatively high-cost spot market purchases for certain materials or products.

Future increases in our costs could negatively impact our profitability as there can be no assurance that future price increases will be successfully passed through to customers. We generally source our goods from a number of suppliers. However, there are a limited number of suppliers for certain components and certain purchased finished goods, which on a limited basis, results in sole-source supplier situations.

Our competitors supply certain items, and those competitors and other suppliers may, for various strategic reasons, choose to cease selling to us. In addition, our ongoing efforts to improve the effectiveness of our supply chain could result in a reduction in the number of our suppliers, and in turn, increased risk associated with reliance on a single or a limited number of suppliers. Furthermore, volatility in certain commodities, such as oil, impacts all suppliers and, therefore, may result in additional price increases from time to time regardless of the number and availability of suppliers. Profitability and volume could be negatively impacted by limitations inherent within the supply chain of certain of these component parts, including competitive, governmental, and legal limitations, natural disasters, and other events that could impact both supply and price. Additionally, we are dependent on certain service providers for key operational functions. While there are a number of suppliers of these services, the cost to change service providers and set up new processes could be significant.

***Technological developments and increased competition could affect our operating profit margins and sales volume.***

We compete in an industry and markets where technology and innovation play major roles in the competitive landscape. We are highly engaged in the investigation, development, and implementation of new technologies and services. Securing employee talent, key partnerships, and alliances, including having access to technologies, services, and solutions developed by others, as well as obtaining appropriate patents and the right to utilize patents of other parties all play a significant role in protecting our freedom to operate. Additionally, the continual development of new technologies by existing and new source suppliers — including non-traditional competitors with significant resources — looking for either direct market access or partnerships with competing large manufacturers, coupled with significant associated exclusivity and/or patent activity, could adversely affect our ability to sustain operating profit margins and desirable levels of sales volume.

In addition, there are new competitors, including small startup companies and global electronics, technology, and software companies, offering competing solutions, sometimes deploying different technologies. These competitors may vertically integrate and begin offering total solution packages that directly compete with our offerings. Certain global and more diversified electrical manufacturers as well as certain global technology and building solution providers may be able to obtain a competitive advantage, either through internal development or acquisitions, over us by providing broader offerings that utilize a combination of products and/or services, and small startup companies may offer more localized product sales and support services within individual regions.

***We may be unable to sustain significant customer and/or channel partner relationships.***

Relationships with customers are directly impacted by our ability to deliver quality products and services. Although no individual customer exceeded 10% of net sales during fiscal 2025, 2024, or 2023, the loss of or a substantial decrease in the volume of purchases by certain larger customers could harm our business in a meaningful manner. We have relationships with channel partners such as electrical distributors, home improvement retailers, independent sales agencies, system integrators, and value-added resellers. While we maintain positive, and in many cases long-term, relationships with these channel partners, the sudden or unplanned loss of a number of these channel partners or a substantial decrease in the volume of purchases from a major channel partner or a group of channel partners could adversely affect our business.

***We could be adversely affected by external disruptions, including geopolitical and/or other conditions, to our operations.***

Disruptions to our operations including, but not limited to, labor disputes, strikes, workplace violence, public health crises, pandemics and epidemics, climate change, brown outs and other power outages, earthquakes, fires, floods, extreme precipitation, explosions, terrorism, adverse weather conditions, water scarcity, cyber-attacks, civil or political disruptions, or other catastrophic events such as war, insurrection, or natural disasters, leading to production interruptions in our or one or more of our suppliers' facilities could adversely affect us. Approximately 55% of our finished products are manufactured in Mexico, a country that periodically experiences heightened civil unrest or may experience trade disputes with the U.S., both of which could cause a disruption of the supply of products to or from these facilities. Further, because many of our customers are to varying degrees dependent on planned deliveries from our facilities, those customers that have to reschedule their own production, delay opening a facility, or incur other disruptions due to our missed deliveries as a result of these disruptions could pursue financial claims against us. We may incur costs to correct any of these problems in addition to facing claims from customers. Further, our reputation among actual and potential customers may be harmed and result in a loss of business. These types of events may negatively impact residential, commercial, and industrial spending, including construction and renovation spending as well as consumer spending on our products, in impacted regions or, depending on the severity, globally. As a result, any of such events could adversely impact us. While we have developed business continuity plans, including alternative capacity, to support responses to such events or disruptions and maintain insurance policies covering, among other things, physical damage and business interruptions, these policies may not cover all losses. We could incur uninsured losses and liabilities arising from such events, including damage to our reputation, loss of customers, and substantial losses in operational capacity.

Current global conflicts, such as those between Russia and Ukraine as well as within the Middle East, have created substantial uncertainty in the global economy, including sanctions and penalties imposed on certain countries and persons by several governments. While we do not have operations in these locations and do not have significant direct exposure to customers and vendors in those countries, we are unable to predict the impact that these actions will have on the global economy or on our financial condition, results of operations, and cash flows.

***Company operating systems, information systems, or devices have experienced, and may experience in the future, a failure or a compromise of security, which could adversely impact our operations as well as the effectiveness of internal controls over operations and financial reporting.***

We are highly dependent on various software and automated systems to record and process operational and financial transactions. We have experienced, and could experience in the future, a failure of one or more of these software and automated systems or we could fail to complete all necessary data reconciliation or other conversion controls when implementing a new software system.

We have also experienced compromises of our security, and could experience in the future, a compromise of our security for reasons including technical system flaws, the improper installation of an upgrade or update, the proper installation of an upgrade or update that has consequences unforeseen by us or the software provider, data input or record-keeping errors, or tampering or manipulation of our systems by employees or unauthorized third parties, such as through viruses, malware, or phishing. Information security risks also exist with respect to the use of portable electronic devices, such as laptops and smartphones, which are particularly vulnerable to loss and theft. We may also be subject to disruptions of systems arising from events that are wholly or partially beyond our control (for example, natural disasters, acts of terrorism, cyber-attacks, including but not limited to hacking, malware, ransomware attacks, denial-of-service attacks, social engineering, exploitation of internet-connected devices, and other attacks, epidemics, computer viruses, and electrical/telecommunications outages).

While prior compromises of our security have not had, in the aggregate, a material impact on the Company's operations and financial condition, the Company expects events of this nature to continue as cyber-attacks are becoming more sophisticated and frequent. As artificial intelligence ("AI") technologies advance, new and increasingly sophisticated attack methods are emerging, including fraud involving impersonation technologies or other forms of generative automation that enhance the scale and effectiveness of cyber threats. The techniques used in such attacks change rapidly, and certain vulnerabilities or attack methods may go undetected until after they are already deployed, potentially allowing them to persist within our systems for extended periods. The Company monitors its data, information technology, and personnel usage of Company systems to reduce these risks and continues to do so on an ongoing basis for any current or potential threats. Refer to *Part I, Item 1C. Cybersecurity* for further details.

If any of our hardware, software, or automated systems are compromised, fail, or have other significant shortcomings, it could disrupt our business, require us to incur substantial additional expenses, or result in potential liability or reputational damage. There can be no assurance that our efforts to protect our data and information technology will prevent such compromises of security.

We also provide and maintain technology to enable lighting controls, building technology systems, and audio-video platforms. In addition to the risks noted above, there are other risks associated with these customer offerings. For example, a customer may depend on integral information from, or functionality of, our technology to support that customer's other systems, such that a failure of our technology could impact those systems, including by loss or destruction of data. Likewise, a customer's failure to properly configure, update, segregate, or upgrade its own network and integrations with our technology is outside of our control and could result in a failure in functionality or security of our technology.

We and certain of our third-party vendors may receive and store personal information in connection with human resources operations, customer offerings, and other aspects of the business. A material network breach in the security of these systems could include the theft of intellectual property, the unauthorized release, gathering, monitoring, misuse, loss, change, or destruction of our or our customers', suppliers', or other third-party's confidential, proprietary or personally identifiable information, other disruptions of our customers' or other third parties' business operations. To the extent that any disruption or security breach results in a loss or damage to our data, or an inappropriate disclosure of information, it could cause significant damage to our reputation, affect relationships with our customers, employees, and others, or lead to claims against us. Such claims may result in the payment of fines, penalties, and costs and ultimately harm our business. In addition, we may incur significant costs, regulatory fines, or penalties, or be required to take actions, to protect against damage caused by these disruptions or security breaches.

***Changes in data privacy laws and our ability to comply with them could adversely impact our operations***

We are subject to an increasing number of evolving and uncertain data privacy and security laws and regulations that impose requirements on us and our technology prior to certain use or transfer, storing, processing, disclosure, and protection of data and prior to sale or use of certain technologies. Failure to comply with such laws and regulations could result in the imposition of fines, penalties, and other costs. New privacy and security laws are

frequently enacted. Inconsistencies between the interpretation and the practical application of both existing and new laws are common across jurisdictions. Additionally, we routinely undertake contractual obligations to comply with all applicable laws, so a violation of a data privacy or security law could result in additional contractual liability.

System failures, ineffective system implementation or disruptions, failure to comply with data privacy and security laws or regulations, or the compromise of security with respect to internal or external systems or portable electronic devices could damage our systems or infrastructure, subject us to liability claims, or regulatory fines, penalties, or intervention, harm our reputation, interrupt our operations, disrupt customer operations, and adversely affect our internal control over financial reporting, business, financial condition, results of operations, or cash flows.

***Changes in our relationships with employees, changes in U.S. or international employment regulations, an inability to attract and retain talented employees, or a loss of key employees could adversely impact the effectiveness of our operations.***

We employed approximately 13,800 people as of August 31, 2025, approximately 9,300 of whom are employed in international locations. We have significant exposure to changes in domestic and foreign laws governing relationships with employees, including wage and hour laws and regulations, fair labor standards, minimum wage requirements, overtime pay, unemployment tax rates, workers' compensation rates, citizenship requirements, and payroll taxes, which likely would have a direct impact on our operating costs. Union recognition and collective bargaining agreements are in place or in process covering approximately 58% of our workforce. Collective bargaining agreements representing approximately 48% of our workforce will expire within one year, primarily due to annual negotiations with unions in Mexico. While we believe that we have good relationships with both our unionized and non-unionized employees, we may become vulnerable to a strike, work stoppage, or other labor action by these employees.

Our success is also dependent upon our ability to attract, retain, and motivate a qualified and diverse workforce, and there can be no assurance that we will be able to do so, particularly during times of increased labor costs or labor shortages. We rely upon the knowledge and experience of employees involved in functions throughout the organization that require technical expertise and knowledge of the industry. We have experienced intense competition for qualified and capable personnel in key markets and with key skills, and we cannot provide assurance that we will be able to retain our key employees or that we will be successful in attracting, assimilating, and retaining personnel in the future. In addition, our growth may be constrained by resource limitations as competitors and customers compete for increasingly scarce human capital resources. The demand for skilled workers is currently high. We face an increasingly competitive labor market due in part to sustained labor shortages and are subject to inflationary pressures on employee wages, salaries, and benefits, which have and may continue to increase labor costs and impact labor availability. Our competitors may be able to offer a work environment with higher compensation or more opportunities than we can offer. An inability to attract and retain a sufficient number of employees could adversely impact our ability to execute key operational functions.

***There are inherent risks in our solutions and services businesses.***

Risks inherent in the sale of solutions and services include assuming greater responsibility for successfully delivering projects that meet a particular customer specification, including: defining and controlling contract scope and timing, efficiently executing projects, and managing the performance and quality of subcontractors and suppliers and our own systems. As we expand our service and solutions offerings, reliance on the technical infrastructure to provide services to customers will increase. If we fail to appropriately manage and secure the technical infrastructure required, customers could experience service outages or delays in the implementation of services. If we are unable to manage and mitigate these risks, we could incur liabilities and other losses.

***We may be subject to risk in connection with third-party relationships necessary to operate our business.***

We utilize strategic partners and third-party relationships in order to operate and grow our business. For instance, we utilize third parties for contract manufacturing of certain products, subcontract installation, and commissioning, as well as for performing certain selling, distribution, and administrative functions. We cannot control the actions or performance, including product quality, of these third parties and therefore, cannot be certain that we or our end-users will be satisfied. Any future actions of or any failure to act by any third party on which our business relies could cause us to incur losses or interruptions to our operations. In addition, we act as a general contractor in certain relationships with third parties, and as such are subject to risks applicable to general contractors.

***We are subject to risks related to operations and suppliers outside the United States.***

We have substantial activities outside of the United States, including sourcing of products, materials, components, and contract manufactured finished goods, as well as manufacturing and distribution activities. Our operations, as well as those of key vendors, are therefore subject to regulatory, economic, political, military, and other events in countries where these operations are located. In addition to the risks that are common to both our domestic and international operations, we face risks specifically related to our foreign operations and sourcing activities, including but not limited to: exposure to foreign currency fluctuations; increased inflation; unstable political, social, regulatory, economic, financial, and market conditions; laws that prohibit shipments to certain countries or restricted parties and that prohibit improper payments to government officials such as the Foreign Corrupt Practices Act and the U.K. Bribery Act; potential for privatization and other confiscatory actions; trade restrictions and disruption; shipping delays or disruptions, criminal activities, increases in tariffs and taxes, corruption, terrorist action, nationalization and expropriation, limitations on repatriation of earnings or other capital requirements, and other changes in regulation in international jurisdictions that could result in substantial additional legal or compliance obligations for us. Additionally, if we expand our global footprint into new geographies or territories, our exposure to these risks may increase.

We source certain components and finished goods from countries outside of the United States, some of which are subject to import tariffs. These tariffs could increase in future periods resulting in higher costs and/or lower demand. We could be adversely affected to the extent we are unable to mitigate the impacts of the tariffs.

We operate seven manufacturing facilities in Mexico, some of which are authorized to operate as Maquiladoras by the Ministry of Economy of Mexico. Maquiladora status allows us to import raw materials into Mexico duty-free, provided that such items, after processing, are exported from Mexico within a stipulated time frame. Maquiladora status, which is renewed periodically, is subject to various restrictions and requirements, including compliance with the terms of the Maquiladora program and other local regulations, which have become stricter in recent years. In addition, if our Mexican facilities cease to qualify for Maquiladora status or if the Mexican government adopts additional adverse changes to the program, including nationalization, our manufacturing costs in Mexico could increase.

We are also subject to certain other laws and regulations affecting our international operations, including laws and regulations such as the United States-Mexico-Canada Agreement ("USMCA"), which, among other things, provide certain beneficial duties and preferential tariff treatment for qualifying imports and exports, subject to compliance with the applicable classification and other requirements. A large portion of our sales are impacted by the USMCA. In addition, the U.S. government has initiated or is considering imposing tariffs on certain foreign goods, including steel, copper, and aluminum. Increased and/or proposed tariffs by the United States have led, and may continue to lead, to the imposition of retaliatory tariffs by China and other countries. It remains unclear what the U.S. Administration or foreign governments will or will not do with respect to tariffs, the USMCA, or other international trade agreements and policies. Trade wars or other governmental actions related to tariffs or international trade agreements or policies have the potential to adversely impact demand for our products, costs, customers, suppliers, and/or the U.S. economy or certain sectors therein, and, could adversely impact our business.

The evolution of our products, the complexity of our supply chain, and our reliance on third-party vendors such as customs brokers and freight vendors, which may not have effective processes and controls to enable us to fully and accurately comply with such requirements, could subject us to liabilities for past, present, or future periods. Such liabilities could adversely impact our business.

We continue to monitor conditions affecting our international locations, including potential changes in income from a strengthening or weakening in foreign exchange rates in relation to the U.S. dollar. Some of these risks, including but not limited to foreign exchange rates, violations of laws, and higher costs associated with changes in regulation, could adversely impact our business.

***We are subject to exchange rate fluctuations, which could adversely impact our business.***

We are subject to fluctuations in foreign currency exchange rates. We engage in cross-border transactions through operations in multiple countries, which increases our exposure to exchange rate volatility. Significant changes in exchange rates relative to the U.S. dollar could adversely affect our pricing competitiveness, cost structure and overall financial performance. In particular, a stronger U.S. dollar could reduce the competitiveness of our products in international markets. Conversely, a weaker U.S. dollar could raise the cost of imported inventory, materially increasing the cost of goods sold, which could adversely impact our business.

***Our business could be negatively impacted by social impact and sustainability matters.***

There has been, and may continue to be, an increasing focus from U.S. and foreign government agencies, certain investors, customers, consumers, employees, and other stakeholders concerning environmental, social and governance (“ESG”) matters. Some investors may use ESG criteria to guide their investment strategies and, in some cases, may choose not to invest in us if they believe our policies relating to corporate responsibilities do not align with their ESG criteria. In addition, different stakeholder groups have divergent views on ESG matters, which increases the risk that any action or lack thereof with respect to ESG matters will be perceived negatively by at least some stakeholders and could adversely affect our reputation, business, financial performance, and growth.

We may, from time to time, communicate certain initiatives, targets, and goals regarding environmental matters, diversity, responsible sourcing and social investments, and other ESG matters. These initiatives, targets, and goals could be difficult and expensive to implement, and we could be criticized for the accuracy, adequacy, or completeness of the disclosure thereof. Further, statements about our ESG initiatives, targets, and goals, and progress against those targets and goals, may be based on standards for measuring progress that are still developing, internal controls and processes that continue to evolve, and assumptions, estimates, and climate scenarios that are subject to change in the future. In addition, we could be criticized or subject to litigation for the scope or nature of such initiatives, targets, or goals, or for any revisions to such targets or goals. If our ESG-related data, processes, and reporting are incomplete or inaccurate, or if we fail, or are perceived to fail, to achieve progress with respect to our ESG targets or goals on a timely basis, or at all, our reputation, business, financial performance, and growth could be adversely affected.

***We have begun to incorporate artificial intelligence (“AI”) capabilities in our product offerings and operations, and challenges with properly managing the use of AI and machine learning could result in reputational harm, competitive harm, and legal liability and adversely affect our results of operations, financial condition, and/or cash flows.***

We have begun incorporating AI capabilities into certain product offerings as well as utilizing AI as part of our operational processes. These features may become more important over time. Our competitors or other third parties may incorporate AI into their products more quickly or more successfully than us, which could impair our ability to compete effectively and adversely affect our results of operations. Many known and unknown risks related to AI exist. Currently recognized risks include issues related to accuracy, bias, toxicity, intellectual property infringement or misappropriation, data privacy and cybersecurity, and data provenance. If the content, analyses, or recommendations that AI applications assist in producing are or are alleged to be deficient, inaccurate, or biased, we could be subject to competitive risks, potential legal liability, and reputational harm, and our business, financial condition, and results of operations may be adversely affected. The use of AI capabilities may also result in cybersecurity incidents. Any such cybersecurity incidents related to our use of AI capabilities could adversely affect our business. Finally, multiple jurisdictions have either already put in place laws and regulations governing the use of AI, or are considering such laws and regulations, and additional constraints may result from industry efforts. Compliance with these laws, regulations, and industry frameworks may limit our ability to leverage AI or require us to substantially revise our approach to its use.

**Risks Related to Legal and Regulatory Matters**

***Failure to comply with the broad range of standards, laws, and regulations in the jurisdictions in which we operate may result in exposure to substantial disruptions, costs, and liabilities.***

We are subject to various foreign and domestic federal, state, and local laws and regulations that include but are not limited to, the Clean Air Act and the Toxic Substances Control Act; the Clean Water Act; the Safe Harbor data privacy program between the U.S. and the European Union; the USMCA; regulations from the Occupational Safety and Health Administration agency; the European Union’s General Data Protection Regulation; California’s Consumer Privacy Act and Connected Device Privacy Act; the Civil Rights Act of 1964 and other federal and state labor and employment laws and regulations; the U.S. Foreign Corrupt Practices Act (the “FCPA”); and the U.K. Bribery Act. The laws and regulations impacting us impose increasingly complex, stringent, and costly compliance activities.

Concerns regarding climate change may also lead to significant legislative and regulatory responses, including efforts to limit greenhouse gas (“GHG”) emissions. The United States Environmental Protection Agency (“EPA”) has implemented regulations that require reporting of GHG emissions or that limit emissions of GHGs from certain mobile or stationary sources. In addition, the U.S. Congress and federal and state regulatory agencies have considered other legislation and regulatory proposals to reduce emissions of GHGs, and many states and other jurisdictions have already taken legal measures to reduce emissions of GHGs, primarily through the development of

GHG inventories, GHG permitting, and/or regional GHG cap-and-trade programs. It is uncertain whether, when, and in what form a federal mandatory carbon dioxide emissions reduction program, or other state programs, may be adopted. Similarly, certain countries have adopted the Kyoto Protocol and joined the Paris Agreement.

In addition, permits and environmental controls are required for certain of our operations to limit air and water pollution, and these permits are subject to modification, renewal, and revocation by issuing authorities. Some environmental laws, such as Superfund, the Clean Water Act, and comparable laws in U.S. states and other jurisdictions worldwide, impose joint and several liability for the cost of environmental remediation, natural resource damages, third-party claims, and other expenses, without regard to the fault or the legality of the original conduct, on those persons who contributed to the release of a hazardous substance into the environment. Environmental laws and regulations have generally become stricter in recent years, and certain federal, state, and local governments domestically and internationally, have enacted, or are considering enacting, new laws and regulations, including those governing raw material composition, carbon dioxide and other air emissions, end-of-life product dispositions, energy efficiency, and certain additional disclosure obligations related to the above.

We may be affected by those or other future standards, laws, or regulations, including those imposed in response to energy, climate change, our carbon footprint, product functionality, geopolitical, corporate social responsibility, or similar concerns. As customers become increasingly concerned about the environmental impact of their purchases, if we fail to keep up with changing regulations or innovate or operate in ways that minimize the energy use of or other impacts of our products or operations, customers may choose more energy efficient or sustainable alternatives. These standards, laws, or regulations may also impact our costs of operation, the sourcing of raw materials, and the manufacture and distribution of our products and may place restrictions and other requirements or impediments on the products and solutions we can sell in certain geographical locations or on the willingness of certain investors to own our shares. In addition, we may be subject to consumer lawsuits or enforcement actions by governmental authorities if our ESG claims relating to product marketing are inaccurate. At the same time, certain actions that we may take in our efforts to address ESG concerns may be challenged as being inconsistent or prohibited by various federal, state, or local laws and regulations. It is uncertain what laws, rules, or regulations may be enacted, or how courts may interpret them in the future, and therefore we cannot predict the potential impact such laws or regulations may have on our future financial condition, results of operations, and cash flows. The laws and regulations regarding ESG disclosures and requirements are also rapidly evolving and could have an adverse effect on our operations, and the costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may increase our operational costs.

It is uncertain what laws will be enacted, and therefore we cannot predict the potential impact of such laws on our future financial condition, results of operations, and cash flows. The laws and regulations regarding ESG disclosures and requirements are also evolving and could have an adverse effect on our operations and the costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may increase our operational costs.

***We may develop unexpected legal contingencies or matters that exceed insurance coverage.***

We are subject to and in the future may be subject to various claims, including legal claims arising in the normal course of business. Such claims may include without limitation employment claims, product recall, personal injury, network security, data privacy, or property damage claims resulting from the use of our products, services, or solutions, as well as exposure to hazardous materials, contract disputes, or intellectual property disputes. We are insured up to specified limits for certain types of losses with a self-insurance retention per occurrence, including product or professional liability, and cyber liability, including network security and data privacy claims, and are fully self-insured for certain other types of losses, including environmental, product recall, warranty, commercial dispute, and patent infringement losses. We establish accruals for legal claims when the costs associated with the claims become probable and can be reasonably estimated. The actual costs of resolving legal claims may be substantially higher or lower than the level of insurance coverage we hold and/or the amounts accrued for such claims. In the event of unexpected future developments, it is possible that the ultimate resolutions of such matters could be unfavorable. Our insurance coverage is negotiated on an annual basis, and insurance policies in the future may have coverage exclusions that could cause claim-related costs to rise.

***If our products are improperly designed, manufactured, packaged, or labeled, or are otherwise alleged to cause harm or injury, we may need to recall those items, may have increased warranty costs, and could be the target of product liability claims.***

We may need to recall products if they are improperly designed, manufactured, packaged, or labeled, and we do not maintain insurance for such recall events. Many of our products and solutions have become more complex in recent years and include more sophisticated and sensitive electronic components. A problem or issue relating to any

individual component could have the effect of creating a compounded problem for an integrated solution, which could result in significant costs and losses. We have increasingly manufactured certain of those components and products in our own facilities. We have previously initiated product recalls or formal campaigns soliciting repair or return of a product as a result of potentially faulty components, assembly, installation, design, and packaging of our products. Widespread product recalls could result in significant losses due to the costs of a recall, the destruction of product inventory, penalties, and lost sales due to the unavailability of a product for a period of time. In addition, products we developed that incorporate technologies, such as LED, generally provide for more extensive warranty protection, which may result in higher costs if warranty claims on these products are higher than historical amounts. We may also be liable if the use or failure of any of our products cause harm, whether from fire, shock, harmful materials or components, alleged adverse health impacts from exposure to light emitted by our products, or any other personal injury or property damage, and we could suffer losses from a significant product liability judgment against us in excess of our insurance limits. We may not be able to obtain indemnity or reimbursement from our suppliers or other third parties for the warranty costs or liabilities associated with our products, even if such costs or liabilities are covered under supplier warranty obligations. We have incurred and may incur in the future charges and loss of reimbursed cash flows from such suppliers. A significant product recall, warranty claim, product liability case, and/or challenges around seeking indemnity or reimbursement from our suppliers or other third parties could also result in adverse publicity, damage to our reputation, and a loss of consumer confidence in our products.

***We may not be able to adequately protect our intellectual property rights and could be the target of intellectual property claims.***

We own certain patents, trademarks, copyrights, trade secrets, and other intellectual property. Where appropriate, these assets are the subject of registrations or other filings with governmental entities. In addition, we have internal policies and processes that establish a strategy for protecting newly developed key company technologies. We make decisions about what intellectual property to register based on these policies and processes. Formal protection for all company intellectual property is not appropriate, but even if it were, it could not be obtained without incurring significant legal expenses and adversely affecting our financial condition and results of operations. With respect to intellectual property rights that we have obtained, we cannot be certain that others have not infringed and will not infringe on these rights. Enforcement actions against these third parties could result in significant legal expenses, which could also adversely affect our financial condition and results of operations.

Like others in the industry, from time to time we receive allegations of patent infringement from competitors and from non-practicing entity patent holders. Those allegations may be coupled with offers to license their patents for use in our products. We typically address those allegations by developing invalidity or non-infringement positions or obtaining access to such patents through licensing, cross-licensing, or other mutually beneficial arrangements. To the extent we cannot develop such positions and are unable to enter into such arrangements on acceptable economic terms, it could adversely impact us.

***We are exposed to certain regulatory, financial, and other risks related to climate change and other sustainability matters.***

The scientific consensus indicates that emissions of GHGs continue to alter the composition of Earth's atmosphere in ways that are affecting, and are expected to continue to affect, the global climate. The potential impacts of climate change on our customers, product offerings, operations, facilities, and suppliers are accelerating and uncertain, as they will be particular to local and customer-specific circumstances.

Concerns regarding climate change may lead to significant legislative and regulatory responses, including efforts to limit GHG emissions. The EPA has implemented regulations that require reporting of GHG emissions or that limit emissions of GHGs from certain mobile or stationary sources. In addition, the U.S. Congress and federal and state regulatory agencies have considered other legislation and regulatory proposals to reduce emissions of GHGs, and many states have already taken legal measures to reduce emissions of GHGs, primarily through the development of GHG inventories, GHG permitting, and/or regional GHG cap-and-trade programs. It is uncertain whether, when, and in what form a federal mandatory carbon dioxide emissions reduction program, or other state programs, may be adopted. Similarly, certain countries have adopted the Kyoto Protocol and joined the Paris Accord. These and other existing or potential international initiatives and regulations could affect our international operations. As customers become increasingly concerned about the environmental impact of their purchases, if we fail to keep up with changing regulations or innovate or operate in ways that minimize the energy use of our products or operations, customers may choose more energy efficient or sustainable alternatives. These actions could also increase costs associated with our operations, including costs for raw materials and transportation. We may also be subject to consumer lawsuits or enforcement actions by governmental authorities if our ESG claims relating to product

marketing are inaccurate. It is uncertain what laws will be enacted, and therefore we cannot predict the potential impact of such laws on our future financial condition, results of operations, and cash flows.

In addition, certain investors and stakeholders are increasingly interested in ESG matters, and as stakeholder ESG expectations and standards evolve, our failure to sufficiently respond to these evolving standards and expectations may cause us to suffer from reputational damage, and our business or financial condition could be adversely affected. The laws and regulations regarding ESG disclosures and requirements are also evolving and could have an adverse effect on our operations and the costs of compliance with, and the other burdens imposed by, these and other laws or regulatory actions may increase our operational costs.

***Tax liabilities due in the jurisdictions in which we operate may exceed anticipated amounts.***

Our operations are subject to income tax, sales tax, value-added tax (“VAT”), excise tax, property tax, and other taxes and assessments at federal, state, local, and international levels. Our consolidated tax obligation is driven largely by our corporate structure as well as domestic and international intercompany arrangements. We operate in several jurisdictions, including but not limited to, the United States, Mexico, Canada, Europe, and Asia. Certain jurisdictions may aggressively interpret their laws, regulations, and policies in an effort to raise additional tax revenue, and international tax authorities may seek to assert extraterritorial taxing rights on our transactions or operations.

We have previously been subject to domestic and international tax audits by taxing authorities of the jurisdictions in which we operate, and we may be subject to additional such audits in the future. While our previous audits resulted in no significant findings, and we believe we continue to be in compliance with relevant tax laws, tax authorities may challenge or disagree with certain positions or methodologies in calculating our tax positions. An unfavorable interpretation or outcome could increase our worldwide effective tax rate, result in additional tax obligations owed, impact the amount of recoverable VAT, and/or increase excise taxes owed, which could have an adverse impact on our financial position, results of operations, and/or cash flows.

Further, tax laws and regulations in domestic and international jurisdictions are often extremely complex and subject to varying interpretations and may require us to make judgments and estimates about our provisions, including with respect to certain transactions where the ultimate tax determination is uncertain. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded, which could have a material impact on our financial position, results of operations, and/or cash flows.

Additionally, our future income tax obligations could be adversely affected by changes in, or interpretations of, tax laws, regulations, policies, or decisions in the United States or in the other jurisdictions in which we operate.

**Risks Related to Financial Matters**

***The market price and trading volume of our shares may be volatile.***

The market price of our common shares could fluctuate significantly for many reasons, including reasons unrelated to our specific performance, such as reports by industry analysts, investor perceptions, or negative announcements by customers, competitors, or suppliers regarding their own performance, as well as general global economic, industry, and political conditions, or due to our ability to accurately forecast our performance. Our performance could be different than analyst expectations or issued guidance, causing a decline in our stock price. To the extent that other large companies within our industry experience declines in share price, our share price may decline as well. In addition, we may discontinue or reduce dividend payments and may discontinue or suspend our share repurchase program based on several factors, including our cash balances and potential future capital requirements for strategic transactions, including acquisitions, results of operations, financial condition and other factors that our Board of Directors may deem relevant. Any modification or suspension of dividends and any suspension or termination of our share repurchase program could cause our stock price to decline.

When the market price of our shares drops significantly, shareholders could institute securities class action lawsuits against us or otherwise engage in activism, which could cause us to incur substantial costs and could divert the time and attention of our management and other resources.

***Risks related to our defined benefit retirement plans may adversely impact results of operations and cash flows.***

Significant changes in actual investment returns on defined benefit plan assets, discount rates, and other factors could adversely affect our comprehensive income and the amount of contributions we are required to make to the defined benefit plans in future periods. As our defined benefit plan assets and liabilities are marked-to-market on an

annual basis, large non-cash gains or losses could be recorded in the fourth quarter of each fiscal year. In accordance with United States generally accepted accounting principles, the income or expense for the plans is calculated using actuarial valuations. These valuations reflect assumptions about financial markets and interest rates, which may change based on economic conditions. Funding requirements for the defined benefit plans are dependent upon, among other things, interest rates, underlying asset returns, and the impact of legislative or regulatory changes related to defined benefit funding obligations. Unfavorable changes in these factors could adversely affect our results. Additionally, planned or actioned termination or settlement activities of any of our defined retirement benefit plans may not be approved timely, or at all, by the appropriate regulatory authorities; may result in additional non-cash charges within our results of operations as well as additional administrative costs; and/or may not yield the desired benefits.

***Our business and operations are subject to interest rate risks, and changes in interest rates can reduce demand for our products and increase borrowing costs.***

Rising interest rates could have a negative effect on overall economic activity, and could impair the ability of real estate developers, property owners, contractors, and system integrators to obtain reasonable costs of capital on borrowed funds, resulting in depressed levels of construction and renovation projects and a resulting decrease in demand for our products and services. Rising interest rates could also impair our customers' ability to repay obligations to us. Additionally, rising interest rates may increase our cost of capital, which could have material adverse effects on our financial condition and cash flows.

**Item 1B. *Unresolved Staff Comments.***

None.

**Item 1C. *Cybersecurity.***

Our management and Board of Directors recognize the importance of maintaining the capacity, reliability, and security of our information technology environment and data security infrastructure. Both management and the Board of Directors are actively involved in our enterprise risk management process, which specifically identifies cybersecurity as a key risk to us. To address cybersecurity risk, we have instituted policies, processes, and internal controls aligned with the framework established by the Secure Controls Framework, a meta-framework that reflects the standards of multiple security frameworks including those of the National Institute of Standards and Technology ("NIST") and International Organization for Standardization ("ISO"). The focus of our cybersecurity program is to preserve the confidentiality, security, and availability of our systems and data, mitigate cybersecurity threats, and effectively respond to and recover from cybersecurity incidents when they occur.

**Material Cybersecurity Risks, Threats, and Incidents**

While prior compromises of our security have not had, individually or in the aggregate, a material impact on our operations and/or financial condition, the Company expects risks from cybersecurity threats, including, but not limited to, security breaches, viruses, malware, ransom attacks, other cyber-attacks, or other similar threats, to continue as events of this nature are becoming more sophisticated and frequent, and the techniques used in such attacks change rapidly. Additional information on cybersecurity risks we face is discussed in *Part I, Item 1A, Risk Factors*, which should be read in conjunction with the foregoing information.

**Cybersecurity Risk Management and Strategy**

We have established and implemented processes to assess, identify, and manage material cybersecurity risks. Our cybersecurity risk management efforts are led by our Chief Information Security Officer ("CISO"). We deploy technical safeguards designed to protect the Company's information systems from cybersecurity threats, including firewalls, network access control, end point protection, privileged access management, user behavior analytics, and multi-factor authentication, among others, which are evaluated and improved through vulnerability assessments and cybersecurity threat intelligence. We also perform robust security reviews of third-party software vendors prior to purchasing their software or engaging their services. We maintain a comprehensive, risk-based, third-party risk management process to identify, oversee, assess, and manage cybersecurity risks presented by third parties, including vendors, service providers, and other external users of the Company's systems, as well as the systems of third parties that could adversely impact our business in the event of a cybersecurity incident affecting those third-party systems.

Cybersecurity risks are identified and responded to by our cybersecurity team lead by our CISO. Cybersecurity incidents are managed, evaluated, investigated, and responded to in accordance with the Company's documented

Cyber Incident Response Plan (“CIRP”). The CIRP is administered by the Cyber Incident Response Team (“CIRT”), which is overseen and managed by the CISO. We test and evaluate the CIRP on at least an annual basis through tabletop exercises designed to achieve incident readiness and promote cybersecurity awareness. We also from time to time engage third parties, including assessors and consultants, and our internal audit function to perform assessments, reviews, and audits on our cybersecurity measures. The results of such assessments, reviews, and audits are reported to the Audit Committee of the Board of Directors as well as the CIRT. We adjust our CIRP and other cybersecurity policies, standards, processes, and practices as necessary based on the information provided by these assessments, reviews, and audits.

## **Governance**

Our Board of Directors, in coordination with the Audit Committee of the Board of Directors, oversees the Company’s overall enterprise risk management process, including the management of risks arising from cybersecurity threats. The Audit Committee is responsible for reviewing and discussing with management our risk exposure to cybersecurity risks and the steps management has taken to monitor and control the Company’s exposure to risk. Additionally, the Board of Directors and the Audit Committee of the Board of Directors each receive regular presentations and reports on cybersecurity risks as well as prompt and timely information regarding any cybersecurity incident identified as significant by our CISO or Chief Privacy Officer, as required by the CIRP, and ongoing updates regarding any such incident until it has been addressed.

On an annual basis, the Board of Directors and the Audit Committee of the Board of Directors discuss the Company’s approach to cybersecurity risk management, as well as our overall risk management strategy, with the members of senior leadership, which includes the Company’s CISO, Chief Executive Officer, and Chief Financial Officer. The Audit Committee also receives periodic updates on risk management and enterprise risk management, including cybersecurity, throughout the year.

Our CISO has over three decades of relevant experience across the information technology landscape. His work experience has included managing cybersecurity risks at large multinational companies. Reporting to our CISO and leading a team of security engineers is our Vice President, Enterprise Security, who also has decades of experience architecting and deploying secure network, system, and data center infrastructure as well as designing and deploying processes and technology platforms that are designed to protect the enterprise from cybersecurity threats.

In addition to board oversight and the presence of a cybersecurity team, we provide all applicable employees and contractors with cybersecurity awareness training and testing on an annual basis. We also deploy phishing exercises to all applicable employees and select contractors, as well as targeted phishing training to select employees and contractors, on a quarterly basis. Our product development teams keep current through specialized training on secure development practices for firmware, software, and hardware. Our training programs are designed to educate our employees on current cybersecurity risks and the programs we have in place that are designed to protect the Company’s information systems from cybersecurity threats and to promptly respond to any cybersecurity incidents in accordance with the Company’s incident response and recovery plans. To facilitate the success of the Company’s cybersecurity risk management program, multidisciplinary teams throughout the Company are deployed to address cybersecurity threats and to respond to cybersecurity incidents. Through ongoing communications with these teams, the CISO monitors the prevention, detection, mitigation, and remediation of cybersecurity threats and incidents in real time and reports such threats and incidents to the Audit Committee of the Board of Directors when appropriate.

**Item 2. Properties.**

Our general corporate offices are located in Atlanta, Georgia. Because of the diverse nature of operations and the large number of individual locations, it is neither practical nor meaningful to describe each of our operating facilities owned or leased. The following listing summarizes the significant facility categories by which reportable segment, Acuity Brands Lighting (“ABL”) or Acuity Intelligent Spaces (“AIS”), the facility primarily benefits as of August 31, 2025:

Nature of Facilities	ABL		AIS		Corporate	Total	
	Owned	Leased	Owned	Leased	Leased	Owned	Leased
Manufacturing facilities	10	5	2	1	—	12	6
Warehouses	—	—	—	1	—	—	1
Distribution centers	2	6	—	1	—	2	7
Offices	3	8	—	25	1	3	34
<b>Total</b>	<b>15</b>	<b>19</b>	<b>2</b>	<b>28</b>	<b>1</b>	<b>17</b>	<b>48</b>

The following table provides additional geographic information related to our manufacturing facilities as of August 31, 2025:

	United States	Mexico	Europe	Canada	Total
<b>ABL:</b>					
Owned	4	5	1	—	10
Leased	1	2	—	2	5
<b>Total</b>	<b>5</b>	<b>7</b>	<b>1</b>	<b>2</b>	<b>15</b>
<b>AIS:</b>					
Owned	—	—	1	1	2
Leased	1	—	—	—	1
<b>Total</b>	<b>1</b>	<b>—</b>	<b>1</b>	<b>1</b>	<b>3</b>

We believe that our properties are well maintained and in good operating condition and that our properties are suitable and adequate for our present needs. Initiatives related to enhancing global operations may result in the future consolidation or addition of certain facilities.

**Item 3. Legal Proceedings.**

See the *Commitments and Contingencies* footnote of the *Notes to Consolidated Financial Statements* included in this Annual Report on Form 10-K for information regarding our legal proceedings.

**Item 4. Mine Safety Disclosures.**

Not applicable.

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities.**

Our common stock is listed on the New York Stock Exchange under the symbol "AYI." At October 23, 2025, there were 1,575 stockholders of record.

The timing, declaration, and payment of future dividends to holders of our common stock will depend upon many factors, including our cash balances and potential future capital requirements for strategic transactions, including acquisitions, results of operations, financial condition, and other factors that our Board of Directors may deem relevant.

The information required by this item with respect to equity compensation plans is included under the caption *Equity Compensation Plans* in our proxy statement for the annual meeting of stockholders to be held January 21, 2026, which we will file with the Securities and Exchange Commission pursuant to Regulation 14A. The proxy statement is incorporated herein by reference.

**Issuer Purchases of Equity Securities**

On January 25, 2024, the Board of Directors (the "Board") authorized the repurchase of up to an additional three million shares of our common stock. Under the current share repurchase authorization, we may repurchase shares of our common stock from time to time at prevailing market prices, depending on market conditions, through open market or privately negotiated transactions. No date has been established for the completion of the share repurchase program, and we are not obligated to repurchase any shares. Subject to applicable corporate securities laws, repurchases may be made at such times and in such amounts as management deems appropriate. Repurchases under the program can be discontinued at any time management feels additional repurchases are not warranted. As of August 31, 2025, the maximum number of shares that may yet be repurchased under the share repurchase program authorized by the Board equaled 3.3 million shares. The following table reflects activity related to equity securities we repurchased during the three months ended August 31, 2025:

<b>Issuer Purchases of Equity Securities</b>				
<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs</b>
6/01/2025 through 6/30/2025	47,130	\$ 272.58	47,130	3,384,700
7/01/2025 through 7/31/2025	32,654	\$ 296.85	32,654	3,352,046
8/01/2025 through 8/31/2025	12,675	\$ 315.88	12,675	3,339,371
Total	92,459	\$ 287.09	92,459	3,339,371

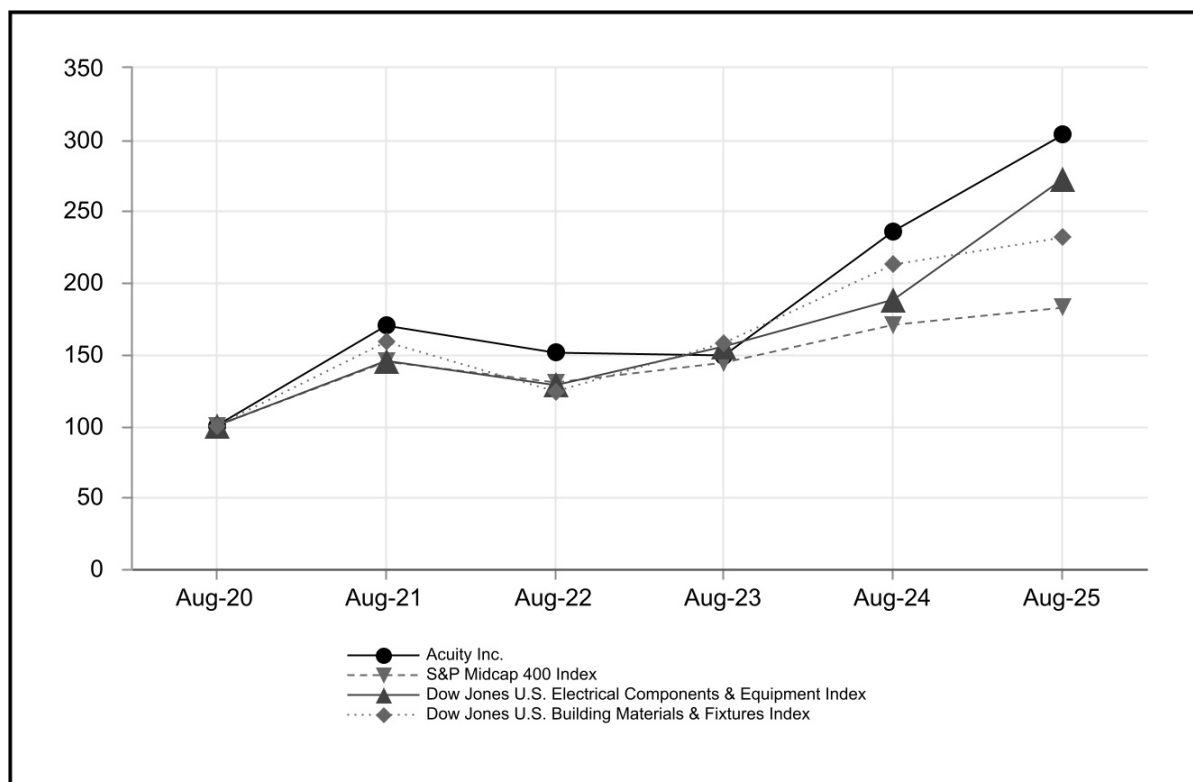
**Company Stock Performance**

The following information in this Annual Report on Form 10-K is not deemed to be “soliciting material” or to be “filed” with the Securities and Exchange Commission or subject to Regulation 14A or 14C under the Exchange Act or to the liabilities of Section 18 of the Exchange Act, and it will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent specifically incorporated by reference into such filing.

The following graph compares the cumulative total return to shareholders on our outstanding stock during the five years ended August 31, 2025, with the cumulative total returns of the Standard & Poor’s (“S&P”) Midcap 400 Index, the Dow Jones U.S. Electrical Components & Equipment Index, and the Dow Jones U.S. Building Materials & Fixtures Index. We are a component of both the S&P Midcap 400 Index and the Dow Jones U.S. Building Materials & Fixtures Index. The Dow Jones U.S. Electrical Components & Equipment Index is included in the following graph as the parent companies of several major lighting companies are included in the index.

**COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN\***

Among Acuity Inc., the S&P Midcap 400 Index, the Dow Jones U.S. Electrical Components & Equipment Index, and the Dow Jones U.S. Building Materials & Fixtures Index



\*Assumes \$100 invested on August 31, 2020 in stock or index, including reinvestment of dividends.

	Aug-20	Aug-21	Aug-22	Aug-23	Aug-24	Aug-25
Acuity Inc.	\$ 100	\$ 170	\$ 151	\$ 149	\$ 236	\$ 303
S&P Midcap 400 Index	100	145	130	144	171	182
Dow Jones U.S. Electrical Components & Equipment Index	100	145	128	155	188	272
Dow Jones U.S. Building Materials & Fixtures Index	100	158	124	157	213	231

**Item 6.** [Reserved]

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

The purpose of this discussion and analysis is to enhance the understanding and evaluation of the results of operations, financial position, cash flows, indebtedness, and other key financial information of Acuity Inc. (referred to herein as "we," "our," "us," the "Company," or similar references) and its subsidiaries for the fiscal years ended August 31, 2025 and 2024. The following discussion should be read in conjunction with the *Consolidated Financial Statements and Notes to Consolidated Financial Statements* included within this report.

A discussion of the year ended August 31, 2024 compared to the year ended August 31, 2023 can be found within [Part II, Item 7. Management's Discussion and Analysis](#) within our fiscal 2024 Annual Report on Form 10-K filed with the Securities and Exchange Commission on October 28, 2024.

**Overview**

**Company**

Acuity Inc. (referred to herein as "we," "our," "us," the "Company," or similar references) is a market-leading industrial technology company. Effective March 26, 2025, we changed our corporate name from Acuity Brands, Inc. to Acuity Inc. We use technology to solve problems in spaces, light, and more things to come. Through our two business segments, Acuity Brands Lighting ("ABL") and Acuity Intelligent Spaces ("AIS"), we design, manufacture, and bring to market products and services that make a valuable difference in people's lives. We achieve growth through the development of innovative new products and services, including lighting, lighting controls, building management solutions, and an audio, video, and control platform. We focus on customer outcomes and drive growth and productivity to increase market share and deliver superior returns. We look to aggressively deploy capital to grow the business and to enter attractive new verticals.

**Financial Condition, Capital Resources, and Liquidity**

We have numerous sources of capital, including cash on hand and cash flows generated from operations, as well as various sources of financing. Our ability to generate sufficient cash flows from operations or to access certain capital markets, including banks, is necessary to meet our capital allocation priorities, which are to invest in our current business for growth, to invest in mergers and acquisitions, to pay a dividend, and to make share repurchases. Sufficient cash flow generation is also critical to fund our operations in the short and long term and to maintain compliance with covenants contained in our financing agreements.

Our significant contractual cash requirements as of August 31, 2025 primarily include principal and interest on outstanding debt, accounts payable, accrued employee compensation, operating lease liabilities, and certain purchase obligations incurred in the ordinary course of business that are enforceable and legally binding. Further details on our borrowings and operating lease liabilities are outlined in the *Debt and Lines of Credit, Leases, and Subsequent Event* footnotes of the *Notes to Consolidated Financial Statements* within this Annual Report on Form 10-K.

Contractual purchase obligations subsequent to August 31, 2025 include \$323.3 million in fiscal 2026. Contractual purchase obligations beyond fiscal 2026 are not significant.

We believe that we will be able to meet our liquidity needs over the next 12 months based on our cash on hand, current projections of cash flows from operations, borrowing availability under financing arrangements, and current access to capital markets. Additionally, we believe that our cash flows from operations and sources of funding, including, but not limited to, future borrowings and borrowing capacity, will sufficiently support our long-term liquidity needs. In the event of a sustained market deterioration, we may need additional capital, which would require us to evaluate available alternatives and take appropriate actions.

**Cash**

Our cash position at August 31, 2025 was \$422.5 million, a decrease of \$423.3 million from August 31, 2024. Cash generated from operating activities and cash on hand were used during the current year to partially fund the QSC, LLC ("QSC") acquisition and our other capital allocation priorities as discussed below.

We generated \$601.4 million of cash flows from operating activities during fiscal 2025 compared with \$619.2 million in the prior-year period, a decrease of \$17.8 million. Cash flows from operations decreased as payments for acquisition-related costs, higher interest, and increased purchases of inventory were partially offset by the timing of collections from customers.

### Financing Arrangements

See the *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* within this Annual Report on Form 10-K for discussion of the terms of our various financing arrangements, including the 2.150% senior unsecured notes due December 15, 2030 (the “Unsecured Notes”), the terms of our five-year unsecured revolving credit facility (“Revolving Credit Facility”), and the terms of our unsecured term loan facility (“Term Loan Facility”) due June 27, 2027.

At August 31, 2025, our outstanding debt balance was \$896.8 million, which consisted of our Unsecured Notes and borrowings on our Term Loan Facility, compared to our cash position of \$422.5 million. We were in compliance with all covenants under our financing arrangements as of August 31, 2025.

The Unsecured Notes were issued by Acuity Brands Lighting, Inc., a wholly-owned subsidiary of Acuity Inc. The Unsecured Notes are fully and unconditionally guaranteed on a senior unsecured basis by Acuity Inc. and ABL IP Holding LLC, a wholly-owned subsidiary of Acuity Inc. The following tables present summarized financial information for Acuity Inc., Acuity Brands Lighting, Inc., and ABL IP Holding LLC on a combined basis after the elimination of all intercompany balances and transactions between the combined group as well as any investments in non-guarantors as of the dates and during the period presented (in millions):

<b>Summarized Balance Sheet Information</b>	<b>August 31, 2025</b>	<b>August 31, 2024</b>
Current assets	\$ 1,068.2	\$ 1,517.6
Current assets due from non-guarantor affiliates	303.5	338.0
Non-current assets	1,369.4	1,337.7
Current liabilities	604.0	553.2
Non-current liabilities	1,138.4	746.5

<b>Summarized Income Statement Information</b>	<b>Year Ended August 31, 2025</b>
Net sales	\$ 3,326.2
Gross profit	1,503.1
Net income	348.3

On November 25, 2024, we entered into an amendment to our credit agreement (the “Credit Agreement”) that, among other things, provided for a delayed draw term under the Term Loan Facility of up to \$600.0 million. In January 2025, we drew the full \$600.0 million on the Term Loan Facility to fund the QSC acquisition. During fiscal 2025, we voluntarily repaid \$200.0 million of the outstanding obligation. We had \$400.0 million in borrowings outstanding under the Term Loan Facility at August 31, 2025.

At August 31, 2025, we had additional borrowing capacity under the Credit Agreement of \$595.8 million under the most restrictive covenant in effect at the time, which represents the full amount of the Revolving Credit Facility less outstanding letters of credit of \$4.2 million issued under the Revolving Credit Facility, primarily for securing collateral requirements under our casualty insurance premiums. As of August 31, 2025, our cash on hand combined with the additional borrowing capacity under the Revolving Credit Facility totaled \$1.0 billion.

### Capital Allocation Priorities

Our capital allocation priorities are to invest in our current business for growth, to invest in mergers and acquisitions, to pay a dividend, and to make share repurchases.

### Investments in Current Business for Growth

We invested \$68.4 million and \$64.0 million in property, plant, and equipment in fiscal 2025 and 2024, respectively. We invested primarily in new and enhanced information technology, equipment, tooling, and facility improvements in fiscal 2025.

### Strategic Acquisitions, Investments, and Divestitures

We seek opportunities to strategically expand and enhance our portfolio of solutions. Refer to the *Acquisitions and Divestitures* footnote of the *Notes to Consolidated Financial Statements* for more information.

### QSC, LLC

On January 1, 2025, we acquired all of the equity interests of QSC, a leader in the design, engineering, and manufacturing of audio, video, and control solutions and services, for \$1.2 billion. This acquisition expands AIS into a cloud-manageable audio, video, and control platform that includes controls, sensors, and software with broad applications across multiple end-markets including education, commercial, hospitality, government, healthcare, and transportation. We funded the transaction using cash on hand and proceeds from our Term Loan Facility. The operating results, assets, liabilities, and cash flows of QSC have been included in our consolidated financial statements since the date of acquisition.

### M3 Innovation, LLC

On May 1, 2025, we acquired certain assets of M3 Innovation, LLC, a sports lighting startup that uses innovative technology to lower the overall cost of the installation and operation of sports lighting solutions. The assets have been included in ABL's financial results since the date of acquisition and did not have a material impact to our financial condition, results of operations, or cash flows.

### *Dividends*

We paid dividends on our common stock of \$20.6 million (\$0.66 per share) in fiscal 2025 and \$18.2 million (\$0.58 per share) in fiscal 2024. All decisions regarding the declaration and payment of dividends are at the discretion of the Board of Directors (the "Board") and are evaluated regularly with consideration of our financial condition, earnings, growth prospects, funding requirements, applicable law, and any other factors the Board deems relevant.

### *Share Repurchases*

During fiscal 2025, we repurchased approximately 0.4 million shares of our outstanding common stock for \$117.1 million. Total cash outflows for share repurchases during fiscal 2025 were \$118.5 million. During fiscal 2024, we repurchased 0.5 million shares of our outstanding common stock for \$87.8 million. Total cash outflows for share repurchases during fiscal 2024 were \$88.7 million. We expect to repurchase shares on an opportunistic basis subject to various factors including stock price, Company performance, market conditions, and other possible uses of cash.

On January 25, 2024, the Board approved an increase of three million shares to the maximum number of shares that may yet be repurchased under the share repurchase program. As of August 31, 2025, the maximum number of shares that may yet be repurchased under the share repurchase program authorized by the Board equaled 3.3 million shares.

## Results of Operations

The following is a discussion of our results of operations in fiscal 2025 compared to fiscal 2024. A discussion of our fiscal 2024 results of operations compared to fiscal 2023 can be found within [Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations](#) within our fiscal 2024 Annual Report on Form 10-K filed with the Securities and Exchange Commission on October 28, 2024.

The following table sets forth information comparing the components of net income for the year ended August 31, 2025 with the year ended August 31, 2024 (in millions except per share data):

	Year Ended August 31,		Increase (Decrease)	Percent Change
	2025	2024		
Net sales	\$ 4,345.6	\$ 3,841.0	\$ 504.6	13.1 %
Cost of products sold	2,267.1	2,059.3	207.8	10.1 %
Gross profit	2,078.5	1,781.7	296.8	16.7 %
<i>Percent of net sales</i>	47.8%	46.4 %	140 bps	
Selling, distribution, and administrative expenses	1,484.9	1,228.4	256.5	20.9 %
Special charges	29.7	—	29.7	NM
Operating profit	563.9	553.3	10.6	1.9 %
<i>Percent of net sales</i>	13.0 %	14.4 %	(140) bps	
Other expense:				
Interest expense (income), net	22.0	(4.5)	26.5	NM
Miscellaneous expense, net	41.7	9.2	32.5	NM
Total other expense	63.7	4.7	59.0	NM
Income before income taxes	500.2	548.6	(48.4)	(8.8)%
<i>Percent of net sales</i>	11.5 %	14.3 %	(280) bps	
Income tax expense	103.6	126.0	(22.4)	(17.8)%
<i>Effective tax rate</i>	20.7 %	23.0 %		
Net income	\$ 396.6	\$ 422.6	\$ (26.0)	(6.2)%
Diluted earnings per share	\$ 12.53	\$ 13.44	\$ (0.91)	(6.8)%
NM - not meaningful				

### Net Sales

Net sales of \$4.35 billion for the year ended August 31, 2025 increased by \$504.6 million, or 13.1%, compared with the prior-year period due primarily to increases in sales in both our AIS and ABL segments. The increase in our AIS segment was driven by the acquisition of QSC, which contributed \$428.6 million in sales, as well higher net sales of our Atrius and Distech products. Additionally, net sales increased in our ABL segment due primarily to higher net sales within the independent sales and direct sales networks, partially offset by lower net sales within the corporate accounts and retail channels.

### Gross Profit

Gross profit for the year ended August 31, 2025 increased \$296.8 million, or 16.7%, to \$2.08 billion compared with \$1.78 billion for the prior year. Our gross profit increased compared with the prior period due primarily to the fall through of higher net sales, including contributions from the QSC acquisition, as well as favorable materials costs. These increases were partially offset by increased production costs, higher tariffs, and acquisition-date fair value adjustments to QSC's inventory.

### Operating Profit

Selling, distribution, and administrative ("SD&A") expenses for the year ended August 31, 2025 were \$1.48 billion compared with \$1.23 billion in the prior year, an increase of \$256.5 million, or 20.9%. The increase in SD&A expenses was due primarily to higher selling costs associated with higher sales and higher employee-related costs. The increase was also due to amounts related to the QSC acquisition, including higher employee-related costs, higher amortization from acquired intangibles, and acquisition-related costs. Acquisition-related costs were recorded within unallocated corporate amounts.

We recorded special charges totaling \$29.7 million for the year ended August 31, 2025, which consisted primarily of impairments of long-lived assets as well as employee severance costs related to productivity initiatives. Please refer to the *Special Charges* footnote of the *Notes to Consolidated Financial Statements* within this Annual Report on Form 10-K for further details.

Operating profit for the year ended August 31, 2025 was \$563.9 million (13.0% of net sales) compared with \$553.3 million (14.4% of net sales) for the prior fiscal year, an increase of \$10.6 million, or 1.9%. The increase in operating profit was due primarily to higher gross profit, partially offset by higher SD&A expenses and nonrecurring fiscal 2025 special charges.

#### *Interest Expense (Income), net*

We reported net interest expense of \$22.0 million and net interest income of \$4.5 million for the years ended August 31, 2025 and 2024, respectively. The increase in net interest expense was due primarily to interest incurred on our outstanding Term Loan Facility and lower interest-bearing cash and cash equivalent balances as a result of our purchase of QSC.

#### *Miscellaneous Expense, net*

Miscellaneous expense, net consists of non-service components of net periodic pension cost, gains and losses associated with foreign currency-related transactions, and non-operating gains and losses.

We reported net miscellaneous expense of \$41.7 million in fiscal 2025 compared with \$9.2 million in fiscal 2024. This year-over-year change was due primarily to the recognition of \$30.9 million for non-cash pension settlement charges in the fourth quarter of fiscal 2025.

The details of the pension settlement charges are described in the *Pension and Defined Contribution Plans* footnote of the *Notes to Consolidated Financial Statements*.

#### *Income Taxes and Net Income*

Our effective income tax rate was 20.7% and 23.0% for the years ended August 31, 2025 and 2024, respectively. This reduction was due primarily to a one-time \$8.2 million tax benefit related to the expiration of the statute in fiscal 2025 of limitations on tax reserves for uncertain tax positions. Further details regarding income taxes are included in the *Income Taxes* footnote of the *Notes to Consolidated Financial Statements*.

Net income for fiscal 2025 decreased \$26.0 million, or 6.2%, to \$396.6 million from \$422.6 million reported for the prior year. This decrease was due primarily to the recognition of non-cash pension settlement charges, nonrecurring special charges, higher SD&A expenses, and higher net interest expense, partially offset by higher gross profit and lower income tax expense.

Diluted earnings per share for fiscal 2025 was \$12.53 compared with \$13.44 for the prior-year period, a decrease of \$0.91, or 6.8%. This decrease reflects lower net income as well as higher outstanding diluted shares.

### Segment Results

The following table sets forth information comparing the operating results of our segments, ABL and AIS, for the year ended August 31, 2025 with the year ended August 31, 2024 (in millions):

	Year Ended August 31,		Increase (Decrease)	Percent Change
	2025	2024		
<b>ABL:</b>				
Net sales	\$ 3,612.2	\$ 3,573.4	\$ 38.8	1.1 %
Gross profit	1,654.5	1,612.5	42.0	2.6 %
Operating profit	590.6	582.8	7.8	1.3 %
Gross profit margin	45.8 %	45.1 %	70 bps	
Operating profit margin	16.4 %	16.3 %	10 bps	
<b>AIS:</b>				
Net sales	\$ 764.3	\$ 291.9	\$ 472.4	161.8 %
Gross profit	424.0	169.2	254.8	150.6 %
Operating profit	76.1	43.6	\$ 32.5	74.5 %
Gross profit margin	55.5 %	58.0 %	(250) bps	
Operating profit margin	10.0 %	14.9 %	(490) bps	

ABL net sales for the year ended August 31, 2025 increased 1.1% compared with the prior-year period due primarily to higher net sales in our independent and direct sales networks, partially offset by a decline in corporate accounts due primarily to the timing of renovation activities for a large customer and a decline in the retail sales channel.

ABL gross profit was \$1.7 billion (45.8% of ABL net sales) for the year ended August 31, 2025 compared with \$1.6 billion (45.1% of ABL net sales) in the prior year, an increase of \$42.0 million. The increase in gross profit was due primarily to fall through of higher net sales and favorable materials cost. These increases were partially offset by higher production and tariff costs.

ABL operating profit was \$590.6 million (16.4% of ABL net sales) for the year ended August 31, 2025 compared with \$582.8 million (16.3% of ABL net sales) in the prior year, an increase of \$7.8 million. The increase in operating profit was primarily due to higher gross profit, partially offset by the recognition of nonrecurring special charges and higher selling costs associated with higher sales.

AIS net sales for the year ended August 31, 2025 increased \$472.4 million or 161.8% compared with the prior-year period due primarily to the acquisition of QSC, which contributed \$428.6 million in sales, as well as higher net sales of Atrius and Distech products.

AIS gross profit was \$424.0 million (55.5% of AIS net sales) for the year ended August 31, 2025 compared with \$169.2 million (58.0% of AIS net sales) in the prior-year period, an increase of \$254.8 million. The increase in gross profit was due primarily to fall through of higher net sales, including contributions from the QSC acquisition. These increases were partially offset by preliminary pre-tax fair value adjustments to QSC's inventory and higher tariffs.

AIS operating profit was \$76.1 million (10.0% of AIS net sales) for the year ended August 31, 2025 compared with \$43.6 million (14.9% of AIS net sales) in the prior-year period, an increase of \$32.5 million. This increase primarily reflects higher gross profit, partially offset by higher SD&A costs due primarily to contributions from the QSC acquisition. AIS's operating results also include preliminary pre-tax fair value adjustments to inventory and amortization of intangible assets related to the QSC acquisition.

### Accounting Standards Adopted in Fiscal 2025 and Accounting Standards Yet to Be Adopted

See the *New Accounting Pronouncements* footnote of the *Notes to Consolidated Financial Statements* for information on recently adopted and upcoming standards.

## **Critical Accounting Estimates**

*Management's Discussion and Analysis of Financial Condition and Results of Operations* addresses the financial condition and results of operations as reflected in our *Consolidated Financial Statements*, which have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). As discussed in the *Description of Business and Basis of Presentation* footnote of the *Notes to Consolidated Financial Statements*, the preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements as well as reported amounts of revenue and expense during the reporting period. On an ongoing basis, we evaluate our estimates and judgments. We base our estimates and judgments on our substantial historical experience and/or other relevant factors, such as projections of future performance, the results of which form the basis for making judgments about the recognition and measurement of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. We discuss the development of accounting estimates with our Audit Committee of the Board of Directors on a recurring basis. See the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* for a summary of our accounting policies.

We believe the following accounting topics represent our critical accounting estimates.

### **Revenue Recognition**

We recognize revenue when we transfer control of goods and services to our customers. Revenue is measured as the amount of consideration we expect to receive in exchange for goods and services. In the period of revenue recognition, we estimate and record provisions for rebates, sales incentives, product returns, and discounts to customers, in most instances, as reductions of revenue.

We also maintain one-time or on-going marketing and trade-promotion programs with certain customers that require us to estimate and accrue the expected costs of such programs. Generally, these provisions are recorded as reductions of revenue and are estimated based on customer agreements, historical trends, expected demand, or specific notification of pending returns. Although historical experience has generally been within expectations, there can be no assurance that future rebates, sales incentives, product returns, discounts, and marketing and trade-promotion programs will not exceed historical amounts. A significant increase in these activities could have a material adverse impact on our operating results in the future.

Please refer to the *Revenue Recognition* footnote of the *Notes to Consolidated Financial Statements* for additional information, including financial balances, regarding estimates related to revenue recognition.

### **Inventories**

Inventories include materials, direct labor, inbound freight, customs, duties, tariffs, and related manufacturing overhead. Inventories are stated on a first-in, first-out basis at the lower of cost and net realizable value. We review inventory quantities on hand and record a provision for excess or obsolete inventory primarily based on estimated future demand and current market conditions. Although our historical experience related to demand and market conditions has been within expectations, a significant change in customer demand, market conditions, or technology could render certain inventory obsolete and thus could have a material adverse impact on our operating results in the period the change occurs.

Please refer to the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* for additional information.

### **Business Combinations**

We account for business combinations using the acquisition method of accounting, which requires that once control is obtained, all the assets acquired and liabilities assumed are recorded at their respective fair values at the date of acquisition. The determination of the acquisition-date fair values of identifiable assets acquired and liabilities assumed requires estimates and a significant amount of management judgment and may involve third-party specialists. Generally, the assets requiring the most judgment are identified intangible assets, which are generally valued using an income, replacement cost, market comparable, or other approach.

For the QSC acquisition, we used an income approach to value significant acquired intangible assets. We used a relief-from royalty method for trade names, a distributor model for customer relationships, and a multi-period excess earnings method for developed technology and patents. Significant assumptions used in these models included

projected revenues, attrition rates, hypothetical royalty rates, hypothetical distributor margins, projected obsolescence factors, and/or relevant discount rates.

Although we believe our estimates of acquisition-date fair values are reasonable, actual financial results could differ from those estimates due to the inherent uncertainty involved in making such estimates. Changes in assumptions concerning future financial results or other underlying assumptions could have a significant impact on the determination of the fair values of the intangible assets acquired.

Please refer to the *Acquisitions and Divestitures* footnote of the *Notes to Consolidated Financial Statements* for additional information.

### **Goodwill and Indefinite-Lived Intangible Assets**

Goodwill is calculated as the residual value of an acquisition's purchase price less the value of the identifiable net assets and is thus dependent on the appropriate identification and valuation of the net assets obtained in an acquisition.

Indefinite-lived intangible assets consist of acquired trade names that are expected to generate cash flows indefinitely. Significant estimates and assumptions were used to both identify and determine the initial fair value of these acquired intangible assets, often with the assistance of third-party valuation specialists. These assumptions include, but are not limited to, estimated future net sales and profitability, royalty rates, and discount rates.

We review goodwill and indefinite-lived intangible assets for impairment on an annual basis as of the first date of our fiscal fourth quarter (June 1) or more frequently if events occur or circumstances change, such as a significant adverse change in our business climate, that would more likely than not indicate that the fair value of a reporting unit or an indefinite-lived asset is below its carrying value.

For our annual impairment tests, we may elect to perform a qualitative assessment of our goodwill and/or indefinite-lived intangibles as allowed under Accounting Standards Codification ("ASC") Topic 350, *Intangibles—Goodwill and Other* ("ASC 350") to determine whether it is more likely than not that an impairment occurred. If we determine that an asset is more likely than not impaired, we perform a quantitative impairment assessment for that asset. Alternatively, we may elect to forego the qualitative assessment. An impairment loss for goodwill is recognized in the event a reporting unit's carrying value exceeds its fair value and for an indefinite-lived intangible asset in the event the asset's carrying value exceeds its fair value.

An assessment of our goodwill and indefinite-lived intangible assets for impairment considers the use of significant judgments and estimates in accordance with U.S. GAAP including, but not limited to, economic, industry, and Company-specific qualitative factors, projected future net sales, operating results, and cash flows. Under a quantitative assessment, fair values for goodwill and indefinite-lived intangible assets are estimated using discounted future cash flows or another appropriate fair value method. We currently believe that the estimates used in the evaluation of goodwill and indefinite-lived intangibles are reasonable. However, future differences between actual and expected net sales, operating results, and cash flows and/or changes in the discount rates, or theoretical royalty rates for indefinite-lived intangible assets, used could require us to record additional non-cash impairment charges to earnings for the write-down in the value of such assets. Such charges could have a material adverse effect on our results of operations and financial position but not our cash flows from operations.

#### *Goodwill*

As of June 1, 2025, the current fiscal year testing date, we performed a qualitative analysis to assess goodwill for impairment. Our qualitative analysis considered and assessed external factors for each reporting unit such as macroeconomic, industry, cost, and market conditions as well as Company-specific factors, including but not limited to, our actual and planned financial performance. Based on the results of our analysis, we determined there was not a more likely than not probability of impairment for each of our four reporting units. Thus, no quantitative test was required for our \$1.5 billion of goodwill.

We last performed a quantitative goodwill impairment analysis in fiscal 2023 and concluded that any reasonably likely change in the assumptions used in those analyses, including revenue growth rates, discount rates, longer term growth rates, or relevant multiples would not cause the carrying value of any reporting unit to exceed its estimated fair value. See the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* for additional information.

### *Indefinite-Lived Intangible Assets*

As of June 1, 2025, the current fiscal year testing date, we held eight indefinite-lived intangible assets with an aggregate carrying value of \$132.5 million. For fiscal 2025, we performed a qualitative analysis to assess our indefinite-lived intangible assets for impairment. Our qualitative analysis considered and assessed external factors such as macroeconomic, industry, cost, and market conditions as well as asset-specific factors, such as each trade name's actual and planned financial performance. Based on the results of our analysis, we determined there was not a more likely than not probability of impairment for all of the indefinite-lived intangible assets, and no quantitative test for these assets was required. We last performed a quantitative analysis in fiscal 2023 for the trade names and concluded that any reasonably likely change in the assumptions used in those analyses, including revenue growth rates, discount rates, long-term growth rates, or implied royalty rates would not result in an impairment.

See the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* for further details regarding the assumptions used and results of our annual impairment tests for the periods presented.

### **Cautionary Statement Regarding Forward-Looking Statements and Information**

This filing contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the "Act"). Forward-looking statements include, among other things, statements that describe or relate to the Company's plans, initiatives, projections, vision, goals, targets, commitments, expectations, objectives, prospects, strategies, or financial outlook, and the assumptions underlying or relating thereto. In some cases, we may use words such as "expect," "believe," "intend," "anticipate," "estimate," "forecast," "indicate," "project," "predict," "plan," "may," "will," "could," "should," "would," "potential," and words of similar meaning, as well as other words or expressions referencing future events, conditions, or circumstances, to identify forward-looking statements. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Act. Forward-looking statements are not guarantees of future performance. Our forward-looking statements are based on our current beliefs, expectations, and assumptions, which may not prove to be accurate, and are subject to known and unknown risks and uncertainties, many of which are outside of our control. These risks and uncertainties could cause actual events or results to differ materially from our historical experience and management's present expectations or projections. These risks and uncertainties are discussed in our filings with the U.S. Securities and Exchange Commission, including this Annual Report on Form 10-K (including, but not limited to, *Part I, Item 1A. Risk Factors*), quarterly reports on Form 10-Q, and current reports on Form 8-K. Any forward-looking statement speaks only as of the date on which it is made. You are cautioned not to place undue reliance on any forward-looking statements. Except as required by law, we undertake no obligation to publicly update or release any revisions to these forward-looking statements to reflect any events or circumstances after the date of this quarterly report or to reflect the occurrence of unanticipated events, whether as a result of new information, future events, or otherwise.

### **Item 7A. Quantitative and Qualitative Disclosures about Market Risk.**

#### **General**

We are exposed to worldwide market risks that may impact our *Consolidated Balance Sheets*, *Consolidated Statements of Comprehensive Income*, *Consolidated Statements of Cash Flows*, and *Consolidated Statements of Stockholders' Equity* due primarily to changing interest and foreign exchange rates. We do not currently engage in significant commodity hedging transactions for raw materials. The following discussion provides additional information regarding our market risks.

#### **Interest Rates**

Interest rate fluctuations expose variable-rate debt of the organization to changes in interest expense and cash flows. As of August 31, 2025, our long-term debt consisted of fixed-rate senior unsecured notes and variable-rate borrowings on the term loan facility. A fluctuation in interest rates would not affect interest expense or cash flows related to the Company's fixed-rate debt. However, a 10% increase in market interest rates at August 31, 2025 would have decreased the estimated fair value of our senior unsecured notes by approximately \$9.6 million. As of August 31, 2025, we had \$400.0 million borrowings outstanding on our credit facility. A hypothetical increase in interest rates of 10% would increase the annual interest expense on this outstanding debt by approximately \$2.2 million. See the *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* contained in this Form 10-K for additional information.

## **Foreign Exchange Rates**

The majority of our net sales, expense, and capital purchases are transacted in U.S. dollars. Our primary exposure with respect to foreign exchange rate fluctuation exists due to the translation of foreign operations' results into U.S. Dollars, with our largest exposures in Mexico and Canada, and, to a lesser extent, in Europe. Based on fiscal 2025 performance, a hypothetical depreciation of 10% in the value of the Canadian dollar in relation to the U.S. dollar would negatively impact operating profit by approximately \$3.0 million, while a hypothetical 10% appreciation in the value of the Canadian dollar in relation to the U.S. dollar would favorably impact operating profit by approximately \$3.7 million. In addition to products and services sold in Mexico, a significant portion of the goods sold in the United States are manufactured in Mexico. A hypothetical 10% decrease in the value of the Mexican peso in relation to the U.S. dollar would favorably impact operating profit by approximately \$23.0 million, while a hypothetical 10% increase in the value of the Mexican peso in relation to the U.S. dollar would negatively impact operating profit by approximately \$28.1 million. The individual impacts to the operating profit of hypothetical currency fluctuations in the Canadian dollar and Mexican peso have been calculated assuming no changes to functional currency amounts and in isolation from any potential responses to address such exchange rate changes in our foreign markets.

Our exposure to foreign currency risk related to our operations in Europe is immaterial and has been excluded from this analysis.

**Item 8. Financial Statements and Supplementary Data.**

**Index to Consolidated Financial Statements**

	<b>Page</b>
Management's Report on Internal Control over Financial Reporting	32
Reports of Independent Registered Public Accounting Firm	33
Consolidated Balance Sheets as of August 31, 2025 and 2024	37
Consolidated Statements of Comprehensive Income for the years ended August 31, 2025, 2024, and 2023	38
Consolidated Statements of Cash Flows for the years ended August 31, 2025, 2024, and 2023	39
Consolidated Statements of Stockholders' Equity for the years ended August 31, 2025, 2024, and 2023	40
Notes to Consolidated Financial Statements	41
Note 1 — Description of Business and Basis of Presentation	41
Note 2 — Significant Accounting Policies	42
Note 3 — New Accounting Pronouncements	51
Note 4 — Acquisitions and Divestitures	52
Note 5 — Fair Value Measurements	55
Note 6 — Leases	57
Note 7 — Debt and Lines of Credit	58
Note 8 — Commitments and Contingencies	59
Note 9 — Segment Information	61
Note 10 — Revenue Recognition	63
Note 11 — Share-based Payments	65
Note 12 — Pension and Defined Contribution Plans	68
Note 13 — Special Charges	74
Note 14 — Common Stock and Related Matters	75
Note 15 — Income Taxes	76
Note 16 — Supplemental Disaggregated Information	79
Note 17 — Subsequent Event	80

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING  
ACUITY INC.**

The management of Acuity Inc. is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of August 31, 2025. In making this assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control-Integrated Framework (2013 Framework)*. Based on this assessment, management believes that, as of August 31, 2025, the Company's internal control over financial reporting is effective.

Management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of the acquired business of QSC, LLC ("QSC"), which is included in the Company's consolidated financial statements as of August 31, 2025 and for the period from the acquisition date of January 1, 2025 through August 31, 2025. As of August 31, 2025, QSC assets and net assets after excluding acquired goodwill and intangible assets constituted 7% of both the Company's consolidated total assets and net assets. For the year ended August 31, 2025, QSC net sales and pre-tax income constituted 10% of the Company's net sales and 4% of the Company's pre-tax income, respectively.

Ernst & Young LLP, the Company's independent registered public accounting firm, has issued an audit report on its audit of the Company's internal control over financial reporting. This report dated October 27, 2025 is included within this Form 10-K.

/s/ NEIL M. ASHE

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**Neil M. Ashe**  
**Chairman, President and**  
**Chief Executive Officer**

/s/ KAREN J. HOLCOM

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**Karen J. Holcom**  
**Senior Vice President and**  
**Chief Financial Officer**

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Acuity Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Acuity Inc. (the Company) as of August 31, 2025 and 2024, the related consolidated statements of comprehensive income, cash flows and stockholders' equity for each of the three years in the period ended August 31, 2025, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at August 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended August 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of August 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated October 27, 2025 expressed an unqualified opinion thereon.

### Basis for Opinion

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

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

### Critical Audit Matter

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

## **Acquisition of QSC, LLC – Valuation of Developed Technology**

### ***Description of the Matter***

As discussed in Note 4 to the consolidated financial statements, the Company acquired QSC, LLC (QSC) on January 1, 2025, for cash consideration of approximately \$1.2 billion. The Company accounted for the acquisition of QSC as a business combination. The acquisition date fair value of the acquired developed technology intangible assets was \$434.0 million, substantially all of which was Q-SYS, an audio, video, and control platform.

Auditing the Company's accounting for the Q-SYS developed technology intangible asset was complex due to estimation uncertainty and subjectivity involved in the Company's determination of fair value. The Company determined the fair value of the Q-SYS developed technology intangible asset based on a multi-period excess earnings method income approach. The estimation uncertainty was primarily due to the sensitivity of the Q-SYS developed technology intangible asset fair value to underlying assumptions about the future performance of QSC. The significant assumptions used to estimate the fair value of the Q-SYS developed technology intangible asset were projected revenues and the discount rate. These significant assumptions include forward-looking considerations and were based on expectations of future economic and market conditions.

### ***How We Addressed the Matter in Our Audit***

We evaluated the design and tested the operating effectiveness of internal controls over the Company's estimation process supporting the fair value of Q-SYS developed technology intangible asset. For example, we tested management's review controls over the significant assumptions described above along with the completeness and accuracy of the data utilized in the fair value estimates.

Our audit procedures related to the estimated fair value of the Q-SYS developed technology intangible asset included, among others, evaluating the Company's selection of the valuation methodology, evaluating the significant assumptions described above and testing the completeness and accuracy of the underlying data supporting the significant assumptions. We involved our valuation specialists to assist with evaluating the methodology and significant assumptions used by management to determine the fair value estimates. We compared the significant assumptions to historical and current industry, market and economic trends, as well as historical results of QSC and guideline companies within the same industry.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2002.

Atlanta, Georgia  
October 27, 2025

## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors of Acuity Inc.

### **Opinion on Internal Control Over Financial Reporting**

We have audited Acuity Inc.'s internal control over financial reporting as of August 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Acuity Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of August 31, 2025, based on the COSO criteria.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of QSC, LLC (QSC), which is included in the 2025 consolidated financial statements of the Company and constituted 7% of total assets and net assets, excluding the acquired value of goodwill and other intangible assets, as of August 31, 2025 and 10% and 4% of net sales and pre-tax income, respectively, for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of QSC.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of August 31, 2025 and 2024, the related consolidated statements of comprehensive income, cash flows and stockholders' equity for each of the three years in the period ended August 31, 2025, and the related notes and our report dated October 27, 2025 expressed an unqualified opinion thereon.

### **Basis for Opinion**

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

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

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

/s/ Ernst & Young LLP

Atlanta, Georgia  
October 27, 2025

**ACUITY INC.**  
**CONSOLIDATED BALANCE SHEETS**  
*(In millions, except per-share data)*

	August 31,	
	2025	2024
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 422.5	\$ 845.8
Accounts receivable, less reserve for doubtful accounts of \$4.3 and \$1.9, respectively	593.9	563.0
Inventories	526.7	387.6
Prepayments and other current assets	108.4	75.1
Total current assets	1,651.5	1,871.5
Property, plant, and equipment, net	343.2	303.9
Operating lease right-of-use assets	97.4	65.6
Goodwill	1,495.5	1,098.7
Intangible assets, net	1,099.0	440.5
Deferred income taxes	23.4	2.3
Other long-term assets	45.2	32.1
Total assets	\$ 4,755.2	\$ 3,814.6
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 454.5	\$ 352.3
Current operating lease liabilities	23.3	19.2
Accrued compensation	110.0	110.1
Other current liabilities	258.0	206.3
Total current liabilities	845.8	687.9
Long-term debt	896.8	496.2
Long-term operating lease liabilities	84.3	58.1
Accrued pension liabilities	39.2	37.5
Deferred income taxes	24.9	26.0
Other long-term liabilities	139.3	130.1
Total liabilities	2,030.3	1,435.8
Commitments and contingencies (see <i>Commitments and Contingencies</i> footnote)		
Stockholders' equity:		
Preferred stock, \$0.01 par value per share; 50.0 shares authorized; none issued	—	—
Common stock, \$0.01 par value per share; 500.0 shares authorized; 54.9 and 54.6 issued, respectively	0.5	0.5
Paid-in capital	1,164.7	1,115.9
Retained earnings	4,285.8	3,909.8
Accumulated other comprehensive loss	(76.5)	(114.9)
Treasury stock, at cost — 24.2 and 23.8 shares, respectively	(2,649.6)	(2,532.5)
Total stockholders' equity	2,724.9	2,378.8
Total liabilities and stockholders' equity	\$ 4,755.2	\$ 3,814.6

The accompanying *Notes to Consolidated Financial Statements* are an integral part of these statements.

**ACUITY INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
*(In millions, except per-share data)*

	Year Ended August 31,		
	2025	2024	2023
Net sales	\$ 4,345.6	\$ 3,841.0	\$ 3,952.2
Cost of products sold	2,267.1	2,059.3	2,239.0
Gross profit	2,078.5	1,781.7	1,713.2
Selling, distribution, and administrative expenses	1,484.9	1,228.4	1,212.9
Special charges	29.7	—	26.9
Operating profit	563.9	553.3	473.4
Other expense:			
Interest expense (income), net	22.0	(4.5)	18.9
Miscellaneous expense, net	41.7	9.2	7.8
Total other expense	63.7	4.7	26.7
Income before income taxes	500.2	548.6	446.7
Income tax expense	103.6	126.0	100.7
Net income	\$ 396.6	\$ 422.6	\$ 346.0
Earnings per share <sup>(1)</sup> :			
Basic earnings per share	\$ 12.85	\$ 13.68	\$ 10.88
Basic weighted average number of shares outstanding	30.859	30.885	31.806
Diluted earnings per share	\$ 12.53	\$ 13.44	\$ 10.76
Diluted weighted average number of shares outstanding	31.641	31.445	32.164
Dividends declared per share	\$ 0.66	\$ 0.58	\$ 0.52
Comprehensive income:			
Net income	\$ 396.6	\$ 422.6	\$ 346.0
Other comprehensive income (loss) items, net of tax:			
Foreign currency translation adjustments	10.8	(5.9)	8.5
Defined benefit plans, net of tax	27.6	3.6	4.7
Other comprehensive income (loss) items, net of tax	38.4	(2.3)	13.2
Comprehensive income	\$ 435.0	\$ 420.3	\$ 359.2

<sup>(1)</sup> Earnings per share is calculated using unrounded numbers. Amounts in the table may not recalculate exactly due to rounding.

The accompanying *Notes to Consolidated Financial Statements* are an integral part of these statements.

**ACUITY INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(In millions)*

	Year Ended August 31,		
	2025	2024	2023
<b>Cash flows from operating activities:</b>			
Net income	\$ 396.6	\$ 422.6	\$ 346.0
<b>Adjustments to reconcile net income to cash flows from operating activities:</b>			
Depreciation and amortization	133.1	91.1	93.2
Pension settlement loss	30.9	—	—
Share-based payment expense	45.1	46.6	42.0
Asset impairments	16.7	3.0	20.8
Deferred income taxes	(45.0)	(33.6)	(47.8)
<b>Changes in operating assets and liabilities, net of acquisitions and divestitures:</b>			
Accounts receivable	26.3	(8.7)	114.6
Inventories	(34.2)	(16.3)	115.2
Prepayments and other current assets	(14.3)	(3.0)	21.4
Accounts payable	64.4	66.2	(110.5)
Other operating activities	(18.2)	51.3	(16.8)
Net cash provided by operating activities	<u>601.4</u>	<u>619.2</u>	<u>578.1</u>
<b>Cash flows from investing activities:</b>			
Purchases of property, plant, and equipment	(68.4)	(64.0)	(66.7)
Acquisitions of businesses, net of cash acquired	(1,189.4)	—	(35.5)
Other investing activities	(22.9)	(1.1)	11.5
Net cash used for investing activities	<u>(1,280.7)</u>	<u>(65.1)</u>	<u>(90.7)</u>
<b>Cash flows from financing activities:</b>			
Repayments on credit facility, net of borrowings	—	—	(18.0)
Borrowings from term loan	600.0	—	—
Repayments of term loan borrowings	(200.0)	—	—
Repurchases of common stock	(118.5)	(88.7)	(266.6)
Proceeds from stock option exercises and other	28.4	13.5	2.7
Payments of taxes withheld on net settlement of equity awards	(24.6)	(11.1)	(14.2)
Dividends paid	(20.6)	(18.2)	(16.8)
Other financing activities	(9.3)	—	—
Net cash provided by (used for) financing activities	<u>255.4</u>	<u>(104.5)</u>	<u>(312.9)</u>
Effect of exchange rate changes on cash and cash equivalents	0.6	(1.7)	0.2
Net change in cash and cash equivalents	(423.3)	447.9	174.7
Cash and cash equivalents at beginning of year	845.8	397.9	223.2
Cash and cash equivalents at end of year	<u>\$ 422.5</u>	<u>\$ 845.8</u>	<u>\$ 397.9</u>
<b>Supplemental cash flow information:</b>			
Income taxes paid	\$ 151.8	\$ 155.7	\$ 147.2
Interest paid	\$ 40.5	\$ 24.4	\$ 27.9

The accompanying *Notes to Consolidated Financial Statements* are an integral part of these statements.

**ACUITY INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
*(In millions except per-share data)*

	Common Stock Outstanding		Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss Items	Treasury Stock, at cost	Total
	Shares <sup>(1)</sup>	Amount					
Balance, August 31, 2022	32.5	\$ 0.5	\$ 1,036.3	\$ 3,176.2	\$ (125.8)	\$ (2,175.4)	\$ 1,911.8
Net income	—	—	—	346.0	—	—	346.0
Other comprehensive income, net of tax	—	—	—	—	13.2	—	13.2
Share-based payment amortization, issuances, and cancellations	0.2	—	27.8	—	—	—	27.8
Employee stock purchase plan issuances	— *	—	1.5	—	—	—	1.5
Cash dividends of \$0.52 per share paid on common stock	—	—	—	(16.8)	—	—	(16.8)
Stock options exercised	— *	—	1.2	—	—	—	1.2
Repurchases of common stock	(1.6)	—	—	—	—	(269.3)	(269.3)
Balance, August 31, 2023	31.1	0.5	1,066.8	3,505.4	(112.6)	(2,444.7)	2,015.4
Net income	—	—	—	422.6	—	—	422.6
Other comprehensive loss, net of tax	—	—	—	—	(2.3)	—	(2.3)
Share-based payment amortization, issuances, and cancellations	0.1	—	35.6	—	—	—	35.6
Employee stock purchase plan issuances	— *	—	1.5	—	—	—	1.5
Cash dividends of \$0.58 per share paid on common stock	—	—	—	(18.2)	—	—	(18.2)
Stock options exercised	0.1	—	12.0	—	—	—	12.0
Repurchases of common stock	(0.5)	—	—	—	—	(87.8)	(87.8)
Balance, August 31, 2024	30.8	0.5	1,115.9	3,909.8	(114.9)	(2,532.5)	2,378.8
Net income	—	—	—	396.6	—	—	396.6
Other comprehensive income, net of tax	—	—	—	—	38.4	—	38.4
Share-based payment amortization, issuances, and cancellations	0.2	—	20.4	—	—	—	20.4
Employee stock purchase plan issuances	— *	—	1.9	—	—	—	1.9
Cash dividends of \$0.66 per share paid on common stock	—	—	—	(20.6)	—	—	(20.6)
Stock options exercised	0.1	—	26.5	—	—	—	26.5
Repurchases of common stock	(0.4)	—	—	—	—	(117.1)	(117.1)
Balance, August 31, 2025	30.7	\$ 0.5	\$ 1,164.7	\$ 4,285.8	\$ (76.5)	\$ (2,649.6)	\$ 2,724.9

<sup>(1)</sup> Share activity and balances above calculated using rounded numbers.

\* Represents shares of less than 0.1 million.

The accompanying *Notes to Consolidated Financial Statements* are an integral part of these statements.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**Note 1 — Description of Business and Basis of Presentation**

Acuity Inc. (referred to herein as “we,” “our,” “us,” the “Company,” or similar references) is a market-leading industrial technology company. Effective March 26, 2025, we changed our corporate name from Acuity Brands, Inc. to Acuity Inc. We use technology to solve problems in spaces, light, and more things to come. Through our two business segments, Acuity Brands Lighting (“ABL”) and Acuity Intelligent Spaces (“AIS”), we design, manufacture, and bring to market products and services that make a valuable difference in people’s lives. We achieve growth through the development of innovative new products and services, including lighting, lighting controls, building management solutions, and an audio, video, and control platform. We focus on customer outcomes and drive growth and productivity to increase market share and deliver superior returns. We look to aggressively deploy capital to grow the business and to enter attractive new verticals.

**Acuity Brands Lighting Segment**

Our mission at ABL is to provide sustainable and intelligent lighting solutions that enrich communities where people live, learn, work, and play. We bring this mission to life through our strategy, which is to increase product vitality, elevate service levels, use technology to improve and differentiate both our products and how we operate the business, and drive productivity. At ABL, our offering combines luminaires with advanced electronics. Our luminaires deliver performance and aesthetic appeal, while our electronics portfolio, featuring drivers and a leading controls platform, provides connectivity and functionality. ABL's portfolio of products includes, but is not limited to the following brands: Aculux™, American Electric Lighting®, Cyclone™, Dark to Light®, eldoLED®, Eureka®, Fresco™, Gotham®, Healthcare Lighting®, Holophane®, Hydrel®, IOTA®, Juno®, Lithonia Lighting®, Luminaire LED™, Luminis®, Mark Architectural Lighting™, Nightingale™, nLight®, Peerless®, RELOC® Wiring Solutions, and SensorSwitch™.

Customers of ABL are located in North America and select international markets that serve new construction, renovation and retrofit, and maintenance and repair applications. Our lighting solutions are sold primarily through a network of independent sales agencies, by internal sales representatives, through electrical distributors and consumer retailers, directly to large corporate accounts, and directly to original equipment manufacturer (“OEM”) customers. Products are delivered directly from our manufacturing facilities or through a network of distribution centers.

**Acuity Intelligent Spaces Segment**

Our mission at AIS is to make spaces smarter, safer, and greener through our strategy of connecting the edge with the cloud using disruptive technologies. Through Atrius®, Distech Controls®, and QSC®, we are driving productivity for people who own and manage a space and for the people who utilize a space. Atrius makes data in a space accessible, usable, and actionable. Our data platform and cloud applications for building performance and spatial intelligence aim to maximize occupant and owner experiences. Our Distech Controls intelligent Building Management Systems (“BMS”) provide management of a space through controls, sensors, and software. Our open technology includes products for heating, ventilation, and air conditioning (“HVAC”), refrigeration, lighting, shades, and building access that prioritize end-user outcomes. Q-SYS, our full-stack audio, video, and control platform, unifies data, devices, and a cloud-first architecture to deliver real-time action, experiences, and insights. QSC Audio includes audio technology that enhances experiences for live entertainers and sound reinforcement professionals.

AIS goes to market primarily through system integrators. Key customer verticals include retail stores, airports, universities, enterprise campuses, sports venues, themed entertainment, and hospitality, among many other broad applications throughout North America, Europe, and other select international locations.

**Basis of Presentation**

We have prepared the *Consolidated Financial Statements* in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) to present the financial position, results of operations, and cash flows of Acuity Inc. and its wholly-owned subsidiaries.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**Note 2 — Significant Accounting Policies*****Principles of Consolidation***

The *Consolidated Financial Statements* include the accounts of Acuity Inc. and its wholly-owned subsidiaries after elimination of intercompany transactions and accounts.

***Use of Estimates***

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expense during the reporting period. Actual results could differ from those estimates.

***Revenue Recognition***

Refer to the *Revenue Recognition* footnote of the *Notes to Consolidated Financial Statements* for information related to our revenue recognition accounting policies.

***Cash and Cash Equivalents***

Cash in excess of daily requirements may be invested in time deposits and marketable securities and is included in the accompanying balance sheets at fair value. We consider time deposits and marketable securities with an original maturity of three months or less when purchased to be cash equivalents.

***Accounts Receivable***

We record accounts receivable at net realizable value. This value includes a reserve for doubtful accounts to reflect our estimate of expected credit losses over the contractual terms of our receivables. Our estimation of current expected credit losses reflects our considerations of historical write-offs, an analysis of past due accounts based on the contractual terms of the receivables, and the economic status of customers, if known. We additionally consider the impact of general economic conditions, including construction spending, unemployment rates, and macroeconomic growth, on our customers' future ability to meet their obligations. We believe that the reserve is sufficient to cover uncollectible amounts; however, there can be no assurance that unanticipated future business conditions of customers will not have a negative impact on our results of operations, financial condition, or cash flows.

***Concentrations of Credit Risk***

Concentrations of credit risk with respect to receivables, which are typically unsecured, are generally limited due to the wide variety of customers and markets using our products and services as well as their dispersion across many different geographic areas. No single customer accounted for more than 10% of receivables at August 31, 2025 or August 31, 2024. No single customer accounted for more than 10% of net sales in fiscal 2025, 2024, or 2023.

***Reclassifications***

We may reclassify certain prior period amounts to conform to the current year presentation. No material reclassifications occurred during the current period.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Inventories**

Inventories include materials, direct labor, inbound freight, customs, duties, tariffs, and related manufacturing overhead. Inventories are stated on a first-in, first-out basis at the lower of cost and net realizable value and consist of the following as of the dates presented (in millions):

	August 31,	
	2025	2024
Raw materials, supplies, and work in process <sup>(1)</sup>	\$ 246.8	\$ 222.1
Finished goods	306.7	191.1
Inventories excluding reserves	553.5	413.2
Less: Reserves	(26.8)	(25.6)
<b>Total inventories</b>	<b>\$ 526.7</b>	<b>\$ 387.6</b>

<sup>(1)</sup> Due to the immaterial amount of estimated work in process and the short lead times for the conversion of raw materials to finished goods, we do not believe the segregation of raw materials and work in process is meaningful information.

We review inventory quantities on hand and record a provision for excess or obsolete inventory primarily based on estimated future demand and current market conditions. Although our historical experience related to demand and market conditions have been within expectations, a significant change in customer demand, market conditions, or technology could render certain inventory obsolete and thus could have a material adverse impact on our operating results in the period the change occurs. The following table summarizes the changes in our inventory reserves for the periods presented (in millions):

	Year Ended August 31,		
	2025	2024	2023
Beginning balance	\$ 25.6	\$ 25.8	\$ 30.9
Additions to reserve	11.9	10.9	16.2
Disposals of reserved inventory	(10.4)	(11.0)	(20.6)
Foreign currency translation adjustments	(0.3)	(0.1)	(0.7)
<b>Ending balance</b>	<b>\$ 26.8</b>	<b>\$ 25.6</b>	<b>\$ 25.8</b>

**Assets Held for Sale**

We classify assets as held for sale when a plan for disposal is developed and approved, the asset is available for immediate sale, an active program to locate a buyer at a price reasonable in relation to current fair value is initiated, and transfer of the asset is expected to be completed within one year. We cease the depreciation and amortization of the assets when all of these criteria have been met and generally reflect balances within *Prepayments and other current assets* on our *Consolidated Balance Sheets*.

As of August 31, 2025, one of our assets with a carrying value of \$5.5 million met the criteria to be classified as held for sale. This asset is reflected within *Prepayments and other current assets* on our *Consolidated Balance Sheets* as of August 31, 2025. See the *Fair Value Measurement* footnote of the *Notes to Consolidated Financial Statements* for further details.

We did not have any assets classified as held for sale at August 31, 2024.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Goodwill and Other Intangibles**

The changes in the carrying amount of goodwill during the periods presented by segment are summarized as follows (in millions):

	ABL	AIS	Total
Balance as of August 31, 2023	\$ 1,014.4	\$ 83.5	\$ 1,097.9
Foreign currency translation adjustments	0.7	0.1	0.8
Balance as of August 31, 2024	1,015.1	83.6	1,098.7
Additions from acquired businesses	—	394.6	394.6
Foreign currency translation adjustments	0.9	1.3	2.2
Balance as of August 31, 2025	<u>\$ 1,016.0</u>	<u>\$ 479.5</u>	<u>\$ 1,495.5</u>

Through multiple acquisitions, we acquired definite-lived intangible assets that are amortized over their estimated useful lives as well as indefinite-lived intangible assets, which consist of trade names that are expected to generate cash flows indefinitely. Significant estimates and assumptions were used to determine the initial fair value of these acquired intangible assets, including, but not limited to, estimated future short-term and long-term net sales and profitability, customer attrition rates, royalty rates, and discount rates. The increase in definite-lived intangible assets in the current fiscal year was due primarily to acquisitions. Refer to the *Acquisitions and Divestitures* footnote of the *Notes to Consolidated Financial Statements* for further information. Certain of our intangible assets are attributable to foreign operations and are impacted by currency translation due to movements in foreign currency rates year over year. Summarized information for our intangible assets is as follows as of the dates presented (in millions):

	August 31,			
	2025		2024	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Definite-lived intangible assets:				
Developed technology and patents	\$ 616.7	\$ (170.5)	\$ 157.5	\$ (133.3)
Trademarks and trade names	176.9	(29.0)	45.5	(20.5)
Distribution networks	61.8	(53.7)	61.8	(51.6)
Customer relationships	571.1	(206.9)	428.6	(180.1)
Total definite-lived intangible assets	<u>\$ 1,426.5</u>	<u>\$ (460.1)</u>	<u>\$ 693.4</u>	<u>\$ (385.5)</u>
Indefinite-lived trade names	<u>\$ 132.6</u>		<u>\$ 132.6</u>	

We recorded amortization expense of \$76.5 million, \$39.7 million, and \$42.1 million related to acquired intangible assets during fiscal 2025, 2024, and 2023, respectively. Amortization expense is generally recorded on a straight-line basis.

The following table summarizes the expected amortization expense for the next five fiscal years (in millions):

Fiscal Year	August 31, 2025
2026	\$ 91.7
2027	90.2
2028	85.7
2029	84.8
2030	81.9

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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### *Impairment Analyses*

We test goodwill and indefinite-lived intangible assets for impairment on an annual basis as of the first date of our fourth fiscal quarter (June 1) or more frequently if facts and circumstances indicate an asset is more likely than not impaired, as required by Accounting Standards Codification ("ASC") Topic 350, *Intangibles—Goodwill and Other* ("ASC 350"). ASC 350 allows for an optional qualitative analysis for goodwill and indefinite-lived intangible assets to determine the likelihood of impairment. If the qualitative review results in a more likely than not probability of impairment, a quantitative analysis is required. The qualitative step may be bypassed entirely in favor of a quantitative test.

#### Goodwill

As of June 1, 2025, the current fiscal year testing date, we performed a qualitative analysis to assess the fair value of our reporting units as prescribed by ASC 350. Our qualitative analysis considered and assessed external factors for each reporting unit such as macroeconomic, industry, cost, and market conditions as well as Company-specific factors, including but not limited to, our actual and planned financial performance. Based on the results of our analysis, we determined there was not a more likely than not probability of impairment for each of our reporting units. Thus, no quantitative test was required for our \$1.5 billion of goodwill.

In fiscal 2024, we performed a qualitative analysis to assess the fair value of our reporting units as prescribed by ASC 350. Our qualitative analysis considered and assessed external factors for each reporting unit such as macroeconomic, industry, cost, and market conditions as well as Company-specific factors, including but not limited to, our actual and planned financial performance. Based on the results of our analysis, we determined there was not a more likely than not probability of impairment for each of our reporting units. Thus, no quantitative test was required for our \$1.1 billion of goodwill.

In fiscal 2023, we used a quantitative analysis to calculate the fair value of our reporting units using a combination of discounted future cash flows and relevant market multiples. The analysis for goodwill did not result in an impairment charge during fiscal 2023.

#### Indefinite-Lived Intangibles

As of June 1, 2025, the current fiscal year testing date, we held eight indefinite-lived intangible assets with an aggregate carrying value of \$132.5 million. For fiscal 2025, we performed a qualitative analysis to assess our indefinite-lived intangible assets for impairment. Our qualitative analysis considered and assessed external factors such as macroeconomic, industry, cost, and market conditions as well as asset-specific factors, such as each trade name's actual and planned financial performance. Based on the results of our analysis, we determined there was not a more likely than not probability of impairment for all of the indefinite-lived intangible assets, and no quantitative test for these assets was required.

As of June 1, 2024, the current fiscal year testing date, we held eight indefinite-lived intangible assets with an aggregate carrying value of \$135.5 million. For fiscal 2024, we performed a qualitative analysis to assess our indefinite-lived intangible assets for impairment. Our qualitative analysis considered and assessed external factors such as macroeconomic, industry, cost, and market conditions as well as asset-specific factors, such as each trade name's actual and planned financial performance. Based on the results of our analyses, we determined there was not a more likely than not probability of impairment for seven of the indefinite-lived intangible assets, and no quantitative test for these assets was required.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

In the fourth quarter of fiscal 2024, management committed to a plan to rebrand certain products in ABL's portfolio. We determined this plan adversely impacted one trade name. Therefore, we performed a quantitative analysis to compare the fair value of this trade name with its carrying value. We estimated the fair value of this indefinite-lived trade name using the relief-from-royalty method, a fair value model based on discounted future cash flows. Our assumptions in valuing the trade name primarily reflected a projected decline in revenues generated by the trade name due to management's planned reduction in future use of the asset. We additionally considered other inputs, including theoretical royalty rates and discount rates, in valuing the asset. Based on the results of the indefinite-lived intangible asset analyses for fiscal 2024, we recorded an impairment charge of \$3.0 million for one indefinite-lived trade name asset within *Selling, distribution, and administrative expenses* in the *Consolidated Statements of Comprehensive Income* related to our ABL segment. Any reasonably likely change in the assumptions used in the analysis for the trade name would not be material to the impairment charge recorded or to our financial conditions or results of operations.

In fiscal 2023, we recorded an impairment charge of \$14.0 million for six trade names within *Special charges* in the *Consolidated Statements of Comprehensive Income* related to our ABL segment. We also determined five of these trade names no longer had indefinite lives. These trade names were classified as definite-lived as of June 1, 2023 and are amortized over 15 years. The impairment analyses for fiscal 2023 of the other seven indefinite-lived intangible assets indicated that their fair values exceeded their carrying values.

**Other Long-Term Assets**

Other long-term assets consist of the following items whose economic benefits are expected to be realized greater than one year from the dates presented (in millions):

	August 31,	
	2025	2024
Deferred costs and other assets <sup>(1) (2)</sup>	\$ 30.4	\$ 12.1
Investments in debt and equity securities	5.1	6.7
Pension plans in which plan assets exceed benefit obligation	9.7	13.3
Total other long-term assets	<u>\$ 45.2</u>	<u>\$ 32.1</u>

<sup>(1)</sup> Estimated recoveries of warranty costs, net of estimated credit losses, expected to be recovered greater than one year from the respective balance sheet dates are included in this category.

<sup>(2)</sup> Included within this category are company-owned life insurance investments. We maintain life insurance policies on 48 former employees primarily to satisfy obligations under certain deferred compensation plans. These company-owned life insurance policies are presented net of loans that are secured by these policies. This program is frozen, and no new policies were issued in the three-year period ended August 31, 2025.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Other Current Liabilities**

Other current liabilities consist of the following as of the dates presented (in millions):

	August 31,	
	2025	2024
Customer incentive programs <sup>(1)</sup>	\$ 46.5	\$ 35.3
Refunds to customers <sup>(1)</sup>	31.7	28.2
Current deferred revenues <sup>(1)</sup>	21.4	17.4
Sales commissions	30.8	35.3
Freight costs	13.3	18.1
Product warranty costs <sup>(2)</sup>	29.4	28.4
Tax-related items <sup>(3)</sup>	25.3	7.1
Interest on long-term debt <sup>(4)</sup>	3.8	2.3
Other	55.8	34.2
Total other current liabilities	<u>\$ 258.0</u>	<u>\$ 206.3</u>

<sup>(1)</sup> Refer to the *Revenue Recognition* footnote of the *Notes to Consolidated Financial Statements* for additional information.

<sup>(2)</sup> Refer to the *Commitments and Contingencies* footnote of the *Notes to Consolidated Financial Statements* for additional information.

<sup>(3)</sup> Includes accruals for income, property, sales and use, and value added taxes.

<sup>(4)</sup> Refer to the *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* for additional information.

**Other Long-Term Liabilities**

Other long-term liabilities consist of the following as of the dates presented (in millions):

	August 31,	
	2025	2024
Deferred compensation and postretirement benefits other than pensions <sup>(1)</sup>	\$ 51.6	\$ 47.2
Deferred revenues <sup>(2)</sup>	38.0	41.5
Unrecognized tax position liabilities, including interest <sup>(3)</sup>	20.9	25.7
Product warranty costs <sup>(4)</sup>	14.7	9.1
Other	14.1	6.6
Total other long-term liabilities	<u>\$ 139.3</u>	<u>\$ 130.1</u>

<sup>(1)</sup> We maintain several non-qualified retirement plans for the benefit of eligible employees, primarily deferred compensation plans. The deferred compensation plans provide for elective deferrals of an eligible employee's compensation and, in some cases, matching contributions by the organization. We maintain life insurance policies on certain former officers and other key employees as a means of satisfying a portion of these obligations.

<sup>(2)</sup> Refer to the *Revenue Recognition* footnote of the *Notes to Consolidated Financial Statements* for additional information.

<sup>(3)</sup> Refer to the *Income Taxes* footnote of the *Notes to Consolidated Financial Statements* for additional information.

<sup>(4)</sup> Refer to the *Commitments and Contingencies* footnote of the *Notes to Consolidated Financial Statements* for additional information.

**Shipping and Handling Fees and Costs**

We include shipping and handling fees billed to customers in *Net sales* in the *Consolidated Statements of Comprehensive Income*. Refer to the *Revenue Recognition* footnote of the *Notes to Financial Statements* for further information.

When a product is sold, the associated shipping and handling costs are recorded in the *Consolidated Statements of Comprehensive Income* based on their function. Costs associated with inbound freight and freight between manufacturing facilities and distribution centers are generally recorded in *Cost of products sold*. Other shipping and handling costs, which primarily include amounts incurred to transfer finished goods to a customer's desired location, are included in *Selling, distribution, and administrative expenses* and totaled \$141.1 million, \$134.2 million, and \$141.7 million in fiscal 2025, 2024, and 2023, respectively.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Share-based Payments**

We account for stock options, restricted stock, performance stock units, and stock units representing certain deferrals into the Nonemployee Director Deferred Compensation Plan (referred to as the "Director Plan" and discussed further in the *Share-based Payments* footnote) based on their grant-date fair values estimated under the provisions of ASC Topic 718, *Compensation—Stock Compensation* ("ASC 718").

We generally recognize compensation cost for share-based payment transactions on a straight-line basis over an award's requisite service period as defined by ASC 718. We apply the accelerated attribution method in certain circumstances, such as when a performance stock unit is subject to graded vesting. For awards subject to a market condition, we consider both actual and derived service periods, as well as the expected performance period, to determine the appropriate compensation recognition method.

We have recorded share-based payment expense, net of estimated forfeitures, in *Selling, distribution, and administrative expenses* in the *Consolidated Statements of Comprehensive Income*. Share-based payment expense includes expense related to restricted stock, performance stock units, options issued, and stock units deferred into the Director Plan. We recorded \$45.1 million, \$46.6 million, and \$42.0 million of share-based payment expense for the years ended August 31, 2025, 2024, and 2023, respectively. The total income tax benefit recognized for share-based payment expense was \$12.2 million, \$8.3 million, and \$7.2 million for the years ended August 31, 2025, 2024, and 2023, respectively.

Excess tax benefits and/or expense related to share-based payment awards are reported within *Income tax expense* on the *Consolidated Statements of Comprehensive Income*. We recognized net excess tax benefits related to share-based payment cost of \$6.0 million, \$1.5 million, and \$1.5 million for the years ended August 31, 2025, 2024, and 2023, respectively.

See the *Share-based Payments* footnote of the *Notes to Consolidated Financial Statements* for more information.

**Property, Plant, and Equipment**

Property, plant, and equipment is initially recorded at cost and depreciated principally on a straight-line basis using estimated useful lives of plant and equipment (3 to 40 years for buildings and related improvements and 2 to 15 years for machinery, equipment, and information technology) for financial reporting purposes. Accelerated depreciation methods are used for income tax purposes. Leasehold improvements are amortized over the shorter of the life of the lease or the estimated useful life of the improvement. Land is not depreciated. Depreciation expense amounted to \$56.6 million, \$51.4 million, and \$51.1 million during fiscal 2025, 2024, and 2023, respectively. The balance of property, plant, and equipment consists of the following as of the dates presented (in millions):

	August 31,	
	2025	2024
Land	\$ 22.2	\$ 22.3
Buildings and leasehold improvements	235.3	218.7
Machinery, equipment, and information technology	839.4	758.7
Total property, plant, and equipment, at cost	1,096.9	999.7
Less: Accumulated depreciation and amortization	(753.7)	(695.8)
Property, plant, and equipment, net	<u>\$ 343.2</u>	<u>\$ 303.9</u>

**Research and Development**

Research and development ("R&D") expense consists of compensation, payroll taxes, employee benefits, materials, supplies, and other administrative costs, but it does not include all new or enhanced product development costs. R&D expense is expensed as incurred and is included in *Selling, distribution, and administrative expenses* in our *Consolidated Statements of Comprehensive Income*. R&D expense amounted to \$140.2 million, \$102.3 million, and \$97.1 million during fiscal 2025, 2024, and 2023, respectively.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Advertising**

Advertising costs are expensed as incurred and are included within *Selling, distribution, and administrative expenses* in our *Consolidated Statements of Comprehensive Income*. These costs totaled \$29.2 million, \$20.1 million, and \$21.9 million during fiscal 2025, 2024, and 2023, respectively.

**Other Expense**

The following table summarizes the components of *Other expense* during the periods presented (in millions):

	Year Ended August 31,		
	2025	2024	2023
Interest expense (income), net:			
Interest expense <sup>(1)</sup>	\$ 42.5	\$ 25.3	\$ 27.9
Interest income <sup>(2)</sup>	(20.5)	(29.8)	(9.0)
Interest expense (income), net	22.0	(4.5)	18.9
Miscellaneous expense, net			
Non-service components of net periodic pension cost <sup>(3)</sup>	34.9	4.5	5.0
Foreign currency transaction losses (gains)	1.1	5.3	(8.4)
Loss on sale of business <sup>(4)</sup>	—	—	11.2
Other items	5.7	(0.6)	—
Miscellaneous expense, net	41.7	9.2	7.8
Other expense	\$ 63.7	\$ 4.7	\$ 26.7

<sup>(1)</sup> Consists primarily of interest expense on long-term debt, line of credit borrowings, and loans that are secured by and presented net of company-owned life insurance policies on our *Consolidated Balance Sheets*.

<sup>(2)</sup> Certain cash and cash equivalents are held in interest-bearing accounts.

<sup>(3)</sup> We recorded a settlement loss charge due to pension de-risking activities in fiscal 2025. Refer to the *Pensions and Defined Contribution Plans* footnote of the *Notes to Consolidated Financial Statements* for further details.

<sup>(4)</sup> We recorded a loss on the sale of our Sunoptics prismatic skylights business in fiscal 2023. Refer to the *Acquisitions and Divestitures* footnote of the *Notes to Consolidated Financial Statements* for further details.

**Income Taxes**

We are taxed at statutory corporate rates after adjusting income reported for financial statement purposes for certain items that are treated differently for income tax purposes. Deferred income tax expenses or benefits result from changes during the year in cumulative temporary differences between the tax basis and book basis of assets and liabilities. Refer to the *Income Taxes* footnote of the *Notes to Consolidated Financial Statements* for additional information.

**Foreign Currency Translation**

The functional currency for foreign operations is generally the local currency where the foreign operations are domiciled. The translation of foreign currencies into U.S. dollars is performed for asset and liability accounts using exchange rates in effect at the balance sheet dates and for revenue and expense accounts using a weighted average exchange rate each month during the year. The gains or losses resulting from the balance sheet translation are included in *Foreign currency translation adjustments* in the *Consolidated Statements of Comprehensive Income* and are excluded from net income.

**Comprehensive Income**

Comprehensive income represents a measure of all changes in equity that result from recognized transactions and other economic events other than transactions with owners in their capacity as owners. *Other comprehensive income (loss)* items includes foreign currency translation and pension adjustments.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table presents the changes in each component of accumulated other comprehensive loss net of tax during the periods presented (in millions):

	Foreign Currency Items	Defined Benefit Pension Plans	Accumulated Other Comprehensive Loss Items
Balance as of August 31, 2023	\$ (65.0)	\$ (47.6)	\$ (112.6)
Other comprehensive (loss) income before reclassifications	(5.9)	1.0	(4.9)
Amounts reclassified from accumulated other comprehensive loss <sup>(1)</sup>	—	2.6	2.6
Net current period other comprehensive (loss) income	(5.9)	3.6	(2.3)
Balance as of August 31, 2024	(70.9)	(44.0)	(114.9)
Other comprehensive income before reclassifications	10.8	2.1	12.9
Amounts reclassified from accumulated other comprehensive loss <sup>(1)</sup>	—	25.5	25.5
Net current period other comprehensive income	10.8	27.6	38.4
Balance as of August 31, 2025	\$ (60.1)	\$ (16.4)	\$ (76.5)

<sup>(1)</sup> The before tax amounts of the defined benefit pension plan items are included in net periodic pension cost. See the *Pension and Defined Contribution Plans* footnote for additional details.

The following table presents the tax expense or benefit allocated to each component of other comprehensive income (loss) during the periods presented (in millions):

	Year Ended August 31,								
	2025			2024			2023		
	Before Tax Amount	Tax (Expense) or Benefit	Net of Tax Amount	Before Tax Amount	Tax (Expense) or Benefit	Net of Tax Amount	Before Tax Amount	Tax (Expense) or Benefit	Net of Tax Amount
Foreign currency translation adjustments	\$ 10.8	\$ —	\$ 10.8	\$ (5.9)	\$ —	\$ (5.9)	\$ 8.5	\$ —	\$ 8.5
Defined benefit pension plans:									
Actuarial amounts	2.8	(0.7)	2.1	1.4	(0.4)	1.0	0.4	—	0.4
Amortization of defined benefit pension items:									
Prior service cost	0.1	—	0.1	0.1	—	0.1	2.6	(0.6)	2.0
Actuarial losses	2.6	(0.7)	1.9	3.3	(0.8)	2.5	3.0	(0.7)	2.3
Settlement losses	30.9	(7.4)	23.5	—	—	—	—	—	—
Total defined benefit plans, net	36.4	(8.8)	27.6	4.8	(1.2)	3.6	6.0	(1.3)	4.7
Other comprehensive income (loss)	\$ 47.2	\$ (8.8)	\$ 38.4	\$ (1.1)	\$ (1.2)	\$ (2.3)	\$ 14.5	\$ (1.3)	\$ 13.2

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**Note 3 — New Accounting Pronouncements*****Accounting Standards Adopted in Fiscal 2025***

*Accounting Standards Update (“ASU”) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (“ASU 2023-07”)*

In November 2023, the Financial Accounting Standards Board (“FASB”) issued ASU 2023-07, which expands reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker (“CODM”), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. Annual disclosures are required for fiscal years beginning after December 15, 2023 or our fiscal 2025. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, or our fiscal 2026. We adopted ASU 2023-07 for the year ended August 31, 2025. We applied the enhanced disclosure requirements retrospectively to all periods presented. Refer to the *Segment Information* footnote of the *Notes to Consolidated Financial Statements* for additional details.

***Accounting Standards Yet to Be Adopted***

*ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Topic 220): Disaggregation of Income Statement Expenses (“ASU 2024-03”)*

In November 2024, the FASB issued ASU 2024-03, which requires public entities to disaggregate specific types of expenses, including disclosures for purchases of inventory, employee compensation, depreciation, and intangible asset amortization, as well as selling expenses. Annual disclosures are required for fiscal years beginning after December 15, 2026, or our fiscal 2028. Interim disclosures are required for periods within fiscal years beginning after December 15, 2027, or our fiscal 2029. Early adoption is permitted. Prospective application is required, and retrospective application is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.

*ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (“ASU 2023-09”)*

In December 2023, the FASB issued ASU 2023-09, which expands annual income tax disclosure requirements to include additional information related to the rate reconciliation of our effective tax rates to statutory rates as well as additional disaggregation of taxes paid. The amendments in the ASU also remove disclosures related to certain unrecognized tax benefits and deferred taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, or our fiscal 2026. The amendments may be applied prospectively or retrospectively, and early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.

All other newly issued accounting pronouncements not yet effective have been deemed either immaterial or not applicable.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 4 — Acquisitions and Divestitures****Acquisitions**

The following discussion relates to fiscal 2025 and 2023 acquisitions. There were no material acquisitions during fiscal 2024.

*Fiscal 2025 Acquisitions*QSC, LLC

On January 1, 2025, we acquired all of the equity interests of QSC, LLC (“QSC”), a leader in the design, engineering, and manufacturing of audio, video, and control solutions and services, for \$1.2 billion in cash. This acquisition expands AIS into a cloud-manageable audio, video, and control platform that includes controls, sensors, and software with broad applications across multiple end-markets including education, commercial, hospitality, government, healthcare, and transportation. We funded the transaction using cash on hand and proceeds from our indebtedness. See *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* for further details on our outstanding borrowings.

We accounted for the acquisition of QSC in accordance with ASC Topic 805, *Business Combinations* (“ASC 805”). Acquired assets and liabilities were recorded at their estimated acquisition-date fair values. Acquisition-related professional fees were expensed as incurred for \$23.8 million for the year ended August 31, 2025. These costs were recorded in *Selling, distribution, and administrative expenses* on the *Consolidated Statements of Comprehensive Income* and were reflected in our unallocated corporate amounts.

The following table outlines the preliminary fair values of the assets and liabilities obtained in connection with the QSC acquisition as of January 1, 2025 (in millions):

	<b>Purchase Price Allocation</b>
<b>Consideration transferred:</b>	
Cash consideration	\$ 1,240.7
<b>Identifiable assets:</b>	
Intangible assets	713.9
Inventories	101.9
Property, plant, and equipment	28.4
Operating lease right-of-use assets	24.2
Accounts receivable	55.7
Cash and cash equivalents	51.3
Other assets	45.8
<b>Total identifiable assets</b>	<b>1,021.2</b>
<b>Liabilities assumed:</b>	
Accounts payable	32.6
Operating lease liabilities	24.2
Deferred tax liabilities	17.6
Other liabilities	100.7
<b>Total liabilities assumed</b>	<b>175.1</b>
<b>Total identifiable net assets</b>	<b>846.1</b>
<b>Goodwill</b>	<b>\$ 394.6</b>

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The estimated fair values and estimated useful lives of identifiable intangible assets as of January 1, 2025 are as follows:

	Weighted Average Useful Life (Years)	Fair Value (in millions)
Developed technology and patents <sup>(1)</sup>	10	\$ 434.0
Customer relationships	19	145.0
Trademarks	18	133.0
Other	1	1.9
<b>Total identifiable intangible assets</b>	<b>13</b>	<b>\$ 713.9</b>

<sup>(1)</sup> Substantially all of the the developed technology intangible assets relates to Q-SYS, an audio, video, and control platform.

Assets and liabilities for QSC are reflected in the *Consolidated Balance Sheets* as of August 31, 2025. The preliminary goodwill is recorded in the AIS segment, and it is primarily comprised of benefits related to expanding AIS' technology and audio, video, and control solution product portfolios. Approximately \$350.0 million of the preliminary goodwill is expected to be deductible for tax purposes.

Amounts recorded for acquired assets and liabilities are deemed to be provisional until disclosed otherwise, as we continue to gather information related to the identification and valuation of acquired assets and liabilities. These amounts are expected to change as we finalize the allocation. The primary areas of the preliminary acquisition accounting that are not yet finalized relate to income taxes and residual goodwill. The final determination of acquisition-date fair values will be completed as soon as practicable, and within the measurement period of up to one year from the acquisition date as permitted under U.S. GAAP. Any adjustments to provisional amounts that are identified during the measurement period will be recorded in the reporting period in which the adjustment is determined.

We recorded measurement period adjustments to goodwill during fiscal 2025 of \$31.1 million, primarily for updated amounts of consideration transferred for the purchase of QSC, additional information obtained related to the fair values of identified intangible assets, including the useful lives of those assets, and additional information obtained regarding acquired tax-related assets and liabilities. We additionally recorded cumulative catch-up amortization of \$6.9 million during our fourth quarter of fiscal 2025 related to measurement period adjustments for acquired intangible assets. Other measurement period adjustments, including the income statement impact to prior period results, were not material.

The operating results of QSC have been included in our consolidated financial statements since the date of acquisition. The following table provides the amount of QSC net sales and net income included within our consolidated financial statements since the acquisition date (in millions):

	Year Ended August 31, 2025
Net sales	\$ 428.6
Net income <sup>(1)</sup>	14.4

<sup>(1)</sup> Net income for the year ended August 31, 2025 includes preliminary pre-tax nonrecurring acquisition date fair value adjustments to inventory of \$29.6 million and amortization of acquired intangible assets of \$42.1 million.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

We have included unaudited pro forma financial information to show the impacts of the QSC acquisition to our consolidated results assuming the acquisition closed as of the first day of our prior fiscal year. The unaudited pro forma information is not necessarily indicative of our results of operations had the acquisition been completed on this date, neither is it necessarily indicative of our future results. Amounts in the table below combine our previously reported results with QSC's results for the corresponding periods as well as adjustments for purchase accounting, accounting policy alignments, changes to our capital structure, including additional interest expense associated with borrowings to fund the acquisition, and other nonrecurring items that were incurred in connection with the acquisition, assuming they occurred as of September 1, 2023 (in millions):

	Year Ended August 31,	
	2025	2024
Revenue	\$ 4,546.3	\$ 4,376.1
Net income <sup>(1)</sup>	436.0	355.7

<sup>(1)</sup> Pro forma net income for the year ended August 31, 2024 includes preliminary pre-tax nonrecurring acquisition date fair value adjustments to inventory of \$29.6 million and acquisition-related costs of \$23.8 million. We did not have any other significant nonrecurring pro forma adjustments directly attributable to the acquisition.

### M3 Innovation, LLC

On May 1, 2025, we acquired certain assets of M3 Innovation, LLC ("M3 Innovation"), a sports lighting startup that uses innovative technology to lower the overall cost of the installation and operation of sports lighting solutions. The assets have been included in ABL's financial results since the date of acquisition and did not have a material impact to our consolidated financial condition, results of operations, or cash flows.

### *Fiscal 2023 Acquisitions*

#### KE2 Therm Solutions, Inc.

On May 15, 2023, using cash on hand, we acquired all of the equity interests of KE2 Therm Solutions, Inc. ("KE2 Therm"). KE2 Therm develops and provides intelligent refrigeration control solutions that deliver the precision of digital controls to promote safety, efficiency, and reliability, while delivering cost savings to the customer. This acquisition expanded AIS's technology and controls product portfolio and reached new customers.

We accounted for the acquisition of KE2 Therm in accordance with ASC 805. We finalized the acquisition accounting for the KE2 Therm acquisition during the third quarter of fiscal 2024. There were no material measurement period adjustments during fiscal 2024.

Acquired assets and liabilities were recorded at their estimated acquisition-date fair values. Acquisition-related costs were expensed as incurred and were not material to our financial statements. The aggregate purchase price of this acquisition reflects goodwill within the AIS segment of \$15.0 million, which is not deductible for tax purposes. The goodwill was comprised of expected benefits related to expanding AIS's technology and controls product portfolio as well as the trained workforce acquired with these businesses and expected synergies from combining KE2 Therm with our current businesses.

We additionally recorded gross intangible assets of \$18.0 million, which reflects estimates for definite-lived intangibles with an estimated weighted average useful life of approximately 15 years.

The operating results of KE2 Therm have been included in our financial statements since the date of acquisition and are not material to our consolidated financial condition, results of operations, or cash flows.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Divestitures**

There were no divestitures during fiscal 2025 or 2024. The following discussion relates to fiscal year 2023 activities.

We sold our Sunoptics prismatic skylights business in November 2022. We transferred assets with a total carrying value of \$15.1 million, which primarily consisted of intangibles with definite lives, inventories, and allocated goodwill from the ABL segment. We recognized a pre-tax loss on the sale of \$11.2 million within *Miscellaneous expense, net* on the *Consolidated Statements of Comprehensive Income*. Additionally, during fiscal 2023 we recorded impairment charges for certain retained assets as well as associate severance and other costs related to the sale. These items are included within *Special charges* on the *Consolidated Statements of Comprehensive Income*. See the *Special Charges* footnote of the *Notes to Consolidated Financial Statements* for further details.

**Note 5 — Fair Value Measurements**

We determine fair value measurements based on the assumptions a market participant would use in pricing an asset or liability. ASC Topic 820, *Fair Value Measurement* (“ASC 820”), establishes a three-level hierarchy that distinguishes between market participant assumptions based on (i) unadjusted quoted prices for identical assets or liabilities in an active market (Level 1), (ii) quoted prices in markets that are not active or inputs that are observable either directly or indirectly for substantially the full term of the asset or liability (Level 2), and (iii) prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement (Level 3).

We utilize valuation methodologies to determine the fair values of our financial assets and liabilities in conformity with the concepts of “exit price” and the fair value hierarchy as prescribed in ASC 820. All valuation methods and assumptions are validated at least quarterly to ensure the accuracy and relevance of the fair values. There were no material changes to the valuation methods or assumptions used to determine fair values during the current period. No transfers between the levels of the fair value hierarchy occurred during the current fiscal period. In the event of a transfer in or out of a level within the fair value hierarchy, the transfers would be recognized on the date of occurrence. We may from time to time be required to remeasure the carrying value of certain assets and liabilities to fair value on a nonrecurring basis. Such adjustments typically arise if we determine that certain of our assets are impaired.

**Financial Instruments Recorded at Fair Value**

The following table summarizes balances and the fair value hierarchy level of our financial instruments recorded at fair value on a recurring basis as of the dates presented (in millions):

	August 31,							
	2025				2024			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 422.5	\$ —	\$ —	\$ 422.5	\$ 845.8	\$ —	\$ —	\$ 845.8
Assets in fair value hierarchy	422.5	—	—	422.5	845.8	—	—	845.8
Other investments <sup>(1)</sup>				5.1				6.7
<b>Total</b>	<b>\$ 422.5</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 427.6</b>	<b>\$ 845.8</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 852.5</b>

<sup>(1)</sup> Includes strategic investments in privately-held entities over which we do not exercise significant influence or control and without readily determinable fair values. Amounts are recorded at cost less any impairment adjusted for observable price changes, if any.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Nonrecurring Fair Value Measurements**

The following table summarizes information related to our nonrecurring fair value measurements as of the dates presented (in millions):

	Measurement Date	Fair Value Hierarchy Level	Fair Value
Long-lived intangible assets	May 31, 2025	Level 3	\$ —
Assets held for sale	May 31, 2025	Level 3	5.5
Total assets at nonrecurring fair value			\$ 5.5

*Long-Lived Intangible Assets*

During the third quarter of fiscal 2025, we took actions to accelerate productivity efforts, including the elimination of certain brands, which triggered an impairment test for the related intangible assets. Accordingly, we assessed the recoverability of these assets using an undiscounted cash flow model and concluded the carrying values of the assets were not fully recoverable. Based on the significant change in expected use of these assets, we determined their fair values were de minimis at May 31, 2025, and recorded impairment charges of \$14.7 million. These charges are reflected within *Special Charges* on the *Consolidated Statements of Comprehensive Income* and relate to our ABL segment.

*Long-lived Assets Held for Sale*

During the third quarter of fiscal 2025, we determined one of our assets, included within property, plant, and equipment, with a carrying value of \$7.5 million met the criteria to be classified as held for sale and is expected to be sold within one year. We concluded the carrying value exceeded the fair value less cost to sell of this asset, which resulted in an impairment charge of \$2.0 million. This charge is reflected within *Special Charges* on the *Consolidated Statements of Comprehensive Income* and relates to our ABL segment. Fair values and costs were measured primarily using recent sales of comparable assets. As of August 31, 2025, the carrying value of the asset was \$5.5 million.

Any reasonably likely change in the assumptions used in the analyses for the assets impaired during fiscal 2025 would not be material to our financial condition or results of operations.

**Disclosures of Fair Value of Financial Instruments**

Disclosures of fair value information about financial instruments, for which it is practicable to estimate that value, are required each reporting period in addition to any financial instruments carried at fair value on a recurring basis as prescribed by ASC Topic 825, *Financial Instruments* ("ASC 825"). In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows.

Fair value for our senior unsecured public notes is estimated based on discounted future cash flows using rates currently available for debt of similar terms and maturity (Level 2). Our senior unsecured public notes are carried at the outstanding balance, net of unamortized bond discount and deferred costs, as of the end of the reporting period. The estimated fair value of our senior unsecured public notes was \$446.7 million and \$429.7 million as of August 31, 2025 and 2024, respectively.

We had \$400.0 million as of August 31, 2025 and no borrowings as of August 31, 2024 outstanding under our credit agreement. Such borrowings are variable-rate instruments that reset on a frequent short-term basis; therefore, we estimate that any outstanding carrying values of these instruments, which are equal to their face amounts, approximate their fair values. See *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* for further details on our outstanding borrowings.

ASC 825 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value to us. In many cases, the fair value estimates cannot be substantiated by comparison to independent markets, nor can the disclosed value be realized in immediate settlement of the instruments. In evaluating our management of liquidity and other risks, the fair values of all assets and liabilities should be taken into consideration, not only those presented above.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 6 — Leases**

We lease property and equipment under operating lease arrangements, most of which relate to distribution centers, manufacturing facilities, and offices. We include both the contractual term as well as any renewal option that we are reasonably certain to exercise in the determination of our lease terms. For leases with a term of greater than 12 months, we value lease liabilities as the present value of the lease payments over the related term. Related assets are equal to the calculated lease liabilities adjusted for incentives and other items as prescribed by ASC Topic 842, *Leases* (“ASC 842”). Lease payments generally consist of fixed amounts, and variable amounts based on a market rate or an index are not material to our consolidated lease cost. We have elected to use the practical expedient present in ASC 842 to not separate lease and non-lease components for all significant underlying asset classes and instead account for them together as a single lease component in the measurement of our lease liabilities.

We apply the short-term lease exception to leases with a term of 12 months or less and exclude such leases from our *Consolidated Balance Sheets*. Payments related to these short-term leases are expensed on a straight-line basis over the lease term and are reflected as a component of lease cost within our *Consolidated Statements of Comprehensive Income*.

Generally, the rates implicit in our leases are not readily determinable. Therefore, we discount future lease payments using our estimated incremental borrowing rate at lease commencement. We determine this rate based on a credit-adjusted risk-free rate, which approximates a secured rate over the lease term. The weighted average discount rate for operating leases was 4.3% and 3.7% as of August 31, 2025 and 2024, respectively.

The following table presents the future undiscounted payments due on our operating lease liabilities as well as a reconciliation of those payments to our operating lease liabilities recorded as of the date presented (in millions):

Fiscal year	August 31, 2025
2026	\$ 27.1
2027	26.4
2028	21.8
2029	17.7
2030	15.3
Thereafter	13.2
Total undiscounted lease payments	121.5
Less: Discount due to interest	(13.9)
Present value of lease liabilities	\$ 107.6

The weighted average remaining lease term for our operating leases was 4.96 years as of August 31, 2025.

Lease cost is recorded within *Cost of products sold*, and may be capitalized into inventory as manufacturing overhead, or *Selling, distribution, and administrative expenses* in the *Consolidated Statements of Comprehensive Income* based on the primary use of the related right of use (“ROU”) asset. The components of total lease cost were as follows during the periods presented (in millions):

	Year Ended August 31,		
	2025	2024	2023
Operating lease cost	\$ 26.2	\$ 23.5	\$ 22.3
Variable lease cost	5.4	3.8	4.2
Short-term lease cost	4.0	3.8	3.6
Total lease cost	\$ 35.6	\$ 31.1	\$ 30.1

Cash paid for operating lease liabilities during the year ended August 31, 2025, 2024, and 2023 was \$26.4 million, \$22.9 million, and \$20.1 million, respectively. ROU assets obtained in exchange for lease liabilities during the year ended August 31, 2025 and 2024 were \$52.5 million and \$3.4 million, respectively. ROU assets obtained in fiscal 2025 include \$24.2 million from the acquisition of QSC.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

We have no significant leases that have not yet commenced as of August 31, 2025 that create significant rights and obligations.

We have subleased certain properties. Lease income from these subleases is recognized in the *Consolidated Statements of Comprehensive Income* as it is earned and is not material to our consolidated results of operations. We do not have any other significant transactions in which we are the lessor.

In connection with our fiscal 2023 sale of our Sunoptics prismatic skylights, we retained certain assets, primarily ROU assets, that we did not plan to continue using in our manufacturing operations. Accordingly, we assessed the recoverability of these assets using an undiscounted cash flow model and concluded that the carrying values of the assets were not fully recoverable, which triggered an impairment test for these assets. We recorded an impairment charge of \$4.3 million for these assets using a discounted cash flow model to estimate their fair values in fiscal 2023. The impairments were recorded within *Special charges* in the *Consolidated Statements of Comprehensive Income* and pertained to our ABL segment. See the *Special Charges* footnote of the *Notes to Consolidated Financial Statements* for further details on the fiscal 2023 impairments. The recoverability and impairment tests required significant assumptions including estimated future cash flows, the identification of assets within each asset group, and the determination of an appropriate discount rate.

**Note 7 — Debt and Lines of Credit**

Our debt is carried at the outstanding balance net of any related unamortized discounts and deferred costs and consists of the following as of the dates presented (in millions):

	August 31,	
	2025	2024
Senior unsecured public notes due December 2030, principal	\$ 500.0	\$ 500.0
Senior unsecured public notes due December 2030, unamortized discount and deferred costs	(3.2)	(3.8)
Long-term borrowings under credit agreement	400.0	—
Total debt outstanding	<u>\$ 896.8</u>	<u>\$ 496.2</u>

**Long-term Debt**

On November 10, 2020, Acuity Brands Lighting, Inc., a wholly-owned operating subsidiary of Acuity Inc., issued \$500.0 million aggregate principal amount of 2.150% senior unsecured notes due December 15, 2030 (the “Unsecured Notes”) at a price equal to 99.737% of their face value. Interest on the Unsecured Notes is paid semi-annually in arrears on June 15 and December 15 of each year. At issuance we recorded \$4.8 million of deferred issuance costs related to the Unsecured Notes as a direct deduction from the face amount of the Unsecured Notes. These issuance costs are amortized over the 10-year term of the Unsecured Notes.

The Unsecured Notes are fully and unconditionally guaranteed on a senior unsecured basis by Acuity Inc. and ABL IP Holding LLC, a wholly-owned subsidiary of Acuity Inc.

**Lines of Credit**

On June 30, 2022, we entered into a credit agreement (the “Credit Agreement”) with a syndicate of banks that provides us with a \$600.0 million five-year unsecured revolving credit facility (the “Revolving Credit Facility”) with the ability to request an additional \$400.0 million of borrowing capacity. We had no short-term borrowings outstanding under the Revolving Credit Facility at August 31, 2025 and 2024, respectively.

On November 25, 2024, we entered into an amendment to the Credit Agreement that, among other things, provided for a delayed draw term loan facility of up to \$600.0 million (the “Term Loan Facility”), which could be drawn in a single borrowing at any time, subject to certain conditions. In connection with the acquisition of QSC, we incurred an aggregate \$600.0 million in indebtedness under the Term Loan Facility. In fiscal 2025, we voluntarily repaid \$200.0 million of the outstanding obligation. We had \$400.0 million in borrowings outstanding under the Term Loan Facility at August 31, 2025.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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The Term Loan Facility will mature on June 30, 2027, which is the maturity date of the revolving loans and commitments under the existing Credit Agreement. Borrowings under the Term Loan Facility bear interest at an adjusted term Secured Overnight Financing Rate ("SOFR"), adjusted daily simple SOFR rate, or base rate, at the Company's option, plus an applicable margin. The applicable margin is based on, at our option, the Company's leverage ratio or ratings level, each as defined in the Credit Agreement, and ranges from 0.875% to 1.375% (for SOFR-based loans) and from 0% to 0.375% (for base rate loans).

The covenants and events of default that apply to the revolving loans and commitments under the Credit Agreement also apply to the Term Loan Facility, and borrowings under the Term Loan Facility are guaranteed by the Company and the subsidiaries of the Company that guarantee the revolving loans and commitments.

We were in compliance with all financial covenants under the Credit Agreement as of August 31, 2025. At August 31, 2025, we had additional borrowing capacity under the Credit Agreement of \$595.8 million under the most restrictive covenant in effect at the time, which represents the full amount of the Revolving Credit Facility less outstanding letters of credit of \$4.2 million issued under the Revolving Credit Facility, primarily for securing collateral requirements under our casualty insurance premiums.

None of our existing debt instruments include provisions that would require an acceleration of repayments based solely on changes in our credit ratings. Borrowings and repayments on our Revolving Credit Facility with terms of three months or less are reported on a net basis on our *Consolidated Statements of Cash Flows*.

## **Note 8 — Commitments and Contingencies**

### ***Self-Insurance***

Our policy is to self-insure up to certain limits traditional risks, including workers' compensation, comprehensive general liability, and auto liability. Our self-insured retention for each claim involving workers' compensation, comprehensive general liability (including product liability claims), and auto liability is limited per occurrence of such claims. A provision for claims under this self-insured program, based on our estimate of the aggregate liability for claims incurred, is revised and recorded annually. The estimate is derived from both internal and external sources including, but not limited to, our independent actuary. We are also self-insured up to certain limits for certain other insurable risks, primarily physical loss to property and business interruptions resulting from such loss lasting two days or more in duration. Insurance coverage is maintained for catastrophic property and casualty exposures, as well as those risks required to be insured by law or contract. We are fully self-insured for certain other types of liabilities, including environmental, product recall, warranty, and patent infringement. Actuarial estimates used are subject to uncertainty from various sources including, among others, changes in claim reporting patterns, claim settlement patterns, actual claims, judicial decisions, legislation, and economic conditions. Although we believe that the actuarial estimates are reasonable, significant differences related to the items noted above could materially affect our self-insurance obligations, future expense, and cash flows.

We are also self-insured for the majority of our medical benefit plans up to certain limits. We estimate our aggregate liability for claims incurred by applying a lag factor to our historical claims and administrative cost experience. The appropriateness of our lag factor is evaluated annually and revised as necessary.

### ***Leases***

We lease certain of our buildings and equipment under noncancellable lease agreements. Please refer to the *Leases* footnote of the *Notes to Consolidated Financial Statements* for additional information.

### ***Collective Bargaining Agreements***

Approximately 58% of our total work force is covered by collective bargaining agreements. Collective bargaining agreements representing approximately 48% of our work force will expire within one year, primarily due to annual negotiations of union contracts in Mexico.

### ***Litigation***

We are subject to various legal claims arising in the normal course of business, including without limitation, patent infringement, contract disputes, employment matters, and product liability claims. Based on information currently

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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available, it is the opinion of management that the ultimate resolution of pending and threatened legal proceedings will not have a material adverse effect on our financial condition, results of operations, or cash flows. However, in the event of unexpected future developments, it is possible that the ultimate resolution of any such matters, if unfavorable, could have a material adverse effect on our financial condition, results of operations, or cash flows in future periods. We establish estimated liabilities for legal claims when associated costs become probable and can be reasonably estimated. The actual costs of resolving legal claims may be substantially higher than the amounts accrued for such claims. However, we cannot make a meaningful estimate of actual costs to be incurred that could possibly be higher or lower than the accrued amounts.

**Environmental Matters**

Our operations are subject to numerous comprehensive laws and regulations relating to the generation, storage, handling, transportation, and disposal of hazardous substances, as well as solid and hazardous wastes, and to the remediation of contaminated sites. In addition, permits and environmental controls are required for certain operations to limit air and water pollution, and these permits are subject to modification, renewal, and revocation by issuing authorities. On an ongoing basis, we invest capital and incur operating costs relating to environmental compliance. Environmental laws and regulations have generally become stricter in recent years. We are not aware of any pending legislation or proposed regulation related to environmental issues that would have a material adverse effect. The cost of responding to future changes may be substantial. We establish accruals for known environmental claims when the associated costs become probable and can be reasonably estimated. The actual cost of environmental issues may be substantially higher than that accrued due to difficulty in estimating such costs.

**Guarantees and Indemnities**

We are a party to contracts entered into in the normal course of business in which it is common for us to agree to indemnify third parties for certain liabilities that may arise out of or relate to the subject matter of the contract. In most cases, we cannot estimate the potential amount of future payments under these indemnities until events arise that would result in a liability under the indemnities.

**Product Warranty Costs**

Our products generally have a standard warranty term of five years that assure our products comply with agreed upon specifications. We record an accrual for the estimated amount of future warranty costs in accordance with ASC Topic 450, *Contingencies* ("ASC 450") when the related revenue is recognized and when costs are deemed to be probable and can be reasonably estimated. Liabilities related to product warranty costs are subject to uncertainty because they require estimates of future costs. Estimated future warranty costs are primarily based on historical experience, including the number and costs of identified warranty claims as well as the period of time between the shipment of products and our settlement of related claims. Any estimated or actual loss recoveries that offset our costs and payments are reflected as assets and included within *Other current assets* or *Other long-term assets* based on the timing of receipt of recovery. Recoveries are recorded net of allowances for credit losses.

Although we assume that historical experience will continue to be the best indicator of future warranty costs, we cannot assure that future warranty costs will not exceed historical amounts, and/or loss recoveries will not be fully collectible. If actual future warranty costs exceed recorded amounts, or recoveries are no longer collectible, adjustments to our accruals and/or receivables may be warranted, which could have a material adverse impact on our results of operations and cash flows.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Estimated liabilities for product warranty costs are included in *Other accrued liabilities* or *Other long-term liabilities* on the *Consolidated Balance Sheets* based upon when we expect to settle the incurred warranty. The following table summarizes changes in the estimated liabilities for product warranty costs during the periods presented (in millions):

	Year Ended August 31,		
	2025	2024	2023
Beginning balance	\$ 37.5	\$ 31.6	\$ 27.3
Product warranty costs <sup>(1)</sup>	36.5	49.4	47.0
Payments and other deductions <sup>(1)</sup>	(37.7)	(43.5)	(42.7)
Acquired warranty and recall liabilities	7.8	—	—
Ending balance	<u>\$ 44.1</u>	<u>\$ 37.5</u>	<u>\$ 31.6</u>

<sup>(1)</sup> Amounts exclude any estimated or actual loss recoveries.

### Note 9 — Segment Information

We present our financial results of operations for our two reportable segments, ABL and AIS, consistent with how our CODM, Neil Ashe, Chairman, President and Chief Executive Officer, evaluates operating results, assesses performance, and allocates resources within the Company. See *Description of Business and Basis of Presentation* footnote of the *Notes to Consolidated Financial Statements* for further details on how we identify our reportable segments.

For both segments, our CODM uses segment operating profit as the measurement of segment profit to allocate resources and assess performance. Our CODM considers target-to-actual differences in operating profit when making decisions on how to allocate capital and resources. Additionally, he considers segment operating profit when evaluating employee compensation and personnel allocations.

We allocate certain working capital assets and capital expenditures to our segments primarily to assess each segment's contribution to our consolidated operating cash flows and capital expenditures. Segment assets include accounts receivable and inventory. Unallocated assets are presented in corporate as a reconciling item to our total consolidated assets.

The accounting policies of our reportable segments are the same as those described in the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements*. Corporate expenses that are primarily administrative in function and benefit the Company on an entity-wide basis are not allocated to segments. These include expenses related to governance, policy setting, compliance, and certain other shared services functions. Additionally, net interest expense (income), net miscellaneous expense, and income tax expense are not allocated to segments.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table presents financial information by operating segment for the periods presented (in millions):

	Year Ended August 31, 2025					Total
	ABL	AIS	Corporate	Eliminations		
Net sales	\$ 3,612.2	\$ 764.3	\$ —	\$ (30.9)	\$	4,345.6
Cost of goods sold	1,957.7	340.3	—	(30.9)	\$	2,267.1
Selling, distribution, and administrative expenses	1,034.2	347.9	102.8	—	\$	1,484.9
Special charges	29.7	—	—	—	\$	29.7
Operating profit	<u>\$ 590.6</u>	<u>\$ 76.1</u>	<u>\$ (102.8)</u>	<u>\$ —</u>	<u>\$</u>	<u>563.9</u>
Interest expense, net						22.0
Miscellaneous expense, net						41.7
Income before income taxes						<u>\$ 500.2</u>
<b>Supplemental Information:</b>						
Depreciation and amortization	\$ 71.0	\$ 59.7	\$ 2.4	\$ —	\$	133.1
Segment assets	906.1	214.5	3,634.6	—	\$	4,755.2
Capital expenditures	55.1	10.4	2.9	—	\$	68.4

	Year Ended August 31, 2024					Total
	ABL	AIS	Corporate	Eliminations		
Net sales	\$ 3,573.4	\$ 291.9	\$ —	\$ (24.3)	\$	3,841.0
Cost of goods sold	1,960.9	122.7	—	(24.3)	\$	2,059.3
Selling, distribution, and administrative expenses	1,029.7	125.6	73.1	—	\$	1,228.4
Operating profit	<u>\$ 582.8</u>	<u>\$ 43.6</u>	<u>\$ (73.1)</u>	<u>\$ —</u>	<u>\$</u>	<u>553.3</u>
Interest income, net						(4.5)
Miscellaneous expense, net						9.2
Income before income taxes						<u>\$ 548.6</u>
<b>Supplemental Information:</b>						
Depreciation and amortization	\$ 74.7	\$ 15.3	\$ 1.1	\$ —	\$	91.1
Segment assets	883.9	67.6	2,863.1	—	\$	3,814.6
Capital expenditures	55.1	3.6	5.3	—	\$	64.0

	Year Ended August 31, 2023					Total
	ABL	AIS	Corporate	Eliminations		
Net sales	\$ 3,722.8	\$ 252.7	\$ —	\$ (23.3)	\$	3,952.2
Cost of goods sold	2,152.5	109.8	—	(23.3)	\$	2,239.0
Selling, distribution, and administrative expenses	1,035.8	110.8	66.3	—	\$	1,212.9
Special charges	25.0	—	1.9	—	\$	26.9
Operating profit	<u>\$ 509.5</u>	<u>\$ 32.1</u>	<u>\$ (68.2)</u>	<u>\$ —</u>	<u>\$</u>	<u>473.4</u>
Interest expense, net						18.9
Miscellaneous expense, net						7.8
Income before income taxes						<u>\$ 446.7</u>
<b>Supplemental Information:</b>						
Depreciation and amortization	\$ 77.4	\$ 14.4	\$ 1.4	\$ —	\$	93.2
Segment assets	870.4	53.7	2,484.4	—	\$	3,408.5
Capital expenditures	60.2	3.5	3.0	—	\$	66.7

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**Note 10 — Revenue Recognition**

We recognize revenue when we transfer control of goods and services to our customers. Revenue is measured as the amount of consideration we expect to receive in exchange for goods and services and is recognized net of rebates, sales incentives, product returns, and discounts to customers. We allocate the expected consideration to be collected to each distinct performance obligation identified in a sale based on its standalone selling price. Sales and use taxes collected on behalf of governmental authorities are excluded from revenues.

Payment is generally due and received within 60 days from the point of sale. In some instances, such as for software as a service agreements, payment is made prior to the transfer of control of goods and services. Payment terms generally do not extend beyond one year, and we apply the significant financing component practical expedient within ASC Topic 606, *Revenue from Contracts with Customers* ("ASC 606"). Accruals for cash discounts to customers are estimated using the expected value method based on historical experience and are recorded as a reduction to sales.

Our standard terms and conditions of sale generally allow for the return of certain products within four months of the date of shipment. We also provide for limited product return rights to certain distributors and other customers, primarily for slow moving or damaged items subject to certain defined criteria. The limited product return rights generally allow customers to return resalable products purchased within a specified time period and subject to certain limitations, including, at times, when accompanied by a replacement order of equal or greater value. At the time revenue is recognized, we record a refund liability for the expected value of future returns primarily based on historical experience, specific notification of pending returns, or contractual terms with the respective customers. Although historical product returns generally have been within expectations, there can be no assurance that future product returns will not exceed historical amounts. A significant increase in product returns could have a material adverse impact on our operating results in future periods.

Refund liabilities recorded under ASC 606 relating to rights of return, cash discounts, and other miscellaneous credits to customers were \$31.7 million and \$28.2 million as of August 31, 2025 and 2024, respectively, and are reflected within *Other accrued liabilities* on the *Consolidated Balance Sheets*. Additionally, we recorded right of return assets for products expected to be returned to our facilities, which are included within *Prepayments and other current assets* on the *Consolidated Balance Sheets*. Such assets totaled \$3.4 million and \$4.5 million as of August 31, 2025 and 2024, respectively.

We also maintain one-time and ongoing promotions with certain customers, which may include rebate, sales incentive, marketing, and trade-promotion programs with customers that require us to estimate and accrue the expected costs of such programs. These arrangements may include volume rebate incentives, cooperative marketing programs, merchandising of our products, introductory marketing funds for new products, and other trade-promotion activities conducted by the customer. Costs associated with these programs are generally estimated based on the most likely amount expected to be settled based on the context of the individual contract and are reflected within the *Consolidated Statements of Comprehensive Income* in accordance with ASC 606, which in most instances requires such costs to be recorded as reductions of revenue. Amounts due to our customers associated with these programs totaled \$46.5 million and \$35.3 million as of August 31, 2025 and 2024, respectively, and are reflected within *Other accrued liabilities* on the *Consolidated Balance Sheets*.

Costs to obtain and fulfill contracts, such as sales commissions, are generally short-term in nature and are generally expensed as incurred.

**Nature of Goods and Services****Products**

Substantially all of the revenues for the periods presented were generated from short-term contracts with our customers to deliver only tangible goods such as luminaires, lighting controls, building system controls, and audio, video, and control platform products. We record revenue from these contracts when the customer obtains control of those goods. For sales designated free on board shipping point, control is transferred and revenue is recognized at the time of shipment. For sales designated free on board destination, customers take control and revenue is recognized when a product is delivered to the customer's delivery site.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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### *Professional Services*

We collect fees associated with training, installation, and technical support services, primarily related to the set up of our lighting and building technology solutions. We recognize revenue for these one-time services at the time the service is performed. We also sell certain service-type warranties that extend coverages for products beyond their base warranties. We account for service-type warranties as distinct performance obligations and recognize revenue for these contracts ratably over the life of the additional warranty period. We allocate transaction price to our service-type warranties largely based on expectations of cost plus margin based on our estimate of future claims. Claims related to service-type warranties are expensed as incurred.

### *Software*

Software sales include licenses for software, data usage fees, and software as a service arrangements. We recognize revenue for software based on the contractual rights provided to a customer, which in certain instances results in the recognition of revenue ratably over the contractual service period.

### *Contracts with Multiple Performance Obligations*

A small portion of our revenue was derived from the combination of any or all of our products, professional services, and software. Significant judgment may be required to determine which performance obligations are distinct and should be accounted for separately. We allocate the expected consideration to be collected to each distinct performance obligation based on its standalone selling price. Standalone selling price is generally determined using a cost plus margin valuation when no observable input is available. The amount of consideration allocated to each performance obligation is recognized as revenue in accordance with the timing for products, professional services, and software as described above.

### *Shipping and Handling Activities*

We account for shipping and handling activities for customers as activities to fulfill the promise to transfer products to our customers. As such, we do not consider shipping and handling activities to be separate performance obligations, and we expense these costs as incurred.

### *Contract Balances*

Our rights related to collections from customers are unconditional and are reflected within *Accounts receivable* on the *Consolidated Balance Sheets*. We do not have any other significant contract assets. Contract liabilities arise when we receive cash or an unconditional right to collect cash prior to the transfer of control of goods or services.

The amount of transaction price from contracts with customers allocated to our contract liabilities consists of the following as of the dates presented (in millions):

	<b>August 31,</b>	
	<b>2025</b>	<b>2024</b>
Current deferred revenues	\$ 21.4	\$ 17.4
Non-current deferred revenues	38.0	41.5

Current deferred revenues primarily consist of upfront fees collected for service-type warranties, time-bound software licenses, software as a service arrangements, and professional fees and are included within *Other current liabilities* on the *Consolidated Balance Sheets*. These services are expected to be performed within one year. Revenue earned from beginning contract balances during the year ended August 31, 2025 approximated the current deferred revenue balance at August 31, 2024.

Non-current deferred revenues primarily consist of long-term service-type warranties, which are typically recognized ratably as revenue between five years and ten years from the date of sale, and are included within *Other long-term liabilities* on the *Consolidated Balance Sheets*.

Unsatisfied performance obligations that do not represent contract liabilities are expected to be satisfied within one year from August 31, 2025 and consist primarily of orders for physical goods that have not yet been shipped.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Disaggregated Revenues**

Our ABL segment's luminaires and electronics are sold primarily through independent sales agents who cover specific geographic areas and market channels, by internal sales representatives, through consumer retail channels, directly to large corporate accounts, and through other distribution methods, including directly to OEM customers. AIS sells predominantly to system integrators. The following table shows revenue from contracts with customers by sales channel and reconciles to our segment information for the periods presented (in millions):

	Year Ended August 31,		
	2025	2024	2023
ABL:			
Independent sales network	\$ 2,646.8	\$ 2,551.7	\$ 2,671.0
Direct sales network	411.4	397.0	414.4
Retail sales	170.7	190.3	194.9
Corporate accounts	156.7	205.9	200.3
OEM and other	226.6	228.5	242.2
Total ABL	3,612.2	3,573.4	3,722.8
AIS	764.3	291.9	252.7
Eliminations	(30.9)	(24.3)	(23.3)
Total	\$ 4,345.6	\$ 3,841.0	\$ 3,952.2

**Note 11 — Share-based Payments****Omnibus Stock Compensation Incentive and Directors' Equity Plans**

In January 2022, our stockholders approved the Amended and Restated Acuity Inc. 2012 Omnibus Stock Compensation Incentive Plan (the "Stock Incentive Plan"), which, among other things, increased the total number of shares authorized for issuance pursuant to the Stock Incentive Plan from 2.7 million to 3.6 million, with a corresponding increase to shares available for grant. The Compensation and Management Development Committee of the Board of Directors (the "Compensation Committee") is authorized to issue awards consisting of incentive and non-qualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance stock awards, performance stock units, stock bonus awards, and cash-based awards to eligible employees, non-employee directors, and outside consultants.

Shares available for grant under the Stock Incentive Plan were approximately 0.6 million, 0.7 million, and 1.0 million at August 31, 2025, 2024, and 2023, respectively. Any shares subject to an award under the Stock Incentive Plan that are forfeited, canceled, expired, or settled for cash will be available for future grant under the Stock Incentive Plan.

Our share-based payment awards are valued based on their grant date fair values as described further below. We recognize compensation cost for share-based payment transactions in accordance with ASC 718. For most of our awards, compensation cost is recognized on a straight-line basis over the award's requisite service period. We apply the accelerated attribution method in certain circumstances, such as when a performance stock unit is subject to graded vesting. For awards subject to a market condition, we consider both actual and derived service periods, as well as the expected performance period, to determine the appropriate compensation recognition method.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Compensation expense recognized related to our share-based payment awards during the periods presented is summarized as follows (in millions):

	Year Ended August 31,		
	2025	2024	2023
Restricted stock awards and units	\$ 24.0	\$ 23.9	\$ 19.6
Performance stock units	18.9	18.6	15.2
Stock options	0.7	2.6	5.7
Director stock units	1.5	1.5	1.5
<b>Total share-based payment expense</b>	<b>\$ 45.1</b>	<b>\$ 46.6</b>	<b>\$ 42.0</b>

**Restricted Stock**

As of August 31, 2025, we had approximately 0.2 million shares outstanding of restricted stock to officers, directors, and other key employees under the Stock Incentive Plan. Grants awarded beginning in fiscal 2022 vest primarily over a three-year period, and grants awarded prior to fiscal 2022 vest primarily over a four-year period. Our restricted stock grants are valued at the closing stock price on the date of the grant.

Activity related to restricted stock awards during the periods presented was as follows (in millions, except per share data):

	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Outstanding at August 31, 2022	0.3	\$ 144.51
Granted	0.2	\$ 175.23
Vested	(0.1)	\$ 140.85
Forfeited	(0.1)	\$ 163.37
Outstanding at August 31, 2023	0.3	\$ 159.33
Granted	0.2	\$ 168.74
Vested	(0.2)	\$ 153.74
Forfeited	—	* \$ 154.90
Outstanding at August 31, 2024	0.3	\$ 167.39
Granted	0.1	\$ 295.56
Vested	(0.2)	\$ 166.16
Forfeited	—	* \$ 204.37
Outstanding at August 31, 2025	0.2	\$ 229.73

\* Represents shares of less than 0.1 million.

As of August 31, 2025, there was \$34.9 million of total unrecognized compensation cost related to unvested restricted stock, which is expected to be recognized over a weighted-average period of 1.4 years. The total fair value of stock vested during the years ended August 31, 2025, 2024, and 2023 was approximately \$26.2 million, \$22.9 million, and \$19.9 million, respectively.

**Performance Stock Units**

As of August 31, 2025, we had approximately 0.3 million performance stock units outstanding to officers and other key employees under the Stock Incentive Plan. Our performance stock units vest over a three-year period.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

For most of these grants, the actual number of performance stock units earned for these awards will be determined at the end of the related performance period based on the level of achievement of established performance thresholds. Such grants are valued at the closing stock price on the date of grant. We recognize compensation expense for these grants proportionately over the requisite service period for each employee when it becomes probable that the performance metric will be satisfied.

A small subset of our performance stock units granted in fiscal 2025, 2024, and 2023 have a payout based on a total shareholder return relative to a peer group index over a three-year period. These awards are valued using a Monte-Carlo simulation and are expensed over the longer of the requisite service period and the derived service period. Stock compensation may be accelerated if a market condition is met prior to the derived service period lapsing. All inputs into the Monte Carlo simulation are estimates made at the time of grant, which are summarized in the table below. Actual realized value of each award could materially differ from these estimates, without impact to future reported net income. Dividends were assumed to be reinvested on the ex-dividend date for us and peer companies. Expected volatility was based on historical volatility of our stock as well as our peer group. The risk-free interest rate was based on the U.S. Treasury yield consistent with the derived performance period.

	2025	2024	2023
Dividend yield	—%	—%	—%
Expected volatility	33.1%	34.6%	46.7%
Risk-free interest rate	4.0%	4.9%	4.5%
Fair value of awards	\$470.66	\$241.39	\$254.19

Activity related to performance stock units during the periods presented was as follows (in millions, except per share data):

	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Outstanding at August 31, 2022	0.2	\$ 145.46
Granted	0.1	\$ 186.78
Vested	(0.1)	\$ 124.29
Forfeited	—	* \$ 195.67
Outstanding at August 31, 2023	0.2	\$ 171.01
Granted	0.2	\$ 172.98
Vested	(0.1)	\$ 91.36
Outstanding at August 31, 2024	0.3	\$ 186.66
Granted	0.1	\$ 321.59
Vested	(0.1)	\$ 207.02
Forfeited	—	* \$ 178.82
Outstanding at August 31, 2025	0.3	\$ 214.89

\* Represents shares of less than 0.1 million.

As of August 31, 2025 there was \$13.6 million of total unrecognized compensation cost related to unvested performance stock units. This cost is expected to be recognized over a weighted-average period of approximately 1.4 years. The total fair value of performance units vested during the years ended August 31, 2025, 2024, and 2023 was \$14.9 million, \$5.0 million, and \$11.5 million, respectively.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Stock Options**

As of August 31, 2025, we had approximately 0.8 million options outstanding to officers as well as other key current and former employees under the Stock Incentive Plan, all of which were granted in previous fiscal years. Of these options, 0.3 million were granted in fiscal 2021 and become exercisable over a four-year period. Options issued under the Stock Incentive Plan are generally granted with an exercise price equal to the fair market value of our stock on the date of grant, but never less than the fair market value on the grant date, and expire 10 years from the date of grant.

Stock option activity during the periods presented was as follows:

	Outstanding		Exercisable	
	Number of Options (in millions)	Weighted Average Exercise Price	Number of Options (in millions)	Weighted Average Exercise Price
Outstanding at August 31, 2022	1.1	\$ 132.50	0.6	\$ 143.15
Exercised	—	\$ 126.92		
Forfeited	(0.1)	\$ 227.15		
Outstanding at August 31, 2023	1.0	\$ 131.81	0.9	\$ 135.91
Exercised	(0.1)	\$ 143.92		
Outstanding at August 31, 2024	0.9	\$ 130.74	0.9	\$ 132.48
Exercised	(0.1)	\$ 195.50		
Outstanding at August 31, 2025	0.8	\$ 119.81	0.8	\$ 119.81
Range of option exercise prices:				
\$100.00 - \$160.00 (average life - 4.6 years)	0.8	\$ 117.46	0.8	\$ 117.46
\$210.01 - \$239.76 (average life - 1.1 years)	—	\$ 239.76	—	\$ 239.76

\* Represents amounts of less than 0.1 million.

The total intrinsic value of options exercised during the years ended August 31, 2025, 2024, and 2023 was approximately \$13.9 million, \$6.6 million, and \$0.5 million, respectively. As of August 31, 2025, the total intrinsic value of options outstanding and exercisable was \$166.1 million. As of August 31, 2025, there was no intrinsic value of options expected to vest. As of August 31, 2025, there was no unrecognized compensation cost related to unvested options.

**Director Deferred Stock Units**

In January 2022, the total remaining shares available for issuance under the Director Plan were transferred into the Stock Incentive Plan. As of August 31, 2025, approximately 27,000 stock units were deferred but undistributed under the Director Plan.

**Employee Stock Purchase Plan**

Employees are able to purchase, through payroll deduction, common stock at a 5% discount on a monthly basis. There were 1.5 million shares of our common stock reserved for purchase under the plan, of which approximately 1.0 million shares remain available as of August 31, 2025. Employees may participate at their discretion.

**Note 12 — Pension and Defined Contribution Plans****Company-sponsored Pension Plans**

We have several pension plans, both qualified and non-qualified, covering certain hourly and salaried employees. Benefits paid under these plans are based generally on employees' years of service and/or compensation during the final years of employment. We historically have made at least the minimum annual contributions to the plans to the extent indicated by actuarial valuations and statutory requirements. Plan assets are invested primarily in fixed income and equity securities.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

In the fourth quarter of fiscal 2025, we completed full and partial settlements of our domestic qualified defined benefit plans through the purchases of nonparticipating annuities and lump sum elections. Additionally, we terminated one of our international pension plans. As a result of these transactions, we recognized one-time, non-cash pension settlement charges totaling \$30.9 million in the fourth quarter of fiscal 2025. These pension settlement charges are primarily related to the accelerated recognition of actuarial losses included within *Miscellaneous expense, net* in the *Consolidated Statements of Comprehensive Income*. The combined financial impact of the settlements and de-risking activities taken overall are reflected in the accompanying tables and disclosures within this note.

The following tables reflect the status of our domestic (U.S. based) and international pension plans as of the dates presented (in millions):

	Domestic Plans		International Plans	
	August 31,		August 31,	
	2025	2024	2025	2024
<b>Change in benefit obligation:</b>				
Benefit obligation at beginning of year	\$ 163.8	\$ 159.8	\$ 34.0	\$ 34.6
Service cost	4.6	3.6	0.8	0.9
Interest cost	7.8	7.8	1.9	2.0
Actuarial (gains) losses	(12.1)	3.7	(2.2)	(0.1)
Settlements	(95.2)	—	(1.4)	—
Benefits paid	(12.2)	(11.1)	(2.4)	(1.9)
Other	—	—	1.2	(1.5)
Benefit obligation at end of year	56.7	163.8	31.9	34.0
<b>Change in plan assets:</b>				
Fair value of plan assets at beginning of year	134.5	132.7	34.6	32.1
Actual (loss) return on plan assets	(1.6)	9.5	(3.2)	3.2
Employer contributions	0.9	3.4	1.0	—
Benefits paid	(12.2)	(11.1)	(1.6)	(1.3)
Settlements	(95.2)	—	(2.6)	—
Other	—	—	0.7	0.6
Fair value of plan assets at end of year	26.4	134.5	28.9	34.6
Funded status at the end of year	\$ (30.3)	\$ (29.3)	\$ (3.0)	\$ 0.6
<b>Amounts recognized in the consolidated balance sheets consist of:</b>				
Non-current assets	\$ 5.4	\$ 8.4	\$ 4.3	\$ 4.9
Current liabilities	(3.4)	(4.2)	(0.4)	(0.3)
Non-current liabilities	(32.3)	(33.5)	(6.9)	(4.0)
Net amount recognized in consolidated balance sheets	\$ (30.3)	\$ (29.3)	\$ (3.0)	\$ 0.6
<b>Accumulated benefit obligation</b>	\$ 55.6	\$ 162.5	\$ 29.0	\$ 31.8
<b>Pre-tax amounts in accumulated other comprehensive loss:</b>				
Prior service cost	\$ —	\$ (0.1)	\$ (0.2)	\$ —
Net actuarial loss	(4.8)	(43.5)	12.4	(8.8)
Amounts in accumulated other comprehensive loss	\$ (4.8)	\$ (43.6)	\$ 12.2	\$ (8.8)
<b>Pensions plans in which benefit obligation exceeds plan assets:</b>				
Projected benefit obligation	\$ 35.7	\$ 37.7	\$ 7.3	\$ 4.3
Accumulated benefit obligation	34.6	36.4	4.4	2.9
<b>Pensions plans in which plan assets exceed benefit obligation:</b>				
Projected benefit obligation	\$ 21.0	\$ 126.1	\$ 24.6	\$ 29.7
Accumulated benefit obligation	21.0	126.1	24.6	28.9
Plan assets	26.4	134.5	28.9	34.6

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Service cost of net periodic pension cost is allocated between *Cost of products sold*, and may be capitalized into inventory as labor costs, and *Selling, distribution, and administrative expenses* in the *Consolidated Statements of Comprehensive Income* based on the function of the employee's services. All other components of net periodic pension cost are included within *Miscellaneous expense, net* in the *Consolidated Statements of Comprehensive Income*. We utilize a corridor approach to amortize cumulative unrecognized actuarial gains or losses over either the average expected future service of active participants or average life expectancy of plan participants based on each plan's composition. The corridor is determined as the greater of the excess of 10% of plan assets or the projected benefit obligation at each valuation date. Amounts related to prior service cost are amortized over the average remaining expected future service period for active participants in each plan.

Net periodic pension cost during the periods presented included the following components before tax (in millions):

	Domestic Plans			International Plans		
	2025	2024	2023	2025	2024	2023
Service cost	\$ 4.6	\$ 3.6	\$ 3.8	\$ 0.8	\$ 0.9	\$ 0.8
Interest cost	7.8	7.8	7.4	1.9	2.0	1.6
Expected return on plan assets	(6.7)	(6.7)	(7.5)	(1.7)	(2.0)	(2.1)
Amortization of prior service cost	—	0.1	2.6	0.1	—	—
Recognized actuarial loss	1.6	1.7	2.4	1.0	1.6	0.6
Settlement loss (gain)	33.2	—	—	(2.3)	—	—
Net periodic pension cost	<u>\$ 40.5</u>	<u>\$ 6.5</u>	<u>\$ 8.7</u>	<u>\$ (0.2)</u>	<u>\$ 2.5</u>	<u>\$ 0.9</u>

Weighted average assumptions used in computing the benefit obligation are as follows:

	Domestic Plans		International Plans	
	2025	2024	2025	2024
Discount rate	5.3 %	4.9 %	6.9 %	5.9 %
Rate of compensation increase	5.0 %	5.0 %	4.5 %	3.4 %

Weighted average assumptions used in computing net periodic pension cost are as follows:

	Domestic Plans			International Plans		
	2025	2024	2023	2025	2024	2023
Discount rate	4.9 %	5.1 %	4.4 %	5.9 %	5.9 %	4.9 %
Expected return on plan assets	5.3 %	5.3 %	5.5 %	5.4 %	4.7 %	6.4 %
Rate of compensation increase	5.0 %	5.0 %	5.0 %	3.4 %	3.5 %	3.5 %

It is our policy to adjust, on an annual basis, the discount rate used to determine the projected benefit obligation to approximate rates on high-quality, long-term obligations based on our estimated benefit payments available as of the measurement date. We use published yield curves to assist in the development of our discount rates. We estimate that a 100 basis point increase in the discount rate would reduce net periodic pension cost for fiscal 2025 approximately \$0.3 million for the domestic plans and \$0.7 million for the international plans. The expected return on plan assets is derived primarily from a periodic study of long-term historical rates of return on the fair value of our various asset classes included in our targeted pension plan asset allocation as well as future expectations. We estimate that each 100 basis point reduction in the expected return on plan assets would result in additional net periodic pension cost of \$0.8 million and \$0.3 million for domestic plans and international plans, respectively. We also evaluate the rate of compensation increase annually and adjust if necessary.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Our investment objective for domestic plan assets is to earn a rate of return sufficient to exceed the long-term growth of the plans' liabilities without subjecting plan assets to undue risk. The plan assets are invested primarily in fixed income securities. We conduct a periodic strategic asset allocation study to form a basis for the allocation of pension assets between various asset categories. Specific allocation percentages are assigned to each asset category with minimum and maximum ranges established for each. The assets are then managed within these ranges. At August 31, 2025, the U.S. targeted asset allocation approximated 70% fixed income securities, 15% real estate securities, and 15% equity securities. Our investment objective for the international plan assets is to cover the value of the plans' liabilities. At August 31, 2025, the international asset target allocation approximated 100% guaranteed insurance policies.

Our pension plan asset allocation by asset category as of the dates presented is as follows:

	% of Plan Assets			
	Domestic Plans		International Plans	
	2025	2024	2025	2024
Equity securities	14.0 %	17.2 %	— %	— %
Fixed income securities	71.6 %	77.3 %	0.4 %	93.2 %
Multi-strategy investments	— %	— %	— %	6.8 %
Real estate	14.4 %	5.5 %	— %	— %
Guaranteed insurance policies	— %	— %	99.6 %	— %
Total	100.0 %	100.0 %	100.0 %	100.0 %

#### *Domestic Plans' Assets*

Our pension plan assets are stated at fair value based on quoted market prices in an active market, quoted redemption values, or estimates based on reasonable assumptions as of the most recent measurement period. See the *Fair Value Measurements* footnote for a description of the fair value guidance under U.S. GAAP. No transfers between the levels of the fair value hierarchy occurred during the current fiscal period. In the event of a transfer in or out of a level within the fair value hierarchy, the transfers would be recognized on the date of occurrence. Certain pension assets valued at net asset value ("NAV") per share as a practical expedient are excluded from the fair value hierarchy. Investments in pension plan assets as of August 31, 2025 and August 31, 2024 are described in further detail below.

Short-term Fixed Income Investments (Level 1): Short-term investments consist of money market funds, which are valued at the daily closing price as reported by the relevant fund.

Mutual Funds (Level 1): Mutual funds held by the domestic plans are open-end mutual funds that are registered with the Securities and Exchange Commission ("SEC") and seek to either replicate or outperform a related index. These funds are required to publish their daily net asset value and to transact at that price. The mutual funds held by the domestic plans are deemed to be actively traded.

Collective Trust (Level 2): The collective trust seeks to outperform the overall small-cap stock market and is comprised primarily of small-cap equity securities with quoted prices in active markets for identical investments. The value of this fund is calculated on each business day based on its daily net asset value; however, the collective trust is not deemed to be actively traded.

Fixed Income Investments (Level 2): The fixed income investment seeks to maximize total return by investing primarily in a diversified portfolio of investment-grade fixed income securities, primarily publicly traded corporate bonds as well as U.S. government and municipal bonds. The investment is valued on each business day based on the values of the underlying holdings and is not actively traded.

U.S. Treasury Investments (Level 2): The domestic plans hold several fixed-income U.S. Treasury securities that are valued based on discounted future cash flows using rates currently available for debt of similar terms and maturity.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Real Estate Fund (NAV):** The real estate fund invests primarily in commercial real estate and includes mortgage loans that are backed by the associated property's investment objective. The fund seeks real estate returns, risk, and liquidity appropriate to a core fund. The fund also seeks to provide current income with the potential for long-term capital appreciation. This investment is valued based on the NAV per share, without further adjustment. The NAV, as provided by the fund's trustee, is used as a practical expedient to estimate fair value and is therefore excluded from the fair value hierarchy. NAV is based on the fair value of the underlying investments. Investors may request to redeem all or any portion of their shares on a quarterly basis. Each investor must provide a written redemption request at least sixty days prior to the end of the quarter for which the request is to be effective. If insufficient funds are available to honor all redemption requests at any point in time, available funds will be allocated pro-rata based on the total number of shares held by each investor. All decisions regarding whether to honor redemption requests are made by the fund's board of directors.

The following tables present the fair value of the domestic pension plan assets by major category as of the dates presented (in millions):

	Fair Value as of August 31, 2025	Fair Value Measurements		
		(Level 1)	(Level 2)	(Level 3)
<b>Assets included in the fair value hierarchy:</b>				
Fixed-income investments	\$ 10.9	\$ —	\$ 10.9	\$ —
U.S. Treasury investments	5.2	—	5.2	—
Mutual funds:				
Domestic large cap equity fund	1.7	1.7	—	—
Foreign equity fund	1.4	1.4	—	—
Collective trust: Domestic small cap equities	0.6	—	0.6	—
Short-term fixed income investments	2.8	2.8	—	—
<b>Total assets in the fair value hierarchy</b>	<b>22.6</b>			
<b>Assets calculated at net asset value:</b>				
Real estate fund	3.8			
<b>Total assets at net asset value</b>	<b>3.8</b>			
<b>Total assets at fair value</b>	<b>\$ 26.4</b>			

	Fair Value as of August 31, 2024	Fair Value Measurements		
		(Level 1)	(Level 2)	(Level 3)
<b>Assets included in the fair value hierarchy:</b>				
Fixed-income investments	\$ 63.8	\$ —	\$ 63.8	\$ —
US Treasury investments	34.4	—	34.4	—
Mutual funds:				
Domestic large cap equity fund	11.5	11.5	—	—
Foreign equity fund	6.7	6.7	—	—
Collective trust: Domestic small cap equities	4.9	—	4.9	—
Short-term fixed income investments	5.8	5.8	—	—
<b>Total assets in the fair value hierarchy</b>	<b>127.1</b>			
<b>Assets calculated at net asset value:</b>				
Real estate fund	7.4			
<b>Total assets at net asset value</b>	<b>7.4</b>			
<b>Total assets at fair value</b>	<b>\$ 134.5</b>			

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

*International Plans' Investments*

During the second quarter of fiscal 2025, we entered into a buy-in insurance policy to transfer our U.K. pension assets to a third-party insurance company. As of August 31, 2025, the remaining plan assets consist primarily of the buy-in insurance policy. The fair value of the related insurance assets are set equal to the insured liabilities, which are comprised of the projected benefit obligations associated with the plan (Level 3). The unobservable inputs for the fair value of the insurance policy include the discount rate and rate of compensation increases utilized in the actuarial valuation of the related projected benefit obligation.

In the fourth fiscal quarter of fiscal 2025, we terminated one of our pension plans in Mexico. As a part of this termination, no plan assets remain.

The following tables present the fair value of the international pension plan assets by major category as of the dates presented (in millions):

	Fair Value as of August 31, 2025	Fair Value Measurements		
		(Level 1)	(Level 2)	(Level 3)
Short-term fixed income investments	\$ 0.1	\$ 0.1	\$ —	\$ —
Insurance policy	28.8	—	—	28.8
<b>Total assets at fair value</b>	<b>\$ 28.9</b>			

	Fair Value as of August 31, 2024	Fair Value Measurements		
		(Level 1)	(Level 2)	(Level 3)
Short-term fixed income investments	\$ 0.2	\$ 0.2	\$ —	\$ —
Multi-strategy investments	2.3	—	2.3	—
Fixed-income investments	32.1	—	32.1	—
<b>Total assets at fair value</b>	<b>\$ 34.6</b>			

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3) (in millions):

	Year Ended August 31, 2025
<b>Beginning balance</b>	\$ —
Purchases	32.0
Unrealized loss	(3.2)
<b>Ending balance</b>	<b>\$ 28.8</b>

We do not expect to contribute to the remaining plans in fiscal 2026 based on the funded status of the plans as well as current legal minimum funding requirements.

Benefit payments are made primarily from funded benefit plan trusts. Benefit payments are expected to be paid as follows during the years ending August 31 (in millions):

	Domestic Plans	International Plans
2026	\$ 4.1	\$ 2.0
2027	4.1	2.1
2028	6.9	2.3
2029	6.0	2.4
2030	4.9	2.6
2031-2035	25.6	16.8

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**Defined Contribution Plans**

We have defined contribution plans to which both employees and the Company make contributions. Employer matching amounts are allocated in accordance with the participants' investment elections for elective deferrals and totaled \$14.9 million, \$11.7 million, and \$11.1 million for the years ended August 31, 2025, 2024, and 2023, respectively. At August 31, 2025, assets of certain domestic defined contribution plans included shares of our common stock with a market value of approximately \$12.8 million, which represented approximately 2.2% of the total fair market value of the assets in those defined contribution plans.

**Note 13 — Special Charges**

During the year ended August 31, 2025, we recognized \$29.7 million of pre-tax special charges, which consisted primarily of impairments of long-lived assets as well as employee severance costs related to productivity initiatives. We recognized no pre-tax special charges during the year ended August 31, 2024.

During the year ended August 31, 2023, we recognized \$26.9 million of pre-tax special charges, which primarily included impairment charges of indefinite-lived intangible assets; impairments of certain retained assets associated with our previously owned Sunoptics prismatic skylights business that were not transferred in connection with the sale; and severance and employee-related costs in connection with the Sunoptics divestiture as well as streamlining activities initiated during the fourth quarter of fiscal 2023.

The details of the special charges during the periods presented are summarized as follows (in millions):

	Year Ended August 31,	
	2025	2023
Impairment charges	\$ 16.7	\$ 18.3
Severance and employee-related costs	7.2	7.7
Other items	5.8	0.9
Total special charges	<u>\$ 29.7</u>	<u>\$ 26.9</u>

As of August 31, 2025, we had \$0.4 million of remaining accruals related to special charges, which are included in *Accrued compensation* in the *Consolidated Balance Sheets*. These amounts related to unpaid severance and employee-related costs from our third quarter fiscal 2025 actions. As of August 31, 2024, there were no remaining accruals related to special charges.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Note 14 — Common Stock and Related Matters****Common Stock**

Changes in common stock during the periods presented were as follows (amounts and shares in millions):

	Common Stock	
	Shares	Amount (At par)
Balance at August 31, 2022	54.2	\$ 0.5
Vesting of share-based payment awards <sup>(1)</sup>	0.2	—
Stock options exercised	—*	—
Balance at August 31, 2023	54.4	0.5
Vesting of share-based payment awards <sup>(1)</sup>	0.1	—
Stock options exercised	0.1	—
Balance at August 31, 2024	54.6	0.5
Vesting of share-based payment awards <sup>(1)</sup>	0.2	—
Stock options exercised	0.1	—
Balance at August 31, 2025	54.9	\$ 0.5

\* Represents shares of less than 0.1 million.

<sup>(1)</sup> Shown net of cancellations for tax withholdings

As of August 31, 2025 and 2024, we had 24.2 million and 23.8 million of repurchased shares, respectively, recorded as treasury stock at an original repurchase cost of \$2.65 billion and \$2.53 billion, respectively. Excise taxes on corporate stock repurchases are accounted for as an increase to the cost basis of our share repurchases.

During fiscal 2025, we repurchased approximately 0.4 million shares of our outstanding common stock. As of August 31, 2025, the maximum number of shares that may yet be repurchased under the share repurchase program authorized by the Board equaled 3.3 million shares. We may repurchase shares of our common stock from time to time at prevailing market prices, depending on market conditions, through open market or privately negotiated transactions.

**Preferred Stock**

We have 50 million shares of preferred stock authorized. No shares of preferred stock were issued in fiscal 2025 or 2024, and no shares of preferred stock are outstanding.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**Earnings per Share**

Basic earnings per share for the periods presented is computed by dividing net earnings available to common stockholders by the weighted average number of common shares outstanding for these periods. Diluted earnings per share is computed similarly but reflects the potential dilution that would occur if dilutive options were exercised, unvested share-based payment awards were vested, and other distributions related to deferred stock agreements were incurred. Common stock equivalents are calculated using the treasury stock method. The dilutive effects of share-based payment awards subject to market and/or performance conditions that were not met during the period are excluded from the computation of diluted earnings per share.

The following table calculates basic earnings per common share and diluted earnings per common share during the periods presented (in millions, except per share data):

	Year Ended August 31,		
	2025	2024	2023
Net income	\$ 396.6	\$ 422.6	\$ 346.0
Basic weighted average shares outstanding	30.859	30.885	31.806
Common stock equivalents	0.782	0.560	0.358
Diluted weighted average shares outstanding	31.641	31.445	32.164
Basic earnings per share <sup>(1)</sup>	\$ 12.85	\$ 13.68	\$ 10.88
Diluted earnings per share <sup>(1)</sup>	\$ 12.53	\$ 13.44	\$ 10.76

<sup>(1)</sup> Earnings per share is calculated using unrounded numbers. Amounts in the table may not recalculate exactly due to rounding.

Stock options, performance stock awards, and restricted stock awards that were excluded from the diluted earnings per share calculation as the effect of inclusion would have been antidilutive were immaterial for the years ended August 31, 2025, 2024, and 2023.

**Note 15 — Income Taxes**

We account for income taxes using the asset and liability approach as prescribed by ASC Topic 740, *Income Taxes* (“ASC 740”). This approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Using the enacted tax rates in effect for the year in which the differences are expected to reverse, deferred tax liabilities and assets are determined based on the differences between the financial reporting and the tax basis of an asset or liability.

The Organization for Economic Co-operation and Development (“OECD”) released the Global Anti-base Erosion (“GloBE”) Model Rules for Pillar Two on December 20, 2021, which defined a 15% global minimum tax. Since the model rules have been released, many countries have enacted or continue to consider changes in their tax laws and regulations based on the Pillar Two proposals, of which some are effective for us in fiscal 2025. We are continuing to evaluate the impact of these proposed and enacted legislative changes as new guidance becomes available. Pillar Two as currently enacted did not have a material impact on our financial statements as most jurisdictions in which we operate have an effective tax rate above the 15% threshold.

On July 4, 2025, the One Big Beautiful Bill Act (“OBBA”) was enacted into law, introducing significant changes to corporate income tax rates and deductions. For fiscal year 2025, OBBA did not have a material impact on our financial statements. We continue to evaluate the future impact of the OBBA for those provisions that are effective after fiscal year 2025.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The provision for income taxes consists of the following components during the periods presented (in millions):

	Year Ended August 31,		
	2025	2024	2023
Provision for current federal taxes	\$ 103.2	\$ 113.6	\$ 105.8
Provision for current state taxes	23.8	26.6	15.7
Provision for current foreign taxes	21.6	19.4	27.0
Benefit from deferred taxes	(45.0)	(33.6)	(47.8)
<b>Total provision for income taxes</b>	<b>\$ 103.6</b>	<b>\$ 126.0</b>	<b>\$ 100.7</b>

The following table presents income before income taxes for our domestic and foreign operations for the periods presented (in millions):

	Year Ended August 31,		
	2025	2024	2023
Domestic	\$ 414.8	\$ 472.4	\$ 367.5
International	85.4	76.2	79.2
<b>Income before income taxes</b>	<b>\$ 500.2</b>	<b>\$ 548.6</b>	<b>\$ 446.7</b>

The following table reconciles the provision at the federal statutory rate to the total provision for income taxes during the periods presented (in millions):

	Year Ended August 31,		
	2025	2024	2023
Federal income tax computed at statutory rate	\$ 105.0	\$ 115.2	\$ 93.8
State income tax, net of federal income tax benefit	14.8	19.7	11.4
Federal permanent differences	(2.2)	2.1	2.2
Foreign permanent differences and rate differential	4.2	2.3	4.4
Research and development tax credits	(13.7)	(10.1)	(8.3)
Unrecognized tax benefits	(4.8)	2.0	1.9
Other, net	0.3	(5.2)	(4.7)
<b>Total provision for income taxes</b>	<b>\$ 103.6</b>	<b>\$ 126.0</b>	<b>\$ 100.7</b>

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Components of the net deferred income tax liabilities as of the dates presented include (in millions):

	August 31,	
	2025	2024
<b>Deferred income tax liabilities:</b>		
Depreciation	\$ (24.7)	\$ (21.8)
Goodwill and intangibles	(155.1)	(150.2)
Operating lease right of use assets	(24.0)	(15.8)
Other liabilities	(3.2)	(1.8)
Total deferred income tax liabilities	<u>(207.0)</u>	<u>(189.6)</u>
<b>Deferred income tax assets:</b>		
Self-insurance	1.8	2.1
Pension	7.1	6.7
Deferred compensation	25.1	24.5
Net operating losses	6.8	7.1
Other accruals not yet deductible	37.0	43.3
Operating lease liabilities	26.4	18.5
Capitalized research and development	98.1	70.1
Other assets	22.7	14.0
Total deferred income tax assets	<u>225.0</u>	<u>186.3</u>
Valuation allowance	(19.5)	(20.4)
Net deferred income tax liabilities	<u>\$ (1.5)</u>	<u>\$ (23.7)</u>

As of August 31, 2025, the estimated undistributed earnings from foreign subsidiaries was \$365.4 million. We have recorded a deferred income tax liability of \$0.4 million for certain foreign withholding taxes and U.S. taxes related to foreign earnings for which we do not assert indefinite reinvestment. With respect to unremitted earnings and original investments in foreign subsidiaries where we are continuing to assert indefinite reinvestment, any future remittances could be subject to additional foreign withholding taxes, U.S. state taxes, and certain tax impacts relating to foreign currency exchange effects. It is not practicable to estimate the amount of any unrecognized tax effects on these reinvested earnings and original investments in foreign subsidiaries. We account for the tax on Global Intangible Low-Taxed Income ("GILTI") as a period cost and, therefore, do not record deferred taxes related to GILTI on our foreign subsidiaries.

At August 31, 2025, we had federal tax credit carryforwards of approximately \$11.2 million that begin to expire in 2029, and state tax credit carryforwards of approximately \$0.5 million that begin to expire in 2027. Approximately \$11.2 million in federal tax credit carryforwards are subject to a full valuation allowance as we do not expect to realize any future tax benefit. At August 31, 2025, we had federal net operating loss carryforwards of \$9.1 million that begin to expire in 2029, state net operating loss carryforwards of \$27.4 million that begin to expire in 2026, and foreign net operating loss carryforwards of \$15.2 million that begin to expire in 2028.

The gross amount of unrecognized tax benefits as of August 31, 2025 and 2024 totaled \$18.5 million and \$21.1 million, respectively. The amount of unrecognized tax benefits that would affect the Company's effective income tax rate was \$18.5 million and \$21.1 million as of August 31, 2025 and 2024, respectively. We recognize potential interest and penalties related to unrecognized tax benefits as a component of income tax expense; such accrued interest and penalties are not material. With few exceptions, we are no longer subject to United States federal, state, and local income tax examinations for years ended before 2022 or for foreign income tax examinations before 2017. We anticipate that unrecognized tax benefits may decrease within the next 12 months by \$5.6 million, of which \$1.3 million is interest, due to the expiring of the statute of limitations.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

The following table reconciles the change in the unrecognized income tax benefit (reported in *Other long-term liabilities* on the *Consolidated Balance Sheets*) during the periods presented (in millions):

	Year Ended August 31,		
	2025	2024	2023
Unrecognized tax benefits balance at beginning of year	\$ 21.1	\$ 20.1	\$ 19.5
Additions based on tax positions related to the current year	5.8	4.2	4.3
Additions for tax positions of prior years	—	—	1.4
Reductions for tax positions of prior years	(0.1)	(0.1)	(1.7)
Reductions due to settlements	—	—	(0.5)
Reductions due to lapse of statute of limitations	(8.3)	(3.1)	(2.9)
Unrecognized tax benefits balance at end of year	<u>\$ 18.5</u>	<u>\$ 21.1</u>	<u>\$ 20.1</u>

Total accrued interest was \$2.4 million, \$4.6 million, and \$3.3 million as of August 31, 2025, 2024, and 2023, respectively. Income tax penalties of \$0.8 million were accrued during fiscal 2025. Interest, net of tax benefits, and penalties are included in *Income tax expense* within the *Consolidated Statements of Comprehensive Income*. We are routinely under audit from various tax jurisdictions. We do not currently anticipate material audit assessments.

**Note 16 — Supplemental Disaggregated Information**

Sales of lighting, lighting controls, building management solutions, and audio, video, and control solutions, excluding services accounted for approximately 99% of total consolidated net sales in fiscal 2025, 2024, and 2023. Our geographic distribution of net sales, operating profit, income before income taxes, and long-lived assets is summarized in the following table during and as of the periods presented (in millions):

	Year Ended August 31,		
	2025	2024	2023
<b>Net sales<sup>(1)</sup>:</b>			
Domestic <sup>(2)</sup>	\$ 3,756.7	\$ 3,262.9	\$ 3,412.9
International	588.9	578.1	539.3
Total net sales	<u>\$ 4,345.6</u>	<u>\$ 3,841.0</u>	<u>\$ 3,952.2</u>
<b>Long-lived assets<sup>(3)</sup>:</b>			
Domestic <sup>(2)</sup>	\$ 359.9	\$ 295.7	\$ 323.8
International	125.9	105.9	107.4
Total long-lived assets	<u>\$ 485.8</u>	<u>\$ 401.6</u>	<u>\$ 431.2</u>

(1) Net sales are attributed to each country based on the selling location.

(2) Domestic amounts include amounts for U.S. based operations.

(3) Long-lived assets include net property, plant, and equipment, operating lease right-of-use assets, and other long-term assets as reflected in the *Consolidated Balance Sheets*.

**ACUITY INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

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**Note 17 — Subsequent Event**

On October 8, 2025, we voluntarily repaid an additional \$100.0 million of our outstanding Term Loan Facility obligation.

**Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.***

None.

**Item 9A. *Controls and Procedures.***

Disclosure controls and procedures are controls and other procedures that are designed to reasonably ensure that information required to be disclosed in the reports filed or submitted by us under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission (the “SEC”) rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to reasonably ensure that information required to be disclosed by us in the reports filed under the Exchange Act is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of August 31, 2025. The scope of our efforts to comply with the SEC rules included all of our operations except for QSC, LLC (“QSC”), which we acquired on January 1, 2025. SEC guidance permits management to omit an assessment of an acquired business' financial reporting from management's assessment of disclosure controls and procedures for a period not to exceed one year from the date of the acquisition. This evaluation was carried out under the supervision and with the participation of management, including the principal executive officer and principal financial officer. Based on this evaluation, which as discussed herein excluded the operations of QSC, these officers have concluded that the design and operation of our disclosure controls and procedures are effective at a reasonable assurance level as of August 31, 2025. As of August 31, 2025, QSC assets and net assets after excluding acquired goodwill and intangible assets constituted 7% of both the Company's consolidated total assets and net assets. For the year ended August 31, 2025, QSC net sales and pre-tax income constituted 10% of the Company's net sales and 4% of the Company's pre-tax income, respectively.

However, because all disclosure procedures must rely to a significant degree on actions or decisions made by employees throughout the organization, such as reporting of material events, the Company and its reporting officers believe that they cannot provide absolute assurance that all control issues and instances of fraud or errors and omissions, if any, within the Company will be detected. Limitations within any control system, including our control system, include faulty judgments in decision-making or simple errors or mistakes. In addition, controls can be circumvented by an individual, by collusion between two or more people, or by management override of the control. Because of these limitations, misstatements due to error or fraud may occur and may not be detected.

Management's annual report on our internal control over financial reporting and the independent registered public accounting firm's attestation report are included in our 2025 Financial Statements in Item 8 of this Annual Report on Form 10-K, under the headings, *Management's Report on Internal Control over Financial Reporting* and *Report of Independent Registered Public Accounting Firm* as it relates to Internal Control Over Financial Reporting, respectively, and are incorporated herein by reference.

There were no changes in our internal control over financial reporting (as such term is defined in Rules 13a–15(f) and 15d–15(f) under the Exchange Act) that occurred during our most recent quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. *Other Information.***

During the fourth quarter of fiscal 2025, none of our directors or Section 16 officers adopted or terminated any “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).

On October 23, 2025, the Company's Board of Directors approved up to 50 hours per fiscal year of personal use of Company-leased, operated, owned, or chartered aircraft by the Company's Chairman, President and Chief Executive Officer (the “CEO”), beginning in fiscal 2026. The Board approved this personal use to enhance the security, safety, and business productivity and availability of the CEO while traveling. The Company does not intend to provide any tax reimbursement or make-whole payments to the CEO relating to such personal use.

**Item 9C. *Disclosure Regarding Foreign Jurisdictions That Prevent Inspections.***

None.

### PART III

**Item 10. *Directors, Executive Officers, and Corporate Governance.***

The information required by this item, with respect to directors and corporate governance, will be included under the caption *Item 1 — Election of Directors and Director Information* of our proxy statement for the annual meeting of stockholders to be held January 21, 2026, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A, and is incorporated herein by reference.

The information required by this item, with respect to executive officers, will be included under the caption *Executive Officers* of our proxy statement for the annual meeting of stockholders to be held January 21, 2026, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A, and is incorporated herein by reference.

The information required by this item, with respect to the code of ethics, will be included under the captions *Governance Policies and Procedures* and *Contacting the Board of Directors* of our proxy statement for the annual meeting of stockholders to be held January 21, 2026, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A, and is incorporated herein by reference.

The Company has adopted an insider trading policy that governs the purchase, sale, and/or other dispositions of our securities (and related derivative securities) by directors, officers and employees, other covered persons, and the Company and is designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to the Company. A copy of the Company's insider trading policy is filed as Exhibit 19 to this Annual Report on Form 10-K.

**Item 11. *Executive Compensation.***

The information required by this item will be included under the captions *Director Information, Board and Committees (including Compensation Committee Interlocks and Insider Participation), Compensation of Directors, Compensation Discussion and Analysis, Equity Award Grant Practices, Report of the Compensation and Management Development Committee, Fiscal 2025 Summary Compensation Table, Fiscal 2025 Grants of Plan-Based Awards, Outstanding Equity Awards at Fiscal 2025 Year-End, Option Exercises and Stock Vested in Fiscal 2025, Pension Benefits in Fiscal 2025, Fiscal 2025 Non-Qualified Deferred Compensation, Employment Arrangements, Potential Payments upon Termination, CEO Pay Ratio, and Equity Compensation Plans* of our proxy statement for the annual meeting of stockholders to be held January 21, 2026, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A, and is incorporated herein by reference.

**Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

The information required by this item will be included under the captions *Equity Compensation Plans and Beneficial Ownership of the Company's Securities* of our proxy statement for the annual meeting of stockholders to be held January 21, 2026, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A, and is incorporated herein by reference.

**Item 13. *Certain Relationships and Related Transactions, and Director Independence.***

The information required by this item will be included under the captions *Certain Relationships and Related Party Transactions, Director Information, and Board and Committees* of our proxy statement for the annual meeting of stockholders to be held January 21, 2026, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A, and is incorporated herein by reference.

**Item 14. *Principal Accountant Fees and Services.***

Our independent registered public accounting firm is Ernst & Young LLP, PCAOB ID: 42.

The information required by this item concerning our principal accountant will be included under the captions *Audit Fees and Other Fees, Preapproval Policies and Procedures, and Report of the Audit Committee* of our proxy statement for the annual meeting of stockholders to be held January 21, 2026, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A, and is incorporated herein by reference.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules.**

(a) The following documents are filed as a part of this report:

(1)	<a href="#">Management's Report on Internal Control over Financial Reporting</a>	<a href="#">32</a>
	<a href="#">Reports of Independent Registered Public Accounting Firm</a>	<a href="#">33</a>
	<a href="#">Consolidated Balance Sheets as of August 31, 2025 and 2024</a>	<a href="#">37</a>
	<a href="#">Consolidated Statements of Comprehensive Income for the years ended August 31, 2025, 2024, and 2023</a>	<a href="#">38</a>
	<a href="#">Consolidated Statements of Cash Flows for the years ended August 31, 2025, 2024, and 2023</a>	<a href="#">39</a>
	<a href="#">Consolidated Statements of Stockholders' Equity for the years ended August 31, 2025, 2024, and 2023</a>	<a href="#">40</a>
	<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">41</a>
(2)	Financial Statement Schedules:	
	Any of Schedules I through V not listed above have been omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto	
(3)	Exhibits filed with this report (begins on next page):	
	Copies of exhibits will be furnished to stockholders upon request at a nominal fee. Requests should be sent to Acuity Inc., Investor Relations Department, 1170 Peachtree Street, N.E., Suite 1200, Atlanta, Georgia 30309	

**INDEX TO EXHIBITS**

EXHIBIT 3	(a) <a href="#">Restated Certificate of Incorporation of Acuity Brands, Inc., dated as of January 25, 2024.</a>	Reference is made to Exhibit 3.2 of registrant's Form 8-K as filed with the Commission on January 26, 2024, which is incorporated herein by reference.
	(b) <a href="#">Certificate of Amendment to the Restated Certificate of Incorporation of Acuity Inc., effective as of March 26, 2025.</a>	Reference is made to Exhibit 3.1 of registrant's Form 8-K as filed with the Commission on March 12, 2025, which is incorporated herein by reference.
	(c) <a href="#">Amended and Restated Bylaws of Acuity Inc., effective as of March 26, 2025.</a>	Reference is made to Exhibit 3.3 of registrant's Form 8-K as filed with the Commission on March 12, 2025, which is incorporated herein by reference.
EXHIBIT 4	(a) <a href="#">Description of Securities.</a>	Filed with the Commission as part of this Form 10-K.
	(b) <a href="#">Indenture, dated as of November 10, 2020, between Acuity Brands Lighting, Inc. and U.S. Bank National Association, as trustee.</a>	Reference is made to Exhibit 4.1 of registrant's Form 8-K as filed with the Commission on November 10, 2020, which is incorporated herein by reference.
	(c) <a href="#">First Supplemental Indenture, dated as of November 10, 2020, among Acuity Brands Lighting, Inc., Acuity Brands, Inc. and ABL IP Holding, LLC, and U.S. Bank National Association, as trustee.</a>	Reference is made to Exhibit 4.2 of registrant's Form 8-K as filed with the Commission on November 10, 2020, which is incorporated herein by reference.
	(d) <a href="#">Officer's Certificate, dated as of November 10, 2020, pursuant to Sections 3.01 and 3.03 of the Indenture, dated November 10, 2020, setting forth the terms of the 2.150% Senior Notes due 2030, the 2.150% Senior Notes due 2030.</a>	Reference is made to Exhibit 4.3 of registrant's Form 8-K as filed with the Commission on November 10, 2020, which is incorporated herein by reference.
	(e) <a href="#">Form of 2.150% Senior Notes due 2030 (included in Exhibit 4.3).</a>	Reference is made to Exhibit 4.3 of registrant's Form 8-K as filed with the Commission on November 10, 2020, which is incorporated herein by reference.
	(f) <a href="#">Indenture, dated as of July 28, 2025, among Acuity Inc., Acuity Brands Lighting, Inc., ABL IP Holding LLC, Acuity Intelligent Spaces Inc., QSC, LLC and U.S. Bank Trust Company, National Association, as trustee.</a>	Reference is made to Exhibit 4.10 of registrant's Post-Effective Amendment No. 1 to Form S-3 Registration Statement as filed with the Commission on July 28, 2025, which is incorporated herein by reference.
EXHIBIT 10(i)	(1) <a href="#">Five-Year Credit Agreement dated June 30, 2022.</a>	Reference is made to Exhibit 10.1 of registrant's Form 10-Q as filed with the Commission on June 30, 2022, which is incorporated herein by reference.
	(2) <a href="#">Amendment No. 1 to Credit Agreement, dated as of November 25, 2024, by and among Acuity Brands, Inc., Acuity Brands Lighting, Inc., J.P. Morgan Chase Bank, N.A., as administrative agent, and the lenders party thereto.</a>	Reference is made to Exhibit 10.1 of registrant's Form 8-K as filed with the Commission on November 27, 2024, which is incorporated herein by reference.
EXHIBIT 10(iii)A	Management Contracts and Compensatory Arrangements:	
	(1) <a href="#">Acuity Inc. 2005 Supplemental Deferred Savings Plan, as amended and restated effective as of March 26, 2025.</a>	Reference is made to Exhibit 10(a) of registrant's Form 10-Q as filed with the Commission on June 26, 2025, which is incorporated herein by reference.
	(2) <a href="#">Amended and Restated Acuity Brands, Inc. 2011 Nonemployee Director Deferred Compensation Plan, Effective as of January 5, 2022.</a>	Reference is made to Exhibit 10(c) of registrant's Form 10-Q as filed with the Commission on January 7, 2022, which is incorporated herein by reference.

- (3) [Acuity Brands, Inc. Compensation for Non-Employee Directors.](#) Reference is made to Exhibit 10(iii)A(12) of registrant's Form 10-K as filed with the Commission on October 26, 2022, which is incorporated herein by reference.
- (4) [Acuity Brands, Inc. Senior Management Benefit Plan.](#) Reference is made to Exhibit 10.16 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference.
- (5) [Amendment No. 1 to Acuity Brands, Inc. Senior Management Benefit Plan.](#) Reference is made to Exhibit 10(iii)A(5) of registrant's Form 10-Q as filed with the Commission on July 10, 2007, which is incorporated herein by reference.
- (6) [Acuity Brands, Inc. Executive Benefits Trust.](#) Reference is made to Exhibit 10.18 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference.
- (7) [Acuity Brands, Inc. Supplemental Retirement Plan for Executives.](#) Reference is made to Exhibit 10.19 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference.
- (8) [Amendment No. 1 to Acuity Brands, Inc. Supplemental Retirement Plan for Executives.](#) Reference is made to Exhibit 10(iii)A(2) of registrant's Form 10-Q as filed with the Commission on April 14, 2003, which is incorporated by reference.
- (9) [Acuity Brands, Inc. Benefits Protection Trust.](#) Reference is made to Exhibit 10.21 of registrant's Form 8-K as filed with the Commission on December 14, 2001, which is incorporated herein by reference.
- (10) [Acuity Brands, Inc. 2002 Supplemental Executive Retirement Plan, As Amended and Restated Effective As of July 1, 2019.](#) Reference is made to Exhibit 10(c) of registrant's Form 10-Q as filed with the Commission on July 2, 2019, which is incorporated herein by reference.
- (11) [Amendment No. 1 to Acuity Brands, Inc. 2002 Supplemental Executive Retirement Plan.](#) Reference is made to Exhibit 10(a) of registrant's Form 10-Q as filed with the Commission on January 7, 2020, which is incorporated herein by reference.
- (12) [Form of Amended and Restated Change in Control Agreement entered into as of April 21, 2006.](#) Reference is made to Exhibit 99.1 of registrant's Form 8-K filed with the Commission on April 27, 2006, which is incorporated herein by reference.
- (13) [Employment Letter between Acuity Brands, Inc. and Neil M. Ashe, dated January 9, 2020](#) Reference is made to Exhibit 10.1 of registrant's Form 8-K as filed with the Commission on January 9, 2020, which is incorporated herein by reference.
- (14) [Form of Nonqualified Stock Option Award Agreement \(options subject only to time-based conditions\)](#) Reference is made to Exhibit 10.2 of registrant's Form 8-K as filed with the Commission on January 9, 2020, which is incorporated herein by reference.
- (15) [Form of Nonqualified Stock Option Award Agreement \(options subject to time-based and share price performance conditions\)](#) Reference is made to Exhibit 10.3 of registrant's Form 8-K as filed with the Commission on January 9, 2020, which is incorporated herein by reference.
- (16) [Form of Severance Agreement between Acuity Brands, Inc. and Neil M. Ashe](#) Reference is made to Exhibit 10.4 of registrant's Form 8-K as filed with the Commission on January 9, 2020, which is incorporated herein by reference.
- (17) [Amendment No. 1 to Severance Agreement between Acuity Brands, Inc. and Neil M. Ashe](#) Reference is made to Exhibit 10(iii)A(26) of registrant's Form 10-K as filed with the Commission on October 26, 2023, which is incorporated herein by reference.

- (18) [Form of Change in Control Agreement between Acuity Brands, Inc. and Neil M. Ashe](#) Reference is made to Exhibit 10.5 of registrant's Form 8-K as filed with the Commission on January 9, 2020, which is incorporated herein by reference.
- (19) [Acuity Inc. Matching Gift Program.](#) Reference is made to Exhibit 10(c) of registrant's Form 10-Q as filed with the Commission on June 26, 2025, which is incorporated herein by reference.
- (20) [Employment Letter dated November 16, 2005 between Acuity Brands, Inc. and Richard K. Reece.](#) Reference is made to Exhibit 10.1 of registrant's Form 8-K filed with the Commission on November 18, 2005, which is incorporated herein by reference.
- (21) [Amendment No. 1 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece.](#) Reference is made to Exhibit 10(iii)A(81) of registrant's Form 10-K as filed with the Commission on October 30, 2009, which is incorporated herein by reference.
- (22) [Amendment No. 2 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece.](#) Reference is made to Exhibit 10(f) of registrant's Form 10-Q as filed with the Commission on March 31, 2010, which is incorporated herein by reference.
- (23) [Amendment No. 3 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece.](#) Reference is made to Exhibit 10(iii)A(4) of registrant's Form 10-Q as filed with the Commission on April 2, 2014, which is incorporated herein by reference.
- (24) [Amendment No. 4 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece.](#) Reference is made to Exhibit 10(iii)A(46) of registrant's Form 10-K as filed with the Commission on October 29, 2014, which is incorporated herein by reference.
- (25) [Amendment No. 5 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece.](#) Reference is made to Exhibit 10(iii)A(43) of registrant's Form 10-K as filed with the Commission on October 27, 2015, which is incorporated herein by reference.
- (26) [Amendment No. 6 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece.](#) Reference is made to Exhibit 10(iii)A(44) of registrant's Form 10-K as filed with the Commission on October 27, 2016, which is incorporated herein by reference.
- (27) [Amendment No. 7 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece.](#) Reference is made to Exhibit 10(iii)A(45) of registrant's Form 10-K as filed with the Commission on October 26, 2017, which is incorporated herein by reference.
- (28) [Amendment No. 8 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece.](#) Reference is made to Exhibit 10(a) of registrant's Form 10-Q as filed with the Commission on January 9, 2019, which is incorporated herein by reference.
- (29) [Amendment No. 9 to Acuity Brands, Inc. Amended and Restated Severance Agreement between Acuity Brands, Inc. and Richard K. Reece.](#) Reference is made to Exhibit 10(b) of registrant's Form 10-Q as filed with the Commission on April 3, 2019, which is incorporated herein by reference.
- (30) [Acuity Brands Lighting, Inc. Severance Agreement, entered into as of March 28, 2018, by and between Acuity Brands Lighting, Inc. and Karen J. Holcom.](#) Reference is made to Exhibit 10(iii)A(51) of registrant's Form 10-K as filed with the Commission on October 29, 2019, which is incorporated herein by reference.
- (31) [Amendment No. 1 to Acuity Brands Lighting, Inc. Severance Agreement between Acuity Brands Lighting, Inc. and Karen J. Holcom.](#) Reference is made to Exhibit 10(iii)A(52) of registrant's Form 10-K as filed with the Commission on October 29, 2019, which is incorporated herein by reference.
- (32) [Amendment No. 2 to Acuity Brands Lighting, Inc. Severance Agreement between Acuity Brands Lighting, Inc. and Karen J. Holcom.](#) Reference is made to Exhibit 10(iii)A(53) of registrant's Form 10-K as filed with the Commission on October 29, 2019, which is incorporated herein by reference.

- (33) [Amendment No. 3 to Acuity Brands Lighting, Inc. Severance Agreement between Acuity Brands Lighting, Inc. and Karen J. Holcom.](#) Reference is made to Exhibit 10(b) of registrant's Form 10-Q as filed with the Commission on January 7, 2020, which is incorporated herein by reference.
- (34) [Amendment No. 4 to Acuity Brands Lighting, Inc. Severance Agreement between Acuity Brands Lighting, Inc. and Karen J. Holcom.](#) Reference is made to Exhibit 10(iii)A(43) of registrant's Form 10-K as filed with the Commission on October 28, 2024, which is incorporated herein by reference.
- (35) [Change in Control Agreement, entered into as of March 28, 2018, by and between Acuity Brands, Inc. and Karen J. Holcom.](#) Reference is made to Exhibit 10(iii)A(54) of registrant's Form 10-K as filed with the Commission on October 29, 2019, which is incorporated herein by reference.
- (36) [Amendment No.1 to Acuity Brands, Inc. Change in Control Agreement between Acuity Brands, Inc. and Karen J. Holcom.](#) Reference is made to Exhibit 10(iii)A(55) of registrant's Form 10-K as filed with the Commission on October 29, 2019, which is incorporated herein by reference.
- (37) [Change in Control Agreement dated March 28, 2018, by and between Acuity Brands, Inc. and Barry R. Goldman.](#) Reference is made to Exhibit 10(iii)A(81) of registrant's Form 10-K as filed with the Commission on October 23, 2020, which is incorporated herein by reference.
- (38) [Amendment No. 1 to Acuity Brands, Inc. Change in Control Agreement between Acuity Brands, Inc. and Barry R. Goldman.](#) Reference is made to Exhibit 10(iii)A(82) of registrant's Form 10-K as filed with the Commission on October 23, 2020, which is incorporated herein by reference.
- (39) [Severance Agreement dated March 28, 2020, by and between Acuity Brands, Inc. and Barry R. Goldman.](#) Reference is made to Exhibit 10(iii)A(83) of registrant's Form 10-K as filed with the Commission on October 23, 2020, which is incorporated herein by reference.
- (40) [Amendment No. 1 to Acuity Brands, Inc. Severance Agreement between Acuity Brands, Inc. and Barry R. Goldman.](#) Reference is made to Exhibit 10(iii)A(84) of registrant's Form 10-K as filed with the Commission on October 23, 2020, which is incorporated herein by reference.
- (41) [Amendment No. 2 to Acuity Brands, Inc. Severance Agreement between Acuity Brands, Inc. and Barry R. Goldman.](#) Reference is made to Exhibit 10(iii)A(85) of registrant's Form 10-K as filed with the Commission on October 23, 2020, which is incorporated herein by reference.
- (42) [Amendment No. 3 to Acuity Brands, Inc. Severance Agreement between Acuity Brands, Inc. and Barry R. Goldman.](#) Reference is made to Exhibit 10(iii)A(86) of registrant's Form 10-K as filed with the Commission on October 23, 2020, which is incorporated herein by reference.
- (43) [Amendment No. 4 to Acuity Brands, Inc. Severance Agreement between Acuity Brands, Inc. and Barry R. Goldman.](#) Reference is made to Exhibit 10(iii)A(80) of registrant's Form 10-K as filed with the Commission on October 27, 2021, which is incorporated herein by reference.
- (44) [Change in Control Agreement dated March 2, 2020, by and between Acuity Brands, Inc. and Dianne S. Mills.](#) Reference is made to Exhibit 10(iii)A(87) of registrant's Form 10-K as filed with the Commission on October 23, 2020, which is incorporated herein by reference.
- (45) [Severance Agreement dated March 2, 2020, by and between Acuity Brands, Inc. and Dianne S. Mills.](#) Reference is made to Exhibit 10(iii)A(88) of registrant's Form 10-K as filed with the Commission on October 23, 2020, which is incorporated herein by reference.
- (46) [Amendment No. 1 to Acuity Brands, Inc. Severance Agreement between Acuity Brands, Inc. and Dianne S. Mills.](#) Reference is made to Exhibit 10(iii)A(83) of registrant's Form 10-K as filed with the Commission on October 27, 2021, which is incorporated herein by reference.
- (47) [Form of Indemnification Agreement.](#) Reference is made to Exhibit 10.1 of registrant's Form 8-K as filed with the Commission on February 9, 2010, which is incorporated herein by reference.

- (48) [Form of Stock Notification and Award Agreement for stock options, effective October 24, 2013.](#) Reference is made to Exhibit 10(iii)A(1) of registrant's Form 10-Q as filed with the Commission on April 2, 2014, which is incorporated herein by reference.
- (49) [Form of Stock Notification and Award Agreement for stock options, effective October 27, 2014.](#) Reference is made to Exhibit 10(iii)A(66) of registrant's Form 10-K as filed with the Commission on October 29, 2014, which is incorporated herein by reference.
- (50) [Form of Stock Notification and Award Agreement for stock options, effective April 1, 2016.](#) Reference is made to Exhibit 10(iii)A(1) of registrant's Form 10-Q as filed with the Commission on April 6, 2016, which is incorporated herein by reference.
- (51) [Form of Restricted Stock Award Agreement for U.S. Grantees.](#) Reference is made to Exhibit 10(iii)A(70) of registrant's Form 10-K as filed with the Commission on October 27, 2016, which is incorporated herein by reference.
- (52) [Form of Restricted Stock Unit Award Agreement for Non-U.S. Grantees.](#) Reference is made to Exhibit 10(iii)A(72) of registrant's Form 10-K as filed with the Commission on October 26, 2017, which is incorporated herein by reference.
- (53) [Form of Nonqualified Stock Option Award Agreement.](#) Reference is made to Exhibit 10(iii)A(72) of registrant's Form 10-K as filed with the Commission on October 27, 2016, which is incorporated herein by reference.
- (54) [Form of Nonqualified Stock Option Award Agreement for Named Executive Officers.](#) Reference is made to Exhibit 10(iii)A(73) of registrant's Form 10-K as filed with the Commission on October 27, 2016, which is incorporated herein by reference.
- (55) [Acuity Brands, Inc. 2017 Management Cash Incentive Plan.](#) Reference is made to Annex B of registrant's Proxy Statement as filed with the Commission on November 21, 2017, which is incorporated herein by reference.
- (56) [Form of Restricted Stock Award Agreement for U.S. Employees.](#) Reference is made to Exhibit 10(iii)A(1) of registrant's Form 10-Q as filed with the Commission on April 4, 2018, which is incorporated herein by reference.
- (57) [Form of Restricted Stock Award Agreement for Directors.](#) Reference is made to Exhibit 10(iii)A(3) of registrant's Form 10-Q as filed with the Commission on April 4, 2018, which is incorporated herein by reference.
- (58) [Restricted Stock Award Agreement for Non-Employee Director.](#) Reference is made to Exhibit 10(a) of registrant's Form 10-Q as filed with the Commission on January 7, 2022, which is incorporated herein by reference.
- (59) [Deferred Stock Unit Award Agreement Non-Employee Directors.](#) Reference is made to Exhibit 10(b) of registrant's Form 10-Q as filed with the Commission on January 7, 2022, which is incorporated herein by reference.
- (60) [Acuity Brands, Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Performance Unit Notification and Award Agreement.](#) Reference is made to Exhibit 10(iii)A(93) of registrant's Form 10-K as filed with the Commission on October 29, 2019, which is incorporated herein by reference.
- (61) [Acuity Brands, Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Performance Unit Notification and Award Agreement.](#) Reference is made to Exhibit 10(c) of registrant's Form 10-Q as filed with the Commission on January 7, 2020, which is incorporated herein by reference.
- (62) [Acuity Brands, Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Restricted Stock Unit Notification and Award Agreement.](#) Reference is made to Exhibit 10(iii)A(94) of registrant's Form 10-K as filed with the Commission on October 29, 2019, which is incorporated herein by reference.

(63)	<a href="#">Acuity Brands, Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Restricted Stock Unit Notification and Award Agreement.</a>	Reference is made to Exhibit 10(d) of registrant's Form 10-Q as filed with the Commission on January 7, 2020, which is incorporated herein by reference.
(64)	<a href="#">Acuity Brands, Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Performance Unit Notification and Award Agreement (TSR October 2022).</a>	Reference is made to Exhibit 10(1) of registrant's Form 10-Q as filed with the Commission on January 9, 2023, which is incorporated herein by reference.
(65)	<a href="#">Acuity Inc. Non-Employee Director Compensation Schedule.</a>	Reference is made to Exhibit 10(a) of registrant's Form 10-Q as filed with the Commission on April 3, 2025, which is incorporated herein by reference.
(66)	<a href="#">Acuity Brands, Inc. 2005 Supplemental Deferred Savings Plan (As Amended and Restated effective March 30, 2023).</a>	Reference is made to Exhibit 10(2) of registrant's Form 10-Q as filed with the Commission on April 4, 2023, which is incorporated herein by reference.
(67)	<a href="#">Acuity Brands, Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Performance Unit Notification and Award Agreement (ROIC Performance Award).</a>	Reference is made to Exhibit 10(iii)A(76) of registrant's Form 10-K as filed with the Commission on October 26, 2023, which is incorporated herein by reference.
(68)	<a href="#">Acuity Brands, Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Performance Unit Notification and Award Agreement (rTSR Performance Award).</a>	Reference is made to Exhibit 10(iii)A(77) of registrant's Form 10-K as filed with the Commission on October 26, 2023, which is incorporated herein by reference.
(69)	<a href="#">Acuity Brands, Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Restricted Stock Unit Notification and Award Agreement</a>	Reference is made to Exhibit 10(iii)A(78) of registrant's Form 10-K as filed with the Commission on October 26, 2023, which is incorporated herein by reference.
(70)	<a href="#">Acuity Inc. Short-Term Incentive Plan, as Amended and Restated Effective as of March 26, 2025.</a>	Reference is made to Exhibit 10(e) of registrant's Form 10-Q as filed with the Commission on June 26, 2025, which is incorporated herein by reference.
(71)	<a href="#">Acuity Inc. 2011 Nonemployee Director Deferred Compensation Plan, (Amended and Restated Effective as of March 26, 2025).</a>	Reference is made to Exhibit 10(b) of registrant's Form 10-Q as filed with the Commission on June 26, 2025, which is incorporated herein by reference.
(72)	<a href="#">Amended and Restated Acuity Inc. 2012 Omnibus Stock Incentive Compensation Plan.</a>	Reference is made to Exhibit 10(d) of registrant's Form 10-Q as filed with the Commission on June 26, 2025, which is incorporated herein by reference
(73)	<a href="#">Acuity Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Performance Unit Notification and Award Agreement (ROIC Performance Award).</a>	Reference is made to Exhibit 10(c) of registrant's Form 10-Q as filed with the Commission on April 3, 2025, which is incorporated herein by reference.
(74)	<a href="#">Acuity Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Performance Unit Notification and Award Agreement (rTSR Performance Award).</a>	Reference is made to Exhibit 10(d) of registrant's Form 10-Q as filed with the Commission on April 3, 2025, which is incorporated herein by reference.
(75)	<a href="#">Acuity Inc. Amended and Restated 2012 Omnibus Stock Incentive Compensation Plan Global Restricted Stock Unit Notification and Award Agreement.</a>	Reference is made to Exhibit 10(e) of registrant's Form 10-Q as filed with the Commission on April 3, 2025, which is incorporated herein by reference.
EXHIBIT 19	<a href="#">Insider Trading Policy.</a>	Filed with the Commission as part of this Form 10-K.
EXHIBIT 21	<a href="#">List of Subsidiaries.</a>	Filed with the Commission as part of this Form 10-K.

EXHIBIT 22	<a href="#">List of Guarantors and Subsidiary Issuers of Guaranteed Securities.</a>	Reference is made to Exhibit 22 of registrant's Form 10-Q as filed with the Commission on April 3, 2025, which is incorporated herein by reference.
EXHIBIT 23	<a href="#">Consent of Independent Registered Public Accounting Firm.</a>	Filed with the Commission as part of this Form 10-K.
EXHIBIT 24	<a href="#">Powers of Attorney.</a>	Filed with the Commission as part of this Form 10-K.
EXHIBIT 31	(a) <a href="#">Certification of the Chief Executive Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	Filed with the Commission as part of this Form 10-K.
	(b) <a href="#">Certification of the Chief Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>	Filed with the Commission as part of this Form 10-K.
EXHIBIT 32	(a) <a href="#">Certification of the Chief Executive Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>	Filed with the Commission as part of this Form 10-K.
	(b) <a href="#">Certification of the Chief Financial Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>	Filed with the Commission as part of this Form 10-K.
EXHIBIT 97	<a href="#">Acuity Inc. Incentive-Based Compensation Recoupment Policy.</a>	Filed with the Commission as part of this Form 10-K.
EXHIBIT 101	.INS 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.
	.SCH XBRL Taxonomy Extension Schema Document.	Filed with the Commission as part of this Form 10-K.
	.CAL XBRL Taxonomy Extension Calculation Linkbase Document.	Filed with the Commission as part of this Form 10-K.
	.DEF XBRL Taxonomy Extension Definition Linkbase Document.	Filed with the Commission as part of this Form 10-K.
	.LAB XBRL Taxonomy Extension Label Linkbase Document.	Filed with the Commission as part of this Form 10-K.
	.PRE XBRL Taxonomy Extension Presentation Linkbase Document.	Filed with the Commission as part of this Form 10-K.
EXHIBIT 104	Cover Page Interactive Data File.	Formatted as Inline XBRL and contained in Exhibit 101 of this Form 10-K.

**Item 16.**      *Form 10-K Summary.*

None.



**DESCRIPTION OF THE REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

As of October 27, 2025, Acuity Inc. has one class of securities registered under Section 12 of the Securities Exchange Act of 1934 (the "Act"): our common stock.

**Description of Common Stock**

The following summary of certain terms of the common stock of Acuity Inc. (as used in this section, "we," "our," "us," "Acuity," the "Company," or other such similar references) describes material provisions of, but does not purport to be complete and is subject to, and qualified in its entirety by, our Restated Certificate of Incorporation (as amended, the "Certificate of Incorporation"), our Amended and Restated Bylaws (the "Bylaws"), the forms of which are included as exhibits to the Annual Report on Form 10-K of which this Exhibit 4(b) is also included, as well as the relevant portions of the Delaware General Corporation Law ("DGCL").

**Authorized Capital Stock**

Under our Certificate of Incorporation, the total number of shares of all classes of stock that we have the authority to issue is 550,000,000, of which 500,000,000 are shares of common stock, par value \$.01 per share, and 50,000,000 are shares of preferred stock, par value \$.01 per share. Our outstanding shares are fully paid and non-assessable. Holders of shares of our common stock do not have subscription, redemption, or conversion rights. There are no sinking fund provisions applicable to our common stock.

**Voting Rights**

The holders of our common stock are entitled to one vote for each share on all matters voted on by stockholders, and the holders of such shares will possess all voting power, except as otherwise required by law or provided in any resolution adopted by our Board of Directors (the "Board") with respect to any series of preferred stock of Acuity. There are no cumulative voting rights. Accordingly, the holders of a majority of the common stock voting for the election of directors in an uncontested election can elect all of the directors, if they choose to do so, subject to any rights of the holders of preferred stock to elect directors.

**Dividend Rights**

Subject to any preferential or other rights of any outstanding series of preferred stock of Acuity that may be designated by the Board, the holders of the common stock are entitled to receive ratably any dividends as may be declared from time to time by the Board from funds available.

**Liquidation Rights**

Subject to any preferential or other rights of any outstanding series of preferred stock of Acuity that may be designated by the Board, upon liquidation, holders of our common stock are entitled to receive pro rata all assets of Acuity available for distribution to such holders.

**No Preemptive Rights**

No holder of any stock of Acuity of any class have any preemptive right to subscribe to any securities of Acuity of any kind or class.

**Transfer Agent and Registrar**

The Transfer Agent and Registrar for Acuity is Computershare Trust Company N.A.

**Preferred Stock**

The Board is authorized without further stockholder approval (except as may be required by applicable law or New York Stock Exchange regulations) to provide for the issuance of shares of preferred stock, in one or more series,

and to fix for each such series such voting powers, designations, preferences and relative, participating, optional and other special rights, and such qualifications, limitations or restrictions, as are stated in the resolution adopted by the Board providing for the issuance of such series and as are permitted by the DGCL. The terms and rights of any such series may include:

- the designation of the series;
- the number of shares of the series, which number the Board may thereafter, except where otherwise provided in the applicable certificate of designation, increase or decrease, but not below the number of shares thereof then outstanding;
- any dividend rights;
- any liquidation preferences;
- any redemption rights;
- any sinking fund terms;
- any conversion rights;
- any voting rights; and
- any other relative rights, preferences and limitations of such series.

Should the Board elect to exercise this authority, the rights and privileges of holders of shares of the Company's common stock could be made subject to the rights and privileges of any such series of preferred stock. Presently, Acuity has no plans to issue any preferred stock.

#### **Certain Anti-takeover Provisions of Acuity's Certificate of Incorporation, Bylaws and Delaware Law**

Our Certificate of Incorporation, Bylaws, and the DGCL contain certain provisions that could delay or make more difficult an acquisition of control of Acuity not approved by the Board, whether by means of a tender offer, open market purchases, a proxy contest, or otherwise. These provisions, which are summarized below, could have the effect of discouraging third parties from making proposals involving an acquisition or change of control of Acuity, although such a proposal, if made, might be considered desirable by a majority of Acuity's stockholders.

***Election of Directors.*** Any vacancy on the Board, however occurring, including a vacancy resulting from an increase in the size of the Board (other than vacancies and newly created directorships which the holders of any class or classes of stock are expressly entitled by the Certificate of Incorporation to fill), may only be filled by the affirmative vote of a majority of our directors then in office, even if less than a quorum, or by the sole remaining director (and not by stockholders). This system of electing directors generally makes it more difficult for stockholders to replace a majority of our directors.

***Stockholder Action, Advance Notification of Stockholder Nominations, and Proposals.*** Our Certificate of Incorporation provides that stockholder action may be taken only at an annual or special meeting of stockholders and that stockholders may not act by written consent. Our Certificate of Incorporation and Bylaws provide that special meetings of stockholders may be called only by resolution adopted by the whole Board. Stockholders are not permitted to call a special meeting or to require the Board to call a special meeting of stockholders.

Our Bylaws establish advance notice procedures for stockholder proposals to be brought before any annual or special meeting of stockholders and for nominations by stockholders of candidates for election as directors at an annual meeting or a special meeting at which directors are to be elected. Subject to any other applicable requirements, these procedures provide that notice of stockholder proposals must be timely given in writing to our corporate secretary prior to the meeting at which the action is to be taken. Generally, to be timely, notice must be received at our principal executive offices not less than 90 days or more than 120 days prior to the first anniversary of the preceding year's annual meeting of stockholders. Our Bylaws also specify requirements as to the form and content of a stockholder's notice.

These provisions could have the effect of delaying until the next stockholder meeting any stockholder actions, even if they are favored by the holders of a majority of our outstanding voting securities.

**Authorized but Unissued Capital Stock.** The authorized but unissued shares of our common stock and preferred stock will be available for future issuance without any further vote or action by our stockholders. These additional shares may be utilized for a variety of corporate purposes, including future public offerings to raise additional capital, corporate acquisitions, and employee benefit plans. The existence of authorized but unissued shares of our common stock and our preferred stock could render more difficult or discourage an attempt to obtain control over us by means of a proxy contest, tender offer, merger, or otherwise. For example, if in the due exercise of its fiduciary obligations, the Board were to determine that a takeover proposal is not in the best interests of us or our stockholders, the Board could cause shares of preferred stock to be issued without stockholder approval in one or more private offerings or other transactions that might dilute the voting or other rights of the proposed acquirer or insurgent stockholder or stockholder group.

**Amendment to Certificate of Incorporation and Bylaws.** The DGCL provides generally that the affirmative vote of a majority of the outstanding stock entitled to vote on amendments to a corporation's certificate of incorporation or bylaws is required to approve such amendment, unless a corporation's certificate of incorporation or bylaws, as the case may be, requires a greater percentage. Our Bylaws may be amended or repealed by a majority vote of the Board or, in addition to any other vote otherwise required by law, the holders of at least a majority of the voting power of all of the then outstanding shares of the capital stock entitled to vote generally in the election of directors, voting together as a single class.

Additionally, the approval by holders of at least a majority of the voting power of all of the then outstanding shares of the capital stock entitled to vote on such matter, voting together as a single class, is required to amend or repeal or to adopt any provision inconsistent with Article V, Article VII, Article VIII, Article X or Article XI of our Certificate of Incorporation. These provisions may have the effect of deferring, delaying, or discouraging the removal of any anti-takeover defenses provided for in our Certificate of Incorporation and our Bylaws.

**No Cumulative Voting.** The DGCL provides that stockholders are not entitled to the right to cumulate votes in the election of directors unless our certificate of incorporation provides otherwise.

**Delaware Takeover Statute.** We are subject to the provisions of Section 203 of the DGCL and have adopted additional provisions in our Certificate of Incorporation for the approval, adoption, or authorization of business combinations. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a three-year period following the time that this stockholder becomes an interested stockholder, unless the business combination is approved in a prescribed manner.

Section 203 defines a business combination to include:

- any merger or consolidation involving the corporation and the interested stockholder;
- any sale, transfer, lease, pledge, exchange, mortgage or other disposition involving the interested stockholder of 10% or more of the assets of the corporation;
- subject to exceptions, any transaction that results in the issuance or transfer by the corporation of any stock of the corporation to the interested stockholder;
- subject to exceptions, any transaction involving the corporation that has the effect of increasing the proportionate share of the stock of any class or series of the corporation beneficially owned by the interested stockholder; or
- the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges, or other financial benefits provided by or through the corporation.

In general, Section 203 defines an "interested stockholder" as any entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with or controlling or controlled by the entity or person.

Pursuant to our Certificate of Incorporation, a “business combination” with an “interested person” requires the affirmative vote or consent of the holders of a majority of the shares of stock entitled to vote in elections of directors, which are not beneficially owned, directly or indirectly, by such interested person. This voting requirement will not be applicable if certain conditions described in our Certificate of Incorporation are met with respect to a particular business combination.

Our Certificate of Incorporation defines a “business combination” as (a) any merger or consolidation of Acuity or any of its subsidiaries with or into any interested person (regardless of the identity of the surviving corporation); (b) any sale, lease, or other disposition of all or any substantial part of the assets of Acuity or any of its subsidiaries to any interested person for cash or securities or both; or (c) any issuance or delivery of securities of Acuity or any of its subsidiaries (which the beneficial owner shall have the right to vote, or to vote upon exercise, conversion, or by contract) to an interested person in consideration for or in exchange of any securities or other property (including cash).

An “interested person” is defined in our Certificate of Incorporation as any person who beneficially owns, directly or indirectly, 5% or more of the shares of stock of Acuity entitled to vote in elections of directors at the relevant record date.

#### **Limitations of Liability and Indemnification Matters**

Our Certificate of Incorporation includes a provision that eliminates the personal liability of our directors and officers to the fullest extent permitted by applicable law, and our Bylaws provide that we will indemnify, and advance expenses to, our directors and officers to the fullest extent permitted by such law. We have also entered into indemnification agreements with our current directors and executive officers and expect to enter into a similar agreement with any new director or executive officer.

#### **Exclusive Forum**

Our Bylaws provide that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) will, to the fullest extent permitted by law, be the sole and exclusive forum for any derivative action or proceeding brought on our behalf, any action or proceeding asserting a claim for breach of a fiduciary duty owed by any of our directors, officers, employees, or stockholders to us or our stockholders, any action or proceeding asserting a claim arising pursuant to any provision of the DGCL, our Certificate of Incorporation or Bylaws, or as to which the Delaware General Corporation Law confers jurisdiction on the Court of Chancery of the State of Delaware, or any action asserting a claim governed by the internal affairs doctrine. In addition, our Bylaws also provide that, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America will be the exclusive forum for the resolution of any complaint asserting a cause or causes of action arising under the Securities Act of 1933, as amended. The exclusive forum provision in our Bylaws does not apply to suits brought to enforce any duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. The enforceability of similar choice of forum provisions in other companies’ certificates of incorporation and bylaws has been challenged in legal proceedings, and it is possible that, in connection with claims arising under federal securities laws or otherwise, a court could find the exclusive forum provision contained in our bylaws to be inapplicable or unenforceable.



# Acuity Insider Trading Policy

This Policy concerns the handling of material non-public information relating to Acuity Inc. (“Acuity,” the “Company,” or “we”) or other companies with which we deal and with the buying and selling of stock and other securities of Acuity and such other companies. This Policy is in addition to other Company policies and agreements to which employees, officers and directors are subject, including any confidentiality agreements and the Company’s Code of Ethics and Business Conduct.

Persons covered by this Policy may not engage in certain activities, including those listed below, either directly or indirectly, through family members or other persons or entities:

- trading in Acuity securities while in possession of material non-public information relating to Acuity, except, as described in this Policy, for certain “Permitted Transactions;”
- trading in the securities of a third-party company, while in possession of material non-public information about that company, learned in the course of performing duties for Acuity;
- engaging in “short sales,” as described in this Policy;
- hedging securities, purchasing or selling derivative securities, and entering into derivatives contracts relating to Acuity securities, as described in this Policy;
- pledging securities, except as permitted in limited circumstances and only for individuals who are not members of Group Three, as described in this Policy;
- tipping or otherwise engaging in the unauthorized disclosure of material nonpublic information; and
- for members of Group Two and Group Three, trading in Acuity securities during closed trading windows or special blackout periods, as described in this Policy.

Additional restrictions and details are described in this Policy. You should read the entire Policy to ensure that you are aware of all such items.

Each person or entity subject to this Policy is responsible for: ensuring his, her, their or its compliance with the Policy and applicable securities laws, rules and regulations; and determining whether he, she, they or it is in possession of material nonpublic information. Any action on the part of the Company or any other employee or director of the Company pursuant to this Policy or otherwise does not in any way constitute legal advice or insulate an individual or entity from liability under applicable securities laws, rules and regulations.

## **I. Employee Groups; Summary of Restrictions**



## Exhibit 19

For purposes of this Policy, each Acuity employee, officer and director is categorized into one of three groups (“Group One,” “Group Two,” and “Group Three”) as further described below in this Section I. Different restrictions contained in this Policy apply to each group.

The Corporate Secretary will work with the Company’s management team to determine the appropriate group for each employee. The Corporate Secretary will notify each employee, officer and director if he or she has been initially placed into Group Two or Group Three and any employee, officer or director if at any time he or she is placed into a different group.

You should read this entire Policy. However, for your convenience, the following is a summary of the key restrictions that apply to each group under this Policy:

Group One – All employees are in Group One unless otherwise described below or notified of being placed in a different category by the Corporate Secretary. The vast majority of our employees are in Group One. Members of Group One are required to comply with the restrictions on: (1) trading in securities while in possession of material non-public information (“insider trading”), as described in Section II; (2) the prohibition on engaging in “short sales,” as described in Section II; (3) the prohibition on hedging our securities, purchasing or selling derivative securities, and entering into derivatives contracts relating to Acuity securities, as described in Section II; and (4) disclosing material non-public information to others (“tipping”), as described in Section III.

Group Two – The following persons are included in Group Two unless such persons are otherwise included in Group Three: (1) all Acuity senior vice presidents and in-house attorneys; and (2) all officers and employees who have regular access to material non-public information, including, but not limited to, Acuity’s financial reporting and forecasting information (such officers and employees include, but are not limited to, certain members of Acuity’s (a) finance, accounting, and tax team, (b) human resources team, (c) risk management team, (d) investor relations team, (e) communications team, (f) mergers and acquisitions team, and (g) senior leadership team), determined, in each case, from time to time by the General Counsel, Corporate Secretary or an officer designated in writing by either such officer. In addition to the general prohibitions against insider trading, short sales, hedging and tipping, members of Group Two may only purchase or sell Acuity securities during the trading windows described in Section IV. Members of Group Two must also receive pre-clearance prior to entering into any pledge or margin arrangement involving Acuity securities to avoid an inadvertent violation of this Policy.

Group Three – Members of our board of directors, our Chief Executive Officer, our employees who report directly to the Chief Executive Officer and any of our other “officers” as defined in the rules promulgated under Section 16 of the Securities Exchange Act, are in Group Three, whose members are subject to the same restrictions as apply to Group Two. In addition, members of Group Three are required to: (1) comply with the restriction on pledging our securities, as described in Section II; (2) pre-clear most transactions with the General Counsel, Corporate Secretary or an officer designated in writing by either such officer, as described in Section V; (3) comply with additional



requirements with respect to any Trading Plan (as defined herein); and (4) comply with certain other trading restrictions and reporting requirements that may be imposed on them by the federal securities laws and the rules and regulations of the Securities and Exchange Commission (“SEC”).

In addition, regardless of group affiliation, any employee, officer or director of Acuity may be temporarily prohibited from buying or selling Acuity securities during special blackout periods. These special blackout periods are described in Section IV.

## **II. Insider Trading Prohibited**

### *General Rule*

Acuity employees, officers and directors, and Acuity, as an entity, may not purchase, sell or engage in other transactions in Acuity securities while he, she, they or it is in possession of material non-public information relating to Acuity. This restriction does not apply to certain “Permitted Transactions,” which are discussed in Section VI of this Policy.

### *Employees, Officers and Directors and their Family Members and Others*

This Policy applies to all employees, officers and directors of Acuity and its subsidiaries. Each provision of this Policy that applies to an employee, officer and director also applies to:

- family members or other persons with whom they share a household, family members or other persons who principally rely on the employee, officer or director for their financial support, regardless of where those persons reside, and anyone else with whom the employee, officer or director shares a household, and any family members with whom the employee, officer or director does not share a household but directs, influences or controls their transactions in Acuity securities (collectively, “Family Members”); and
- any entity (a) over which they have control or influence with respect to a transaction in securities (e.g., a trustee of a trust or an executor of an estate) or (b) in which they have a material financial interest; provided, however, that clause (b) shall not include a professional institutional investment entity in which any such person has such a material financial interest (collectively, “Controlled Entities”).

Likewise, when we refer to “you” in this Policy, we also mean each of the people and entities listed above with respect to you. Because Family Members and Controlled Entities are covered by this Policy, you will be responsible for their transactions in Acuity securities and, in order to maintain your compliance with this Policy, you should ensure that they do not purchase or sell Acuity securities without your clearance.

### *Other Persons*

It may be appropriate, in some circumstances, for persons who are not employed by Acuity (in addition to those listed above) to be subject to the same restrictions as company employees and other “insiders.” These include, for example, contractors and consultants. If you are aware of a



situation in which a contractor, consultant, advisor or other person not employed by Acuity is likely to have access to material nonpublic information about the company, you should consider whether those outside parties should be subject to restrictions and, if so, bring this situation to the attention of the Corporate Secretary, who will consider whether it is appropriate to make arrangements to protect the Company.

*Material Non-Public Information*

*Material.* Information is considered “material” if:

- a reasonable investor would consider it important in making a decision on whether to buy, sell or hold the security;
- a reasonable investor would view the information as significantly altering the total mix of information in the marketplace about the company that issued the security; or
- the information could reasonably be expected to have an effect on the price of the security.

*Non-public.* Information is non-public until it has been “publicly disclosed,” meaning that it:

- is published in such a way as to provide broad, non-exclusionary distribution of the information to the public; and
- has been in the public domain for a sufficient period of time to be absorbed by the market and reflected in the price of the related securities.

Examples of public disclosure include the issuance of a press release or the filing of an appropriate report with the SEC. Information is generally considered to be “non-public” until the expiration of a period of one full trading day after the information is released to the general public. However, this period varies depending on the type of information released, the market’s expectations relating to the subject matter of the release, and the market’s reaction after the information is released.

Examples of material non-public information might include information about:

- the Company’s financial or operating results, whether for completed periods or relating to certain expectations for future periods;
- the gain or loss of a substantial customer or any significant change in the business relationship with a substantial customer or other important business partner;
- the Company entering into or the termination of a significant contract;
- a material impairment or change in the value of the Company’s assets;
- the filing of significant litigation or claims against the Company, developments in pending litigation or governmental investigations or proceedings, or other contingent liabilities affecting the Company;
- negotiation of a significant joint venture, merger or acquisition;



- news of a significant purchase or sale of assets;
- changes in top management;
- significant labor negotiations or disputes;
- significant accounting developments;
- changes in dividend policies;
- the declaration of a stock split;
- the Company's plans relating to its capital structure or outstanding securities, including issuances or repurchases of common stock or debt securities, and information about possible changes in the Company's credit ratings;
- a significant disruption in the Company's operations or loss, breach or unauthorized access of the Company's property or assets, including its facilities and information technology infrastructure; and
- any other events that require the Company to file a Current Report on Form 8-K with the SEC.

Information may be material whether it is favorable or unfavorable to the Company. The list of examples provided above is merely illustrative, and there are many other types of information and events that may be material at any particular time, depending on the circumstances. Where there is any possibility that an item may be considered "material," you should treat it as such and you should confer with the Corporate Secretary if you would like to review any specific situation.

#### *Other Companies*

While this Policy prohibits trading in Acuity securities while you are in possession of material non-public information about Acuity, it also prohibits trading in securities of any other company about which you learn material non-public information in the course of performing your duties for Acuity. For example, you may be involved in a transaction in which Acuity expects to enter into (or terminate) a substantial business relationship with another company, or acquire another company, buy a substantial amount of its stock or enter into a joint venture with the company. Even though the size of the transaction may be immaterial to Acuity, it may be material to the other company. This Policy prohibits you from trading in the securities of that company while aware of this non-public information or from tipping others regarding the information. In addition, please remember that the Acuity Code of Ethics and Business Conduct prohibits you from engaging in outside interests that represent a conflict of interest with your obligations to Acuity.

#### *Securities; All Transactions*

This Policy prohibits certain transactions in the "securities" of Acuity. Although it is usually the case that the information you gain will relate to Acuity common stock, any securities that Acuity issues, such as debt securities or preferred stock, are also subject to this Policy. This Policy also applies to stock options and other derivatives related to Acuity securities, as discussed below. Purchases and



sales of Acuity securities are subject to the insider trading laws and the provisions of this Policy, whether they are executed in the public markets or in private transactions, and whether you execute the transaction directly or indirectly through another person or entity.

#### *Gifts of Acuity Securities*

Acuity employees, officers and directors may not make a gift of Acuity securities while aware of material nonpublic information relating to the Acuity if such person knows or is reckless in not knowing the recipient of the gift would sell the securities prior to Acuity's disclosure of such information. Such a situation can arise with gifts of securities to charities, which are often required by their policies to sell securities soon after a gift. Members of Group Three must pre-clear all gifts of shares.

#### *Investments*

We expect our employees, officers and directors not to engage in speculative transactions that are designed to result in profit based on short-term fluctuations in the price of our securities. If you do purchase Acuity securities, we strongly encourage you to do so with the expectation of owning those securities for an extended period of time -- at a minimum, for six months, though it is not intended for this to apply to the exercise of stock options. We recognize, of course, that your personal circumstances may change due to unforeseen events, in which case you may be forced to more quickly liquidate Acuity securities that you originally purchased with the intent of holding as a long-term investment.

#### *Short Sales*

A "short sale" is a transaction involving securities which the seller does not own at the time of sale or, if the securities are owned by the seller, where they will be delivered on a delayed basis (meaning that the securities are not delivered within 20 days after the sale or deposited in the mail or other usual channels of transportation within five days after the sale). Selling securities "short" is consistent with an expectation that the price of the securities will decline in the near future and is often speculative in nature. Short selling may arouse suspicion in the eyes of the SEC that the person was trading on the basis of inside information, particularly when the trading occurs before a major company announcement or event. Accordingly, our employees, officers, and directors are prohibited from engaging in "short sales" of Acuity securities or in any transaction in Acuity securities which is entered into with the expectation of, or that will benefit from, a decline in the price of Acuity securities.

#### *Options and Derivative Securities*

Derivative securities are securities contracts or arrangements whose value varies in relation to the price of Acuity securities. For example, derivative securities would include exchange-traded put or call options, as well as individually arranged derivative transactions, such as prepaid forwards. Many forms of derivatives are speculative in nature (meaning that their value fluctuates based on



short-term changes in the price of Acuity shares), and the purchase or sale of such derivatives by Acuity employees could motivate them to take actions that are in conflict with the long-term interests of other stockholders and could also cause the appearance of misuse of inside information. Accordingly, our employees, officers and directors are prohibited from purchasing or selling derivative securities, or entering into derivatives contracts relating to Acuity securities. The prohibition on transactions in derivatives does not apply to stock options and other interests issued under Acuity employee benefit plans; see Section VI below on “Permitted Transactions”. If you have any question as to whether a particular type of arrangement or derivative transaction is permitted under this Policy, you should contact the Corporate Secretary.

### *Pledged Securities; Margin Loans; Hedges*

Under typical pledge or margin arrangements, a lender or broker is entitled to sell securities which you have deposited as collateral for loans if the value of your securities falls below a specified level or in certain other circumstances. Even though you did not initiate the sale or control its timing, because it is still a sale for your benefit, you may be subject to liability under insider trading laws if such a sale is made at a time when the “window” is closed (as described below) or you are in possession of material non-public information at the time of such a sale. If such a sale involves a member of Group Three, it can also bring unwanted negative publicity. In addition, pledging may be used as a part of hedging strategy that would remove the full risk and rewards of stock ownership, and sever your alignment with that of Acuity’s other securityholders.

Because of the concerns about pledging and/or hedging Acuity securities, members of Group Three are prohibited from both (1) pledging Acuity’s securities as collateral for a loan and (2) hedging Acuity securities. This Policy does not prohibit members of Group Three from holding Acuity securities in brokerage accounts, so long as any Acuity securities held in such account are explicitly excluded from any margin or pledge arrangements and do not involve any hedging transaction. Sales of Acuity securities which are held in a margin account are not exempt from insider trading laws or this Policy. Accordingly, even though utilizing such accounts that exclude Acuity securities would not be subject to restrictions under this Policy, you should be extremely careful when utilizing a margin loan in a brokerage account that contains your Acuity securities.

All of our employees, officers and directors are prohibited from hedging Acuity securities, including, but not limited to, engaging in short sales of Acuity common stock.

Although members of Group One and Group Two are not prohibited from pledging Acuity stock, sales of Acuity securities that members of these groups have pledged as security for a loan or which are held in a margin account are not exempt from insider trading laws or this Policy. Accordingly, even though entering into such arrangements would not be considered a sale, and would not be subject to restrictions under this Policy, members of Group One and Two should be extremely careful when pledging Acuity securities, utilizing a margin loan in a brokerage account or otherwise using Acuity securities as collateral for a loan.

Any sale must be made in compliance with the restrictions under this Policy that apply to you, such as trading windows and pre-clearance requirements. As a result, if you pledge your Acuity securities or use Acuity securities to secure a margin loan, you may be forced to take actions (for instance,



depositing additional money or selling other securities) in order to avoid your lender or broker selling your Acuity securities at a time that would result in a violation of insider trading laws or this Policy. Similar cautions apply to any other arrangements under which you have used Acuity securities as collateral.

Members of Group Two must receive pre-clearance prior to entering into any pledge or margin arrangement involving Acuity securities to avoid an inadvertent violation of this Policy.

#### *Safest Time for Transactions*

All employees, whether or not subject to the trading windows or pre-clearance procedures described in this Policy, are reminded that the safest time for transactions in Acuity securities will generally be just after the trading window opens after the release by the Company of financial information relating to a completed quarter, as described in Section IV below. The appearance of improper trading may increase as the Company approaches the end of the next fiscal quarter.

### **III. Unauthorized Disclosure of Material Non-public Information Prohibited**

#### *General Rule*

No employee, officer or director may disclose material non-public information about Acuity or any company with which Acuity deals to anyone outside of Acuity, unless authorized to do so.

#### *Tipping*

Under the federal securities laws, you can be held responsible not only for your own insider trading, but also for securities transactions by anyone to whom you disclose material non-public information. Even if those to whom you disclose such information do not trade while aware of the information, you can be responsible for the trades of persons who received material non-public information indirectly from you, if you are the ultimate source of their information.

#### *Discussing or Recommending Acuity Securities*

We recognize that employee enthusiasm for Acuity and its business prospects is a vital element of our success. You should, however, use extreme caution when discussing Acuity or our securities with anyone outside of Acuity. In the course of discussing Acuity or our securities, accidental disclosure of material non-public information can occur and can be viewed as "tipping." Likewise, recommendations of our securities can also result in embarrassing situations for you or the Company if you make a recommendation at a time when there is a pending announcement of material non-public information by the Company, even if you are unaware of that information.



### *Internet Postings and Social Media*

No employee, officer or director may disclose confidential information about Acuity on the Internet or through social media, including discussion forums, blogs and social media (such as Facebook, Twitter, Instagram, Snapchat, Pinterest, YouTube and other social media networks). Disclosures of material non-public information through this type of media may amount to a “tip” or leak of such information, in violation of this Policy, other Company policies regarding computer and social media usage and applicable law.

### *Authorization to Disclose Material Non-public Information*

We authorize only certain employees, officers and directors to make public disclosures of material non-public information or to confer with persons outside the Company regarding such information (for example, our auditors, outside counsel and other advisors). Unless you are authorized to do so by the Chief Executive Officer, the Chief Financial Officer, the General Counsel, or the Corporate Secretary, you should not discuss material non-public information with anyone not in the Company. Even in discussions with other Acuity employees, you should consider the consequences of disclosing material non-public information to them. For example, by doing so, you would preclude those persons from trading in Acuity’s securities until the information is publicly disclosed. Accordingly, you should restrict the communication of material non-public information to those employees, officers, and directors having a need to know in order to serve Acuity’s interests.

### *Regulation FD (Fair Disclosure)*

There are SEC rules and regulations banning selective disclosure of material information relating to public companies. Generally, these regulations provide that when a public company (such as Acuity) discloses material non-public information, it must provide broad, non-exclusionary public access to the information (for example, through press releases, publicly available conference calls or webcasts). Violations of these regulations can result in SEC enforcement actions, resulting in injunctions and severe monetary penalties. Regulation FD applies largely to a limited group of senior officers and the investor relations personnel who regularly communicate with securities market professionals and shareholders. Remember that no other Acuity employees, officers or directors are authorized to communicate information regarding the Company with securities market professionals, shareholders or members of the media. You should refer to Acuity’s Disclosure Policy for further information about these regulations and requirements.

### *Non-Disclosure Agreements*

Employees, officers and directors involved in transactions or other negotiations that require disclosure of material non-public information with parties outside Acuity should generally have those to whom such information is being disclosed sign a non-disclosure agreement approved by the General Counsel. The non-disclosure agreement will require that the recipient of information not disclose the information to others and require the recipient not to trade in Acuity securities while in



possession of such information. You should confer with the General Counsel whenever a non-disclosure agreement may be needed.

#### **IV. Trading Windows**

##### *Standard Trading Windows*

Members of Groups Two and Three may only purchase or sell Acuity's securities:

- during the designated trading windows described below; and
- when the individual is not otherwise in possession of material non-public information.

Outside of the trading windows, members of Groups Two and Three may not purchase or sell Acuity securities, even if they are not personally aware of any material non-public information. However, members of Groups Two and Three may engage in Permitted Transactions (described in Section VI below) outside of the trading windows.

We will communicate to each member of Groups Two and Three when each trading window will open and close. It is expected that the trading window generally will open one full trading day after our quarterly release of earnings and will close on the first business day of the last month of the then-current fiscal quarter. However, you should not expect that the window will open on any particular date or remain open for any minimum period of time. Significant corporate developments may require changes to the schedule, including closing the window at the Company's option at any time.

**Do not confuse the applicability of the trading windows with the broader prohibition on trading when you are in possession of material non-public information described in Section II. Regardless of whether the trading window is open or closed, you may not trade in Acuity securities if you are in actual possession of material non-public information about Acuity.**

##### *Special Blackouts*

We reserve the right to impose a trading blackout from time to time on all or any group of our employees, officers or directors when, in the judgment of our Corporate Secretary and other senior officers, a blackout is warranted. During a special blackout, you will not be permitted to purchase or sell Acuity securities and you may or may not be allowed to execute Permitted Transactions (as defined below). A special blackout may also prohibit you from trading in the securities of other companies. If the Corporate Secretary imposes a blackout to which you are subject, we will notify you when the blackout begins and when it ends and the securities and transactions to which it applies.

##### *Standing Orders; Limit Orders*



Purchases or sales resulting from standing orders or limit orders may result in the execution of orders without your control over the transaction or your awareness of the timing of the transaction. Even though you placed the order at a time when you were permitted to enter into transactions, you must be certain that this type of order will not be executed when you are in possession of material non-public information about the company or during a blackout period. Accordingly, any standing orders should be used only for a very brief period and with detailed instructions to the broker who will execute the transaction. (Standing orders under an approved Rule 10b5-1 Trading Plan, described below, will not be subject to these limitations.)

### *Acuity*

Prior to purchasing or selling any Acuity securities for, or on behalf of, Acuity, Acuity's Treasurer (or an officer designated in writing by the Treasurer or Chief Financial Officer) will confirm with the General Counsel, Corporate Secretary or an officer designated in writing by either such officer, that Acuity is not in possession of any material non-public information.

## **V. Pre-Clearance of Transactions**

### *General*

Before purchasing or selling Acuity securities, members of Group Three must obtain clearance of the transaction from the General Counsel, Corporate Secretary or an officer designated in writing by either such officer. This clearance must be obtained **before** you place the order for, or otherwise initiate, any transaction in Acuity securities. Any pre-clearance that you obtain will be valid for a transaction executed within five business days, unless either the pre-clearance is granted for a shorter period or you learn of material non-public information during that time. Whether or not your request for pre-clearance is granted, you must not inform anyone else of the results of your request.

Additionally, (a) as described in Section II, members of Group Two must receive pre-clearance prior to entering into any pledge or margin arrangement involving Acuity securities, and (b) as described in this Section V, members of Group Three must pre-clear all gifts of shares.

For any transaction requiring pre-clearance under this Policy, the person or entity seeking pre-clearance must disclose any material non-public information of which he, she, they or it is aware, at the time of such request, to the General Counsel, Corporate Secretary or an officer designated in writing by either such officer.

**Do not confuse pre-clearance of transactions with the broader prohibition on trading when you are in possession of material non-public information described in Section II. Regardless of whether you have received pre-clearance for a transaction or whether a trading window is open or closed, you may not trade in Acuity securities if you are in actual possession of material non-public information about Acuity.**



### *Permitted Transactions*

Members of Group Three are not required to receive pre-clearance prior to entering into any Permitted Transaction, except they are required to do so before exercising any stock options or making any gifts of Acuity securities.

### **VI. Permitted Transactions**

The following are “Permitted Transactions” (each described in more detail following the bullet point summary):

- acceptance or receipt of a stock option, shares of restricted stock or similar grants of securities under one of Acuity’s employee benefit plans (including elections to acquire securities in lieu of other compensation) or the cancellation or forfeiture of options, restricted stock or securities pursuant to Acuity’s plans;
- purchasing securities under an Acuity employee stock purchase plan, if such a plan is in effect, but not making or changing any election to participate in an Acuity stock purchase plan (see further discussion which follows);
- earning or vesting of stock options or shares of restricted stock and any related stock withholding by the Company, including to satisfy tax withholding requirements upon such vesting (provided, however, a “Permitted Transaction” does not include any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option, any tax withholding requirements, or otherwise in connection with the vesting of stock options or restricted stock);
- subject to applicable pre-clearance requirements, exercise of stock options issued under Acuity’s employee benefit plans in a cash exercise, a stock-for-stock exercise or a net share exercise, payment of the exercise price in shares of already-owned stock and any related stock withholding transactions, but not (1) the sale of any stock acquired in the option exercise, (2) a “cashless exercise” in which shares are sold in the market, or (3) the use of proceeds from the sale of any such shares to exercise additional options (see further discussion which follows);
- transferring shares to an entity that does not involve a change in the beneficial ownership of the shares, for example, to an inter vivos trust of which you are the sole beneficiary during your lifetime (see further discussion which follows);
- making payroll contributions to the Acuity 401(k) plan, deferred compensation plan or any similar plan, but not (1) intraplan transfers involving any Acuity securities or (2) a change in “investment direction” under such plan to increase or decrease your percentage investment contribution allocated to Acuity securities (see further discussion which follows);



- execution of a transaction pursuant to a contract, instruction, or plan described in Securities Exchange Act Rule 10b5-1 (called a "Trading Plan"), as discussed below (see further discussion which follows); or
- any other transaction designated by the board of directors, any board committee or the General Counsel, Corporate Secretary or an officer designated in writing by either such officer, with reference to this Policy, as a Permitted Transaction.

### *Employee Benefit Plan Transactions*

Included in the definition of Permitted Transactions are most of the ongoing transactions you might enter into under Acuity's equity-based benefit plans. For example, although your ongoing participation in a plan may involve the regular purchase of Acuity's common stock, either directly pursuant to an investment election, those purchases are Permitted Transactions. **Note, however, that the movement of balances in those plans into or out of Acuity securities or changes in your investment direction under those plans are not Permitted Transactions.** This means that you may not make such transfers or elections while you are in possession of material non-public information and that such transfers or elections must be made in compliance with any other restrictions under this Policy that apply to you (for instance, such transfers or elections could only be made during an open trading window and with pre-clearance if you are in Group Three).

Transactions in employee stock options are also considered Permitted Transactions if there is no related sale on the market or to a person other than Acuity. **Note, however, that a sale of stock following or in connection with an option exercise is not a transaction with Acuity and is, therefore, not a Permitted Transaction.** Thus, you may engage in a cash exercise of an option as long as you retain the stock you buy in the exercise. You can also engage in stock-for-stock exercises or elect stock withholding without violating the Policy. However, it would not be a Permitted Transaction for you to exercise a stock option, sell the resulting shares and then use the proceeds from that sale to pay for the exercise of additional stock options in a same day sale. Although exercises of Acuity stock options are Permitted Transactions, members of Groups Two and Three must pre-clear all stock option exercises.

### *Transactions in Which There is No Change in Beneficial Ownership*

Certain transactions involve merely a change in the form in which you own securities. For example, you may transfer shares of stock to a trust if you are the only beneficiary of the trust during your lifetime. Likewise, changing the form of ownership to include a member of your household as a joint owner or as a sole owner is a Permitted Transaction since members of your household are considered the same as you for purposes of this Policy (and the shares will remain subject to the terms of this Policy).



### *Trading Plans*

The SEC has enacted a rule (Rule 10b5-1 under the Securities Exchange Act (“Rule 10b5-1”)) that provides an affirmative defense against violations of the insider trading laws. To be eligible to rely on this defense, you must enter into a trading plan for transactions in Acuity securities that meets certain conditions specified in Rule 10b5-1 (a “Trading Plan”). If the Trading Plan meets the requirements of Rule 10b5-1, Acuity securities may be purchased, sold or otherwise transacted in without regard to certain insider trading restrictions. The Trading Plan must, along with other legally-required terms and conditions:

- specify the amount, price and date of the transaction;
- specify an objective method for determining the amount, price and date of the transaction; or
- place the discretion for determining amount, price, and date of the transaction in another person who is not, at the time of the transaction, in possession of material non-public information.

You must act in good faith with respect to the plan and may not exercise any discretion or influence over the amount, price, and date of the transaction(s) after entering into the Trading Plan. The rules regarding Trading Plans are extremely complex and must be complied with completely to be effective. You should consider consultation with your own legal advisor before proceeding with entering into any Trading Plan.

A Trading Plan must be entered into in good faith. In addition, any restrictions under this Policy that apply to you when purchasing or selling Acuity securities also apply to you when establishing a Trading Plan. Therefore, you may not establish a Trading Plan when you are in possession of material non-public information about Acuity and, to the extent trading windows and special blackout periods apply to you, those restrictions must be complied with in connection with establishing a Trading Plan. Rule 10b5-1 (a) requires a person (other than a director or Section 16 Officer or the Company) wait to begin trading under a 10b5-1 Plan until 30 days after the adoption of the plan, (b) generally prohibits a person from having more than one plan in place at the same time and (c) restricts persons from relying on a single-trade plan more than once during any 12-month period. In addition, the following requirements with respect to Trading Plans also apply to members of Group Three, as well as their Family Members and Controlled Entities:

- Only enter into or amend a Trading Plan during an open trading window.
- The Trading Plan must also include a representation certifying that they are not aware of material nonpublic information about Acuity and are adopting the plan in good faith and not as a scheme to evade the prohibitions of Rule 10b-5.
- The first trade under the Trading Plan may not occur under until the later of (a) 90 days after the adoption of the plan or (b) two business days following the disclosure of Acuity’s financial results in a Form 10-Q or Form 10-K relating to the quarter in which the plan was adopted, subject to a maximum of 120 days after adoption of the plan.



- Unless expressly approved by the General Counsel and compliant with Rule 10b5-1, have only one 10b5-1 Plan in effect at a time.
- Any amendment to a Trading Plan will be treated as a termination of an existing Trading Plan and the entry into a new Trading Plan. Accordingly, the terms of any amendment must be approved in accordance with the terms of this Policy and shall otherwise comply with the terms of this Policy as if the amendment were a new Trading Plan.
- You must consult with the General Counsel prior to terminating a Trading Plan.

The Company may from time to time adopt additional rules for the establishment and operation of Trading Plans, and you will need to comply with these rules in order to utilize a Trading Plan. In addition, all of our employees, officers and directors are required to receive pre-clearance before entering into, amending or terminating any Trading Plan. Once a Trading Plan has been pre-cleared by the General Counsel, Corporate Secretary or an officer designated in writing by either such officer, transactions executed pursuant to that Trading Plan do not require approval.

In establishing any Trading Plan, you should carefully consider the timing of your transactions under the Trading Plan. Even though transactions executed in accordance with a Trading Plan are exempt from the insider trading rules, the trades may nonetheless occur at times shortly before Acuity announces material news, and the media may not understand the nuances of trading pursuant to a Trading Plan.

### **VII. Sanctions for Violations of this Policy**

The SEC, the stock exchanges and plaintiffs' lawyers focus on uncovering insider trading, and use sophisticated technologies to investigate suspicious activity.

A breach of the insider trading laws could expose the insider to criminal fines of up to \$5,000,000 and imprisonment of up to 20 years, in addition to civil penalties (up to three times the profits earned), and injunctive actions. In addition, punitive damages may be imposed under applicable state laws. Securities laws also subject controlling persons to civil penalties for illegal insider trading by employees. Controlling persons include directors, officers and supervisors. These persons may be subject to fines of up to the greater of \$1,000,000 or three times the profit realized or loss avoided by the insider. Accordingly, all Acuity employees must comply with this policy and applicable securities laws and ensure that those employees who they supervise also comply.

Inside information does not belong to any of Acuity's individual employees, officers or directors. This information is an asset of the company. For any person to use such information for personal benefit or to disclose it to others outside of the Company violates Acuity's Code of Ethics and Business Conduct, this Policy and federal securities laws. More particularly, insider trading is a fraud against members of the investing public and against the Company. Whether or not there is any actual trading of our securities, any violation of this Policy will be grounds for discipline, up to termination of employment for cause.

### **VIII. Administration of this Policy**



### *Administration by the Corporate Secretary*

The day-to-day administration of this Policy will be carried out by the Corporate Secretary. If you have any questions concerning the interpretation of this Policy, you should direct your questions to the Corporate Secretary.

### *Reporting Violations*

- If you become aware of any violation of this Policy, you should report it immediately to the Corporate Secretary or the General Counsel. You can also reach out to our Ethics Helpline:

- Via the internet: [ethicshelpline.acuitybrands.com](http://ethicshelpline.acuitybrands.com)

- Via telephone, 24 hours/day, 7 days/week:

U.S. and Canada:	800-461-9330 or via text 770-637-0324
China:	400-120-3062
France:	0805-080339
Mexico:	01-800-681-6945
Netherlands:	0-800-022-0441
United Kingdom:	0-808-189-1053

### *Exemptions*

An individual subject to the trading windows or special blackout periods described in Section IV may request the General Counsel, Corporate Secretary or an officer designated in writing by either such officer to grant him, her or them a hardship exemption from those restrictions if such person is not otherwise prohibited from trading under Section II. However, we anticipate that exemptions will be given very rarely and only in extreme circumstances.

### *Amendment of the Policy*

This Policy may be amended by the Board of Directors or a committee of the Board of Directors. If the Policy is amended, we will communicate to you through normal communications channels the substance of any such changes.

**Please bear in mind that the ultimate responsibility for complying with this Policy and applicable laws, rules and regulations rests with you. You should use your best judgment and consult with the Corporate Secretary or the General Counsel and your legal and financial advisors, as needed.**



Department: Board/Legal	Policy Number: 7.004
Effective Date: June 26, 2024	Version: 2 (with corporate change)

**List of Subsidiaries - Acuity Inc.**

Exhibit 21

<b>Subsidiary or Affiliate</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>
A to Z Manufacturing LLC	Arizona
AB Netherlands Holdings B.V.	Netherlands
ABL IP Holding LLC	Georgia
Acuity Aviation LLC	Georgia
Acuity Brands Insurance (Bermuda) Ltd.	Bermuda
Acuity Brands Lighting, Inc.	Delaware
Acuity Brands Lighting Canada, Inc.	Canada
Acuity Brands Lighting (Hong Kong) Limited	Hong Kong
Acuity Brands Lighting de Mexico, S. de R.L. de C.V.	Mexico
Acuity Brands Mexico Holdings II LLC	Delaware
Acuity Brands Netherlands B.V.	Netherlands
Acuity Brands Services, Inc.	Delaware
Acuity Intelligent Spaces Inc.	Delaware
Acuity Digital Ireland Limited	Dublin, Ireland
Acuity Intelligent Spaces UK Limited	United Kingdom
Acuity Intelligent Spaces US Inc.	Missouri
Acuity Mexico Holdings, LLC	Delaware
Acuity Trading (Shanghai) Co. Ltd.	People's Republic of China
Amerillum, LLC	California
Arizona (Tianjin) Electronics Products Trade Co., Ltd	People's Republic of China
Arizona Trading Company Limited	Hong Kong
Castlight de Mexico, S.A. de C.V.	Mexico
Distech Controls Inc.	British Columbia, Canada
Distech Controls Energy Services (Canada) Inc.	Quebec, Canada
Distech Controls Energy Services, Inc.	Texas
Distech Controls Facility Solutions Inc.	Ontario, Canada
Distech Controls SAS	France
eldoLAB Holding B.V.	Netherlands
eldoLED B.V.	Netherlands
EXY Poland sp. z o.o.	Poland
Holophane S.A. de C.V.	Mexico
Holophane Europe Ltd.	United Kingdom
Holophane Lighting Ltd.	United Kingdom
HSA Acquisition Company, LLC	Ohio
ID Limited	Isle of Man
KE2 Connect, LLC	Missouri
Luminaire LED, LLC	Delaware
Luxfab Ltd	United Kingdom
QSC, LLC	California
QSC APAC Private Limited	Singapore
QSC Asia, Limited	Hong Kong
QSC Capital, LLC	California
QSC EMEA GmbH	Germany
QSC India Private Limited	India
QSC MEA DMCC	United Arab Emirates
QSC Netherlands B.V.	Netherlands
QSC UK & Ireland Limited	United Kingdom
Q SYS Middle East Electronics Trading L.L.C.	United Arab Emirates
Rockpile Ventures, Inc.	Delaware
Seervision GmbH	Switzerland
Seervision Hellas Mon IKE	Greece
The Luminaires Group U.S.A., LLC	Delaware

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-275184) of Acuity Inc., Acuity Brands Lighting, Inc., and ABL IP Holding LLC,
- (2) Registration Statement (Form S-8 No. 333-74242) pertaining to the Acuity Brands, Inc. 401(k) Plan, Acuity Lighting Group, Inc. 401(k) Profit Sharing Retirement Plan for Salaried Employees, Acuity Lighting Group, Inc. 401(k) Plan for Hourly Employees, Holophane Division of Acuity Lighting Group 401(k) Plan for Hourly Employees, and Holophane Division of Acuity Lighting Group 401(k) Plan for Hourly Employees Covered by a Collective Bargaining Agreement,
- (3) Registration Statement (Form S-8 No. 333-74246) pertaining to the Acuity Brands, Inc. Long-Term Incentive Plan, Acuity Brands, Inc. Employee Stock Purchase Plan, and Acuity Brands, Inc. 2001 Nonemployee Directors' Stock Option Plan,
- (4) Registration Statement (Form S-8 No. 333-123999) pertaining to the Acuity Brands, Inc. 401(k) Plan,
- (5) Registration Statement (Form S-8 No. 333-138384) pertaining to the Acuity Brands, Inc. 2005 Supplemental Deferred Savings Plan, and Acuity Brands, Inc. Nonemployee Director Deferred Compensation Plan (as amended and restated),
- (6) Registration Statement (Form S-8 No. 333-185971) pertaining to the Acuity Brands, Inc. 2012 Omnibus Stock Incentive Compensation Plan,
- (7) Registration Statement (Form S-8 No. 333-222510) pertaining to the Amended and Restated Acuity Brands, Inc. 2012 Omnibus Stock Incentive Compensation Plan,
- (8) Registration Statement (Form S-8 No. 333-179243) pertaining to the Amended and Restated Acuity Brands, Inc. 2011 Nonemployee Director Deferred Compensation Plan, and the Amended and Restated Acuity Brands, Inc. 2012 Omnibus Stock Incentive Compensation Plan, and
- (9) Registration Statement (Form S-8 No. 333-262426) pertaining to the. Amended and Restated Acuity Brands, Inc. 2012 Omnibus Stock Incentive Compensation Plan;

of our reports dated October 27, 2025, with respect to the consolidated financial statements of Acuity Inc. and the effectiveness of internal control over financial reporting of Acuity Inc. included in this Annual Report (Form 10-K) of Acuity Inc. for the year ended August 31, 2025.

/s/ Ernst & Young LLP

Atlanta, Georgia  
October 27, 2025

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Neil M. Ashe and Karen J. Holcom, and each of them individually, his or her true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for the undersigned in his or her name, place, and stead in his or her capacity as a director or officer of Acuity Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended August 31, 2025, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Marcia J. Avedon, Ph.D.  
Marcia J. Avedon, Ph.D.

Dated: October 23, 2025

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Neil M. Ashe and Karen J. Holcom, and each of them individually, his or her true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for the undersigned in his or her name, place, and stead in his or her capacity as a director or officer of Acuity Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended August 31, 2025, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ W. Patrick Battle  
W. Patrick Battle

Dated: October 23, 2025

POWER OF ATTORNEY

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/s/ Michael J. Bender  
Michael J. Bender

Dated: October 23, 2025

POWER OF ATTORNEY

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/s/ G. Douglas Dillard, Jr.  
G. Douglas Dillard, Jr.

Dated: October 23, 2025

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Neil M. Ashe and Karen J. Holcom, and each of them individually, his or her true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for the undersigned in his or her name, place, and stead in his or her capacity as a director or officer of Acuity Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended August 31, 2025, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ James H. Hance, Jr.  
James H. Hance, Jr.

Dated: October 23, 2025

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Neil M. Ashe and Karen J. Holcom, and each of them individually, his or her true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for the undersigned in his or her name, place, and stead in his or her capacity as a director or officer of Acuity Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended August 31, 2025, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Maya Leibman  
Maya Leibman

Dated: October 23, 2025

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Neil M. Ashe and Karen J. Holcom, and each of them individually, his or her true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for the undersigned in his or her name, place, and stead in his or her capacity as a director or officer of Acuity Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended August 31, 2025, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Laura G. O'Shaughnessy\_\_\_\_\_  
Laura G. O'Shaughnessy

Dated: October 23, 2025

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Neil M. Ashe and Karen J. Holcom, and each of them individually, his or her true and lawful attorneys-in-fact (with full power of substitution and resubstitution) to act for the undersigned in his or her name, place, and stead in his or her capacity as a director or officer of Acuity Inc., to file a registrant's annual report on Form 10-K for the fiscal year ended August 31, 2025, and any and all amendments thereto, with any exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ Mark J. Sachleben  
Mark J. Sachleben

Dated: October 23, 2025

I, Neil M. Ashe, certify that:

1. I have reviewed this annual report on Form 10-K of Acuity 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; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 27, 2025

/s/ Neil M. Ashe

Neil M. Ashe

Chairman, President and Chief Executive Officer

[A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act has been provided to Acuity Inc., and will be retained by Acuity Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

I, Karen J. Holcom, certify that:

1. I have reviewed this annual report on Form 10-K of Acuity 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; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 27, 2025

/s/ Karen J. Holcom

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Karen J. Holcom

Senior Vice President and Chief Financial Officer

[A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act has been provided to Acuity Inc., and will be retained by Acuity Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, and in connection with the Annual Report on Form 10-K of Acuity Inc. (the "Corporation") for the year ended August 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chairman, President and Chief Executive Officer of the Corporation, certifies that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ Neil M. Ashe

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Neil M. Ashe

Chairman, President and Chief Executive Officer

October 27, 2025

[A signed original of this written statement required by Section 906 has been provided to Acuity Inc., and will be retained by Acuity Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, and in connection with the Annual Report on Form 10-K of Acuity Inc. (the "Corporation") for the year ended August 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Senior Vice President and Chief Financial Officer of the Corporation, certifies that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ Karen J. Holcom

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Karen J. Holcom

Senior Vice President and Chief Financial Officer

October 27, 2025

[A signed original of this written statement required by Section 906 has been provided to Acuity Inc., and will be retained by Acuity Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]



# Acuity Inc. Incentive-Based Compensation Recoupment Policy

(As Amended and Restated Effective as of March 26, 2025)

Acuity Inc. (the "Company"), by action of its Board of Directors, has adopted this amended and restated incentive-based compensation recoupment policy (this "Policy").

1. **Mandatory Recovery.** If the Company is required to prepare an Accounting Restatement, the Company shall recover reasonably promptly from current or former Covered Officers, as described in this Policy, the amount of Erroneously Awarded Compensation.
2. **Other Recovery.** If the Company is required to prepare an Accounting Restatement, the Company may, at the discretion of the Committee, recover from any one or more individuals who report directly to a Covered Officer (each such individual to whom the Committee applies this Section 2, a "Direct Report") all or a portion of the amount of Incentive Compensation that would be considered Erroneously Awarded Compensation if the Direct Report was a Covered Officer, determined by substituting the term "Direct Report" for the term "Covered Officer" in Section 3(e) below. If the Committee decides to recover any amount of Incentive Compensation from a Direct Report, then such amount shall be considered "Erroneously Awarded Compensation" for purposes of this Policy.
3. **Definitions.** For purposes of this Policy, the following terms, when capitalized, shall have the meanings set forth below:
  - a) "Accounting Restatement" shall mean any accounting restatement required due to material noncompliance of the Company with any financial reporting requirement under the securities laws, including to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.
  - b) "Committee" shall mean the Compensation and Management Development Committee of the Board of Directors of the Company, or another committee of independent directors designated by the Board of Directors.
  - c) "Covered Officer" shall mean the Company's president; principal financial officer; principal accounting officer (or if there is no such accounting officer, the controller); any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance); any other officer who performs a significant

Effective Date: March 26, 2025

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policy-making function; or any other person who performs similar significant policy-making functions for the Company.

- d) "Effective Date" shall mean the effective date of Section 303A.14 of the NYSE Listed Company Manual.
- e) "Erroneously Awarded Compensation" shall mean the excess of (i) the amount of Incentive-Based Compensation Received by a person (A) after beginning service as a Covered Officer, (B) who served as a Covered Officer at any time during the performance period for that Incentive-Based Compensation, (C) while the Company has a class of securities listed on a national securities exchange or a national securities association, and (D) during the Recovery Period; over (ii) the Recalculated Compensation.
- f) "Incentive-Based Compensation" shall mean any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a financial reporting measure. A financial reporting measure is a measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measures that are derived wholly or in part from such measures, regardless of whether such measure is presented within the financial statements or included in a filing with the Securities Exchange Commission. Each of stock price and total shareholder return is a financial reporting measure. For the avoidance of doubt, incentive-based compensation subject to this Policy does not include stock options, restricted stock, restricted stock units or similar equity-based awards for which the grant is not contingent upon achieving any financial reporting measure performance goal and vesting is contingent solely upon completion of a specified employment period or attaining one or more non-financial reporting measures.
- g) "Recalculated Compensation" shall mean the amount of Incentive-Based Compensation that otherwise would have been Received had it been determined based on the restated amounts in the Accounting Restatement, computed without regard to any taxes paid. For Incentive-Based Compensation based on stock price or total shareholder return, where the amount of the Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement, the amount of the Recalculated Compensation must be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return, as the case may be, on the compensation Received. The Company must maintain documentation of the determination of that reasonable estimate and provide such documentation to the national securities exchange or association on which its securities are listed.
- h) Incentive-Based Compensation is deemed "Received" in the Company's fiscal period during which the financial reporting measure specified in the award of such Incentive-

Effective Date: March 26, 2025

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Based Compensation is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

- i) "Recovery Period" shall mean the three completed fiscal years of the Company immediately preceding the date the Company is required to prepare an Accounting Restatement; provided that the Recovery Period shall not begin before the Effective Date. For purposes of determining the Recovery Period, the Company is considered to be "required to prepare an Accounting Restatement" on the earlier to occur of: (i) the date the Company's Board of Directors, a committee thereof, or the Company's authorized officers conclude, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement. If the Company changes its fiscal year, then the transition period within or immediately following such three completed fiscal years also shall be included in the Recovery Period, provided that if the transition period between the last day of the Company's prior fiscal year end and the first day of its new fiscal year comprises a period of nine to twelve months, then such transition period shall instead be deemed one of the three completed fiscal years and shall not extend the length of the Recovery Period.
4. Exceptions. Notwithstanding anything to the contrary in this Policy, recovery of Erroneously Awarded Compensation will not be required to the extent the Company's committee of independent directors responsible for executive compensation decisions (or a majority of the independent directors on the Company's board of directors in the absence of such a committee) has made a determination that such recovery would be impracticable and one of the following conditions have been satisfied:
- a) The direct expense paid to a third party to assist in enforcing this Policy would exceed the amount to be recovered; provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation that was Incentive-Based Compensation based on the expense of enforcement, the Company must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to the national securities exchange or association on which its securities are listed.
  - b) Recovery would violate home country law where, with respect to Incentive-Based Compensation, that law was adopted prior to November 28, 2022; provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation that was Incentive-Based Compensation based on violation of home country law, the Company must obtain an opinion of home country counsel, acceptable to the national securities exchange or association on which its securities are listed, that recovery would result in such a violation, and must provide such opinion to the exchange or association.

Effective Date: March 26, 2025

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## Exhibit 97

- c) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.
5. Manner of Recovery. In addition to any other actions permitted by law or contract, the Company may take any or all of the following actions to recover any Erroneously Awarded Compensation: (a) require the Covered Officer or Direct Report to repay such amount; (b) offset such amount from any other compensation owed by the Company or any of its affiliates to the Covered Officer or Direct Report, regardless of whether the contract or other documentation governing such other compensation specifically permits or specifically prohibits such offsets; and (c) subject to Section 4(c), to the extent the Erroneously Awarded Compensation was deferred into a plan of deferred compensation, whether or not qualified, forfeit such amount (as well as the earnings on such amounts) from the Covered Officer's or Direct Report's balance in such plan, regardless of whether the plan specifically permits or specifically prohibits such forfeiture. If the Erroneously Awarded Compensation consists of shares of the Company's common stock, and the Covered Officer or Direct Report still owns such shares, then the Company may satisfy its recovery obligations by requiring the Covered Officer or the Direct Report to transfer such shares back to the Company. Without limitation, to the extent appropriate and consistent with the requirements of applicable law and listing standards, as determined by the Committee in its sole and absolute discretion, the Company may elect to recover some or all Erroneously Awarded Compensation by means of a deferred payment plan that allows the Covered Officer to repay Erroneously Awarded Compensation as soon as possible without unreasonable economic hardship to the Covered Officer.
6. Other.
- a) The Committee shall have the sole discretion to administer, interpret and amend this Policy from time to time, in compliance with the applicable listing standards of the national securities exchange or association on which the Company's securities are listed, and the determinations of the Board of Directors or the Committee shall be binding on all Covered Officers and Direct Reports.
- b) In no event shall the Company be required to award a Covered Officer or a Direct Report an additional payment if the restated or accurate financial results would have resulted in higher Incentive-Based Compensation.
- c) The Company shall not indemnify any Covered Officer or Direct Report against the loss of Erroneously Awarded Compensation.
- d) The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the Federal securities laws, including disclosure required by the Securities Exchange Commission filings.
- e) Any references in compensation plans, agreements, equity awards or other policies to the Company's "recoupment", "clawback" or similarly-named policy shall be deemed to

Effective Date: March 26, 2025

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refer to this Policy with respect to Incentive-Based Compensation Received on or after the Effective Date. With respect to Incentive-Based Compensation Received prior to the Effective Date, such references to the Company’s “recoupment”, “clawback” or similarly-named policy in compensation plans, agreements, equity awards or other policies shall be deemed to refer to the Company’s Incentive-Based Compensation Recoupment Policy in effect prior to the Effective Date.

f) The terms of this Policy will be deemed to be expressly incorporated into the terms of any award or other arrangement relating to Incentive-Based Compensation. Any right to recovery under this Policy shall be in addition to, and not in lieu of, any other rights of recovery that may be available to the Company. Application of this Policy does not preclude the Company from taking any other action to enforce a Covered Officer’s or Direct Report’s obligations to the Company, including, but not limited to, termination of employment or institution of civil or criminal proceedings.

7. Reporting Violations. If you become aware of any violation of this Policy, you should report it immediately to the Corporate Secretary or the General Counsel. You can also reach out to our Ethics Helpline:

- Via the internet: [ethicshelpline.acuityinc.com](http://ethicshelpline.acuityinc.com)
- Via telephone, 24 hours/day, 7 days/week:

U.S. and Canada: 800-461-9330 or via text 770-637-0324  
 China: 400-120-3062  
 France: 0805-080339  
 Mexico: 01-800-681-6945  
 Netherlands: 0-800-022-0441  
 United Kingdom: 0-808-189-1053

Department: Board/Legal	
Effective Date: March 26, 2025	

Effective Date: March 26, 2025

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