PENTAIR PLC

FORM 10-Q
(Quarterly Report)

Filed 07/22/25 for the Period Ending 06/30/25

Telephone	763-545-1730
CIK	0000077360
Symbol	PNR
SIC Code	3550 - Special Industry Machinery (No Metalworking Machinery)
Industry	Industrial Machinery & Equipment
Sector	Industrials
Fiscal Year	12/31

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

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2025

OR

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

Commission file number: **001-11625**

PENTAIR

Pentair plc

(Exact name of registrant as specified in its charter)

Ireland	**98-1141328**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Regal House, 70 London Road, Twickenham, London, TW13QS United Kingdom

(Address of principal executive offices)

Registrant's telephone number, including area code: **44-74-9421-6154**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, nominal value $0.01 per share	PNR	New York Stock Exchange

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

On June 30, 2025, 163,931,255 shares of registrant's common stock were outstanding.

Pentair plc and Subsidiaries

PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Pentair plc and Subsidiaries
Condensed Consolidated Statements of Operations and Comprehensive Income (Unaudited)

	Three months ended		Six months ended	
In millions, except per-share data	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Net sales	$ 1,123.1	$ 1,099.3	$ 2,133.5	$ 2,116.5
Cost of goods sold	666.5	661.4	1,273.6	1,288.5
Gross profit	456.6	437.9	859.9	828.0
Selling, general and administrative expenses	213.8	165.1	390.4	350.3
Research and development expenses	25.1	24.8	48.7	48.9
Operating income	217.7	248.0	420.8	428.8
Other expense				
Loss on sale of business	26.3	—	26.3	—
Net interest expense	17.9	26.3	37.6	53.6
Other expense	1.0	0.8	1.5	0.9
Income from continuing operations before income taxes	172.5	220.9	355.4	374.3
Provision for income taxes	24.0	34.8	52.0	54.7
Net income from continuing operations	148.5	186.1	303.4	319.6
Loss from discontinued operations, net of tax	—	—	—	(0.2)
Net income	$ 148.5	$ 186.1	$ 303.4	$ 319.4
Comprehensive income, net of tax				
Net income	$ 148.5	$ 186.1	$ 303.4	$ 319.4
Changes in cumulative translation adjustment	60.1	(10.1)	84.7	(31.8)
Changes in market value of derivative financial instruments, net of tax	(60.6)	6.2	(82.2)	28.9
Comprehensive income	$ 148.0	$ 182.2	$ 305.9	$ 316.5
Earnings per ordinary share				
Basic				
Continuing operations	$ 0.90	$ 1.12	$ 1.84	$ 1.93
Discontinued operations	—	—	—	—
Basic earnings per ordinary share	$ 0.90	$ 1.12	$ 1.84	$ 1.93
Diluted				
Continuing operations	$ 0.90	$ 1.11	$ 1.83	$ 1.91
Discontinued operations	—	—	—	—
Diluted earnings per ordinary share	$ 0.90	$ 1.11	$ 1.83	$ 1.91
Weighted average ordinary shares outstanding				
Basic	164.5	165.9	164.7	165.8
Diluted	165.7	167.3	166.0	167.3

See accompanying notes to condensed consolidated financial statements.

Pentair plc and Subsidiaries
Condensed Consolidated Balance Sheets (Unaudited)

In millions, except per-share data	June 30, 2025	December 31, 2024
Assets		
Current assets		
Cash and cash equivalents	$ 143.0	$ 118.7
Accounts receivable, net of allowances of $8.3 and $9.1, respectively	539.2	565.2
Inventories	602.5	610.9
Other current assets	147.6	141.3
Total current assets	1,432.3	1,436.1
Property, plant and equipment, net	363.8	358.8
Other assets		
Goodwill	3,364.3	3,286.6
Intangibles, net	983.9	1,033.8
Other non-current assets	335.2	331.2
Total other assets	4,683.4	4,651.6
Total assets	$ 6,479.5	$ 6,446.5
Liabilities and Equity		
Current liabilities		
Current maturities of short-term borrowings	$ 0.1	$ 9.3
Accounts payable	313.8	272.8
Employee compensation and benefits	102.5	116.2
Other current liabilities	573.7	496.8
Total current liabilities	990.1	895.1
Other liabilities		
Long-term debt	1,398.1	1,638.7
Pension and other post-retirement compensation and benefits	59.8	61.6
Deferred tax liabilities	48.2	44.4
Other non-current liabilities	311.1	243.8
Total liabilities	2,807.3	2,883.6
Commitments and contingencies (Note 15)		
Equity		
Ordinary shares $0.01 par value, 426.0 authorized, 163.9 and 164.8 issued at June 30, 2025 and December 31, 2024, respectively	1.7	1.7
Additional paid-in capital	1,387.3	1,501.7
Retained earnings	2,557.3	2,336.1
Accumulated other comprehensive loss	(274.1)	(276.6)
Total equity	3,672.2	3,562.9
Total liabilities and equity	$ 6,479.5	$ 6,446.5

See accompanying notes to condensed consolidated financial statements.

Pentair plc and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Unaudited)

	Six months ended	
In millions	June 30, 2025	June 30, 2024
Operating activities		
Net income	$ 303.4	$ 319.4
Loss from discontinued operations, net of tax	—	0.2
Adjustments to reconcile net income from continuing operations to net cash provided by (used for) operating activities		
Equity income of unconsolidated subsidiaries	(0.4)	(1.1)
Depreciation	29.4	30.4
Amortization	28.5	26.9
Deferred income taxes	18.5	12.6
Loss on sale of business	26.3	—
Share-based compensation	21.2	16.3
Asset impairment and write-offs	47.0	0.8
Changes in assets and liabilities, net of effects of business acquisitions		
Accounts receivable	33.4	(10.7)
Inventories	(9.9)	23.5
Other current assets	(27.3)	(4.0)
Accounts payable	39.4	19.4
Employee compensation and benefits	(18.9)	(19.4)
Other current liabilities	66.6	6.6
Other non-current assets and liabilities	10.5	10.9
Net cash provided by operating activities of continuing operations	567.7	431.8
Net cash used for operating activities of discontinued operations	—	(0.2)
Net cash provided by operating activities	567.7	431.6
Investing activities		
Capital expenditures	(27.7)	(36.3)
Purchase of investments	(18.0)	—
Proceeds from sale of property and equipment	0.1	—
Other	0.2	(0.5)
Net cash used for investing activities	(45.4)	(36.8)
Financing activities		
Net (repayments) receipts of short-term borrowings	(9.2)	3.3
Net borrowings of revolving long-term debt	9.9	—
Repayments of long-term debt	(250.0)	(237.5)
Debt issuance costs	(2.1)	—
Shares issued to employees, net of shares withheld	(10.6)	9.3
Repurchases of ordinary shares	(125.0)	(50.0)
Dividends paid	(82.4)	(76.2)
Net cash used for financing activities	(469.4)	(351.1)
Effect of exchange rate changes on cash and cash equivalents	(28.6)	0.3
Change in cash and cash equivalents	24.3	44.0
Cash and cash equivalents, beginning of period	118.7	170.3
Cash and cash equivalents, end of period	$ 143.0	$ 214.3

See accompanying notes to condensed consolidated financial statements.

Pentair plc and Subsidiaries
Condensed Consolidated Statements of Changes in Equity (Unaudited)

In millions	Ordinary shares Number	Ordinary shares Amount	Additional paid-in capital	Retained earnings	Accumulated other comprehensive (loss) income	Total
Balance - December 31, 2024	164.8	$ 1.7	$ 1,501.7	$ 2,336.1	$ (276.6)	$ 3,562.9
Net income	—	—	—	154.9	—	154.9
Other comprehensive income, net of tax	—	—	—	—	3.0	3.0
Dividends declared, $0.25 per share	—	—	—	(41.2)	—	(41.2)
Share repurchases	(0.6)	—	(50.0)	—	—	(50.0)
Exercise of options, net of shares tendered for payment	—	—	0.6	—	—	0.6
Issuance of restricted shares, net of cancellations	0.4	—	—	—	—	—
Shares surrendered by employees to pay taxes	(0.1)	—	(9.2)	—	—	(9.2)
Share-based compensation	—	—	12.6	—	—	12.6
Balance - March 31, 2025	164.5	$ 1.7	$ 1,455.7	$ 2,449.8	$ (273.6)	$ 3,633.6
Net income	—	—	—	148.5	—	148.5
Other comprehensive loss, net of tax	—	—	—	—	(0.5)	(0.5)
Dividends declared, $0.25 per share	—	—	—	(41.0)	—	(41.0)
Share repurchases	(0.7)	—	(75.0)	—	—	(75.0)
Exercise of options, net of shares tendered for payment	0.2	—	(1.7)	—	—	(1.7)
Issuance of restricted shares, net of cancellations	(0.1)	—	—	—	—	—
Shares surrendered by employees to pay taxes	—	—	(0.3)	—	—	(0.3)
Share-based compensation	—	—	8.6	—	—	8.6
Balance - June 30, 2025	163.9	$ 1.7	$ 1,387.3	$ 2,557.3	$ (274.1)	$ 3,672.2

In millions	Ordinary shares Number	Ordinary shares Amount	Additional paid-in capital	Retained earnings	Accumulated other comprehensive (loss) income	Total
Balance - December 31, 2023	165.3	$ 1.7	$ 1,593.6	$ 1,866.2	$ (244.4)	$ 3,217.1
Net income	—	—	—	133.3	—	133.3
Other comprehensive income, net of tax	—	—	—	—	1.0	1.0
Dividends declared, $0.23 per share	—	—	—	(38.2)	—	(38.2)
Exercise of options, net of shares tendered for payment	0.4	—	15.2	—	—	15.2
Issuance of restricted shares, net of cancellations	0.4	—	(4.0)	—	—	(4.0)
Shares surrendered by employees to pay taxes	(0.1)	—	(5.1)	—	—	(5.1)
Share-based compensation	—	—	7.9	—	—	7.9
Balance - March 31, 2024	166.0	$ 1.7	$ 1,607.6	$ 1,961.3	$ (243.4)	$ 3,327.2
Net income	—	—	—	186.1	—	186.1
Other comprehensive loss, net of tax	—	—	—	—	(3.9)	(3.9)
Dividends declared, $0.23 per share	—	—	—	(38.1)	—	(38.1)
Share repurchases	(0.6)	—	(50.0)	—	—	(50.0)
Exercise of options, net of shares tendered for payment	0.1	—	3.7	—	—	3.7
Shares surrendered by employees to pay taxes	—	—	(0.5)	—	—	(0.5)
Share-based compensation	—	—	8.4	—	—	8.4
Balance - June 30, 2024	165.5	$ 1.7	$ 1,569.2	$ 2,109.3	$ (247.3)	$ 3,432.9

See accompanying notes to condensed consolidated financial statements.

1. Basis of Presentation and Responsibility for Interim Financial Statements

The accompanying unaudited condensed consolidated financial statements of Pentair plc and its subsidiaries ("we," "us," "our," or "Pentair") have been prepared following the requirements of the United States ("U.S.") Securities and Exchange Commission for interim reporting. As permitted under those rules, certain footnotes or other financial information that are normally required by accounting principles generally accepted in the United States of America ("GAAP") can be condensed or omitted.

We are responsible for the unaudited condensed consolidated financial statements included in this document. The financial statements include all normal recurring adjustments that are considered necessary for the fair presentation of our financial position and operating results. As these are condensed financial statements, one should also read our consolidated financial statements and notes thereto, which are included in our Annual Report on Form 10-K for the year ended December 31, 2024.

Revenues, expenses, cash flows, assets and liabilities can and do vary during each quarter of the year. Therefore, the results and trends in these interim financial statements may not be indicative of those for a full year.

Our fiscal year ends on December 31. We report our interim quarterly periods on a calendar quarter basis.

2. Revenue

We disaggregate our revenue from contracts with customers by reportable segment, geographic location and vertical market, as we believe these best depict how the nature, amount, timing and uncertainty of our revenue and cash flows are affected by economic factors. Refer to Note 14 for revenue disaggregated by reportable segment.

Geographic net sales information, based on geographic destination of the sale, was as follows:

	Three months ended		Six months ended	
In millions	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
U.S.	$ 807.4	$ 773.6	$ 1,532.1	$ 1,478.8
Western Europe	122.5	127.2	245.1	258.8
Developing [1]	136.0	139.3	245.2	262.0
Other Developed [2]	57.2	59.2	111.1	116.9
Consolidated net sales	$ 1,123.1	$ 1,099.3	$ 2,133.5	$ 2,116.5

[1] Developing includes China, Eastern Europe, Latin America, the Middle East and Southeast Asia.

[2] Other Developed primarily includes Australia and Canada.

Vertical market net sales information was as follows:

	Three months ended		Six months ended	
In millions	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Residential	$ 647.3	$ 581.4	$ 1,227.7	$ 1,124.6
Commercial	280.0	308.6	524.2	582.2
Industrial	195.8	209.3	381.6	409.7
Consolidated net sales	$ 1,123.1	$ 1,099.3	$ 2,133.5	$ 2,116.5

Performance obligations

As of June 30, 2025, we had $121.2 million of remaining performance obligations on contracts with an original expected duration of one year or more. We expect to recognize the majority of our remaining performance obligations on these contracts within the next 12 to 18 months.

Contract assets and liabilities
Contract assets and liabilities consisted of the following:

In millions	June 30, 2025	December 31, 2024	$ Change	% Change
Contract assets	$ 58.3	$ 46.7	$ 11.6	24.8 %
Contract liabilities	48.1	38.8	9.3	24.0 %
Net contract assets	$ 10.2	$ 7.9	$ 2.3	29.1 %

The $2.3 million increase in net contract assets from December 31, 2024 to June 30, 2025 was primarily the result of timing of milestone payments. Approximately 80% of our contract liabilities at December 31, 2024 were recognized in revenue in the first half of 2025.

3. Share Plans

Total share-based compensation expense for the three and six months ended June 30, 2025 and 2024 was as follows:

	Three months ended		Six months ended	
In millions	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Restricted stock units	$ 3.9	$ 4.3	$ 7.2	$ 8.1
Stock options	0.9	1.3	3.5	2.7
Performance share units	3.8	2.8	10.5	5.5
Total share-based compensation expense	$ 8.6	$ 8.4	$ 21.2	$ 16.3

In the first quarter of 2025, we issued our annual share-based compensation grants under the Pentair plc 2020 Share and Incentive Plan to eligible employees. The total number of awards issued was approximately 0.4 million, of which 0.2 million were restricted stock units (“RSUs”), 0.1 million were stock options and 0.1 million were performance share units (“PSUs”). The weighted-average grant date fair value of the RSUs, stock options and PSUs issued was $93.69, $36.73 and $99.16, respectively.

We estimated the fair value of each stock option award issued in the annual share-based compensation grant using a Black-Scholes option pricing model, modified for dividends and using the following assumptions:

	2025 Annual Grant
Risk-free interest rate	4.12 %
Expected dividend yield	0.98 %
Expected share price volatility	31.10 %
Expected term (years)	6.9

These estimates require us to make assumptions based on historical results, observance of trends in our share price, changes in option exercise behavior, future expectations and other relevant factors. If other assumptions had been used, share-based compensation expense, as calculated and recorded under the accounting guidance, could have been affected. We based the expected life assumption on historical experience as well as the terms and vesting periods of the options granted. For purposes of determining expected share price volatility, we considered a rolling average of historical volatility measured over a period approximately equal to the expected option term. The risk-free interest rate for periods that coincide with the expected life of the options is based on the U.S. Treasury Department yield curve in effect at the time of grant.

4. Restructuring and Transformation Program

In 2021, we launched and committed resources to a program designed to accelerate growth and drive margin expansion through transformation of our business model to drive operational excellence, reduce complexity and streamline our processes (the “Transformation Program”). The Transformation Program is structured in multiple phases and is expected to empower us to work more efficiently and optimize our business to better serve our customers while meeting our financial objectives.

During the six months ended June 30, 2025, we initiated and continued execution of activities associated with our Transformation Program as well as initiated and continued certain business restructuring initiatives aimed at reducing our fixed cost structure and realigning our business. Restructuring and Transformation Program initiatives included a reduction in hourly and salaried headcount of approximately 185 employees during the six months ended June 30, 2025.

Restructuring and transformation-related costs included within *Cost of goods sold* and *Selling, general and administrative expenses* in the Condensed Consolidated Statements of Operations and Comprehensive Income included the following:

	Three months ended		Six months ended	
In millions	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Restructuring Initiatives				
Severance and related costs	$ 12.0	$ 5.4	$ 20.3	$ 9.4
Other restructuring costs and related adjustments [(1)]	3.5	(0.1)	4.9	0.9
Total restructuring costs	15.5	5.3	25.2	10.3
Transformation Program				
Severance and related costs	—	0.3	—	0.7
Asset impairment and write-offs	10.3	—	15.5	—
Other transformation costs [(2)]	12.5	11.5	21.6	28.1
Total transformation costs	22.8	11.8	37.1	28.8
Total restructuring and transformation costs	$ 38.3	$ 17.1	$ 62.3	$ 39.1

[(1)] Other restructuring costs and related adjustments primarily consist of certain accruals and related refinements as well as various contract termination costs, asset impairments and inventory write-offs associated with business and product line exits.

[(2)] Other transformation costs primarily consist of professional services and project management related costs.

Restructuring and transformation costs by reportable segment as well as Corporate and other were as follows:

	Three months ended		Six months ended	
In millions	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Flow	$ 9.7	$ 2.4	$ 18.5	$ 5.0
Water Solutions	5.7	0.9	9.8	1.5
Pool	5.8	1.7	9.0	5.4
Corporate and other	17.1	12.1	25.0	27.2
Total restructuring and transformation costs	$ 38.3	$ 17.1	$ 62.3	$ 39.1

Activity related to accrued severance and related costs recorded in *Other current liabilities* in the Condensed Consolidated Balance Sheets is summarized as follows for the six months ended June 30, 2025:

In millions	June 30, 2025
Beginning balance	$ 18.7
Costs incurred	20.3
Cash payments and other	(16.1)
Ending balance	$ 22.9

5. Earnings Per Share

Basic and diluted earnings per share were calculated as follows:

	Three months ended		Six months ended	
In millions, except per-share data	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Net income	$ 148.5	$ 186.1	$ 303.4	$ 319.4
Net income from continuing operations	$ 148.5	$ 186.1	$ 303.4	$ 319.6
Weighted average ordinary shares outstanding				
Basic	164.5	165.9	164.7	165.8
Dilutive impact of stock options, restricted stock units and performance share units	1.2	1.4	1.3	1.5
Diluted	165.7	167.3	166.0	167.3
Earnings per ordinary share				
Basic				
Continuing operations	$ 0.90	$ 1.12	$ 1.84	$ 1.93
Discontinued operations	—	—	—	—
Basic earnings per ordinary share	$ 0.90	$ 1.12	$ 1.84	$ 1.93
Diluted				
Continuing operations	$ 0.90	$ 1.11	$ 1.83	$ 1.91
Discontinued operations	—	—	—	—
Diluted earnings per ordinary share	$ 0.90	$ 1.11	$ 1.83	$ 1.91
Anti-dilutive stock options excluded from the calculation of diluted earnings per share	0.1	0.2	0.1	0.2

6. Accounts Receivable

All trade receivables are reported on our Condensed Consolidated Balance Sheets at the outstanding principal amount adjusted for any allowance for credit losses and write-offs, net of recoveries. We record an allowance for credit losses, reducing our receivables balance to an amount we estimate is collectible from our customers. Estimates used in determining the allowance for credit losses are based on current trends, aging of accounts receivable, periodic credit evaluations of our customers' financial condition, and historical collection experience as well as reasonable and supportable forecasts of future economic conditions. Write-offs are recorded at the time all collection efforts have been exhausted. We generally do not require collateral. We review our allowance for credit losses on a quarterly basis.

Activity related to our allowance for credit losses is summarized as follows for the six months ended June 30, 2025:

In millions	June 30, 2025
Beginning balance	$ 9.1
Bad debt expense	0.2
Write-offs, net of recoveries	(1.5)
Other [1]	0.5
Ending balance	$ 8.3

[1] Other amounts are primarily the effects of changes in currency translation and the impact of allowance for credits.

7. Supplemental Balance Sheet Information

In millions	June 30, 2025	December 31, 2024
Inventories		
Raw materials and supplies	$ 321.3	$ 315.8
Work-in-process	85.6	88.4
Finished goods	195.6	206.7
Total inventories	$ 602.5	$ 610.9
Other current assets		
Cost in excess of billings	$ 58.3	$ 46.7
Prepaid expenses	74.2	51.0
Other current assets	15.1	43.6
Total other current assets	$ 147.6	$ 141.3
Property, plant and equipment, net		
Land and land improvements	$ 33.0	$ 31.3
Buildings and leasehold improvements	233.9	217.9
Machinery and equipment	704.7	675.8
Capitalized software	99.4	92.2
Construction in progress	39.8	51.1
Total property, plant and equipment	1,110.8	1,068.3
Accumulated depreciation and amortization	747.0	709.5
Total property, plant and equipment, net	$ 363.8	$ 358.8
Other non-current assets		
Right-of-use lease assets	$ 105.3	$ 116.1
Deferred income taxes	138.9	129.6
Deferred compensation plan assets	29.1	29.4
Other non-current assets	61.9	56.1
Total other non-current assets	$ 335.2	$ 331.2
Other current liabilities		
Dividends payable	$ 41.0	$ 41.2
Accrued warranty	73.8	67.2
Accrued rebates and incentives	196.5	176.7
Accrued freight	18.0	18.4
Billings in excess of cost	39.9	33.8
Current lease liability	25.2	26.3
Income taxes payable	26.6	28.8
Accrued restructuring	22.9	18.7
Interest payable	21.8	5.5
Other current liabilities	108.0	80.2
Total other current liabilities	$ 573.7	$ 496.8
Other non-current liabilities		
Long-term lease liability	$ 85.3	$ 92.8
Income taxes payable	5.0	8.1
Self-insurance liabilities	57.8	55.6
Deferred compensation plan liabilities	29.1	29.4
Foreign currency and interest rate contract liabilities	94.4	16.3
Other non-current liabilities	39.5	41.6
Total other non-current liabilities	$ 311.1	$ 243.8

8. Goodwill and Other Identifiable Intangible Assets

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

In millions	December 31, 2024	Foreign Currency Translation	June 30, 2025
Flow	$ 730.4	$ 63.6	$ 794.0
Water Solutions	1,392.7	14.1	1,406.8
Pool	1,163.5	—	1,163.5
Total goodwill	$ 3,286.6	$ 77.7	$ 3,364.3

Identifiable intangible assets consisted of the following:

	June 30, 2025			December 31, 2024		
In millions	Cost	Accumulated amortization	Net	Cost	Accumulated amortization	Net
Definite-life intangibles						
Customer relationships	$ 1,052.4	$ (361.6)	$ 690.8	$ 1,146.5	$ (400.2)	$ 746.3
Proprietary technology and patents	76.1	(38.3)	37.8	88.8	(48.4)	40.4
Total definite-life intangibles	1,128.5	(399.9)	728.6	1,235.3	(448.6)	786.7
Indefinite-life intangibles						
Trade names	255.3	—	255.3	247.1	—	247.1
Total intangibles	$ 1,383.8	$ (399.9)	$ 983.9	$ 1,482.4	$ (448.6)	$ 1,033.8

Identifiable intangible asset amortization expense was $14.3 million and $13.4 million for the three months ended June 30, 2025 and 2024, and $28.5 million and $26.9 million for the six months ended June 30, 2025 and 2024, respectively.

An impairment charge of $30.9 million was recorded during the three and six months ended June 30, 2025 related to the write-off of a definite-lived customer relationship intangible asset as a result of a business exit within our Water Solutions segment during the second quarter of 2025. The impairment charge was recorded in *Selling, general and administrative expenses* in the Condensed Consolidated Statements of Operations and Comprehensive Income. No impairment was recognized for identifiable intangible assets for the three and six months ended June 30, 2024.

Estimated future amortization expense for identifiable intangible assets during the remainder of 2025 and the next five years is as follows:

	Q3 - Q4 2025	2026	2027	2028	2029	2030
Estimated amortization expense	$ 27.9	$ 54.4	$ 53.1	$ 50.5	$ 50.1	$ 49.5

9. Debt

Debt and the average interest rates on debt outstanding were as follows:

In millions	Average interest rate as of June 30, 2025	Maturity Year	June 30, 2025	December 31, 2024
Revolving credit facility (Senior Credit Facility)	5.447%	2030	$ 19.4	$ 9.5
Term Loan Facility	5.662%	2027	575.0	825.0
Senior notes - fixed rate [1]	4.650%	2025	19.3	19.3
Senior notes - fixed rate [1]	4.500%	2029	400.0	400.0
Senior notes - fixed rate [1]	5.900%	2032	400.0	400.0
Other	5.447%	2025	0.1	9.3
Unamortized debt issuance costs and discounts	N/A	N/A	(15.6)	(15.1)
Total debt			1,398.2	1,648.0
Less: Current maturities of short-term borrowings			0.1	9.3
Long-term debt			$ 1,398.1	$ 1,638.7

(1) Senior notes are guaranteed as to payment by Pentair plc.

Pentair, Pentair Finance S.à r.l ("PFSA") and Pentair, Inc. are parties to a credit agreement (the "Senior Credit Facility"), with Pentair as guarantor and PFSA and Pentair, Inc. as borrowers, which was amended and restated in May 2025, providing for a $900.0 million senior unsecured revolving credit facility. The Senior Credit Facility has a maturity date of May 5, 2030. Borrowings under the Senior Credit Facility bear interest at a rate equal to an alternate base rate, adjusted term secured overnight financing rate, adjusted euro interbank offered rate, adjusted daily simple secured overnight financing rate or central bank rate, plus, in each case, an applicable margin. The applicable margin is based on, at PFSA's election, Pentair's leverage level or PFSA's public credit rating.

As of June 30, 2025, total availability under the Senior Credit Facility was $880.6 million. In addition, PFSA has the option to request to increase the revolving credit facility and/or to enter into one or more tranches of term loans in an aggregate amount of up to $450.0 million, subject to customary conditions, including the commitment of the participating lenders.

In addition, Pentair and PFSA are parties to a senior unsecured term loan facility (the "Term Loan Facility"), with PFSA, as borrower, Pentair, as guarantor, providing for an aggregate principal amount of $1.0 billion. The Term Loan Facility has a maturity date of July 28, 2027, with required quarterly installment payments of $6.3 million which began on the last day of the third quarter of 2023 and increased to $12.5 million on the last day of the third quarter of 2024. During 2024, PFSA repaid the remaining $162.5 million of quarterly installments on the Term Loan Facility, such that PFSA is not required to make any further quarterly installment payments. As of June 30, 2025, the remaining obligation of $575.0 million matures on July 28, 2027. The Term Loan Facility bears interest at a rate equal to an alternate base rate, adjusted term secured overnight financing rate, or adjusted daily simple secured overnight financing rate, plus, in each case, an applicable margin. The applicable margin is based on, at PFSA's election, Pentair's leverage level or PFSA's public credit rating.

Our debt agreements contain various financial covenants, but the most restrictive covenants are contained in the Senior Credit Facility and the Term Loan Facility. The Senior Credit Facility and the Term Loan Facility contain covenants requiring us not to permit (i) the ratio of our consolidated debt (net of our consolidated unrestricted cash and cash equivalents in excess of $5.0 million but not to exceed $250.0 million) to our consolidated net income (excluding, among other things, non-cash gains and losses) before interest, taxes, depreciation, amortization and non-cash share-based compensation expense ("EBITDA") on the last day of any period of four consecutive fiscal quarters (each, a "testing period") to exceed 3.75 to 1.00 (or, at PFSA's election and subject to certain conditions, 4.25 to 1.00 for four testing periods in connection with certain material acquisitions) (the "Leverage Ratio") and (ii) the ratio of our EBITDA to our consolidated interest expense, for the same period to be less than 3.00 to 1.00 as of the end of each fiscal quarter. For purposes of the Leverage Ratio, the Senior Credit Facility and the Term Loan Facility provide for the calculation of EBITDA giving pro forma effect to certain acquisitions, divestitures and liquidations during the period to which such calculation relates.

In addition to the Senior Credit Facility and the Term Loan Facility, we have various other credit facilities with an aggregate availability of $20.9 million, of which there were no outstanding borrowings at June 30, 2025. Borrowings under these credit facilities bear interest at variable rates.

We have $19.3 million of senior notes maturing in the next twelve months. We classified this debt as long-term as of June 30, 2025 as we have the intent and ability to refinance such obligation on a long-term basis under the Senior Credit Facility.

Debt outstanding, excluding unamortized issuance costs and discounts, at June 30, 2025 matures on a calendar year basis as follows:

In millions	Q3 - Q4 2025	2026	2027	2028	2029	2030	Thereafter	Total
Contractual debt obligation maturities	$ 19.4	$ —	$ 575.0	$ —	$ 400.0	$ 19.4	$ 400.0	$ 1,413.8

10. Derivatives and Financial Instruments

Derivative financial instruments

We are exposed to market risk related to changes in foreign currency exchange rates and interest rates on our variable rate indebtedness. To manage the volatility related to these exposures, we periodically enter into a variety of derivative financial instruments. Our objective is to reduce, where it is deemed appropriate to do so, fluctuations in earnings and cash flows associated with changes in foreign currency exchange rates or variable interest rates. The derivative contracts contain credit risk to the extent that our bank counterparties may be unable to meet the terms of the agreements. The amount of such credit risk is generally limited to the unrealized gains, if any, in such contracts. Such risk is minimized by limiting those counterparties to major financial institutions of high credit quality.

Foreign currency contracts

We conduct business in various locations throughout the world and are subject to market risk due to changes in the value of foreign currencies in relation to our reporting currency, the U.S. dollar. We manage our economic and transaction exposure to certain market-based risks through the use of foreign currency derivative financial instruments. Our objective in holding these derivatives is to reduce the volatility of net earnings and cash flows associated with changes in foreign currency exchange rates. The majority of our foreign currency contracts have an original maturity date of less than one year.

At June 30, 2025, we had outstanding foreign currency derivative contracts with gross notional U.S. dollar equivalent amounts of $22.0 million. At December 31, 2024, there were no outstanding foreign currency derivative contracts. The impact of these contracts on the Condensed Consolidated Statements of Operations and Comprehensive Income was not material for any period presented.

Cross currency swaps

At June 30, 2025 and December 31, 2024, we had outstanding cross currency swap agreements with a combined notional amount of $819.1 million and $728.5 million, respectively. The agreements are accounted for as either cash flow hedges, to hedge foreign currency fluctuations on certain intercompany debt, or as net investment hedges to manage our exposure to fluctuations in the Euro-U.S. Dollar exchange rate. We had deferred foreign currency losses of $94.2 million and $13.8 million at June 30, 2025 and December 31, 2024, respectively, recorded in *Accumulated other comprehensive loss* associated with our cross currency swap activity. The periodic interest settlements related to our cross currency swap agreements are classified as operating activities. The cash flows that relate to principal balances are classified as financing activities for the cash flow hedges on intercompany debt and investing activities for the net investment hedges.

Hedging of variable interest rates

We manage our exposure to certain interest rate risks related to our variable-rate debt through the use of interest rate swaps and collars. We enter into these agreements to hedge the variability of interest expense and cash flows attributable to changes in interest rates of our variable-rate debt. As of June 30, 2025, we had an aggregate notional amount of $300.0 million and $200.0 million in interest rate swaps and collars, respectively, that are designated as cash flow hedges.

Unrealized gains and losses related to the fair value of the interest rate swaps are recorded in *Accumulated other comprehensive loss* on our Condensed Consolidated Balance Sheets. We had unrealized gains of $0.1 million and $1.9 million at June 30, 2025 and December 31, 2024, respectively, recorded in *Accumulated other comprehensive loss* associated with our interest rate swap and collar activity. The periodic interest settlements related to our interest rate swaps and collars are classified as operating activities.

Fair value measurements
Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Assets and liabilities measured at fair value are classified using the following hierarchy, which is based upon the transparency of inputs to the valuation as of the measurement date:

Level 1: Valuation is based on observable inputs such as quoted market prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: Valuation is based on inputs such as quoted market prices for similar assets or liabilities in active markets or other inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3: Valuation is based upon other unobservable inputs that are significant to the fair value measurement.

In making fair value measurements, observable market data must be used when available. When inputs used to measure fair value fall within different levels of the hierarchy, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

Fair value of financial instruments
The following methods were used to estimate the fair values of each class of financial instrument:

- *short-term financial instruments (cash and cash equivalents, accounts and notes receivable, accounts payable and variable-rate debt)* — recorded amount approximates fair value because of the short maturity period;
- *long-term fixed-rate debt, including current maturities* — fair value is based on market quotes available for issuance of debt with similar terms, which are inputs that are classified as Level 2 in the valuation hierarchy defined above;
- *foreign currency contracts, interest rate swap and collar agreements* — fair values are determined through the use of models that consider various assumptions, including time value, yield curves, as well as other relevant economic measures, which are inputs that are classified as Level 2 in the valuation hierarchy defined above;
- *deferred compensation plan assets (mutual funds, common/collective trusts and cash equivalents for payment of certain non-qualified benefits for retired, terminated and active employees)* — fair value of mutual funds and cash equivalents are based on quoted market prices in active markets that are classified as Level 1 in the valuation hierarchy defined above; fair value of common/collective trusts are valued at net asset value ("NAV"), which is based on the fair value of the underlying securities owned by the fund and divided by the number of shares outstanding; and
- *contingent earn-out liabilities* — fair value is generally established using a probability-weighted discounted income approach to convert future estimated cash flows to a single present value amount. The related inputs are classified as Level 3 in the valuation hierarchy defined above.

The recorded amounts and estimated fair values of total debt, excluding unamortized issuance costs and discounts, were as follows:

	June 30, 2025		**December 31, 2024**	
In millions	**Recorded Amount**	**Fair Value**	**Recorded Amount**	**Fair Value**
Variable rate debt	$ 594.5	$ 594.5	$ 843.8	$ 843.8
Fixed rate debt	819.3	834.7	819.3	814.3
Total debt	$ 1,413.8	$ 1,429.2	$ 1,663.1	$ 1,658.1

Financial assets and liabilities measured at fair value on a recurring and nonrecurring basis were as follows:

	June 30, 2025				
In millions	**Level 1**	**Level 2**	**Level 3**	**NAV**	**Total**
Recurring fair value measurements					
Interest rate contract assets	$ —	$ 0.3	$ —	$ —	$ 0.3
Interest rate contract liabilities	—	(0.2)	—	—	(0.2)
Foreign currency contract assets	—	0.1	—	—	0.1
Foreign currency contract liabilities	—	(94.2)	—	—	(94.2)
Deferred compensation plan assets	13.7	—	—	15.4	29.1
Contingent earn-out liabilities	—	—	(8.0)	—	(8.0)
Total recurring fair value measurements	$ 13.7	$ (94.0)	$ (8.0)	$ 15.4	$ (72.9)
Nonrecurring fair value measurements [1]					

[1] During the quarter ended June 30, 2025, we recorded an impairment charge on a definite-lived customer relationship intangible asset of $30.9 million. We determined the value using unobservable inputs and wrote the balance of the definite-lived intangible asset to zero. The impairment charge was recorded in *Selling, general and administrative expenses* in the Condensed Consolidated Statements of Operations and Comprehensive Income.

	December 31, 2024				
In millions	**Level 1**	**Level 2**	**Level 3**	**NAV**	**Total**
Recurring fair value measurements					
Interest rate contract assets	$ —	$ 1.9	$ —	$ —	$ 1.9
Foreign currency contract assets	—	2.5	—	—	2.5
Foreign currency contract liabilities	—	(16.3)	—	—	(16.3)
Deferred compensation plan assets	15.0	—	—	14.4	29.4
Contingent earn-out liabilities	—	—	(8.0)	—	(8.0)
Total recurring fair value measurements	$ 15.0	$ (11.9)	$ (8.0)	$ 14.4	$ 9.5

On December 2, 2024, we completed the acquisition of G & F Manufacturing, LLC (“G & F Manufacturing”). In conjunction with the acquisition, we recorded an estimated fair value of $8.0 million of contingent earn-out liabilities, which are considered Level 3 under our fair value hierarchy. The recorded fair value of the associated contingent earn-out liabilities was reviewed as of June 30, 2025, with no further change in fair value. The fair value of the contingent earn-out liabilities will be re-measured for each reporting period until resolution of the contingent earn-out payments, and any resulting changes to fair value would be recorded in earnings.

11. Income Taxes

We manage our affairs so that we are centrally managed and controlled in the United Kingdom (“U.K.”) and therefore have our tax residency in the U.K. The provision for income taxes consists of provisions for the U.K. and international income taxes. We operate in an international environment with operations in various locations outside the U.K. Accordingly, the consolidated income tax rate is a composite rate reflecting the earnings in the various locations and the applicable rates.

The effective income tax rate for both the six months ended June 30, 2025 and June 30, 2024 was 14.6%. We continue to actively pursue initiatives to reduce our effective tax rate. The tax rate in any quarter can be affected positively or negatively by the mix of global earnings or adjustments that are required to be reported in the specific quarter of resolution.

The total gross liability for uncertain tax positions was $5.0 million and $6.0 million at June 30, 2025 and December 31, 2024, respectively. We record penalties and interest related to unrecognized tax benefits in *Provision for income taxes* and *Net interest expense*, respectively, on the Condensed Consolidated Statements of Operations and Comprehensive Income, which is consistent with our past practices.

The Organization for Economic Co-operation and Development Pillar Two Model Rules ("Pillar Two") for a global 15.0% minimum tax have been adopted by a number of jurisdictions in which we operate. For the six months ended June 30, 2025 and June 30, 2024, the impact of Pillar Two on our condensed consolidated financial statements was not material.

On July 4, 2025, the U.S. enacted H.R.1 – One Big Beautiful Bill Act (the "Act"). The Act contains numerous income tax provisions, such as the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act and modifications to the international tax framework. The legislation has multiple effective dates, with certain provisions effective in 2025 and others implemented through 2027. We are currently assessing its impact on our consolidated financial statements.

12. Benefit Plans

Components of net periodic benefit expense for our pension plans for the three and six months ended June 30, 2025 and 2024 were as follows:

	Three months ended		Six months ended	
In millions	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Service cost	$ 0.3	$ 0.4	$ 0.6	$ 0.8
Interest cost	1.0	1.0	2.0	2.0
Expected return on plan assets	(0.2)	(0.1)	(0.4)	(0.2)
Net periodic benefit expense	$ 1.1	$ 1.3	$ 2.2	$ 2.6

Components of net periodic benefit expense for our other post-retirement plans for the three and six months ended June 30, 2025 and 2024 were not material.

13. Shareholders' Equity

Share repurchases

In December 2020, the Board of Directors authorized the repurchase of our ordinary shares up to a maximum dollar limit of $750.0 million. The authorization expires on December 31, 2025. During the six months ended June 30, 2025, we repurchased 1.3 million of our ordinary shares for $125.0 million. As of June 30, 2025, we had $325.0 million available for share repurchases under this authorization.

Dividends payable

On May 5, 2025, the Board of Directors declared a quarterly cash dividend of $0.25 per share, payable on August 1, 2025 to shareholders of record at the close of business on July 18, 2025. As a result, the balance of dividends payable included in *Other current liabilities* on our Condensed Consolidated Balance Sheets was $41.0 million at June 30, 2025, compared to $41.2 million at December 31, 2024.

14. Segment Information

We are comprised of three reportable segments: Flow, Water Solutions and Pool. We evaluate performance based on net sales and reportable segment income and use certain ratios, particularly return on sales, to measure performance of our reportable segments. These results are not necessarily indicative of the results of operations that would have occurred had each segment been an independent, stand-alone entity during the periods presented. Reportable segment income represents operating income of each reportable segment inclusive of equity income of unconsolidated subsidiaries and exclusive of intangible amortization, certain acquisition related expenses, costs of restructuring and transformation activities, impairments, legal accrual adjustments and settlements and other unusual non-operating items. "Corporate and other" activity primarily consists of corporate expenses not allocated to the segments, including executive office, board of directors, and centrally-managed corporate functional or shared service costs related to finance, human resources, communications and corporate development. These activities do not meet the criteria for a stand-alone reportable segment under accounting standards codification ("ASC") 280.

Financial information by reportable segment as well as a reconciliation of reportable segment income to consolidated income from continuing operations before income taxes is as follows:

In millions	June 30, 2025	December 31, 2024
	Identifiable assets [1]	
Flow	$ 1,703.0	$ 1,590.7
Water Solutions	2,589.5	2,613.5
Pool	1,742.9	1,801.3
Reportable segment total	6,035.4	6,005.5
Corporate and other	444.1	441.0
Consolidated	$ 6,479.5	$ 6,446.5

[1] All cash and cash equivalents are included in "Corporate and other."

	Three months ended		Six months ended		Three months ended		Six months ended	
In millions	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
	Capital expenditures				Depreciation			
Flow	$ 3.1	$ 4.2	$ 6.9	$ 7.2	$ 5.2	$ 5.5	$ 10.4	$ 10.8
Water Solutions	2.9	4.8	5.7	14.9	4.0	4.4	8.0	8.8
Pool	3.8	4.9	10.2	8.2	3.6	3.3	6.7	6.3
Reportable segment total	9.8	13.9	22.8	30.3	12.8	13.2	25.1	25.9
Corporate and other	1.1	3.1	4.9	6.0	1.8	2.3	4.3	4.5
Consolidated	$ 10.9	$ 17.0	$ 27.7	$ 36.3	$ 14.6	$ 15.5	$ 29.4	$ 30.4

Three months ended June 30, 2025				
In millions	Flow	Water Solutions	Pool	Total
Net sales	$ 397.3	$ 298.3	$ 427.2	$ 1,122.8
Reconciliation of consolidated net sales				
Corporate and other				0.3
Total consolidated net sales				$ 1,123.1
Cost of goods sold [1][3]	(246.3)	(183.8)	(229.0)	
Operating expenses [1][2][3]	(57.9)	(44.3)	(45.5)	
Reportable segment income	$ 93.1	$ 70.2	$ 152.7	$ 316.0
Corporate and other				(19.3)
Restructuring and other				(10.4)
Transformation costs				(12.5)
Asset impairment and write-offs				(41.8)
Loss on sale of business				(26.3)
Intangible amortization				(14.3)
Interest expense, net				(17.9)
Other expense				(1.0)
Income from continuing operations before income taxes				$ 172.5

Three months ended June 30, 2024

In millions	Flow	Water Solutions	Pool	Total
Net sales	$ 396.8	$ 310.5	$ 391.5	$ 1,098.8
Reconciliation of consolidated net sales				
Corporate and other				0.5
Total consolidated net sales				$ 1,099.3
Cost of goods sold [1][3]	(250.1)	(193.8)	(216.5)	
Operating expenses [1][2][3]	(62.3)	(43.8)	(41.4)	
Reportable segment income	$ 84.4	$ 72.9	$ 133.6	$ 290.9
Corporate and other				(19.5)
Restructuring and other				(5.9)
Transformation costs				(11.8)
Legal accrual adjustments and settlements				7.9
Intangible amortization				(13.4)
Interest expense, net				(26.3)
Other expense				(1.0)
Income from continuing operations before income taxes				$ 220.9

Six months ended June 30, 2025

In millions	Flow	Water Solutions	Pool	Total
Net sales	$ 765.2	$ 556.5	$ 811.1	$ 2,132.8
Reconciliation of consolidated net sales				
Corporate and other				0.7
Total consolidated net sales				$ 2,133.5
Cost of goods sold [1][3]	(475.1)	(341.6)	(442.8)	
Operating expenses [1][2][3]	(113.4)	(84.0)	(89.6)	
Reportable segment income	$ 176.7	$ 130.9	$ 278.7	$ 586.3
Corporate and other				(47.1)
Restructuring and other				(20.9)
Transformation costs				(21.6)
Asset impairment and write-offs				(47.0)
Loss on sale of business				(26.3)
Intangible amortization				(28.5)
Interest expense, net				(37.6)
Other expense				(1.9)
Income from continuing operations before income taxes				$ 355.4

	Six months ended June 30, 2024			
In millions	Flow	Water Solutions	Pool	Total
Net sales	$ 781.1	$ 583.6	$ 751.0	$ 2,115.7
Reconciliation of consolidated net sales				
Corporate and other				0.8
Total consolidated net sales				$ 2,116.5
Cost of goods sold [1][3]	(497.1)	(366.3)	(423.0)	
Operating expenses [1][2][3]	(122.3)	(88.8)	(83.6)	
Reportable segment income	$ 161.7	$ 128.5	$ 244.4	$ 534.6
Corporate and other				(45.9)
Restructuring and other				(10.5)
Transformation costs				(28.8)
Asset impairment and write-offs				(0.8)
Legal accrual adjustments and settlements				8.2
Intangible amortization				(26.9)
Interest expense, net				(53.6)
Other expense				(2.0)
Income from continuing operations before income taxes				$ 374.3

[1] The significant expense categories and amounts align with the segment-level information that is regularly provided to the chief operating decision maker which includes certain corporate overhead allocations directly attributable to each of the segments.

[2] Operating expenses include selling, general, administrative, research and development costs which primarily consist of non-manufacturing employee compensation, non-manufacturing overhead and professional service costs as well as depreciation expense.

[3] These costs exclude certain expenses reported in the Condensed Consolidated Statements of Operations and Comprehensive Income, including costs that are reflected in "Corporate and other," and expenses excluded from reportable segment income as defined above.

15. Commitments and Contingencies

Warranties

We provide service and warranty policies on our products. Liability under service and warranty policies is based upon a review of historical warranty and service claim experience. Adjustments are made to accruals as claim data and historical experience warrant.

The changes in the carrying amount of service and product warranties from continuing operations for the six months ended June 30, 2025 were as follows:

In millions	June 30, 2025
Beginning balance	$ 67.2
Service and product warranty provision	56.4
Payments	(50.6)
Foreign currency translation	0.8
Ending balance	$ 73.8

Stand-by letters of credit, bank guarantees and bonds

In the ordinary course of business, we are required to commit to bonds, letters of credit and bank guarantees that require payments to our customers for any non-performance. The outstanding face value of these instruments fluctuates with the value of our projects in process and in our backlog. In addition, we issue financial stand-by letters of credit primarily to secure our performance to third parties under self-insurance programs.

As of June 30, 2025 and December 31, 2024, the outstanding value of bonds, letters of credit and bank guarantees totaled $110.8 million and $102.1 million, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-looking statements

This report contains statements that we believe to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, are forward-looking statements. Without limitation, any statements preceded or followed by or that include the words "targets," "plans," "believes," "expects," "intends," "will," "likely," "may," "anticipates," "estimates," "projects," "should," "would," "could," "positioned," "strategy," or "future" or words, phrases, or terms of similar substance or the negative thereof are forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond our control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. These factors include the overall global economic and business conditions impacting our business, including the strength of housing and related markets and conditions relating to international hostilities; supply, demand, logistics, competition and pricing pressures related to and in the markets we serve; the ability to achieve the benefits of our restructuring plans, cost reduction initiatives and Transformation Program; the impact of raw material, logistics and labor costs and other inflation; volatility in currency exchange rates and interest rates; failure of markets to accept new product introductions and enhancements; the ability to successfully identify, finance, complete and integrate acquisitions; risks associated with operating foreign businesses; the impact of seasonality of sales and weather conditions; our ability to comply with laws and regulations; the impact of changes in laws, regulations and administrative policy, including those that limit U.S. tax benefits or impact trade agreements and tariffs; the outcome of litigation and governmental proceedings; and the ability to achieve our long-term strategic operating and sustainability goals and targets. Additional information concerning these and other factors is contained in our filings with the U.S. Securities and Exchange Commission, including this Form 10-Q and our Annual Report on Form 10-K for the year ended December 31, 2024. All forward-looking statements speak only as of the date of this report. Pentair assumes no obligation, and disclaims any obligation, to update the information contained in this report.

Overview

The terms "us," "we," "our" or "Pentair" refer to Pentair plc and its consolidated subsidiaries. At Pentair, we believe the health of our world depends on reliable access to clean water. We deliver a comprehensive range of smart, sustainable water solutions to homes, businesses and industries around the world. Our industry-leading and proven portfolio of solutions enables our customers to access clean, safe water; reduce water consumption; and recover and reuse water. Whether it's moving, improving or helping people enjoy water, we help manage life's most essential resource. We are comprised of three reportable segments: Flow, Water Solutions and Pool. For the first six months of 2025, the Flow, Water Solutions and Pool reportable segments represented approximately 36%, 26% and 38% of total consolidated net sales, respectively. We classify our operations into reportable segments based primarily on types of products offered and markets served:

- ***Flow*** — The focus of this segment is to deliver water where it is needed, when it is needed, more efficiently and to transform waste into value. This segment designs, manufactures and sells a variety of fluid treatment and pump products and systems, including pressure vessels, gas recovery solutions, membrane bioreactors, wastewater reuse systems and advanced membrane filtration, separation systems, water disposal pumps, water supply pumps, fluid transfer pumps, turbine pumps, solid handling pumps and agricultural spray nozzles, while serving the global residential, commercial and industrial markets. These products and systems are used in a range of applications, including fluid delivery, ion exchange, desalination, food and beverage, separation technologies for the oil and gas industry, residential and municipal wells, water treatment, wastewater solids handling, pressure boosting, circulation and transfer, fire suppression, flood control, agricultural irrigation and crop spray.

- ***Water Solutions*** — The focus of this segment is to provide great-tasting, higher-quality water and ice while helping people use water more productively. This segment designs, manufactures and sells commercial and residential water treatment products and systems including pressure tanks, control valves, activated carbon products, commercial ice machines, conventional filtration products, and point-of-entry and point-of-use water treatment systems. These water treatment products and systems are used in residential whole home water filtration, drinking water filtration and water softening solutions in addition to commercial total water management and filtration in foodservice operations. In addition, our water solutions business also provides installation and preventative services for water management solutions for commercial operators.

- ***Pool*** — The focus of this segment is to provide innovative, energy-efficient pool solutions to help people more sustainably enjoy water. This segment designs, manufactures and sells a complete line of energy-efficient residential and commercial pool equipment and accessories including pumps, filters, heaters, lights, automatic controls, automatic cleaners, maintenance equipment and pool accessories. Applications for our pool products include residential and commercial pool maintenance, pool repair, renovation, service, construction and aquaculture solutions.

On December 2, 2024, as part of our Pool reportable segment, we completed the acquisition of G & F Manufacturing, LLC ("G & F Manufacturing") for $116.0 million in cash, net of cash acquired and subject to customary adjustments. The net purchase price is comprised of an upfront cash payment of $108.0 million, subject to customary adjustments, and the estimated fair value at the acquisition date of a contingent earn-out liability based upon the achievement of certain defined operating results in the two years following the acquisition. G & F Manufacturing manufactures and services pool heat pumps.

Key trends and uncertainties regarding our existing business

The following trends and uncertainties affected our financial performance in the first six months of 2025 and are reasonably likely to impact our results in the future:

- We have a Transformation Program designed to accelerate growth and drive margin expansion by driving operational excellence, reducing complexity and streamlining our processes. During 2024 and the first six months of 2025, we made strategic progress on our Transformation Program initiatives with a focus on our four key themes of pricing excellence, sourcing excellence, operations excellence and organizational effectiveness. We expect to continue to execute on our key Transformation Program initiatives to drive margin expansion and to continue to incur transformation costs throughout the remainder of 2025 and beyond.

- During 2024 and the first six months of 2025, we implemented 80/20 guiding principles to enable our Transformation Program. This 80/20 analysis is expected to create value by focusing on key customers and products through quadrant-based strategies. We expect the analysis to result in actions to improve operating performance by driving growth with our highest value customers, reducing lower margin sales and removing complexity in the future.

- During 2024 and the first six months of 2025, we executed certain business restructuring initiatives aimed at reducing our fixed cost structure and realigning our business. We expect these actions to continue throughout the remainder of 2025 and to drive margin growth.

- During 2024 and the first six months of 2025, we experienced inflationary cost increases for certain raw materials as well as logistics and transportation costs. The ongoing volatile market for commodities has the potential to continue to drive price increases in our supply chain. In addition, the current U.S. administration has recently implemented tariffs and has announced the possibility of implementing additional, or increasing current, tariffs. We expect these actions and reactionary tariff adjustments by other countries to continue to impact our business and contribute to inflationary cost increases. As a result, we have taken actions to mitigate the impact of tariffs such as pricing increases, inventory pre-buys and capping orders to manage supply chain, inventory and production, which may continue going forward. In addition, our Transformation Program initiatives are intended to improve productivity and offset cost increases. We anticipate supply chain pressures as well as inflationary cost increases due to these tariffs and any resulting impact on macroeconomic conditions and our business to continue throughout the remainder of 2025.

- The Organization for Economic Co-operation and Development Pillar Two Model Rules ("Pillar Two") for a global 15.0% minimum tax have been adopted by a number of jurisdictions in which we operate. Pillar Two has negatively impacted our effective tax rate in 2025 and is likely to continue to impact our effective tax rate in the future. We continue to evaluate the enacted legislative changes and new guidance as it becomes available.

- We have identified specific product and geographic market opportunities that we find attractive and continue to pursue, both within and outside the U.S. We expect to continue investing in our businesses to drive these opportunities through research and development and additional sales and marketing resources. Unless we successfully penetrate these markets, our core sales growth will likely be limited or may decline.

In 2025, our operating objectives focus on delivering our core and building our future. We expect to execute these objectives by:

- Delivering profitable revenue growth and productivity for customers and shareholders;
- Continuing to focus on capital allocation through:
    - Committing to maintain our investment grade rating;
    - Focusing on reducing our long-term debt;
    - Returning cash to shareholders through dividends and share repurchases; and
    - Accelerating our performance with strategically aligned mergers and acquisitions;
- Focusing growth initiatives that accelerate our investments in digital, innovation, technology and sustainability;
- Continuing to implement our Transformation Program initiatives that will drive operational excellence, reduce complexity and improve our organizational structure, which includes the focus on 80/20 actions to drive profitable growth; and
- Building a high-performance growth culture and delivering on our commitments while living our Win Right values.

CONSOLIDATED RESULTS OF OPERATIONS

The consolidated results of operations for the three months ended June 30, 2025 and 2024 were as follows:

	Three months ended			
In millions	**June 30, 2025**	**June 30, 2024**	**$ Change**	**% / Point Change**
Net sales	$ 1,123.1	$ 1,099.3	$ 23.8	2.2 %
Cost of goods sold	666.5	661.4	5.1	0.8 %
Gross profit	456.6	437.9	18.7	4.3 %
% of net sales	*40.7 %*	*39.8 %*		*0.9 pts*
Selling, general and administrative	213.8	165.1	48.7	29.5 %
% of net sales	*19.0 %*	*15.0 %*		*4.0 pts*
Research and development	25.1	24.8	0.3	1.2 %
% of net sales	*2.2 %*	*2.3 %*		*(0.1) pts*
Operating income	217.7	248.0	(30.3)	(12.2) %
% of net sales	*19.4 %*	*22.6 %*		*(3.2) pts*
Loss on sale of business	26.3	—	26.3	N.M.
Other expense	1.0	0.8	0.2	25.0 %
Net interest expense	17.9	26.3	(8.4)	(31.9) %
Income from continuing operations before income taxes	172.5	220.9	(48.4)	(21.9) %
Provision for income taxes	24.0	34.8	(10.8)	(31.0) %
Effective tax rate	*13.9 %*	*15.8 %*		*(1.9) pts*

N.M. = Not Meaningful

The consolidated results of operations for the six months ended June 30, 2025 and 2024 were as follows:

In millions	Six months ended June 30, 2025	Six months ended June 30, 2024	$ Change	% / Point Change
Net sales	$ 2,133.5	$ 2,116.5	$ 17.0	0.8 %
Cost of goods sold	1,273.6	1,288.5	(14.9)	(1.2) %
Gross profit	859.9	828.0	31.9	3.9 %
% of net sales	*40.3 %*	*39.1 %*		*1.2 pts*
Selling, general and administrative expenses	390.4	350.3	40.1	11.4 %
% of net sales	*18.3 %*	*16.6 %*		*1.7 pts*
Research and development expenses	48.7	48.9	(0.2)	(0.4) %
% of net sales	*2.3 %*	*2.3 %*		*— pts*
Operating income	420.8	428.8	(8.0)	(1.9) %
% of net sales	*19.7 %*	*20.3 %*		*(0.6) pts*
Loss on sale of business	26.3	—	26.3	N.M.
Other expense	1.5	0.9	0.6	66.7 %
Net interest expense	37.6	53.6	(16.0)	(29.9) %
Income from continuing operations before income taxes	355.4	374.3	(18.9)	(5.0) %
Provision for income taxes	52.0	54.7	(2.7)	(4.9) %
Effective tax rate	*14.6 %*	*14.6 %*		*— pts*

N.M. = Not Meaningful

Net sales

The components of the consolidated net sales change from the prior period were as follows:

	Three months ended June 30, 2025 over the prior year period	Six months ended June 30, 2025 over the prior year period
Volume	(3.1)%	(2.9)%
Price	4.4	3.2
Core growth	1.3	0.3
Acquisition/Divestitures	0.2	0.5
Currency	0.7	—
Total	2.2 %	0.8 %

The 2.2 and 0.8 percent increases in net sales in the second quarter and first half, respectively, of 2025 from 2024 were primarily driven by:

- increased selling prices across all of our segments to mitigate inflationary cost increases;
- increased sales due to the acquisition of G & F Manufacturing completed in the fourth quarter of 2024;
- favorable foreign currency effects compared to the second quarter of the prior year; and
- increased sales volume within our Pool segment due to higher demand compared to the same periods of the prior year.

These increases were partially offset by:

- decreased sales volume within our Flow and Water Solutions segments compared to the same periods of the prior year; and
- business exits during the fourth quarter of 2024 and second quarter of 2025 in our residential and commercial businesses of our Water Solutions segment.

Gross profit
The 0.9 and 1.2 percentage point increases in gross profit as a percentage of net sales in the second quarter and first half, respectively, of 2025 from 2024 were primarily driven by:

- increased selling prices across all our segments to mitigate inflationary cost increases; and
- increased productivity mainly driven by transformation initiatives across all segments.

These increases were partially offset by:

- inflationary cost increases, including higher tariffs, related to certain raw materials and labor costs; and
- asset impairment and write-offs of $10.3 million in the second quarter of 2025, compared to none in the second quarter of 2024, and $15.5 million in the first half of 2025, compared to $0.8 million in the first half of 2024.

Selling, general and administrative expenses ("SG&A")
The 4.0 and *1.7 percentage point increases in SG&A as a percentage of net sales in the second quarter and first half, respectively, of 2025 from 2024 were primarily driven by:*

- an impairment charge of $30.9 million related to the write-off of a definite-lived customer relationship intangible asset as a result of a business exit within our Water Solutions segment during the second quarter of 2025;
- transformation costs of $12.7 million in the second quarter of 2025, compared to $11.8 million in the second quarter of 2024; and
- restructuring costs of $14.3 million in the second quarter of 2025, compared to $5.3 million in the second quarter of 2024, and $23.9 million in the first half of 2025, compared to $9.5 million in the first half of 2024.

These increases were partially offset by:

- transformation costs of $21.9 million in the first half of 2025, compared to $28.8 million in the first half of 2024.

Net interest expense
The 31.9 and 29.9 percent decreases in net interest expense in the second quarter and first half, respectively, of 2025 from 2024 were primarily driven by:

- lower debt levels compared to the same periods of the prior year.

Provision for income taxes
The 1.9 percentage point decrease in the effective tax rate in the second quarter of 2025 from 2024 was primarily driven by:

- the favorable mix of global earnings; and
- increase in the amount of favorable discrete items in 2025 compared to 2024.

There was no change in the effective tax rate in the first half of 2025 from 2024 primarily driven by:

- the favorable mix of global earnings; offset by
- decrease in the amount of favorable discrete items in 2025 compared to 2024.

SEGMENT RESULTS OF OPERATIONS

The summary that follows provides a discussion of the results of operations of our three reportable segments (Flow, Water Solutions and Pool). Each of these segments comprises various product offerings that serve multiple end users.

We evaluate performance based on net sales and reportable segment income ("segment income") and use certain ratios, particularly return on sales, to measure performance of our reportable segments. Segment income represents operating income of each reportable segment inclusive of equity income of unconsolidated subsidiaries and exclusive of intangible amortization, costs of restructuring and transformation activities, impairments, legal accrual adjustments and settlements and other unusual non-operating items.

Flow

The net sales and segment income for Flow were as follows:

	Three months ended			Six months ended		
In millions	June 30, 2025	June 30, 2024	% / Point Change	June 30, 2025	June 30, 2024	% / Point Change
Net sales	$ 397.3	$ 396.8	0.1%	$ 765.2	$ 781.1	(2.0)%
Segment income	93.1	84.4	10.3%	176.7	161.7	9.3%
% of net sales	*23.4 %*	*21.3 %*	*2.1 pts*	*23.1 %*	*20.7 %*	*2.4 pts*

Net sales

The components of the change in Flow net sales from the prior period were as follows:

	Three months ended June 30, 2025 over the prior year period	Six months ended June 30, 2025 over the prior year period
Volume	(4.7)%	(4.8)%
Price	3.4	2.7
Core growth	(1.3)	(2.1)
Currency	1.4	0.1
Total	0.1 %	(2.0)%

The 0.1 percent increase in net sales for Flow in the second quarter of 2025 from 2024 was primarily driven by:

- increased selling prices to mitigate inflationary cost increases; and
- favorable foreign currency effects compared to the second quarter of the prior year.

This increase was partially offset by:

- decreased sales volume compared to the same period of the prior year.

The 2.0 percent decrease in net sales for Flow in the first half of 2025 from 2024 was primarily driven by:

- decreased sales volume compared to the same period of the prior year.

This decrease was partially offset by:

- increased selling prices to mitigate inflationary cost increases.

Segment income

The components of the change in Flow segment income as a percentage of net sales from the prior period were as follows:

	Three months ended June 30, 2025 over the prior year period	Six months ended June 30, 2025 over the prior year period
Volume/Price/Acquisition/Divestiture	2.6 pts	2.7 pts
Currency	0.1	0.1
Inflation	(3.2)	(2.7)
Productivity	2.6	2.3
Total	2.1 pts	2.4 pts

The 2.1 and 2.4 percentage point increases in segment income for Flow as a percentage of net sales in the second quarter and first half, respectively, of 2025 from 2024 were primarily driven by:

- increased selling prices to mitigate impacts of inflation; and
- increased productivity mainly driven by transformation initiatives.

These increases were partially offset by:

- inflationary cost increases, including higher tariffs, related to certain raw materials.

Water Solutions

The net sales and segment income for Water Solutions were as follows:

	Three months ended			Six months ended		
In millions	June 30, 2025	June 30, 2024	% / Point Change	June 30, 2025	June 30, 2024	% / Point Change
Net sales	$ 298.3	$ 310.5	(3.9)%	$ 556.5	$ 583.6	(4.6)%
Segment income	70.2	72.9	(3.7)%	130.9	128.5	1.9%
% of net sales	*23.5 %*	*23.5 %*	*— pts*	*23.5 %*	*22.0 %*	*1.5 pts*

Net sales

The components of the change in Water Solutions net sales from the prior period were as follows:

	Three months ended June 30, 2025 over the prior year period	Six months ended June 30, 2025 over the prior year period
Volume	(6.7)%	(6.1)%
Price	3.7	2.5
Core growth	(3.0)	(3.6)
Acquisition/Divestiture	(1.5)	(1.1)
Currency	0.6	0.1
Total	(3.9)%	(4.6)%

The 3.9 and 4.6 percent decreases in net sales for Water Solutions in the second quarter and first half, respectively, of 2025 from 2024 were primarily driven by:

- decreased sales volume compared to the same periods of the prior year; and
- business exits during the fourth quarter of 2024 and second quarter of 2025 in our residential and commercial businesses.

These decreases were partially offset by:

- increased selling prices to mitigate inflationary cost increases; and

- favorable foreign currency effects compared to the same periods of the prior year.

Segment income

The components of the change in Water Solutions segment income as a percentage of net sales from the prior period were as follows:

	Three months ended June 30, 2025 over the prior year period	Six months ended June 30, 2025 over the prior year period
Volume/Price/Acquisition/Divestiture	2.3 pts	1.6 pts
Currency	(0.7)	—
Inflation	(3.5)	(3.0)
Productivity	1.9	2.9
Total	— pts	1.5 pts

Segment income was flat for Water Solutions in the second quarter of 2025 from 2024, primarily driven by:

- increased selling prices to mitigate impacts of inflation; and
- increased productivity mainly driven by transformation initiatives; offset by
- inflationary cost increases, including higher tariffs, related to certain raw materials; and
- unfavorable foreign currency effects compared to the second quarter of the prior year.

The 1.5 percentage point increase in segment income for Water Solutions as a percentage of net sales in the first half of 2025 from 2024 was primarily driven by:

- increased productivity mainly driven by transformation initiatives; and
- increased selling prices to mitigate impacts of inflation.

This increase was partially offset by:

- inflationary cost increases, including higher tariffs, related to certain raw materials.

Pool

The net sales and segment income for Pool were as follows:

	Three months ended			Six months ended		
In millions	June 30, 2025	June 30, 2024	% / Point Change	June 30, 2025	June 30, 2024	% / Point Change
Net sales	$ 427.2	$ 391.5	9.1%	$ 811.1	$ 751.0	8.0%
Segment income	152.7	133.6	14.3%	278.7	244.4	14.0%
% of net sales	*35.7 %*	*34.1 %*	*1.6 pts*	*34.4 %*	*32.5 %*	*1.9 pts*

Net sales

The components of the change in Pool net sales from the prior period were as follows:

	Three months ended June 30, 2025 over the prior year period	Six months ended June 30, 2025 over the prior year period
Volume	1.4 %	1.4 %
Price	5.9	4.4
Core growth	7.3	5.8
Acquisition/Divestiture	1.8	2.2
Total	9.1 %	8.0 %

The 9.1 and 8.0 percent increases in net sales for Pool in the second quarter and first half, respectively, of 2025 from 2024 were primarily driven by:

- increased selling prices to mitigate inflationary cost increases;
- increased sales due to the acquisition of G & F Manufacturing completed in the fourth quarter of 2024; and
- increased sales volume due to higher demand compared to the same periods of the prior year.

Segment income

The components of the change in Pool segment income as a percentage of net sales from the prior period were as follows:

	Three months ended June 30, 2025 over the prior year period		Six months ended June 30, 2025 over the prior year period	
Volume/Price/Acquisition/Divestiture	4.1	pts	3.1	pts
Currency	0.2		0.2	
Inflation	(3.1)		(2.4)	
Productivity	0.4		1.0	
Total	1.6	pts	1.9	pts

The 1.6 and 1.9 percentage point increases in segment income for Pool as a percentage of net sales in the second quarter and first half, respectively, of 2025 from 2024 were primarily driven by:

- increased selling prices to mitigate impacts of inflation; and
- increased productivity driven by transformation initiatives.

These increases were partially offset by:

- inflationary cost increases, including higher tariffs, related to certain raw materials and labor costs.

LIQUIDITY AND CAPITAL RESOURCES

We generally fund cash requirements for working capital, capital expenditures, equity investments, acquisitions, debt repayments, dividend payments and share repurchases from cash generated from operations, availability under existing committed revolving credit facilities and in certain instances, public and private debt and equity offerings. Our primary revolving credit facility has generally been adequate for these purposes, although we have negotiated additional credit facilities or completed debt and equity offerings as needed to allow us to complete acquisitions.

We experience seasonal cash flows primarily due to seasonal demand in a number of markets. Consistent with historical trends, we experienced seasonal cash usage in the first quarter of 2025 and drew on our revolving credit facility to fund our operations. This cash usage reversed in the second quarter as the seasonality of our businesses peaked and generated significant cash to fund our operations.

End-user demand for pool equipment in the Pool segment, water solution products in the Water Solutions segment, and residential water supply and agricultural products within the Flow segment follows warm weather trends, with seasonal highs ranging from April to September. The magnitude of the sales spike has historically been partially mitigated by employing some advance sale “early buy” programs (generally including extended payment terms and/or additional discounts). Demand for residential and agricultural water systems is also impacted by weather patterns, particularly by temperature, heavy flooding and droughts.

We expect to continue to have sufficient cash and borrowing capacity to support working capital needs and capital expenditures, to pay interest and service debt and to pay dividends to shareholders quarterly. We believe our existing liquidity position, coupled with our currently anticipated operating cash flows, will be sufficient to meet our cash needs arising in the ordinary course of business for the next twelve months.

Summary of cash flows

In millions	Six months ended June 30, 2025	Six months ended June 30, 2024
Net cash provided by (used for) :		
Operating activities of continuing operations	$ 567.7	$ 431.8
Investing activities	(45.4)	(36.8)
Financing activities	(469.4)	(351.1)

Operating activities

Net cash provided by operating activities of continuing operations in the first six months of 2025 primarily reflects net income from continuing operations, net of non-cash depreciation, definite-lived intangible amortization, share-based compensation, loss on sale of business and asset impairment, of $455.8 million. Additionally, we had a cash inflow of $83.3 million as a result of changes in net working capital, primarily due to decreased accounts receivable and increased accounts payable balances. The decrease in accounts receivable was attributed to an increase in cash collections during the period. The increased accounts payable balance was primarily due to an increase in purchases for our peak sales season in the second quarter of 2025.

Net cash provided by operating activities of continuing operations in the first six months of 2024 primarily reflects net income from continuing operations, net of non-cash depreciation, definite-lived intangible amortization, share-based compensation and asset impairment, of $394.0 million. Additionally, we had a cash inflow of $15.4 million as a result of changes in net working capital, primarily due to lower inventory and increased accounts payable balances. The decrease in inventory was primarily related to supply chain efficiencies and improved lead times. The higher accounts payable balance was attributed to inventory purchases for our peak sales season in the second quarter of 2024.

Investing activities

Net cash used for investing activities in the first six months of 2025 primarily reflects capital expenditures of $27.7 million and the purchase of investments of $18.0 million.

Net cash used for investing activities in the first six months of 2024 primarily reflects capital expenditures of $36.3 million.

Financing activities

Net cash used for financing activities in the first six months of 2025 primarily relates to the repayment of $250.0 million of the remaining principal under the Term Loan Facility, share repurchases of $125.0 million and dividend payments of $82.4 million.

Net cash used for financing activities in the first six months of 2024 primarily relates to the repayment of $200.0 million term loans under the Senior Credit Facility, $37.5 million Term Loan Facility principal payments, dividend payments of $76.2 million and share repurchases of $50.0 million.

Free cash flow

In addition to measuring our cash flow generation or usage based upon operating, investing and financing classifications included in the Condensed Consolidated Statements of Cash Flows, we also measure our free cash flow. We have a long-term goal to consistently generate free cash flow that is equal to 100 percent conversion of net income. Free cash flow is a non-U.S. GAAP financial measure that we use to assess our cash flow performance. We believe free cash flow is an important measure of liquidity because it provides us and our investors a measurement of cash generated from operations that is available to pay dividends, repurchase shares and repay debt. In addition, free cash flow is used as a criterion to measure and pay compensation-based incentives. Our measure of free cash flow may not be comparable to similarly titled measures reported by other companies.

The following table is a reconciliation of free cash flow:

	Six months ended	
In millions	**June 30, 2025**	**June 30, 2024**
Net cash provided by operating activities of continuing operations	$ 567.7	$ 431.8
Capital expenditures of continuing operations	(27.7)	(36.3)
Proceeds from sale of property and equipment of continuing operations	0.1	—
Free cash flow from continuing operations	540.1	395.5
Net cash used for operating activities of discontinued operations	—	(0.2)
Free cash flow	$ 540.1	$ 395.3

Debt and capital

Pentair, Pentair Finance S.à r.l ("PFSA") and Pentair, Inc. are parties to a credit agreement (the "Senior Credit Facility"), with Pentair as guarantor and PFSA and Pentair, Inc. as borrowers, which was amended and restated in May 2025, providing for a $900.0 million senior unsecured revolving credit facility. The Senior Credit Facility has a maturity date of May 5, 2030. Borrowings under the Senior Credit Facility bear interest at a rate equal to an alternate base rate, adjusted term secured overnight financing rate, adjusted euro interbank offered rate, adjusted daily simple secured overnight financing rate or central bank rate, plus, in each case, an applicable margin. The applicable margin is based on, at PFSA's election, Pentair's leverage level or PFSA's public credit rating.

As of June 30, 2025, total availability under the Senior Credit Facility was $880.6 million. In addition, PFSA has the option to request to increase the revolving credit facility and/or to enter into one or more tranches of term loans in an aggregate amount of up to $450.0 million, subject to customary conditions, including the commitment of the participating lenders.

In addition, Pentair and PFSA are parties to a senior unsecured term loan facility (the "Term Loan Facility"), with PFSA, as borrower, Pentair, as guarantor, providing for an aggregate principal amount of $1.0 billion. The Term Loan Facility has a maturity date of July 28, 2027, with required quarterly installment payments of $6.3 million which began on the last day of the third quarter of 2023 and increased to $12.5 million on the last day of the third quarter of 2024. During 2024, PFSA repaid the remaining $162.5 million of quarterly installments on the Term Loan Facility, such that PFSA is not required to make any further quarterly installment payments. As of June 30, 2025, the remaining obligation of $575.0 million matures on July 28, 2027. The Term Loan Facility bears interest at a rate equal to an alternate base rate, adjusted term secured overnight financing rate, or adjusted daily simple secured overnight financing rate, plus, in each case, an applicable margin. The applicable margin is based on, at PFSA's election, Pentair's leverage level or PFSA's public credit rating.

Our debt agreements contain various financial covenants, but the most restrictive covenants are contained in the Senior Credit Facility and the Term Loan Facility. The Senior Credit Facility and the Term Loan Facility contain covenants requiring us not to permit (i) the ratio of our consolidated debt (net of our consolidated unrestricted cash and cash equivalents in excess of $5.0 million but not to exceed $250.0 million) to our consolidated net income (excluding, among other things, non-cash gains and losses) before interest, taxes, depreciation, amortization and non-cash share-based compensation expense ("EBITDA") on the last day of any period of four consecutive fiscal quarters (each, a "testing period") to exceed 3.75 to 1.00 (or, at PFSA's election and subject to certain conditions, 4.25 to 1.00 for four testing periods in connection with certain material acquisitions) (the "Leverage Ratio") and (ii) the ratio of our EBITDA to our consolidated interest expense, for the same period to be less than 3.00 to 1.00 as of the end of each fiscal quarter. For purposes of the Leverage Ratio, the Senior Credit Facility and the Term

Loan Facility provide for the calculation of EBITDA giving pro forma effect to certain acquisitions, divestitures and liquidations during the period to which such calculation relates.

In addition to the Senior Credit Facility and the Term Loan Facility, we have various other credit facilities with an aggregate availability of $20.9 million, of which there were no outstanding borrowings at June 30, 2025. Borrowings under these credit facilities bear interest at variable rates.

We have $19.3 million of senior notes maturing in the next twelve months. We classified this debt as long-term as of June 30, 2025 as we have the intent and ability to refinance such obligation on a long-term basis under the Senior Credit Facility.

As of June 30, 2025, we had $99.9 million of cash held in certain countries in which the ability to repatriate is limited due to local regulations or significant potential tax consequences.

Share repurchases
In December 2020, the Board of Directors authorized the repurchase of our ordinary shares up to a maximum dollar limit of $750.0 million. This authorization expires on December 31, 2025. During the six months ended June 30, 2025, we repurchased 1.3 million of our ordinary shares for $125.0 million. As of June 30, 2025, we had $325.0 million available for share repurchases under this authorization.

Dividends payable
On May 5, 2025, the Board of Directors declared a quarterly cash dividend of $0.25 per share, payable on August 1, 2025 to shareholders of record at the close of business on July 18, 2025. As a result, the balance of dividends payable included in *Other current liabilities* on our Condensed Consolidated Balance Sheets was $41.0 million at June 30, 2025, compared to $41.2 million at December 31, 2024.

We paid dividends in the first six months of 2025 of $82.4 million, or $0.50 per ordinary share compared with $76.2 million, or $0.46 per ordinary share, in the prior year period.

Under Irish law, the payment of future cash dividends and repurchases of shares may be paid only out of Pentair plc's "distributable reserves" on its statutory balance sheet. Pentair plc is not permitted to pay dividends out of share capital, which includes share premiums. Distributable reserves may be created through the earnings of the Irish parent company and through a reduction in share capital approved by the Irish High Court. Distributable reserves are not linked to a U.S. generally accepted accounting principles ("GAAP") reported amount (e.g., retained earnings). Our distributable reserve balance was $6.8 billion as of December 31, 2024.

Supplemental guarantor information
Pentair plc (the "Parent Company Guarantor"), fully and unconditionally, guarantees the senior notes of PFSA (the "Subsidiary Issuer"). The Subsidiary Issuer is a Luxembourg private limited liability company and 100 percent-owned subsidiary of the Parent Company Guarantor.

The Parent Company Guarantor is a holding company established to own directly and indirectly substantially all of its operating and other subsidiaries. The Subsidiary Issuer is a holding company formed to own directly and indirectly substantially all of its operating and other subsidiaries and to issue debt securities, including the senior notes. The Parent Company Guarantor's principal source of cash flow, including cash flow to make payments on the senior notes pursuant to the guarantees, is dividends from its subsidiaries. The Subsidiary Issuer's principal source of cash flow is interest income from its subsidiaries. None of the subsidiaries of the Parent Company Guarantor or the Subsidiary Issuer is under any direct obligation to pay or otherwise fund amounts due on the senior notes or the guarantees, whether in the form of dividends, distributions, loans or other payments. In addition, there may be statutory and regulatory limitations on the payment of dividends from certain subsidiaries of the Parent Company Guarantor or the Subsidiary Issuer. If such subsidiaries are unable to transfer funds to the Parent Company Guarantor or the Subsidiary Issuer and sufficient cash or liquidity is not otherwise available, the Parent Company Guarantor or the Subsidiary Issuer may not be able to make principal and interest payments on their outstanding debt, including the senior notes or the guarantees.

The following table presents summarized financial information as of June 30, 2025 and December 31, 2024 for the Parent Company Guarantor and Subsidiary Issuer on a combined basis after elimination of (i) intercompany transactions and balances among the Parent Company Guarantor and the Subsidiary Issuer and (ii) equity in earnings from and investments in any subsidiary that is a non-guarantor or issuer.

In millions	June 30, 2025	December 31, 2024
Current assets [(1)]	$ 1.9	$ 1.3
Noncurrent assets [(2)]	2,551.1	2,551.7
Current liabilities [(3)]	2,359.5	1,893.1
Noncurrent liabilities [(4)]	1,672.0	1,828.6

[(1)] No assets due from non-guarantor subsidiaries were included as of June 30, 2025 and December 31, 2024, respectively.

[(2)] Includes assets due from non-guarantor subsidiaries of $2,550.8 million and $2,547.3 million as of June 30, 2025 and December 31, 2024, respectively.

[(3)] Includes liabilities due to non-guarantor subsidiaries of $2,291.0 million and $1,843.0 million as of June 30, 2025 and December 31, 2024, respectively.

[(4)] Includes liabilities due to non-guarantor subsidiaries of $170.4 million and $151.5 million as of June 30, 2025 and December 31, 2024, respectively.

The Parent Company Guarantor and Subsidiary Issuer do not have material results of operations on a combined basis.

CRITICAL ACCOUNTING POLICIES

We have adopted various accounting policies to prepare the consolidated financial statements in accordance with GAAP. Certain of our accounting policies require the application of significant judgment by management in selecting the appropriate assumptions for calculating financial estimates. In our Annual Report on Form 10-K for the year ended December 31, 2024, we identified the critical accounting policies that affect our more significant estimates and assumptions used in preparing our consolidated financial statements. There have been no material changes to our critical accounting policies and estimates from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2024.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our market risk during the quarter ended June 30, 2025. For additional information refer to Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2024.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures designed to provide reasonable assurance as to the reliability of our published financial statements and other disclosures included in this report. Our management evaluated, with the participation of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the quarter ended June 30, 2025 pursuant to Rule 13a-15(b) of the Securities Exchange Act of 1934 (the “Exchange Act”). Based upon their evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective, at the reasonable assurance level, as of the end of the quarter ended June 30, 2025 to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms, and to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosures.

(b) Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the quarter ended June 30, 2025 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

During 2024, we began a multi-year implementation of our new global enterprise resource planning (“ERP”) system. Ultimately, this ERP system will modernize several of our existing operating and transactional financial systems. We believe this implementation will enhance our internal control over financial reporting due to improved operational functionality and further integration of related processes. As a result of this ERP implementation process, we have automated, modified or implemented certain internal controls as appropriate. We will continue to monitor our internal control over financial reporting for effectiveness throughout the remainder of this implementation.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We have been, and in the future may be, made parties to a number of actions filed, or have been, and in the future may be, given notice of potential claims relating to the conduct of our business, including those relating to commercial, regulatory or contractual disputes with suppliers, customers, authorities or parties to acquisitions and divestitures; intellectual property matters; environmental, asbestos, safety and health matters; product liability; the use or installation of our products; consumer matters; and employment and labor matters.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors previously disclosed in Item 1A. of our Annual Report on Form 10-K for the year ended December 31, 2024.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information with respect to purchases we made of our ordinary shares during the second quarter of 2025:

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Dollar value of shares that may yet be purchased under the plans or programs
April 1 - April 26	60,801	$ 90.21	—	$ 400,002,380
April 27 - May 24	1,132	95.99	—	400,002,380
May 25 - June 30	758,428	99.01	757,512	325,002,438
Total	820,361		757,512	

(a) The purchases in this column include 60,801 shares for the period April 1 - April 26, 1,132 shares for the period April 27 - May 24 and 916 shares for the period May 25 - June 30 deemed surrendered to us by participants in our equity incentive plans to satisfy the exercise price or withholding of tax obligations related to the exercise of stock options and vesting of restricted and performance shares.

(b) The average price paid in this column includes shares deemed surrendered to us by participants in our equity incentive plans to satisfy the exercise price for the exercise price of stock options and withholding tax obligations due upon stock option exercises and vesting of restricted and performance shares.

(c) The number of shares in this column represents the number of shares repurchased as part of our publicly announced plans to repurchase our ordinary shares up to the maximum dollar limit authorized by the Board of Directors, discussed below.

(d) In December 2020, the Board of Directors authorized the repurchase of our ordinary shares up to a maximum dollar limit of $750.0 million. This authorization expires on December 31, 2025. As of June 30, 2025, we had $325.0 million remaining availability for repurchases under this authorization. From time to time, we may enter into a Rule 10b5-1 trading plan for the purpose of repurchasing shares under this authorization.

ITEM 5. OTHER INFORMATION

(c) During the second quarter of 2025, none of our directors or Section 16 officers adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement” (as each term is defined in Item 408(a) of Regulation S-K).

ITEM 6. EXHIBITS

The exhibits listed in the following Exhibit Index are filed as part of this Quarterly Report on Form 10-Q.

Exhibit Index to Form 10-Q for the Period Ended June 30, 2025

4.1	Second Amended and Restated Credit Agreement, dated as of May 5, 2025, among Pentair plc, Pentair Finance S.à r.l., Pentair, Inc. and the lenders and agents party thereto. (Incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Pentair plc dated May 5, 2025 (File No. 001-11625)).
22	List of Guarantors and Subsidiary Issuers of Guaranteed Securities. (Incorporated by reference to Exhibit 22 to the Quarterly Report on Form 10-Q of Pentair plc for the quarter ended September 30, 2022 (File No. 001-11625)).
31.1	Certification of Chief Executive Officer.
31.2	Certification of Chief Financial Officer.
32.1	Certification of Chief Executive Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from Pentair plc's Quarterly Report on Form 10-Q for the quarter ended June 30, 2025 are filed herewith, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Operations and Comprehensive Income for the three and six months ended June 30, 2025 and 2024, (ii) the Condensed Consolidated Balance Sheets as of June 30, 2025 and December 31, 2024, (iii) the Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2025 and 2024, (iv) the Condensed Consolidated Statements of Changes in Equity for the three and six months ended June 30, 2025 and 2024, (v) Notes to Condensed Consolidated Financial Statements, and (vi) the information included in Part II, Item 5(c). The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on July 22, 2025.

Pentair plc
Registrant

By /s/ Robert P. Fishman
Robert P. Fishman
Executive Vice President and Chief Financial Officer

By /s/ Jennifer M. Hensley
Jennifer M. Hensley
Senior Vice President, Chief Accounting Officer and Controller

Exhibit 31.1

Certification

I, John L. Stauch, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Pentair plc;

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: July 22, 2025

/s/ John L. Stauch

John L. Stauch
President and Chief Executive Officer

Exhibit 31.2

Certification

I, Robert P. Fishman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Pentair plc;

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: July 22, 2025

/s/ Robert P. Fishman

Robert P. Fishman
Executive Vice President and Chief Financial Officer

Exhibit 32.1

Certification of CEO Pursuant To
18 U.S.C. Section 1350,
As Adopted Pursuant To
Section 906 Of The Sarbanes-Oxley Act Of 2002

In connection with the Quarterly Report of Pentair plc (the “Company”) on Form 10-Q for the period ended June 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, John L. Stauch, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

(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 result of operations of the Company.

Date: July 22, 2025

/s/ John L. Stauch

John L. Stauch
President and Chief Executive Officer

Exhibit 32.2

Certification of CFO Pursuant To
18 U.S.C. Section 1350,
As Adopted Pursuant To
Section 906 Of The Sarbanes-Oxley Act Of 2002

In connection with the Quarterly Report of Pentair plc (the “Company”) on Form 10-Q for the period ended June 30, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Robert P. Fishman, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that based on my knowledge:

(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 result of operations of the Company.

Date: July 22, 2025

/s/ Robert P. Fishman

Robert P. Fishman
Executive Vice President and Chief Financial Officer