

ACUITY INC. (DE)

FORM 10-Q (Quarterly Report)

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Address	1170 PEACHTREE STREET NE SUITE 1200 ATLANTA, GA, 30309
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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

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

For the quarterly period ended February 28, 2026.

OR

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

For the transition period from to .

Commission file number 001-16583.

ACUITY INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

58-2632672

(I.R.S. Employer
Identification No.)

1170 Peachtree Street, N.E., Suite 1200, Atlanta, Georgia 30309

(Address of principal executive offices) (Zip Code)

(404) 853-1400

(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value per share	AYI	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 the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock, \$0.01 par value — 30,315,168 shares as of March 31, 2026.

ACUITY INC.
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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

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

	February 28, 2026 (unaudited)	August 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 272.5	\$ 422.5
Accounts receivable, less reserve for doubtful accounts of \$6.3 and \$4.3, respectively	579.0	593.9
Inventories	515.2	526.7
Prepayments and other current assets	138.5	108.4
Total current assets	1,505.2	1,651.5
Property, plant, and equipment, net	350.3	343.2
Operating lease right-of-use assets	101.9	97.4
Goodwill	1,497.4	1,495.5
Intangible assets, net	1,056.4	1,099.0
Deferred income taxes	3.2	23.4
Other long-term assets	44.1	45.2
Total assets	\$ 4,558.5	\$ 4,755.2
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 354.6	\$ 454.5
Current operating lease liabilities	26.3	23.3
Accrued compensation	106.2	110.0
Other current liabilities	241.0	258.0
Total current liabilities	728.1	845.8
Long-term debt	697.1	896.8
Long-term operating lease liabilities	84.8	84.3
Accrued pension liabilities	39.9	39.2
Deferred income taxes	27.2	24.9
Other long-term liabilities	140.6	139.3
Total liabilities	1,717.7	2,030.3
Commitments and contingencies (see <i>Commitments and Contingencies</i> footnote)		
Stockholders' equity:		
Preferred stock, \$0.01 par value per share; 50.0 shares authorized; none issued	—	—
Common stock, \$0.01 par value per share; 500.0 shares authorized; 55.0 and 54.9 shares issued, respectively	0.6	0.5
Paid-in capital	1,164.5	1,164.7
Retained earnings	4,491.5	4,285.8
Accumulated other comprehensive loss	(60.7)	(76.5)
Treasury stock, at cost, of 24.5 and 24.2 shares, respectively	(2,755.1)	(2,649.6)
Total stockholders' equity	2,840.8	2,724.9
Total liabilities and stockholders' equity	\$ 4,558.5	\$ 4,755.2

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

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

	Three Months Ended		Six Months Ended	
	February 28, 2026	February 28, 2025	February 28, 2026	February 28, 2025
Net sales	\$ 1,055.7	\$ 1,006.3	\$ 2,199.4	\$ 1,957.9
Cost of products sold	535.3	538.3	1,125.2	1,040.6
Gross profit	520.4	468.0	1,074.2	917.3
Selling, distribution, and administrative expenses	381.5	357.8	774.9	673.8
Special charges	5.9	—	5.9	—
Operating profit	133.0	110.2	293.4	243.5
Other expense (income):				
Interest expense, net	7.0	6.9	15.4	2.9
Miscellaneous expense, net	3.1	1.0	2.5	3.5
Total other expense	10.1	7.9	17.9	6.4
Income before income taxes	122.9	102.3	275.5	237.1
Income tax expense	26.1	24.8	58.2	52.9
Net income	\$ 96.8	\$ 77.5	\$ 217.3	\$ 184.2
Earnings per share ⁽¹⁾ :				
Basic earnings per share	\$ 3.16	\$ 2.50	\$ 7.09	\$ 5.95
Basic weighted average number of shares outstanding	30.630	30.999	30.660	30.957
Diluted earnings per share	\$ 3.09	\$ 2.45	\$ 6.91	\$ 5.80
Diluted weighted average number of shares outstanding	31.362	31.700	31.454	31.742
Dividends declared per share	\$ 0.20	\$ 0.17	\$ 0.37	\$ 0.32
Comprehensive income:				
Net income	\$ 96.8	\$ 77.5	\$ 217.3	\$ 184.2
Other comprehensive income (loss) items:				
Foreign currency translation adjustments	20.4	(11.7)	15.3	(29.0)
Defined benefit plans, net of tax	0.3	0.5	0.5	1.0
Other comprehensive income (loss) items, net of tax	20.7	(11.2)	15.8	(28.0)
Comprehensive income	\$ 117.5	\$ 66.3	\$ 233.1	\$ 156.2

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

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

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

	Six Months Ended	
	February 28, 2026	February 28, 2025
Cash flows from operating activities:		
Net income	\$ 217.3	\$ 184.2
Adjustments to reconcile net income to cash flows from operating activities:		
Depreciation and amortization	77.1	52.1
Share-based payment expense	25.6	23.5
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	15.9	36.0
Inventories	11.3	7.6
Prepayments and other current assets	(23.8)	(26.4)
Accounts payable	(94.2)	(11.0)
Other operating activities	0.7	(74.4)
Net cash provided by operating activities	229.9	191.6
Cash flows from investing activities:		
Purchases of property, plant, and equipment	(41.8)	(28.6)
Acquisition of business, net of cash acquired	—	(1,165.0)
Other investing activities	(0.8)	3.2
Net cash used for investing activities	(42.6)	(1,190.4)
Cash flows from financing activities:		
Borrowings from term loan	—	600.0
Repayments of term loan borrowings	(200.0)	—
Repurchases of common stock	(103.0)	(22.6)
Proceeds from stock option exercises and other	2.3	17.0
Payments of taxes withheld on net settlement of equity awards	(28.1)	(23.6)
Dividends paid	(11.6)	(10.0)
Other financing activities	(1.6)	(1.1)
Net cash (used for) provided by financing activities	(342.0)	559.7
Effect of exchange rate changes on cash and cash equivalents	4.7	(8.8)
Net change in cash and cash equivalents	(150.0)	(447.9)
Cash and cash equivalents at beginning of period	422.5	845.8
Cash and cash equivalents at end of period	\$ 272.5	\$ 397.9
Supplemental cash flow information:		
Income taxes paid during the period	\$ 31.2	\$ 87.1
Interest paid during the period	\$ 25.9	\$ 20.4

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

ACUITY INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 1 — Description of Business and Basis of Presentation

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

Acuity Brands Lighting Segment

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

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

Acuity Intelligent Spaces Segment

At AIS, through Atrius®, Distech Controls®, and QSC®, we have unique and disruptive technologies that are driving productivity for people experiencing spaces and for the people providing those spaces. We do this through edge-with-cloud network effects, data-driven growth, a global operating model and end-customer focus.

Atrius makes data in a space accessible, usable, and actionable. Our data platform and cloud applications for building performance and spatial intelligence aim to maximize occupant and owner experiences. Our Distech Controls intelligent Building Management Systems (“BMS”) provide management of a space through controls, sensors, and software. Our open technology includes products for heating, ventilation, and air conditioning (“HVAC”), refrigeration, lighting, shades, and building access that prioritize end-user outcomes. Q-SYS, our full-stack audio, video, and control platform, unifies data, devices, and a cloud-first architecture to deliver real-time action, experiences, and insights. QSC Audio includes audio technology that enhances experiences for live entertainers and sound reinforcement professionals.

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

Basis of Presentation

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

These unaudited interim consolidated financial statements reflect all normal and recurring adjustments that are, in the opinion of management, necessary to present fairly our consolidated financial position as of February 28, 2026, our consolidated comprehensive income for the three and six months ended February 28, 2026 and February 28,

ACUITY INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

2025, and our consolidated cash flows for the six months ended February 28, 2026 and February 28, 2025. Certain information and footnote disclosures normally included in our annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. However, we believe that the disclosures included herein are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the audited consolidated financial statements as of and for the three years in the period ended August 31, 2025 and notes thereto included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (the “SEC”) on October 27, 2025 (“Form 10-K”).

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

Note 2 — Significant Accounting Policies

Use of Estimates

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

Reclassifications

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

Note 3 — Acquisitions

QSC, LLC

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

We accounted for the acquisition of QSC in accordance with Accounting Standards Codification (“ASC”) Topic 805, *Business Combinations* (“ASC 805”). We recorded acquired assets and liabilities at their acquisition date fair values. We finalized the purchase accounting for QSC during the second quarter of fiscal 2026. No measurement period adjustments were recorded during the three and six months ended February 28, 2026.

Acquisition-related professional fees of \$23.8 million were expensed as incurred in fiscal 2025, of which \$14.1 million and \$18.7 million were incurred during the three and six months ended February 28, 2025, respectively. These costs were recorded in *Selling, distribution, and administrative expenses* on the *Consolidated Statements of Comprehensive Income* and were reflected in our unallocated corporate amounts.

ACUITY INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

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

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

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

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

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

Assets and liabilities for QSC have been reflected in the *Consolidated Balance Sheets* since the acquisition date. The goodwill is recorded in the AIS segment, and it is primarily comprised of benefits related to the expansion of AIS' technology and audio, video, and control solution product portfolios. Approximately \$350.0 million of the goodwill is deductible for tax purposes.

The operating results of QSC have been included in our consolidated financial statements since the date of acquisition. The following table provides the amount of QSC net sales and net income included within our consolidated financial statements for fiscal 2025 since the acquisition date (in millions):

	February 28, 2025	
	Three Months Ended	Six Months Ended
Net sales	\$ 95.1	\$ 95.1
Net income ⁽¹⁾	(1.7)	(1.7)

⁽¹⁾Net income includes pre-tax nonrecurring acquisition date fair value adjustments to inventory of \$10.4 million and amortization of acquired intangible assets of \$7.8 million for the three and six months ended February 28, 2025.

ACUITY INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

We have included unaudited pro forma financial information for fiscal 2025 to show the impacts of the QSC acquisition to our consolidated results assuming the acquisition closed as of the first day of fiscal 2024. The unaudited pro forma information is not necessarily indicative of our results of operations had the acquisition been completed on this date, neither is it necessarily indicative of our future results. Amounts in the table below combine our previously reported results with QSC's results for the corresponding periods as well as adjustments for purchase accounting, accounting policy alignments, changes to our capital structure, including additional interest expense associated with borrowings to fund the acquisition, and other nonrecurring items that were incurred in connection with the acquisition, assuming they occurred as of September 1, 2023 (in millions):

	<u>Quarter-to-Date</u>	<u>Year-to-Date</u>
	<u>February 28, 2025</u>	<u>February 28, 2025</u>
Revenue	\$ 1,059.4	\$ 2,158.6
Net income	98.2	208.8

Note 4 — New Accounting Pronouncements

Accounting Standards Yet to Be Adopted

Accounting Standards Update (“ASU”) 2025-06, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software (“ASU 2025-06”)

In September 2025, the Financial Accounting Standards Board (“FASB”) issued ASU 2025-06, which modernizes the accounting for internal-use software costs by aligning the guidance with incremental and iterative software development methods used today. The amendment removes all references to development stages and requires capitalization of software costs to begin once management approves funds for the project and it is probable the software will be completed and used as intended. The amendment may be applied prospectively, retrospectively, or using a modified prospective approach, and early adoption is permitted. ASU 2025-06 is effective for fiscal years beginning after December 15, 2027, or our fiscal 2029. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.

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

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

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

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

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

ACUITY INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 5 — Fair Value Measurements

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

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

Financial Instruments Recorded at Fair Value

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

	February 28, 2026				August 31, 2025			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 272.5	\$ —	\$ —	\$ 272.5	\$ 422.5	\$ —	\$ —	\$ 422.5
Assets in fair value hierarchy	272.5	—	—	272.5	422.5	—	—	422.5
Other investments ⁽¹⁾				6.1				5.1
Total assets at fair value	\$ 272.5	\$ —	\$ —	\$ 278.6	\$ 422.5	\$ —	\$ —	\$ 427.6

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

Disclosures of Fair Value of Financial Instruments

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

Fair value for our senior unsecured public notes is estimated based on discounted future cash flows using rates currently available for debt of similar terms and maturity (Level 2). Our senior unsecured public notes are carried at the outstanding balance, net of unamortized bond discount and deferred costs, as of the end of the reporting period. The estimated fair value of our senior unsecured public notes was \$454.9 million and \$446.7 million as of February 28, 2026 and August 31, 2025, respectively.

We had \$200.0 million and \$400.0 million of borrowings outstanding under our Term Loan Facility (as defined herein) as of February 28, 2026 and August 31, 2025, respectively. Such borrowings are variable-rate instruments that reset on a frequent short-term basis; therefore, we estimate that any outstanding carrying values of these instruments, which are equal to their face amounts, approximate their fair values. See *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* for further details on our outstanding borrowings.

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

ACUITY INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

and other risks, the fair values of all assets and liabilities should be taken into consideration, not only those presented above.

Note 6 — Inventories

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

	February 28, 2026	August 31, 2025
Raw materials, supplies, and work in process ⁽¹⁾	\$ 262.0	\$ 246.8
Finished goods	285.2	306.7
Inventories excluding reserves	547.2	553.5
Less: Reserves	(32.0)	(26.8)
Total inventories	\$ 515.2	\$ 526.7

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

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

Note 7 — Property, Plant, and Equipment

Property, plant, and equipment consist of the following as of the dates presented (in millions):

	February 28, 2026	August 31, 2025
Land	\$ 22.6	\$ 22.2
Buildings and leasehold improvements	242.6	235.3
Machinery, equipment, and information technology	871.5	839.4
Total property, plant, and equipment, at cost	1,136.7	1,096.9
Less: Accumulated depreciation and amortization	(786.4)	(753.7)
Property, plant, and equipment, net	\$ 350.3	\$ 343.2

In the third quarter of fiscal 2025, one of our assets, with a carrying value of \$5.5 million, met the criteria to be classified as held for sale. This asset is reflected within *Prepayments and other current assets* on our *Consolidated Balance Sheets*. It is expected to be sold within one year.

Note 8 — Goodwill and Intangible Assets

Through multiple acquisitions, we acquired definite-lived intangible assets consisting primarily of customer relationships, developed technology and patents, distribution networks, and trademarks and trade names associated with specific products, which are amortized over their estimated useful lives. Indefinite-lived intangible assets consist of trade names that are expected to generate cash flows indefinitely.

We recorded amortization expense for definite-lived intangible assets of \$24.0 million and \$16.8 million during the three months ended February 28, 2026 and February 28, 2025, respectively and \$47.4 million and \$25.5 million during the six months ended February 28, 2026 and February 28, 2025, respectively.

ACUITY INC.
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The following table summarizes the changes in the carrying amount of goodwill by segment during the periods presented (in millions):

	ABL	AIS	Total
Balance at August 31, 2025	\$ 1,016.0	\$ 479.5	\$ 1,495.5
Foreign currency translation adjustments	1.2	0.7	1.9
Balance at February 28, 2026	<u>\$ 1,017.2</u>	<u>\$ 480.2</u>	<u>\$ 1,497.4</u>
	ABL	AIS	Total
Balance at August 31, 2024	\$ 1,015.1	\$ 83.6	\$ 1,098.7
Provisional amounts from acquired businesses	—	363.5	363.5
Foreign currency translation adjustments	(8.2)	(3.7)	(11.9)
Balance at February 28, 2025	<u>\$ 1,006.9</u>	<u>\$ 443.4</u>	<u>\$ 1,450.3</u>

Further discussion of goodwill and intangible assets is included within the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

Note 9 — Other Current Liabilities

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

	February 28, 2026	August 31, 2025
Customer incentive programs ⁽¹⁾	\$ 33.1	\$ 46.5
Refunds to customers ⁽¹⁾	31.9	31.7
Current deferred revenues ⁽¹⁾	23.3	21.4
Sales commissions	30.3	30.8
Freight costs	21.3	13.3
Product warranty costs ⁽²⁾	27.0	29.4
Tax-related items ⁽³⁾	21.6	25.3
Interest on debt ⁽⁴⁾	3.1	3.8
Other	49.4	55.8
Total other current liabilities	<u>\$ 241.0</u>	<u>\$ 258.0</u>

⁽¹⁾ Refer to the *Revenue Recognition* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K for additional information.

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

⁽³⁾ Includes accruals for income, property, sales and use, and value-added taxes.

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

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Note 10 — Debt and Lines of Credit***Unsecured Notes***

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

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

Lines of Credit

On June 30, 2022, we entered into a credit agreement (the “Credit Agreement”) with a syndicate of banks that provides us with a \$600.0 million five-year unsecured revolving credit facility (the “Revolving Credit Facility”) with the ability to request an additional \$400.0 million of borrowing capacity. We had no short-term borrowings outstanding under the Revolving Credit Facility at February 28, 2026 and August 31, 2025.

On November 25, 2024, we entered into an amendment to the Credit Agreement that, among other things, provided for a delayed draw term loan facility of up to \$600.0 million (the “Term Loan Facility”), which could be drawn in a single borrowing at any time, subject to certain conditions. In connection with the acquisition of QSC, we incurred an aggregate \$600.0 million in indebtedness under the Term Loan Facility. In fiscal 2025, we voluntarily repaid \$200.0 million of the outstanding obligation. In the first six months of fiscal 2026, we voluntarily repaid an additional \$200.0 million of the outstanding obligation. We had borrowings outstanding under the Term Loan Facility of \$200.0 million and \$400.0 million at February 28, 2026 and August 31, 2025, respectively.

The Term Loan Facility will mature on June 30, 2027, which is the maturity date of the revolving loans and commitments under the existing Credit Agreement. Borrowings under the Term Loan Facility bear interest at an adjusted term Secured Overnight Financing Rate (“SOFR”), adjusted daily simple SOFR rate, or base rate, at the Company’s option, plus an applicable margin. The applicable margin is based on, at our option, the Company’s leverage ratio or ratings level, each as defined in the Credit Agreement, and ranges from 0.875% to 1.375% (for SOFR-based loans) and from 0.0% to 0.375% (for base rate loans).

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

We were in compliance with all financial covenants under the Credit Agreement as of the periods presented. At February 28, 2026, we had additional borrowing capacity under the Credit Agreement of \$593.4 million under the most restrictive covenant in effect at the time, which represents the full amount of the Revolving Credit Facility less outstanding letters of credit of \$6.6 million issued under the Revolving Credit Facility, primarily for securing collateral requirements under our casualty insurance policies.

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

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Note 11 — Commitments and Contingencies

In the normal course of business, we are subject to the effects of certain contractual stipulations, events, transactions, and laws and regulations that may, at times, require the recognition of liabilities, such as those related to self-insurance estimated liabilities and claims, legal and contractual issues, environmental laws and regulations, guarantees, and indemnities. We establish estimated liabilities when the associated costs related to uncertainties or guarantees become probable and can be reasonably estimated. For the period ended February 28, 2026, no material changes have occurred in our estimated liabilities for self-insurance, litigation, environmental matters, guarantees, and indemnities, or relevant events and circumstances, from those disclosed in the *Commitments and Contingencies* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

Product Warranty Costs

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

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

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

	Six Months Ended	
	February 28, 2026	February 28, 2025
Beginning balance	\$ 44.1	\$ 37.5
Product warranty costs	16.3	14.1
Payments and other deductions	(19.7)	(19.9)
Acquired warranty liabilities	—	7.8
Ending balance	<u>\$ 40.7</u>	<u>\$ 39.5</u>

Litigation

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

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Note 12 — Changes in Stockholders' Equity

The following tables summarize changes in the components of stockholders' equity for the periods presented (in millions):

	Common Stock Outstanding		Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock, at cost	Total
	Shares ⁽¹⁾	Amount					
Balance, August 31, 2025	30.7	\$ 0.5	\$ 1,164.7	\$ 4,285.8	\$ (76.5)	\$ (2,649.6)	\$ 2,724.9
Net income	—	—	—	120.5	—	—	120.5
Other comprehensive loss	—	—	—	—	(4.9)	—	(4.9)
Share-based payment amortization, issuances, and cancellations	0.1	0.1	(15.1)	—	—	—	(15.0)
Stock options exercised and other	— *	—	1.4	—	—	—	1.4
Cash dividends of \$0.17 per share paid on common stock	—	—	—	(5.3)	—	—	(5.3)
Repurchases of common stock	(0.1)	—	—	—	—	(27.6)	(27.6)
Balance, November 30, 2025	30.7	0.6	1,151.0	4,401.0	(81.4)	(2,677.2)	2,794.0
Net income	—	—	—	96.8	—	—	96.8
Other comprehensive income	—	—	—	—	20.7	—	20.7
Share-based payment amortization, issuances, and cancellations	— *	—	12.6	—	—	—	12.6
Stock options exercised and other	— *	—	0.9	—	—	—	0.9
Cash dividends of \$0.20 per share paid on common stock	—	—	—	(6.3)	—	—	(6.3)
Repurchases of common stock	(0.2)	—	—	—	—	(77.9)	(77.9)
Balance, February 28, 2026	30.5	\$ 0.6	\$ 1,164.5	\$ 4,491.5	\$ (60.7)	\$ (2,755.1)	\$ 2,840.8

⁽¹⁾ Share activity and balances above are calculated using rounded numbers.

* Represents shares of less than 0.1 million.

	Common Stock Outstanding		Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock, at cost	Total
	Shares ⁽¹⁾	Amount					
Balance, August 31, 2024	30.8	\$ 0.5	\$ 1,115.9	\$ 3,909.8	\$ (114.9)	\$ (2,532.5)	\$ 2,378.8
Net income	—	—	—	106.7	—	—	106.7
Other comprehensive loss	—	—	—	—	(16.8)	—	(16.8)
Share-based payment amortization, issuances, and cancellations	0.1	—	(11.0)	—	—	—	(11.0)
Stock options exercised and other	0.1	—	15.6	—	—	—	15.6
Cash dividends of \$0.15 per share paid on common stock	—	—	—	(4.5)	—	—	(4.5)
Repurchases of common stock	— *	—	—	—	—	(5.4)	(5.4)
Balance, November 30, 2024	31.0	0.5	1,120.5	4,012.0	(131.7)	(2,537.9)	2,463.4
Net income	—	—	—	77.5	—	—	77.5
Other comprehensive loss	—	—	—	—	(11.2)	—	(11.2)
Share-based payment amortization, issuances, and cancellations	— *	—	10.9	—	—	—	10.9
Stock options exercised and other	— *	—	1.4	—	—	—	1.4
Cash dividends of \$0.17 per share paid on common stock	—	—	—	(5.5)	—	—	(5.5)
Repurchases of common stock	— *	—	—	—	—	(16.1)	(16.1)
Balance, February 28, 2025	31.0	\$ 0.5	\$ 1,132.8	\$ 4,084.0	\$ (142.9)	\$ (2,554.0)	\$ 2,520.4

⁽¹⁾ Share activity and balances above are calculated using rounded numbers.

* Represents shares of less than 0.1 million.

ACUITY INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

Note 13 — Revenue

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

Further details regarding revenue recognition are included within the *Revenue Recognition* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

Contract Balances

Our rights related to collections from customers are unconditional and are reflected within *Accounts receivable* on the *Consolidated Balance Sheets* at net realizable value. Further details regarding our method for developing our estimate of expected credit losses over the contractual term of our receivables are included within the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

We do not have any other significant contract assets. Contract liabilities arise when we receive cash or an unconditional right to collect cash prior to the transfer of control of goods or services.

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

	February 28, 2026		August 31, 2025
Current deferred revenues	\$ 23.3	\$	21.4
Non-current deferred revenues	34.1		38.0

Current deferred revenues primarily consist of upfront fees collected for service-type warranties, time-bound software licenses, software as a service arrangements, and professional fees and are included within *Other current liabilities* on the *Consolidated Balance Sheets*. These services are expected to be performed within one year. Revenue recognized from beginning balances of contract liabilities during the six months ended February 28, 2026 totaled \$13.7 million.

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

Unsatisfied performance obligations that do not represent contract liabilities are expected to be satisfied within one year from February 28, 2026 and consist primarily of orders for physical goods that have not yet been shipped.

ACUITY INC.
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Disaggregated Revenues

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

	Three Months Ended		Six Months Ended	
	February 28, 2026	February 28, 2025	February 28, 2026	February 28, 2025
ABL:				
Independent sales network	\$ 616.7	\$ 615.2	\$ 1,283.0	\$ 1,259.1
Direct sales network	70.6	97.4	161.0	204.6
Retail sales	40.3	41.0	87.1	85.9
Corporate accounts	40.7	35.6	80.6	68.3
OEM and other	49.1	51.4	100.8	108.7
Total ABL	817.4	840.6	1,712.5	1,726.6
AIS	248.1	171.5	505.5	245.0
Eliminations	(9.8)	(5.8)	(18.6)	(13.7)
Total	\$ 1,055.7	\$ 1,006.3	\$ 2,199.4	\$ 1,957.9

Note 14 — Share-based Payments

We account for share-based payments through the measurement and recognition of compensation expense for share-based payment awards made to employees and directors over the related requisite service period, including restricted stock, performance stock units, and stock options (all part of our equity incentive plan), as well as stock units representing certain deferrals into our director deferred compensation plan or our supplemental deferred savings plan.

The following table presents share-based payment expense for the periods presented (in millions):

	Three Months Ended		Six Months Ended	
	February 28, 2026	February 28, 2025	February 28, 2026	February 28, 2025
Share-based payment expense	\$ 13.1	\$ 11.4	\$ 25.6	\$ 23.5

Further details regarding our share-based payments are included within the *Share-based Payments* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

Note 15 — Pension Plans

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

ACUITY INC.
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Service cost of net periodic pension cost is allocated between *Cost of products sold* and *Selling, distribution, and administrative expenses* in the *Consolidated Statements of Comprehensive Income* based on the function of the employee's services. All other components of net periodic pension cost are included within *Miscellaneous expense, net* in the *Consolidated Statements of Comprehensive Income*. Net periodic pension cost included the following components before tax for the periods presented (in millions):

	Three Months Ended		Six Months Ended	
	February 28, 2026	February 28, 2025	February 28, 2026	February 28, 2025
Service cost	\$ 1.0	\$ 1.3	\$ 2.1	\$ 2.7
Administrative cost	0.1	—	0.1	—
Interest cost	1.3	2.4	2.5	4.8
Expected return on plan assets	(0.8)	(2.1)	(1.5)	(4.2)
Recognized actuarial loss	0.4	0.6	0.8	1.3
Net periodic pension cost	<u>\$ 2.0</u>	<u>\$ 2.2</u>	<u>\$ 4.0</u>	<u>\$ 4.6</u>

Further details regarding our pension plans are included within the *Pension and Defined Contribution Plans* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

Note 16 — Special Charges

During the second fiscal quarter of 2026, we recognized pre-tax special charges consisting of employee severance costs of \$5.9 million related to productivity improvements in our ABL segment. These charges primarily related to labor cost reductions. We recognized no special charges during the three and six months ended February 28, 2025.

As of February 28, 2026, remaining accruals related to special charges totaled \$4.9 million and are included in *Accrued compensation* in the *Consolidated Balance Sheets*. These amounts related to unpaid severance and employee-related costs from our second quarter fiscal 2026 actions.

Note 17 — Other Expense

The following table summarizes the components of *Other expense (income), net* for the periods presented (in millions):

	Three Months Ended		Six Months Ended	
	February 28, 2026	February 28, 2025	February 28, 2026	February 28, 2025
Interest expense (income), net:				
Interest expense	\$ 8.7	\$ 11.7	\$ 19.2	\$ 17.8
Interest income	(1.7)	(4.8)	(3.8)	(14.9)
Interest expense, net	7.0	6.9	15.4	2.9
Miscellaneous (income) expense, net:				
Non-service components of net periodic pension cost	1.0	0.9	1.9	1.9
Foreign currency transaction losses (gains)	1.6	(0.2)	0.9	(0.1)
Other items	0.5	0.3	(0.3)	1.7
Miscellaneous expense, net	<u>3.1</u>	<u>1.0</u>	<u>2.5</u>	<u>3.5</u>
Other expense, net	<u>\$ 10.1</u>	<u>\$ 7.9</u>	<u>\$ 17.9</u>	<u>\$ 6.4</u>

ACUITY INC.
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Note 18 — Earnings Per Share

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

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

	Three Months Ended		Six Months Ended	
	February 28, 2026	February 28, 2025	February 28, 2026	February 28, 2025
Net income	\$ 96.8	\$ 77.5	\$ 217.3	\$ 184.2
Basic weighted average shares outstanding	30.630	30.999	30.660	30.957
Common stock equivalents	0.732	0.701	0.794	0.785
Diluted weighted average shares outstanding	31.362	31.700	31.454	31.742
Basic earnings per share ⁽¹⁾	\$ 3.16	\$ 2.50	\$ 7.09	\$ 5.95
Diluted earnings per share ⁽¹⁾	\$ 3.09	\$ 2.45	\$ 6.91	\$ 5.80

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

Stock options, performance stock awards, and restricted stock awards that were excluded from the diluted earnings per share calculation as the effect of inclusion would have been antidilutive were immaterial for the three and six months ended February 28, 2026 and February 28, 2025.

Further discussion of our share-based payment awards is included within the *Common Stock and Related Matters* and *Share-based Payments* footnotes of the *Notes to Consolidated Financial Statements* within our Form 10-K.

Note 19 — Comprehensive Income

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

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

	Foreign Currency Items	Defined Benefit Pension Plans	Accumulated Other Comprehensive Loss Items
Balance at August 31, 2025	\$ (60.1)	\$ (16.4)	\$ (76.5)
Other comprehensive income before reclassifications	15.3	—	15.3
Amounts reclassified from accumulated other comprehensive loss ⁽¹⁾	—	0.5	0.5
Net current period other comprehensive income	15.3	0.5	15.8
Balance at February 28, 2026	<u>\$ (44.8)</u>	<u>\$ (15.9)</u>	<u>\$ (60.7)</u>

	Foreign Currency Items	Defined Benefit Pension Plans	Accumulated Other Comprehensive Loss Items
Balance at August 31, 2024	\$ (70.9)	\$ (44.0)	\$ (114.9)
Other comprehensive loss before reclassifications	(29.0)	—	(29.0)
Amounts reclassified from accumulated other comprehensive loss ⁽¹⁾	—	1.0	1.0
Net current period other comprehensive (loss) income	(29.0)	1.0	(28.0)
Balance at February 28, 2025	<u>\$ (99.9)</u>	<u>\$ (43.0)</u>	<u>\$ (142.9)</u>

⁽¹⁾ The before tax amounts of the defined benefit pension plan items are included in net periodic pension cost. See the *Pension and Defined Contribution Plans* footnote of the *Notes to Consolidated Financial Statements* for additional details.

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

	Three Months Ended					
	February 28, 2026			February 28, 2025		
	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount
Foreign currency translation adjustments	\$ 20.4	\$ —	\$ 20.4	\$ (11.7)	\$ —	\$ (11.7)
Actuarial losses on defined benefit pension plans	0.4	(0.1)	0.3	0.6	(0.1)	0.5
Other comprehensive income (loss)	<u>\$ 20.8</u>	<u>\$ (0.1)</u>	<u>\$ 20.7</u>	<u>\$ (11.1)</u>	<u>\$ (0.1)</u>	<u>\$ (11.2)</u>

	Six Months Ended					
	February 28, 2026			February 28, 2025		
	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount
Foreign currency translation adjustments	\$ 15.3	\$ —	\$ 15.3	\$ (29.0)	\$ —	\$ (29.0)
Actuarial losses on defined benefit pension plans	0.8	(0.3)	0.5	1.3	(0.3)	1.0
Other comprehensive income (loss)	<u>\$ 16.1</u>	<u>\$ (0.3)</u>	<u>\$ 15.8</u>	<u>\$ (27.7)</u>	<u>\$ (0.3)</u>	<u>\$ (28.0)</u>

Note 20 — Segment Information

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

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

ACUITY INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

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

The accounting policies of our reportable segments are the same as those described in the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K. Corporate expenses that are primarily administrative in function and benefit the Company on an entity-wide basis are not allocated to segments. These include expenses related to governance, policy setting, compliance, and certain other shared services functions. Additionally, net interest expense, net miscellaneous expense, and income tax expense are not allocated to segments.

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

	Three Months Ended February 28, 2026				
	ABL	AIS	Corporate	Eliminations	Total
Net sales	\$ 817.4	\$ 248.1	\$ —	\$ (9.8)	\$ 1,055.7
Cost of products sold	443.6	101.5	—	(9.8)	535.3
Selling, distribution, and administrative expenses	242.8	118.3	20.4	—	381.5
Special charges	5.9	—	—	—	5.9
Operating profit	<u>\$ 125.1</u>	<u>\$ 28.3</u>	<u>\$ (20.4)</u>	<u>\$ —</u>	<u>133.0</u>
Interest expense, net					7.0
Miscellaneous expense, net					3.1
Income before income taxes					<u>\$ 122.9</u>
Supplemental Information:					
Depreciation and amortization	\$ 17.9	\$ 20.4	\$ 0.5	\$ —	\$ 38.8
Segment assets	864.9	229.3	3,464.3	—	4,558.5
Capital expenditures	12.8	1.5	1.5	—	15.8

	Three Months Ended February 28, 2025				
	ABL	AIS	Corporate	Eliminations	Total
Net sales	\$ 840.6	\$ 171.5	\$ —	\$ (5.8)	\$ 1,006.3
Cost of products sold	462.6	81.5	—	(5.8)	538.3
Selling, distribution, and administrative expenses	247.7	80.1	30.0	—	357.8
Operating profit	<u>\$ 130.3</u>	<u>\$ 9.9</u>	<u>\$ (30.0)</u>	<u>\$ —</u>	<u>110.2</u>
Interest expense, net					6.9
Miscellaneous expense, net					1.0
Income before income taxes					<u>\$ 102.3</u>
Supplemental Information:					
Depreciation and amortization	\$ 18.1	\$ 11.8	\$ 0.6	\$ —	\$ 30.5
Segment assets	834.8	214.7	3,532.2	—	4,581.7
Capital expenditures	7.4	2.1	0.2	—	9.7

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

The purpose of this discussion and analysis is to enhance the understanding and evaluation of the results of operations, financial position, cash flows, indebtedness, and other key financial information of Acuity Inc. (referred to herein as "we," "our," "us," the "Company," or similar references) and its subsidiaries as of February 28, 2026 and for the three and six months ended February 28, 2026 and February 28, 2025. The following discussion should be read in conjunction with the *Consolidated Financial Statements* and *Notes to Consolidated Financial Statements* included within this report. Also, please refer to Acuity Inc.'s Annual Report on Form 10-K for the fiscal year ended August 31, 2025, filed with the Securities and Exchange Commission (the "SEC") on October 27, 2025 ("Form 10-K").

Overview

Company

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

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

Financial Condition, Capital Resources, and Liquidity

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

Our significant contractual cash requirements primarily include principal and interest on outstanding debt, accounts payable, accrued employee compensation, operating lease liabilities, and certain purchase obligations incurred in the ordinary course of business that are enforceable and legally binding. Our obligations related to these items are described further within *Management's Discussion and Analysis of Financial Condition and Results of Operations* within our Annual Report filed on Form 10-K. Refer to *Financing Arrangements* below for a discussion of significant changes to our contractual obligations for the first six months of fiscal 2026.

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

Cash

Our cash position at February 28, 2026 was \$272.5 million, a decrease of \$150.0 million from August 31, 2025. Cash generated from operating activities and cash on hand were used during the current year to voluntarily repay \$200.0 million of borrowings on our Term Loan Facility (as defined below) as well as to fund our capital allocation priorities as discussed below.

We generated \$229.9 million of cash flows from operating activities during the six months ended February 28, 2026, compared to \$191.6 million in the prior-year period, an increase of \$38.3 million. Cash flows from operations increased due primarily to higher profit and lower income tax payments, partially offset by the timing of payments for

inventory purchases. The decline in income tax payments is due primarily to the treatment for current and prior capitalized domestic research and development costs provided by recent tax law changes.

Financing Arrangements

See the *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* for discussion of the terms of our various financing arrangements, including the 2.150% senior unsecured notes due December 15, 2030 (the “Unsecured Notes”), the terms of our five-year unsecured revolving credit facility (“Revolving Credit Facility”), and the terms of our unsecured term loan facility (“Term Loan Facility”) due June 30, 2027.

At February 28, 2026, our outstanding debt balance was \$697.1 million, which consisted of our Unsecured Notes and borrowings on our Term Loan Facility, compared to our cash position of \$272.5 million. We were in compliance with all covenants under our financing arrangements as of February 28, 2026.

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

Summarized Balance Sheet Information	February 28, 2026	August 31, 2025
Current assets	\$ 905.4	\$ 1,068.2
Amounts due from non-guarantor affiliates	—	303.5
Non-current assets	1,339.0	1,369.4
Current liabilities	508.8	604.0
Amounts due to non-guarantor affiliates	40.4	—
Non-current liabilities	933.5	1,138.4

Summarized Income Statement Information	Six Months Ended February 28, 2026
Net sales	\$ 1,599.8
Gross profit	693.4
Net income	159.7

During the first six months of fiscal 2026, we voluntarily repaid \$200.0 million of our outstanding Term Loan Facility obligation. As of February 28, 2026, we had \$200.0 million in remaining borrowings outstanding under the Term Loan Facility.

At February 28, 2026, we had additional borrowing capacity under the Credit Agreement of \$593.4 million under the most restrictive covenant in effect at the time, which represents the full amount of the Revolving Credit Facility of \$600.0 million less outstanding letters of credit of \$6.6 million issued under the Revolving Credit Facility, primarily for securing collateral requirements under our casualty insurance policies. As of February 28, 2026, our cash on hand combined with the additional borrowing capacity under the Revolving Credit Facility totaled \$865.9 million.

Capital Allocation Priorities

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

Investments in Current Business for Growth

We invested \$41.8 million and \$28.6 million in property, plant, and equipment during the six months ended February 28, 2026 and February 28, 2025, respectively. We invested primarily in new and enhanced equipment, information technology, tooling, and facility improvements in fiscal 2026.

Strategic Acquisitions, Investments, and Divestitures

We seek opportunities to strategically expand and enhance our portfolio of solutions.

QSC, LLC

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

Please refer to the *Acquisitions* footnote of the *Notes to Consolidated Financial Statements* for more information.

Dividends

We paid dividends on our common stock of \$11.6 million (\$0.37 per share) and \$10.0 million (\$0.32 per share) during the six months ended February 28, 2026 and February 28, 2025, respectively. All decisions regarding the declaration and payment of dividends are at the discretion of the Board of Directors (the “Board”) and are evaluated regularly in light of our financial condition, earnings, growth prospects, funding requirements, applicable law, and any other factors the Board deems relevant.

Share Repurchases

During the first six months of fiscal 2026 and 2025, we repurchased approximately 0.3 million shares and 0.1 million shares of our outstanding common stock for \$105.5 million and \$21.5 million, respectively.

Total cash outflows for share repurchases during the six months ended February 28, 2026 and February 28, 2025 were \$103.0 million and \$22.6 million, respectively.

We expect to repurchase shares on an opportunistic basis subject to various factors including stock price, Company performance, market conditions, and other possible uses of cash. As of February 28, 2026, 3.0 million shares remained available within the program to repurchase.

Recent Developments

On February 20, 2026, the U.S. Supreme Court issued a ruling addressing the validity of certain tariffs implemented under the International Emergency Economic Powers Act (“IEEPA”). In March 2026, the U.S. Court of International Trade Court issued an additional ruling that importers that paid tariffs under IEEPA are due refunds. While we have paid tariffs on certain imported products and materials that were subject to these IEEPA-based duties, the nature, timing, and extent of any such refunds remains uncertain.

Results of Operations

Second Quarter of Fiscal 2026 Compared with Second Quarter of Fiscal 2025

The following table sets forth information comparing the components of net income for the three months ended February 28, 2026 and February 28, 2025 (in millions except per-share data):

	Three Months Ended		Increase (Decrease)	Percent Change
	February 28, 2026	February 28, 2025		
Net sales	\$ 1,055.7	\$ 1,006.3	\$ 49.4	4.9 %
Cost of products sold ⁽¹⁾	535.3	538.3	(3.0)	(0.6) %
Gross profit	520.4	468.0	52.4	11.2 %
<i>Percent of net sales</i>	49.3 %	46.5 %	280 bps	
Selling, distribution, and administrative expenses ⁽²⁾	381.5	357.8	23.7	6.6 %
Special charges	5.9	—	5.9	NM
Operating profit	133.0	110.2	22.8	20.7 %
<i>Percent of net sales</i>	12.6 %	11.0 %	160 bps	
Other expense (income):				
Interest expense, net	7.0	6.9	0.1	NM
Miscellaneous expense, net	3.1	1.0	2.1	NM
Total other expense	10.1	7.9	2.2	NM
Income before income taxes	122.9	102.3	20.6	20.1 %
<i>Percent of net sales</i>	11.6 %	10.2 %	140 bps	
Income tax expense	26.1	24.8	1.3	5.2 %
<i>Effective tax rate</i>	21.2 %	24.2 %		
Net income	\$ 96.8	\$ 77.5	\$ 19.3	24.9 %
Diluted earnings per share	\$ 3.09	\$ 2.45	\$ 0.64	26.1 %
NM - not meaningful				

⁽¹⁾ Fiscal 2025 includes \$10.4 million in acquisition date fair value adjustments to inventory for the QSC acquisition.

⁽²⁾ Fiscal 2025 includes \$14.1 million in acquisition-related costs.

Net Sales

Net sales for the second quarter of fiscal 2026 increased \$49.4 million, or 4.9%, to \$1.06 billion, compared with \$1.01 billion in the prior-year period due primarily to an increase in sales in our AIS segment, driven by the acquisition of QSC, as well as higher net sales of our Distech products. This increase was partially offset by a decrease in net sales in our ABL segment.

Gross Profit

Gross profit for the second quarter of fiscal 2026 was \$520.4 million (49.3% of net sales), compared with \$468.0 million (46.5% of net sales) for the prior-year period, an increase of \$52.4 million, or 11.2%. This increase was due primarily to contributions from the QSC acquisition as well as the fall through of higher net sales of our Distech products. The improvement at AIS was partially offset by lower gross profit at ABL.

Operating Profit

Selling, distribution, and administrative expenses (“SD&A”) expenses for the second quarter of fiscal 2026 were \$381.5 million, compared with \$357.8 million in the prior-year period, an increase of \$23.7 million, or 6.6%. The increase in SD&A expenses was due primarily to amounts related to the QSC acquisition, including higher employee-related costs and higher amortization from acquired intangibles, partially offset by acquisition-related professional fees that did not recur in fiscal 2026.

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We recorded special charges totaling \$5.9 million during the second quarter of fiscal 2026, which consisted of employee severance costs related to productivity improvements in our ABL segment. These charges primarily related to labor cost reductions.

Operating profit for the second quarter of fiscal 2026 was \$133.0 million (12.6% of net sales), compared with \$110.2 million (11.0% of net sales) for the prior-year period, an increase of \$22.8 million, or 20.7%. The increase in operating profit was due to higher gross profit, partially offset by higher SD&A expenses and the recognition of special charges.

Interest Expense, net

We reported net interest expense of \$7.0 million and \$6.9 million for the second quarter of fiscal 2026 and 2025, respectively. Net interest expense increased year over year as lower interest income was partially offset by a decline in interest expense. These changes reflect both lower outstanding cash balances as well as lower outstanding borrowings on our Term Loan during the second quarter of fiscal 2026.

Miscellaneous Expense, net

Miscellaneous expense, net consists of non-service components of net periodic pension cost, gains and losses associated with foreign currency-related transactions, and non-operating gains and losses. We reported net miscellaneous expense of \$3.1 million and \$1.0 million for the second quarter of fiscal 2026 and 2025, respectively.

Income Taxes and Net Income

Our effective income tax rate was 21.2% and 24.2% for the second quarter of fiscal 2026 and 2025, respectively. This decrease primarily reflects discrete items recognized in the second quarter of fiscal 2026 that were not present in the prior year.

Net income for the second quarter of fiscal 2026 increased \$19.3 million, or 24.9%, to \$96.8 million, from \$77.5 million reported for the prior-year period. This increase was due primarily to higher operating profit. Diluted earnings per share for the second quarter of fiscal 2026 increased \$0.64, or 26.1%, to \$3.09 compared with diluted earnings per share of \$2.45 for the prior-year period. This increase reflects higher net income as well as lower outstanding diluted shares.

Segment Results

The following table sets forth information comparing the operating results of our segments, ABL and AIS, for the three months ended February 28, 2026 and February 28, 2025 (in millions):

	Three Months Ended		Increase (Decrease)	Percent Change
	February 28, 2026	February 28, 2025		
ABL:				
Net sales	\$ 817.4	\$ 840.6	\$ (23.2)	(2.8)%
Gross profit	373.8	378.0	(4.2)	(1.1)%
<i>Percent of net sales</i>	45.7 %	45.0 %	70 bps	
Operating profit	125.1	130.3	(5.2)	(4.0)%
<i>Percent of net sales</i>	15.3 %	15.5 %	(20) bps	
AIS:				
Net sales	\$ 248.1	\$ 171.5	\$ 76.6	44.7 %
Gross profit	146.6	90.0	56.6	62.9 %
<i>Percent of net sales</i>	59.1 %	52.5 %	660 bps	
Operating profit	28.3	9.9	\$ 18.4	185.9 %
<i>Percent of net sales</i>	11.4 %	5.8 %	560 bps	

ABL net sales for the second quarter of fiscal 2026 decreased 2.8% compared with the prior-year period. This decrease was due primarily to lower net sales within the direct sales network, due in part from project business that did not recur, partially offset by higher net sales within the corporate accounts channel.

ABL gross profit was \$373.8 million (45.7% of ABL net sales) for the second quarter of fiscal 2026, compared with \$378.0 million (45.0% of ABL net sales) in the prior-year period, a decrease of \$4.2 million. The decrease in gross profit was due primarily to the fall through of lower net sales and higher tariff costs, partially offset by product and productivity improvements.

ABL operating profit was \$125.1 million (15.3% of ABL net sales) for the second quarter of fiscal 2026, compared with \$130.3 million (15.5% of ABL net sales) in the prior-year period, a decrease of \$5.2 million. The decrease in operating profit was due primarily to special charges and lower gross profit, partially offset by lower sales-related and employee costs.

AIS net sales for the second quarter of fiscal 2026 increased 44.7% compared with the prior-year period. The increase was due primarily to the acquisition of QSC and higher sales of Distech products.

AIS gross profit was \$146.6 million (59.1% of AIS net sales) for the second quarter of fiscal 2026, compared with \$90.0 million (52.5% of AIS net sales) in the prior-year period, an increase of \$56.6 million. The increase in gross profit was due primarily to the acquisition of QSC as well as the fall through of higher Distech net sales. The second quarter of fiscal 2025 also included \$10.4 million in preliminary pre-tax nonrecurring acquisition date fair value adjustments to inventory related to the acquisition of QSC, which did not recur in fiscal 2026.

AIS operating profit was \$28.3 million (11.4% of AIS net sales) for the second quarter of fiscal 2026, compared with \$9.9 million (5.8% of AIS net sales) in the prior-year period, an increase of \$18.4 million. This increase primarily reflects higher operating profit from the QSC acquisition. AIS's operating results also include higher amortization from acquired intangibles as well as the impact of fair value adjustments to inventory that occurred in the prior year, both of which related to the QSC acquisition.

First Six Months of Fiscal 2026 Compared with First Six Months of Fiscal 2025

The following table sets forth information comparing the components of net income for the six months ended February 28, 2026 and February 28, 2025 (in millions except per share data):

	Six Months Ended		Increase (Decrease)	Percent Change
	February 28, 2026	February 28, 2025		
Net sales	\$ 2,199.4	\$ 1,957.9	\$ 241.5	12.3 %
Cost of products sold ⁽¹⁾	1,125.2	1,040.6	84.6	8.1 %
Gross profit	1,074.2	917.3	156.9	17.1 %
<i>Percent of net sales</i>	48.8%	46.9 %	190 bps	
Selling, distribution, and administrative expenses ⁽²⁾	774.9	673.8	101.1	15.0 %
Special charges	5.9	—	5.9	NM
Operating profit	293.4	243.5	49.9	20.5 %
<i>Percent of net sales</i>	13.3 %	12.4 %	90 bps	
Other expense:				
Interest expense, net	15.4	2.9	12.5	NM
Miscellaneous expense, net	2.5	3.5	(1.0)	NM
Total other expense	17.9	6.4	11.5	NM
Income before income taxes	275.5	237.1	38.4	16.2 %
<i>Percent of net sales</i>	12.5 %	12.1 %	40 bps	
Income tax expense	58.2	52.9	5.3	10.0 %
<i>Effective tax rate</i>	21.1 %	22.3 %		
Net income	\$ 217.3	\$ 184.2	\$ 33.1	18.0 %
Diluted earnings per share	\$ 6.91	\$ 5.80	\$ 1.11	19.1 %
NM - not meaningful				

⁽¹⁾ Fiscal 2025 includes \$10.4 million in pre-tax nonrecurring acquisition date fair value adjustments to inventory related to the acquisition of QSC.

⁽²⁾ Fiscal 2025 includes \$18.7 million in acquisition-related costs.

Net Sales

Net sales for the six months ended February 28, 2026 increased \$241.5 million, or 12.3%, to \$2.20 billion compared with \$1.96 billion in the prior-year due to higher sales in our AIS segment, partially offset by lower sales in our ABL segment. The increase in our AIS segment was driven by the acquisition of QSC, as well higher net sales of our Distech products.

Gross Profit

Gross profit for the six months ended February 28, 2026 increased \$156.9 million, or 17.1%, to \$1.07 billion compared with \$917.3 million in the prior-year period. This increase was due primarily to contributions from the QSC acquisition as well as the fall through of higher net sales of our Distech products. The improvement at AIS was partially offset by lower gross profit at ABL.

Operating Profit

SD&A expenses for the six months ended February 28, 2026 were \$774.9 million compared with \$673.8 million in the prior-year period, an increase of \$101.1 million, or 15.0%. The increase in SD&A expenses was due primarily to amounts related to the QSC acquisition, including higher employee-related costs and higher amortization from acquired intangibles, partially offset by acquisition-related professional fees that did not recur in fiscal 2026.

We recorded special charges totaling \$5.9 million during six months ended February 28, 2026, which consisted of employee severance costs related to productivity improvements in our ABL segment. These charges primarily related to labor cost reductions.

Operating profit for the six months ended February 28, 2026 was \$293.4 million (13.3% of net sales) compared with \$243.5 million (12.4% of net sales) for the prior-year period, an increase of \$49.9 million, or 20.5%. The increase in operating profit was due to higher gross profit, partially offset by higher SD&A expenses and the recognition of special charges in the current period.

Interest Expense, net

We reported net interest expense of \$15.4 million and \$2.9 million for the six months ended February 28, 2026 and February 28, 2025, respectively. The increase in net interest expense was due primarily to lower interest-bearing cash and cash equivalent balances as a result of our purchase of QSC and higher interest incurred on our outstanding Term Loan Facility.

Miscellaneous Expense, net

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

We reported net miscellaneous expense of \$2.5 million for the six months ended February 28, 2026 and \$3.5 million for the six months ended February 28, 2025.

Income Taxes and Net Income

Our effective income tax rate was 21.1% and 22.3% for the six months ended February 28, 2026 and February 28, 2025, respectively. This decrease primarily reflects discrete items recognized in the second quarter of fiscal 2026 that were not present in the prior year.

Net income for the first six months of fiscal 2026 increased \$33.1 million, or 18.0%, to \$217.3 million from \$184.2 million reported for the prior-year period. This increase was due primarily to higher operating profit, partially offset by higher net interest expense. Diluted earnings per share for the six months ended February 28, 2026 increased \$1.11 to \$6.91 compared with diluted earnings per share of \$5.80 for the prior-year period. This increase reflects higher net income as well as lower outstanding diluted shares.

Segment Results

The following table sets forth information comparing the operating results of our segments, ABL and AIS, for the six months ended February 28, 2026 and February 28, 2025 (in millions):

	Six Months Ended		Increase (Decrease)	Percent Change
	February 28, 2026	February 28, 2025		
ABL:				
Net sales	\$ 1,712.5	\$ 1,726.6	\$ (14.1)	(0.8)%
Gross profit	774.4	784.4	(10.0)	(1.3)%
<i>Percent of net sales</i>	45.2 %	45.4 %	(20) bps	
Operating profit	274.1	273.6	0.5	0.2 %
<i>Percent of net sales</i>	16.0 %	15.8 %	20 bps	
AIS:				
Net sales	\$ 505.5	\$ 245.0	\$ 260.5	106.3 %
Gross profit	299.8	132.9	166.9	125.6 %
<i>Percent of net sales</i>	59.3 %	54.2 %	510 bps	
Operating profit	65.3	20.7	44.6	215.5 %
<i>Percent of net sales</i>	12.9 %	8.4 %	450 bps	

ABL net sales for the six months ended February 28, 2026 decreased 0.8% compared with the prior-year period due primarily to lower net sales within the direct sales network, partially offset by higher sales within the independent sales network and the corporate accounts channel.

ABL gross profit for the six months ended February 28, 2026 was \$774.4 million (45.2% of ABL net sales), compared with \$784.4 million (45.4% of ABL net sales) in the prior-year period, a decrease of \$10.0 million. The decrease in gross profit was due primarily to the fall through of lower net sales and higher tariff costs, partially offset by product and productivity improvements.

ABL operating profit for the six months ended February 28, 2026 was \$274.1 million (16.0% of ABL net sales), compared with \$273.6 million (15.8% of ABL net sales) in the prior-year period, an increase of \$0.5 million. The increase in operating profit was due primarily to lower selling and employee costs, which more than offset the decline in gross profit and the recognition of nonrecurring special charges.

AIS net sales for the six months ended February 28, 2026 increased 106.3% compared with the prior-year period. The increase in sales is attributed primarily to the acquisition of QSC as well as higher net sales of Distech products.

AIS gross profit for the six months ended February 28, 2026 was \$299.8 million (59.3% of AIS net sales), compared with \$132.9 million (54.2% of AIS net sales) in the prior-year period, an increase of \$166.9 million. The increase in gross profit was due primarily to the acquisition of QSC as well as the fall through of higher Distech net sales. The second quarter of fiscal 2025 also included \$10.4 million in preliminary pre-tax nonrecurring acquisition date fair value adjustments to inventory related to the acquisition of QSC, which did not recur in fiscal 2026.

AIS operating profit for the six months ended February 28, 2026 was \$65.3 million (12.9% of AIS net sales), compared with \$20.7 million (8.4% of AIS net sales) in the prior-year period, an increase of \$44.6 million. This increase primarily reflects higher operating profit from the QSC acquisition. AIS's operating results also include higher amortization from acquired intangibles as well as the impact of fair value adjustments to inventory that occurred in the prior year, both of which related to the QSC acquisition.

Critical Accounting Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations addresses the financial condition and results of operations as reflected in our *Consolidated Financial Statements*, which have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). As discussed in the *Description of Business and Basis of Presentation* footnote of the *Notes to Consolidated Financial Statements*, the preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expense during the reporting period. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition; inventory valuation; business combinations; and goodwill and indefinite-lived intangible assets. We base our estimates and judgments on our substantial historical experience and other relevant factors, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. We discuss the development of critical accounting estimates with the Audit Committee of the Board of Directors on a recurring basis.

There have been no material changes in our critical accounting estimates during the current period. For a detailed discussion of other significant accounting policies that may involve a higher degree of judgment, refer to our Form 10-K.

Cautionary Statement Regarding Forward-Looking Statements and Information

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

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are exposed to market risks that may impact our *Consolidated Balance Sheets*, *Consolidated Statements of Comprehensive Income*, and *Consolidated Statements of Cash Flows* due primarily to fluctuations in interest and foreign exchange rates. We do not currently engage in significant commodity hedging transactions for raw materials. There have been no material changes to our exposure from market risks from those disclosed in *Part II, Item 7A. Quantitative and Qualitative Disclosures About Market Risk* of our Form 10-K.

Item 4. Controls and Procedures

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

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of February 28, 2026. This evaluation was carried out under the supervision and with the participation of management, including the principal executive officer and principal financial officer. Based on this evaluation, these officers have concluded that the design and operation of our disclosure controls and procedures are effective at a reasonable assurance level as of February 28, 2026.

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

There have been no changes in our internal control over financial reporting that occurred during our most recent completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Information regarding reportable legal proceedings is contained in *Part I, Item 3. Legal Proceedings* in our Form 10-K. Information set forth in this report's *Commitments and Contingencies* footnote of the *Notes to Consolidated Financial Statements* describes any legal proceedings that became reportable during the three and six months ended February 28, 2026, and updates any descriptions of previously reported legal proceedings in which there have been material developments during such period. The discussion of legal proceedings included within the *Commitments and Contingencies* footnote of the *Notes to Consolidated Financial Statements* is incorporated into this Item 1 by reference.

Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed in *Part I, Item 1A. Risk Factors* of our Form 10-K.

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

Under the current share repurchase authorization, we may repurchase shares of our common stock from time to time at prevailing market prices, depending on market conditions, through open market or privately negotiated transactions. No date has been established for the completion of the share repurchase program, and we are not obligated to repurchase any shares. Subject to applicable corporate securities laws, repurchases may be made at such times and in such amounts as management deems appropriate. Repurchases under the program can be discontinued at any time management feels additional repurchases are not warranted.

As of February 28, 2026, the maximum number of shares that may yet be repurchased under the share repurchase program authorized by the Board equaled approximately 3.0 million shares. The following table reflects activity related to equity securities we repurchased during the quarter ended February 28, 2026:

Issuer Purchases of Equity Securities				
Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
12/01/2025 through 12/31/2025	34,226	\$ 366.32	34,226	3,227,998
1/01/2026 through 1/31/2026	86,175	\$ 318.06	86,175	3,141,823
2/01/2026 through 2/28/2026	120,257	\$ 311.20	120,257	3,021,566
Total	240,658	\$ 321.50	240,658	3,021,566

Item 5. Other Information

During the second quarter of fiscal 2026, none of our directors or Section 16 officers adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as each term is defined in Item 408(a) of Regulation S-K).

Item 6. Exhibits

Exhibits are listed on the [Index to Exhibits](#).

INDEX TO EXHIBITS

EXHIBIT 3	(a)	Certificate of Amendment to the Restated Certificate of Incorporation of Acuity Inc., effective as of March 26, 2025.	Reference is made to Exhibit 3.1 of registrant's Form 8-K as filed with the Commission on March 12, 2025, which is incorporated herein by reference.
	(b)	Restated Certificate of Incorporation of Acuity Inc., dated as of January 25, 2024.	Reference is made to Exhibit 3.2 of registrant's Form 8-K as filed with the Commission on January 26, 2024, which is incorporated herein by reference.
	(c)	Amended and Restated Bylaws of Acuity Inc., effective as of March 26, 2025.	Reference is made to Exhibit 3.3 of registrant's Form 8-K as filed with the Commission on March 12, 2025, which is incorporated herein by reference.
EXHIBIT 22		List of Guarantors and Subsidiary Issuers of Guaranteed Securities.	Reference is made to Exhibit 22 of registrant's Form 10-Q as filed with the Commission on April 3, 2025, which is incorporated herein by reference.
EXHIBIT 31	(a)	Certification of the Chief Executive Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed with the Commission as part of this Form 10-Q.
	(b)	Certification of the Chief Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.	Filed with the Commission as part of this Form 10-Q.
EXHIBIT 32	(a)	Certification of the Chief Executive Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Filed with the Commission as part of this Form 10-Q.
	(b)	Certification of the Chief Financial Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.	Filed with the Commission as part of this Form 10-Q.
EXHIBIT 101	.INS	XBRL Instance Document	The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
	.SCH	XBRL Taxonomy Extension Schema Document.	Filed with the Commission as part of this Form 10-Q.
	.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.	Filed with the Commission as part of this Form 10-Q.
	.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	Filed with the Commission as part of this Form 10-Q.
	.LAB	XBRL Taxonomy Extension Label Linkbase Document.	Filed with the Commission as part of this Form 10-Q.
	.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.	Filed with the Commission as part of this Form 10-Q.
EXHIBIT 104		Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)	Filed with the Commission as part of this Form 10-Q.

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.

ACUITY INC.

Date: April 2, 2026

By:

/S/ NEIL M. ASHE

**NEIL M. ASHE
CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER**

Date: April 2, 2026

By:

/S/ KAREN J. HOLCOM

**KAREN J. HOLCOM
SENIOR VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER (Principal Financial and
Accounting Officer)**

I, Neil M. Ashe, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Acuity Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 2, 2026

/s/ Neil M. Ashe

Neil M. Ashe

Chairman, President and Chief Executive Officer

[A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act has been provided to Acuity Inc., and will be retained by Acuity Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

I, Karen J. Holcom, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Acuity Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 2, 2026

/s/ Karen J. Holcom

Karen J. Holcom

Senior Vice President and Chief Financial Officer

[A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act has been provided to Acuity Inc., and will be retained by Acuity Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, and in connection with the Quarterly Report on Form 10-Q of Acuity Inc. (the "Corporation") for the quarter ended February 28, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chairman, President and Chief Executive Officer of the Corporation, certifies that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ Neil M. Ashe

Neil M. Ashe

Chairman, President and Chief Executive Officer

April 2, 2026

[A signed original of this written statement required by Section 906 has been provided to Acuity Inc., and will be retained by Acuity Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, and in connection with the Quarterly Report on Form 10-Q of Acuity Inc. (the "Corporation") for the quarter ended February 28, 2026, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Senior Vice President and Chief Financial Officer of the Corporation, certifies that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ Karen J. Holcom

Karen J. Holcom

Senior Vice President and Chief Financial Officer

April 2, 2026

[A signed original of this written statement required by Section 906 has been provided to Acuity Inc., and will be retained by Acuity Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]