

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q**

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

For the quarterly period ended September 30, 2025
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 1-4858

INTERNATIONAL FLAVORS & FRAGRANCES INC.
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

13-1432060
(I.R.S. Employer
Identification No.)

521 West 57th Street, New York, NY 10019-2960
200 Powder Mill Road, Wilmington, DE 19803-2907
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (212) 765-5500

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value 12 1/2¢ per share	IFF	New York Stock Exchange
1.800% Senior Notes due 2026	IFF 26	New York Stock Exchange

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

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

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

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

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

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

Number of shares of common stock outstanding as of October 31, 2025: 256,096,379

INTERNATIONAL FLAVORS & FRAGRANCES INC.

TABLE OF CONTENTS

	<u>PAGE</u>
PART I - Financial Information	
ITEM 1. Financial Statements (Unaudited)	
Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) - Three and Nine Months Ended September 30, 2025 and 2024	1
Consolidated Balance Sheets - September 30, 2025 and December 31, 2024	2
Consolidated Statements of Shareholders' Equity - Three and Nine Months Ended September 30, 2025 and 2024	3
Consolidated Statements of Cash Flows - Nine Months Ended September 30, 2025 and 2024	5
Notes to Consolidated Financial Statements	6
ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	40
ITEM 3. Quantitative and Qualitative Disclosures about Market Risk	58
ITEM 4. Controls and Procedures	58
PART II - Other Information	
ITEM 1. Legal Proceedings	59
ITEM 1A. Risk Factors	59
ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds	59
ITEM 5. Other Information	59
ITEM 6. Exhibits	59
Signatures	60

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS.
INTERNATIONAL FLAVORS & FRAGRANCES INC.
CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
(Unaudited)

<i>(DOLLARS AND SHARES IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net sales	\$ 2,694	\$ 2,925	\$ 8,301	\$ 8,713
Cost of sales	1,711	1,873	5,253	5,569
Gross profit	983	1,052	3,048	3,144
Research and development expenses	174	162	520	501
Selling and administrative expenses	421	495	1,365	1,478
Amortization of acquisition-related intangibles	146	146	434	467
Impairment of goodwill	—	—	1,153	64
Restructuring and other charges	16	1	54	6
Losses (gains) on sale of assets	—	(1)	1	(11)
Operating profit (loss)	226	249	(479)	639
Interest expense	48	74	180	236
Gain on extinguishment of debt	—	—	(488)	—
Losses (gains) on business disposals	—	20	111	(348)
Loss on assets classified as held for sale	108	32	108	284
Other expense, net	14	28	44	44
Income (loss) before income taxes	56	95	(434)	423
Provision (benefit) for income taxes	15	36	(44)	96
Net income (loss)	41	59	(390)	327
Net income attributable to non-controlling interests	1	1	2	4
Net income (loss) attributable to IFF shareholders	\$ 40	\$ 58	\$ (392)	\$ 323
Net income (loss) per share - basic	\$ 0.16	\$ 0.23	\$ (1.53)	\$ 1.27
Net income (loss) per share - diluted	\$ 0.16	\$ 0.23	\$ (1.53)	\$ 1.27
Average number of shares outstanding - basic	256	256	256	255
Average number of shares outstanding - diluted	257	257	256	256
Statement of Comprehensive Income (Loss)				
Net income (loss)	\$ 41	\$ 59	\$ (390)	\$ 327
Other comprehensive income (loss), after tax:				
Foreign currency translation adjustments	(47)	555	1,115	134
Gains (losses) on derivatives qualifying as hedges	—	1	(1)	(5)
Pension and postretirement liability adjustment	(1)	(1)	(50)	7
Other comprehensive income (loss)	(48)	555	1,064	136
Comprehensive income (loss)	(7)	614	674	463
Comprehensive income attributable to non-controlling interests	1	1	2	4
Comprehensive income (loss) attributable to IFF shareholders	\$ (8)	\$ 613	\$ 672	\$ 459

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

INTERNATIONAL FLAVORS & FRAGRANCES INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

(DOLLARS AND SHARES IN MILLIONS EXCEPT PER SHARE AMOUNTS)

	September 30, 2025	December 31, 2024
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 621	\$ 469
Trade receivables (net of allowances of \$28 and \$26, respectively)	1,869	1,624
Inventories	2,323	2,133
Assets held for sale	152	3,056
Prepaid expenses and other current assets	911	686
Total Current Assets	5,876	7,968
Property, plant and equipment, net	3,868	3,739
Goodwill	8,264	9,075
Other intangible assets, net	6,183	6,445
Operating lease right-of-use assets	595	589
Other assets	982	907
Total Assets	\$ 25,768	\$ 28,723
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Short-term debt and current portion of long-term debt	\$ 1,308	\$ 1,413
Accounts payable	1,284	1,283
Accrued payroll and bonus	287	420
Dividends payable	102	102
Liabilities held for sale	44	332
Other current liabilities	1,044	802
Total Current Liabilities	4,069	4,352
Other Liabilities:		
Long-term debt	4,741	7,564
Retirement liabilities	181	167
Deferred income taxes	1,345	1,594
Operating lease liabilities	548	550
Other liabilities	611	627
Total Other Liabilities	7,426	10,502
Commitments and Contingencies (Note 17)		
Shareholders' Equity:		
Common stock \$0.125 par value; 500.0 shares authorized; 275.7 shares issued as of September 30, 2025 and December 31, 2024; and 256.3 and 255.7 shares outstanding as of September 30, 2025 and December 31, 2024, respectively	35	35
Capital in excess of par value	19,929	19,917
Accumulated deficit	(3,345)	(2,647)
Accumulated other comprehensive loss	(1,463)	(2,527)
Treasury stock, at cost (19.4 and 20.0 shares as of September 30, 2025 and December 31, 2024, respectively)	(915)	(944)
Total Shareholders' Equity	14,241	13,834
Non-controlling interests	32	35
Total Shareholders' Equity including Non-controlling interests	14,273	13,869
Total Liabilities and Shareholders' Equity	\$ 25,768	\$ 28,723

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

INTERNATIONAL FLAVORS & FRAGRANCES INC.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Unaudited)

	Common stock		Capital in excess of par value	Accumulated deficit	Accumulated other comprehensive (loss) income	Treasury stock		Non-controlling interest	Total
	Shares	Cost				Shares	Cost		
<i>(DOLLARS AND SHARES IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>									
Balance at July 1, 2024	275.7	\$ 35	\$ 19,894	\$ (2,441)	\$ (2,315)	(20.1)	\$ (946)	\$ 37	\$ 14,264
Net income (loss)				58				1	59
Other Comprehensive income (loss)					555				555
Cash dividends declared ⁽¹⁾				(102)					(102)
Stock options/SSARs			1			0.1	1		2
Vested restricted stock units and awards			(9)						(9)
Stock-based compensation			16						16
Other								(3)	(3)
Balance at September 30, 2024	275.7	\$ 35	\$ 19,902	\$ (2,485)	\$ (1,760)	(20.0)	\$ (945)	\$ 35	\$ 14,782

	Common stock		Capital in excess of par value	Accumulated deficit	Accumulated other comprehensive (loss) income	Treasury stock		Non-controlling interest	Total
	Shares	Cost				Shares	Cost		
<i>(DOLLARS AND SHARES IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>									
Balance at July 1, 2025	275.7	\$ 35	\$ 19,916	\$ (3,283)	\$ (1,415)	(19.4)	\$ (917)	\$ 32	\$ 14,368
Net income (loss)				40				1	41
Other Comprehensive income (loss)					(48)				(48)
Cash dividends declared ⁽¹⁾				(102)					(102)
Stock options/SSARs			(3)						(3)
Vested restricted stock units and awards			(5)				2		(3)
Stock-based compensation			21						21
Other				—				(1)	(1)
Balance at September 30, 2025	275.7	\$ 35	\$ 19,929	\$ (3,345)	\$ (1,463)	(19.4)	\$ (915)	\$ 32	\$ 14,273

	Common stock		Capital in excess of par value	Accumulated deficit	Accumulated other comprehensive (loss) income	Treasury stock		Non-controlling interest	Total
	Shares	Cost				Shares	Cost		
<i>(DOLLARS AND SHARES IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>									
Balance at January 1, 2024	275.7	\$ 35	\$ 19,874	\$ (2,501)	\$ (1,896)	(20.4)	\$ (963)	\$ 31	\$ 14,580
Net income (loss)				323				4	327
Other Comprehensive income (loss)					136				136
Cash dividends declared ⁽¹⁾				(306)					(306)
Stock options/SSARs			(1)			0.1	2		1
Vested restricted stock units and awards			(30)			0.3	16		(14)
Stock-based compensation			59						59
Other				(1)					(1)
Balance at September 30, 2024	275.7	\$ 35	\$ 19,902	\$ (2,485)	\$ (1,760)	(20.0)	\$ (945)	\$ 35	\$ 14,782

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

[Table of Contents](#)

<i>(DOLLARS AND SHARES IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>	Common stock		Capital in excess of par value	Accumulated deficit	Accumulated other comprehensive (loss) income	Treasury stock		Non-controlling interest	Total
	Shares	Cost				Shares	Cost		
Balance at January 1, 2025	275.7	\$ 35	\$ 19,917	\$ (2,647)	\$ (2,527)	(20.0)	\$ (944)	\$ 35	\$ 13,869
Net income (loss)				(392)				2	(390)
Other Comprehensive income (loss)					1,064				1,064
Cash dividends declared ⁽¹⁾				(306)					(306)
Stock options/SSARs			(4)				1		(3)
Vested restricted stock units and awards			(56)			0.6	28		(28)
Stock-based compensation			72						72
Impact from business divestitures								(4)	(4)
Other								(1)	(1)
Balance at September 30, 2025	275.7	\$ 35	\$ 19,929	\$ (3,345)	\$ (1,463)	(19.4)	\$ (915)	\$ 32	\$ 14,273

(1) Cash dividends declared per common share were \$0.40 for each of the three months ended September 30, 2025 and September 30, 2024, and \$1.20 per share for each of the nine months ended September 30, 2025 and September 30, 2024.

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

INTERNATIONAL FLAVORS & FRAGRANCES INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

<i>(DOLLARS IN MILLIONS)</i>	Nine Months Ended September 30,	
	2025	2024
Cash flows from operating activities:		
Net income (loss)	\$ (390)	\$ 327
Adjustments to reconcile to net cash provided by operating activities		
Depreciation and amortization	725	772
Deferred income taxes	(213)	(143)
Loss on assets classified as held for sale	108	284
Losses (gains) on sale of assets	1	(11)
Losses (gains) on business disposals	111	(348)
Stock-based compensation	72	59
Pension contributions	(20)	(17)
Gain on extinguishment of debt	(488)	—
Impairment of goodwill	1,153	64
Changes in assets and liabilities, net of acquisitions:		
Trade receivables	(195)	(276)
Inventories	(129)	(3)
Accounts payable	28	(34)
Accruals for incentive compensation	(154)	119
Other assets/liabilities, net	(77)	(112)
Net cash provided by operating activities	532	681
Cash flows from investing activities:		
Additions to property, plant and equipment	(406)	(303)
Additions to intangible assets	(2)	(5)
Proceeds from disposal of assets	—	18
Net proceeds received from business disposals	2,707	876
Cash received on foreign currency forward contracts	131	21
Joint venture capital contributions	(4)	—
Net cash provided by investing activities	2,426	607
Cash flows from financing activities:		
Cash dividends paid to shareholders	(306)	(411)
Net borrowings of commercial paper (maturities less than three months)	370	—
Principal payments of debt	(2,913)	(974)
Deferred and contingent consideration paid	—	(36)
Withholding tax paid on stock-based compensation	(23)	(15)
Other, net	(19)	(8)
Net cash used in financing activities	(2,891)	(1,444)
Effect of exchange rate changes on cash and cash equivalents	83	(10)
Net change in cash and cash equivalents and restricted cash	150	(166)
Cash and cash equivalents and restricted cash at beginning of year	471	735
Cash and cash equivalents at end of period	\$ 621	\$ 569
Supplemental Disclosures:		
Interest paid, net of amounts capitalized	\$ 175	\$ 216
Income taxes paid, net	262	248
Accrued capital expenditures	92	74

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

INTERNATIONAL FLAVORS & FRAGRANCES INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

NOTE 1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

International Flavors & Fragrances Inc. and its subsidiaries (the “Registrant,” “IFF,” the “Company,” “we,” “us” and “our”) is a leading creator and manufacturer of products for application in food, beverage, health & biosciences, scent (and pharmaceuticals, until the recent sale of our Pharma Solutions disposal group), as well as complementary adjacent products, including natural health ingredients, all of which are used in a wide variety of consumer and end-use products. Our products are sold principally to manufacturers of dairy, meat, beverages, snacks, savory, sweet, baked goods, grain processors and other foods, personal care products, soaps and detergents, cleaning products, perfumes, dietary supplements, food protection, infant, elderly and animal nutrition, functional food, bio-fuel, pharmaceutical and oral care products. As a result, we hold global leadership positions in the Food & Beverage, Home & Personal Care and Health & Wellness markets, and across key Tastes, Textures, Scents, Nutrition, Enzymes, Cultures, Soy Proteins, and Probiotics categories, among others.

Basis of Presentation

The accompanying interim Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and the related notes included in our 2024 Annual Report on Form 10-K (“2024 Form 10-K”), filed on February 28, 2025 with the Securities and Exchange Commission (“SEC”).

The interim Consolidated Financial Statements are prepared in accordance with generally accepted accounting principles (“GAAP”) in the United States of America for interim financial information and with the rules and regulations for reporting on Form 10-Q, and are unaudited. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP in the United States of America have been condensed or omitted, if not materially different from the 2024 Form 10-K. The year-end balance sheet data included in this Form 10-Q was derived from the audited financial statements. In the opinion of management, all adjustments, which consist of normal recurring adjustments necessary for a fair statement of the interim Consolidated Financial Statements, have been made.

Use of Estimates

The preparation of financial statements requires management to make estimates and judgments that affect the amounts reported in the Consolidated Financial Statements and accompanying notes. The inputs into the Company’s judgments and estimates take into account the ongoing global current events and adverse macroeconomic impacts on our critical and significant accounting estimates, including estimates associated with future cash flows that are used in assessing the risk of impairment of certain assets. Actual results could differ from those which are based on such estimates and judgments.

Revision of Previously Issued Financial Statements

In preparing the Consolidated Financial Statements as of and for the three and nine months ended September 30, 2025, Management identified certain income tax-related adjustments that primarily relate to the understatement of income tax expense due to errors in the accounting for transfer pricing, the correction of deferred tax liabilities on goodwill recorded in purchase accounting, and other income tax entries that impacted prior interim and annual financial statements.

Management assessed the materiality of the errors on prior period interim and annual consolidated financial statements in accordance with the Securities and Exchange Commission (“SEC”) Staff Accounting Bulletin No. 99, “Materiality,” codified in ASC 250, Accounting Changes and Error Corrections (“ASC 250”). Based on this assessment, in consideration of both quantitative and qualitative factors, we determined that the related impacts were not material to any previously issued interim or annual financial statements. However, if the corrections were recorded in the three months ended September 30, 2025, they would be material to that period. As such, we revised the prior period amounts presented in these financial statements to correct for the errors. In conjunction with the revision, we also corrected certain other errors that were previously identified and concluded to be immaterial, individually and in the aggregate, to the Company’s consolidated financial statements as of and for the relevant periods. The applicable notes to the accompanying financial statements have also been corrected to reflect the impact of the revisions of the previously filed consolidated interim financial statements and consolidated annual financial statements. A summary of the revisions to the previously issued financial information is included in Note 18 of the Consolidated Financial Statements, Revision of Previously Issued Financial Statements.

The Company also revised the Inventory and Property, plant, and equipment, net disclosures as of December 31, 2024 revising Raw materials from \$657 million to \$627 million and Finished goods from \$1,108 million to \$1,138 million, Land from \$136 million to \$137 million, Building and improvements from \$1,688 million to \$1,690 million, Machinery and equipment from \$3,447 million to \$3,466 million, Information technology from \$507 million to \$514 million, and Construction in process from \$389 million to \$360 million to correct the timing of transfer of completed Construction in process projects into service. There was no change to the total Inventory or Property, plant, and equipment, net.

Reclassifications

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported consolidated Net income (loss) in those prior periods.

Effective January 1, 2025, the Company implemented a reorganization of its internal structure, which impacted the way the Chief Operating Decision Maker (“CODM”), the Chief Executive Officer, allocates resources and assesses financial performance. As a result, the Company has updated its reportable segments beginning with the first quarter of 2025. The Company also adjusted its corporate cost allocations to align with the new organizational structure and updated operating model, consistent with how management assesses performance effective January 1, 2025. As a result, certain segment information for the three months and nine months ended September 30, 2024 has been recast to reflect these changes in corporate allocations among the Company’s reportable segments on a comparable basis. Please see Note 6 for more information.

Cash, Cash Equivalents and Restricted Cash

Cash, cash equivalents and restricted cash reported in the Company’s balance sheet as of September 30, 2025, December 31, 2024, September 30, 2024 and December 31, 2023 were as follows:

<i>(DOLLARS IN MILLIONS)</i>	<u>September 30, 2025</u>	<u>December 31, 2024</u>	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Current assets				
Cash and cash equivalents	\$ 621	\$ 469	\$ 567	\$ 703
Cash and cash equivalents included in Assets held for sale	—	2	2	26
Restricted cash	—	—	—	6
Cash, cash equivalents and restricted cash	<u>\$ 621</u>	<u>\$ 471</u>	<u>\$ 569</u>	<u>\$ 735</u>

Accounts Receivable

The Company has various factoring agreements globally under which it can factor up to approximately \$365 million of its trade receivables (“Company’s own factoring agreements”). In addition, the Company utilizes factoring agreements sponsored by certain customers. Under all of the arrangements, the Company sells the trade receivables on a non-recourse basis to unrelated financial institutions and accounts for the transactions as sales of receivables. The applicable receivables are removed from the Company’s Consolidated Balance Sheets when the cash proceeds are received from sponsoring banks by the Company.

The Company sold a total of approximately \$1,380 million and \$1,320 million of receivables under the Company’s own factoring agreements and customer sponsored factoring agreements for the nine months ended September 30, 2025 and 2024, respectively. The cost of participating in these programs was approximately \$5 million and \$7 million for the three months ended September 30, 2025 and 2024, respectively, and was approximately \$17 million and \$21 million for the nine months ended September 30, 2025 and 2024, respectively. These costs are included as a component of interest expense. Although the Company’s own factoring agreements are non-recourse to the Company, the Company has continued responsibility to collect receivables on behalf of sponsoring banks. Under these agreements, the Company sold approximately \$824 million and \$654 million of receivables for the nine months ended September 30, 2025 and 2024, respectively. The outstanding principal amounts of receivables under the Company’s own factoring agreements amounted to approximately \$297 million and \$189 million as of September 30, 2025 and December 31, 2024, respectively. The proceeds from the sales of receivables are included in Net cash provided by operating activities in the Consolidated Statements of Cash Flows.

Expected Credit Losses

As of September 30, 2025, the Company reported \$1.869 billion of trade receivables, net of allowances of \$28 million. Based on the aging analysis as of September 30, 2025, less than 1% of the Company’s accounts receivable were past due by over 365 days based on the payment terms of the invoice.

The following is a roll-forward of the Company’s allowances for bad debts for the nine months ended September 30, 2025 and 2024.

<i>(DOLLARS IN MILLIONS)</i>	Nine Months Ended September 30,	
	2025	2024
Balance at January 1	\$ 26	\$ 52
Bad debt expense (reversals)	4	(8)
Write-offs	(5)	(17)
Foreign exchange (gains) losses	3	(1)
Balance at September 30	<u>\$ 28</u>	<u>\$ 26</u>

Inventories

Inventories are stated at the lower of cost (on a weighted-average basis) or net realizable value. The Company’s inventories consisted of the following:

<i>(DOLLARS IN MILLIONS)</i>	September 30, 2025	December 31, 2024
Raw materials	\$ 752	\$ 627
Work in process	408	368
Finished goods	1,163	1,138
Total	<u>\$ 2,323</u>	<u>\$ 2,133</u>

Recent Accounting Pronouncements

In September 2025, the FASB issued ASU 2025-06, “Intangibles - Goodwill and Other - Internal use Software (Subtopic 350-40): Targeted improvements to the Accounting for Internal-use Software”. The ASU was issued to modernize the accounting for internal-use software by eliminating the accounting consideration of software project development stages and clarifying the threshold applied to begin capitalizing costs. This guidance is effective for annual periods beginning after December 15, 2027, and interim reporting periods within those annual reporting periods, with early adoption permitted. Public business entities are permitted to adopt the ASU prospectively or retrospectively. The Company is currently evaluating the impact of this guidance on our Consolidated Financial Statements and related disclosures.

In July 2025, the FASB issued ASU 2025-05, “Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets”, which provides a practical expedient to measure credit losses on accounts receivable and contract assets. This guidance is effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods. The Company will adopt the ASU prospectively and is currently evaluating the impact of this guidance on our Consolidated Financial Statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, “Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses”, and in January 2025, issued ASU 2025-01, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date (“ASU 2025-01”). The ASU was issued to improve the disclosures about a public business entity’s expenses, primarily through disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements. This guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. Public business entities are permitted to adopt the ASU prospectively or retrospectively. The Company is currently evaluating the impact that this guidance will have on its Consolidated Financial Statements and related disclosures.

In December 2023, the FASB issued ASU 2023-09, “Income Taxes (Topic 740): Improvements to Income Tax Disclosures.” The ASU was issued to further enhance income tax disclosures, primarily through standardization and disaggregation of rate reconciliation categories and income taxes paid by jurisdiction. This guidance is effective for fiscal years beginning after December 15, 2024, with early adoption permitted, and will be applied prospectively. The Company expects the standard will impact certain income tax disclosures in the Notes to the Consolidated Financial Statements, but will otherwise not have an impact on the Company’s results of operations.

NOTE 2. NET INCOME (LOSS) PER SHARE

A reconciliation of the shares used in the computation of basic and diluted net income (loss) per share is as follows:

<i>(AMOUNTS IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net Income (loss)				
Net income (loss) available to IFF shareholders	\$ 40	\$ 58	\$ (392)	\$ 323
Shares				
Weighted average common shares outstanding (basic)	256	256	256	255
Adjustment for assumed dilution:				
Stock options and restricted stock awards	1	1	—	1
Weighted average shares assuming dilution (diluted)	257	257	256	256
Net Income (loss) per Share				
Net income (loss) per share - basic	\$ 0.16	\$ 0.23	\$ (1.53)	\$ 1.27
Net income (loss) per share - diluted	0.16	0.23	(1.53)	1.27

The Company declared a quarterly dividend to its shareholders of \$0.40 per share for each of the three months ended September 30, 2025 and 2024. For each of the nine months ended September 30, 2025 and 2024, the Company declared quarterly dividends to its shareholders totaling \$1.20 per share.

There were approximately 1 million potentially dilutive securities excluded from the computation of diluted net loss per share for the nine months ended September 30, 2025 because there was a net loss attributable to IFF for the period and, as such, the inclusion of these securities would have been anti-dilutive.

For each of the three and nine months ended September 30, 2025 and September 30, 2024, there were approximately 0.3 million share equivalents that had an anti-dilutive effect and therefore were excluded from the computation of diluted net loss per share.

Share Repurchase Program

On August 5, 2025, the Company announced that its Board of Directors has authorized a new share repurchase program with a total value of \$500 million. The program began during the fourth quarter of 2025 and does not have a specified term or termination date. Under the program, the Company is authorized to repurchase shares of common stock in privately negotiated transactions, and/or open market transactions, including under plans complying with Rule 10b5-1 under the Exchange Act, and in block trades, or a combination of the foregoing. The Board will review the share repurchase program periodically and may authorize adjustment of its term and size. The Company plans to fund repurchases from available cash and cash provided by operating activities.

NOTE 3. BUSINESS DIVESTITURES AND ASSETS AND LIABILITIES HELD FOR SALE

Divestiture of the Pharma Solutions Disposal Group

During March 2024, the Company announced it had entered into an agreement to sell its Pharma Solutions business that is primarily made up of most businesses within the Company’s existing Pharma Solutions reportable operating segment (the “Pharma Solutions disposal group”). The Company completed the divestiture on May 1, 2025, and received gross cash proceeds of approximately \$2.564 billion. The sale consideration is subject to certain post-closing adjustments, which are primarily related to cash, working capital balances, and other adjustments per the transaction agreement. There is significant uncertainty regarding the resolution of these post-closing adjustments, which can result in a significant increase or decrease in the total consideration received.

The following table summarizes the fair value of sale consideration received in connection with the business divestiture:

(DOLLARS IN MILLIONS)

Cash proceeds from the buyer	\$	2,564
Amount held in escrow		17
Earnout consideration		100
Direct costs to sell		(30)
Fair value of sale consideration	\$	<u>2,651</u>

The fair value of sale consideration includes the fair value of the earnout expected to be received from the Buyer of \$100 million (representing the full amount of the earnout potentially payable under the transaction agreement). The Company has potential to earn a total of \$250 million additional proceeds based on the 2024 and 2025 results of the Pharma Solutions disposal group. The 2024 results and related earnout amount are in process of being finalized with the buyer in a third-party arbitration process. The Company engaged an independent third party to determine the fair value of the expected earnout consideration as of September 30, 2025, which was based on a Monte Carlo simulation. The fair value estimation uses Level 3 unobservable inputs as categorized within the ASC Topic 820 fair value hierarchy. This method considers the terms and conditions of the earnout as described in the relevant transaction agreements, our best estimates of forecasted EBITDA for the earnout periods as applicable, and assumptions such as risk-adjusted discount rate, EBITDA volatility, counterparty discount rate and risk-free rate. The simulation consists first in risk-adjusting the EBITDA projections using a risk-adjusted discount rate and then simulating a range of EBITDA over the applicable period using the estimate of EBITDA volatility. The fair value of the earnout is estimated as the present value of the potential range of payouts averaged across the range of simulated EBITDA using the counterparty discount rate. As the determination of performance of the subject business in 2024 has not been resolved and the actual performance for all of 2025 is not yet known, these estimations are subject to significant uncertainty. Based on the final calculation of 2024 and 2025 results, there could be a significant increase or decrease in the total earnout received by the Company.

The net proceeds received from the business divestiture presented under Cash flows from investing activities represent the cash portion of the sale consideration, reduced by the cash transferred to the buyer as part of the transaction. Amounts paid for direct costs to sell are presented under Cash flows from operating activities.

The following table summarizes the different components of net proceeds received from the business divestiture presented under Cash flows from investing activities:

(DOLLARS IN MILLIONS)

Cash proceeds from the buyer	\$	2,564
Cash transferred to the buyer		(29)
Net Cash flows from investing activities	\$	<u>2,535</u>

The carrying value of net assets associated with the Pharma Solutions disposal group, adjusted for currency translation adjustment, NCI, and pension adjustments, amounted to approximately \$2.772 billion. The major classes of assets and liabilities sold consisted of the following:

(DOLLARS IN MILLIONS)

May 1, 2025

Assets	
Cash and cash equivalents	\$ 29
Trade receivables, net	218
Inventories	289
Property, plant and equipment, net	439
Goodwill ⁽¹⁾	1,190
Other intangible assets, net	1,093
Operating lease right-of-use assets	68
Deferred tax assets	17
Other assets	116
Less: Loss recognized on assets held-for-sale ⁽²⁾	(307)
Total assets	3,152
Liabilities	
Accounts payable	\$ (131)
Deferred tax liability	(75)
Other liabilities	(193)
Total liabilities	(399)
Equity	
Accumulated other comprehensive income - currency translation adjustment	\$ 49
Accumulated other comprehensive income - pension adjustment	(26)
Non-controlling Interests (NCI)	(4)
Total equity	19
Carrying value of net assets (adjusted for currency translation, pension, and NCI adjustments)	\$ 2,772

⁽¹⁾ The goodwill balance is presented net of \$64 million of goodwill impairment recorded in 2024.

⁽²⁾ A loss was recorded on assets held-for-sale in the amount of \$307 million through March 31, 2025.

As a result of the business divestiture, the Company recognized a pre-tax loss of approximately \$121 million, subject to certain post-closing adjustments, presented in Losses (gains) on business disposals on the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) for the nine months ended September 30, 2025. This is in addition to the life-to-date loss on assets classified as held for sale of \$307 million recognized through March 31, 2025. \$274 million of the loss on assets classified as held for sale was recognized during the nine months ended September 30, 2024. The total income tax expense recognized was approximately \$79 million, including approximately \$65 million of income tax benefit that was recognized during the year ended December 31, 2024.

Divestiture of the Nitrocellulose business

During October 2024, the Company entered into an agreement to sell its Nitrocellulose business (including the related industrial park in Germany), which was included within the Company's existing Pharma Solutions reportable operating segment. The Company completed the divestiture on May 9, 2025, and received cash proceeds of approximately \$161 million. The sale consideration is subject to certain post-closing adjustments, which are primarily related to cash, working capital balances, and other adjustments per the transaction agreement.

The following table summarizes the fair value of sale consideration received in connection with the business divestiture:

(DOLLARS IN MILLIONS)

Cash proceeds from the buyer	\$ 161
Direct costs to sell	(3)
Fair value of sale consideration	\$ 158

The net proceeds received from the business divestiture presented under Cash flows from investing activities represent the cash portion of the sale consideration, which was determined as the fair value of sale consideration adjusted by the cash transferred to the buyer as part of the transaction. Amounts paid for direct costs to sell are presented under Cash flows from operating activities.

The following table summarizes the different components of net proceeds received from the business divestiture presented under Cash flows from investing activities:

(DOLLARS IN MILLIONS)

Cash proceeds from the buyer	\$	161
Cash transferred to the buyer		(9)
Net Cash flows from investing activities	\$	152

The carrying amount of net assets associated with the Nitrocellulose business, adjusted for currency translation adjustment and pension adjustments, was approximately \$148 million. The major classes of assets and liabilities sold consisted of the following:

(DOLLARS IN MILLIONS)

	May 9, 2025	
Assets		
Cash and cash equivalents	\$	9
Trade receivables, net		33
Inventories		15
Property, plant and equipment, net		60
Goodwill		77
Other intangible assets, net		19
Other assets		40
Total assets		253
Liabilities		
Accounts payable	\$	(30)
Other liabilities		(50)
Total liabilities		(80)
Equity		
Accumulated other comprehensive income - currency translation adjustment		(1)
Accumulated other comprehensive income - pension adjustment		(24)
Total equity		(25)
Carrying value of net assets (adjusted for currency translation and pension adjustments)	\$	148

As a result of the business divestiture, the Company recognized a pre-tax gain of approximately \$10 million, subject to certain post-closing adjustments, presented in Losses (gains) on business disposals on the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) for the nine months ended September 30, 2025. The total income tax benefit recognized was approximately \$1 million for the nine months ended September 30, 2025.

Divestiture of a Tobacco Flavoring Business in North America

The Company completed the divestiture of the Tobacco Flavoring Business in North America on April 1, 2025, and received gross cash proceeds of approximately \$20 million.

As a result of the divestiture, the Company recognized a pre-tax gain of less than \$1 million presented in Losses (gains) on business disposals on the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) for the nine months ended September 30, 2025. The total income tax expense recognized was approximately \$5 million for the nine months ended September 30, 2025.

Assets and Liabilities Held for Sale

Sale of Soy Crush, Concentrates & Lecithin Business

On August 5, 2025, the Company announced it had entered into a definitive agreement to divest its Soy Crush, Concentrates, and Lecithin business (the “SCL disposal group”), which is included in the Food Ingredients segment. This sale aligns with IFF’s strategy to strengthen its portfolio and supports the ongoing evaluation of strategic alternatives for the Food Ingredients segment. The transaction is subject to customary closing conditions and is expected to close by the second quarter of 2026.

The sale does not constitute a strategic shift of the Company’s operations and does not, and will not, have major effects on the Company’s operations and financial results considering only the SCL disposal group and not any future divestitures which may be considered as part of the same disposal plan. Therefore, the transaction does not meet the discontinued operations criteria.

The Company determined that the assets and liabilities of the SCL disposal group met the criteria to be presented as “held for sale” during the third quarter of 2025. As a result, as of September 30, 2025, such assets and liabilities were classified as held for sale on the Consolidated Balance Sheets.

The Company determined that the fair value of \$108 million (fair value of \$110 million less estimated costs to sell of \$2 million) of the disposal group was less than its book value. As such, the Company recorded an impairment loss of \$108 million in the third quarter of 2025 to adjust the net book value of this business to its fair value less costs to sell. The Company recorded the loss on classification of held for sale as a valuation allowance on the group of assets held for sale, without allocation to the individual assets or major classes of assets within the group. Due to the nature of estimates, the carrying value is subject to change based on developments leading up to the closing date, and the actual amounts realized upon sale may be more than or less than the estimated carrying value of the disposal group. Any difference will be recognized as a gain or loss in future financial statements.

For the three and nine months ended September 30, 2025, the Company recognized total income tax benefits of approximately \$25 million related to loss on assets classified as held for sale for the SCL disposal group.

Carrying Amount of Assets and Liabilities Held for Sale

The Company’s Consolidated Balance Sheet as of September 30, 2025 included the carrying amounts of the assets and liabilities of the SCL disposal group as held for sale.

The Company’s Consolidated Balance Sheet as of December 31, 2024 included the carrying amounts of the assets and liabilities of the Pharma Solutions disposal group, Nitrocellulose disposal group, and a portion of the Savory Solutions business in Turkey as held for sale. The Company completed the sale of a portion of the Savory Solutions business in Turkey during the three months ended March 31, 2025, and the sale of the Pharma Solutions disposal group and Nitrocellulose disposal group during the three months ended June 30, 2025.

<i>(DOLLARS IN MILLIONS)</i>	September 30, 2025	December 31, 2024
Assets		
Cash and cash equivalents	\$ —	\$ 2
Trade receivables, net	16	187
Inventories	48	274
Property, plant and equipment, net	92	451
Goodwill	—	1,216
Other intangible assets, net	88	1,078
Operating lease right-of-use assets	7	57
Other assets	9	108
Less: Loss recognized on assets held-for-sale	(108)	(317)
Total assets held-for-sale	\$ 152	\$ 3,056
Liabilities		
Accounts payable	\$ 35	\$ 90
Deferred tax liability	—	51
Other liabilities	9	191
Total liabilities held-for-sale	\$ 44	\$ 332

NOTE 4. RESTRUCTURING AND OTHER CHARGES

Restructuring and other charges primarily consist of separation costs for employees including severance, outplacement and other employee benefit costs (“Severance”), charges related to the write-down of fixed assets of plants to be closed (“Fixed asset write-down”) and all other related restructuring (“Other”) costs. All restructuring and other charges are separately stated on the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss).

IFF Productivity Program

Beginning in 2024, the Company began undertaking a productivity enhancement program aimed at improving productivity and optimizing its organizational footprint to align with business needs. This program will involve a series of actions, including ceasing operations in select manufacturing plants, consolidating leased and owned real estate space, and reducing employee headcount. The Company aims to substantially complete this productivity program by December 31, 2026.

The estimated total cost of the program initiatives ranges from \$100 million to \$120 million. The anticipated cash charges include employee-related costs such as severance, contract terminations, and dismantling costs. Additionally, non-cash charges related to assets, such as fixed asset write downs, are expected.

For the three and nine months ended September 30, 2025, the Company incurred approximately \$16 million and \$54 million, respectively, in severance costs in connection with the IFF Productivity Program. As of September 30, 2025, the Company incurred approximately \$57 million related to severance costs and approximately \$20 million in fixed asset write downs in connection with this program since inception.

Changes in Restructuring Liabilities

Changes in restructuring liabilities during the nine months ended September 30, 2025 were as follows:

<i>(DOLLARS IN MILLIONS)</i>	Balance at January 1, 2025	Additional Charges (Reversals), Net	Cash Payments	Balance at September 30, 2025
IFF Productivity Program				
Severance	\$ 3	\$ 54	\$ (24)	\$ 33
Total Restructuring and other charges	\$ 3	\$ 54	\$ (24)	\$ 33

Restructuring liabilities are presented in “Other current liabilities” on the Consolidated Balance Sheets.

Charges by Segment

The following table summarizes the total amount of costs incurred in connection with the restructuring programs and activities by segment:

<i>(DOLLARS IN MILLIONS)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Taste	\$ 9	\$ —	\$ 17	\$ 1
Food Ingredients	2	—	12	2
Health & Biosciences	4	—	12	1
Scent	1	—	13	1
Pharma Solutions	—	1	—	1
Total Restructuring and other charges	\$ 16	\$ 1	\$ 54	\$ 6

NOTE 5. STOCK COMPENSATION PLANS

The Company has various plans under which its officers, senior management, other key employees and directors may be granted equity-based awards. Equity awards outstanding under the plans include PRSUs, restricted stock units (“RSUs”), stock-settled appreciation rights (“SSARs”) and Long-Term Incentive Plan awards. Liability-based awards outstanding under the plans are cash-settled RSUs.

Stock-based compensation expense and related tax benefits were as follows:

<i>(DOLLARS IN MILLIONS)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Equity-based awards	\$ 21	\$ 16	\$ 72	\$ 59
Liability-based awards	—	1	1	3
Total stock-based compensation expense	21	17	73	62
Less: Tax benefit	(4)	(3)	(14)	(12)
Total stock-based compensation expense, after tax	\$ 17	\$ 14	\$ 59	\$ 50

As of September 30, 2025, there was approximately \$86 million of total unrecognized compensation cost related to non-vested awards granted under the equity incentive plans.

NOTE 6. SEGMENT INFORMATION

Effective January 1, 2025, the Company implemented a reorganization of its internal structure, which impacted the way the CODM, the Chief Executive Officer, allocates resources and assesses financial performance. As a result, the Company updated its reportable segments beginning with the first quarter of 2025.

Specifically, the former Nourish segment has been separated into two new reportable segments: Taste and Food Ingredients. The Taste segment (formerly the Flavors business within Nourish) includes flavor compounds and natural taste solutions used in food and beverage applications. The Food Ingredients segment (formerly the Ingredients business within Nourish) includes a broad portfolio of natural and plant-based specialty ingredients that provide texturizing and food protection capabilities, as well as soy and pea protein solutions, emulsifiers, and sweeteners.

In addition, immaterial business transfers occurred between Food Ingredients and Pharma Solutions, and between Health & Biosciences and Taste. Accordingly, the Company’s reportable segments as of January 1, 2025 are: Taste, Food Ingredients, Health & Biosciences, Scent, and Pharma Solutions.

The Company also adjusted its corporate cost allocations to align with the new organizational structure and updated operating model, consistent with how management assesses performance effective January 1, 2025.

Segment information for the three months and nine months ended September 30, 2024 has been recast to reflect the updated segment structure and changes in corporate allocations among the Company’s reportable segments on a comparable basis.

The Company’s CODM does not use assets by segment to evaluate segment performance or allocate resources and thus, total assets by segment are not disclosed.

Reportable segment information was as follows:

As a result of the divestitures of the Pharma Solutions disposal group and Nitrocellulose business that were completed during May 2025, the Pharma Solutions reportable segment information for the nine months ended September 30, 2025 includes four months of results.

Three Months Ended September 30, 2025					
	Taste	Food Ingredients	Health & Biosciences	Scent	Total
Net sales	\$ 635	\$ 830	\$ 577	\$ 652	\$ 2,694
Cost of sales	(379)	(642)	(315)	(374)	
Research & development expenses	(41)	(13)	(57)	(63)	
Selling & administrative expenses	(103)	(104)	(87)	(97)	
Depreciation expense add-back (a)	16	35	32	17	
Adjusted Operating EBITDA	\$ 128	\$ 106	\$ 150	\$ 135	\$ 519
Reconciliation of Adjusted Operating EBITDA:					
Total Adjusted Operating EBITDA				\$ 519	
Depreciation & Amortization					(247)
Interest Expense					(48)
Other Expense, net (b)					(14)
Restructuring and Other Charges (c)					(16)
Loss on Assets Classified as Held for Sale (f)					(108)
Divestiture and Integration Costs (g)					(13)
Strategic Initiative Costs (h)					(10)
Regulatory Costs (i)					(7)
Entity Realignment Costs (k)					(1)
Other (l)					1
Income (Loss) Before Taxes					<u>\$ 56</u>

Nine Months Ended September 30, 2025						
	Taste	Food Ingredients	Health & Biosciences	Scent	Pharma Solutions	Total
Net sales	\$ 1,893	\$ 2,476	\$ 1,694	\$ 1,869	\$ 369	\$ 8,301
Cost of sales	(1,133)	(1,893)	(924)	(1,054)	(248)	
Research & development expenses	(128)	(39)	(164)	(180)	(8)	
Selling & administrative expenses	(295)	(300)	(259)	(275)	(42)	
Depreciation expense add-back (a)	47	97	92	49	5	
Adjusted Operating EBITDA	\$ 384	\$ 341	\$ 439	\$ 409	\$ 76	\$ 1,649

Reconciliation of Adjusted Operating EBITDA:

Total Adjusted Operating EBITDA	\$	1,649
Depreciation & Amortization		(725)
Interest Expense		(180)
Other Expense, net (b)		(44)
Restructuring and Other Charges (c)		(54)
Impairment of Goodwill (d)		(1,153)
(Losses) Gains on Business Disposals (e)		(111)
Loss on Assets Classified as Held for Sale (f)		(108)
Divestiture and Integration Costs (g)		(90)
Strategic Initiative Costs (h)		(24)
Regulatory Costs (i)		(71)
Gain on Debt Extinguishment (j)		488
Entity Realignment Costs (k)		(5)
Other (l)		(6)
Income (Loss) Before Taxes	\$	<u>(434)</u>

Three Months Ended September 30, 2024

	Taste	Food Ingredients	Health & Biosciences	Scent	Pharma Solutions	Total
Net sales	\$ 623	\$ 843	\$ 568	\$ 613	\$ 278	\$ 2,925
Cost of sales	(369)	(668)	(305)	(353)	(178)	
Research & development expenses	(38)	(17)	(44)	(57)	(6)	
Selling & administrative expenses	(103)	(99)	(96)	(94)	(30)	
Depreciation expense add-back (a)	16	32	29	19	4	
Adjusted Operating EBITDA	\$ 129	\$ 91	\$ 152	\$ 128	\$ 68	\$ 568

Reconciliation of Adjusted Operating EBITDA:

Total Adjusted Operating EBITDA	\$	568
Depreciation & Amortization		(248)
Interest Expense		(74)
Other Expense, net (b)		(28)
Restructuring and Other Charges (c)		(1)
(Losses) Gains on Business Disposals (e)		(20)
Loss on Assets Classified as Held for Sale (f)		(32)
Divestiture and Integration Costs (g)		(55)
Strategic Initiative Costs (h)		(6)
Regulatory Costs (i)		(10)
Other (l)		1
Income (Loss) Before Taxes	\$	<u>95</u>

Nine Months Ended September 30, 2024

	Taste	Food Ingredients	Health & Biosciences	Scent	Pharma Solutions	Total
Net sales	\$ 1,852	\$ 2,546	\$ 1,653	\$ 1,861	\$ 801	\$ 8,713
Cost of sales	(1,110)	(1,996)	(885)	(1,031)	(546)	
Research & development expenses	(117)	(58)	(140)	(167)	(19)	
Selling & administrative expenses	(299)	(283)	(273)	(275)	(84)	
Depreciation expense add-back (a)	47	99	86	51	21	
Adjusted Operating EBITDA	\$ 373	\$ 308	\$ 441	\$ 439	\$ 173	\$ 1,734
Reconciliation of Adjusted Operating EBITDA:						
Total Adjusted Operating EBITDA						\$ 1,734
Depreciation & Amortization						(772)
Interest Expense						(236)
Other Expense, net (b)						(44)
Restructuring and Other Charges (c)						(6)
Impairment of Goodwill (d)						(64)
(Losses) Gains on Business Disposals (e)						348
Loss on Assets Classified as Held for Sale (f)						(284)
Divestiture and Integration Costs (g)						(172)
Strategic Initiative Costs (h)						(22)
Regulatory Costs (i)						(64)
Entity Realignment Costs (k)						(3)
Other (l)						8
Income (Loss) Before Taxes						<u>\$ 423</u>

- a) There is depreciation recorded within cost of sales, research & development expenses, and selling & administrative expenses, which is then added back to calculate segment Adjusted Operating EBITDA. This reflects how the CODM reviews Segment results.
- b) Please refer to Note 8 for additional information.
- c) For 2025, represents costs related to severance as part of the IFF Productivity Program. For 2024, represents costs related to lease impairment and severance as part of the Company's restructuring efforts. Please refer to Note 4 for additional information.
- d) For 2025, represents the impairment of goodwill related to the Food Ingredients reporting unit. For 2024, represents the impairment of goodwill related to the Pharma Solutions disposal group.
- e) For 2025, primarily represents losses recognized as part of the sale of the Pharma Solutions disposal group, offset in part by gains recognized as part of the sale of the Nitrocellulose business. For 2024, primarily represents gains recognized as part of the sale of the Cosmetic Ingredients business and losses recognized as part of the sale of the Flavors & Essences UK business. Please refer to Note 3 for additional information.
- f) For 2025, represents the loss recognized on assets classified as held for sale of the Soy Crush, Concentrates & Lecithin business. For 2024, represents the losses recognized on assets classified as held for sale of the Pharma Solutions disposal group and portion of the Savory Solutions business in Turkey.
- g) For 2025 and 2024, primarily represents costs related to the Company's completed and anticipated divestitures. These costs primarily consisted of external consulting fees, professional and legal fees and salaries of individuals who are fully dedicated to such efforts.

For the three months ended September 30, 2025, there were approximately \$13 million of divestiture costs. For the three months ended September 30, 2024, business divestiture costs were approximately \$55 million.

For the nine months ended September 30, 2025, there were approximately \$90 million of divestiture costs. For the nine months ended September 30, 2024, business divestiture and integration costs were approximately \$167 million and \$5 million, respectively.

- h) Represents costs related to the Company's strategic assessment and business portfolio optimization efforts and reorganizing the Global Business Services Centers, primarily consulting fees.
- i) Represents costs primarily related to legal fees and provisions incurred related to the ongoing investigations of the fragrance businesses including a provision for the anticipated settlement of the related US class action lawsuits.
- j) For 2025, represents the gain recognized on the extinguishment of debt in connection with the completion of tender offers. Please refer to Note 13 for additional information.

- k) Represents primarily consulting costs related to the Company's implementation of a phased restructuring initiative aimed at optimizing its legal entity framework. See Note 9 for additional information.
- l) For 2025, primarily represents the net impact of costs related to severance, including accelerated stock compensation expense, for certain executives who have separated from the Company. For 2024, represents gains (losses) from sale of assets and executive employee separation costs.

Segment capital expenditures consisted as follows:

<i>(DOLLARS IN MILLIONS)</i>	Three Months Ended September 30,	
	2025	2024
Taste	\$ 15	\$ 18
Food Ingredients	59	34
Health and Biosciences	37	17
Scent	21	18
Pharma Solutions	—	16
Consolidated	<u>\$ 132</u>	<u>\$ 103</u>

<i>(DOLLARS IN MILLIONS)</i>	Nine Months Ended September 30,	
	2025	2024
Taste	\$ 57	\$ 41
Food Ingredients	159	104
Health and Biosciences	99	52
Scent	53	43
Pharma Solutions	38	63
Consolidated	<u>\$ 406</u>	<u>\$ 303</u>

Net sales, which are attributed to individual regions based upon the destination of product delivery, were as follows:

<i>(DOLLARS IN MILLIONS)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Europe, Africa and Middle East	\$ 933	\$ 964	\$ 2,838	\$ 2,913
North America	779	886	2,450	2,628
Greater Asia	617	694	1,934	2,057
Latin America	365	381	1,079	1,115
Consolidated	<u>\$ 2,694</u>	<u>\$ 2,925</u>	<u>\$ 8,301</u>	<u>\$ 8,713</u>

<i>(DOLLARS IN MILLIONS)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Net sales related to the U.S.	\$ 737	\$ 834	\$ 2,302	\$ 2,467
Net sales attributed to all foreign countries	1,957	2,091	5,999	6,246

No country other than the U.S. had net sales greater than 10% of total consolidated net sales for each of the three and nine months ended September 30, 2025 and 2024.

NOTE 7. EMPLOYEE BENEFITS

The Company's defined benefit plan expenses included the following components:

	U.S. Plans⁽¹⁾			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
<i>(DOLLARS IN MILLIONS)</i>				
Interest cost on projected benefit obligation ⁽³⁾	\$ 1	\$ 6	\$ 2	\$ 17
Expected return on plan assets ⁽³⁾	—	(6)	—	(18)
Net amortization and deferrals ⁽³⁾	(1)	1	—	3
Net periodic benefit (income) cost	\$ —	\$ 1	\$ 2	\$ 2

	Non-U.S. Plans			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
<i>(DOLLARS IN MILLIONS)</i>				
Service cost for benefits earned ⁽²⁾	\$ 6	\$ 6	\$ 16	\$ 18
Interest cost on projected benefit obligation ⁽³⁾	8	9	26	27
Expected return on plan assets ⁽³⁾	(12)	(13)	(35)	(38)
Net amortization and deferrals ⁽³⁾	—	2	2	5
Net periodic benefit (income) cost	\$ 2	\$ 4	\$ 9	\$ 12

(1) The International Flavors & Fragrances Inc. Pension Plan (the “Plan”) was formally terminated on April 1, 2024, and settlements of the terminated Plan occurred during November 2024. The Company continues to administer several smaller non-qualified U.S. pension plans.

(2) Included as a component of Operating profit (loss).

(3) Included as a component of Other expense, net.

The Company expects to contribute a total of \$5 million to its U.S. pension plans and a total of \$22 million to its non-U.S. pension plans during 2025. During the nine months ended September 30, 2025, \$3 million of contributions were made with respect to the Company’s non-qualified U.S. pension plans and \$17 million of contributions were made to the non-U.S. pension plans.

Expense recognized for post-retirement benefits other than pensions included the following components:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	<i>(DOLLARS IN MILLIONS)</i>			
Interest cost on projected benefit obligation	\$ 1	\$ 1	\$ 2	\$ 2
Net amortization and deferrals	—	(1)	(1)	(2)
Total postretirement benefit expense	\$ 1	\$ —	\$ 1	\$ —

The Company expects to make \$4 million of payments related to its postretirement benefits other than pension plans during 2025. In the nine months ended September 30, 2025, \$2 million of benefit payments were made.

NOTE 8. OTHER EXPENSE, NET

Other expense, net consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
	<i>(DOLLARS IN MILLIONS)</i>			
Foreign exchange losses	\$ (21)	\$ (31)	\$ (62)	\$ (72)
Interest income	4	3	15	9
Pension-related benefit	3	1	4	4
Other	—	(1)	(1)	15
Other expense, net	\$ (14)	\$ (28)	\$ (44)	\$ (44)

NOTE 9. INCOME TAXES

The effective tax rate for the three months ended September 30, 2025 was 26.8%, which was primarily due to the mix of pre-tax income and losses in different jurisdictions.

The effective tax rate for the nine months ended September 30, 2025 was 10.1%, which was primarily driven by the tax benefit resulting from the entity realignment project, offset in part by the impact of business divestitures, a goodwill impairment charge that is mostly non-taxable and changes in the mix of earnings post-divestitures. During the nine months ended September 30, 2025, a one-time tax benefit of \$361 million was achieved as part of the realignment project which is partially offset by the execution costs to implement.

On July 4, 2025, the One Big Beautiful Bill Act (“OBBBA”) was enacted in the U.S. The OBBBA permanently extends key provisions of the Tax Cuts and Jobs Act of 2017, including 100% bonus depreciation, domestic research cost expensing, and the business interest expense deduction. Further, the OBBBA makes significant changes to the U.S. international tax framework, most notably the Global Intangible Low-Taxed Income (“GILTI”) regime. The legislation has multiple effective dates, with certain provisions effective in 2025 and others effective in 2026. ASC 740, “Income Taxes”, requires the effects of changes in tax rates and laws on deferred tax balances to be recognized in the period in which the legislation is enacted.

Based on the Company’s assessment, the OBBBA is expected to have a favorable impact to the Company’s cash taxes for 2025, driven primarily by acceleration of certain timing items noted above. It is not expected to have a material impact on the Company’s effective tax rate for 2025. The Company is still evaluating the potential impact of the OBBBA for provisions effective beginning in 2026.

As of September 30, 2025, the Company had approximately \$221 million of unrecognized tax benefits recorded in Other liabilities. If these unrecognized tax benefits were recognized, the effective tax rate would be affected.

As of September 30, 2025, the Company had accrued interest and penalties of approximately \$60 million classified in Other liabilities.

As of September 30, 2025, the Company’s aggregate provisions for uncertain tax positions, including interest and penalties, was approximately \$281 million associated with tax positions asserted in various jurisdictions.

The Company regularly repatriates earnings from non-U.S. subsidiaries. As the Company repatriates these funds to the U.S., there will be required income taxes payable in certain U.S. states and applicable foreign withholding taxes during the period when such repatriation occurs. Accordingly, as of September 30, 2025, the Company had a deferred tax liability of approximately \$144 million for the effect of repatriating the funds to the U.S., attributable to various non-U.S. subsidiaries. There is no deferred tax liability associated with non-U.S. subsidiaries where the Company intends to indefinitely reinvest the earnings to fund local operations and/or capital projects.

NOTE 10. PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment consisted of the following amounts:

<i>(DOLLARS IN MILLIONS)</i>	September 30, 2025	December 31, 2024
<i>Asset Type</i>		
Land	\$ 136	\$ 137
Buildings and improvements	1,761	1,690
Machinery and equipment	3,667	3,466
Information technology	571	514
Construction in process	475	360
Total Property, plant and equipment	6,610	6,167
Accumulated depreciation	(2,742)	(2,428)
Total Property, plant and equipment, net	<u>\$ 3,868</u>	<u>\$ 3,739</u>

Depreciation expense was \$101 million and \$102 million for the three months ended September 30, 2025 and 2024, respectively, and \$291 million and \$305 million for the nine months ended September 30, 2025 and 2024, respectively.

Interest incurred during the construction period of certain property, plant and equipment is capitalized until the underlying assets are placed in service, at which time straight-line amortization of the capitalized interest begins over the estimated useful lives of the related assets. Capitalized interest was approximately \$3 million for each of the three months ended September 30, 2025 and 2024, respectively, and approximately \$9 million and \$10 million for each of the nine months ended September 30, 2025 and 2024, respectively.

NOTE 11. GOODWILL AND OTHER INTANGIBLE ASSETS, NET

Goodwill

Movements in goodwill attributable to each reportable segment for the nine months ended September 30, 2025 were as follows:

<i>(DOLLARS IN MILLIONS)</i>	Nourish	Taste	Food Ingredients	Scent	Health & Biosciences	Pharma Solutions	Total
Balance at January 1, 2025	\$ 3,315	\$ —	\$ —	\$ 1,465	\$ 4,295	\$ —	\$ 9,075
Reallocation of goodwill in segment reorganization	(3,315)	2,176	1,153	—	(14)	—	—
Transferred to assets held for sale	—	(6)	—	—	—	—	(6)
Impairment	—	—	(1,153)	—	—	—	(1,153)
Foreign exchange	—	125	—	44	179	—	348
Balance at September 30, 2025	\$ —	\$ 2,295	\$ —	\$ 1,509	\$ 4,460	\$ —	\$ 8,264

Goodwill Impairment Test

Effective January 1, 2025, the Company reorganized its Nourish segment into two new reportable segments: Taste and Food Ingredients, to align with changes in the Company's internal management reporting structure. As a result of this change, goodwill previously allocated to the Nourish reporting unit was reallocated between the new Taste and Food Ingredients reporting units. In accordance with ASC 350, the Company performed a quantitative goodwill impairment test on the former Nourish reporting unit immediately prior to the change, and separately tested goodwill for the new Taste and Food Ingredients reporting units following the reorganization. Based on the results of the impairment testing, the Company determined that the carrying amount of the Food Ingredients reporting unit exceeded its estimated fair value, and accordingly recognized a goodwill impairment charge of \$1.153 billion. This charge is reflected in the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) for the nine months ended September 30, 2025. As of September 30, 2025, there is no remaining goodwill attributable to the Food Ingredients reporting unit.

The Company assessed the fair value of the reporting units using an income approach. Under the income approach, the Company determined the fair value by using a discounted cash flow method at a rate of return that reflects the relative risk of the projected future cash flows of each reporting unit, as well as a terminal value. The Company used the most current actual and forecasted operating data available. Key estimates and assumptions used in these valuations include revenue growth rates, gross margins, adjusted operating EBITDA margins, terminal growth rates and discount rates.

Other Intangible Assets

Other intangible assets, net consisted of the following amounts:

<i>(DOLLARS IN MILLIONS)</i>	September 30, 2025	December 31, 2024
Asset Type		
Customer relationships	\$ 7,192	\$ 7,004
Technological know-how	1,996	1,937
Trade names & patents	284	268
Other	24	25
Total carrying value	<u>9,496</u>	<u>9,234</u>
Accumulated Amortization		
Customer relationships	(2,102)	(1,765)
Technological know-how	(1,038)	(875)
Trade names & patents	(152)	(128)
Other	(21)	(21)
Total accumulated amortization	<u>(3,313)</u>	<u>(2,789)</u>
Other intangible assets, net	<u>\$ 6,183</u>	<u>\$ 6,445</u>

Amortization

Amortization expense was \$146 million for both of the three months ended September 30, 2025 and 2024, respectively, and \$434 million and \$467 million for each of the nine months ended September 30, 2025 and 2024, respectively.

Amortization expense for the next five years, based on valuations and determinations of useful lives, is expected to be as follows:

<i>(DOLLARS IN MILLIONS)</i>	Remainder of 2025	2026	2027	2028	2029
Estimated future intangible amortization expense	\$ 146	\$ 581	\$ 493	\$ 480	\$ 444

NOTE 12. OTHER CURRENT ASSETS AND LIABILITIES, AND OTHER ASSETS

Prepaid expenses and other current assets consisted of the following amounts:

<i>(DOLLARS IN MILLIONS)</i>	September 30, 2025	December 31, 2024
Value-added tax receivable	\$ 136	\$ 118
Prepaid income taxes	267	177
Deferred charges	34	44
Packaging materials and supplies	126	123
Prepaid expenses	180	159
Earnout receivable	100	—
Other	68	65
Total	<u>\$ 911</u>	<u>\$ 686</u>

Other assets consisted of the following amounts:

<i>(DOLLARS IN MILLIONS)</i>	September 30, 2025	December 31, 2024
Deferred income taxes	\$ 233	\$ 240
Overfunded pension plans	179	144
Cash surrender value of life insurance contracts	55	52
Finance lease right-of-use assets	32	27
Equity method investments	15	10
Long-term receivables ⁽¹⁾	257	153
Other ⁽²⁾	211	281
Total	<u>\$ 982</u>	<u>\$ 907</u>

(1) Primarily relates to long-term tax receivables due to an operating loss carryback, long-term uncertain tax benefits, and receivables from certain government authorities, which the Company has corresponding payables to DuPont in relation to the N&B Transaction in 2021.

(2) Includes land usage rights in China.

Other current liabilities consisted of the following amounts:

<i>(DOLLARS IN MILLIONS)</i>	September 30, 2025	December 31, 2024
Rebates and incentives payable	\$ 104	\$ 111
Value-added tax payable	36	24
Interest payable	35	42
Current pension and other postretirement benefit obligation	14	12
Accrued restructuring	33	3
Current operating lease obligation	93	82
Accrued income taxes	226	129
Accrued expenses payable	304	203
Other	199	196
Total	<u>\$ 1,044</u>	<u>\$ 802</u>

NOTE 13. DEBT

Debt consisted of the following:

<i>(DOLLARS IN MILLIONS)</i>	Effective Interest Rate	September 30, 2025	December 31, 2024
2025 Notes ⁽¹⁾⁽²⁾	1.22 %	\$ —	\$ 1,000
2026 Euro Notes ⁽¹⁾	1.93 %	938	827
2027 Notes ⁽¹⁾⁽²⁾	1.56 %	805	1,209
2028 Notes ⁽¹⁾	4.57 %	399	398
2030 Notes ⁽¹⁾⁽²⁾	2.21 %	1,239	1,507
2040 Notes ⁽¹⁾⁽²⁾	3.04 %	342	771
2047 Notes ⁽¹⁾⁽²⁾	4.44 %	392	495
2048 Notes ⁽¹⁾⁽²⁾	5.12 %	674	787
2050 Notes ⁽¹⁾⁽²⁾	3.21 %	888	1,568
2026 Term Loan Facility ⁽¹⁾	4.88 %	—	413
Revolving Credit Facility ⁽³⁾		—	—
Commercial paper ⁽⁴⁾		370	—
Bank overdrafts and other		2	2
Total debt		6,049	8,977
Less: Short-term borrowings		(1,308)	(1,413)
Total Long-term debt		\$ 4,741	\$ 7,564

(1) Amount is net of unamortized discount and debt issuance costs.

(2) Included in the tender offers described below.

(3) Borrowings under the Revolving Credit Facility are subject to interest at varying spreads above quoted market rates and a commitment fee is paid on the total unused borrowings.

(4) The effective interest rate of commercial paper issuances fluctuates as short-term interest rates and demand fluctuate, and deferred debt issuance costs are immaterial. Refer to “Commercial Paper” below.

Repayments of Debt

2025 Notes

On September 30, 2025, the Company made a \$500 million debt repayment related to the 2025 Notes, which was primarily funded from commercial paper issuances.

Tender Offers

On May 20, 2025, the Company completed tender offers to purchase for cash certain of its outstanding series of Senior Notes for an aggregate purchase price, excluding accrued and unpaid interest, of \$2.0 billion. The carrying value of this series of Senior Notes purchased as a result of these tender offers was \$2.5 billion. The Company also incurred approximately \$6 million of banking and legal costs. In connection with the completion of these tender offers, the Company recognized a gain on debt extinguishment of \$488 million within the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss). The tender offers were primarily funded through the proceeds received from the divestiture of the Pharma Solutions disposal group.

Other

For the nine months ended September 30, 2025, the Company made debt repayments totaling approximately \$413 million on the remaining balance of the 2026 Term Loan Facility. This was done using a portion of the cash proceeds from the divestiture of the Pharma Solutions disposal group in accordance with the terms of the Term Loan Facility agreement.

For the nine months ended September 30, 2024, the Company made a \$270 million and €500 million (approximately \$547 million) debt repayment at maturity related to the 2024 Term Loan Facility and 2024 Euro Notes, respectively, which were primarily funded from commercial paper issuances, and subsequently repaid using proceeds received from the divestiture of the Cosmetic Ingredients business. The Company also made quarterly debt repayments totaling approximately \$157 million related to the 2026 Term Loan Facility in accordance with the terms of the debt agreement.

Commercial Paper

As of September 30, 2025, the amount of commercial paper outstanding was \$370 million with a weighted average interest rate of 4.50% and a weighted average maturity of 43 days. As of December 31, 2024, there was no commercial paper outstanding.

For the nine months ended September 30, 2025, the Company had gross issuances of \$3.820 billion and repayments of \$3.450 billion under the commercial paper program. For the nine months ended September 30, 2024, the Company had gross issuances of \$3.653 billion and repayments of \$3.653 billion under the commercial paper program. The commercial paper issued during both the nine months ended September 30, 2025 and 2024 had original maturities of less than 90 days.

The commercial paper program is backed by the borrowing capacity available under the Revolving Credit Facility. The effective interest rate of commercial paper issuances does not materially differ from short-term interest rates, which fluctuate due to market conditions and as a result may impact our interest expense.

Revolving Credit Facility

For the nine months ended September 30, 2025, the Company had no drawdowns or repayments under the Revolving Credit Facility. For the nine months ended September 30, 2024, the Company had drawdowns of \$250 million and repayments of \$250 million under the Revolving Credit Facility.

On June 25, 2025, the Company, with its lenders, entered into the Fourth Amended and Restated Credit Agreement (“Revolving Credit Agreement”), which amended and restated the most recent Amendment No. 4 to the Third Amended and Restated Credit Agreement dated September 19, 2023. This amendment and restatement, among other things, extended the termination date to June 25, 2030, as well as removed the financial covenant relief period and associated restrictions. The Revolving Credit Agreement states that from the effective date through September 30, 2025, our net debt to credit adjusted EBITDA ratio shall not exceed 4.00x, and shall not exceed 3.75x thereafter, with a temporary step-up to 4.25x permitted for three fiscal quarters following an acquisition exceeding \$500 million in paid consideration. As of September 30, 2025, the Company was in compliance with all financial and other covenants.

Lines of Credit

The Company has various lines of credit which are available to support its ongoing business operations. As of September 30, 2025, the Company has a total capacity of approximately \$1.735 billion of lines of credit with various financial institutions, of which \$1.733 billion is available as of September 30, 2025.

NOTE 14. LEASES

The Company has leases for corporate offices, manufacturing facilities, research and development facilities and certain transportation and office equipment. The Company’s leases have remaining lease terms of up to 50 years, some of which include options to extend the leases for up to 15 years.

The components of lease expense were as follows:

<i>(DOLLARS IN MILLIONS)</i>	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
Operating leases				
Operating lease cost	\$ 32	\$ 31	\$ 90	\$ 95
Variable lease cost	11	14	43	42
Total operating lease cost	\$ 43	\$ 45	\$ 133	\$ 137
Finance leases				
Finance lease cost	\$ 4	\$ 3	\$ 10	\$ 9

Supplemental cash flow information related to leases was as follows:

<i>(DOLLARS IN MILLIONS)</i>	Nine Months Ended		Nine Months Ended	
	September 30, 2025		September 30, 2024	
Cash paid for amounts included in the measurement of lease liabilities				
Operating cash flows for operating leases	\$	99	\$	90
Operating cash flows for finance leases		1		1
Financing cash flows for finance leases		9		7
Right-of-use assets obtained in exchange for lease obligations				
Operating leases		84		44
Finance leases		14		12

Operating lease right-of-use assets are presented in “Operating lease right-of-use assets” and finance lease right-of-use assets are presented in “Other assets” on the Consolidated Balance Sheets. Operating lease liabilities are presented in “Operating lease liabilities” and finance lease liabilities are presented in “Other liabilities” on the Consolidated Balance Sheets. Any other current liabilities related to operating and finance lease liabilities are presented in “Other current liabilities” on the Consolidated Balance Sheets.

NOTE 15. FINANCIAL INSTRUMENTS

Fair Value

Accounting guidance on fair value measurements specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company’s market assumptions. These two types of inputs create the following fair value hierarchy:

- Level 1 — Quoted prices for *identical* instruments in active markets.
- Level 2 — Quoted prices for *similar* instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 — Valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. The Company also considers counterparty credit risk in its assessment of fair value. The Company determines the fair value of structured liabilities (where performance is linked to structured interest rates, inflation or currency risks) using the Secured Overnight Financing Rate (“Term SOFR”) swap curve and forward interest and exchange rates at period end. Such instruments are classified as Level 2 based on the observability of significant inputs to the model. Instruments classified as Level 3 include the earnout receivable as discussed in Note 3, as well as instruments held in pension asset trusts as discussed in Note 8 of the Company’s 2024 Form 10-K.

The carrying values and the estimated fair values of financial instruments at September 30, 2025 and December 31, 2024 consisted of the following:

<i>(DOLLARS IN MILLIONS)</i>	September 30, 2025		December 31, 2024	
	Carrying Value	Fair Value	Carrying Value	Fair Value
LEVEL 1				
Cash and cash equivalents ⁽¹⁾	\$ 621	\$ 621	\$ 469	\$ 469
LEVEL 2				
Credit facilities and bank overdrafts ⁽²⁾	2	2	2	2
Derivatives				
Derivative assets ⁽³⁾	3	3	9	9
Derivative liabilities ⁽³⁾	249	249	129	129
Commercial paper ⁽²⁾	370	370	—	—
Long-term debt:				
2025 Notes ⁽⁴⁾	—	—	1,000	972
2026 Euro Notes ⁽⁴⁾	938	932	827	813
2027 Notes ⁽⁴⁾	805	761	1,209	1,102
2028 Notes ⁽⁴⁾	399	402	398	391
2030 Notes ⁽⁴⁾	1,239	1,104	1,507	1,274
2040 Notes ⁽⁴⁾	342	253	771	536
2047 Notes ⁽⁴⁾	392	319	495	392
2048 Notes ⁽⁴⁾	674	602	787	686
2050 Notes ⁽⁴⁾	888	589	1,568	985
2026 Term Loan Facility ⁽⁵⁾	—	—	413	413
LEVEL 3				
Earnout Receivable ⁽⁶⁾	100	100	—	—

(1) The carrying amount of cash and cash equivalents approximates fair value due to the short maturity of those instruments.

(2) The carrying amount approximates fair value as the interest rate is reset frequently based on current market rates as well as the short maturity of those instruments.

(3) The carrying amount approximates fair value as the instruments are marked-to-market and held at fair value on the Consolidated Balance Sheets.

(4) The fair value of the Note is obtained from pricing services engaged by the Company, and the Company receives one price for each security. The fair value provided by the pricing services are estimated using pricing models, where the inputs to those models are based on observable market inputs or recent trades of similar securities. The inputs to the valuation techniques applied by the pricing services are typically benchmark yields, benchmark security prices, credit spreads, reported trades and broker-dealer quotes, all with reasonable levels of transparency.

(5) The carrying amount approximates fair value as the interest rate is reset frequently based on current market rates.

(6) The earnout receivable is recognized at fair value. Refer to Note 3 for further discussion of the valuation method and inputs used.

Derivatives

Foreign Currency Forward Contracts

The Company periodically enters into foreign currency forward contracts with the objective of managing our exchange rate risk related to foreign currency denominated monetary assets and liabilities of our operations. These contracts generally involve the exchange of one currency for a second currency at a future date, have maturities not exceeding twelve months and are with counterparties which are major international financial institutions.

Commodity Contracts

The Company utilizes options that are not designated as hedging instruments to reduce exposure to commodity price fluctuations on purchases of inventory such as soybeans.

The Company also utilizes swaps that are designated as hedging instruments to reduce exposure to commodity price fluctuations on purchases of natural gas used in our manufacturing process.

Hedges Related to Issuances of Debt

As of September 30, 2025, the Company had designated approximately \$938 million of Euro Notes as a hedge of a portion of its net European investments. Accordingly, the change in the value of the debt that is attributable to foreign exchange movements is recorded in Other comprehensive income (“OCI”) as a component of foreign currency translation adjustments in the accompanying Consolidated Statements of Income (Loss) and Comprehensive Income (Loss).

Cross Currency Swaps

The Company has twelve EUR/USD cross currency swaps with a notional value of \$1.4 billion that mature through November 2030. The swaps all qualified as net investment hedges in order to mitigate a portion of the Company’s net European investments from foreign currency risk. As of September 30, 2025, the twelve swaps were in a liability position with an aggregate fair value of \$240 million, which were classified as Other liabilities on the Consolidated Balance Sheets. Changes in fair value related to cross currency swaps are recorded in OCI.

The following table shows the notional amount of the Company’s derivative instruments outstanding as of September 30, 2025 and December 31, 2024:

<i>(DOLLARS IN MILLIONS)</i>	September 30, 2025	December 31, 2024
Foreign currency contracts ⁽¹⁾	\$ (1,829)	\$ (1,512)
Commodity contracts ⁽¹⁾	3	7
Cross currency swaps	1,400	1,400

(1) Foreign currency contracts and commodity contracts are presented net of contracts bought and sold.

The following tables show the Company’s derivative instruments measured at fair value (Level 2 of the fair value hierarchy), as reflected on the Consolidated Balance Sheets as of September 30, 2025 and December 31, 2024:

<i>(DOLLARS IN MILLIONS)</i>	September 30, 2025		
	Fair Value of Derivatives Designated as Hedging Instruments	Fair Value of Derivatives Not Designated as Hedging Instruments	Total Fair Value
Derivative assets⁽¹⁾			
Foreign currency forward contracts	\$ —	\$ 3	\$ 3
Total derivative assets	\$ —	\$ 3	\$ 3
Derivative liabilities⁽²⁾			
Foreign currency contracts	\$ —	\$ 8	\$ 8
Cross currency swaps	240	—	240
Commodity contracts	—	1	1
Total derivative liabilities	\$ 240	\$ 9	\$ 249

	December 31, 2024		
	Fair Value of Derivatives Designated as Hedging Instruments	Fair Value of Derivatives Not Designated as Hedging Instruments	Total Fair Value
<i>(DOLLARS IN MILLIONS)</i>			
Derivative assets⁽¹⁾			
Foreign currency contracts	\$ —	\$ 8	\$ 8
Commodity contracts	1	—	1
Total derivative assets	<u>\$ 1</u>	<u>\$ 8</u>	<u>\$ 9</u>
Derivative liabilities⁽²⁾			
Foreign currency contracts	\$ —	\$ 39	\$ 39
Cross currency swaps	90	—	90
Total derivative liabilities	<u>\$ 90</u>	<u>\$ 39</u>	<u>\$ 129</u>

(1) Derivative assets are recorded to Prepaid expenses and other current assets on the Consolidated Balance Sheets.

(2) Derivative liabilities are recorded to Other current liabilities and Other liabilities on the Consolidated Balance Sheets.

The following table shows the effect of the Company's derivative instruments which were not designated as hedging instruments on the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) for the three and nine months ended September 30, 2025 and 2024:

<i>(DOLLARS IN MILLIONS)</i>	Amount of Gain (Loss) Recognized in Income on Derivative Settlements		Amount of Gain (Loss) Recognized in Income on Changes in Fair Value		Location of Gain (Loss) Recognized in Income on Derivative
	Three Months Ended September 30,		Three Months Ended September 30,		
	2025	2024	2025	2024	
Foreign currency contracts ⁽¹⁾	\$ 16	\$ 62	\$ (41)	\$ 80	Other expense, net
Commodity contracts	—	—	1	—	Cost of sales
Total	<u>\$ 16</u>	<u>\$ 62</u>	<u>\$ (40)</u>	<u>\$ 80</u>	

<i>(DOLLARS IN MILLIONS)</i>	Amount of Gain (Loss) Recognized in Income on Derivative Settlements		Amount of Gain (Loss) Recognized in Income on Changes in Fair Value		Location of Gain (Loss) Recognized in Income on Derivative
	Nine Months Ended September 30,		Nine Months Ended September 30,		
	2025	2024	2025	2024	
Foreign currency contracts ⁽¹⁾	\$ 131	\$ 21	\$ 25	\$ 16	Other expense, net
Commodity contracts	—	(1)	1	—	Cost of sales
Total	<u>\$ 131</u>	<u>\$ 20</u>	<u>\$ 26</u>	<u>\$ 16</u>	

(1) The foreign currency contract net gains (losses) offset any recognized gains (losses) arising from the revaluation of the related intercompany loans during the same respective periods.

The following table shows the effect of the Company's derivative and non-derivative instruments designated as cash flow and net investment hedging instruments, net of tax, on the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) for the three and nine months ended September 30, 2025 and 2024:

	Amount of Gain (Loss) Recognized in OCI on Derivative and Non-Derivative (Effective Portion)		Location of Gain (Loss) Reclassified from Accumulated Other Comprehensive Income ("AOCI") into Income (Effective Portion)	Amount of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	
	Three Months Ended September 30,			Three Months Ended September 30,	
	2025	2024		2025	2024
<i>(DOLLARS IN MILLIONS)</i>					
Derivatives in Cash Flow Hedging Relationships:					
Commodity contracts	\$ —	\$ 1	Cost of sales	\$ —	\$ 1
Interest rate swaps ⁽¹⁾	—	—	Interest expense	—	—
Derivatives in Net Investment Hedging Relationships:					
Cross currency swaps	11	(38)	N/A	—	—
Non-Derivatives in Net Investment Hedging Relationships:					
2026 Euro Notes	3	(28)	N/A	—	—
Total	\$ 14	\$ (65)		\$ —	\$ 1

	Amount of Gain (Loss) Recognized in OCI on Derivative and Non-Derivative (Effective Portion)		Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Amount of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	
	Nine Months Ended September 30,			Nine Months Ended September 30,	
	2025	2024		2025	2024
<i>(DOLLARS IN MILLIONS)</i>					
Derivatives in Cash Flow Hedging Relationships:					
Foreign currency contracts	\$ —	\$ (7)	Cost of sales	\$ —	\$ —
Commodity contracts	(1)	2	Cost of sales	1	1
Interest rate swaps ⁽¹⁾	—	—	Interest expense	(1)	—
Derivatives in Net Investment Hedging Relationships:					
Cross currency swaps	(115)	(2)	N/A	—	—
Non-Derivatives in Net Investment Hedging Relationships:					
2024 Euro Notes	—	3	N/A	—	—
2026 Euro Notes	(84)	(8)	N/A	—	—
Total	\$ (200)	\$ (12)		\$ —	\$ 1

(1) Interest rate swaps were entered into as pre-issuance hedges for the Company's bond offerings.

The ineffective portion of the above noted net investment hedges was approximately \$3 million and \$10 million for the three and nine months ended September 30, 2025, respectively, and \$3 million and \$11 million for the three and nine months ended September 30, 2024, respectively, was recorded as a reduction to Interest expense on the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss).

At September 30, 2025, based on current market rates, the Company does not expect any material derivative losses (net of tax), included in AOCI, to be reclassified into earnings within the next 12 months.

Subsequent Event

On October 1, 2025, we entered into agreements with various banks to expand our cross currency swap capacity by \$500 million, bringing the total notional value of swaps to \$1.9 billion. The swaps mature in September 2028 and November 2030 and qualify as net investment hedges in order to mitigate a portion of the Company's net European investments from foreign currency risk.

NOTE 16. ACCUMULATED OTHER COMPREHENSIVE LOSS

The following tables present changes in the accumulated balances for each component of other comprehensive loss, including current period other comprehensive income (loss) and reclassifications out of accumulated other comprehensive loss, for the three and nine months ended September 30, 2025 and 2024:

<i>(DOLLARS IN MILLIONS)</i>	Foreign Currency Translation Adjustments	Gains (Losses) on Derivatives Qualifying as Hedges	Pension and Postretirement Liability Adjustment	Total
Accumulated other comprehensive loss, net of tax, as of July 1, 2025	\$ (1,264)	\$ (3)	\$ (148)	\$ (1,415)
OCI before reclassifications	(47)	—	(1)	(48)
Net current period other comprehensive income (loss)	(47)	—	(1)	(48)
Accumulated other comprehensive loss, net of tax, as of September 30, 2025	<u>\$ (1,311)</u>	<u>\$ (3)</u>	<u>\$ (149)</u>	<u>\$ (1,463)</u>

<i>(DOLLARS IN MILLIONS)</i>	Foreign Currency Translation Adjustments	Gains (Losses) on Derivatives Qualifying as Hedges	Pension and Postretirement Liability Adjustment	Total
Accumulated other comprehensive loss, net of tax, as of January 1, 2025	\$ (2,426)	\$ (2)	\$ (99)	\$ (2,527)
OCI before reclassifications	1,067	(1)	(2)	1,064
Reclassifications due to business divestitures	48	—	(50)	(2)
Amounts reclassified from AOCI	—	—	2	2
Net current period other comprehensive income (loss)	1,115	(1)	(50)	1,064
Accumulated other comprehensive loss, net of tax, as of September 30, 2025	<u>\$ (1,311)</u>	<u>\$ (3)</u>	<u>\$ (149)</u>	<u>\$ (1,463)</u>

<i>(DOLLARS IN MILLIONS)</i>	Foreign Currency Translation Adjustments	Gains (Losses) on Derivatives Qualifying as Hedges	Pension and Postretirement Liability Adjustment	Total
Accumulated other comprehensive loss, net of tax, as of July 1, 2024	\$ (2,073)	\$ (5)	\$ (237)	\$ (2,315)
OCI before reclassifications	555	2	(3)	554
Amounts reclassified from AOCI	—	(1)	2	1
Net current period other comprehensive income (loss)	555	1	(1)	555
Accumulated other comprehensive loss, net of tax, as of September 30, 2024	<u>\$ (1,518)</u>	<u>\$ (4)</u>	<u>\$ (238)</u>	<u>\$ (1,760)</u>

<i>(DOLLARS IN MILLIONS)</i>	Foreign Currency Translation Adjustments	Gains (Losses) on Derivatives Qualifying as Hedges	Pension and Postretirement Liability Adjustment	Total
Accumulated other comprehensive loss, net of tax, as of January 1, 2024	\$ (1,652)	\$ 1	\$ (245)	\$ (1,896)
OCI before reclassifications	130	(4)	1	127
Reclassifications due to business divestitures	4	—	—	4
Amounts reclassified from AOCI	—	(1)	6	5
Net current period other comprehensive income (loss)	134	(5)	7	136
Accumulated other comprehensive loss, net of tax, as of September 30, 2024	<u>\$ (1,518)</u>	<u>\$ (4)</u>	<u>\$ (238)</u>	<u>\$ (1,760)</u>

The following table provides details about reclassifications out of Accumulated other comprehensive loss to the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) other than due to business divestitures:

<i>(DOLLARS IN MILLIONS)</i>	Three Months Ended September 30,		Affected Line Item in the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
	2025	2024	
(Losses) gains on pension and postretirement liability adjustments			
Prior service cost	\$ —	\$ 1	(1)
Actuarial losses	—	(3)	(1)
Total	<u>\$ —</u>	<u>\$ (2)</u>	Total, net of income taxes

<i>(DOLLARS IN MILLIONS)</i>	Nine Months Ended September 30,		Affected Line Item in the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
	2025	2024	
(Losses) gains on pension and postretirement liability adjustments			
Prior service cost	\$ 1	\$ 2	(1)
Actuarial losses	(3)	(8)	(1)
Total	<u>\$ (2)</u>	<u>\$ (6)</u>	Total, net of income taxes

(1) The amortization of prior service cost and actuarial loss is included in the computation of net periodic benefit cost. Refer to Note 7 for additional information regarding net periodic benefit cost.

NOTE 17. COMMITMENTS AND CONTINGENCIES

Guarantees and Letters of Credit

The Company has various bank guarantees, letters of credit and surety bonds which are used to support its ongoing business operations, satisfy governmental requirements associated with pending litigation in various jurisdictions and the payment of customs duties.

As of September 30, 2025, the Company had a total of approximately \$211 million of available bank guarantees, commercial guarantees, standby letters of credit and surety bonds with various financial institutions. There was a total of approximately \$51 million outstanding under the bank guarantees, standby letters of credit and commercial guarantees as of September 30, 2025.

The Company has been required to, and has separately pledged assets, principally property, plant and equipment, to cover assessments in Brazil for various income tax and indirect tax disputes related to fiscal years 1998-2011 in the amount of approximately \$7 million as of September 30, 2025.

Litigation

The Company assesses contingencies related to litigation and/or other matters to determine the degree of probability and range of possible loss if reasonably estimable. A loss contingency is accrued in the Company's Consolidated Financial Statements if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Because litigation is inherently unpredictable and unfavorable resolutions could occur, assessing contingencies is highly sensitive and requires judgments about future events and any assessments or the related decisions on accruals could be inaccurate. On at least a quarterly basis, the Company reviews contingencies related to litigation to determine the adequacy of accruals. The amount of ultimate loss may substantially differ from these estimates and the amounts accrued, and further events may require the Company to increase or decrease the amounts it has accrued on any matter.

Periodically, the Company assesses its insurance coverage for all known claims, where applicable, taking into account aggregate coverage by occurrence, limits of coverage, self-insured retentions and deductibles, historical claims experience and claims experience with its insurance carriers. The probable liabilities are recorded at management's best estimate of the probable outcome of the lawsuits and claims where reasonably estimable, taking into consideration the facts and circumstances of the individual matters as well as past experience on similar matters. At each balance sheet date, management assesses whether it is probable that a loss as to asserted or unasserted claims has been incurred and if so, whether the amount of loss can be reasonably estimated. The Company records the expected liability with respect to claims in Other current liabilities or Other liabilities and expected recoveries from its insurance carriers in Other current assets or Other assets. The Company recognizes a receivable when it believes that realization of the insurance receivable is probable under the terms of the insurance policies and its payment experience to date.

Litigation Matters

A motion to approve a securities class action was filed in the Tel Aviv District Court, Israel, in August 2019, alleging, among other things, false and misleading statements largely in connection with IFF's acquisition of Frutarom and improper payments made by Frutarom businesses operating principally in Russia and Ukraine to representatives of customers. The motion ("Oman") (following an initial amendment) asserted claims under the Israeli Securities Act-1968 against IFF, its former Chairman and CEO, and its former CFO, and against Frutarom and certain former Frutarom officers and directors, as well as claims under the Israeli Companies Act-1999 against certain former Frutarom officers and directors. On July 14, 2022, the court approved the parties' motion to mediate the dispute, which postponed all case deadlines until after the mediation. The parties held mediation meetings on September 13, 2022, November 22, 2022, March 1, 2023, November 2023, March 3, 2024 and April 1, 2024. In November 2024, the court granted extensions to the parties' joint filings of the responses to the Oman motion and for the evidential hearings, for the parties to exhaust the mediation proceeding. In the second quarter of 2025, the parties finalized a settlement agreement and submitted it to the court for approval. The settlement, if approved, resolves all claims against Frutarom and its former officers and directors, and was made to avoid the cost, distraction and uncertainty of prolonged litigation. The settlement agreement states the settlement payment, fees and expenses totaling 24.0 million New Israel Shekel (approximately \$6.8 million) will be paid by the respondents' insurers.

On October 29, 2019, IFF and Frutarom filed a claim in the Tel Aviv District Court, Israel, against Ori Yehudai, the former President and CEO of Frutarom, and against certain former directors of Frutarom, challenging the bonus of \$20 million granted to Yehudai in 2018. IFF and Frutarom allege, among other things, that Yehudai was not entitled to receive the bonus because he breached his fiduciary duty by, among other things, knowing of the above-mentioned improper payments and failing to prevent them from being made. The parties agreed, pursuant to the court's recommendation, to attempt to resolve the dispute through mediation, and a court decision is pending with regard to the order in which this claim and the class action described below will be heard.

On March 11, 2020, an IFF shareholder filed a motion to approve a class action in Israel against, among others, Frutarom, Yehudai, and Frutarom's former board of directors, alleging that former minority shareholders of Frutarom were harmed as a result of the US \$20 million bonus paid to Yehudai. The court held an evidentiary hearing on the motion to approve a class action in March 2024. In September 2025, the court issued a decision granting the motion to certify a class action.

Since March 2023, various putative class action lawsuits have been filed against IFF, Firmenich International SA, Givaudan SA, and Symrise AG and/or certain affiliates thereof in the Quebec Superior Court, the Federal Court of Canada, Ontario Superior Court, the Supreme Court of British Columbia and, in several cases, the United States District Court for the District of New Jersey. These actions allege violations of the Canadian Competition Act and the Sherman Act, as applicable, and other related claims, and seek damages and other relief. IFF announced on October 17, 2025, that it entered into a settlement agreement which will be a full settlement of the multiple civil class actions brought by direct purchasers of fragrance products in the United States. Upon approval by the Court, IFF would contribute \$26 million to a settlement fund to resolve all class claims related to the antitrust case brought by direct purchasers. Once completed, this settlement will resolve the major part of the pending civil class actions against IFF. The parties expect to resolve the two smaller tiers of class actions in the US in the near future. During the nine months ended September 30, 2025, the Company recognized a provision of \$43.25 million within "Selling and Administrative Expenses" in connection with the U.S. class action lawsuits, based on estimated potential settlement amounts, including the settlement disclosed above. This provision does not include any potential liabilities that may arise from other civil proceedings not encompassed by the U.S. class action lawsuits. IFF may face additional civil suits, in the United States, Canada, United Kingdom, European Union or in other countries, relating to such alleged conduct. At this time, IFF is unable to predict the potential outcome of these lawsuits or any potential effect they may have on the Company's results of operations, liquidity or financial condition. The resolution of any of these items could have a material adverse effect on IFF's results of operation, financial condition, and overall business.

Investigations

On June 3, 2020, the Israel Police's National Fraud Investigation Unit and the Israeli Securities Authority commenced an investigation into Frutarom and certain of its former executives, based on suspected bribery of foreign officials, money laundering, and violations of the Israeli Securities Act-1968. On February 26, 2024, the Israeli authorities informed Frutarom that the authorities decided to close the criminal investigation.

On March 7, 2023, the European Commission ("EC") and the United Kingdom Competition and Markets Authority ("CMA") carried out unannounced inspections of certain of IFF's facilities. On the same day, IFF was served with a grand jury subpoena by the Antitrust Division of the U.S. Department of Justice ("DOJ"). IFF understands the EC, CMA, DOJ and the Swiss Competition Commission are investigating potential anticompetitive conduct as it relates to IFF's fragrance businesses. The Mexican Competition Commission has also announced that it is investigating potential anticompetitive conduct in the fragrance and fragrance ingredients industries, and investigations are also underway or threatened in other jurisdictions related to claimed anticompetitive conduct. The Company has applied for leniency in a number of these jurisdictions. Leniency, if obtained in a jurisdiction, would generally carry significant benefits by, for example, reducing or eliminating monetary liability in that jurisdiction. Since March 7, 2023, regulatory authorities in other countries have initiated investigations involving the same conduct. While these investigations are confidential, the Company is cooperating and/or seeking leniency in those jurisdictions, as well. IFF has been and intends to continue actively cooperating with these investigations, as well as any other present or future inquiries from governmental authorities. During the first three months of 2024, IFF recognized a provision of €15.9 million (approximately \$17.5 million) in connection with a settlement with the EC, which was paid during the third quarter of 2024. This settlement pertains to a charge related to the deletion of messages relevant to the investigation by a former Scent employee. This settlement does not conclude the ongoing antitrust investigation. IFF is currently unable, however, to predict or determine the duration or outcome of the investigations, or whether the outcome of the investigations will materially impact the Company's results of operations, liquidity or financial condition. However, an adverse judgment or other outcome or settlement with respect to any proceedings discussed above could result in significant fines or payments by IFF. The resolution of any of these items could have a material adverse effect on IFF's results of operations, financial condition, and overall business.

Environmental Proceedings

Effective March 22, 2024, the Solae, LLC Memphis site ("Solae") signed an Administrative Order on Consent (the "Consent Order") resolving violations and penalties pertaining to the Administrative Order and Assessment received from the City of Memphis on May 27, 2022 related to alleged wastewater discharge violations. In view of the Consent Order, Solae withdrew its previously filed appeal. Pursuant to the Consent Order, Solae is completing its capital project efforts in accordance with the agreed schedule for attaining compliance with current wastewater permit requirements. This matter is not expected to have a material adverse effect on the Company's financial position, cash flows or results of operations.

Other Contingencies

The Company has contingencies involving third parties (such as labor, contract, technology or product-related claims or litigation) as well as government-related items in various jurisdictions in which it operates pertaining to such items as value-added taxes, other indirect taxes, customs and duties and sales and use taxes. It is possible that cash flows or results of operations, in any period, could be materially affected by the unfavorable resolution of one or more of these contingencies.

The most significant government-related contingencies exist in Brazil. With regard to the Brazilian matters, the Company believes it has valid defenses for the underlying positions under dispute; however, in order to pursue these defenses, the Company is required to, and has provided, bank guarantees and pledged assets in the aggregate amount of approximately \$18 million. The Brazilian matters take an extended period of time to proceed through the judicial process and there are a limited number of rulings to date.

Other

The Company is subject to various legal proceedings and claims that have arisen in the ordinary course of business and have not been fully resolved. Due to the inherent subjectivity and unpredictability of outcomes of legal proceedings, the Company is unable to determine, with certainty, the probability of the outcome of these matters or the range of reasonably possible losses, if any.

NOTE 18. REVISION OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS

In preparing the Consolidated Financial Statements as of and for the three and nine months ended September 30, 2025, Management identified certain income tax-related adjustments that primarily relate to the understatement of income tax expense due to errors in the accounting for transfer pricing, the correction of deferred tax liabilities on goodwill recorded in purchase accounting, and other income tax entries that impacted prior interim and annual financial statements.

Management assessed the materiality of the errors on prior period interim and annual consolidated financial statements in accordance with the Securities and Exchange Commission (“SEC”) Staff Accounting Bulletin No. 99, “Materiality,” codified in ASC 250, Accounting Changes and Error Corrections (“ASC 250”). Based on this assessment, in consideration of both quantitative and qualitative factors, we determined that the related impacts were not material to any previously issued interim or annual financial statements. However, if the corrections were recorded in the three months ended September 30, 2025, they would be material to that period. As such, we revised the previously issued consolidated financial statements for the three and nine months ended September 30, 2024 to correct for the errors in this Form 10-Q. The Company will also correct previously issued financial information for these errors that is not included in this Form 10-Q in its future Quarterly Reports to be filed on Form 10-Q and future Annual Reports to be filed on Form 10-K, as applicable. In conjunction with the revision, we also corrected certain other errors that were previously identified and concluded to be immaterial, individually and in the aggregate, to the Company’s consolidated financial statements as of and for the relevant periods. These include an adjustment to the Pharma Solutions disposal group loss on business disposal which should have been recognized upon the initial classification of the disposal group as held for sale, tax adjustments identified in prior periods primarily related to deferred taxes, balance sheet misclassifications to correct the netting of value added tax receivables and payables and uncertain tax provisions and benefits, an error in the classification of uncertain tax provisions recognized as deferred tax liabilities, an adjustment to record the right of use asset and lease liability related to a lease upon lease commencement that was incorrectly omitted, and a cash flow adjustment to correct the classification of cash paid/received on foreign currency forward contracts from operating activities to investing activities. The applicable notes to the accompanying Consolidated Financial Statements have also been revised to reflect the correction of the errors.

The Company also revised the Inventory and Property, plant, and equipment, net disclosures as of December 31, 2024 revising Raw materials from \$657 million to \$627 million and Finished goods from \$1,108 million to \$1,138 million, Land from \$136 million to \$137 million, Building and improvements from \$1,688 million to \$1,690 million, Machinery and equipment from \$3,447 million to \$3,466 million, Information technology from \$507 million to \$514 million, and Construction in process from \$389 million to \$360 million to correct the timing of transfer of completed Construction in process projects into service. There was no change to the total Inventory or Property, plant, and equipment, net.

The following tables reflect the impact of the revision to the specific line items presented in our previously reported financial information for the periods impacted by the revision. The Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) and the Consolidated Statements of Cash Flows for the three months ended March 31, 2025 are not presented as the period was not impacted by the revision.

Impacts to Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)

<i>(DOLLARS IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>	Year Ended December 31, 2024			Year Ended December 31, 2023		
	As Reported	Adjustments	As Revised	As Reported	Adjustments	As Revised
Loss on assets classified as held for sale	\$ 347	\$ (30)	\$ 317	\$ —	\$ —	\$ —
Income (loss) before income taxes	278	30	308	(2,518)	—	(2,518)
Provision for income taxes	31	10	41	45	24	69
Net income (loss)	247	20	267	(2,563)	(24)	(2,587)
Net income (loss) attributable to IFF shareholders	243	20	263	(2,567)	(24)	(2,591)
Net income (loss) per share - basic	\$ 0.95	\$ 0.09	\$ 1.04	\$ (10.05)	\$ (0.09)	\$ (10.14)
Net income (loss) per share - diluted	\$ 0.95	\$ 0.09	\$ 1.04	\$ (10.05)	\$ (0.09)	\$ (10.14)
Comprehensive income (loss)	(384)	20	(364)	(2,261)	(24)	(2,285)
Comprehensive income (loss) attributable to IFF shareholders	\$ (388)	\$ 20	\$ (368)	\$ (2,265)	\$ (24)	\$ (2,289)

<i>(DOLLARS IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>	Six Months Ended June 30, 2025			Three Months Ended June 30, 2025		
	As Reported	Adjustments	As Revised	As Reported	Adjustments	As Revised
Loss on Business Disposals	\$ 81	\$ 30	\$ 111	\$ 81	\$ 30	\$ 111
Income (loss) before income taxes	(460)	(30)	(490)	534	(30)	504
(Benefit) for income taxes	(55)	(4)	(59)	(78)	(4)	(82)
Net income (loss)	(405)	(26)	(431)	612	(26)	586
Net income (loss) attributable to IFF shareholders	(406)	(26)	(432)	612	(26)	586
Net income (loss) per share - basic	\$ (1.59)	\$ (0.10)	\$ (1.69)	\$ 2.39	\$ (0.10)	\$ 2.29
Net income (loss) per share - diluted	\$ (1.59)	\$ (0.10)	\$ (1.69)	\$ 2.38	\$ (0.10)	\$ 2.28
Comprehensive income (loss)	707	(26)	681	1,320	(26)	1,294
Comprehensive income (loss) attributable to IFF shareholders	\$ 706	\$ (26)	\$ 680	\$ 1,320	\$ (26)	\$ 1,294

<i>(DOLLARS IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>	Three Months Ended December 31, 2024			Nine Months Ended September 30, 2024		
	As Reported	Adjustments	As Revised	As Reported	Adjustments	As Revised
Loss on assets classified as held for sale	\$ 33	\$ —	\$ 33	\$ 314	\$ (30)	\$ 284
Income (loss) before income taxes	(115)	—	(115)	393	30	423
Provision (benefit) for income taxes	(69)	14	(55)	100	(4)	96
Net income (loss)	(46)	(14)	(60)	293	34	327
Net income (loss) attributable to IFF shareholders	(46)	(14)	(60)	289	34	323
Net income (loss) per share - basic	\$ (0.18)	\$ (0.05)	\$ (0.23)	\$ 1.13	\$ 0.14	\$ 1.27
Net income (loss) per share - diluted	\$ (0.18)	\$ (0.05)	\$ (0.23)	\$ 1.13	\$ 0.14	\$ 1.27
Comprehensive income (loss)	(813)	(14)	(827)	429	34	463
Comprehensive income (loss) attributable to IFF shareholders	\$ (813)	\$ (14)	\$ (827)	\$ 425	\$ 34	\$ 459

<i>(DOLLARS IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>	Three Months Ended September 30, 2024			Six Months Ended June 30, 2024		
	As Reported	Adjustments	As Revised	As Reported	Adjustments	As Revised
Loss on assets classified as held for sale	\$ 32	\$ —	\$ 32	\$ 282	\$ (30)	\$ 252
Income (loss) before income taxes	95	—	95	298	30	328
Provision (benefit) for income taxes	35	1	36	65	(5)	60
Net income (loss)	60	(1)	59	233	35	268
Net income (loss) attributable to IFF shareholders	59	(1)	58	230	35	265
Net income (loss) per share - basic	\$ 0.23	\$ —	\$ 0.23	\$ 0.90	\$ 0.14	\$ 1.04
Net income (loss) per share - diluted	\$ 0.23	\$ —	\$ 0.23	\$ 0.90	\$ 0.14	\$ 1.04
Comprehensive income (loss)	615	(1)	614	(186)	35	(151)
Comprehensive income (loss) attributable to IFF shareholders	\$ 614	\$ (1)	\$ 613	\$ (189)	\$ 35	\$ (154)

<i>(DOLLARS IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>	Three Months Ended June 30, 2024			Three Months Ended March 31, 2024		
	As Reported	Adjustments	As Revised	As Reported	Adjustments	As Revised
Loss on assets classified as held for sale	\$ 282	\$ (30)	\$ 252	\$ —	\$ —	\$ —
Income (loss) before income taxes	183	30	213	115	—	115
Provision (benefit) for income taxes	11	6	17	54	(11)	43
Net income (loss)	172	24	196	61	11	72
Net income (loss) attributable to IFF shareholders	170	24	194	60	11	71
Net income (loss) per share - basic	\$ 0.67	\$ 0.09	\$ 0.76	\$ 0.23	\$ 0.05	\$ 0.28
Net income (loss) per share - diluted	\$ 0.66	\$ 0.10	\$ 0.76	\$ 0.23	\$ 0.05	\$ 0.28
Comprehensive income (loss)	48	24	72	(234)	11	(223)
Comprehensive income (loss) attributable to IFF shareholders	\$ 46	\$ 24	\$ 70	\$ (235)	\$ 11	\$ (224)

Impacts to Consolidated Balance Sheets

<i>(DOLLARS IN MILLIONS)</i>	December 31, 2024			December 31, 2023		
	As Reported	Adjustments	As Revised	As Reported	Adjustments	As Revised
Assets held for sale	\$ 3,030	\$ 26	\$ 3,056	\$ 506	\$ —	\$ 506
Prepaid expenses and other current assets	737	(51)	686	875	(8)	867
Total Current Assets	7,993	(25)	7,968	6,293	(8)	6,285
Goodwill	9,080	(5)	9,075	10,635	(9)	10,626
Operating lease right-of-use assets	573	16	589	689	—	689
Other Assets	837	70	907	764	50	814
Total Assets	28,667	56	28,723	30,978	33	31,011
Other current liabilities	783	19	802	977	11	988
Total Current Liabilities	4,333	19	4,352	3,758	11	3,769
Deferred income taxes	1,592	2	1,594	1,937	(7)	1,930
Operating lease liabilities	534	16	550	642	—	642
Other Liabilities	566	61	627	560	91	651
Total Other Liabilities	10,423	79	10,502	12,578	84	12,662
Accumulated deficit	(2,605)	(42)	(2,647)	(2,439)	(62)	(2,501)
Total Shareholders' Equity	13,876	(42)	13,834	14,611	(62)	14,549
Total Shareholders' Equity including Non-controlling interests	13,911	(42)	13,869	14,642	(62)	14,580
Total Liabilities and Shareholders' Equity	\$ 28,667	\$ 56	\$ 28,723	\$ 30,978	\$ 33	\$ 31,011

Impacts to Consolidated Statements of Shareholders' Equity

<i>(DOLLARS IN MILLIONS)</i>	As Reported		Adjustments		As Revised	
	Retained Earnings (Accumulated Deficit)	Total	Retained Earnings (Accumulated Deficit)	Retained Earnings (Accumulated Deficit)	Total	
Balance at January 1, 2023	\$ 955	\$ 17,685	\$ (38)	\$ 917	\$ 17,647	
Net income (loss)	(2,567)	(2,563)	(24)	(2,591)	(2,587)	
Balance at December 31, 2023	(2,439)	14,642	(62)	(2,501)	14,580	
Balance at January 1, 2024	(2,439)	14,642	(62)	(2,501)	14,580	
Net income (loss)	243	247	20	263	267	
Balance at December 31, 2024	\$ (2,605)	\$ 13,911	\$ (42)	\$ (2,647)	\$ 13,869	

The Company's Consolidated Statements of Shareholders' Equity for the interim periods were also affected by the revised retained earnings (accumulated deficit) amounts for the periods presented above.

Impacts to Consolidated Statements of Cash Flows

<i>(DOLLARS IN MILLIONS)</i>	Year Ended December 31, 2024			Year Ended December 31, 2023		
	As Reported	Adjustments	As Revised	As Reported	Adjustments	As Revised
Net Income (loss)	\$ 247	\$ 20	\$ 267	\$ (2,563)	\$ (24)	\$ (2,587)
Adjustments to reconcile to net cash provided by operating activities:						
Deferred Income taxes	(304)	(19)	(323)	(369)	(2)	(371)
Loss on assets classified as held for sale	347	(30)	317	—	—	—
Changes in assets and liabilities, net of acquisitions:						
Other assets/liabilities, net	(94)	29	(65)	(102)	42	(60)
Net cash provided by operating activities	\$ 1,070	\$ —	\$ 1,070	\$ 1,439	\$ 16	\$ 1,455
Cash received (paid) on foreign currency forward contracts	(102)	—	(102)	—	(16)	(16)
Net cash provided by investing activities	\$ 326	\$ —	\$ 326	\$ 574	\$ (16)	\$ 558

<i>(DOLLARS IN MILLIONS)</i>	Six Months Ended June 30, 2025			Nine Months Ended September 30, 2024		
	As Reported	Adjustments	As Revised	As Reported	Adjustments	As Revised
Net Income (loss)	\$ (405)	\$ (26)	\$ (431)	\$ 293	\$ 34	\$ 327
Adjustments to reconcile to net cash provided by operating activities:						
Deferred Income taxes	(163)	(1)	(164)	(128)	(15)	(143)
Loss on assets classified as held for sale	—	—	—	314	(30)	284
Loss on business disposals	81	30	111	—	—	—
Changes in assets and liabilities, net of acquisitions:						
Other assets/liabilities, net	26	(3)	23	(102)	(10)	(112)
Net cash provided by operating activities	\$ 368	\$ —	\$ 368	\$ 702	\$ (21)	\$ 681
Cash received (paid) on foreign currency forward contracts	112	—	112	—	21	21
Net cash provided by investing activities	\$ 2,541	\$ —	\$ 2,541	\$ 586	\$ 21	\$ 607

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

(UNLESS INDICATED OTHERWISE, DOLLARS IN MILLIONS EXCEPT PER SHARE AMOUNTS)

The following management's discussion and analysis should be read in conjunction with the management's discussion and analysis of financial condition and results of operations, liquidity and capital resources included in our 2024 Annual Report on Form 10-K, filed on February 28, 2025 with the SEC ("2024 Form 10-K").

OVERVIEW

Company Background

We are a leading creator and manufacturer of products for application in food, beverage, health & biosciences, scent (and pharmaceuticals, until the recent sale of the Pharma Solutions disposal group), as well as complementary adjacent products, including natural health ingredients, all of which are used in a wide variety of consumer and end-use products. Our products are sold principally to manufacturers of dairy, meat, beverages, snacks, savory, sweet, baked goods, grain processors and other foods, personal care products, soaps and detergents, cleaning products, perfumes, dietary supplements, food protection, infant, elderly and animal nutrition, functional food, bio-fuel, pharmaceutical and oral care products. As a result, we hold global leadership positions in the Food & Beverage, Home & Personal Care and Health & Wellness markets, and across key Tastes, Textures, Scents, Nutrition, Enzymes, Cultures, Soy Proteins and Probiotics categories, among others.

Effective January 1, 2025, the Company implemented a reorganization of its internal structure, which impacted the way the CODM, the Chief Executive Officer, allocates resources and assesses financial performance. As a result, the Company has updated its reportable segments beginning with the first quarter of 2025. Specifically, the former Nourish segment has been separated into two new reportable segments: Taste and Food Ingredients. The Taste segment (formerly the Flavors business within Nourish) includes flavor compounds and natural taste solutions used in food and beverage applications. The Food Ingredients segment (formerly the Ingredients business within Nourish) includes a broad portfolio of natural and plant-based specialty ingredients that provide texturizing and food protection capabilities, as well as soy and pea protein solutions, emulsifiers, and sweeteners. In addition, immaterial business transfers occurred between Food Ingredients and Pharma Solutions, and between Health & Biosciences and Taste. Thus, starting in the first quarter of 2025, we are organized into five reportable operating segments: Taste, Food Ingredients, Health & Biosciences, Scent and, until the completion of the divestitures of both the Pharma Solutions and Nitrocellulose disposal groups, Pharma Solutions.

Our Taste segment consists of a range of flavor compounds and natural taste solutions that are ultimately used by our customers in savory products (soups, sauces, meat, fish, poultry, snacks, etc.), beverages (juice drinks, carbonated or flavored beverages, spirits, etc.), sweets (bakery products, candy, cereal, chewing gum, etc.), and dairy products (yogurt, ice cream, cheese, etc.). Flavors also include value-added spices and seasoning ingredients for meat, food service, convenience, alternative protein and culinary products.

Our Food Ingredients segment consists of a diversified portfolio across natural and plant-based specialty food ingredients derived from herbs and plants that provide texturizing solutions used in the food industry, food protection solutions used in food and beverage products, as well as specialty soy and pea protein with value-added formulations, emulsifiers and sweeteners. Natural food protection ingredients consist of natural antioxidants and anti-microbials used for natural food preservation and shelf-life extension for beverages, cosmetic and healthcare products, pet food and feed additives. Food Ingredients also includes savory solutions (such as spices, marinades, mixtures) and inclusion products (such as products combining flavorings with fruit, vegetables and other natural ingredients).

Our Health & Biosciences segment consists of the development and production of an advanced biotechnology-derived portfolio of enzymes, food cultures, probiotics and specialty ingredients for food and non-food applications. Among many other applications, this biotechnology-driven portfolio includes cultures for use in fermented foods such as yogurt, cheese and fermented beverages, probiotic strains, many with documented clinical health claims for use as dietary supplements and through industrial fermentation the production of enzymes and microorganisms that provide product and process performance benefits to household detergents, animal feed, ethanol production and brewing. Health & Biosciences is comprised of Health & Food Biosciences, Home & Personal Care, Animal Nutrition and Grain Processing.

Our Scent segment creates fragrance compounds and fragrance ingredients that are integral elements in the world's finest perfumes and best-known household and personal care products. Consumer insights, science and creativity are at the heart of our Scent business, and, along with our unique portfolio of natural and synthetic ingredients, global footprint, innovative technologies and know-how, and customer intimacy, we believe these make us a market leader in scent products. The Scent segment is comprised of Fragrance Compounds and Fragrance Ingredients. We completed the divestiture of our Cosmetic Ingredients business, previously within the Scent segment, on April 2, 2024.

Our Pharma Solutions segment produced, among other things, a vast portfolio of cellulose and seaweed-based pharmaceutical excipients, used to improve the functionality and delivery of active pharmaceutical ingredients, including controlled or modified drug release formulations, and enabling the development of more effective pharmaceutical finished dosage formulations. Our excipients are used in prescription and over-the-counter pharmaceuticals and dietary supplements. Our Pharma Solutions products also serve a variety of other specialty and industrial end-uses including coatings, inks, electronics, agriculture and consumer products. During March 2024, we announced the sale process and entered into an agreement to sell the Pharma Solutions business disposal group, that is primarily made up of most businesses within the Company's existing Pharma Solutions reportable segment. The transaction closed on May 1, 2025. During October 2024, we entered into an agreement to sell the Nitrocellulose disposal group, which was within our existing Pharma Solutions reportable segment. The transaction closed on May 9, 2025. See Note 3 for additional information. As of May 9, 2025, there is no remaining business in the Pharma Solutions reportable segment.

Financial Performance Overview

Sales

Sales in the third quarter of 2025 decreased \$231 million, or 8% on a reported basis, to \$2.694 billion compared to \$2.925 billion in the 2024 period. On a comparable currency neutral basis, sales in the third quarter of 2025 remained flat compared to the 2024 period primarily driven by favorable net pricing and volume increases driven by Scent and Taste. Exchange rate variations had a favorable impact. The effect of exchange rates can vary by business and region, depending upon the mix of sales priced in U.S. dollars as compared to other currencies. The divestiture impacts of approximately \$282 million were from the sale of the Pharma Solutions disposal group, Nitrocellulose disposal group, and Flavors & Essences UK ("F&E UK") ("change in business portfolio mix due to divestitures").

Gross Profit

Gross profit in the third quarter of 2025 decreased \$69 million, or 7%, to \$983 million (36.5% of sales) compared to \$1.052 billion (36.0% of sales) in the 2024 period. The decrease in gross profit was primarily driven by the change in business portfolio mix due to divestitures of approximately \$103 million, offset in part by favorable net pricing and productivity gains.

RESULTS OF OPERATIONS

<i>(DOLLARS IN MILLIONS EXCEPT PER SHARE AMOUNTS)</i>	Three Months Ended September 30,			Nine Months Ended September 30,		
	2025	2024	Change	2025	2024	Change
Net sales	\$ 2,694	\$ 2,925	(8) %	\$ 8,301	\$ 8,713	(5) %
Cost of sales	1,711	1,873	(9) %	5,253	5,569	(6) %
Gross profit	983	1,052	(7) %	3,048	3,144	(3) %
Research and development (R&D) expenses	174	162	7 %	520	501	4 %
Selling and administrative (S&A) expenses	421	495	(15) %	1,365	1,478	(8) %
Amortization of acquisition-related intangibles	146	146	— %	434	467	(7) %
Impairment of goodwill	—	—	— %	1,153	64	NMF
Restructuring and other charges	16	1	NMF	54	6	NMF
Losses (gains) on sale of assets	—	(1)	(100) %	1	(11)	(109) %
Operating profit (loss)	226	249	(9) %	(479)	639	(175) %
Interest expense	48	74	(35) %	180	236	(24) %
Gain on extinguishment of debt	—	—	— %	(488)	—	NMF
Losses (gains) on business disposals	—	20	(100) %	111	(348)	(132) %
Loss on assets classified as held for sale	108	32	238 %	108	284	(62) %
Other expense, net	14	28	(50) %	44	44	— %
Income (loss) before income taxes	56	95	(41) %	(434)	423	(203) %
Provision (benefit) for income taxes	15	36	(58) %	(44)	96	(146) %
Net income (loss)	\$ 41	\$ 59	(31) %	\$ (390)	\$ 327	(219) %
Net income attributable to non-controlling interests	1	1	— %	2	4	(50) %
Net income (loss) attributable to IFF shareholders	\$ 40	\$ 58	(31) %	\$ (392)	\$ 323	(221) %
Net income (loss) per share - diluted	\$ 0.16	\$ 0.23	(30) %	\$ (1.53)	\$ 1.27	(220) %
Gross margin	36.5 %	36.0 %	50 bps	36.7 %	36.1 %	60 bps
R&D as a percentage of sales	6.5 %	5.5 %	100 bps	6.3 %	5.8 %	50 bps
S&A as a percentage of sales	15.6 %	16.9 %	(130)bps	16.4 %	17.0 %	(60)bps
Operating margin	8.4 %	8.5 %	(10)bps	(5.8)%	7.3 %	NMF
Effective tax rate	26.8 %	37.9 %	NMF	10.1 %	22.7 %	NMF
Segment net sales						
Taste	\$ 635	\$ 623	2 %	\$ 1,893	\$ 1,852	2 %
Food Ingredients	830	843	(2) %	2,476	2,546	(3) %
Health & Biosciences	577	568	2 %	1,694	1,653	2 %
Scent	652	613	6 %	1,869	1,861	— %
Pharma Solutions	—	278	(100) %	369	801	(54) %
Consolidated	\$ 2,694	\$ 2,925		\$ 8,301	\$ 8,713	

NMF: Not meaningful

Cost of sales includes the cost of materials and manufacturing expenses. R&D expenses include expenses related to the development of new and improved products and technical product support. S&A expenses include expenses necessary to support our commercial activities and administrative expenses supporting our overall operating activities including compliance with governmental regulations.

THIRD QUARTER 2025 IN COMPARISON TO THIRD QUARTER 2024

Sales performance by segment was as follows:

	% Change in Sales - Third Quarter 2025 vs. Third Quarter 2024		
	Reported	Currency Neutral ⁽²⁾	Comparable Currency Neutral ⁽¹⁾⁽²⁾
Taste	2 %	1 %	2 %
Food Ingredients	-2 %	-3 %	-3 %
Health & Biosciences	2 %	0 %	0 %
Scent	6 %	5 %	5 %
Total	-8 %	-9 %	0 %

Comparable currency neutral reported performance by segment was as follows:

	Three Months Ended September 30,	
	2025	2024
Net Sales		
Taste	\$ 630	\$ 619
Food Ingredients	817	843
Health & Biosciences	566	568
Scent	641	613
Impact of Business Divestitures ⁽¹⁾	—	282
Impact of Currency Fluctuation ⁽²⁾	40	—
Total	\$ 2,694	\$ 2,925

(1) Comparable portfolio results for 2024 exclude the impact of divestitures. The impact includes the results of the F&E UK business that was divested on September 1, 2024 (for September 2024), and the Pharma Solutions disposal group and Nitrocellulose business that were divested on May 1, 2025 and May 9, 2025, respectively (for July 1, 2024 to September 30, 2024).

(2) Currency neutral sales are calculated by translating current year invoiced sale amounts at the exchange rates for the corresponding prior year period.

Taste

Taste sales in 2025 increased \$12 million, or 2% on a reported basis, to \$635 million compared to \$623 million in the prior year period. On a comparable currency neutral basis, Taste sales increased 2% in 2025 compared to the prior year period, primarily driven by price increases. Exchange rate variations had a favorable impact and the impact of the divestiture of the F&E UK business had a sales impact of approximately \$4 million.

Food Ingredients

Food Ingredients sales in 2025 decreased \$13 million, or 2% on a reported basis, to \$830 million compared to \$843 million in the prior year period. On a comparable currency neutral basis, Food Ingredients sales decreased 3% in 2025 compared to the prior year period, primarily driven by volume decreases in Protein Solutions, Emulsifiers & Texturants and Cellulosics & Food Protection business units. Exchange rate variations had a favorable impact.

Health & Biosciences

Health & Biosciences sales in 2025 increased \$9 million, or 2% on a reported basis, to \$577 million compared to \$568 million in the prior year period. On a comparable currency neutral basis, Health & Biosciences sales remained flat in 2025 compared to the prior year period, primarily driven by price and volume increases across various business units, offset by volume decreases in the Health business unit. Exchange rate variations had a favorable impact.

Scent

Scent sales in 2025 increased \$39 million, or 6% on a reported basis, to \$652 million compared to \$613 million in the prior year period. On a comparable currency neutral basis, Scent sales increased 5% in 2025 compared to the prior year period, primarily driven by volume increases in Fine Fragrance. Exchange rate variations had a favorable impact.

Pharma Solutions

The Company completed the divestiture of its Pharma Solutions business on May 1, 2025, and its Nitrocellulose business on May 9, 2025. Accordingly, there are no Pharma Solutions segment results reported for the third quarter of 2025.

Cost of Sales

Cost of sales decreased \$162 million to \$1.711 billion (63.5% of sales) in the third quarter of 2025 compared to \$1.873 billion (64.0% of sales) in the third quarter of 2024. The decrease in cost of sales was primarily driven by the change in business portfolio mix due to divestitures, with an impact of approximately \$179 million and by lower input costs and manufacturing expenses, lower unfavorable manufacturing absorption compared to the prior year period, offset in part by volume increases in sales.

Research and Development (“R&D”) Expenses

R&D expenses increased \$12 million to \$174 million (6.5% of sales) in the third quarter of 2025 compared to \$162 million (5.5% of sales) in the third quarter of 2024. The increase in R&D expenses was primarily driven by an increase in employee related costs and operating expenses for R&D related activities, offset by the change in business portfolio mix due to divestitures, with an impact of approximately \$2 million.

Selling and Administrative (“S&A”) Expenses

S&A expenses decreased \$74 million to \$421 million (15.6% of sales) in the third quarter of 2025 compared to \$495 million (16.9% of sales) in the third quarter of 2024. The decrease in S&A expenses was primarily driven by a decrease in the incentive compensation expense and lower consulting fees incurred in relation to business divestitures.

Amortization of Acquisition-Related Intangibles

Amortization expenses remained flat at \$146 million in the third quarter of 2025 and 2024.

Restructuring and Other Charges

Restructuring and other charges increased to \$16 million in the third quarter of 2025 compared to \$1 million in the third quarter of 2024. The increase was driven by higher severance costs incurred as part of the IFF Productivity Program. See Note 4 for additional information.

Interest Expense

Interest expense decreased to \$48 million in the third quarter of 2025 compared to \$74 million in the third quarter of 2024. The decrease in interest expense was due to lower debt outstanding. See Note 13 for additional information.

Losses (Gains) on Business Disposals

There were no Losses (Gains) on business disposals in the third quarter of 2025 compared to \$20 million in the third quarter of 2024. The loss recognized in 2024 related to the F&E UK divestiture. See Note 3 for additional information.

Loss on Assets Classified as Held for Sale

There was a \$108 million loss on assets classified as held for sale in the third quarter of 2025 compared to \$32 million in the third quarter of 2024. The loss in 2025 related to assets classified as held for sale for the Soy Crush, Concentrates & Lecithin business. The loss in 2024 related to assets classified as held for sale for the Pharma Solutions disposal group and the portion of the Savory Solutions business in Turkey. See Note 3 for additional information.

Other Expense, Net

Other expense, net, decreased to \$14 million in the third quarter of 2025 compared to \$28 million in the third quarter of 2024. The decrease of \$14 million was primarily due to lower foreign exchange losses. See Note 8 for additional information.

Income Taxes

The effective tax rate for the three months ended September 30, 2025 was 26.8% compared to 37.9% for the three months ended September 30, 2024. The decrease was primarily driven by the tax impacts resulting from the entity realignment project, business divestitures and changes in the mix of earnings following the divestitures.

Segment Adjusted Operating EBITDA Results by Business Unit

The Company uses Segment Adjusted Operating EBITDA for internal reporting and performance measurement purposes. Segment Adjusted Operating EBITDA is defined as Income Before Taxes before depreciation and amortization expense, interest expense, restructuring and other charges and certain items that are not related to recurring operations. Our determination of reportable segments was made on the basis of our strategic priorities within each segment and corresponds to the manner in which our Chief Operating Decision Maker reviews and evaluates operating performance to make decisions about resources to be allocated to the segment. In addition to our strategic priorities, segment reporting is also based on differences in the products and services we provide.

Adjusted Operating EBITDA performance by segment was as follows:

	% Change in Adjusted Operating EBITDA - Third Quarter 2025 vs. Third Quarter 2024	
	Reported	Comparable Currency Neutral Adjusted ⁽¹⁾
Taste	-1 %	2 %
Food Ingredients	16 %	24 %
Health & Biosciences	-1 %	3 %
Scent	5 %	6 %
<i>Total</i>	-9 %	7 %

Comparable Currency Neutral Adjusted Operating EBITDA by segment was as follows:

<i>(DOLLARS IN MILLIONS)</i>	Three Months Ended September 30,	
	2025	2024
Segment Comparable Currency Neutral Adjusted Operating EBITDA⁽¹⁾:		
Taste	\$ 127	\$ 124
Food Ingredients	109	88
Health & Biosciences	154	149
Scent	133	126
Impact of Business Divestitures ⁽²⁾	—	81
Impact of Currency Fluctuation ⁽³⁾	(4)	—
Total	519	568
Depreciation & Amortization	(247)	(248)
Interest Expense	(48)	(74)
Other Expense, net	(14)	(28)
Restructuring and Other Charges	(16)	(1)
Gains (Losses) on Business Disposals	—	(20)
Loss on Assets Classified as Held for Sale	(108)	(32)
Divestiture and Integration Costs	(13)	(55)
Strategic Initiatives Costs	(10)	(6)
Regulatory Costs	(7)	(10)
Entity Realignment Costs	(1)	—
Other	1	1
Income (Loss) Before Taxes	\$ 56	\$ 95
Segment Comparable Currency Neutral Adjusted Operating EBITDA Margin:		
Taste	20.2 %	20.0 %
Food Ingredients	13.3 %	10.4 %
Health & Biosciences	27.2 %	26.2 %
Scent	20.7 %	20.6 %
Consolidated	19.3 %	19.4 %

(1) Refer to Note 6 for a reconciliation of Adjusted Operating EBITDA to Income (Loss) Before Taxes.

(2) Comparable portfolio results for 2024 exclude the impact of divestitures. Impact of business divestitures includes the results of the F&E UK business that was divested on September 1, 2024 (for September 2024), and the Pharma Solutions disposal group and Nitrocellulose business that were divested on May 1, 2025 and May 9, 2025, respectively (for July 1, 2024 to September 30, 2024).

(3) Currency neutral amounts are calculated by translating current year transaction amounts at the exchange rates for the corresponding prior year period.

Following the completed divestitures of the Pharma Solutions disposal group on May 1, 2025 and the Nitrocellulose business on May 9, 2025, the Company reallocated certain corporate costs previously attributed to the Pharma Solutions segment. These costs have been redistributed across the Taste, Food Ingredients, Health & Biosciences, and Scent segments for comparability purposes.

Three Months Ended September 30, 2024			
	Selling & Administrative Expenses		Total EBITDA Impact
Taste	\$	2	\$ (2)
Food Ingredients		4	(4)
Health & Biosciences		3	(3)
Scent		2	(2)
Total	\$	11	\$ (11)

Taste Segment Adjusted Operating EBITDA

Taste Segment Adjusted Operating EBITDA decreased \$1 million, or 1% on a reported basis, to \$128 million in the third quarter of 2025 (20.2% of segment sales) from \$129 million (20.7% of segment sales) in the comparable 2024 period. On a comparable currency neutral basis, Taste Segment Adjusted Operating EBITDA increased 2% in 2025 compared to the prior year period, which was primarily driven by favorable net pricing. The divestiture of the F&E UK business had an impact of approximately \$5 million, offset by favorable impact of exchange rate variations.

Food Ingredients Segment Adjusted Operating EBITDA

Food Ingredients Segment Adjusted Operating EBITDA increased \$15 million, or 16% on a reported basis, to \$106 million in the third quarter of 2025 (12.8% of segment sales) from \$91 million (10.8% of segment sales) in the comparable 2024 period. On a comparable currency neutral basis, Food Ingredients Segment Adjusted Operating EBITDA increased 24% in 2025 compared to the prior year period, which was primarily driven by productivity gains and favorable net pricing.

Health & Biosciences Segment Adjusted Operating EBITDA

Health & Biosciences Segment Adjusted Operating EBITDA decreased \$2 million, or 1% on a reported basis, to \$150 million in the third quarter of 2025 (26.0% of segment sales) from \$152 million in the comparable 2024 period (26.8% of segment sales). On a comparable currency neutral basis, Health & Biosciences Segment Adjusted Operating EBITDA increased 3% in 2025 compared to the prior year period, which was primarily driven by productivity gains.

Scent Segment Adjusted Operating EBITDA

Scent Segment Adjusted Operating EBITDA increased \$7 million, or 5% on reported basis, to \$135 million in the third quarter of 2025 (20.7% of segment sales) from \$128 million (20.9% of segment sales) in the comparable 2024 period. On a comparable currency neutral basis, Scent Segment Adjusted Operating EBITDA increased 6% in 2025 compared to the prior year period, which was primarily driven by volume increases.

Pharma Solutions Segment Adjusted Operating EBITDA

The Company completed the divestiture of its Pharma Solutions business on May 1, 2025, and its Nitrocellulose business on May 9, 2025. Accordingly, there are no Pharma Solutions segment results reported for the third quarter of 2025.

FIRST NINE MONTHS 2025 IN COMPARISON TO FIRST NINE MONTHS 2024

Sales

Sales for the first nine months of 2025 decreased \$412 million, or 5% on a reported basis, to \$8.301 billion compared to \$8.713 billion in the 2024 period. On a comparable currency neutral basis, sales for the first nine months of 2025 increased 2% compared to the 2024 period. Exchange rate variations had an unfavorable impact on net sales in the first nine months of 2025 of 1%. The effect of exchange rates can vary by business and region, depending upon the mix of sales priced in U.S. dollars as compared to other currencies. In addition, the decrease in sales was primarily driven by the change in business portfolio mix due to divestitures which was approximately \$506 million, offset in part by volume increases across various business lines.

Sales Performance by Segment

	% Change in Sales - First Nine Months 2025 vs. First Nine Months 2024		
	Reported	Currency Neutral ⁽²⁾	Comparable Currency Neutral ⁽¹⁾⁽²⁾
Taste	2 %	4 %	5 %
Food Ingredients	-3 %	-2 %	-2 %
Health & Biosciences	2 %	3 %	3 %
Scent	0 %	2 %	3 %
Pharma Solutions	-54 %	-53 %	12 %
Total	-5 %	-4 %	2 %

Comparable currency neutral reported performance by segment was as follows:

	Nine Months Ended September 30,	
	2025	2024
Net Sales		
Taste	\$ 1,922	\$ 1,837
Food Ingredients	2,490	2,546
Health & Biosciences	1,698	1,653
Scent	1,895	1,834
Pharma Solutions	376	337
Impact of Business Divestitures ⁽¹⁾	—	506
Impact of Currency Fluctuation ⁽²⁾	(80)	—
Total	\$ 8,301	\$ 8,713

(1) Impact of business divestitures includes the results of the F&E UK business that was divested on September 1, 2024 (for September 2024), the Cosmetic Ingredients business that was divested on April 2, 2024 (for April 2, 2024 to September 30, 2024), and the Pharma Solutions disposal group and Nitrocellulose business that were divested on May 1, 2025 and May 9, 2025, respectively (for July 1, 2024 to September 30, 2024).

(2) Currency neutral sales are calculated by translating current year invoiced sale amounts at the exchange rates for the corresponding prior year period.

Taste

Taste sales in 2025 increased \$41 million, or 2% on a reported basis, to \$1.893 billion compared to \$1.852 billion in the prior year period. On a comparable currency neutral basis, Taste sales increased 5% in 2025 compared to the prior year period, driven by volume increases and favorable net pricing across all business units. Exchange rate variations had an unfavorable impact and the impact of the divestiture of the F&E UK business was approximately \$15 million.

Food Ingredients

Food Ingredients sales in 2025 decreased \$70 million, or 3% on a reported basis, to \$2.476 billion compared to \$2.546 billion in the prior year period. On a comparable currency neutral basis, Food Ingredients sales decreased 2% in 2025 compared to the prior year period, primarily driven by volume decreases and unfavorable net pricing. Exchange rates variations had an unfavorable impact.

Health & Biosciences

Health & Biosciences sales in 2025 increased \$41 million, or 2% on a reported basis, to \$1.694 billion compared to \$1.653 billion in the prior year period. On a comparable currency neutral basis, Health & Biosciences sales increased 3% in 2025 compared to the prior year period, primarily driven by price and volume increases. Exchange rate variations had an unfavorable impact.

Scent

Scent sales in 2025 remained flat at \$1.869 billion compared to \$1.861 billion in the prior year period. On a comparable currency neutral basis, Scent sales increased 3% in 2025 compared to the prior year period, primarily driven by price and volume increases in the Fine Fragrances business unit. Exchange rate variations had an unfavorable impact and the divestiture of the Cosmetic Ingredients business had a sales impact of approximately \$27 million.

Pharma Solutions

Pharma Solutions sales in 2025 decreased \$432 million, or 54% on a reported basis, to \$369 million compared to \$801 million in the prior year period. On a comparable currency neutral basis, Pharma Solutions sales increased 12% in 2025 compared to the prior year period, driven by volume and price increases. The impact of exchange rate variations had an unfavorable impact and the divestitures of the Pharma Solutions disposal group and Nitrocellulose disposal group had a sales impact of approximately \$464 million. This comparison reflects nine months of contributions from both businesses in 2024, whereas 2025 includes only four months of activity prior to the divestitures, contributing significantly to the year-over-year decline.

Cost of sales

Cost of sales decreased \$316 million to \$5.253 billion (63.3% of sales) in the first nine months of 2025 compared to \$5.569 billion (63.9% of sales) in the 2024 period. The decrease in cost of sales was primarily driven by the change in business portfolio mix due to divestitures which was approximately \$320 million.

Research and Development (“R&D”) Expenses

R&D expenses increased \$19 million to \$520 million (6.3% of sales) in the first nine months of 2025 compared to \$501 million (5.8% of sales) in the 2024 period. The increase in R&D expenses was primarily driven by an increase in employee related costs and operating expenses for R&D related activities, offset the change in business portfolio mix due to divestitures, with an impact of approximately \$13 million.

Selling and Administrative (“S&A”) Expenses

S&A expenses decreased \$113 million to \$1,365 million (16.4% of sales) in the first nine months of 2025 compared to \$1.478 billion (17.0% of sales) in the 2024 period. The decrease in S&A expenses was primarily driven by a decrease in incentive compensation expense, lower consulting fees and professional and legal fees incurred in relation to business divestitures.

Amortization of Acquisition-Related Intangibles

Amortization expenses decreased to \$434 million in the first nine months of 2025 compared to \$467 million in the 2024 period. The decrease in amortization expense was primarily driven by the intangible assets of the Pharma Solutions disposal group being classified as “held for sale,” and therefore no longer recognizing amortization expense on those intangible assets. See Note 3 for additional information.

Impairment of Goodwill

The impairment of goodwill was \$1.153 billion in the first nine months of 2025 compared to \$64 million in the 2024 period. The 2025 impairment of goodwill was related to the Food Ingredients reporting unit, and the 2024 impairment of goodwill was related to the Pharma Solutions disposal group. See Note 3 for additional information.

Restructuring and Other Charges

Restructuring and other charges increased to \$54 million in the first nine months of 2025 compared to \$6 million in the 2024 period. The increase was driven by higher severance costs incurred as part of the IFF Productivity Program in 2025. See Note 4 for additional information.

Interest Expense

Interest expense decreased to \$180 million in the first nine months of 2025 compared to \$236 million in the 2024 period. The decrease in interest expense was due to lower debt outstanding. See Note 13 for additional information.

Gain on Extinguishment of Debt

Gain on extinguishment of debt was \$488 million in the first nine months of 2025 due to the repurchase of approximately \$2.5 billion of notes for approximately \$2.0 billion in cash. See Note 13 for additional information.

Losses (Gains) on Business Disposals

Losses (gains) on business disposals was \$111 million in the first nine months of 2025 compared to \$(348) million in the 2024 period. The net loss in 2025 was primarily driven by the Pharma Solutions disposal group and Nitrocellulose business divestitures, while the gain recognized in 2024 related to the Cosmetic Ingredients business divestiture, offset in part by the loss recognized on the sale of the F&E UK business. See Note 3 for additional information.

Loss on Assets Classified as Held for Sale

There was a \$108 million loss on assets classified as held for sale in the first nine months of 2025 compared to \$284 million in the nine months ended September 30, 2024. The loss in 2025 related to assets classified as held for sale for the Soy Crush, Concentrates & Lecithin business. The loss in 2024 related to assets classified as held for sale for the Pharma Solutions disposal group and the portion of the Savory Solutions business in Turkey. See Note 3 for additional information.

Other Expense, Net

Other expense, net, remained flat at \$44 million in the first nine months of 2025 and in the 2024 period. See Note 8 for additional information.

Income Taxes

The effective tax rate for the nine months ended September 30, 2025 was 10.1% compared to 22.7% for the nine months ended September 30, 2024. The decrease was primarily driven by the tax impacts resulting from the entity realignment project, business divestitures and changes in the mix of earnings following the divestitures.

Segment Adjusted Operating EBITDA Results by Business Unit

The Company uses Segment Adjusted Operating EBITDA for internal reporting and performance measurement purposes. Segment Adjusted Operating EBITDA is defined as Income Before Taxes before depreciation and amortization expense, interest expense, restructuring and other charges and certain items that are not related to recurring operations. Our determination of reportable segments was made on the basis of our strategic priorities within each segment and corresponds to the manner in which our Chief Operating Decision Maker reviews and evaluates operating performance to make decisions about resources to be allocated to the segment. In addition to our strategic priorities, segment reporting is also based on differences in the products and services we provide.

Adjusted Operating EBITDA performance by segment was as follows:

	% Change in Adjusted Operating EBITDA - First Nine Months 2025 vs. First Nine Months 2024	
	Reported	Comparable Currency Neutral Adjusted ⁽¹⁾
Taste	3 %	8 %
Food Ingredients	11 %	17 %
Health & Biosciences	— %	3 %
Scent	-7 %	2 %
Pharma Solutions	-56 %	16 %
<i>Total</i>	<i>-5 %</i>	<i>7 %</i>

Comparable Currency Neutral Adjusted Operating EBITDA by segments was as follows:

<i>(DOLLARS IN MILLIONS)</i>	Nine Months Ended September 30,	
	2025	2024
Segment Comparable Currency Neutral Adjusted Operating EBITDA⁽¹⁾:		
Taste	\$ 394	\$ 364
Food Ingredients	353	302
Health & Biosciences	450	436
Scent	431	421
Pharma Solutions	79	68
Impact of Business Divestitures ⁽²⁾	—	143
Impact of Currency Fluctuation ⁽³⁾	(58)	—
Total	1,649	1,734
Depreciation & Amortization	(725)	(772)
Interest Expense	(180)	(236)
Other Expense, net	(44)	(44)
Restructuring and Other Charges	(54)	(6)
Impairment of Goodwill	(1,153)	(64)
Gains (Losses) on Business Disposals	(111)	348
Loss on Assets Classified as Held for Sale	(108)	(284)
Divestiture and Integration Costs	(90)	(172)
Strategic Initiatives Costs	(24)	(22)
Gain on Debt Extinguishment	488	—
Entity Realignment Costs	(5)	(3)
Regulatory Costs	(71)	(64)
Other	(6)	8
Income (Loss) Before Taxes	\$ (434)	\$ 423
Segment Comparable Currency Neutral Adjusted Operating EBITDA Margin:		
Taste	20.5 %	19.8 %
Food Ingredients	14.2 %	11.9 %
Health & Biosciences	26.5 %	26.4 %
Scent	22.7 %	23.0 %
Pharma Solutions	21.0 %	20.2 %
Consolidated	19.9 %	19.9 %

(1) Refer to Note 6 for a reconciliation of Adjusted Operating EBITDA to Income (Loss) Before Taxes.

(2) Comparable portfolio results for 2024 exclude the impact of divestitures. Impact of business divestitures includes the results of the F&E UK business that was divested on September 1, 2024 (for September 2024), and the Pharma Solutions disposal group and Nitrocellulose business that were divested on May 1, 2025 and May 9, 2025, respectively (for May 1, 2024 to September 30, 2024 and May 9, 2024 to September 30, 2024, respectively).

(3) Currency neutral amounts are calculated by translating current year transaction amounts at the exchange rates for the corresponding prior year period.

Following the completed divestitures of the Pharma Solutions disposal group on May 1, 2025 and the Nitrocellulose business on May 9, 2025, the Company reallocated certain corporate costs previously attributed to the Pharma Solutions segment. These costs have been redistributed across the Taste, Food Ingredients, Health & Biosciences, and Scent segments for comparability purposes.

	Nine Months Ended September 30, 2024		
	Selling & Administrative Expenses	Research & Development Expenses	Total EBITDA Impact
Taste	\$ 4	\$ —	\$ (4)
Food Ingredients	6	—	(6)
Health & Biosciences	4	1	(5)
Scent	3	1	(4)
Total	\$ 17	\$ 2	\$ (19)

Taste Segment Adjusted Operating EBITDA

Taste Segment Adjusted Operating EBITDA increased \$11 million, or 3% on a reported basis, to \$384 million in the first nine months of 2025 (20.3% of segment sales) from \$373 million (20.1% of segment sales) in the comparable 2024 period. On a comparable currency neutral basis, Taste Segment Adjusted Operating EBITDA increased 8% in 2025 compared to the prior year period, primarily driven by volume increases and favorable net pricing.

Food Ingredients Segment Adjusted Operating EBITDA

Food Ingredients Segment Adjusted Operating EBITDA increased \$33 million, or 11% on a reported basis, to \$341 million in the first nine months of 2025 (13.8% of segment sales) from \$308 million (12.1% of segment sales) in the comparable 2024 period. On a comparable currency neutral basis, Food Ingredients Segment Adjusted Operating EBITDA increased 17% in 2025 compared to the prior year period, primarily driven by productivity gains offset by unfavorable net pricing and volume decreases.

Health & Biosciences Segment Adjusted Operating EBITDA

Health & Biosciences Segment Adjusted Operating EBITDA remained flat on a reported basis, at \$439 million in the first nine months of 2025 (25.9% of segment sales) and \$441 million in the comparable 2024 period (26.7% of segment sales). On a comparable currency neutral basis, Health & Biosciences Segment Adjusted Operating EBITDA increased 3% in 2025 compared to the prior year period, primarily driven by productivity gains and volume increases.

Scent Segment Adjusted Operating EBITDA

Scent Segment Adjusted Operating EBITDA decreased \$30 million, or 7% on a reported basis, to \$409 million in the first nine months of 2025 (21.9% of segment sales) from \$439 million (23.6% of segment sales) in the comparable 2024 period. On a comparable currency neutral basis, Scent Segment Adjusted Operating EBITDA increased 2% in 2025 compared to the prior year period, primarily driven by strong performances in Fine Fragrances, partially offset by volume declines in Fragrance Ingredients. Comparable portfolio results exclude the impact of the divestiture of the Cosmetic Ingredients business with an Adjusted Operating EBITDA impact of approximately \$14 million.

Pharma Solutions Segment Adjusted Operating EBITDA

Pharma Solutions Segment Adjusted Operating EBITDA decreased \$97 million, or 56% on a reported basis, to \$76 million in the first nine months of 2025 (20.6% of segment sales) from \$173 million (21.6% of segment sales) in the comparable 2024 period. On a comparable currency neutral basis, Pharma Solutions Segment Adjusted Operating EBITDA increased 16% in 2025 compared to the prior period. The divestitures of the Pharma Solutions disposal group and Nitrocellulose business had an impact on Adjusted Operating EBITDA of approximately \$105 million. This comparison reflects three full quarters of contributions from both businesses in 2024, whereas 2025 includes only four months of activity prior to the divestitures, contributing significantly to the year-over-year decline.

Liquidity

Cash and Cash Equivalents

We had cash and cash equivalents of \$621 million on the Consolidated Balance Sheets at September 30, 2025 compared to \$471 million, inclusive of \$2 million in Assets held for sale on the Consolidated Balance Sheets, at December 31, 2024. A portion of this balance was held outside the United States. Cash balances held in foreign jurisdictions are, in most circumstances, available to be repatriated to the United States.

Effective utilization of the cash generated by our international operations is a critical component of our strategy. We regularly repatriate cash from our non-U.S. subsidiaries to fund financial obligations in the U.S. As we repatriate these funds to the U.S., there will be required income taxes payable in certain U.S. states and applicable foreign withholding taxes during the period when such repatriation occurs. Accordingly, as of September 30, 2025, we had a deferred tax liability of approximately \$144 million for the effect of repatriating the funds to the U.S., attributable to various non-U.S. subsidiaries. There is no deferred tax liability associated with non-U.S. subsidiaries where we intend to indefinitely reinvest the earnings to fund local operations and/or capital projects.

Cash Flows Provided By Operating Activities

Cash flows provided by operating activities for the nine months ended September 30, 2025 were \$532 million, or 6.4% of sales, compared to \$681 million, or 7.8% of sales, for the nine months ended September 30, 2024. The decrease in cash flows from operating activities during 2025 was primarily driven by the increase in working capital, largely related to inventories, accruals for incentive compensation, offset in part by accounts receivables and accounts payable, excluding the impact of non-cash adjustments.

Cash Flows Provided By Investing Activities

Cash flows provided by investing activities for the nine months ended September 30, 2025 were \$2.426 billion compared to \$607 million in the prior year period. The increase in cash flows provided by investing activities during 2025 was primarily driven by higher net proceeds received from the divestitures of the Pharma Solutions disposal group, Nitrocellulose business and the Tobacco Flavoring business in North America, compared to the net proceeds received during 2024 primarily from the divestiture of the Cosmetic Ingredients business. This increase was offset in part by higher spending on property, plant and equipment during 2025 compared to 2024.

We expect that capital spending in 2025 will be approximately 5.5% of sales, up from approximately 4.0% in 2024.

Cash Flows Used In Financing Activities

Cash flows used in financing activities for the nine months ended September 30, 2025 were \$2.891 billion compared to \$1.444 billion in the prior year period. The increase in cash flows used in financing activities was primarily driven by Company's purchase for cash of certain of its outstanding series of Senior Notes for an aggregate purchase price of \$2.0 billion, excluding accrued and unpaid interest. The Company also repaid the remaining borrowings under both the 2026 Term Loan Facility and the 2025 Notes during the period. These outflows were partially offset by an increase in commercial paper borrowings during the nine months ended September 30, 2025.

We paid dividends totaling \$306 million in the 2025 period. We declared a cash dividend per share of \$0.40 in the third quarter of 2025 that was paid on October 10, 2025 to all shareholders of record as of September 29, 2025.

Our capital allocation strategy seeks to maintain investment grade ratings while investing in the business, continuing to pay dividends, repurchasing shares outstanding and repaying debt. The Company does not have any rating downgrade triggers that would accelerate the maturity dates of its senior unsecured debt. However, any downgrade in our credit rating may, depending on the extent of such downgrade, negatively impact our ability to raise additional debt capital, our liquidity and capital position, and may increase our cost of borrowing for new capital raises. In addition, our existing Revolving Credit Facility has pricing grids that are based on credit rating, such that our cost of borrowing may increase as our credit rating decreases. We make capital investments in our businesses to support our operational needs and strategic long-term plans. We are committed to maintaining our history of paying a dividend to investors which is determined by our Board of Directors at its discretion based on various factors.

Capital Resources

Operating cash flow provides the primary source of funds for capital investment needs, dividends paid to shareholders and debt service repayments. We anticipate that cash flows from operations, cash proceeds generated from planned business divestitures and availability under our existing credit facilities will be sufficient to meet our investing and financing needs, including our debt service requirements for the foreseeable future. We regularly assess our capital structure, including both current and long-term debt instruments, as compared to our cash generation and investment needs in order to provide ample flexibility and to optimize our leverage ratios. See Note 13 for additional information.

Revolving Credit Facility

Our Revolving Credit Agreement contains various covenants, limitations and events of default customary for similar facilities for similarly rated borrowers, including the requirement for us to maintain, at the end of each fiscal quarter, a ratio of net debt to credit adjusted EBITDA in respect of the previous 12-month period. Borrowings under the Revolving Credit Facility are subject to interest at varying spreads above quoted market rates and a commitment fee is paid on the total unused borrowings.

On June 25, 2025, the Company, with its lenders, entered into the Fourth Amended and Restated Credit Agreement (“Revolving Credit Agreement”), which amended and restated the most recent Amendment No. 4 to the Third Amended and Restated Credit Agreement dated September 19, 2023. This amendment and restatement, among other things, extended the termination date to June 25, 2030, as well as removed the financial covenant relief period and associated restrictions.

The Revolving Credit Agreement states that from the effective date through September 30, 2025, our net debt to credit adjusted EBITDA ratio shall not exceed 4.00x, and shall not exceed 3.75x thereafter, with a temporary step-up to 4.25x permitted for three fiscal quarters following an acquisition exceeding \$500 million in paid consideration.

As of September 30, 2025, we had no outstanding borrowings under our \$2 billion Revolving Credit Facility. The amount that we are able to draw down under the Revolving Credit Facility is limited by financial covenants as described in more detail below. As of September 30, 2025, our available capacity was \$2 billion under the Revolving Credit Facility.

Refer to Note 13 of this Form 10-Q and Part IV, Item 15, “Exhibits and Financial Statement Schedules,” Note 14 of our 2024 Form 10-K for additional information.

Debt Covenants

At September 30, 2025, the Company was in compliance with all financial and other covenants, including the net debt to credit adjusted EBITDA⁽¹⁾ ratio. At September 30, 2025, our net debt to credit adjusted EBITDA⁽¹⁾ ratio was 2.53 to 1.0 as defined by the credit facility agreements, which is below the relevant level provided by our financial covenants of existing outstanding debt.

- (1) Credit adjusted EBITDA and net debt, which are non-GAAP measures used for these covenants, are calculated in accordance with the definition in the debt agreements. In this context, these measures are used solely to provide information on the extent to which we are in compliance with debt covenants and may not be comparable to credit adjusted EBITDA and net debt used by other companies. Reconciliations of credit adjusted EBITDA to net loss and net debt to total debt are as follows:

<i>(DOLLARS IN MILLIONS)</i>	Twelve Months Ended September 30, 2025	
Net loss	\$	(450)
Interest expense		249
Income taxes		(99)
Depreciation and amortization		968
Specified items ⁽¹⁾		1,015
Non-cash items ⁽²⁾		472
Credit Adjusted EBITDA	\$	2,155

- (1) Specified items consisted of restructuring and other charges, impairment of goodwill, divestiture and integration costs, strategic initiatives costs, regulatory costs, gain on debt extinguishment, entity realignment costs and other costs that are not related to recurring operations.
- (2) Non-cash items consisted of losses on business disposals, loss on assets classified as held for sale, pension termination losses, and stock-based compensation.

(DOLLARS IN MILLIONS)

	September 30, 2025
Total debt ⁽¹⁾	\$ 6,081
Adjustments:	
Cash and cash equivalents	621
Net debt	\$ 5,460

(1) Total debt used for the calculation of net debt consisted of short-term debt, long-term debt, short-term finance lease obligations and long-term finance lease obligations.

Senior Notes

As of September 30, 2025, we had \$5.636 billion aggregate principal amount outstanding in senior unsecured notes, with \$939 million principal amount denominated in EUR and \$4.697 billion principal amount denominated in USD. The notes bear effective interest rates ranging from 1.56% per year to 5.12% per year, with maturities from September 25, 2026 to December 1, 2050. See Note 13 for additional information.

Contractual Obligations

We expect to contribute a total of \$5 million to our U.S. pension plans and a total of \$22 million to our non-U.S. pension plans during 2025. During the nine months ended September 30, 2025, \$17 million of contributions were made to the non-U.S. pension plans and \$3 million of contributions were made with respect to the non-qualified U.S. pension plans. We also expect to contribute \$4 million to our postretirement benefits other than pension plans during 2025. During the nine months ended September 30, 2025, \$2 million of benefit payments were made to postretirement benefits other than pension plans.

As discussed in Note 17 to the Consolidated Financial Statements, at September 30, 2025, we had entered into various guarantees and had undrawn outstanding letters of credit from financial institutions. These arrangements reflect ongoing business operations, including commercial commitments, and governmental requirements associated with audits or litigation that are in process with various jurisdictions. Based on the current facts and circumstances, these arrangements are not reasonably likely to have a material impact on our consolidated financial condition, results of operations or cash flows.

New Accounting Standards

Refer to Note 1 to the Consolidated Financial Statements for a discussion of recent accounting pronouncements.

Non-GAAP Financial Measures

We use non-GAAP financial measures in this Form 10-Q, including: (i) comparable currency neutral metrics, (ii) adjusted operating EBITDA and comparable adjusted operating EBITDA, (iii) adjusted operating EBITDA margin, and (iv) net debt to credit adjusted EBITDA. We also provide the non-GAAP measure net debt solely for the purpose of providing information on the extent to which the Company is in compliance with debt covenants contained in its debt agreements. Our non-GAAP financial measures are defined below.

These non-GAAP financial measures are intended to provide additional information regarding our underlying operating results and comparable year-over-year performance. Such information is supplemental to information presented in accordance with GAAP and is not intended to represent a presentation in accordance with GAAP. In discussing our historical and expected future results and financial condition, we believe it is meaningful for investors to be made aware of and to be assisted in a better understanding of, on a period-to-period comparable basis, financial amounts both including and excluding these identified items, as well as the impact of exchange rate fluctuations. These non-GAAP measures should not be considered in isolation or as substitutes for analysis of the Company's results under GAAP and may not be comparable to other companies' calculation of such metrics.

Currency neutral metrics eliminate the effects that result from translating non-U.S. currencies to U.S. dollars. We calculate currency neutral numbers by translating current year invoiced sale amounts at the exchange rates used for the corresponding prior year period. We use currency neutral results in our analysis of segment performance. We also use currency neutral numbers when analyzing our performance against our competitors.

Comparable results for the three months and nine months ended September 30, 2024 exclude the impact of divestitures.

Adjusted operating EBITDA and adjusted operating EBITDA margin exclude depreciation and amortization, interest expense, other expense, net, and certain non-recurring or unusual items that are not part of recurring operations such as, impairment of goodwill, restructuring and other charges, divestiture and integration related costs, strategic initiatives costs, regulatory costs, gain on debt extinguishment, entity realignment costs and other costs that are not related to recurring operations.

Net debt to credit adjusted EBITDA is the leverage ratio used in our credit agreements and defined as net debt (which is debt less cash and cash equivalents) divided by the trailing 12-month credit adjusted EBITDA. Credit adjusted EBITDA is defined as income (loss) before interest expense, income taxes, depreciation and amortization, specified items and non-cash items.

Cautionary Statement Under the Private Securities Litigation Reform Act of 1995

Statements in this Form 10-Q, which are not historical facts or information, are “forward-looking statements” within the meaning of The Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on management’s current assumptions, estimates and expectations, including those concerning (i) expected cash flow and availability of capital resources to fund our operations and meet our debt service requirements; (ii) our ability to execute on our strategic and financial transformation, including the progress and success of our portfolio optimization strategy, through non-core business divestitures and acquisitions, and expectations regarding the implementation of our refreshed growth-focused strategy and expectations around our business divestitures; (iii) our ability to continue to generate value for, and return cash to, our shareholders; (iv) expectations of the impact of inflationary pressures and the pricing actions to offset exposure to such impacts; (v) expectations regarding the impact of government actions including tariffs; (vi) the impact of high input costs, including commodities, raw materials, transportation and energy; (vii) the expected impact of global supply chain challenges; (viii) our ability to enhance our innovation efforts, drive cost efficiencies and execute on specific consumer trends and demands; (ix) the growth potential of the markets in which we operate, including the emerging markets; (x) expectations regarding sales and profit for the fiscal year 2025, including the impact of foreign exchange, pricing actions, raw materials, energy, and sourcing, logistics and manufacturing costs; (xi) the impact of global economic uncertainty and recessionary pressures on demand for consumer products; (xii) the success of our integration efforts, following acquisitions and ability to deliver on our synergy commitments as well as future opportunities for the combined company; (xiii) our strategic investments in capacity and increasing inventory to drive improved profitability; (xiv) our ability to drive cost discipline measures and the ability to recover margin to pre-inflation levels; (xv) expected capital expenditures in 2025; (xvi) statements regarding the anticipated amount, duration, methods, timing, term and other aspects of our repurchase programs and any anticipated benefits or value resulting from such programs; and (xvii) the expected costs and benefits of our ongoing optimization of our manufacturing operations, including the expected number of closings. These forward-looking statements should be evaluated with consideration given to the many risks and uncertainties inherent in our business that could cause actual results and events to differ materially from those in the forward-looking statements. Certain of such forward-looking information may be identified by such terms as “expect”, “anticipate”, “believe”, “intend”, “outlook”, “may”, “estimate”, “should”, “predict”, “plan”, “project”, “could”, and similar terms or variations thereof. Such forward-looking statements are based on a series of expectations, assumptions, estimates and projections about the Company, are not guarantees of future results or performance, and involve significant risks, uncertainties and other factors, including assumptions and projections, for all forward periods. Our actual results may differ materially from any future results expressed or implied by such forward-looking statements. Such risks, uncertainties and other factors include, among others, the following:

- our substantial amount of indebtedness and its impact on our liquidity, credit rating and ability to return capital to its shareholders;
- our ability to successfully execute our strategic transformation;
- the impact of regulatory, consumer, and economic trends for consumer products;
- the impact of the outcomes of legal claims, disputes, regulatory investigations and litigation;
- supply chain disruptions, geopolitical developments, climate change events, natural disasters, public health crises, tariffs and trade wars, and other events that may affect our suppliers, or procurement of raw materials, and our development, manufacturing, distribution or sale of our products, and thus may impact our productivity, business and financial results;
- inflationary trends, including in the price of our input costs, such as raw materials, transportation and energy;
- our ability to successfully manage our working capital and inventory balances;
- our ability to attract and retain key employees, and manage turnover of top executives;
- our ability to successfully market to our expanded and diverse customer base;
- our ability to effectively compete in our market and develop and introduce new products that meet customers’ needs;
- changes in demand from large multi-national customers due to increased competition and our ability to maintain “core list” status with customers;
- our ability to successfully develop innovative and cost-effective products that allow customers to achieve their own profitability expectations;
- the impact of a significant data breach or other disruption in our information technology systems;

- our ability to benefit from our investments and expansion in emerging markets;
- the impact of currency fluctuations or devaluations in the principal foreign markets in which we operate;
- economic, regulatory and political risks associated with our international operations;
- our ability to declare and pay dividends which is subject to certain considerations;
- our ability to react in a timely and cost-effective manner to changes in consumer preferences and demands, including increased awareness of health and wellness;
- our ability to meet increasing customer, consumer, shareholder and regulatory focus on sustainability;
- any impairment on our tangible or intangible long-lived assets;
- our ability to enter into or close strategic transactions or divestments, or successfully establish and manage acquisitions, collaborations, joint ventures or partnerships;
- changes in market conditions or governmental regulations relating to our pension and postretirement obligations;
- our ability to comply with, and the costs associated with compliance with, regulatory requirements and industry standards, including regarding product safety, quality, efficacy and environment impact;
- defects, quality issues (including product recalls), inadequate disclosure or misuse with respect to the products and capabilities;
- our ability to comply with, and the costs associated with compliance with, U.S. and foreign environmental protection laws;
- the impact of our or our counterparties' failure to comply with the U.S. Foreign Corrupt Practices Act, similar U.S. or foreign anti-bribery and anti-corruption laws and regulations, applicable sanctions or competition laws and regulations in the jurisdictions in which we operate or ethical business practices and related laws and regulations;
- our ability to protect our intellectual property rights;
- changes in business and operations related to the adoption of artificial intelligence;
- the impact of changes in federal, state, local and international tax legislation or policies and adverse results of tax audits, assessments, or disputes;
- the impact of any tax liability resulting from the N&B Transaction; and
- our ability to comply with data protection laws in the U.S. and abroad.

The foregoing list of important factors does not include all such factors, nor necessarily present them in order of importance. In addition, you should consult other disclosures made by the Company (such as in our other filings with the SEC or in company press releases) for other factors that may cause actual results to differ materially from those projected by the Company. Please refer to Part I, Item 1A, "Risk Factors," of our 2024 Form 10-K for additional information regarding factors that could affect our results of operations, financial condition and liquidity.

We intend our forward-looking statements to speak only as of the time of such statements and do not undertake or plan to update or revise them as more information becomes available or to reflect changes in expectations, assumptions or results, whether as a result of new information, future events or otherwise. We can give no assurance that such expectations or forward-looking statements will prove to be correct. An occurrence of, or any material adverse change in, one or more of the risk factors or risks and uncertainties referred to in this report or included in our other periodic reports filed with the SEC could materially and adversely impact our operations and our future financial results.

Any public statements or disclosures made by us following this report that modify or impact any of the forward-looking statements contained in or accompanying this report will be deemed to modify or supersede such outlook or other forward-looking statements in or accompanying this report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

There are no material changes in market risk from the information provided in our 2024 Form 10-K, except for the cross currency swap agreements.

We use derivative instruments as part of our interest rate risk management strategy. We have entered into certain cross currency swap agreements in order to mitigate a portion of our net European investments from foreign currency risk. As of September 30, 2025, these swaps were in a liability position with an aggregate fair value of \$240 million. Based on a hypothetical decrease or increase of 10% in the value of the U.S. dollar against the Euro, the estimated fair value of our cross currency swaps would change by approximately \$163 million.

ITEM 4. CONTROLS AND PROCEDURES.

(a) Disclosure Controls and Procedures

The Chief Executive Officer and Chief Financial Officer, with the assistance of other members of our management, have evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective as of the end of the period covered by this Quarterly Report on Form 10-Q.

We have established controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and is accumulated and communicated to management, including the principal executive officer and the principal financial officer, to allow timely decisions regarding required disclosure.

(b) Changes in Internal Control over Financial Reporting

The Chief Executive Officer and Chief Financial Officer have also concluded that there have not been any changes in our internal control over financial reporting during the quarter ended September 30, 2025 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.

For information that updates the disclosures set forth under Part I, Item 3. “Legal Proceedings” in the “2024 Form 10-K”, refer to Note 17 to the “Consolidated Financial Statements” in this Form 10-Q.

ITEM 1A. RISK FACTORS.

Refer to Part I, Item 1A, “Risk Factors,” of our 2024 Form 10-K and the information contained in this Quarterly Report on Form 10-Q and our other reports and registration statements filed with the SEC. There have been no material changes with respect to the risk factors disclosed in our 2024 Form 10-K.

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

None.

ITEM 5. OTHER INFORMATION.

Rule 10b5-1 Trading Plans

During the quarter ended September 30, 2025, none of our directors or executive officers adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) (a “10b5-1 trading arrangement”) or any “non-Rule 10b5-1 trading arrangement” as defined in Item 408(c) of Regulation S-K.

ITEM 6. EXHIBITS.

31.1	Certification of J. Erik Fyrwald pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Michael DeVeau pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of J. Erik Fyrwald and Michael DeVeau pursuant to 18 U.S.C. Section 1350 as adopted pursuant to the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extensions Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase
104	Cover Page Interactive File (formatted as Inline XBRL and contained in Exhibit 101)

SIGNATURES

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

Dated:	November 4, 2025	By:	<u>/s/ J. Erik Fyrwald</u> J. Erik Fyrwald Chief Executive Officer and Director (Principal Executive Officer)
Dated:	November 4, 2025	By:	<u>/s/ Michael DeVeau</u> Michael DeVeau Executive Vice President, Chief Financial Officer (Principal Financial Officer)
Dated:	November 4, 2025	By:	<u>/s/ Marc Birenkrant</u> Marc Birenkrant Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)

CERTIFICATION

I, Michael DeVeau, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of International Flavors & Fragrances 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.

Dated: November 4, 2025

By: /s/ Michael DeVeau

Name: Michael DeVeau

Title: Executive Vice President, Chief Financial Officer

