

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

Form 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2026
OR
☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM TO
COMMISSION FILE NUMBER 001-35964

COTY INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

13-3823358
(I.R.S. Employer Identification No.)

350 Fifth Avenue,
New York, NY
(Address of principal executive offices)

10118
(Zip Code)

(212) 389-7300
Registrant's telephone number, including area code

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

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

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

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

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

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

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value	COTY	New York Stock Exchange

At April 28, 2026, 880,466,438 shares of the registrant's Class A Common Stock, \$0.01 par value, were outstanding.

COTY INC.
INDEX TO FORM 10-Q

	<u>Page</u>
<u>Part I:</u>	
<u>FINANCIAL INFORMATION</u>	
<u>Item 1.</u>	<u>1</u>
Condensed Consolidated Financial Statements (Unaudited)	1
Condensed Consolidated Statements of Operations for the three and nine months ended March 31, 2026 and 2025	1
Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended March 31, 2026 and 2025	2
Condensed Consolidated Balance Sheets as of March 31, 2026 and June 30, 2025	3
Condensed Consolidated Statements of Equity for the three and nine months ended March 31, 2026 and 2025	4
Condensed Consolidated Statements of Cash Flows for the nine months ended March 31, 2026 and 2025	8
Notes to Condensed Consolidated Financial Statements	10
<u>Item 2.</u>	<u>37</u>
Management's Discussion and Analysis of Financial Condition and Results of Operations	37
<u>Item 3.</u>	<u>68</u>
Quantitative and Qualitative Disclosures About Market Risk	68
<u>Item 4.</u>	<u>68</u>
Controls and Procedures	68
 <u>Part II:</u>	
<u>OTHER INFORMATION</u>	
<u>Item 1.</u>	<u>68</u>
Legal Proceedings	68
<u>Item 1A.</u>	<u>68</u>
Risk Factors	68
<u>Item 2.</u>	<u>69</u>
Unregistered Sales of Equity Securities and Use of Proceeds	69
<u>Item 5.</u>	<u>69</u>
Other Information	69
<u>Item 6.</u>	<u>70</u>
Exhibits	70
 <u>Signatures</u>	 <u>71</u>

PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

COTY INC. & SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share data)
(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2026	2025	2026	2025
Net revenues	\$ 1,281.6	\$ 1,299.1	\$ 4,537.4	\$ 4,640.5
Cost of sales	489.7	466.7	1,658.1	1,599.3
Gross profit	791.9	832.4	2,879.3	3,041.2
Selling, general and administrative expenses	727.0	777.5	2,363.0	2,382.8
Amortization expense	74.5	45.9	187.9	141.3
Restructuring costs	(0.4)	76.6	4.4	78.7
Asset impairment charges	362.8	212.8	362.8	212.8
Operating (loss) income	(372.0)	(280.4)	(38.8)	225.6
Interest expense, net	33.7	47.9	121.7	164.1
Other expense, net	53.2	132.3	359.9	332.8
Loss before income taxes	(458.9)	(460.6)	(520.4)	(271.3)
(Benefit) provision for income taxes	(53.2)	(58.4)	(72.5)	9.6
Net loss	(405.7)	(402.2)	(447.9)	(280.9)
Net income attributable to noncontrolling interests	3.2	2.0	7.8	5.7
Net (loss) income attributable to redeemable noncontrolling interests	(0.8)	1.5	8.1	12.5
Net loss attributable to Coty Inc.	\$ (408.1)	\$ (405.7)	\$ (463.8)	\$ (299.1)
Amounts attributable to Coty Inc.				
Net loss attributable to Coty Inc.	(408.1)	(405.7)	(463.8)	(299.1)
Convertible Series B Preferred Stock dividends	(3.3)	(3.3)	(9.9)	(9.9)
Net loss attributable to common stockholders	\$ (411.4)	\$ (409.0)	\$ (473.7)	\$ (309.0)
Earnings per common share:				
Earnings per common share - basic	(0.47)	(0.47)	(0.54)	(0.36)
Earnings per common share - diluted	(0.47)	(0.47)	(0.54)	(0.36)
Weighted-average common shares outstanding:				
Basic	879.9	872.1	876.5	870.4
Diluted	879.9	872.1	876.5	870.4

See notes to Condensed Consolidated Financial Statements.

COTY INC. & SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In millions)
(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2026	2025	2026	2025
Net loss	\$ (405.7)	\$ (402.2)	\$ (447.9)	\$ (280.9)
Other comprehensive income (loss):				
Foreign currency translation adjustment	(25.4)	119.5	(12.2)	(41.9)
Net unrealized derivative gain (loss) on cash flow hedges, net of taxes of \$0.3 and \$0.8, and \$0.3 and \$0.9 during the three and nine months ended, respectively	(0.2)	(1.7)	0.6	(2.2)
Pension and other post-employment benefits adjustment, net of tax of \$0.6 and \$(0.4), and \$3.3 and \$0.5 during the three and nine months ended, respectively	(2.0)	0.6	(1.7)	(1.7)
Total other comprehensive (loss) income, net of tax	(27.6)	118.4	(13.3)	(45.8)
Comprehensive loss	(433.3)	(283.8)	(461.2)	(326.7)
Comprehensive income attributable to noncontrolling interests:				
Net income	3.2	2.0	7.8	5.7
Foreign currency translation adjustment	(0.2)	—	(0.4)	(0.2)
Total comprehensive income attributable to noncontrolling interests	3.0	2.0	7.4	5.5
Comprehensive income attributable to redeemable noncontrolling interests:				
Net (loss) income	(0.8)	1.5	8.1	12.5
Foreign currency translation adjustment	(0.1)	0.2	(0.1)	0.1
Total comprehensive income attributable to redeemable noncontrolling interests	(0.9)	1.7	8.0	12.6
Comprehensive loss attributable to Coty Inc.	\$ (435.4)	\$ (287.5)	\$ (476.6)	\$ (344.8)

See notes to Condensed Consolidated Financial Statements.

COTY INC. & SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions, except per share data)
(Unaudited)

	March 31, 2026	June 30, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 257.1	\$ 257.1
Restricted cash	13.1	13.3
Trade receivables—less allowances of \$36.2 and \$29.0, respectively	565.2	526.4
Inventories	786.3	794.5
Prepaid expenses and other current assets	313.8	362.0
Total current assets	1,935.5	1,953.3
Property and equipment, net	641.8	709.2
Goodwill	3,810.0	4,062.2
Other intangible assets, net	2,860.6	3,214.8
Equity investment	—	1,002.0
Operating lease right-of-use assets	230.9	265.7
Deferred income taxes	551.4	561.6
Other noncurrent assets	198.7	138.9
TOTAL ASSETS	\$ 10,228.9	\$ 11,907.7
LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 1,768.2	\$ 1,890.0
Short-term debt and current portion of long-term debt	2.1	3.5
Current operating lease liabilities	63.7	64.4
Income and other taxes payable	82.9	66.8
Other current liabilities	439.4	513.6
Total current liabilities	2,356.3	2,538.3
Long-term debt, net	3,169.4	3,955.5
Long-term operating lease liabilities	189.8	221.8
Pension and other post-employment benefits	275.5	283.8
Deferred income taxes	291.3	467.6
Other noncurrent liabilities	444.9	485.1
Total liabilities	6,727.2	7,952.1
COMMITMENTS AND CONTINGENCIES (See Note 17)		
CONVERTIBLE SERIES B PREFERRED STOCK, \$0.01 par value; 1.0 shares authorized; 0.1 issued and outstanding at March 31, 2026 and June 30, 2025	142.4	142.4
REDEEMABLE NONCONTROLLING INTERESTS	85.7	94.2
EQUITY:		
Preferred Stock, \$0.01 par value; 20.0 shares authorized, 1.0 issued and outstanding at March 31, 2026 and June 30, 2025	—	—
Class A Common Stock, \$0.01 par value; 1,250.0 shares authorized, 973.8 and 966.5 issued and 880.0 and 872.3 outstanding at March 31, 2026 and June 30, 2025, respectively	9.7	9.6
Additional paid-in capital	11,353.5	11,329.8
Accumulated deficit	(5,737.2)	(5,266.4)
Accumulated other comprehensive loss	(746.2)	(733.4)
Treasury stock—at cost, shares: 93.8 and 94.3 at March 31, 2026 and June 30, 2025, respectively	(1,788.4)	(1,796.9)
Total Coty Inc. stockholders' equity	3,091.4	3,542.7
Noncontrolling interests	182.2	176.3
Total equity	3,273.6	3,719.0
TOTAL LIABILITIES, MEZZANINE EQUITY AND STOCKHOLDERS' EQUITY	\$ 10,228.9	\$ 11,907.7

See notes to Condensed Consolidated Financial Statements.

COTY INC. & SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
For the Three and Nine Months Ended March 31, 2026
(In millions, except per share data)
(Unaudited)

	Class A				Additional Paid-in Capital	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Total Coty Inc. Stockholders' Equity	Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests	Convertible Series B Preferred Stock	
	Preferred Stock		Common Stock				Shares	Amount						
	Shares	Amount	Shares	Amount										
BALANCE—July 1, 2025	1.0	\$ —	966.5	\$ 9.6	\$ 11,329.8	\$ (5,266.4)	\$ (733.4)	94.3	\$ (1,796.9)	\$ 3,542.7	\$ 176.3	\$ 3,719.0	\$ 94.2	\$ 142.4
Exercise of employee stock options and restricted stock units			1.6	—	—	—	—	—	—	—	—	—	—	—
Share-based compensation expense			—	—	14.4	—	—	—	14.4	—	14.4	—	—	—
Dividends Accrued - Convertible Series B Preferred Stock			—	—	(3.3)	—	—	—	(3.3)	—	(3.3)	—	—	3.3
Dividends Paid - Convertible Series B Preferred Stock			—	—	—	—	—	—	—	—	—	—	—	(3.3)
Net income			—	—	—	67.9	—	—	67.9	2.1	70.0	4.0	—	—
Other comprehensive income			—	—	—	—	14.8	—	14.8	(0.1)	14.7	0.1	—	—
Adjustment of redeemable noncontrolling interests to redemption value			—	—	6.9	—	—	—	6.9	—	6.9	(6.9)	—	—
Distribution to noncontrolling interests, net			—	—	—	—	—	—	—	—	—	—	—	—
BALANCE—September 30, 2025	1.0	\$ —	968.1	\$ 9.6	\$ 11,347.8	\$ (5,198.5)	\$ (718.6)	94.3	\$ (1,796.9)	\$ 3,643.4	\$ 178.3	\$ 3,821.7	\$ 91.4	\$ 142.4
Exercise of employee stock options and restricted stock units			3.5	0.1	(0.1)	—	—	—	—	—	—	—	—	—
Reissuance of treasury stock			—	—	(1.0)	(3.8)	(0.3)	4.8	—	—	—	—	—	—
Shares withheld for employee taxes			—	—	(8.5)	—	—	—	(8.5)	—	(8.5)	—	—	—
Share-based compensation expense			—	—	17.8	—	—	—	17.8	—	17.8	—	—	—
Dividends Accrued - Convertible Series B Preferred Stock			—	—	(3.3)	—	—	—	(3.3)	—	(3.3)	—	—	3.3
Dividends Paid - Convertible Series B Preferred Stock			—	—	—	—	—	—	—	—	—	—	—	(3.3)
Net (loss) income			—	—	—	(123.6)	—	—	(123.6)	2.5	(121.1)	4.8	—	—
Other comprehensive (loss) income			—	—	—	—	(0.3)	—	(0.3)	(0.1)	(0.4)	(0.1)	—	—
Adjustment of redeemable noncontrolling interests to redemption value			—	—	1.4	—	—	—	1.4	—	1.4	(1.4)	—	—
BALANCE—December 31, 2025	1.0	\$ —	971.6	\$ 9.7	\$ 11,354.1	\$ (5,325.9)	\$ (718.9)	94.0	\$ (1,792.1)	\$ 3,526.9	\$ 180.7	\$ 3,707.6	\$ 94.7	\$ 142.4
Exercise of employee stock options and restricted stock units and issuance of restricted stock			2.2	—	—	—	—	—	—	—	—	—	—	—
Reissuance of treasury stock			—	—	(0.5)	(3.2)	(0.2)	3.7	—	—	—	—	—	—
Shares withheld for employee taxes			—	—	(0.1)	—	—	—	(0.1)	—	(0.1)	—	—	—
Share-based compensation expense			—	—	6.8	—	—	—	6.8	—	6.8	—	—	—
Dividends Accrued - Convertible Series B Preferred Stock			—	—	(3.3)	—	—	—	(3.3)	—	(3.3)	—	—	3.3
Dividends Paid - Convertible Series B Preferred Stock			—	—	—	—	—	—	—	—	—	—	—	(3.3)
Net (loss) income			—	—	—	(408.1)	—	—	(408.1)	3.2	(404.9)	(0.7)	—	—
Other comprehensive income			—	—	—	—	(27.3)	—	(27.3)	(0.2)	(27.5)	—	—	—

	Preferred Stock		Class A Common Stock		Additional Paid-in Capital	(Accumulated Deficit)	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Total Coby Inc. Stockholders' Equity	Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests	Convertible Series B Preferred Stock
	Shares	Amount	Shares	Amount				Shares	Amount					
Distributions to noncontrolling interests, net										—	(1.5)	(1.5)	(11.8)	
Adjustment of redeemable noncontrolling interests to redemption value					(3.5)					(3.5)		(3.5)	3.5	
BALANCE—March 31, 2026	1.0	\$ —	973.8	\$ 9.7	\$ 11,353.5	\$ (5,737.2)	\$ (746.2)	93.8	\$ (1,788.4)	\$ 3,091.4	\$ 182.2	\$ 3,273.6	\$ 85.7	\$ 142.4

See notes to Condensed Consolidated Financial Statements.

COTY INC. & SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
For the Three and Nine Months Ended March 31, 2025
(In millions, except per share data)
(Unaudited)

	Preferred Stock		Class A Common Stock		Additional Paid-in Capital	(Accumulated Deficit)	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Total Coty Inc. Stockholders' Equity	Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests	Convertible Series B Preferred Stock
	Shares	Amount	Shares	Amount				Shares	Amount					
BALANCE—July 1, 2024	1.0	\$ —	962.1	\$ 9.6	\$ 11,308.0	\$ (4,898.5)	\$ (795.1)	94.3	\$ (1,796.9)	\$ 3,827.1	\$ 184.6	\$ 4,011.7	\$ 93.6	\$ 142.4
Share-based compensation expense					16.9					16.9		16.9		
Equity Investment contribution for share-based compensation					0.4					0.4		0.4		
Changes in dividends accrued					—					—		—		
Dividends Accrued - Convertible Series B Preferred Stock					(3.3)					(3.3)		(3.3)		3.3
Dividends Paid - Convertible Series B Preferred Stock										—		—		(3.3)
Net income						82.9				82.9	2.1	85.0	5.7	
Other comprehensive income							120.6			120.6	—	120.6	0.1	
Adjustment of redeemable noncontrolling interests to redemption value					0.6					0.6		0.6	(0.6)	
Distribution to noncontrolling interests, net										—	—	—		
BALANCE—September 30, 2024	1.0	\$ —	962.1	\$ 9.6	\$ 11,322.6	\$ (4,815.6)	\$ (674.5)	94.3	\$ (1,796.9)	\$ 4,045.2	\$ 186.7	\$ 4,231.9	\$ 98.8	\$ 142.4
Exercise of employee stock options and restricted stock units			4.2	—	—					—		—		
Shares withheld for employee taxes					(12.7)					(12.7)		(12.7)		
Share-based compensation expense					15.2					15.2		15.2		
Equity Investment contribution for share-based compensation					0.3					0.3		0.3		
Dividends Accrued - Convertible Series B Preferred Stock					(3.3)					(3.3)		(3.3)		3.3
Dividends Paid - Convertible Series B Preferred Stock										—		—		(3.3)
Net income						23.7				23.7	1.6	25.3	5.3	
Other comprehensive income							(284.5)			(284.5)	(0.2)	(284.7)	(0.2)	
Distribution to noncontrolling interests, net										—	(3.9)	(3.9)		
Adjustment of redeemable noncontrolling interests to redemption value					0.8					0.8		0.8	(0.8)	
BALANCE—December 31, 2024	1.0	\$ —	966.3	\$ 9.6	\$ 11,322.9	\$ (4,791.9)	\$ (959.0)	94.3	\$ (1,796.9)	\$ 3,784.7	\$ 184.2	\$ 3,968.9	\$ 103.1	\$ 142.4
Exercise of employee stock options and restricted stock units and issuance of restricted stock			0.2	—	—					—		—		
Shares withheld for employee taxes					(0.3)					(0.3)		(0.3)		
Share-based compensation expense					12.6					12.6		12.6		
Equity Investment contribution for share-based compensation					(0.1)					(0.1)		(0.1)		
Dividends Accrued - Convertible Series B Preferred Stock					(3.3)					(3.3)		(3.3)		3.3
Dividends Paid - Convertible Series B Preferred Stock					—					—		—		(3.3)

	Preferred Stock		Class A Common Stock		Additional Paid-in Capital	(Accumulated Deficit)	Accumulated Other Comprehensive (Loss) Income	Treasury Stock		Total Coby Inc. Stockholders' Equity	Noncontrolling Interests	Total Equity	Redeemable Noncontrolling Interests	Convertible Series B Preferred Stock
	Shares	Amount	Shares	Amount				Shares	Amount					
Net (loss) income						(405.7)				(405.7)	2.0	(403.7)	1.5	
Other comprehensive income							118.2			118.2	—	118.2	0.2	
Distributions to noncontrolling interests, net										—	(6.0)	(6.0)	(14.0)	
Adjustment of redeemable noncontrolling interests to redemption value					(11.1)					(11.1)		(11.1)	11.1	
BALANCE—March 31, 2025	1.0	\$ —	966.5	\$ 9.6	\$ 11,320.7	\$ (5,197.6)	\$ (840.8)	94.3	\$ (1,796.9)	\$ 3,495.0	\$ 180.2	\$ 3,675.2	\$ 101.9	\$ 142.4

See notes to Condensed Consolidated Financial Statements.

COTY INC. & SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Nine Months Ended March 31,	
	2026	2025
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (447.9)	\$ (280.9)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	354.1	315.3
Asset impairment charges	362.8	212.8
Non-cash lease expense	47.2	46.8
Deferred income taxes	(156.3)	(41.2)
Provision for bad debts	10.0	8.7
Provision for pension and other post-employment benefits	8.3	8.2
Share-based compensation	39.2	44.7
Impairment and losses on disposal of long-lived assets, net	12.3	73.7
Losses from equity investments, net	194.0	87.6
Foreign exchange effects	(9.0)	12.9
Losses on forward repurchase contracts, net	124.4	216.2
Other	43.1	34.5
Change in operating assets and liabilities		
Trade receivables	(47.1)	(156.0)
Inventories	3.3	46.9
Prepaid expenses and other current assets	44.1	23.3
Accounts payable and accrued expenses	(76.4)	(111.1)
Other current liabilities	10.8	(113.2)
Operating lease liabilities	(44.6)	(42.7)
Income and other taxes payable	0.5	(18.1)
Other noncurrent assets	5.2	(10.5)
Other noncurrent liabilities	(56.2)	51.5
Net cash provided by operating activities	421.8	409.4
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(146.2)	(166.7)
Proceeds from sale of equity investments and related assets	750.0	74.0
Proceeds from contingent consideration, license agreements, and sale of other long-lived assets, net	9.3	12.6
Net cash provided by (used in) investing activities	613.1	(80.1)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds from short-term debt	—	5.0
Proceeds from revolving loan facilities	1,373.6	1,951.3
Repayments of revolving loan facilities	(1,575.5)	(1,562.7)
Proceeds from issuance of other long-term debt	899.2	—
Repayments of other long-term debt	(1,465.7)	(490.6)
Dividend payments on Series B Preferred Stock	(9.9)	(9.9)
Net proceeds from (payments of) foreign currency contracts	11.4	(14.0)
Distributions to redeemable noncontrolling interests and noncontrolling interests	(17.0)	(23.9)
Payments related to forward repurchase contracts, including hedge valuation adjustments	(208.7)	(282.3)
Refunds related to hedge valuation adjustment	—	61.8
Payments of deferred financing fees and premium on bond extinguishment	(31.4)	(2.0)

All other	(12.0)	(16.8)
Net cash used in financing activities	(1,036.0)	(384.1)
EFFECT OF EXCHANGE RATES ON CASH, CASH EQUIVALENTS AND RESTRICTED CASH	0.9	(6.4)
NET DECREASE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(0.2)	(61.2)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH—Beginning of period	270.4	320.6
CASH, CASH EQUIVALENTS AND RESTRICTED CASH—End of period	<u>\$ 270.2</u>	<u>\$ 259.4</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Cash paid for interest	\$ 149.3	\$ 171.6
Cash paid for income taxes, net of refunds received	71.1	66.8
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Accrued capital expenditure additions	\$ 53.0	\$ 64.4
Fair value of Wella Distribution Rights (see Note 6 - Equity Investment)	\$ 58.0	\$ —

See notes to Condensed Consolidated Financial Statements.

COTY INC. & SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(\$ in millions, except per share data)
(Unaudited)

1. DESCRIPTION OF BUSINESS

Coty Inc. and its subsidiaries (collectively, the “Company” or “Coty”) manufacture, market, sell and distribute branded beauty products, including fragrances, color cosmetics and skin & body related products throughout the world. Coty is a global beauty company with a rich entrepreneurial history and an iconic portfolio of brands.

The Company operates on a fiscal year basis with a year-end of June 30. Unless otherwise noted, any reference to a year preceded by the word “fiscal” refers to the fiscal year ended June 30 of that year. For example, references to “fiscal 2026” refer to the fiscal year ending June 30, 2026. When used in this Quarterly Report on Form 10-Q, the term “includes” and “including” means, unless the context otherwise indicates, including without limitation.

The Company’s sales generally increase during the second fiscal quarter as a result of increased demand associated with the winter holiday season. Financial performance, working capital requirements, sales, cash flows and borrowings generally experience variability during the three to six months preceding the holiday season. Product innovations, new product launches and the size and timing of orders from the Company’s customers may also result in variability.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The unaudited interim Condensed Consolidated Financial Statements are presented in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and include the Company’s consolidated domestic and international subsidiaries. Certain information and disclosures normally included in consolidated financial statements prepared in accordance with GAAP have been condensed or omitted. Accordingly, these unaudited interim Condensed Consolidated Financial Statements and accompanying footnotes should be read in conjunction with the Company’s Consolidated Financial Statements as of and for the year ended June 30, 2025. In the opinion of management, all adjustments, of a normal recurring nature, considered necessary for a fair presentation have been included in the Condensed Consolidated Financial Statements. The results of operations for the three and nine months ended March 31, 2026 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending June 30, 2026. All dollar amounts (other than per share amounts) in the following discussion are in millions of United States (“U.S.”) dollars, unless otherwise indicated.

Restricted Cash

Restricted cash represents funds that are not readily available for general purpose cash needs due to contractual limitations. Restricted cash is classified as a current or long-term asset based on the timing and nature of when or how the cash is expected to be used or when the restrictions are expected to lapse. As of March 31, 2026 and June 30, 2025, the Company had restricted cash of \$13.1 and \$13.3, respectively, included in Restricted cash in the Condensed Consolidated Balance Sheets. The Restricted cash balance as of March 31, 2026 primarily consists of collections of factored receivables that remain unremitted to the factor, and the remainder provides collateral for certain bank guarantees on rent, customs and duty accounts. Restricted cash is included as a component of Cash, cash equivalents and restricted cash in the Condensed Consolidated Statement of Cash Flows.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the period reported. Significant accounting policies that contain subjective management estimates and assumptions include those related to revenue recognition, the net realizable value of inventory, the assessment of goodwill, other intangible assets and long-lived assets for impairment and income taxes. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, and makes adjustments when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from those estimates and

assumptions. Significant changes, if any, in those estimates and assumptions will be reflected in the Condensed Consolidated Financial Statements in future periods.

Tax Information

The effective income tax rate for the three and nine months ended March 31, 2026 and 2025 was 11.6% and 12.7%, respectively and 13.9% and (3.5)%, respectively. The decrease in the tax benefit rate for the three months ended March 31, 2026 is primarily due to goodwill impairment in the current period that is not tax deductible. The increase in the tax benefit rate for the nine months ended March 31, 2026 is primarily due to the Company's sale of its remaining interest in Rainbow JVCO LTD and subsidiaries (together, "Wella" or "Wella Company").

The effective tax benefit rate of 11.6% for the three months ended March 31, 2026 was lower than the Federal statutory rate of 21% primarily due to goodwill impairment in the current period that is not tax deductible.

The effective tax benefit rate of 12.7% for the three months ended March 31, 2025 was lower than the Federal statutory rate of 21% primarily due to a capital loss realized on the sale of the Company's investment in KKW Holdings during the period for which no tax benefit can be recognized, the loss on forward repurchase contracts having a higher proportional impact in the current period, as well as the impact of fair value losses related to the investment in Wella taxed at a rate below the statutory rate of 21%.

The effective tax benefit rate of 13.9% for the nine months ended March 31, 2026 was lower than the Federal statutory rate of 21% primarily due to goodwill impairment in the current period that is not tax deductible partially offset by the benefit recognized on the Company's sale of its remaining interest in Wella and the release of uncertain tax positions.

The effective tax benefit rate of (3.5)% for the nine months ended March 31, 2025 was lower than the statutory tax rate of 21% due to a capital loss realized on the sale of the Company's investment in KKW Holdings during the period for which no tax benefit can be recognized, the loss on forward repurchase contracts having a higher proportional impact in the current period, as well as the impact of fair value losses related to the investment in Wella taxed at a rate below the statutory rate of 21%.

The effective income tax rates vary from the U.S. federal statutory rate of 21% due to the effect of (i) jurisdictions with different statutory rates, including impacts of rate changes, (ii) adjustments to the Company's unrealized tax benefits ("UTBs") and accrued interest, (iii) non-deductible expenses, (iv) audit settlements, and (v) valuation allowance changes.

As of March 31, 2026 and June 30, 2025, the gross amount of UTBs was \$230.5 and \$240.8, respectively. As of March 31, 2026, the total amount of UTBs that, if recognized, would impact the effective income tax rate is \$155.0. As of March 31, 2026 and June 30, 2025, the liability associated with UTBs, including accrued interest and penalties, was \$190.2 and \$194.3, respectively, which was recorded in Income and other taxes payable and Other noncurrent liabilities in the Condensed Consolidated Balance Sheets. The total interest and penalties recorded in the Condensed Consolidated Statements of Operations related to UTBs was \$0.8 and \$(0.9) for the three months ended March 31, 2026 and 2025, respectively, and \$(1.8) and \$3.7 for the nine months ended March 31, 2026 and 2025. The total gross accrued interest and penalties recorded in the Condensed Consolidated Balance Sheets as of March 31, 2026 and June 30, 2025 was \$34.9 and \$36.6, respectively.

Recently Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which expands annual income tax disclosure requirements to include additional information related to the rate reconciliation of our effective tax rates to statutory rates as well as additional disaggregation of taxes paid. The amendments in the ASU also remove disclosures related to certain unrecognized tax benefits and deferred taxes. The Company adopted the ASU in the first quarter of fiscal 2026 and will include the required disclosures in its Annual Report on Form 10-K for the year ending June 30, 2026. The adoption of this standard did not have any impact on the Company's financial position, results of operations, or cash flows.

Recently Issued Accounting Pronouncements

In December 2025, the FASB issued ASU 2025-12, *Codification Improvements*, addressing suggestions received from stakeholders regarding the Accounting Standards Codification ("ASC") and makes other incremental improvements to U.S. GAAP. The update represents changes to the Codification that clarify, correct errors in, or make other improvements to a variety of topics that are intended to make them easier to understand and apply. ASU 2025-12 is effective for fiscal years beginning after December 15, 2026 and interim periods within those fiscal years. Entities are required to apply the amendments to ASC 260, *Earnings per Share*, retrospectively. All other amendments may be applied prospectively or retrospectively. Early adoption is permitted. The Company is currently evaluating the impact of this guidance on its consolidated financial statements and related disclosures.

Also in December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements*, which clarifies the applicability of the interim reporting guidance, the types of interim reporting, and the form and content of interim financial statements in accordance with U.S. GAAP. Per the FASB, the amendment is not intended to change the fundamental nature of interim reporting or expand or reduce current interim disclosure requirements but rather provide clarity and improve navigability of the existing interim reporting requirements. The update will be effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. The Company is currently evaluating the effect of this update on our interim statements and related disclosures.

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*, which removes all references to software development project stages and requires entities to start capitalizing software costs when management has authorized and committed to funding the software project and it is probable that the project will be completed and the software will be used to perform the function intended. The guidance is effective for fiscal years beginning after December 15, 2027, and interim periods within those fiscal years, with early adoption permitted, and may be applied prospectively, retrospectively, or on a modified prospective basis. The ASU will be effective for Coty in the first quarter of fiscal 2029. The Company is currently evaluating the impact that the guidance may have on its consolidated financial statements.

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*. The update offers a practical expedient under which entities can elect to assume that current conditions as of the balance sheet date do not change for the remaining life of the asset when estimating expected credit losses. The guidance is effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods, which is Coty fiscal 2027, with early adoption permitted. The Company is currently evaluating the impact that the guidance may have on its consolidated financial statements.

3. SEGMENT REPORTING

Operating and reportable segments (referred to as “segments”) reflect the way the Company is managed and for which separate financial information is available and evaluated regularly by the Company’s CODM in deciding how to allocate resources and assess performance. The Company has designated its Interim Chief Executive Officer (“Interim CEO”) as the CODM.

Certain income and shared costs and the results of corporate initiatives are managed by Corporate. Corporate primarily includes stock compensation expense, restructuring and realignment costs, costs related to acquisition and divestiture activities, and impairments of long-lived assets, goodwill and intangibles that are not attributable to ongoing operating activities of the segments. Corporate costs are not used by the CODM to measure the underlying performance of the segments.

With the exception of goodwill and acquired intangible assets, the Company does not identify or monitor assets by segment. The Company does not present assets by reportable segment since various assets are shared between reportable segments. The allocation of goodwill by segment is presented in Note 7—Goodwill and Other Intangible Assets, net.

We have identified and presented significant segment expenses, which are included in the table below. The CODM evaluates operating income (loss) to assess segment performance, make operating decisions, and allocate resources amongst the segments by comparing budget to historical actual results.

Three Months Ended March 31, 2026					
SEGMENT DATA	Prestige	Consumer Beauty	Corporate	Total	
Net revenues	\$ 830.9	\$ 450.7	\$ —	\$	1,281.6
Less:					
Cost of sales	257.8	231.9	—		489.7
Advertising and consumer promotion costs	235.7	129.5	—		365.2
Other segment items ^(a)	279.0	512.6	7.1		798.7
Operating income (loss)	<u>\$ 58.4</u>	<u>\$ (423.3)</u>	<u>\$ (7.1)</u>	<u>\$</u>	<u>(372.0)</u>
Reconciliation:					
Operating loss				\$	(372.0)
Interest expense, net					33.7
Other expense, net					53.2
Loss before income taxes				<u>\$</u>	<u>(458.9)</u>
Other segment disclosures:					
Depreciation and amortization	\$ 92.3	\$ 36.8	\$ —	\$	129.1
Three Months Ended March 31, 2025					
SEGMENT DATA	Prestige	Consumer Beauty	Corporate	Total	
Net revenues	\$ 829.4	\$ 469.7	\$ —	\$	1,299.1
Less:					
Cost of sales	243.9	219.8	3.0		466.7
Advertising and consumer promotion costs	230.7	134.2	—		364.9
Other segment items ^(a)	276.1	305.2	166.6		747.9
Operating income (loss)	<u>\$ 78.7</u>	<u>\$ (189.5)</u>	<u>\$ (169.6)</u>	<u>\$</u>	<u>(280.4)</u>
Reconciliation:					
Operating loss				\$	(280.4)
Interest expense, net					47.9
Other expense, net					132.3
Loss before income taxes				<u>\$</u>	<u>(460.6)</u>
Other segment disclosures:					
Depreciation and amortization	\$ 64.4	\$ 37.8	\$ 2.9	\$	105.1

SEGMENT DATA	Nine Months Ended March 31, 2026			
	Prestige	Consumer Beauty	Corporate	Total
Net revenues	\$ 3,034.0	\$ 1,503.4	\$ —	\$ 4,537.4
Less:				
Cost of sales	914.9	736.5	6.7	1,658.1
Advertising and consumer promotion costs	848.8	380.9	—	1,229.7
Other segment items ^(a)	821.1	798.7	68.6	1,688.4
Operating income (loss)	\$ 449.2	\$ (412.7)	\$ (75.3)	\$ (38.8)

Reconciliation:

Operating loss				\$ (38.8)
Interest expense, net				121.7
Other expense, net				359.9
Loss before income taxes				\$ (520.4)

Other segment disclosures:

Depreciation and amortization	\$ 244.0	\$ 110.1	\$ —	\$ 354.1
-------------------------------	----------	----------	------	----------

SEGMENT DATA	Nine Months Ended March 31, 2025			
	Prestige	Consumer Beauty	Corporate	Total
Net revenues	\$ 3,059.6	\$ 1,580.9	\$ —	\$ 4,640.5
Less:				
Cost of sales	886.2	708.8	4.3	1,599.3
Advertising and consumer promotion costs	829.5	397.4	—	1,226.9
Other segment items ^(a)	801.4	586.1	201.2	1,588.7
Operating income (loss)	\$ 542.5	\$ (111.4)	\$ (205.5)	\$ 225.6

Reconciliation:

Operating income				\$ 225.6
Interest expense, net				164.1
Other expense, net				332.8
Loss before income taxes				\$ (271.3)

Other segment disclosures:

Depreciation and amortization	\$ 196.3	\$ 114.7	\$ 4.3	\$ 315.3
-------------------------------	----------	----------	--------	----------

^(a) Other segment items primarily include administrative costs, logistics costs, stock compensation expense, amortization of definite-lived intangible assets, restructuring costs, transactional foreign exchange gains/losses, bad debt expense, asset impairment charges, and other miscellaneous costs.

Fragrance products include a variety of perfumes, colognes, and mists offering various scents to suit individual preferences and occasions. Color Cosmetic products include lip, eye, facial and other color products including nail color. Body care and other products include shower gels, body sprays, and deodorants. Skincare products include moisturizers, serums, sun treatment, cleansers, toners and anti-aging creams designed to nourish, protect and improve the skin's appearance and health.

Presented below are the percentage of net revenues associated with the Company's product categories:

PRODUCT CATEGORY	Three Months Ended March 31,		Nine Months Ended March 31,	
	2026	2025	2026	2025
Fragrance	64.7 %	65.4 %	69.0 %	69.0 %
Color Cosmetics	25.0	24.5	22.7	22.8
Body Care & Other	5.5	5.8	4.7	4.9
Skincare	4.8	4.3	3.6	3.3
Total	100.0 %	100.0 %	100.0 %	100.0 %

4. RESTRUCTURING COSTS

Restructuring costs for the three and nine months ended March 31, 2026 and 2025 are presented below:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2026	2025	2026	2025
Fixed Cost Reduction Plan	—	74.4	(0.2)	74.4
Current Restructuring Actions and Other	(0.4)	2.2	4.6	4.3
Total Restructuring Actions	\$ (0.4)	\$ 76.6	\$ 4.4	\$ 78.7

Fixed Cost Reduction Plan

On April 24, 2025, the Company announced a new plan to strengthen its operating model and simplify its fixed cost structure (the "Fixed Cost Reduction Plan"). Total restructuring charges, which consisted of employee severance, have been recorded in Corporate. The related liability balances were \$57.1 and \$74.1 at March 31, 2026 and June 30, 2025, respectively. The Company currently estimates that the total accrual will result in cash expenditures of approximately \$10.2, \$42.3, and \$4.6 in fiscal 2026, 2027 and thereafter, respectively.

Current Restructuring Actions and Other

The Company continues to analyze its cost structure and evaluate opportunities to streamline operations through a range of smaller initiatives and other cost reduction activities to optimize operations in select businesses. The liability, which consisted primarily of employee severance, balances were \$26.3 and \$30.4 at March 31, 2026 and June 30, 2025 respectively. The Company estimates that the total remaining accrual will result in cash expenditures of approximately \$8.1, \$12.1, and \$6.1 in fiscal 2026, 2027 and thereafter, respectively.

5. INVENTORIES

Inventories as of March 31, 2026 and June 30, 2025 are presented below:

	March 31, 2026	June 30, 2025
Raw materials	\$ 209.3	\$ 211.4
Work-in-process	8.7	11.2
Finished goods	568.3	571.9
Total inventories	\$ 786.3	\$ 794.5

6. EQUITY INVESTMENT

On December 18, 2025, the Company completed the sale of its remaining 25.8% equity interest in Wella to an entity affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR"). Under the terms of the Purchase and Sale Agreement, the Company received \$750.0 in cash consideration and a right to future proceeds from a subsequent sale or initial public offering of Wella, after KKR achieves a preferred return (the "Wella Distribution Rights"). The fair value of the Wella Distribution Rights recognized at the closing date was \$58.0, and is included in Other noncurrent assets in the Condensed Consolidated Balance Sheets.

Accordingly, the total consideration recognized from the sale was \$808.0, consisting of cash proceeds of \$750.0 and the fair value of the Wella Distribution Rights of \$58.0.

The Company recognized a loss on sale of \$201.9 included in Other expense (income), net in the Condensed Consolidated Statements of Operations for the nine months ended March 31, 2026.

Cash proceeds	\$	750.0
Wella Distribution Rights		58.0
Total consideration		808.0
<i>Less:</i>		
Wella investment carrying value		1,003.0
Transaction and other costs to sell		6.9
Loss on sale of Wella investment		(201.9)

The fair value of the Wella Distribution Rights was estimated using a Monte Carlo simulation incorporating significant unobservable inputs, including expected volatility of Wella's equity value based on historical volatility of comparable companies. The Monte Carlo simulation incorporated multiple scenarios for Wella's enterprise value, including timing of exit, and distribution waterfall provisions. The fair value of the Wella Distribution Rights is classified as Level 3 within the fair value hierarchy. No unrealized gains or losses were recognized during the three and nine months ended March 31, 2026 related to the remeasurement of the Wella Distribution Rights. Changes in fair value, if any, are recorded in Other expense (income), net in the Condensed Consolidated Statement of Operations.

The estimated fair value remains sensitive to changes in the unobservable inputs. Increases in expected equity volatility would generally result in a higher fair value. The valuation reflects discrete assumed exit dates. Accordingly, as time progresses toward those dates, the remaining time to exit decreases, which may reduce the time value component of the instrument, all else equal. Changes in assumptions regarding the nature, probability and timing of liquidity events, timing of proceeds, and the estimated enterprise value of Wella could also have a significant impact on the fair value of the Wella Distribution Rights.

As a result of the sale of the remaining 25.8% equity interest in Wella, the Company no longer holds any equity interest in Wella as of March 31, 2026.

The Company's equity investment, which is presented within Equity investment in the Condensed Consolidated Balance Sheets, is summarized as follows:

	March 31, 2026	June 30, 2025
<i>Equity investment at fair value:</i>		
Wella ^(a)	—	1,002.0
Total equity investment	\$ —	\$ 1,002.0

^(a) As of June 30, 2025, the Company's stake in Wella was 25.84%.

The following table presents summarized financial information of the Company's equity method investees for the period ending March 31, 2026. Amounts presented represent combined totals at the investee level and not the Company's proportionate share:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2026	2025	2026	2025
Net revenues	\$ —	\$ 616.3	\$ 1,526.9	\$ 2,009.7
Gross profit	\$ —	\$ 426.0	\$ 1,054.6	\$ 1,379.1
Operating income	\$ —	\$ 45.3	\$ 191.8	\$ 193.1
Income before taxes	\$ —	\$ —	\$ 109.3	\$ 48.8
Net income (loss)	\$ —	\$ 4.2	\$ 66.0	\$ (2.7)

Amounts included for the nine months ending March 31, 2026 related to the investment in Wella include activity through the sale of the Wella investment on December 18, 2025.

7. GOODWILL AND OTHER INTANGIBLE ASSETS, NET

The Company tests goodwill and indefinite-lived intangible assets for impairment at least annually as of May 1, or more frequently, if certain events or circumstances warrant. There were no impairments of goodwill at the Company's reporting units in fiscal 2025. To determine the fair value of the reporting units, the Company uses either a combination of the income and market approaches or solely the income approach, when the market approach is less representative of fair value. The Company believes either the blended approach or the income approach are indicative of the factors a market participant would consider when performing a similar valuation. The trademarks' fair values are based upon the income approach, primarily utilizing the relief from royalty methodology.

During the third quarter of fiscal 2026, the Company's stock price experienced a further decline, resulting in a decrease in market capitalization. In addition, the Company experienced overall sales declines within Consumer Beauty, particularly in mass fragrance and color cosmetics in the United States and Europe, which led to revisions to internal forecasts for Consumer Beauty. Based on the totality of the facts and circumstances evaluated, the Company concluded that it was more likely than not that the fair values of its reporting units were below the carrying amounts as of March 31, 2026. Therefore, we performed an interim quantitative impairment test.

To determine the fair value of our Consumer Beauty reporting unit, the Company used annual revenue growth rates of up to 2.4% and a discount rate of 11.50%. The Company determined the fair value of the CoverGirl trademark using annual growth rates of up to 2.0% and a discount rate of 13.2%. The Company determined the fair value of the Sally Hansen trademark using annual revenue growth rates of up to 2.0% and a discount rate of 12.5%. The Company determined the fair value of the Max Factor trademark using annual revenue growth rates of up to 2.0% and a discount rate of 15.3%. The Company determined the fair value of the Bourjois trademark using annual revenue growth rates of up to 2.0% and a discount rate of 21.2%.

Based on the interim quantitative impairment test performed for the period ended March 31, 2026, the Company recognized asset impairment charges of \$362.8, of which \$237.1 relates to goodwill impairment within the Consumer Beauty reporting unit, and \$125.7 relates to indefinite-lived other intangible assets (related to the *CoverGirl*, *Max Factor*, *Sally Hansen*, and *Bourjois* trademarks). These impairments are recorded as Asset impairment charges in the Condensed Consolidated Statements of Operations.

Goodwill

Goodwill as of March 31, 2026 and June 30, 2025 is presented below:

	Prestige	Consumer Beauty	Total
Gross balance at June 30, 2025	\$ 6,340.1	\$ 1,762.2	\$ 8,102.3
Accumulated impairments	(3,110.3)	(929.8)	(4,040.1)
Net balance at June 30, 2025	<u>\$ 3,229.8</u>	<u>\$ 832.4</u>	<u>\$ 4,062.2</u>
Changes during the period ended March 31, 2026			
Foreign currency translation	(13.3)	(1.8)	(15.1)
Impairment charges	—	(237.1)	(237.1)
Gross balance at March 31, 2026	\$ 6,326.8	\$ 1,760.4	\$ 8,087.2
Accumulated impairments	(3,110.3)	(1,166.9)	(4,277.2)
Net balance at March 31, 2026	<u>\$ 3,216.5</u>	<u>\$ 593.5</u>	<u>\$ 3,810.0</u>

Other Intangible Assets, net

Other intangible assets, net as of March 31, 2026 and June 30, 2025 are presented below:

	March 31, 2026	June 30, 2025
Indefinite-lived other intangible assets	\$ 628.7	\$ 761.0
Finite-lived other intangible assets, net	2,231.9	2,453.8
Total Other intangible assets, net	<u>\$ 2,860.6</u>	<u>\$ 3,214.8</u>

The changes in the carrying amount of indefinite-lived other intangible assets are presented below:

	Trademarks	Total
Gross balance at June 30, 2025	\$ 1,918.7	\$ 1,918.7
Accumulated impairments	(1,157.7)	(1,157.7)
Net balance at June 30, 2025	<u>\$ 761.0</u>	<u>\$ 761.0</u>
Changes during the period ended March 31, 2026		
Foreign currency translation	(6.6)	(6.6)
Impairment charges	(125.7)	(125.7)
Gross balance at March 31, 2026	\$ 1,912.1	\$ 1,912.1
Accumulated impairments	(1,283.4)	(1,283.4)
Net balance at March 31, 2026	<u>\$ 628.7</u>	<u>\$ 628.7</u>

Intangible assets subject to amortization are presented below:

	Cost	Accumulated Amortization	Accumulated Impairment	Net
June 30, 2025				
License agreements and collaboration agreements	\$ 3,765.8	\$ (1,614.9)	\$ (19.6)	\$ 2,131.3
Customer relationships	766.0	(568.9)	(5.5)	191.6
Trademarks	318.2	(208.4)	(0.5)	109.3
Product formulations and technology	87.8	(66.2)	—	21.6
Total	<u>\$ 4,937.8</u>	<u>\$ (2,458.4)</u>	<u>\$ (25.6)</u>	<u>\$ 2,453.8</u>
March 31, 2026				
License agreements and collaboration agreements	\$ 3,711.8	\$ (1,758.9)	\$ (19.6)	\$ 1,933.3
Customer relationships	761.9	(578.0)	(5.5)	178.4
Trademarks	316.5	(216.1)	(0.5)	99.9
Product formulations and technology	87.5	(67.2)	—	20.3
Total	<u>\$ 4,877.7</u>	<u>\$ (2,620.2)</u>	<u>\$ (25.6)</u>	<u>\$ 2,231.9</u>

Amortization expense was \$74.5 and \$45.9 for the three months ended March 31, 2026 and 2025, respectively, and \$187.9 and \$141.3 for the nine months ended March 31, 2026 and 2025, respectively.

8. LEASES

The Company leases office facilities under non-cancelable operating leases with terms generally ranging between 4 and 25 years. The Company utilizes these leased office facilities for use by its employees in countries in which the Company conducts its business. Leases are negotiated with third parties and, in some instances contain renewal, expansion and termination options. The Company also subleases certain office facilities to third parties when the Company no longer intends to utilize the space. None of the Company's leases restrict the payment of dividends or the incurrence of debt or additional lease obligations, or contain significant purchase options.

The following chart provides additional information about the Company's operating leases:

Lease Cost:	Three Months Ended March 31,		Nine Months Ended March 31,	
	2026	2025	2026	2025
Operating lease cost	\$ 18.0	\$ 17.7	\$ 55.6	\$ 55.9
Short-term lease cost	0.9	0.8	2.7	2.2
Variable lease cost	12.2	10.9	33.0	33.4
Sublease income	(2.3)	(3.1)	(7.8)	(10.5)
Net lease cost	<u>\$ 28.8</u>	<u>\$ 26.3</u>	<u>\$ 83.5</u>	<u>\$ 81.0</u>
Other information:				
Operating cash outflows from operating leases	\$ (16.7)	\$ (16.8)	\$ (53.5)	\$ (51.7)
Right-of-use assets obtained in exchange for lease obligations - net of lease terminations	\$ (1.0)	\$ 33.6	\$ 21.0	\$ 52.7
Weighted-average remaining lease term - real estate			5.9 years	6.4 years
Weighted-average discount rate - real estate leases			4.27 %	4.32 %

Future minimum lease payments for the Company's operating leases are as follows:

Fiscal Year Ending June 30,		
2026, remaining	\$	20.6
2027		68.8
2028		54.4
2029		44.7
2030		29.9
Thereafter		72.0
Total future lease payments	\$	290.4
Less: imputed interest		(36.9)
Total present value of lease liabilities	\$	253.5
Current operating lease liabilities		63.7
Long-term operating lease liabilities		189.8
Total operating lease liabilities	\$	253.5

9. DEBT

The Company's debt balances consisted of the following as of March 31, 2026 and June 30, 2025, respectively:

	March 31, 2026	June 30, 2025
Short-term debt	\$ —	\$ —
Senior Secured Notes (a)		
2026 Dollar Senior Secured Notes due April 2026	—	350.0
2026 Euro Senior Secured Notes due April 2026 (b)	286.8	820.0
2027 Euro Senior Secured Notes due May 2027	573.5	585.7
2028 Euro Senior Secured Notes due September 2028	—	585.7
2029 Dollar Senior Secured Notes due January 2029	500.0	500.0
2030 Dollar Senior Secured Notes due July 2030	750.0	750.0
2031 Dollar Senior Secured Notes due January 2031	900.0	—
2018 Coty Credit Agreement		
2023 Coty Revolving Credit Facility due July 2028	199.6	407.3
Finance lease obligations & other long term debt	6.3	9.7
Total debt	3,216.2	4,008.4
Less: Short-term debt and current portion of long-term debt	(2.1)	(3.5)
Total Long-term debt	3,214.1	4,004.9
Less: Unamortized financing fees and discounts on long-term debt	(44.7)	(49.4)
Total Long-term debt, net	\$ 3,169.4	\$ 3,955.5

^(a) As described further below, a covenant suspension period is in effect for each of the Senior Secured Notes, and in certain cases a collateral release, due to the achievement of investment grade ratings for such notes in September 2024.

^(b) As of March 31, 2026, the 2026 Euro Senior Secured Notes due April 2026 in the amount of €250.0 million are classified as long-term in the accompanying Condensed Consolidated Balance Sheets as the Company has the ability and intent to refinance on a long-term basis through the Coty Revolving Credit Facility.

Short-Term Debt

The Company maintains short-term lines of credit and other short-term debt with financial institutions around the world. Total short-term debt remained constant at \$0.0 as of March 31, 2026 and June 30, 2025. In addition, the Company had undrawn letters of credit of \$4.8 and \$3.1, and bank guarantees of \$17.2 and \$16.0 as of March 31, 2026 and June 30, 2025, respectively.

Long-Term Debt

Recent Developments

On October 15, 2025, the Company issued an aggregate principal of \$900.0 of 5.600% senior notes due 2031 (the “2031 Senior Secured Notes”) in a private offering. Coty received net proceeds of \$888.0 in connection with the offering of the 2031 Senior Secured Notes. The Company used the proceeds from the offering to redeem all of the Company’s 2026 Dollar Secured Notes and a portion of the 2026 Euro Senior Secured Notes (each as defined below).

On December 30, 2025, the Company used the proceeds from the sale of its investment in Wella to redeem all of the Company’s 2028 Euro Senior Secured Notes (as defined below).

On April 15, 2026, the Company repaid €250.0 million (approximately \$294.7) of the remaining 2026 Euro Senior Secured Notes using proceeds from the 2023 Coty Revolving Credit Facility.

Senior Secured Notes

On April 21, 2021, the Company issued an aggregate principal amount of \$900.0 of 5.00% senior secured notes due 2026 (the “2026 Dollar Senior Secured Notes”) in a private offering. Coty received gross proceeds of \$900.0 in connection with the offering of the 2026 Dollar Senior Secured Notes. In fiscal 2024 and 2025, the Company redeemed \$250.0 and \$300.0, respectively of the 2026 Dollar Senior Secured Notes. On October 17, 2025, the Company used proceeds from the offering of the 2031 Senior Notes to redeem the remaining \$350.0 outstanding under the 2026 Dollar Senior Secured Notes.

On June 16, 2021, the Company issued an aggregate principal amount of €700.0 million of 3.875% senior secured notes due 2026 (the “2026 Euro Senior Secured Notes”) in a private offering. Coty received gross proceeds of €700.0 million in connection with the offering of the 2026 Euro Senior Secured Notes. On October 17, 2025, the Company used proceeds from the offering of the 2031 Senior Notes to redeem €450.0 million (approximately \$526.8) of the 2026 Euro Senior Secured Notes. On April 15, 2026, the Company repaid €250.0 million (approximately \$294.7) of the remaining 2026 Euro Senior Secured Notes using proceeds from the 2023 Coty Revolving Credit Facility.

On November 30, 2021, the Company issued an aggregate principal amount of \$500.0 of 4.75% senior secured notes due 2029 (“2029 Dollar Senior Secured Notes”) in a private offering. Coty received gross proceeds of \$500.0 in connection with the offering of the 2029 Dollar Senior Secured Notes.

On July 26, 2023, the Company issued an aggregate principal amount of \$750.0 of 6.625% senior secured notes due 2030 (“2030 Dollar Senior Secured Notes”) in a private offering. Coty received net proceeds of \$740.6 in connection with the offering of the 2030 Dollar Senior Secured Notes.

On September 19, 2023, the Company issued an aggregate principal amount of €500.0 million of 5.750% senior secured notes due 2028 (“2028 Euro Senior Secured Notes”) in a private offering. Coty received net proceeds of €493.8 million in connection with the offering of the 2028 Euro Senior Secured Notes. On December 30, 2025, the Company used proceeds from the sale of the Wella investment to redeem €500.0 million (approximately \$588.9) of the 2028 Euro Senior Secured Notes. The 2028 Euro Senior Secured Notes were redeemed at a price in excess of their carrying amount, resulting in a premium on redemption of €14.4 million (approximately \$16.9), which was included in Other expense, net, in the Condensed Consolidated Statements of Operations.

On May 30, 2024, the Company issued an aggregate principal amount of €500.0 million of 4.50% senior secured notes due 2027 (“2027 Euro Senior Secured Notes” and, together with the 2026 Dollar Senior Secured Notes, 2026 Euro Senior Secured Notes, 2028 Euro Senior Secured Notes, 2029 Dollar Senior Secured Notes and 2030 Dollar Senior Secured Notes, the “Senior Secured Notes”) in a private offering. Coty received net proceeds of €493.7 million in connection with the offering of the 2027 Euro Senior Secured Notes.

The Senior Secured Notes are senior secured obligations of Coty and are guaranteed on a senior secured basis by each of Coty’s wholly-owned domestic subsidiaries that guarantees Coty’s obligations under its existing senior secured credit facilities and are secured by first priority liens on the same collateral that secures Coty’s obligations under its existing senior secured credit facilities, as described above. The Senior Secured Notes and the guarantees are equal in right of payment with all of Coty’s and the guarantors’ respective existing and future senior indebtedness and are *pari passu* with all of Coty’s and the guarantors’ respective existing and future indebtedness that is secured by a first priority lien on the collateral, including the existing senior secured credit facilities, to the extent of the value of such collateral. Upon the respective Senior Secured Notes achieving investment grade ratings from two out of the three ratings agencies, the Senior Secured Notes provide for certain collateral release and covenant suspension provisions, as follows:

- for the 2026 Dollar Senior Secured Notes (fully redeemed in October 2025) and the 2026 Euro Senior Secured Notes (fully repaid at maturity in April 2026), the guarantees and certain covenants will be released;

- for the 2027 Euro Senior Secured Notes and the 2030 Dollar Senior Secured Notes, the collateral security, the guarantees and certain covenants will be released;
- for the 2029 Dollar Senior Secured Notes, the collateral security relating to the co-issuers and guarantors, the guarantees and certain covenants will be released; and
- for the 2031 Dollar Senior Secured Notes, the collateral security, the guarantees and certain covenants will be released;

in each case subject to reinstatement if those ratings agencies withdraw their investment grade rating for the respective notes. As of September 2024, each of the then existing Senior Secured Notes achieved an investment grade rating from two ratings agencies, and therefore, the applicable collateral release and covenant suspension periods are in effect for the respective Senior Secured Notes as described above.

For prior debt issuances not disclosed above, please refer to Note 14 — Debt in Coty's Annual Report on Form 10-K for the fiscal year ended June 30, 2025 ("Fiscal 2025 Form 10-K").

Optional Redemption

Applicable Premium

The indentures governing the Senior Secured Notes specify the Applicable Premium (as defined in the respective indentures) to be paid upon early redemption of some or all of the Senior Secured Notes prior to, and on or after, May 15, 2026 for the 2027 Euro Senior Secured Notes, January 15, 2025 for the 2029 Dollar Senior Secured Notes, July 15, 2026 for the 2030 Dollar Senior Secured Notes, and December 15, 2030 for the 2031 Dollar Senior Secured Notes (the "Early Redemption Dates").

The Applicable Premium related to the respective Senior Secured Notes on any redemption date and as calculated by the Company is the greater of:

- (1) 1.0% of the then outstanding principal amount of the respective Senior Secured Notes; and
- (2) the excess, if any, of (a) the present value at such redemption date of (i) the redemption price of such respective Senior Secured Notes that would apply if such respective notes were redeemed on the respective Early Redemption Dates, (such redemption price is expressed as a percentage of the principal amount being set forth in the table appearing in the Redemption Pricing section below), plus (ii) all remaining scheduled payments of interest due on the respective Senior Secured Notes to and including the respective Early Redemption Dates, (excluding accrued but unpaid interest, if any, to, but excluding, the redemption date), with respect to each of subclause (i) and (ii), computed using a discount rate equal to the Treasury Rate in the case of the 2029 Dollar Senior Secured Notes and 2030 Dollar Senior Secured Notes, as of such redemption date plus 50 basis points; over (b) the principal amount of the respective Senior Secured Notes.

Redemption Pricing

At any time and from time to time prior to the Early Redemption Dates, the Company may redeem some or all of the respective notes at redemption prices equal to 100% of the respective principal amounts being redeemed plus the Applicable Premium, plus accrued and unpaid interest, if any, to, but excluding, the redemption dates.

At any time on or after the Early Redemption Dates, the Company may redeem some or all of the respective notes at the redemption prices (expressed in percentage of principal amount) set forth below, plus accrued and unpaid interest, if any, to, but excluding, the redemption dates, if redeemed during the twelve-month period beginning on respective dates of each of the years indicated below:

For the period beginning	Price				
	2027 Euro Senior Secured Notes		2029 Dollar Senior Secured Notes	2030 Dollar Senior Secured Notes	2031 Dollar Senior Secured Notes
Year	May 15,	November 15,	January 15,	July 15,	January 15,
2026	102.250%	100.000%	101.188%	103.313%	100.000%
2027	100.000%	N/A	100.000%	101.656%	100.000%
2028 and thereafter	N/A	N/A	100.000%	100.000%	100.000%

2018 Coty Credit Agreement

On April 5, 2018, the Company entered into an amended and restated credit agreement (the "2018 Coty Credit Agreement"), which, as previously disclosed, was amended most recently in July 2023.

As amended and restated through July 2023, the 2018 Coty Credit Agreement provides for (a) the incurrence by the Company of (1) a senior secured term A facility in an aggregate principal amount of (i) \$1,000.0 denominated in U.S. dollars and (ii) €2,035.0 million denominated in euros (the “2018 Coty Term A Facility”) and (2) a senior secured term B facility in an aggregate principal amount of (i) \$1,400.0 denominated in U.S. dollars and (ii) €850.0 million denominated in euros (the “2018 Coty Term B Facility”) and (b) the incurrence by the Company and Coty B.V., a Dutch subsidiary of the Company (the “Dutch Borrower” and, together with the Company, the “Borrowers”), of two tranches of senior secured revolving credit commitments, one in an aggregate principal amount of \$1,670.0 available in U.S. dollars and certain other currencies and the other in an aggregate principal amount of €300.0 million available in euros, maturing in July 2028 (together, the “Coty Revolving Credit Facility” (and together with the 2018 Coty Term A Facility and the 2018 Coty Term B Facility, the “Coty Credit Facilities”). The July 2023 amendment also (i) provided for a credit spread adjustment of 0.10% for all interest periods, with respect to Secured Overnight Financing Rate (“SOFR”) loans, (ii) added Fitch as a relevant rating agency for purposes of the collateral release provisions and determining applicable interest rates and fees and (iii) provided that certain covenants will cease to apply during a collateral release period. As previously disclosed, the Company has repaid all outstanding balances under the 2018 Coty Term A Facility and 2018 Coty Term B Facility and no amounts are outstanding as of March 31, 2026.

The 2018 Coty Credit Agreement, as amended, provides that with respect to the Coty Revolving Credit Facility, up to \$150.0 is available for letters of credit and up to \$150.0 is available for swing line loans. The 2018 Coty Credit Agreement, as amended, also permits, subject to certain terms and conditions, the incurrence of incremental facilities thereunder in an aggregate amount of (i) \$1,700.0 plus (ii) an unlimited amount if the First Lien Net Leverage Ratio (as defined in the 2018 Coty Credit Agreement, as amended), at the time of incurrence of such incremental facilities and after giving effect thereto on a pro forma basis, is less than or equal to 3.00 to 1.00.

The obligations of the Company under the 2018 Coty Credit Agreement, as amended, are guaranteed by the material wholly-owned subsidiaries of the Company organized in the U.S., subject to certain exceptions (the “Guarantors”) and the obligations of the Company and the Guarantors under the 2018 Coty Credit Agreement, as amended, are secured by a perfected first priority lien (subject to permitted liens) on substantially all of the assets of the Company and the Guarantors, subject to certain exceptions. The Dutch Borrower does not guarantee the obligations of the Company under the 2018 Coty Credit Agreement or grant any liens on its assets to secure any obligations under the 2018 Coty Credit Agreement. The collateral security and certain covenants will be released upon the Company achieving investment grade ratings on its corporate rating from two out of the three ratings agencies, subject to certain additional conditions and subject to reversion if those ratings agencies withdraw their investment grade rating.

Deferred Financing Costs

The Company wrote off unamortized deferred issuance fees and discounts of \$0.0 and \$0.0 during the three months ended March 31, 2026 and 2025, respectively, and \$6.4 and \$1.6 during the nine months ended March 31, 2026 and 2025, respectively. Additionally, the Company capitalized deferred issuance fees of \$0.0 and \$0.0 during the three months ended March 31, 2026 and 2025, respectively, and \$15.3 and \$0.0 during the nine months ended March 31, 2026 and 2025, respectively.

Interest

The 2018 Coty Credit Agreement facilities will bear interest at rates equal to, at the Company’s option, either:

- (1) SOFR of the applicable qualified currency, of which the Company can elect the applicable one, two, three, six or twelve month rate, plus the applicable margin; or
- (2) Alternate base rate (“ABR”) plus the applicable margin.

In the case of the Coty Revolving Credit Facility, the applicable margin means the lesser of a percentage per annum to be determined in accordance with the leverage-based pricing grid and the debt rating-based grid below:

Pricing Tier	Total Net Leverage Ratio:	SOFR plus:	Alternative Base Rate Margin:
1.0	Greater than or equal to 4.75:1	2.000%	1.000%
2.0	Less than 4.75:1 but greater than or equal to 4.00:1	1.750%	0.750%
3.0	Less than 4.00:1 but greater than or equal to 2.75:1	1.500%	0.500%
4.0	Less than 2.75:1 but greater than or equal to 2.00:1	1.250%	0.250%
5.0	Less than 2.00:1 but greater than or equal to 1.50:1	1.125%	0.125%
6.0	Less than 1.50:1	1.000%	—%

Pricing Tier	Debt Ratings (S&P/Fitch/Moody's):	SOFR plus:	Alternative Base Rate Margin:
5.0	Less than BB+/Ba1	2.000%	1.000%
4.0	BB+/Ba1	1.750%	0.750%
3.0	BBB-/Baa3	1.500%	0.500%
2.0	BBB/Baa2	1.250%	0.250%
1.0	BBB+/Baa1 or higher	1.125%	0.125%

Fair Value of Debt

	March 31, 2026		June 30, 2025	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Senior Secured Notes	\$ 3,010.3	\$ 2,964.8	\$ 3,591.4	\$ 3,632.7
2018 Coty Credit Agreement	199.6	199.6	407.3	407.3

The fair value of the 2023 Coty Revolving Credit Facility is equal to its carrying value, as the liability can be settled at par value. The Company uses the market approach to value its other debt instruments. The Company obtains fair values from independent pricing services or utilizes the U.S. dollar SOFR curve to determine the fair value of these debt instruments. Based on the assumptions used to value these liabilities at fair value, these debt instruments are categorized as Level 2 in the fair value hierarchy.

Debt Maturities Schedule

Aggregate maturities of the Company's long-term debt, including the current portion of long-term debt and excluding short-term debt and finance lease obligations as of March 31, 2026, are presented below:

Fiscal Year Ending June 30,	
2026, remaining	\$ 286.8
2027	573.5
2028	—
2029	699.6
2030	—
Thereafter	1,650.0
Total	<u>\$ 3,209.9</u>

Covenants

The 2018 Coty Credit Agreement contains affirmative and negative covenants. The negative covenants include, among other things, limitations on debt, liens, dispositions, investments, fundamental changes, restricted payments and affiliate transactions. With certain exceptions as described below, the 2018 Coty Credit Agreement, as amended, includes a financial

covenant that requires us to maintain a Total Net Leverage Ratio (as defined below), equal to or less than the ratios shown below for each respective test period.

Quarterly Test Period Ending

March 31, 2026 through July 11, 2028

Total Net Leverage Ratio ^(a)

4.00 to 1.00

^(a) Total Net Leverage Ratio means, as of any date of determination, the ratio of: (a) (i) Total Indebtedness minus (ii) unrestricted and Cash Equivalents of the Parent Borrower and its Restricted Subsidiaries as determined in accordance with GAAP to (b) Adjusted EBITDA for the most recently ended Test Period (each of the defined terms, including Adjusted EBITDA, used within the definition of Total Net Leverage Ratio have the meanings ascribed to them within the 2018 Coty Credit Agreement, as amended). Adjusted EBITDA, as defined in the 2018 Coty Credit Agreement, as amended, includes certain add backs related to cost savings, unusual events such as COVID-19, operating expense reductions and future unrealized synergies subject to certain limits and conditions as specified in the 2018 Coty Credit Agreement, as amended.

In the four fiscal quarters following the closing of any Material Acquisition (as defined in the 2018 Coty Credit Agreement, as amended), including the fiscal quarter in which such Material Acquisition occurs, the maximum Total Net Leverage Ratio shall be the lesser of (i) 5.95 to 1.00 and (ii) 1.00 higher than the otherwise applicable maximum Total Net Leverage Ratio for such quarter (as set forth in the table above). Immediately after any such four fiscal quarter period, there shall be at least two consecutive fiscal quarters during which the Company's Total Net Leverage Ratio is no greater than the maximum Total Net Leverage Ratio that would otherwise have been required in the absence of such Material Acquisition, regardless of whether any additional Material Acquisitions are consummated during such period.

As of March 31, 2026, the Company was in compliance with all covenants contained within the 2018 Coty Credit Agreement, as amended.

10. INTEREST EXPENSE, NET

Interest expense, net for the three and nine months ended March 31, 2026 and 2025, respectively, is presented below:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2026	2025	2026	2025
Interest expense	\$ 39.6	\$ 50.2	\$ 143.6	\$ 167.3
Foreign exchange (gains) losses, net of derivative contracts	(1.2)	1.9	(7.9)	8.0
Interest income	(4.7)	(4.2)	(14.0)	(11.2)
Total interest expense, net	\$ 33.7	\$ 47.9	\$ 121.7	\$ 164.1

11. EMPLOYEE BENEFIT PLANS

The components of net periodic benefit cost for pension plans and other post-employment benefit plans recognized in the Condensed Consolidated Statements of Operations are presented below:

Three Months Ended March 31,								
	Pension Plans				Other Post-Employment Benefits		Total	
	U.S.		International		2026	2025	2026	2025
	2026	2025	2026	2025				
Service cost	\$ —	\$ —	\$ 1.5	\$ 1.4	\$ 0.1	\$ 0.1	\$ 1.6	\$ 1.5
Interest cost	0.1	0.2	3.2	3.0	0.4	0.4	3.7	3.6
Expected return on plan assets	—	—	(1.3)	(1.3)	—	—	(1.3)	(1.3)
Amortization of net (gain)	(0.1)	—	(0.5)	(0.3)	(0.6)	(0.7)	(1.2)	(1.0)
Net periodic benefit cost (credit)	\$ —	\$ 0.2	\$ 2.9	\$ 2.8	\$ (0.1)	\$ (0.2)	\$ 2.8	\$ 2.8
Nine Months Ended March 31,								
	Pension Plans				Other Post-Employment Benefits		Total	
	U.S.		International		2026	2025	2026	2025
	2026	2025	2026	2025				
Service cost	\$ —	\$ —	\$ 4.6	\$ 4.0	\$ 0.3	\$ 0.3	\$ 4.9	\$ 4.3
Interest cost	0.4	0.6	9.4	9.0	1.2	1.2	11.0	10.8
Expected return on plan assets	—	—	(3.9)	(3.9)	—	—	(3.9)	(3.9)
Amortization of net (gain)	(0.5)	—	(1.3)	(0.9)	(1.9)	(2.1)	(3.7)	(3.0)
Net periodic benefit cost (credit)	\$ (0.1)	\$ 0.6	\$ 8.8	\$ 8.2	\$ (0.4)	\$ (0.6)	\$ 8.3	\$ 8.2

12. DERIVATIVE INSTRUMENTS

Foreign Exchange Risk

The Company is exposed to foreign currency exchange fluctuations through its global operations. The Company may reduce its exposure to fluctuations in the cash flows associated with changes in foreign exchange rates by creating offsetting positions through the use of derivative instruments and also by designating foreign currency denominated borrowings and cross-currency swaps as hedges of net investments in foreign subsidiaries. The Company expects that through hedging, any gain or loss on the derivative instruments would generally offset the expected increase or decrease in the value of the underlying forecasted transactions.

As of March 31, 2026 and June 30, 2025, the notional amount of the outstanding forward foreign exchange contracts designated as cash flow hedges were \$18.0 and \$17.3, respectively.

The Company also uses certain derivatives not designated as hedging instruments consisting primarily of foreign currency forward contracts and cross-currency swaps to hedge intercompany transactions and foreign currency denominated external debt. Although these derivatives were not designated for hedge accounting, the overall objective of mitigating foreign currency exposure is the same for all derivative instruments. For derivatives not designated as hedging instruments, changes in fair value are recorded in the line item in the Condensed Consolidated Statements of Operations to which the derivative relates. As of March 31, 2026 and June 30, 2025, the notional amounts of these outstanding non-designated foreign currency forward contracts were \$983.4 and \$1,102.5, respectively.

Interest Rate Risk

The Company is exposed to interest rate fluctuations related to its Revolving Credit Facility. The Company may reduce its exposure to fluctuations in the cash flows associated with changes in the variable interest rates by entering into offsetting positions through the use of derivative instruments, such as interest rate swap contracts. The interest rate swap contracts result in recognizing a fixed interest rate for the portion of the Company's variable rate debt that was hedged. This will reduce the negative and positive impact of increases in the variable rates over the term of the contracts. Hedge effectiveness of interest rate swap contracts is based on a long-haul hypothetical derivative methodology and includes all changes in value.

In addition, the Company from time to time uses cross-currency swaps to economically lower the interest rate on our loan portfolio. In January and April 2025, the Company entered into cross-currency swap contracts designated as hedges of net investment in a certain foreign subsidiary to effectively reduce the interest rates on the 2030 and 2029 Dollar Senior Secured Notes from 6.625% and 4.75% in U.S. dollars to 2.671% and 1.248% in Swiss Franc, respectively. The cross-currency swaps will expire upon maturity of the respective debt.

Net Investment Hedge

Foreign currency gains and losses on borrowings designated as a net investment hedge, except ineffective portions, are reported in the cumulative translation adjustment (“CTA”) component of AOCI/(L), along with the foreign currency translation adjustments on those investments.

In January and April 2025, the Company expanded its net investment hedge activity by entering into cross-currency swaps with a gross notional value at inception of \$750.0 and F676.9 million (Swiss Franc) and \$250.0 and F203.6 million, respectively, maturing in July 2030 and January 2029, respectively, and designated these cross-currency swaps as hedges of its net investment in a certain foreign subsidiary.

As of March 31, 2026 and June 30, 2025, the nominal exposures of foreign currency denominated borrowings designated as net investment hedges were €873.0 million and €1,593.9 million, respectively. All designated hedge amounts were considered highly effective.

Forward Repurchase Contracts

In December 2022 and November 2023, the Company entered into certain forward repurchase contracts to start hedging for potential \$196.0 and \$294.0 share buyback programs, in 2025 and 2026, respectively. These forward repurchase contracts are accounted for at fair value, with changes in the fair value recorded in Other expense, net in the Condensed Consolidated Statements of Operations.

In December 2024, the Company entered into an agreement to extend the maturity date of the December 2022 forward repurchase contracts by one year. Subsequently, in January 2026, the Company entered into amendment agreements with all of the counterparties to extend both maturity dates of the December 2022 and November 2023 forward repurchase contracts by one year to January 2027. During the nine months ended March 31, 2026, the Company paid Hedge Valuation Adjustments in connection with its forward repurchase contracts. Refer to Note 13—Equity and Convertible Preferred Stock.

Derivative and non-derivative financial instruments which are designated as hedging instruments:

Foreign currency borrowings classified as net investment hedges—The accumulated loss on foreign currency borrowings classified as net investment hedges in the foreign currency translation adjustment component of Accumulated other comprehensive income (loss) (“AOCI/(L)”) was \$(70.4) and \$(91.6) as of March 31, 2026 and June 30, 2025, respectively.

Cross-currency swap instruments classified as net investment hedges—The accumulated loss on derivative instruments classified as net investment hedges in the foreign currency translation adjustment component of AOCI/(L) was \$(117.4) and \$(113.2) as of March 31, 2026 and June 30, 2025, respectively.

Foreign exchange forward contracts classified as cash flow hedges—The accumulated loss on derivative instruments classified as cash flow hedges in AOCI/(L), net of tax, was \$(0.5) and \$(1.1) as of March 31, 2026 and June 30, 2025, respectively. The estimated net loss related to these effective hedges that is expected to be reclassified from AOCI/(L) into earnings within the next twelve months is \$(0.5). As of March 31, 2026, all of the Company’s foreign currency forward contracts designated as hedges were highly effective.

The amount of gains and losses recognized in Other comprehensive income (loss) (“OCI”) in the Condensed Consolidated Balance Sheets related to the Company’s derivative and non-derivative financial instruments which are designated as hedging instruments is presented below:

Gain (Loss) Recognized in OCI	Three Months Ended March 31,		Nine Months Ended March 31,	
	2026	2025	2026	2025
Foreign exchange forward contracts	\$ (0.7)	\$ (1.3)	\$ (1.2)	\$ (0.2)
Cross-currency swap contracts	(5.9)	(9.0)	(4.2)	(9.0)
Net investment hedges	20.6	(40.1)	21.2	5.5

The amount of gains and losses reclassified from AOCI/(L) to the Condensed Consolidated Statements of Operations related to the Company's derivative financial instruments which are designated as hedging instruments is presented below:

Location and Amount of Gain (Loss) Recognized in Income on Cash Flow Hedging Relationships	Three Months Ended March 31,			
	2026		2025	
	Cost of sales	Interest expense, net	Cost of sales	Interest expense, net
Foreign exchange forward contracts:				
Amount of gain (loss) reclassified from AOCI into income	\$ (0.7)	\$ —	\$ 0.8	\$ —
Interest rate swap contracts:				
Amount of gain (loss) reclassified from AOCI into income	—	—	—	0.4

Location and Amount of Gain (Loss) Recognized in Income on Cash Flow Hedging Relationships	Nine Months Ended March 31,			
	2026		2025	
	Cost of sales	Interest expense, net	Cost of sales	Interest expense, net
Foreign exchange forward contracts:				
Amount of gain (loss) reclassified from AOCI into income	\$ (2.1)	\$ —	\$ 1.7	\$ —
Interest rate swap contracts:				
Amount of gain (loss) reclassified from AOCI into income	—	—	—	1.2

Derivatives not designated as hedging:

The amount of gains and losses related to the Company's derivative financial instruments not designated as hedging instruments is presented below:

Condensed Consolidated Statements of Operations Classification of Gain (Loss) Recognized in Operations		Three Months Ended March 31,		Nine Months Ended March 31,	
		2026	2025	2026	2025
Foreign exchange contracts	Selling, general and administrative expenses	\$ (0.7)	\$ (0.7)	\$ (0.5)	\$ (0.3)
Foreign exchange contracts ^(a)	Interest expense, net	14.8	12.0	19.7	(10.8)
Foreign exchange and forward repurchase contracts	Other expense, net	(53.1)	(78.5)	(138.1)	(246.6)

^(a) The losses and gains for these foreign exchange contracts were offset against the gains and losses from revaluation of debt denominated in foreign currency included in Interest expense, net.

13. EQUITY AND CONVERTIBLE PREFERRED STOCK

Common Stock

As of March 31, 2026, the Company's common stock consisted of Class A Common Stock with a par value of \$0.01 per share. The holders of Class A Common Stock are entitled to one vote per share. As of March 31, 2026, total authorized shares of Class A Common Stock was 1,250.0 million and total outstanding shares of Class A Common Stock was 880.0 million.

The Company's Majority Stockholder

As of March 31, 2026, JAB Beauty B.V. ("JAB"), the Company's largest stockholder, may be deemed to beneficially own approximately 54% of Coty's Class A Common Stock. This is inclusive of all voting interests of Mr. Peter Harf, who served as the Company's Chairman through December 31, 2025, and HFS Holdings S.à r.l. ("HFS"), which is beneficially owned by Mr. Harf, including its shares of Convertible Series B Preferred Stock (the "Series B Preferred Stock") on an if converted basis.

Preferred Stock

As of March 31, 2026, total authorized shares of preferred stock are 20.0 million.

Series A Preferred Stock

As of March 31, 2026, there were 1.0 million shares of Series A Preferred stock, par value of \$0.01 per share, authorized, issued, and outstanding. Series A Preferred Stock are not entitled to receive any dividends and have no voting rights except as required by law.

On March 27, 2017, a Series A Preferred Stock subscription agreement was entered into with Lambertus J.H. Becht ("Mr. Becht"), the Company's former Chairman of the Board. Under the terms provided in the subscription agreement, the Series A Preferred Stock immediately vested on the grant date and the holder was entitled to exchange the vested shares after the fifth anniversary of the date of issuance. This exchange right expired on March 27, 2024. The Company has the right to redeem the Series A Preferred Stock (1.0 million shares) at a redemption price of \$0.01 per share. The Company plans to redeem these shares of Series A Preferred Stock in accordance with their terms.

Convertible Series B Preferred Stock

In 2020, the Company completed the issuance and sale to KKR Rainbow Aggregator L.P. ("KKR Aggregator") of 1.0 million shares of Series B Preferred Stock, par value \$0.01 per share, for an aggregate purchase price of \$1,000 per share. On August 27, 2021, KKR Aggregator and its affiliated investment funds sold 146,057 shares of Series B Preferred Stock, to HFS, that is beneficially owned by Mr. Harf.

As a result of various conversions and exchanges of KKR Aggregator's shares of the Series B Preferred Stock, as of December 31, 2021, KKR and its affiliates has fully redeemed/exchanged all of their Series B Preferred Stock.

Cumulative preferred dividends accrue daily on the Series B Preferred Stock at a rate of 9.0% per year. During the three months ended March 31, 2026 and 2025, the Board of Directors declared dividends on the Series B Preferred Stock of \$3.3 and paid accrued dividends of \$3.3. During the nine months ended March 31, 2026 and 2025, the Board of Directors declared dividends on the Series B Preferred Stock of \$9.9 and paid accrued dividends of \$9.9. As of March 31, 2026 and June 30, 2025, the Series B Preferred Stock had outstanding accrued dividends of \$3.3.

Dividends

On April 29, 2020, the Board of Directors suspended the payment of dividends on Common Stock. No dividends on Common Stock were declared for the period ended March 31, 2026.

The change in dividends accrued recorded to Additional Paid-in Capital ("APIC") in the Condensed Consolidated Balance Sheet as of March 31, 2026 and 2025 was \$0.0 and nil, respectively. In addition, the Company made payments of \$0.0 and \$0.1, of which \$0.0 and nil relate to employee taxes, for the previously accrued dividends on restricted stock units ("RSUs") that vested during the nine months ended March 31, 2026 and 2025, respectively.

Total accrued dividends on unvested RSUs and phantom units included in Other current liabilities are \$0.7 as of March 31, 2026 and June 30, 2025.

Treasury Stock

Share Repurchase Program

Since February 2014, the Board has authorized the Company to repurchase its Class A Common Stock under approved repurchase programs. On February 3, 2016, the Board authorized the Company to repurchase up to \$500.0 of its Class A Common Stock, and on November 13, 2023, the Board increased the Company's share repurchase authorization by an additional \$600.0 (the "Share Repurchase Program"). Repurchases may be made from time to time at the Company's discretion, based on ongoing assessments of the capital needs of the business, the market price of its Class A Common Stock, and general market conditions. As of March 31, 2026, the Company has \$796.8 remaining under the Share Repurchase Program.

In December 2022 and November 2023, the Company entered into forward repurchase contracts with three large financial institutions ("Counterparties") to start hedging for potential \$196.0 and \$294.0 share buyback programs in 2025 and 2026, respectively.

In December 2024, the Company entered into an agreement to extend the maturity date of the December 2022 forward repurchase contracts by one year to December 2025 if net cash settlement is elected, or to January 2026 with physical settlement. Subsequently, in January 2026, the Company entered into amendment agreements with all of the counterparties to extend both maturity dates of the December 2022 and November 2023 forward repurchase contracts by one year to December 2026 if net cash settlement is elected, or to January 2027 with physical settlement.

As part of the agreements, the Company will pay interest on the outstanding underlying notional amount of the forward repurchase contracts held by the Counterparties during the contract periods. The interest rates are variable, based on the United States secured overnight funding rate ("SOFR") plus a spread. The weighted average interest rate plus applicable spread for the December 2022 and November 2023 forward repurchase transactions were 7.0% and 6.9%, respectively, as of March 31, 2026.

In addition, the forward repurchase contracts include a provision for a potential true-up in cash upon specified changes in the price of the Company's Class A Common Stock relative to the Initial Price ("Hedge Valuation Adjustment"). Such Hedge Valuation Adjustment shall not result in a termination date or any adjustment of the number of Coty's Class A Common Stock shares purchased by the Counterparties at inception.

In October 2024, the price of Coty's Class A shares declined below the threshold specified in the Hedge Valuation Adjustment for the November 2023 forward repurchase contracts, which resulted in a cash payment of \$61.8 to the Counterparties. In November 2024, the Company entered into agreements with the Counterparties for a temporary contractual amendment to the Hedge Valuation Adjustment, which was effective from October 2024 through February 2025, resulting in a refund of \$61.8 from the Counterparties. The amendment did not apply to the December 2022 forward repurchase contracts.

During the nine months ended March 31, 2026, the Company paid Hedge Valuation Adjustments in connection with its forward repurchase contracts of \$53.9 in August 2025, \$13.7 in November 2025, \$10.1 in December 2025, \$50.3 in February 2026, and \$66.4 in March 2026. In addition, during the prior fiscal year, the Company paid \$191.1 in Hedge Valuation Adjustments in February 2025. This resulted in a downward adjustment to the initial price at acquisition for these forward repurchase contracts.

Since the forward repurchase contracts permit a net cash settlement alternative in addition to the physical settlement, the Company accounted for the forward repurchase contracts initially and subsequently at their fair value, with changes in the fair value recorded in Other expense, net in the Condensed Consolidated Statement of Operations. See Note 12—Derivative Instruments for additional information.

Accumulated Other Comprehensive Income (Loss)

		Foreign Currency Translation Adjustments		Pension and Other Post-Employment Benefit Plans ^(a)	Total
	Loss on Cash Flow Hedges	(Loss) gain on Net Investment Hedge	Other Foreign Currency Translation Adjustments		
Balance—July 1, 2025	\$ (1.1)	\$ (204.8)	\$ (582.7)	\$ 55.2	\$ (733.4)
Other comprehensive (loss) income before reclassifications	(0.8)	17.0	(28.7)	(1.3)	(13.8)
Net amounts reclassified from AOCI/(L)	1.4	—	—	(0.4)	1.0
Net current-period other comprehensive income (loss)	0.6	17.0	(28.7)	(1.7)	(12.8)
Balance—March 31, 2026	\$ (0.5)	\$ (187.8)	\$ (611.4)	\$ 53.5	\$ (746.2)

^(a) For the nine months ended March 31, 2026, other comprehensive loss before reclassifications of \$1.3 and net amounts reclassified from AOCI/(L) related to pensions and other post-employment benefit plans included amortization of prior service credits and actuarial losses of \$3.7, net of tax of \$3.3.

		Foreign Currency Translation Adjustments		Pension and Other Post-Employment Benefit Plans	Total
	Gain (loss) on Cash Flow Hedges	Loss on Net Investment Hedge	Other Foreign Currency Translation Adjustments		
Balance—July 1, 2024	\$ 2.1	\$ (23.0)	\$ (823.0)	\$ 48.8	\$ (795.1)
Other comprehensive (loss) income before reclassifications	(0.2)	(3.5)	(38.3)	0.8	(41.2)
Net amounts reclassified from AOCI/(L)	(2.0)	—	—	(2.5)	(4.5)
Net current-period other comprehensive loss	(2.2)	(3.5)	(38.3)	(1.7)	(45.7)
Balance—March 31, 2025	\$ (0.1)	\$ (26.5)	\$ (861.3)	\$ 47.1	\$ (840.8)

14. SHARE-BASED COMPENSATION PLANS

Share-based compensation expense is recognized on a straight-line basis over the requisite service period. Total share-based compensation is shown in the table below:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2026	2025	2026	2025
Equity plan expense ^(a)	\$ 6.8	\$ 12.6	\$ 39.0	\$ 44.7
Liability plan (income) expense	—	(0.4)	0.2	—
Fringe expense	—	—	1.9	3.0
Total share-based compensation expense	\$ 6.8	\$ 12.2	\$ 41.1	\$ 47.7

^(a) Equity plan share-based compensation expense was recorded to additional paid in capital and presented in the Condensed Consolidated Statements of Equity.

As of March 31, 2026, the total unrecognized share-based compensation expense related to stock options, RSUs and other share awards, and performance restricted stock units ("PRSUs") is \$3.6, \$48.0, and \$0.9, respectively. The unrecognized share-based compensation expense related to stock options, RSUs and other share awards, and PRSUs, is expected to be recognized over a weighted-average period of 2.75, 2.16, and 1.26 years, respectively.

Restricted Stock Units and Other Share Awards

The Company granted 1.4 million shares and 11.9 million shares of RSUs and other share awards during the three and nine months ended March 31, 2026, respectively. The Company granted 3.8 million shares of RSUs and other share awards during the three and nine months ended March 31, 2025, respectively. The Company recognized share-based compensation expense of \$6.6 and \$12.8 for the three months ended March 31, 2026 and 2025, respectively, of which \$0.0 and \$5.1 related to Ms. Nabi's and Mr. Strobel's awards, as described below. The Company recognized share-based compensation expense of \$40.9 and \$43.6 for the nine months ended March 31, 2026 and 2025, respectively, of which \$16.4 and \$15.4 related to Ms. Nabi's and Mr. Strobel's awards, as described below.

Performance Restricted Stock Units

The Company granted no shares of PRSUs, respectively, during the three and nine months ended March 31, 2026. The Company granted nil and 4.1 million shares of PRSUs, respectively, during the three and nine months ended March 31, 2025. The Company recognized share-based compensation expense of \$0.2 and \$(0.6) for the three months ended March 31, 2026 and 2025, respectively, of which \$0.0 and \$(0.8) related to Ms. Nabi's award, as described below. The Company recognized share-based compensation expense of \$0.2 and \$4.0 for the nine months ended March 31, 2026 and 2025, respectively, of which \$(1.7) and \$1.1 related to Ms. Nabi's award, as described below.

Long-term Equity Program for CEO

Pursuant to the term of the amended employment agreement on May 4, 2023, the Company granted its CEO, Sue Nabi, a one-time award of 10,416,667 RSUs and a total of 10,416,665 PRSUs in five equal tranches over the next five years. Ms. Nabi ceased to serve as the Company's CEO effective December 31, 2025, and pursuant to the terms of the separation agreement on December 20, 2025, these two awards were treated in accordance with the terms discussed below.

Ms. Nabi's 10,416,667 RSUs were originally scheduled to vest and settle in shares of the Company's Class A Common Stock, par value \$0.01 per share over five years on the following vesting schedule: (i) 15% on September 1, 2024, (ii) 15% on September 1, 2025, (iii) 20% on September 1, 2026, (iv) 20% on September 1, 2027; and (v) 30% on September 1, 2028, in each case subject to Ms. Nabi's continued employment through the applicable vesting date. As of the date of the separation agreement, the first two tranches had vested. Pursuant to the terms of the amended employment agreement, Ms. Nabi vested in the third tranche on January 2, 2026. The remaining two tranches of the RSU awards and all PRSU awards were forfeited. Any previously recognized compensation expense was reversed for forfeited awards as of December 31, 2025.

Pursuant to the terms of the employment agreement dated December 20, 2025, the Company granted its new Executive Chairman of the Board and interim CEO, Markus Strobel, a one-time award of 1,351,352 RSUs and 6,000,000 stock options of Coty Inc's Class A Common Stock on March 16, 2026. These two awards will vest over the next 2.75 years in accordance with the terms discussed below.

Mr. Strobel's 1,351,352 RSUs will vest and settle in shares of the Company's Class A Common Stock, par value \$0.01 per share over 2.75 years on the following vesting schedule: (i) 33% on March 31, 2027, (ii) 33% on March 31, 2028, and (iii) 34%

on December 31, 2028, in each case subject to Mr. Strobel's continued employment through the applicable vesting date. The Company will recognize approximately \$2.9 of share-based compensation expense, on a straight-line basis over the vesting period, based on the fair value on the grant date, net of forfeitures.

The stock options are subject to both a service condition and a market condition. The options vest on December 29, 2028 (the "Vesting Date"), contingent upon Mr. Strobel's continued service through such date. Vesting is further conditioned on the achievement of specified share price targets as of the Vesting Date, with 100% of the award vesting if the Company's share price equals or exceeds \$9.00 per share, and 50% of the award vesting if the share price equals or exceeds \$5.56 per share. The Company will recognize approximately \$3.6 of share-based compensation expense, on a straight-line basis over the vesting period, based on the fair value on the grant date, net of forfeitures.

Non-Qualified Stock Options

The Company granted no non-qualified stock options and recognized share-based compensation expense of \$0.0 and nil for the three months ended March 31, 2026 and 2025, respectively, and \$0.0 and \$0.1 for the nine months ended March 31, 2026 and 2025, respectively.

15. NET LOSS ATTRIBUTABLE TO COTY INC. PER COMMON SHARE

Reconciliation between the numerators and denominators of the basic and diluted income per share ("EPS") computations is presented below:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2026	2025	2026	2025
Amounts attributable to Coty Inc.:				
Net (loss) income attributable to Coty Inc.	\$ (408.1)	\$ (405.7)	\$ (463.8)	\$ (299.1)
Convertible Series B Preferred Stock dividends	(3.3)	(3.3)	(9.9)	(9.9)
Net (loss) income attributable to common stockholders	\$ (411.4)	\$ (409.0)	\$ (473.7)	\$ (309.0)
Weighted-average common shares outstanding:				
Weighted-average common shares outstanding—Basic	879.9	872.1	876.5	870.4
Effect of dilutive stock options and Series A Preferred Stock ^(a)	—	—	—	—
Effect of restricted stock and RSUs ^(b)	—	—	—	—
Effect of Convertible Series B Preferred Stock ^(c)	—	—	—	—
Effect of Forward Repurchase Contracts ^(d)	—	—	—	—
Weighted-average common shares outstanding—Diluted	<u>879.9</u>	<u>872.1</u>	<u>876.5</u>	<u>870.4</u>
Earnings per common share:				
Earnings per common share - basic	\$ (0.47)	\$ (0.47)	\$ (0.54)	\$ (0.36)
Earnings per common share - diluted ^(c)	(0.47)	(0.47)	(0.54)	(0.36)

^(a) For the three months ended March 31, 2026 and 2025, outstanding stock options with rights to purchase 3.4 million shares of Common Stock were anti-dilutive and excluded from the computation of diluted EPS. Series A Preferred Stock had no dilutive effect, as the exchange right expired on March 27, 2024. For the nine months ended March 31, 2026 and 2025, outstanding stock options and Series A Preferred Stock with purchase or conversion rights to purchase 3.4 million and 3.5 million weighted average shares of Common Stock, respectively, were anti-dilutive and excluded from the computation of diluted EPS.

^(b) For the three months ended March 31, 2026 and 2025, there were 14.8 million and 14.9 million anti-dilutive RSUs, respectively, excluded from the computation of Diluted EPS. For the nine months ended March 31, 2026 and 2025, there were 16.1 million and 9.5 million weighted average anti-dilutive RSUs, respectively, excluded from the computation of diluted EPS.

^(c) For the three and nine months ended March 31, 2026 and 2025, no dilutive shares of Convertible Series B Preferred Stock were included in the computation of diluted EPS as their inclusion would be anti-dilutive.

^(d) For the three and nine months ended March 31, 2026 and 2025, no dilutive shares of the Forward Repurchase Contracts were included in the computation of diluted EPS as their inclusion would be anti-dilutive.

^(e) Diluted EPS is adjusted by the effect of dilutive securities, including awards under the Company's equity compensation plans, the Convertible Series B Preferred Stock, and the Forward Repurchase Contracts. When calculating any potential dilutive effect of stock options, Series A Preferred Stock, restricted stock, and RSUs, the Company uses the treasury method and the if-converted method for the Convertible Series B Preferred Stock and the Forward Repurchase Contracts. The treasury method typically does not adjust the net income attributable to Coty Inc., while the if-converted method requires an adjustment to reverse the impact of the preferred stock dividends of \$3.3, and to reverse the impact of fair market value losses for contracts with the option to settle in shares or cash of \$40.7 and \$60.1, respectively, if dilutive, for the three months ended March 31, 2026 and 2025 on net (loss) income applicable to common stockholders during the period. The if-converted method requires an adjustment to reverse the impact of the preferred stock dividends of \$9.9, and to reverse the impact of fair market value losses for contracts with the option to settle in shares or cash of \$105.8 and \$188.9 respectively, if dilutive, for the nine months ended March 31, 2026 and 2025 on net (loss) income applicable to common stockholders during the period.

16. REDEEMABLE NONCONTROLLING INTERESTS

Subsidiary in the Middle East

As of March 31, 2026, the noncontrolling interest holder in the Company's subsidiary in the Middle East had a 25% ownership share. The Company adjusts the redeemable noncontrolling interests ("RNCI") to redemption value at the end of each reporting period with changes recognized as adjustments to APIC. The Company recognized \$85.7 and \$94.2 as the RNCI balances as of March 31, 2026 and June 30, 2025, respectively.

17. COMMITMENTS AND CONTINGENCIES

Legal Matters

The Company is involved, from time to time, in various litigation, administrative and other legal proceedings, including regulatory actions, incidental or related to its business, including consumer class or collective actions, personal injury (mostly involving allegations related to alleged asbestos in the Company's talc-based cosmetic products as described below), intellectual property, competition, compliance and advertising claims litigation and disputes, among others (collectively, "Legal Proceedings"). While the Company cannot predict any final outcomes relating thereto, management believes that the outcome of current Legal Proceedings will not have a material effect upon its business, prospects, financial condition, results of operations, cash flows or the trading price of the Company's securities, except for certain aspects related to litigation involving cosmetic talcum powder discussed below. However, management's assessment of the Company's current Legal Proceedings is ongoing, and could change in light of the discovery of additional facts with respect to Legal Proceedings not presently known to the Company, further legal analysis, or determinations by judges, arbitrators, juries or other finders of fact or deciders of law which are not in accord with management's evaluation of the probable liability or outcome of such Legal Proceedings. From time to time, the Company is in discussions with regulators, including discussions initiated by the Company, about actual or potential violations of law in order to remediate or mitigate associated legal or compliance risks and liabilities or penalties. As the outcomes of such proceedings are unpredictable, the Company can give no assurance that the results of any such proceedings will not materially affect its reputation, business, prospects, financial condition, results of operations, cash flows or the trading price of its securities.

Cosmetic Talcum Powder Matters. The Company has been named as a defendant in numerous civil actions alleging that certain cosmetic talcum powder products sold by the Company were contaminated with asbestos leading to bodily injury. Most of these actions involve a number of co-defendants and, to date, many such actions have been resolved by dismissal, settlement or other resolution acceptable to the Company. While the Company and its legal counsel intend to continue to defend these cases vigorously as well as exploring various means of resolving claims before trial, there can be no assurances regarding the ultimate resolution of these matters, individually or collectively.

In each of the previous fiscal years the value of settlements, both individually and in the aggregate, has not been material; however, due to the rising number of filed and pending cases against the Company, as well as the evolving litigation landscape, inclusive of significant judgments and settlements by third party companies, settlement values and other costs associated with these cases have increased substantially and are expected to increase in the future. In addition, the Company has experienced higher recent settlement demands and volumes driven in part by the maturation of cases that have been previously filed and are now reaching the trial stage as well as the general nature of litigation in this area which sometimes involves expedited trial dates.

The Company believes that a limited portion of its costs incurred in defending and resolving certain of these claims will be covered by insurance policies issued by several insurance carriers, subject to deductibles, exclusions, retentions, carrier insolvencies and policy limits and in some cases there may be indemnity obligations of third parties.

The Company has accrued for such litigation when the likelihood of loss is probable and a reasonable estimate of such loss can be made. Amounts accrued for such legal contingencies often result from a complex set of judgments about future events and uncertainties that rely on estimates and assumptions including timing of related payments. The ability to make such

estimates can be affected by various factors such as whether the damages are substantiated, status of discovery, including experts, stage of proceedings, the court where the claim is filed, whether significant facts are in dispute, and the number of parties in the claim. The range of reasonably possible losses in excess of accrued liabilities currently cannot be reasonably estimated.

Certain Other Litigation. A purported stockholder class action complaint captioned *Srinivasan v. Coty Inc., et al.*, Case No. 1:26-cv-02343-RA (S.D.N.Y.), was filed on March 23, 2026 by a putative stockholder against the Company and certain current and former officers of the Company in the U.S. District Court for the Southern District of New York. The plaintiff alleges that certain of the Company's statements in November 2025 regarding its fiscal year 2026 earnings guidance were materially false and/or misleading. The plaintiff asserts claims under the federal securities laws and seeks, among other things, monetary damages.

On April 3, 2026 and April 14, 2026, respectively, two stockholder derivative lawsuits were filed in the Supreme Court of the State of New York (County of New York), captioned *Fernicola v. Nabi, et al.*, Index No. 154383/2026, and *Mody v. Ballini, et al.*, Index No. 652215/2026, against certain current and former Coty officers and board members. The complaints assert causes of action of breach of fiduciary duty, gross mismanagement, unjust enrichment, and waste of corporate assets, based on the same allegations as the putative securities class action. On behalf of the Company, the complaint seeks unspecified monetary damages, governance reforms, and fees and costs.

On April 9, 2026, a derivative lawsuit was filed in the U.S. District Court for the Southern District of New York, captioned *Moar v. Nabi, et al.*, Case No. 12:36-cv-02931-RA (S.D.N.Y.), against certain current and former Coty officers and board members. The complaint asserts claims of violations of Section 14(a) of the Exchange Act, breach of fiduciary duty, unjust enrichment, abuse of control, gross mismanagement, waste of corporate assets, and contribution, based on allegedly false and/or misleading statements made in August and November 2025 and in its September 2025 Proxy Statement regarding the Company's earnings guidance and risk oversight. On behalf of the Company, the complaint seeks unspecified monetary damages, governance reforms, and fees and costs.

At this time, the Company cannot reasonably estimate a range of loss, if any, not covered by available insurance, that may result given the current status of these lawsuits.

Brazilian Tax Assessments

The Company's Brazilian subsidiaries receive tax assessments from local, state and federal tax authorities in Brazil from time to time. Current open tax assessments as of March 31, 2026 are:

Assessment received	Type of assessment	Type of Tax	Tax period impacted	Estimated amount, including interest and penalties as of March 31, 2026
Aug-20	State sales tax credits, which the Treasury Office of the State of Goiás considers as improperly registered	ICMS	2017-2019	R\$839.6 million (approximately \$159.8)
Oct-20		IPI	2016-2017	R\$501.7 million (approximately \$95.5)
Nov-22	Federal excise taxes, which the Treasury Office of the Brazil's Internal Revenue Service considers as improperly calculated	IPI	2018-2019	R\$509.0 million (approximately \$96.9) ^(a)
Mar-24		IPI	2020	R\$39.5 million (approximately \$7.5)
Nov-20	State sales taxes, which the Treasury Office of the State of Minas Gerais considers as improperly calculated	ICMS	2016-2019	R\$260.0 million (approximately \$49.5)
Jun-21	State sales tax, which the Treasury Office of the State of Goiás considers as improperly calculated	ICMS	2016-2020	R\$0.0 million (approximately \$0.0) ^(b)

^(a) During the first quarter of the current fiscal year, the tax assessment was revised as the case progressed through the Brazilian judicial system. As part of this reassessment, previously applied penalties were excluded in accordance with applicable tax regulations. As a result, the total liability was reduced compared to the prior assessment in the previous fiscal year.

^(b) During the first quarter of the current fiscal year, the administrative case was decided in Coty's favor and prevailed against the tax authorities' appeal.

For the Goiás State tax ICMS assessment received in August 2020, the Company has in parallel a judicial case about an additional claim for fees over the tax incentive ("the Protege Fee") wherein the Company asserts such fee was not enforceable against Coty due to its prior contractual agreement with the Goiás State. In the second quarter of fiscal 2024, the Company filed appeals to be remitted to the third instance Brazilian Superior Court of Justice and, in the last quarter of fiscal 2024, a judge of the Superior Court of Justice ruled against the Company. The Company filed an interlocutory appeal for the full bench of judges on the Superior Court of Justice to review the case, and the court rendered a verdict granting the Company's request to remand the case to the state court of Goiás in the first quarter of the fiscal year. The case is expected to be heard in the first half of fiscal 2027. The Company has been required to provide surety bonds of R\$205.5 million (approximately \$39.1) and cash deposits of R\$227.3 million (approximately \$43.3) as of March 31, 2026, to guarantee payment if the case is resolved against Coty. The cash deposits are included in the Other Noncurrent Assets on the Condensed Consolidated Balance Sheet.

In relation to the judicial case for the Goiás State tax ICMS assessment received in August 2020, this case has moved into the judicial court in October 2024, relating to a tax assessment demanding payment of the underlying ICMS taxes due to non-payment of the Protege Fee. The case is running in parallel of the Protege Fee case above. In the third quarter of fiscal 2025, the Goiás State filed a tax enforcement against the Company to collect the ICMS taxes. In response to the enforcement, the Company has obtained a stay pending the Protege Fee case. The Company has been required to provide surety bonds of R\$541.9 million (approximately \$103.2) as of March 31, 2026, to guarantee payment if the case is resolved against Coty.

The Minas Gerais State tax ICMS assessment received in November 2020 is currently at the judicial process. The Company has filed an annulment action and is current awaiting judgment. The Company has been required to provide surety bonds of R\$347.4 million (approximately \$66.1) as of March 31, 2026, to guarantee payment if the case is resolved against the Company.

The Treasury Office of the Brazil's Internal Revenue Service IPI assessment received in November 2022 is currently at the judicial process as of the third quarter of the current fiscal year. The Company has filed an annulment action and is currently awaiting judgment.

All other cases are currently in the administrative process.

The Company expects that cases may move from the administrative to the judicial process in case Coty does not receive a favorable decision at the administrative level, although the exact timing is uncertain. For cases in the judicial process, the Company will be required to make a judicial deposit or enter into a surety bond for the disputed tax assessment, interest and penalties. The judicial process in Brazil is likely to take a number of years to conclude. The Company is seeking favorable judicial and administrative decisions on the tax enforcement actions filed by the tax authorities for these assessments. The Company believes it has meritorious defenses and it has not recognized a loss for these assessments as the Company does not believe a loss is probable.

18. RELATED PARTY TRANSACTIONS

Performance Guarantee

In connection with the sales of certain businesses, the Company has assigned its rights and obligations under a real estate lease to JAB Partners LLP. The remaining term of this lease is approximately five years. While the Company is no longer the primary obligor under this lease, the lessor has not completely released the Company from its obligation, and holds it secondarily liable in the event that the assignee defaults on the lease. The maximum potential future payments that the Company could be required to make, if the assignee was to default as of March 31, 2026, would be approximately \$2.7. The Company has assessed the probability of default by the assignee and has determined it to be remote.

Wella

The Company had an agreement with Wella to provide management, consulting and financial services. The Company earned \$0.0 and \$0.7 in the three and nine months ended March 31, 2026, respectively, and \$0.3 and \$1.0 in the three and nine months ended March 31, 2025, respectively, which are reflected in Other expense, net in the Condensed Consolidated Statements of Operations. This agreement ended on December 18, 2025.

On December 18, 2025, the Company completed the sale of its remaining 25.8% equity interest in Wella to an entity affiliated with KKR. As a result of this transaction, the Company no longer holds any equity interest in Wella. The Company no longer considers Wella as a related party.

The Company and Wella continue to have in place manufacturing arrangements to facilitate the Wella Business transition in the U.S. and Brazil. Fees earned were \$1.6 and \$1.4 for the three months ended March 31, 2026 and 2025, respectively, and \$4.2 and \$4.4 for the nine months ended March 31, 2026 and 2025, respectively. Fees are principally invoiced on a cost plus basis and were included in Cost of sales in the Company's Condensed Consolidated Statement of Operations.

Secondment Agreement

On October 1, 2025, the Company entered into a secondment arrangement with an entity affiliated with JAB to obtain executive management services. Under the terms of the arrangement, the seconded provides services to the Company for a minimum period of one year, in exchange for a fixed fee payable to the affiliated entity. For the three and nine months ended March 31, 2026, \$0.4 and \$0.7, respectively, was recorded in Selling, general and administrative expense in the Condensed Consolidated Statement of Operations, with a corresponding \$0.4 recorded in Other current liabilities in the Condensed Consolidated Balance Sheets.

19. SUBSEQUENT EVENTS

Long-Term Debt

On April 15, 2026, the Company repaid €250.0 million (approximately \$294.7) of the remaining 2026 Euro Senior Secured Notes using proceeds from the 2023 Coty Revolving Credit Facility. Refer to Note 9 — Debt.

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

The following discussion and analysis of the financial condition and results of operations of Coty Inc. and its consolidated subsidiaries, should be read in conjunction with the information contained in the Condensed Consolidated Financial Statements and related notes included elsewhere in this document, and in our other public filings with the Securities and Exchange Commission ("SEC"), including our Annual Report on Form 10-K for the fiscal year ended June 30, 2025 ("Fiscal 2025 Form 10-K"). When used in this discussion, the terms "Coty," the "Company," "we," "our," or "us" mean, unless the context otherwise indicates, Coty Inc. and its majority and wholly-owned subsidiaries. Also, when used in this Quarterly Report on Form 10-Q, the term "includes" and "including" means, unless the context otherwise indicates, including without limitation. The following report includes certain non-GAAP financial measures. See "Overview—Non-GAAP Financial Measures" for a discussion of non-GAAP financial measures and how they are calculated.

All dollar amounts in the following discussion are in millions of United States ("U.S.") dollars, unless otherwise indicated.

More information about potential risks and uncertainties that could affect our business and financial results is included under the heading "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Quarterly Report on Form 10-Q and other periodic reports we have filed and may file with the SEC from time to time.

Forward-looking Statements

Certain statements in this Form 10-Q are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect our current views with respect to, among other things, strategic planning, targets and outlook for future reporting periods (including the extent and timing of revenue, expense and profit trends and changes in operating cash flows and cash flows from operating activities and investing activities), the Company's future operations and strategy (including the expected implementation and related impact of its strategic priorities), ongoing and future cost efficiency, optimization and restructuring initiatives and programs, expectations of the impact of inflationary pressures and the timing, magnitude and impact of pricing actions to offset inflationary costs, strategic transactions (including their expected timing and impact), the strategic review of the Company's consumer beauty business, including its mass color cosmetics business and associated brands and the Company's distinct Brazil business comprised of local Brazilian brands, and any transactions related thereto, use of proceeds from any transaction and the timing and outcome of the strategic review, expectations and/or plans with respect to joint ventures, the timing and size of any future distribution related to the Wella Distribution Rights (as defined below), the Company's capital allocation strategy and payment of dividends (including suspension of dividend payments and the duration thereof and any plans to resume cash dividends on common stock or to continue to pay dividends in cash on preferred stock) and expectations for stock repurchases, investments, plans and expectations with respect to licenses and/or portfolio changes, product launches, relaunches or rebranding (including the expected timing or impact thereof), plans for growth in certain categories, markets, channels and other white spaces, synergies, savings, performance, cost, timing and integration of acquisitions, future cash flows, liquidity and borrowing capacity (including any refinancing or deleveraging activities), timing and size of cash outflows and debt deleveraging, the timing and magnitude of any "true-up" payments in connection with our forward repurchase contracts and plans for settlement of such contracts, the timing and extent of any future impairments, and synergies, savings, impact, cost, timing and implementation of the Company's ongoing strategic transformation agenda (including operational and organizational structure changes, operational execution and simplification initiatives, fixed cost reduction plans, continued process improvements and supply chain changes), the impact, cost, timing and implementation of e-commerce and digital initiatives, the expected impact, cost, timing and implementation of sustainability initiatives (including progress, plans, goals and our ability to achieve sustainability targets), the expected impact of geopolitical risks including the ongoing war in Ukraine and/or the ongoing war in the Middle East on our business operations, sales outlook and strategy, expectations regarding the impact of tariffs (including magnitude, scope and timing) and plans to manage such impact, expectations regarding economic recovery in Asia, consumer purchasing trends and the related impact on our plans for growth in China, the expected impact of global supply chain challenges and/or inflationary pressures (including as a result of the war in Ukraine and/or the ongoing war in the Middle East, or due to a change in tariffs or trade policy impacting raw materials) and expectations regarding future service levels, inventory levels and excess and obsolescence trends, expectations regarding the expanded use of artificial intelligence ("AI") and advanced analytics in our operations and the timing and impact thereof, and the priorities of senior management. These forward-looking statements are generally identified by words or phrases, such as "anticipate", "are going to", "estimate", "plan", "project", "expect", "believe", "intend", "foresee", "forecast", "will", "may", "should", "outlook", "continue", "temporary", "target", "aim", "potential", "goal" and similar words or phrases. These statements are based on certain assumptions and estimates that we consider reasonable, but are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual events or results (including our financial condition, results of operations, cash flows and prospects) to differ materially from such statements, including risks and uncertainties relating to:

- our ability to successfully implement our strategic priorities (including leveraging our leadership position and

capabilities in global fragrances to fuel strong expansion and continue to grow our footprint and diversification in a limited number of structurally profitable and growing beauty categories and geographic markets at scale), achieve the benefits contemplated by our strategic initiatives (including revenue growth, cost control, gross margin growth and debt deleveraging), and compete effectively in the beauty industry, in each case within the expected time frame or at all;

- our ability to anticipate, gauge and respond to market trends and consumer preferences, which may change rapidly, and the market acceptance of new products, including new products in our skincare and prestige cosmetics portfolios, any relaunched or rebranded products and the anticipated costs and discounting associated with such relaunches and rebrands, and consumer receptiveness to our current and future marketing philosophy and consumer engagement activities (including digital marketing and media), and our ability to effectively manage our production and inventory levels in response to demand;
- use of estimates and assumptions in preparing our financial statements, including with regard to revenue recognition, income taxes (including the expected timing and amount of the release of any tax valuation allowance), the assessment of goodwill, other intangible and long-lived assets for impairments, and the market value of inventory;
- the impact of any future impairments;
- managerial, transformational, operational, regulatory, legal and financial risks, including diversion of management attention to and management of cash flows, expenses and costs associated with our transformation agenda, our global business strategies, the management of our strategic partnerships, the strategic review of our consumer beauty business, and future strategic initiatives, and, in particular, our ability to manage and execute many initiatives simultaneously including any resulting complexity, employee attrition or diversion of resources;
- the timing, costs and impacts of divestitures and the amount and use of proceeds from any such transactions;
- future divestitures and the impact thereof on, and future acquisitions, new licenses and joint ventures and the integration thereof with, our business, operations, systems, financial data and culture and the ability to realize synergies, manage supply chain challenges and other business disruptions, reduce costs (including through our cash efficiency initiatives), avoid liabilities and realize potential efficiencies and benefits (including through our restructuring initiatives) at the levels and at the costs and within the time frames contemplated or at all;
- increased competition, consolidation among retailers, shifts in consumers' preferred distribution and marketing channels (including to digital and prestige channels), distribution and shelf-space resets or reductions, compression of go-to-market cycles, changes in product and marketing requirements by retailers, reductions in retailer inventory levels and order lead-times or changes in purchasing patterns, impact from public health events on retail revenues, and other changes in the retail, e-commerce and wholesale environment in which we do business and sell our products and our ability to respond to such changes (including our ability to expand our digital, direct-to-consumer and e-commerce capabilities within contemplated timeframes or at all);
- our and our joint ventures', business partners' and licensors' abilities to obtain, maintain and protect the intellectual property used in our and their respective businesses, protect our and their respective reputations (including those of our and their executives or influencers) and public goodwill, and defend claims by third parties for infringement of intellectual property rights;
- any change to our capital allocation and/or cash management priorities, including any change in our dividend policy and any change in our stock repurchase plans;
- any unanticipated problems, liabilities or integration or other challenges associated with a past or future acquired business, joint ventures or strategic partnerships, which could result in increased risk or new, unanticipated or unknown liabilities, including with respect to environmental, competition and other regulatory, compliance or legal matters, and specifically in connection with our strategic partnerships, risks related to the entry into a new distribution channel, the potential for channel conflict, risks of retaining customers and key employees, difficulties of integration (or the risks associated with limiting integration) and management of the partnerships, our relationships with our strategic partners, our ability to protect trademarks and brand names, litigation, investigations by governmental authorities, and changes in law, regulations and policies that affect the business or products of our strategic partnerships, including the risk that direct selling laws and regulations may be modified, interpreted or enforced in a manner that results in a negative impact to the business model, revenue, sales force or business of any of our strategic partnerships;

- our international operations and joint ventures, including enforceability and effectiveness of our joint venture agreements and reputational, compliance, regulatory, economic and foreign political risks, including difficulties and costs associated with maintaining compliance with a broad variety of complex local and international regulations;
- our dependence on certain licenses (especially in the fragrance category) and our ability to renew expiring licenses on favorable terms or at all;
- our dependence on entities performing outsourced functions, including outsourcing of distribution functions, and third-party manufacturers, logistics and supply chain suppliers, and other suppliers, including third-party software providers, web-hosting and e-commerce providers;
- administrative, product development and other difficulties in meeting the expected timing of market expansions, product launches, re-launches and marketing efforts, including in connection with new products in our skincare and prestige cosmetics portfolios;
- changes in the demand for our products due to declining or depressed global or regional economic conditions, and declines in consumer confidence or spending, whether related to the economy (such as austerity measures, tax increases, high fuel costs, or higher unemployment), wars and other hostilities and armed conflicts, natural or other disasters, weather, pandemics, security concerns, terrorist attacks or other factors;
- global political and/or economic uncertainties, disruptions or major regulatory or policy changes, and/or the enforcement thereof that affect our business, financial performance, operations or products, including the impact of the war in Ukraine and any escalation or expansion thereof, war in the Middle East and any escalation or expansion thereof, the current administration in the U.S. and related changes to regulatory and trade policies, changes in the U.S. tax code and/or tax regulations in other jurisdictions where we operate (including implementation of the global minimum corporate tax (part of the “Pillar Two Model Rules”) that may impact our tax liability in the European Union (“EU”)), and recent changes and future changes in tariffs, retaliatory or trade protection measures, trade policies and other international trade regulations in the U.S., the EU, and Asia and in other regions where we operate (and our ability to manage the impact of such changes), potential regulatory limits on payment terms in the EU, future changes in sanctions regulations, recent and future changes in regulations impacting the beauty industry, including regulatory measures addressing products, formulations, raw materials and packaging, and recent and future regulatory measures restricting or otherwise impacting the use of web sites, mobile applications or social media platforms that we use in connection with our digital marketing and e-commerce activities;
- currency exchange rate volatility and currency devaluation and/or inflation, including the impact of elevated oil prices;
- the impact of ongoing wars and geo-political uncertainty on capital markets and the related impact on our ability to refinance outstanding debt at favorable rates;
- our ability to implement and maintain pricing actions to effectively mitigate increased costs and inflationary pressures, and the reaction of customers or consumers to such pricing actions;
- the number, type, outcomes (by judgment, order or settlement) and costs of current or future legal, compliance, tax, regulatory or administrative proceedings, investigations and/or litigation, including product liability cases (including asbestos and talc-related litigation for which indemnities and/or insurance may not be available), distributor or licensor litigation, and compliance, litigation or investigations relating to our joint ventures or strategic partnerships;
- our ability to manage seasonal factors and other variability and to anticipate future business trends and needs;
- disruptions in the availability and distribution of raw materials and components needed to manufacture our products, and our ability to effectively manage our production and inventory levels in response to supply challenges;
- disruptions in operations, sales and in other areas, including due to disruptions in our supply chain, restructurings and other business alignment activities, manufacturing or information technology systems, labor disputes, extreme weather and natural disasters, impact from public health events, the outbreak of war or hostilities (including the war in Ukraine and war in the Middle East and any escalation or expansion thereof), the impact of global supply chain challenges or other disruptions in the international flow of goods (including disruptions arising from the closure of strategic airspaces or critical maritime routes or from changing tariff scenarios), and the impact of such disruptions on our ability to generate profits, stabilize or grow revenues or cash flows, comply with our contractual obligations and accurately forecast demand and supply needs and/or future results;
- our ability to adapt our business to address climate change concerns, including through the implementation of new or unproven technologies or processes, and to respond to increasing governmental and regulatory measures relating to environmental, social and governance matters, including expanding mandatory and voluntary reporting, diligence and

disclosure, as well as new taxes (including on energy and plastic), new diligence requirements and the impact of such measures or processes on our costs, business operations and strategy;

- restrictions imposed on us through our license agreements, credit facilities and senior unsecured bonds or other material contracts, our ability to generate cash flow to repay, refinance or recapitalize debt and otherwise comply with our debt instruments, and changes in the manner in which we finance our debt and future capital needs;
- increasing dependency on information technology, including as a result of expanded use of AI and advanced analytics in our operations as well as remote working practices, and our ability or the ability of any of the third-party service providers we use to support our business, to protect against service interruptions, data corruption, cyber-based attacks or network security breaches, including ransomware attacks, costs and timing of implementation and effectiveness of any upgrades or other changes to information technology systems, and the cost of compliance or our failure to comply with any privacy or data security laws (including the European Union General Data Protection Regulation (the “GDPR”), the California Consumer Privacy Act and similar state laws, the Brazil General Data Protection Law, and the China Data Security Law and Personal Information Protection Law) or to protect against theft of customer, employee and corporate sensitive information;
- our ability to attract and retain key personnel and the impact of senior management transitions;
- the distribution and sale by third parties of counterfeit and/or gray market versions of our products;
- the impact of our ongoing strategic transformation agenda and continued process improvements on our relationships with key customers and suppliers and certain material contracts;
- our relationship with JAB Beauty B.V., as our majority stockholder, and its affiliates, and any related conflicts of interest or litigation;
- our relationship with KKR, whose affiliates are investors in Rainbow JVCO LTD and subsidiaries (together, “Wella” or the “Wella Company”) following the sale of a majority stake in our Professional and Retail Hair business, including the Wella, Clairol, OPI and ghd brands (together, the “Wella Business”) and the subsequent sale of our remaining Wella stake, any related conflicts of interest or litigation, and the timing and terms of any future sale or initial public offering of Wella;
- future sales of a significant number of shares by our majority stockholder or the perception that such sales could occur; and
- other factors described elsewhere in this document and in documents that we file with the SEC from time to time.

More information about potential risks and uncertainties that could affect our business and financial results is included under the heading “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Quarterly Report on Form 10-Q and other periodic reports we have filed and may file with the SEC from time to time.

All forward-looking statements made in this document are qualified by these cautionary statements. These forward-looking statements are made only as of the date of this document, and we do not undertake any obligation, other than as may be required by applicable law, to update or revise any forward-looking or cautionary statements to reflect changes in assumptions, the occurrence of events, unanticipated or otherwise, or changes in future operating results over time or otherwise.

Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance unless expressed as such, and should only be viewed as historical data.

Industry, Ranking and Market Data

Unless otherwise indicated, information contained in this Quarterly Report on Form 10-Q concerning our industry and the markets in which we operate, including our general expectations about our industry, market position, market opportunity and market sizes, is based on data from various sources including internal data and estimates as well as third-party sources widely available to the public, such as independent industry publications, government publications, reports by market research firms or other published independent sources and on our assumptions based on that data and other similar sources. We did not fund and are not otherwise affiliated with the third-party sources that we cite. Industry publications and other published sources generally state that the information contained therein has been obtained from third-party sources believed to be reliable. Internal data and estimates are based upon information obtained from trade and business organizations and other contacts in the markets in which we operate and management’s understanding of industry conditions, and such information has not been verified by any independent sources. These data involve a number of assumptions and limitations, and you are cautioned not to give undue weight to such estimates. While we generally believe the market, industry and other information included in this Quarterly Report on Form 10-Q to be the most recently available and to be reliable, such information is inherently imprecise and we have not independently verified any third-party information or verified that more recent information is not available.

Our fiscal year ends on June 30. Unless otherwise noted, any reference to a year preceded by the word “fiscal” refers to the fiscal year ended June 30 of that year. For example, references to “fiscal 2026” refer to the fiscal year ending June 30, 2026. Any reference to a year not preceded by “fiscal” refers to a calendar year.

OVERVIEW

We are one of the world’s largest beauty companies, with an iconic portfolio of brands across fragrance, color cosmetics, and skin and body care. Our brands empower people to express themselves freely, creating their own visions of beauty; and we are committed to protecting the planet.

Recent Changes

Markus Strobel was appointed by the Board of Directors (the “Board”) as Executive Chairman of the Board and Interim Chief Executive Officer (“Interim CEO”), effective January 1, 2026. Our long-term objectives remain focused on value creation, profitability, and growth. While no material changes to our strategy, capital allocation framework, or operational priorities have been finalized or approved, the Interim CEO continues to conduct a comprehensive review of the business to assess opportunities to enhance performance, strengthen competitive positioning, and improve execution across key areas.

Global Economic Landscape and Business Impact

Our products are sold in approximately 123 countries and territories. As a geographically diverse company, we are susceptible to global economic trends, geopolitical conflicts, domestic and foreign governmental policies, and changes in foreign exchange rates. We remain attentive to economic and geopolitical conditions that may materially impact our business.

Tariffs: Recent changes in U.S. and international trade policies—particularly tariff increases—and the ongoing uncertainty surrounding such policies may present challenges to our business operations and financial condition. These challenges may include supply chain disruptions and commodity price volatility, resulting in increases in our cost of goods sold. Under the current tariff framework, the biggest areas of potential challenges for us are prestige fragrances shipped to the U.S. from our Barcelona plant, and the sourcing of various components and marketing materials from China. In response, we have evaluated more diversified sourcing strategies, strategic pricing adjustments and cost-reduction initiatives to help offset these pressures and protect our profitability. We are optimizing our supply chain to enhance resilience and agility in response to changing tariff environments. We have successfully transitioned mass fragrance production, production for certain entry-level prestige fragrance products, and fragrance mists to our U.S. manufacturing site.

In the short term, we are accelerating dual sourcing for certain entry-level prestige products by leveraging regional input materials, and future launches will be developed with dual production capabilities. We expect that any increases in our cost of goods sold will be balanced with minimal price adjustments to ensure competitiveness. On a longer-term basis, we are evaluating expanded regionalization strategies, including potential additional U.S. investments. We will also continue to collaborate with external partners to strengthen our domestic manufacturing capabilities, supporting our goal of a robust, North America-based supply chain.

On February 20, 2026, the U.S. Supreme Court issued a decision addressing the scope of tariffs imposed under the International Emergency Economic Powers Act (“IEEPA”). This ruling may allow for the recovery of IEEPA tariff amounts previously paid. The ruling leaves uncertainties regarding the timing and administration of any potential IEEPA tariff refunds by the U.S. government and may be subject to further legal and regulatory developments. Following the U.S. Supreme Court ruling, an executive order was issued imposing a new global tariff, in addition to any existing non-IEEPA tariffs. The Company is actively pursuing refund recovery activities related to IEEPA tariffs.

We currently estimate that our operating results will be impacted by approximately \$32.0 in costs related to tariff increases, after mitigating actions, through the first quarter of fiscal 2027. Of this amount, approximately \$30.0 is expected to be reflected in our fiscal 2026 operating results, with the remaining amount of approximately \$2.0 expected to be reflected in the first quarter of fiscal 2027. In the first nine months of fiscal 2026, approximately \$23.0 of net tariff costs are reflected in our operating results. Despite our efforts, reductions in consumer confidence and discretionary spending could impact demand for our products and negatively affect our sales. We are closely monitoring developments, evaluating potential impacts, and proactively taking steps to mitigate adverse effects on our business.

Middle East Conflict: In February 2026, geopolitical tensions in the Middle East escalated significantly leading to a military conflict involving the United States, Israel, and Iran, and resulting in regional instability and increased volatility in global energy markets. We have mitigated certain direct impacts, including those related to disruptions in regional shipping routes such as transit through the Strait of Hormuz. Continued or expanded conflict could adversely affect global economic conditions, supply chains, transportation logistics, and customer demand, and is expected to impact our financial condition, and results of operations. Impacts may vary depending on how conditions develop across the region and in global markets. Net revenues in the Middle East accounted for approximately mid-single-digit percentage of our consolidated net revenues for fiscal 2025. The Middle East accounted for approximately mid-single-digit percentage and low-single-digit percentage of Prestige and Consumer Beauty segment fiscal 2025 net revenues, respectively.

Market Trends and Sales Performance

Fragrances: Net revenues from fragrances decreased by a low-single-digit percentage compared to the prior-year period, reflecting a more competitive and promotional marketplace. We continue to plan to leverage innovations and new launches to unlock value in key markets like the U.S. market. Within our Consumer Beauty segment, we plan to streamline lifestyle fragrance initiatives while amplifying key franchises. We also remain focused on strengthening sell-out and improving market share across priority markets.

Color Cosmetics: Net revenues from color cosmetics declined by a mid-single-digit percentage versus the prior-year period. We have begun implementing a performance improvement plan designed to narrow the sell-out gap over time through sharper strategic priorities and more focused investment behind core brands and franchises. Our market share in the mass color cosmetics segment has improved, although, our share gains still lag overall growth within the category. Prestige makeup sales improved by high-single-digits compared to the prior year period. We remain committed to strengthening execution across both mass and prestige, supported by targeted initiatives aimed at improving competitiveness and driving sustainable growth.

Skin and Body Care: Net revenues from skin and body care declined by a low-single-digit percentage compared to the prior-year period, as competitive pricing actions and broader category dynamics in the Brazil body care market impacted net sales. We will focus on scalable and structurally profitable opportunities within skincare, while optimizing our mass body care exposure.

Geographic Regions: Net revenue in the Americas declined by a mid-single-digit percentage, driven primarily by our business performance in the U.S. color cosmetics market. During the same period, net revenue in EMEA and Asia Pacific decreased by a low single-digit percentage, reflecting negative market trends across many European and Asian markets.

Financial Outlook

We expect that our reported net revenue for the fourth quarter of fiscal 2026 will decline by a mid-single-digit percentage compared to the prior year period. We anticipate that our fourth quarter fiscal 2026 gross margin will be pressured as a result of lower net sales, as well as the net impact from tariffs, and elevated excess and obsolescence. We are re-accelerating our cost reduction efforts to deliver savings of approximately \$80.0 in fiscal 2026.

Non-GAAP Financial Measures

To supplement the financial measures prepared in accordance with GAAP, we use non-GAAP financial measures for Coty Inc. including Adjusted operating income (loss), Adjusted EBITDA, Adjusted net income (loss), and Adjusted net income (loss) attributable to Coty Inc. to common stockholders (collectively, the “Adjusted Performance Measures”). The reconciliations of these non-GAAP financial measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are shown in tables below. These non-GAAP financial measures should not be considered in isolation from, or as a substitute for or superior to, financial measures reported in accordance with GAAP. Moreover, these non-GAAP financial measures have limitations in that they do not reflect all the items associated with the operations of the business as determined in accordance with GAAP. Other companies, including companies in the beauty industry, may calculate similarly titled non-GAAP financial measures differently than we do, limiting the usefulness of those measures for comparative purposes.

Despite the limitations of these non-GAAP financial measures, our management uses the Adjusted Performance Measures as key metrics in the evaluation of our performance and annual budgets and to benchmark performance of our business against our competitors. The following are examples of how these Adjusted Performance Measures are utilized by our management:

- strategic plans and annual budgets are prepared using the Adjusted Performance Measures;
- senior management receives a monthly analysis comparing budget to actual operating results that is prepared using the Adjusted Performance Measures; and

- senior management's annual compensation is calculated, in part, by using some of the Adjusted Performance Measures.

In addition, our financial covenant compliance calculations under our debt agreements are substantially derived from these Adjusted Performance Measures.

Our management believes that Adjusted Performance Measures are useful to investors in their assessment of our operating performance and the valuation of the Company. In addition, these non-GAAP financial measures address questions we routinely receive from analysts and investors and, in order to ensure that all investors have access to the same data, our management has determined that it is appropriate to make this data available to all investors. The Adjusted Performance Measures exclude the impact of certain items (as further described below) and provide supplemental information regarding our operating performance. By disclosing these non-GAAP financial measures, our management intends to provide investors with a supplemental comparison of our operating results and trends for the periods presented. Our management believes these measures are also useful to investors as such measures allow investors to evaluate our performance using the same metrics that our management uses to evaluate past performance and prospects for future performance. We provide disclosure of the effects of these non-GAAP financial measures by presenting the corresponding measure prepared in conformity with GAAP in our financial statements, and by providing a reconciliation to the corresponding GAAP measure so that investors may understand the adjustments made in arriving at the non-GAAP financial measures and use the information to perform their own analyses.

Adjusted operating income/Adjusted EBITDA excludes restructuring costs and business structure realignment programs, amortization, acquisition- and divestiture-related costs and acquisition accounting impacts, stock-based compensation, and asset impairment charges and other adjustments as described below. For adjusted EBITDA, in addition to the preceding, we exclude adjusted depreciation as defined below. We do not consider these items to be reflective of our core operating performance due to the variability of such items from period-to-period in terms of size, nature and significance. They are primarily incurred to realign our operating structure and integrate new acquisitions, and implement divestitures of components of our business, and fluctuate based on specific facts and circumstances. Additionally, Adjusted net income attributable to Coty Inc. and Adjusted net income attributable to Coty Inc. per common share are adjusted for certain interest and other (income) expense items, as described below, and the related tax effects of each of the items used to derive Adjusted net income as such charges are not used by our management in assessing our operating performance period-to-period.

Adjusted Performance Measures reflect adjustments based on the following items:

- Costs related to acquisition and divestiture activities: We have excluded acquisition- and divestiture-related costs and the accounting impacts such as those related to transaction costs and costs associated with the revaluation of acquired inventory in connection with business combinations because these costs are unique to each transaction. Additionally, for divestitures, we exclude write-offs of assets that are no longer recoverable and contract related costs due to the divestiture. The nature and amount of such costs vary significantly based on the size and timing of the acquisitions and divestitures, and the maturities of the businesses being acquired or divested. Also, the size, complexity and/or volume of past transactions, which often drives the magnitude of such expenses, may not be indicative of the size, complexity and/or volume of any future acquisitions or divestitures.
- Restructuring and other business realignment costs: We have excluded costs associated with restructuring and business structure realignment programs to allow for comparable financial results to historical operations and forward-looking guidance. In addition, the nature and amount of such charges vary significantly based on the size and timing of the programs. By excluding the referenced expenses from our non-GAAP financial measures, our management is able to further evaluate our ability to utilize existing assets and estimate their long-term value. Furthermore, our management believes that the adjustment of these items supplements the GAAP information with a measure that can be used to assess the sustainability of our operating performance.
- Asset impairment charges: We have excluded the impact of asset impairments as such non-cash amounts are inconsistent in amount and frequency and are significantly impacted by the timing and/or size of acquisitions. Our management believes that the adjustment of these items supplements the GAAP information with a measure that can be used to assess the sustainability of our operating performance.
- Amortization expense: We have excluded the impact of amortization of finite-lived intangible assets, as such non-cash amounts are inconsistent in amount and frequency and are significantly impacted by the timing and/or size of acquisitions. Our management believes that the adjustment of these items supplements the GAAP information with a measure that can be used to assess the sustainability of our operating performance. Although we exclude amortization of intangible assets from our non-GAAP expenses, our management believes that it is important for investors to understand that such intangible assets contribute to revenue generation. Amortization of intangible assets that relate to past acquisitions will recur in future periods until such intangible assets have been fully amortized. Any future acquisitions may result in the amortization of additional intangible assets.

- Gain or loss on sale and early license termination: We have excluded the impact of gain or loss on sale and early license termination as such amounts are inconsistent in amount and frequency and are significantly impacted by the size of the sale and early license termination.
- Costs related to market exit: We have excluded the impact of direct incremental costs related to our decision to wind down our business operations in Russia. We believe that these direct and incremental costs are inconsistent and infrequent in nature. Consequently, our management believes that the adjustment of these items supplements the GAAP information with a measure that can be used to assess the sustainability of our operating performance.
- Gains on sale of real estate: We have excluded the impact of gains on sale of real estate as such amounts are inconsistent in amount and frequency and are significantly impacted by the size of the sale. Our management believes that the adjustment of these items supplements the GAAP information with a measure that can be used to assess the sustainability of our operating performance.
- Stock-based compensation: Although stock-based compensation is a key incentive offered to our employees, we have excluded the effect of these expenses from the calculation of adjusted operating income and adjusted EBITDA. This is due to their primarily non-cash nature; in addition, the amount and timing of these expenses may be highly variable and unpredictable, which may negatively affect comparability between periods.
- Depreciation and Adjusted depreciation: Our adjusted operating income excludes the impact of accelerated depreciation for certain restructuring projects that affect the expected useful lives of Property, Plant and Equipment, as such charges vary significantly based on the size and timing of the programs. Further, we have excluded adjusted depreciation, which represents depreciation expense net of accelerated depreciation charges, from our adjusted EBITDA. Our management believes that the adjustment of these items supplements the GAAP information with a measure that can be used to assess the sustainability of our operating performance.
- Other (income) expense: We have excluded the impact of pension curtailment (gains) and losses and pension settlements as such events are triggered by our restructuring and other business realignment activities and the amount of such charges vary significantly based on the size and timing of the programs. Further, we have excluded realized and unrealized gains and losses on the investment in Wella, as well as expenses related to potential or actual sales transactions reducing equity investments, as our management believes these gains and losses do not reflect our underlying ongoing business, and the adjustment of such impact helps investors and others compare and analyze performance from period to period. Such transactions do not reflect our operating results and we have excluded the impact as our management believes that the adjustment of these items supplements the GAAP information with a measure that can be used to assess the sustainability of our operating performance.
- Noncontrolling interest: This adjustment represents the after-tax impact of the non-GAAP adjustments included in Net income attributable to noncontrolling interests based on the relevant noncontrolling interest percentage.
- Tax: This adjustment represents the impact of the tax effect of the pretax items excluded from Adjusted net income. The tax impact of the non-GAAP adjustments is based on the tax rates related to the jurisdiction in which the adjusted items are received or incurred. Additionally, adjustments are made for the tax impact of any intra-entity transfer of assets and liabilities. Also, in connection with our market exit in Russia, we have adjusted for the release of tax charges previously taken related to certain direct incremental impacts of the decision.

Constant Currency

We operate on a global basis, with the majority of our net revenues generated outside of the U.S. Accordingly, fluctuations in foreign currency exchange rates can affect our results of operations. Therefore, to supplement financial results presented in accordance with GAAP, certain financial information is presented in “constant currency”, excluding the impact of foreign currency exchange translations to provide a framework for assessing how our underlying businesses performed excluding the impact of foreign currency exchange translations. Constant currency information compares results between periods as if exchange rates had remained constant period-over-period. We calculate constant currency information by translating current and prior-period results for entities reporting in currencies other than U.S. dollars into U.S. dollars using prior year foreign currency exchange rates. The constant currency calculations do not adjust for the impact of revaluing specific transactions denominated in a currency that is different to the functional currency of that entity when exchange rates fluctuate. The constant currency information we present may not be comparable to similarly titled measures reported by other companies.

Basis of Presentation of Acquisitions, Divestitures, Terminations or Market Exit

During the period when we complete an acquisition, divestiture, early license termination, or market exit, the financial results of the current year period are not comparable to the financial results presented in the prior year period. When explaining such changes from period to period and to maintain a consistent basis between periods, we exclude the financial contribution of: (i) the acquired brands or businesses in the current year period until we have twelve months of comparable financial results, and (ii) the divested brands or businesses or early terminated brands or markets exited in the prior year period, to maintain comparable financial results with the current fiscal year period. There are no acquisitions, divestitures, early license terminations, and market exits that would impact the comparability of financial results between periods presented in the Management’s Discussion and Analysis of Financial Condition and Results of Operations.

THREE MONTHS ENDED MARCH 31, 2026 AS COMPARED TO THREE MONTHS ENDED MARCH 31, 2025

NET REVENUES

In the three months ended March 31, 2026, net revenues decreased 1%, or \$17.5, to \$1,281.6 from \$1,299.1 in the three months ended March 31, 2025, reflecting a decrease in unit volume of 8% (primarily driven by body care brands — mainly in Brazil — and color cosmetics), partially offset by a positive foreign currency exchange translation impact of 6% (primarily driven by the weakening of the U.S. dollar versus the Euro) and a positive price and mix impact of 1% (primarily driven by lower sales of lower-priced body care products in Brazil, partially offset by increased trade incentives related to prestige fragrances). The overall decrease in net revenues reflects sales declines within Consumer Beauty, largely due to lower mass fragrance sales across regions and lower color cosmetics sales primarily as a result of the negative performance of our brands in the United States market. Net revenues decreased in the Americas and EMEA, partially offset by an increase in the Asia Pacific region.

Net Revenues by Segment

(in millions)	Three Months Ended March 31,		Change %
	2026	2025	
NET REVENUES			
Prestige	\$ 830.9	\$ 829.4	— %
Consumer Beauty	450.7	469.7	(4) %
Total	\$ 1,281.6	\$ 1,299.1	(1)%

Prestige

In the three months ended March 31, 2026, net revenues from the Prestige segment increased \$1.5 to \$830.9 compared to \$829.4 in the three months ended March 31, 2025, reflecting a positive foreign currency exchange translation impact of 5% (primarily driven by the weakening of the U.S. dollar versus the Euro) partially offset by a decrease in unit volume of 3% (primarily due to lower sales volume in prestige fragrances) and a negative price and mix impact of 3% (primarily due to increased trade incentives related to prestige fragrances). The increase in net revenues primarily reflects:

- Prestige cosmetics sales growth of \$11.6 primarily driven by increased net sales from *Kylie* makeup supported by success of *KylieSkin Tint* and launch of *Hybrid Blush*.

These increases were partially offset by:

- Prestige fragrance sales declines of \$8.8 led by *Hugo Boss* due to a decline in sales in existing product lines, and declines across certain other fragrance brands across the portfolio, partially offset by increased net revenues from *Calvin Klein* due to launch of *Euphoria Elixir*; and
- Prestige skincare sales decline of \$1.3.

Consumer Beauty

In the three months ended March 31, 2026, net revenues from the Consumer Beauty segment decreased 4%, or \$19.0, to \$450.7 from \$469.7 in the three months ended March 31, 2025, reflecting a decrease in unit volume of 9% (primarily driven by color cosmetics and body care), a negative price and mix impact of 1% (primarily driven by color cosmetics and body care), partially offset by a positive foreign currency exchange translation impact of 6% (primarily driven by the weakening of the U.S. dollar versus the Brazilian Real and the Euro). The decrease in net revenues primarily reflects:

- Mass fragrance sales declines of \$11.6 primarily due to lower net sales from *Nautica* in the U.S. market and across Asia.
- Color cosmetics sales declines of \$9.2 due to a decline in sales led by the United States impacting net revenues from Covergirl; and
- Mass body care sales declines of \$4.9.

These decreases were partially offset by:

- Mass skincare sales increases of \$6.7.

COST OF SALES

In the three months ended March 31, 2026, cost of sales increased 5%, or \$23.0, to \$489.7 from \$466.7 in the three months ended March 31, 2025. Cost of sales as a percentage of net revenues increased to 38.2% in the three months ended March 31, 2026 from 35.9% in the three months ended March 31, 2025, resulting in a gross margin decrease of approximately 230 basis points, primarily reflecting:

- approximately 100 basis points, primarily due to an increase in manufacturing and material costs as a percentage of net revenues;
- approximately 80 basis points related to increased freight costs as a percentage of net revenues, primarily driven by the impact of tariffs; and
- approximately 70 basis points increase related to excess and obsolescence costs as a percentage of net revenues.

These decreases were partially offset by:

- approximately 20 basis points related to decreased designer license fees as a percentage of net revenues.

Gross margin was negatively impacted by higher discounts and promotions in the current period, which counterbalanced improvements in pricing, manufacturing efficiency, productivity, and procurement cost optimization.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

In the three months ended March 31, 2026, selling, general and administrative expenses decreased 6%, or \$50.5, to \$727.0 from \$777.5 in the three months ended March 31, 2025. Selling, general and administrative expenses as a percentage of net revenues decreased to 56.7% in the three months ended March 31, 2026 from 59.8% in the three months ended March 31, 2025, or approximately 310 basis points. This decrease primarily reflects:

- 550 basis points due to the loss on the termination of the KKW Collaboration Agreement in the prior period; and
- 80 basis points due to favorable transactional impact from our exposure to foreign currency as a percentage of net revenues.

These decreases were partially offset by:

- 190 basis points due to an increase in fixed costs as a percentage of net revenues due to an increase in administrative expense which includes an increase in discretionary compensation for employees; and
- 120 basis points due to an increase in operational accruals as a percentage of net revenues.

OPERATING INCOME

In the three months ended March 31, 2026, operating loss was \$372.0 compared to loss of \$280.4 in the three months ended March 31, 2025. Operating loss margin worsened to 29.0% in the three months ended March 31, 2026 as compared to an operating loss margin of 21.6% in the three months ended March 31, 2025. The decrease in operating margin is primarily driven by an increase in asset impairment charges (approximately 1,190 basis points), an increase in amortization expense as a percentage of net revenues (approximately 230 basis points), an increase in cost of goods sold (approximately 230 basis points), and an increase in fixed costs as a percentage of net revenues (approximately 180 basis points), partially offset by lower restructuring costs (approximately 590 basis points) and the loss on the termination of the KKW Collaboration Agreement in the prior period (approximately 550 basis points).

Operating Income (Loss) by Segment

(in millions)	Three Months Ended March 31,		Change %
	2026	2025	
Operating income (loss)			
Prestige	\$ 58.4	\$ 78.7	(26)%
Consumer Beauty	(423.3)	(189.5)	<(100)%
Corporate	(7.1)	(169.6)	96 %
Total	\$ (372.0)	\$ (280.4)	(33)%

Prestige

In the three months ended March 31, 2026, operating income for Prestige was \$58.4 compared to income of \$78.7 in the three months ended March 31, 2025. Operating margin decreased to 7.0% of net revenues in the three months ended March 31, 2026 as compared to 9.5% in the three months ended March 31, 2025, driven by an increase in amortization expense as a percentage of net revenues (approximately 340 basis points); an increase in fixed costs as percentage of net revenue (approximately 210 basis points); and an increase in cost of goods sold as a percentage of net revenues (approximately 160 basis points) driven by an increase in manufacturing and freight expenses as a percentage of net revenue and negatively impacted by higher discounts and promotions in the current period. These factors were partially offset by a decrease in asset impairment charges (approximately 520 basis points).

Consumer Beauty

In the three months ended March 31, 2026, operating loss for Consumer Beauty was \$423.3 compared to loss of \$189.5 in the three months ended March 31, 2025. Operating loss margin worsened to 93.9% of net revenues in the three months ended March 31, 2026 as compared to an operating loss margin of 40.3% in the three months ended March 31, 2025, driven by an increase in asset impairment charges (approximately 4,430 basis points); an increase in cost of goods sold as a percentage of net revenues (approximately 460 basis points) driven by an increase in material, excess and obsolete and freight expenses as a percentage of net revenue and negatively impacted by higher discounts and promotions in the current year period; an increase in fixed costs as percentage of net revenue (approximately 240 basis points); and an increase in other operating income as a percentage of sales (approximately 190 basis points).

Corporate

Corporate primarily includes income and expenses not directly relating to our operating activities. These items are included in Corporate since we consider them to be Corporate responsibilities, and these items are not used by our management to measure the underlying performance of the segments.

In the three months ended March 31, 2026, the operating loss for Corporate was \$7.1 compared to a loss of \$169.6 in the three months ended March 31, 2025, as described under “Adjusted Operating Income for Coty Inc.” below. The decrease in the operating loss for Corporate was primarily driven by a \$86.7 decrease in restructuring and other business realignment costs, a loss on the termination of the KKW Collaboration Agreement in the prior period of \$71.0, and a \$5.2 decrease in stock-based compensation.

Adjusted Operating Income (Loss) by Segment

We believe that adjusted operating income by segment further enhances an investor's understanding of our performance. See "Overview—Non-GAAP Financial Measures." A reconciliation of reported operating income (loss) to adjusted operating income (loss) is presented below, by segment:

(in millions)	Three Months Ended March 31, 2026		
	Reported (GAAP)	Adjustments ^(a)	Adjusted (Non-GAAP)
Operating (loss) income			
Prestige	\$ 58.4	\$ 65.3	\$ 123.7
Consumer Beauty	(423.3)	372.0	(51.3)
Corporate	(7.1)	7.1	—
Total	\$ (372.0)	\$ 444.4	\$ 72.4

(in millions)	Three Months Ended March 31, 2025		
	Reported (GAAP)	Adjustments ^(a)	Adjusted (Non-GAAP)
Operating (loss) income			
Prestige	\$ 78.7	\$ 80.1	\$ 158.8
Consumer Beauty	(189.5)	178.6	(10.9)
Corporate	(169.6)	169.6	—
Total	\$ (280.4)	\$ 428.3	\$ 147.9

^(a) See a reconciliation of reported net income to operating income (loss) to adjusted operating income (loss) and adjusted EBITDA for Coty Inc. and reconciliations of segment operating income (loss) to segment adjusted operating income (loss) and segment adjusted EBITDA for the Prestige, Consumer Beauty and Corporate segments with a description of the adjustments under "Net (Loss) Income, Adjusted Operating Income and Adjusted EBITDA for Coty Inc." and "Segment Operating Income (Loss), Segment Adjusted Operating Income (Loss) and Segment Adjusted EBITDA", below. All adjustments are reflected in Corporate, except for amortization and asset impairment charges on goodwill, indefinite-lived intangible assets, and finite-lived intangible assets, which are reflected in the Prestige and Consumer Beauty segments.

Net Loss, Adjusted Operating Income and Adjusted EBITDA for Coty Inc.

We believe that adjusted operating income further enhances an investor's understanding of our performance. See "Overview—Non-GAAP Financial Measures." Reconciliation of reported net loss to adjusted operating income and adjusted EBITDA is presented below:

(in millions)	Three Months Ended March 31,		Change %
	2026	2025	
Net loss	\$ (405.7)	\$ (402.2)	(1)%
<i>Net loss margin</i>	<i>(31.7)%</i>	<i>(31.0)%</i>	
Benefit for income taxes	(53.2)	(58.4)	9 %
Loss before income taxes	\$ (458.9)	\$ (460.6)	— %
Interest expense, net	33.7	47.9	(30)%
Other expense, net	53.2	132.3	(60)%
Reported operating loss	\$ (372.0)	\$ (280.4)	(33)%
<i>Reported operating loss margin</i>	<i>(29.0)%</i>	<i>(21.6)%</i>	
Amortization expense	74.5	45.9	62 %
Restructuring and other business realignment costs	0.5	87.2	(99)%
Stock-based compensation	6.9	12.1	(43)%
Early license termination and market exit costs	(0.3)	70.3	<(100)%
Asset impairment charges	362.8	212.8	70 %
Total adjustments to reported operating income	\$ 444.4	\$ 428.3	4 %
Adjusted operating income	\$ 72.4	\$ 147.9	(51)%
<i>Adjusted operating income margin</i>	<i>5.6 %</i>	<i>11.4 %</i>	
Adjusted depreciation	54.6	56.3	(3)%
Adjusted EBITDA	\$ 127.0	\$ 204.2	(38)%
<i>Adjusted EBITDA margin</i>	<i>9.9 %</i>	<i>15.7 %</i>	

In the three months ended March 31, 2026, adjusted operating income decreased \$75.5 to \$72.4 from \$147.9 in the three months ended March 31, 2025. Adjusted operating margin decreased to 5.6% of net revenues in the three months ended March 31, 2026 from 11.4% in the three months ended March 31, 2025. In the three months ended March 31, 2026, adjusted EBITDA decreased \$77.2 to \$127.0 from \$204.2 in the three months ended March 31, 2025. Adjusted EBITDA margin decreased to 9.9% of net revenues in the three months ended March 31, 2026 from 15.7% in the three months ended March 31, 2025.

Segment Operating Income (Loss), Segment Adjusted Operating Income (Loss) and Segment Adjusted EBITDA
Operating Income, Adjusted Operating Income and Adjusted EBITDA - Prestige Segment

(in millions)	Three Months Ended March 31,		Change %
	2026	2025	
Reported operating income	\$ 58.4	\$ 78.7	(26)%
<i>Reported operating income margin</i>	<i>7.0 %</i>	<i>9.5 %</i>	
Amortization expense	65.3	37.2	76 %
Asset impairment charges	—	42.9	(100)%
Total adjustments to reported operating income	\$ 65.3	\$ 80.1	(18)%
Adjusted operating income	\$ 123.7	\$ 158.8	(22)%
<i>Adjusted operating income margin</i>	<i>14.9 %</i>	<i>19.1 %</i>	
Adjusted depreciation	26.9	27.1	(1)%
Adjusted EBITDA	\$ 150.6	\$ 185.9	(19)%
<i>Adjusted EBITDA margin</i>	<i>18.1 %</i>	<i>22.4 %</i>	

Operating Loss, Adjusted Operating Loss and Adjusted EBITDA - Consumer Beauty Segment

(in millions)	Three Months Ended March 31,		Change %
	2026	2025	
Reported operating loss	\$ (423.3)	\$ (189.5)	<(100)%
<i>Reported operating loss margin</i>	<i>(93.9)%</i>	<i>(40.3)%</i>	
Amortization expense	9.2	8.7	6 %
Asset impairment charges	362.8	169.9	>100%
Total adjustments to reported operating income	\$ 372.0	\$ 178.6	>100%
Adjusted operating loss	\$ (51.3)	\$ (10.9)	<(100)%
<i>Adjusted operating loss margin</i>	<i>(11.4)%</i>	<i>(2.3)%</i>	
Adjusted depreciation	27.7	29.2	(5)%
Adjusted EBITDA	\$ (23.6)	\$ 18.3	<(100)%
<i>Adjusted EBITDA margin</i>	<i>(5.2)%</i>	<i>3.9 %</i>	

Operating Loss, Adjusted Operating Loss and Adjusted EBITDA - Corporate Segment

(in millions)	Three Months Ended March 31,		Change %
	2026	2025	
Reported operating loss	\$ (7.1)	\$ (169.6)	96 %
<i>Reported operating loss margin</i>	<i>N/A</i>	<i>N/A</i>	
Restructuring and other business realignment costs	0.5	87.2	(99)%
Stock-based compensation	6.9	12.1	(43)%
Early license termination and market exit costs	(0.3)	70.3	<(100)%
Total adjustments to reported operating income	\$ 7.1	\$ 169.6	(96)%
Adjusted operating loss	\$ —	\$ —	N/A
<i>Adjusted operating loss margin</i>	<i>N/A</i>	<i>N/A</i>	
Adjusted depreciation	—	—	N/A
Adjusted EBITDA	\$ —	\$ —	N/A
<i>Adjusted EBITDA margin</i>	<i>N/A</i>	<i>N/A</i>	

Amortization Expense

In the three months ended March 31, 2026, amortization expense increased to \$74.5 from \$45.9 in the three months ended March 31, 2025. The increase was primarily driven by accelerated amortization related to a brand license. In the three months ended March 31, 2026, amortization expense of \$65.3 and \$9.2 was reported in the Prestige and Consumer Beauty segments, respectively. In the three months ended March 31, 2025, amortization expense of \$37.2 and \$8.7 was reported in the Prestige and Consumer Beauty segments, respectively.

Restructuring and Other Business Realignment Costs

We incurred approximately \$23.0 of cash costs life-to-date related to our previously announced Fixed Cost Reduction Plan as of March 31, 2026, which have been recorded in Corporate.

In the three months ended March 31, 2026, we incurred restructuring and other business structure realignment costs of \$0.5 as follows:

- We incurred a credit in Restructuring costs of \$0.4, which is included in the Condensed Consolidated Statements of Operations; and
- We incurred business structure realignment costs of \$0.9, which is reported in Selling, general and administrative expenses in the Condensed Consolidated Statements of Operations.

In the three months ended March 31, 2025, we incurred restructuring and other business structure realignment costs of \$87.2, as follows:

- We incurred in Restructuring costs of \$76.6, of which \$74.4 related to the Fixed Cost Reduction Plan included in the Condensed Consolidated Statements of Operations; and
- We incurred business structure realignment costs of \$10.6, which is reported in Selling, general and administrative expenses and cost of sales, primarily related to the Fixed Cost Reduction Plan.

Stock-Based Compensation

In the three months ended March 31, 2026, stock-based compensation was \$6.9 as compared with \$12.1 in the three months ended March 31, 2025.

Early License Termination

In the three months ended March 31, 2026, we did not incur any costs related to the early termination of a license.

In the three months ended March 31, 2025, we incurred net loss of \$71.0 related to the loss on the termination of the KKW Collaboration Agreement.

Asset Impairment Charges

In the three months ended March 31, 2026, we incurred \$362.8 of asset impairment charges of which \$237.1 related to goodwill within the Consumer Beauty segment, and \$50.6, \$48.5, \$22.5, \$4.1 related to the *CoverGirl*, *Sally Hansen*, *Max Factor*, and *Bourjois* trademarks, respectively, within the Consumer Beauty Segment.

In the three months ended March 31, 2025, we incurred \$212.8 of asset impairment charges of which \$84.0, \$61.0, and \$24.9 related to the *Max Factor*, *CoverGirl* and *Bourjois* trademarks, respectively, totaling \$169.9 within the Consumer Beauty segment and \$42.9 related to the *philosophy* trademark within the Prestige Segment.

Adjusted Depreciation Expense

In the three months ended March 31, 2026, adjusted depreciation expense of \$26.9 and \$27.7 was reported in the Prestige and Consumer Beauty segments, respectively. In the three months ended March 31, 2025, adjusted depreciation expense of \$27.1 and \$29.2 was reported in the Prestige and Consumer Beauty segments, respectively.

INTEREST EXPENSE, NET

In the three months ended March 31, 2026, net interest expense was \$33.7 as compared with \$47.9 in the three months ended March 31, 2025. The decrease in interest expense is primarily due to lower average debt balance in the current period as well as lower average interest rates.

OTHER EXPENSE

In the three months ended March 31, 2026, other expense was \$53.2 as compared with other expense of \$132.3 in the three months ended March 31, 2025. The decrease in Other expense of \$79.1 is primarily due to an unfavorable fair market value adjustment of \$53.0 in the prior year period related to our equity investment in Wella and lower net losses on forward repurchase contracts of \$25.4 compared to the prior year period.

INCOME TAXES

The effective income tax rate for the three months ended March 31, 2026 and 2025 was 11.6% and 12.7%, respectively. The decrease in the tax benefit rate was primarily attributable to goodwill impairment in the current period that is not tax deductible.

The effective tax benefit rate of 11.6% for the three months ended March 31, 2026 was lower than the Federal statutory rate of 21% primarily due to goodwill impairment in the current period that is not tax deductible.

The effective income tax benefit rate of 12.7% in the three months ended March 31, 2025 was lower than the statutory tax rate of 21% primarily due to a capital loss realized on the sale of the Company's investment in KKW Holdings during the period for which no tax benefit can be recognized, the loss on forward repurchase contracts having a higher proportional impact in the current period, as well as the impact of fair value losses related to the investment in Wella taxed at a rate below the statutory rate of 21%.

The effective income tax rates vary from the U.S. federal statutory rate of 21% due to the effect of (i) jurisdictions with different statutory rates, including impacts of rate changes, (ii) adjustments to the Company's unrealized tax benefits ("UTBs") and accrued interest, (iii) non-deductible expenses, (iv) audit settlements and (v) valuation allowance changes. Our effective tax rate could fluctuate significantly and could be adversely affected to the extent earnings are lower than anticipated in countries that have lower statutory rates and higher than anticipated in countries that have higher statutory rates.

Reconciliation of Reported Loss Before Income Taxes to Adjusted (Loss) Income Before Income Taxes and Effective Tax Rates:

(in millions)	Three Months Ended March 31, 2026			Three Months Ended March 31, 2025		
	Income Before Income Taxes	(Benefit) Provision for Income Taxes	Effective Tax Rate	Income Before Income Taxes	Provision for Income Taxes	Effective Tax Rate
Reported loss before income taxes	\$ (458.9)	\$ (53.2)	11.6 %	\$ (460.6)	\$ (58.4)	12.7 %
Adjustments to reported operating income ^(a)	444.4			428.3		
Realized/unrealized loss on investment in Wella Company ^(c)	—			53.0		
Other adjustments ^(d)	(1.1)			0.8		
Total Adjustments ^(b)	443.3	57.3		482.1	64.6	
Adjusted (loss) income before income taxes	\$ (15.6)	\$ 4.1	(26.3)%	\$ 21.5	\$ 6.2	28.8 %

^(a) See a description of adjustments under "Net Income, Adjusted Operating Income and Adjusted EBITDA for Coty Inc."

^(b) The tax effects of each of the items included in adjusted income are calculated in a manner that results in a corresponding income tax expense/provision for adjusted income. In preparing the calculation, each adjustment to reported income is first analyzed to determine if the adjustment has an income tax consequence. The provision for taxes is then calculated based on the jurisdiction in which the adjusted items are incurred, multiplied by the respective statutory rates and offset by the increase or reversal of any valuation allowances commensurate with the non-GAAP measure of profitability. The total tax impact on adjustments in the prior period includes a tax benefit of \$10.0 on the resolution of uncertain tax positions associated with the Company's exit from Russia in fiscal 2022.

^(c) For the three months ended March 31, 2025, this primarily represents the unrealized (gain) loss recognized for the change in fair value of the investment in the Wella Company.

^(d) For the three months ended March 31, 2026, this primarily represents recovery of previously written-off non-income tax credits. For the three months ended March 31, 2025, this primarily represents recovery of previously written-off non-income tax credits, the amortization of basis differences in certain equity method investments, and net loss on the sale of an equity investment.

The adjusted effective tax rate was (26.3)% for the three months ended March 31, 2026 compared to 28.8% for the three months ended March 31, 2025. The difference is primarily due to a tax recovery benefit in Brazil recognized in the prior period.

NET LOSS ATTRIBUTABLE TO COTY INC.

Net loss attributable to Coty Inc. was \$408.1 in the three months ended March 31, 2026 as compared to net loss of \$405.7 in the three months ended March 31, 2025. The net loss was primarily driven by the higher asset impairment charges of \$150.0, lower gross profit of \$40.5, and an increase in amortization expense of \$28.6, partially offset by lower other expense of \$79.1, decrease in restructuring costs of \$77.0, a decrease in selling, general, and administrative expenses of \$50.5, and lower interest expense of \$14.2 in the current period.

We believe that adjusted net (loss) income attributable to Coty Inc. provides an enhanced understanding of our performance. See “Overview—Non-GAAP Financial Measures.”

(in millions)	Three Months Ended March 31,		Change %
	2026	2025	
Net loss attributable to Coty Inc.	\$ (408.1)	\$ (405.7)	(1)%
Convertible Series B Preferred Stock dividends ^(a)	(3.3)	(3.3)	—%
Reported net loss attributable to common stockholders	\$ (411.4)	\$ (409.0)	(1)%
% of net revenues	(32.1)%	(31.5)%	
Adjustments to reported operating income ^(b)	444.4	428.3	4%
Realized/unrealized loss on investment in Wella Company ^(c)	—	53.0	(100)%
Adjustment to other expense ^(d)	(1.1)	0.8	<(100)%
Adjustments to noncontrolling interests ^(e)	(1.8)	(1.7)	(6)%
Change in tax provision due to adjustments to reported net income attributable to Coty Inc.	(57.3)	(64.6)	11%
Adjusted net (loss) income attributable to Coty Inc.	\$ (27.2)	\$ 6.8	<(100)%
% of net revenues	(2.1)%	0.5%	
Per Share Data			
Adjusted weighted-average common shares			
Basic	879.9	872.1	
Diluted ^(a)	879.9	875.0	
Adjusted net income attributable to Coty Inc. per common share			
Basic	\$ (0.03)	\$ 0.01	
Diluted ^(a)	\$ (0.03)	\$ 0.01	

^(a) Adjusted Diluted EPS is adjusted by the effect of dilutive securities. For the three months ended March 31, 2026 and 2025, no dilutive shares of the Forward Repurchase Contracts were included in the computation of adjusted diluted EPS as their inclusion would be anti-dilutive. Accordingly, we did not reverse the impact of the fair market value losses for contracts with the option to settle in shares or cash of \$40.7 and \$60.1, respectively. For the three months ended March 31, 2026 and 2025, Convertible Series B Preferred Stock (23.7 million weighted average dilutive shares) was anti-dilutive. Accordingly, we excluded these shares from the diluted shares and did not adjust the earnings for the related dividend of \$3.3, respectively.

^(b) See a description of adjustments under “Net Income, Adjusted Operating Income and Adjusted EBITDA for Coty Inc.”

^(c) For the three months ended March 31, 2025, this represents unrealized (gain) loss recognized for the change in fair value of the investment in the Wella Company.

^(d) For the three months ended March 31, 2026, this primarily represents recovery of previously written-off non-income tax credits. For the three months ended March 31, 2025, this primarily represents recovery of previously written-off non-income tax credits, the amortization of basis differences in certain equity method investments, and net loss on the sale of an equity investment.

^(e) The amounts represent the after-tax impact of the non-GAAP adjustments included in net income attributable to noncontrolling interests based on the relevant noncontrolling interest percentage in the Condensed Consolidated Statements of Operations.

NINE MONTHS ENDED MARCH 31, 2026 AS COMPARED TO NINE MONTHS ENDED MARCH 31, 2025

NET REVENUES

In the nine months ended March 31, 2026, net revenues decreased 2%, or \$103.1, to \$4,537.4 from \$4,640.5 in the nine months ended March 31, 2025, reflecting a decrease in unit volume of 6% (primarily due to color cosmetics from *Covergirl* as a result of negative market trends in the United States and body care brands in Brazil), partially offset by a positive foreign currency exchange translation impact of 4% (primarily driven by the weakening of the U.S. dollar versus the Brazilian Real and the Euro). The overall decrease in net revenues reflects declines within both Consumer Beauty and Prestige. Declines within Consumer Beauty are primarily driven by negative market trends in color cosmetics in the United States and in some European markets. The decline can also be attributed to mass body care in Brazil — primarily due to competitive pricing action in the Brazilian deodorant market. Declines in Prestige are primarily driven by Prestige fragrances as a result of reduced distribution in certain sales channels. These declines were partially offset by growth in our Prestige cosmetic and mass skincare categories. Net revenues declined across all regions despite growth in Asia travel retail. Improvements in digital and e-commerce channel sales partially offset the overall decrease in net revenues.

Net Revenues by Segment

(in millions)	Nine Months Ended March 31,		Change %
	2026	2025	
NET REVENUES			
Prestige	\$ 3,034.0	\$ 3,059.6	(1)%
Consumer Beauty	1,503.4	1,580.9	(5)%
Total	\$ 4,537.4	\$ 4,640.5	(2)%

Prestige

In the nine months ended March 31, 2026, net revenues from the Prestige segment decreased 1%, or \$25.6, to \$3,034.0 from \$3,059.6 in the nine months ended March 31, 2025, reflecting a decrease in unit volume of 4% (primarily due to negative performance for Prestige fragrance brands), and a negative price and mix impact of 1%, partially offset by a positive foreign currency exchange translation impact of 4% (primarily driven by the weakening of the U.S. dollar versus the Euro). The decrease in net revenues primarily reflects:

- Prestige fragrance sales declined by \$37.0 million, primarily due to a decrease in net sales of *Hugo Boss* existing brand lines and decreases in *Davidoff* and *Calvin Klein* as a result of reduced distribution in certain sales channels. The category sales decline was partially offset by strong performance from *Gucci*, mainly due to successful innovations such as *Gucci Flora Gorgeous Gardenia Intense*, and by *Kylie* fragrances, which benefited from successful innovations in both the current and prior year.

This decrease was partially offset by:

- Prestige cosmetic sales growth of \$10.5, primarily due to strong growth of *Burberry* makeup, particularly in Asia; and
- Prestige skincare sales growth of \$0.9.

Consumer Beauty

In the nine months ended March 31, 2026, net revenues from the Consumer Beauty segment decreased 5%, or \$77.5, to \$1,503.4 from \$1,580.9 in the nine months ended March 31, 2025, reflecting a decrease in unit volume of 6% (primarily due to negative performance of color cosmetics and body care) and a negative price and mix impact of 3% (primarily driven by mass fragrance), partially offset by a positive foreign currency exchange translation impact of 4% (primarily driven by the weakening of the U.S. dollar versus the Brazilian Real and the Euro). The decrease in net revenues primarily reflects:

- Color cosmetics sales declines of \$39.9, primarily due to negative market trends in the color cosmetics market in the United States which impacted net revenues from *Covergirl* and *Rimmel*. Negative market trends for color cosmetics in several European markets also impacted net revenues from *Max Factor*, *Bourjois*, and *Rimmel*;
- Mass fragrance sales decline of \$33.2, primarily due to lower net sales from *Nautica* in the U.S. and across Asia and the expiration of a license agreement; and
- Mass body care sales declines of \$13.0, primarily due to declines in sales volumes from *adidas* in Europe and *Monange* in Brazil due to competitive pricing action in the deodorant market.

These decreases were partially offset by:

- Mass skincare sales growth of \$8.6.

COST OF SALES

In the nine months ended March 31, 2026, cost of sales increased 4%, or \$58.8, to \$1,658.1 from \$1,599.3 in the nine months ended March 31, 2025. Cost of sales as a percentage of net revenues increased to 36.5% in the nine months ended March 31, 2026 from 34.5% in the nine months ended March 31, 2025 resulting in a gross margin decrease of approximately 200 basis points primarily reflecting:

- approximately 110 basis points related to an increase in manufacturing and material costs as a percentage of net revenues,
- approximately 60 basis points related to increased freight costs as a percentage of net revenues, primarily driven by the impact of tariffs,
- approximately 30 basis points increase related to excess and obsolescence costs, as a percentage of net revenues; and
- approximately 10 basis points related to increased designer license fees as a percentage of net revenues.

Gross margin was negatively impacted by higher discounts and promotions in the current period which reduced net revenue. Although we achieved improvements in manufacturing efficiency, productivity, and procurement cost optimization, these benefits are offset by the impact of the reduced net revenue base.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

In the nine months ended March 31, 2026, selling, general and administrative expenses decreased 1%, or \$19.8, to \$2,363.0 from \$2,382.8 in the nine months ended March 31, 2025. Selling, general and administrative expenses as a percentage of net revenues increased to 52.1% in the nine months ended March 31, 2026 from 51.3% in the nine months ended March 31, 2025, or approximately 80 basis points. This increase was primarily due to:

- 100 basis points due to an increase in administrative expenses as a percentage of net revenues, which includes an increase in discretionary compensation for employees.
- 70 basis points due to an increase in advertising and consumer promotional costs as a percentage of net revenues;
- 60 basis points due to an increase in operational accruals a percentage of net revenues; and
- 30 basis points due to an early license termination as a percentage of net revenues.

These decreases were partially offset by:

- 150 basis points due to the loss on the termination of the KKW Collaboration Agreement in the prior period.

OPERATING INCOME

In the nine months ended March 31, 2026, operating loss was \$38.8 compared to income of \$225.6 in the nine months ended March 31, 2025. Operating loss margin as a percentage of net revenues decreased to 0.9% in the nine months ended March 31, 2026 as compared to an operating income margin of 4.9% in the nine months ended March 31, 2025. The decrease in operating margin is largely driven by an increase in asset impairment charges (approximately 340 basis points), an increase in cost of goods sold (approximately 210 basis points), an increase in amortization expense as a percentage of net revenues (approximately 110 basis points), an increase in fixed costs as a percentage of net revenues (approximately 90 basis points), and an increase in advertising and consumer promotional costs as a percentage of net revenues (approximately 70 basis points), partially offset by a decrease in restructuring costs as a percentage of net revenue (approximately 160 basis points) and a decrease in other operating income as a percentage of net revenue (approximately 70 basis points).

Operating Income (Loss) by Segment

(in millions)	Nine Months Ended March 31,		Change %
	2026	2025	
Operating income (loss)			
Prestige	\$ 449.2	\$ 542.5	(17)%
Consumer Beauty	(412.7)	(111.4)	<(100)%
Corporate	(75.3)	(205.5)	63 %
Total	\$ (38.8)	\$ 225.6	<(100)%

Prestige

In the nine months ended March 31, 2026, operating income for Prestige was \$449.2 compared to income of \$542.5 in the nine months ended March 31, 2025. Operating margin decreased to 14.8% of net revenues in the nine months ended March 31, 2026 as compared to 17.7% in the nine months ended March 31, 2025, driven primarily by increased amortization expense as a percentage of net revenues (approximately 160 basis points); higher cost of goods sold as a percentage of net revenues (approximately 120 basis points) driven by higher manufacturing and freight expense as a percentage of revenue and impacted by higher discounts and promotions during the current period; and increased advertising and consumer promotional expense as a percentage of net revenues (approximately 90 basis points). These factors were partially offset by lower asset impairment charges as a percentage of revenue (approximately 140 basis points).

Consumer Beauty

In the nine months ended March 31, 2026, operating loss for Consumer Beauty was \$412.7 compared to loss of \$111.4 in the nine months ended March 31, 2025. Operating loss margin decreased to 27.5% of net revenues in the nine months ended March 31, 2026 as compared to an operating loss margin of 7.0% in the nine months ended March 31, 2025, driven by higher asset impairment charges as a percentage of revenue (approximately 1,340 basis points); higher cost of goods sold as a percentage of revenues (approximately 420 basis points) driven by higher manufacturing freight and obsolescence expenses as a percentage of revenue and impacted by higher discounts and promotions during the current year period; an increase in other operating expenses as a percentage of net revenues (approximately 140 basis points); and an increase in fixed costs as a percentage of net revenues (approximately 120 basis points).

Corporate

Corporate primarily includes corporate expenses not directly related to our operating activities. These items are included in Corporate since we consider them to be Corporate responsibilities, and these items are not used by our management to measure the underlying performance of the segments.

In the nine months ended March 31, 2026, the operating loss for Corporate was \$75.3 compared to a loss of \$205.5 in the nine months ended March 31, 2025, as described under “Adjusted Operating Income for Coty Inc.” below. The decrease in the operating loss for Corporate was primarily driven by a \$74.0 decrease in restructuring and other business realignment costs, a loss on the termination of the KKW Collaboration Agreement in the prior period of \$71.0, and a \$5.3 decrease in stock-based compensation.

Adjusted Operating Income by Segment

We believe that Adjusted Operating Income by segment further enhances an investor’s understanding of our performance. See “Overview—Non-GAAP Financial Measures.” A reconciliation of reported Operating income to Adjusted Operating Income is presented below, by segment:

(in millions)	Nine Months Ended March 31, 2026		
	Reported (GAAP)	Adjustments ^(a)	Adjusted (Non-GAAP)
Operating income (loss)			
Prestige	449.2	\$ 160.4	\$ 609.6
Consumer Beauty	(412.7)	390.3	(22.4)
Corporate	(75.3)	75.3	—
Total	\$ (38.8)	\$ 626.0	\$ 587.2
(in millions)	Nine Months Ended March 31, 2025		
	Reported (GAAP)	Adjustments ^(a)	Adjusted (Non-GAAP)
Operating income (loss)			
Prestige	542.5	\$ 156.0	\$ 698.5
Consumer Beauty	(111.4)	198.1	86.7
Corporate	(205.5)	205.5	—
Total	\$ 225.6	\$ 559.6	\$ 785.2

(a) See a reconciliation of reported net income to operating income (loss) to adjusted operating income (loss) and adjusted EBITDA for Coty Inc. and reconciliations of segment operating income (loss) to segment adjusted operating income (loss) and segment adjusted EBITDA for the Prestige, Consumer Beauty and Corporate segments with a description of the adjustments under “Net (Loss) Income, Adjusted Operating Income and Adjusted EBITDA for Coty Inc.” and “Segment Operating Income (Loss), Segment Adjusted Operating Income (Loss) and Segment Adjusted EBITDA”, below. All adjustments are reflected in Corporate, except for amortization and asset impairment charges on goodwill, indefinite-lived intangible assets, and finite-lived intangible assets, which are reflected in the Prestige and Consumer Beauty segments.

Net Loss, Adjusted Operating Income and Adjusted EBITDA for Coty Inc.

We believe that adjusted operating income further enhances an investor’s understanding of our performance. See “Overview—Non-GAAP Financial Measures.” A reconciliation of reported operating income to adjusted operating income is presented below:

(in millions)	Nine Months Ended March 31,		Change %
	2026	2025	
Net loss	\$ (447.9)	\$ (280.9)	(59)%
<i>Net loss margin</i>	<i>(9.9)%</i>	<i>(6.1)%</i>	
(Benefit) Provision for income taxes	(72.5)	9.6	<(100)%
Loss before income taxes	\$ (520.4)	\$ (271.3)	(92)%
Interest expense, net	121.7	164.1	(26)%
Other expense, net	359.9	332.8	8 %
Reported operating (loss) income	\$ (38.8)	\$ 225.6	<(100)%
<i>Reported operating income margin</i>	<i>(0.9)%</i>	<i>4.9 %</i>	
Amortization expense	187.9	141.3	33 %
Restructuring and other business realignment costs	16.6	90.6	(82)%
Stock-based compensation	39.3	44.6	(12)%
Early license termination and market exit costs	19.4	70.3	(72)%
Asset impairment charges	362.8	212.8	70 %
Total adjustments to reported operating income	\$ 626.0	\$ 559.6	12 %
Adjusted operating income	\$ 587.2	\$ 785.2	(25)%
<i>Adjusted operating income margin</i>	<i>12.9 %</i>	<i>16.9 %</i>	
Adjusted depreciation	166.1	169.8	(2)%
Adjusted EBITDA	\$ 753.3	\$ 955.0	(21)%
<i>Adjusted EBITDA margin</i>	<i>16.6 %</i>	<i>20.6 %</i>	

In the nine months ended March 31, 2026, adjusted operating income decreased \$198.0, to \$587.2 from \$785.2 in the nine months ended March 31, 2025. Adjusted operating margin decreased to 12.9% of net revenues in the nine months ended March 31, 2026 from 16.9% in the nine months ended March 31, 2025. In the nine months ended March 31, 2026, adjusted EBITDA decreased \$201.7 to \$753.3 from \$955.0 in the nine months ended March 31, 2025. Adjusted EBITDA margin decreased to 16.6% of net revenues in the nine months ended March 31, 2026 from 20.6% in the nine months ended March 31, 2025.

Segment Operating Income (Loss), Segment Adjusted Operating Income (Loss) and Segment Adjusted EBITDA
Operating Income, Adjusted Operating Income and Adjusted EBITDA - Prestige Segment

(in millions)	Nine Months Ended March 31,		Change %
	2026	2025	
Reported operating income	449.2	542.5	(17)%
<i>Reported operating income margin</i>	<i>14.8 %</i>	<i>17.7 %</i>	
Amortization expense	160.4	113.1	42 %
Asset impairment charges	—	42.9	(100)%
Total adjustments to reported operating income	\$ 160.4	\$ 156.0	3 %
Adjusted operating income	\$ 609.6	\$ 698.5	(13)%
<i>Adjusted operating income margin</i>	<i>20.1 %</i>	<i>22.8 %</i>	
Adjusted depreciation	83.5	83.2	— %
Adjusted EBITDA	\$ 693.1	\$ 781.7	(11)%
<i>Adjusted EBITDA margin</i>	<i>22.8 %</i>	<i>25.5 %</i>	

Operating Loss, Adjusted Operating (Loss) Income and Adjusted EBITDA - Consumer Beauty Segment

(in millions)	Nine Months Ended March 31,		Change %
	2026	2025	
Reported operating loss	(412.7)	(111.4)	<(100)%
<i>Reported operating loss margin</i>	<i>(27.5)%</i>	<i>(7.0)%</i>	
Amortization expense	27.5	28.2	(2)%
Asset impairment charges	362.8	169.9	>100%
Total adjustments to reported operating income	\$ 390.3	\$ 198.1	97 %
Adjusted operating (loss) income	\$ (22.4)	\$ 86.7	<(100)%
<i>Adjusted operating (loss) income margin</i>	<i>(1.5)%</i>	<i>5.5 %</i>	
Adjusted depreciation	82.6	86.6	(5) %
Adjusted EBITDA	\$ 60.2	\$ 173.3	(65)%
<i>Adjusted EBITDA margin</i>	<i>4.0 %</i>	<i>11.0 %</i>	

Operating Loss, Adjusted Operating Loss and Adjusted EBITDA - Corporate Segment

(in millions)	Nine Months Ended March 31,		Change %
	2026	2025	
Reported operating loss	\$ (75.3)	\$ (205.5)	63 %
<i>Reported operating loss margin</i>	<i>N/A</i>	<i>N/A</i>	
Restructuring and other business realignment costs	16.6	90.6	(82)%
Stock-based compensation	39.3	44.6	(12)%
Early license termination and market exit costs	19.4	70.3	(72)%
Total adjustments to reported operating income	\$ 75.3	\$ 205.5	(63)%
Adjusted operating income	\$ —	\$ —	N/A
<i>Adjusted operating income margin</i>	<i>N/A</i>	<i>N/A</i>	
Adjusted depreciation	—	—	N/A
Adjusted EBITDA	\$ —	\$ —	N/A
<i>Adjusted EBITDA margin</i>	<i>N/A</i>	<i>N/A</i>	

Amortization Expense

In the nine months ended March 31, 2026, amortization expense increased to \$187.9 from \$141.3 in the nine months ended March 31, 2025. The increase was primarily driven by accelerated amortization related to a brand license, partially offset by completed amortization term for certain license agreements and the termination of the KKW Collaboration Agreement in the previous fiscal year. In the nine months ended March 31, 2026, amortization expense of \$160.4 and \$27.5 was reported in the

Prestige and Consumer Beauty segments, respectively. In the nine months ended March 31, 2025, amortization expense of \$113.1 and \$28.2 was reported in the Prestige and Consumer Beauty segments, respectively.

Restructuring and Other Business Realignment Costs

We incurred approximately \$23.0 of cash costs life-to-date related to our previously announced Fixed Cost Reduction Plan as of March 31, 2026, which have been recorded in Corporate.

In the nine months ended March 31, 2026, we incurred restructuring and other business structure realignment costs of \$16.6 as follows:

- We incurred restructuring costs of \$4.4, which is included in the Condensed Consolidated Statements of Operations; and
- We incurred business structure realignment costs of \$12.2 which is reported in Selling, general and administrative expenses in the Condensed Consolidated Statements of Operations.

In the nine months ended March 31, 2025, we incurred restructuring and other business structure realignment costs of \$90.6, as follows:

- We incurred restructuring costs of \$78.7, of which \$74.4 related to the Fixed Cost Reduction Plan, included in the Condensed Consolidated Statements of Operations; and
- We incurred business structure realignment costs of \$11.9 which is reported in Selling, general and administrative expenses and cost of sales, primarily related to the Fixed Cost Reduction Plan.

Stock-based compensation

In the nine months ended March 31, 2026, stock-based compensation was \$39.3 as compared with \$44.6 in the nine months ended March 31, 2025.

Early License Termination

In the nine months ended March 31, 2026, we incurred costs related to the early termination of a license of \$19.7, of which \$6.7 is reported in costs of sales, and \$13.0 is reported in selling, general and administrative expenses.

In the nine months ended March 31, 2025, we incurred a net loss of \$71.0 related to the loss on the termination of the KKW Collaboration Agreement and recognized a gain of \$(0.7) related to our decision to wind down our business in Russia.

Asset Impairment Charges

In the nine months ended March 31, 2026, we incurred \$362.8 of asset impairment charges of which \$237.1 related to goodwill within the Consumer Beauty segment, and \$50.6, \$48.5, \$22.5, \$4.1 related to the *CoverGirl*, *Sally Hansen*, *Max Factor*, and *Bourjois* trademarks, respectively, within the Consumer Beauty Segment.

In the nine months ended March 31, 2025, we incurred \$212.8 of asset impairment charges of which \$84.0, \$61.0, and \$24.9 related to the *Max Factor*, *CoverGirl* and *Bourjois* trademarks, respectively, totaling \$169.9 within the Consumer Beauty segment and \$42.9 related to the *philosophy* trademark within the Prestige Segment.

Adjusted Depreciation Expense

In the nine months ended March 31, 2026, adjusted depreciation expense of \$83.5 and \$82.6 was reported in the Prestige and Consumer Beauty segments, respectively. In the nine months ended March 31, 2025, adjusted depreciation expense of \$83.2 and \$86.6 was reported in the Prestige and Consumer Beauty segments, respectively.

INTEREST EXPENSE, NET

In the nine months ended March 31, 2026, net interest expense was \$121.7 as compared with \$164.1 in the nine months ended March 31, 2025. This decrease is primarily due to lower average debt balance in the current period, foreign exchange gains as compared to losses in the prior year, as well as lower average interest rates.

OTHER EXPENSE

In the nine months ended March 31, 2026, other expense was \$359.9 as compared to other expense of \$332.8 in the nine months ended March 31, 2025. The increase in Other expense of \$27.1 is primarily due to a net loss on sale of equity investments of \$201.9, partially offset by lower net losses on forward repurchase contracts of \$108.5 and an equity investment related fair market value adjustment of \$85.0 in the prior year period that did not repeat in the current period.

INCOME TAXES

The effective income tax rate for the nine months ended March 31, 2026 and 2025 was 13.9% and (3.5)%, respectively. The increase in the tax benefit rate is primarily attributable to the Company's sale of its remaining interest in Rainbow JVC LTD and subsidiaries (together, "Wella" or "Wella Company").

The effective tax benefit rate of 13.9% for the nine months ended March 31, 2026 was lower than the statutory tax rate of 21% primarily due to goodwill impairment in the current period that is not tax deductible partially offset by the benefit recognized on the Company's sale of its remaining interest in Wella and the release of uncertain tax positions.

The effective tax benefit rate of (3.5)% for the nine months ended March 31, 2025 was lower than the statutory tax rate of 21% due to a capital loss realized on the sale of the Company's investment in KKW Holdings during the period for which no tax benefit can be recognized, the loss on forward repurchase contracts having a higher proportional impact in the current period, as well as the impact of fair value losses related to the investment in Wella taxed at a rate below the statutory rate of 21%.

The effective income tax rates vary from the U.S. federal statutory rate of 21% due to the effect of: (i) jurisdictions with different statutory rates, including impacts of rate changes, (ii) adjustments to our unrecognized tax benefits and accrued interest; (iii) non-deductible expenses, (iv) audit settlements and (v) valuation allowance changes. Our effective tax rate could fluctuate significantly and could be adversely affected to the extent earnings are lower than anticipated in countries that have lower statutory rates and higher than anticipated in countries that have higher statutory rates.

Reconciliation of Reported (Loss) Income Before Income Taxes to Adjusted Income Before Income Taxes and Effective Tax Rates:

(in millions)	Nine Months Ended March 31, 2026			Nine Months Ended March 31, 2025		
	Income Before Income Taxes	(Benefit) Provision for Income Taxes	Effective Tax Rate	Income Before Income Taxes	Provision for Income Taxes	Effective Tax Rate
Reported (loss) income before income taxes	\$ (520.4)	\$ (72.5)	13.9 %	\$ (271.3)	\$ 9.6	(3.5)%
Other adjustments to reported operating income ^(a)	626.0			559.6		
Realized/unrealized loss on investment in Wella Company ^(c)	200.9			85.0		
Other adjustments ^(d)	(1.8)			0.4		
Total Adjustments ^(b)	825.1	147.7		645.0	97.2	
Adjusted income before income taxes	\$ 304.7	\$ 75.2	24.7 %	\$ 373.7	\$ 106.8	28.6 %

^(a) See a description of adjustments under "Net Income, Adjusted Operating Income and Adjusted EBITDA for Coty Inc."

^(b) The tax effects of each of the items included in adjusted income are calculated in a manner that results in a corresponding income tax expense/provision for adjusted income. In preparing the calculation, each adjustment to reported income is first analyzed to determine if the adjustment has an income tax consequence. The provision for taxes is then calculated based on the jurisdiction in which the adjusted items are incurred, multiplied by the respective statutory rates and offset by the increase or reversal of any valuation allowances commensurate with the non-GAAP measure of profitability. The total tax impact on adjustments in the prior period includes a tax benefit of \$10.0 on the resolution of uncertain tax positions associated with the Company's exit from Russia in fiscal 2022.

^(c) For the nine months ended March 31, 2026, this primarily represents the realized loss on the sale of the investment in Wella. For the nine months ended March 31, 2025, this primarily represents the unrealized (gain) loss recognized for the change in fair value of the investment in the Wella Company.

^(d) For the nine months ended March 31, 2026, this primarily represents recovery of previously written-off non-income tax credits. For the nine months ended March 31, 2025, this primarily represents recovery of previously written-off non-income tax credits, the amortization of basis differences in certain equity method investments, and net loss on the sale of an equity investment.

The adjusted effective tax rate was 24.7% for the nine months ended March 31, 2026 compared to 28.6% for the nine months ended March 31, 2025. The difference is primarily due to a higher limitation on the deductibility of interest expense in the prior period.

NET LOSS ATTRIBUTABLE TO COTY INC.

Net loss attributable to Coty Inc. was \$463.8 in the nine months ended March 31, 2026, as compared to net loss of \$299.1 in the nine months ended March 31, 2025. This increase in net loss was primarily driven by the realized loss on the sale of Wella of \$200.9, lower gross profit of \$161.9, an increase in asset impairment charges of \$150.0, and an increase in amortization \$46.6, partially offset by an increase in benefit for income taxes of \$82.1, lower restructuring costs of \$74.3, lower interest expense of \$42.4, and a decrease in selling, general, and administrative expense of \$19.8.

We believe that adjusted net income attributable to Coty Inc. provides an enhanced understanding of our performance. See “Overview—Non-GAAP Financial Measures.”

(in millions)	Nine Months Ended March 31,		Change %
	2026	2025	
Net loss attributable to Coty Inc.	(463.8)	(299.1)	(55)%
Convertible Series B Preferred Stock dividends ^(a)	(9.9)	(9.9)	— %
Reported net loss attributable to common stockholders	(473.7)	(309.0)	(53)%
% of net revenues	(10.4)%	(6.7)%	
Adjustments to reported operating income ^(b)	626.0	559.6	12 %
Realized/unrealized loss on investment in Wella Company ^(c)	200.9	85.0	>100%
Adjustment to other expense ^(d)	(1.8)	0.4	<(100)%
Adjustments to noncontrolling interests ^(e)	(5.2)	(5.1)	(2)%
Change in tax provision due to adjustments to reported net income attributable to Coty Inc.	(147.7)	(97.2)	(52)%
Adjusted net income attributable to Coty Inc.	198.5	233.7	(15)%
% of net revenues	4.4 %	5.0 %	
Per Share Data			
Adjusted weighted-average common shares			
Basic	876.5	870.4	
Diluted ^(a)	878.7	875.5	
Adjusted net income attributable to Coty Inc. per common share			
Basic	\$ 0.23	\$ 0.27	
Diluted ^(a)	\$ 0.23	\$ 0.27	

^(a) Adjusted Diluted EPS is adjusted by the effect of dilutive securities. For the nine months ended March 31, 2026 and 2025, no dilutive shares of the Forward Repurchase Contracts were included in the computation of adjusted diluted EPS as their inclusion would be antidilutive. Accordingly, we did not reverse the impact of the fair market value losses/(gains) for contracts with the option to settle in shares or cash of \$105.8 and \$188.9, respectively. For the nine months ended March 31, 2026 and 2025, Convertible Series B Preferred Stock (23.7 million weighted average dilutive shares) were anti-dilutive. Accordingly, we excluded these shares from the diluted shares and did not adjust the earnings for the related dividend of \$9.9, respectively.

^(b) See a description of adjustments under “Net Income, Adjusted Operating Income and Adjusted EBITDA for Coty Inc.”

^(c) For the nine months ended March 31, 2026, this primarily represents the realized loss on the sale of the investment in Wella. For the nine months ended March 31, 2025, this represents unrealized (gain) loss recognized for the change in fair value of the investment in the Wella Company.

^(d) For the nine months ended March 31, 2026, this primarily represents recovery of previously written-off non-income tax credits. For the nine months ended March 31, 2025, this primarily represents recovery of previously written-off non-income tax credits, the amortization of basis differences in certain equity method investments, and net loss on the sale of an equity investment

^(e) The amounts represent the after-tax impact of the non-GAAP adjustments included in Net income attributable to noncontrolling interests based on the relevant noncontrolling interest percentage in the Condensed Consolidated Statements of Operations.

FINANCIAL CONDITION

LIQUIDITY AND CAPITAL RESOURCES

Overview

Our primary sources of funds include cash expected to be generated from operations, borrowings from issuance of debt and lines of credit provided by banks and lenders in the U.S. and abroad.

Our cash flows are subject to seasonal variation throughout the year, including demands on cash made during our first fiscal quarter in anticipation of higher global sales during the second fiscal quarter and strong cash generation in the second fiscal quarter as a result of increased demand by retailers associated with the holiday season.

Our principal uses of cash are to fund planned operating expenditures, capital expenditures, interest payments, dividends, share repurchases, any principal payments on debt, and from time to time, acquisitions, and business structure realignment expenditures. Working capital movements are influenced by the sourcing of materials related to the manufacturing of products. Cash and working capital management initiatives, including the phasing of vendor and tax payments and factoring of trade receivables from time-to-time, may also impact the timing and amount of our operating cash flows.

We remain focused on deleveraging our balance sheet using cash flows generated from our operations. We continue to take steps to permanently reduce our debt, in order to reduce interest costs and improve our long term profitability and cash flows.

Recent changes in U.S. and international trade policies—particularly tariff increases—and the ongoing uncertainty surrounding such policies may present challenges to our business operations and financial condition. These challenges may include supply chain disruptions and commodity price volatility, resulting in increases in our cost of goods sold. Under the current tariff framework, the biggest areas of potential challenges for us are prestige fragrances shipped to the U.S. from our Barcelona plant, and the sourcing of various components and marketing materials from China. We currently estimate that our operating results will be impacted by approximately \$32.0 in costs related to tariff increases, after mitigating actions, through the first quarter of fiscal 2027. Of this amount, approximately \$30.0 is expected to be reflected in our fiscal 2026 operating results, with the remaining amount of approximately \$2.0 expected to be reflected in the first quarter of fiscal 2027. In the first nine months of fiscal 2026, approximately \$23.0 of net tariff costs are reflected in our operating results. Despite our efforts, reductions in consumer confidence and discretionary spending could impact demand for our products and negatively affect our sales. We are closely monitoring developments, evaluating potential impacts, and proactively taking steps to mitigate adverse effects on our business.

On February 20, 2026, the U.S. Supreme Court issued a decision addressing the scope of tariffs imposed under the International Emergency Economic Powers Act (“IEEPA”). This ruling may allow for the recovery of IEEPA tariff amounts previously paid. The ruling leaves uncertainties regarding the timing and administration of any potential IEEPA tariff refunds by the U.S. government and may be subject to further legal and regulatory developments. Following the U.S. Supreme Court ruling, an executive order was issued imposing a new global tariff, in addition to any existing non-IEEPA tariffs. The Company is actively pursuing refund recovery activities related to IEEPA tariffs.

In fiscal 2025, we announced a plan to strengthen our operating model and simplify our fixed cost structure (the “Fixed Cost Reduction Plan”). Cash costs associated with the program include restructuring and business structure realignment costs and are expected to be approximately \$80.0, roughly evenly split between fiscal 2026 and fiscal 2027. We incurred approximately \$23.0 of cash costs life-to-date as of March 31, 2026, which have been recorded in Corporate.

Debt Financing

We have been actively taking steps to reduce our leverage and optimize the maturity profile of our debt. As part of these ongoing efforts, we plan to continue pursuing opportunities, which may include refinancing existing debt, issuing new notes, and redeeming or repurchasing outstanding debt with near-term maturities, from time to time as market conditions permit.

On April 15, 2026, we repaid €250.0 million (approximately \$294.7) of the remaining 2026 Euro Senior Secured Notes using proceeds from the 2023 Coty Revolving Credit Facility.

On December 18, 2025, we completed the sale of our remaining 25.84% equity interest in Wella to an entity affiliated with KKR. We received \$750.0 million in cash consideration. On December 30, 2025, we used proceeds from the sale of the Wella investment to redeem €500.0 million (approximately \$588.9) of the 2028 Euro Senior Secured Notes. The 2028 Euro Senior Secured Notes were redeemed at a price in excess of their carrying amount, resulting in a premium on redemption of €14.4 million (approximately \$16.9).

On October 15, 2025, we issued an aggregate principal of \$900.0 of 5.600% senior notes due 2031 (the “2031 Senior Secured Notes”) in a private offering. We received net proceeds of \$888.0 in connection with the offering of the 2031 Senior Secured Notes. On October 17, 2025, we used proceeds from the offering to redeem the remaining \$350.0 outstanding under the 2026 Dollar Senior Secured Notes and €450.0 million (approximately \$526.8) of the 2026 Euro Senior Secured Notes. Refer to Note 9 — Debt.

We have taken action to reduce variability in our interest payments including paying down variable interest rate debt and issuing fixed rate bonds. While our revolving credit facility, which we draw on from time to time, is subject to variable interest rates, all of our non-revolving credit facility long-term debt outstanding as of March 31, 2026 is fixed rate debt.

Share Repurchases

In connection with our Share Repurchase Program, we entered into forward repurchase contracts in June 2022, December 2022, and November 2023 with three large financial institutions to hedge for \$200.0, and a potential \$196.0 and \$294.0 of share repurchases in 2024, 2025 and 2026, respectively. We physically settled the June 2022 forward repurchase contracts by delivering approximately \$200.0 cash in exchange for 27.0 million shares of our Class A Common Stock during fiscal 2024.

Our remaining forward repurchase contracts permit a net cash settlement alternative in addition to the physical settlement. We will continue to incur costs associated with the remaining forward repurchase contracts before settlement. Cash costs incurred in the current fiscal year to date for all forward repurchase contracts amounted to \$208.7.

Reductions in the price of Coty’s Class A Common Stock during the nine months ended March 31, 2026 triggered additional payments under our remaining forward repurchase contracts. During the nine months ended March 31, 2026, the Company paid Hedge Valuation Adjustments in connection with its forward repurchase contracts of \$53.9 in August 2025, \$13.7 in November 2025, \$10.1 in December 2025, \$50.3 in February 2026, and \$66.4 in March 2026. This resulted in a downward adjustment to the initial price at acquisition for these forward repurchase contracts. Future reductions in the price of Coty’s Class A Common Stock may trigger additional payments under our remaining forward repurchase contracts.

See Footnote 13—Equity for additional information on the Company’s forward repurchase contracts.

Factoring of Receivables

From time to time, we supplement the timing of our cash flows through the factoring of trade receivables. In this regard, we have entered into factoring arrangements with financial institutions.

The net amount factored under the factoring facilities was \$189.6 and \$211.8 as of March 31, 2026 and June 30, 2025, respectively. The aggregate amount of trade receivable invoices factored on a worldwide basis amounted to \$1,083.7 and \$1,148.9 during the nine months ended March 31, 2026 and 2025, respectively.

Cash Flows

	Nine Months Ended March 31,	
	2026	2025
Condensed Consolidated Statements of Cash Flows Data: (in millions)		
Net cash provided by operating activities	\$ 421.8	\$ 409.4
Net cash provided by (used in) investing activities	613.1	(80.1)
Net cash used in financing activities	(1,036.0)	(384.1)

Net cash provided by operating activities

Net cash provided by operating activities was \$421.8 and \$409.4 for the nine months ended March 31, 2026 and 2025, respectively. The increase in cash provided by operating activities of \$12.4 was primarily driven by a net inflow from changes in working capital accounts, partially offset by lower cash-related net income year-over-year. The net inflow from changes in working capital was mainly due to a decrease in discretionary compensation payments and a shift in timing of net revenues driving the year-over-year fluctuation in trade receivables.

Net cash provided by (used in) investing activities

Net cash provided by (used in) investing activities was \$613.1 and \$(80.1) for the nine months ended March 31, 2026 and 2025, respectively. The decrease in cash used in investing activities of \$693.2 was primarily driven by the \$750.0 proceeds in the current year from the sale of our remaining equity investment in Wella, compared to \$74.0 cash proceeds in the prior year related to the sale of the 20% KKW Holdings equity investment and related assets. Lower capital expenditures, mainly for computer-related software and marketing furniture, also contributed to the decrease in cash used for investing activities year-over-year. This was partially offset by lower cash collections of contingent consideration related to the sale of a discontinued business.

Net cash used in financing activities

Net cash used in financing activities during the nine months ended March 31, 2026 and 2025 was \$1,036.0 and \$384.1, respectively. The increase in cash used in financing activities of \$651.9 was driven by debt-related activities, which reflected higher repayments under the Company's revolving credit facility and higher net repayments of Senior Secured Notes using proceeds from the issuance of a new Senior Note and proceeds from the sale of the equity investment in Wella. In addition, cash used in financing activities increased due to higher payments for deferred financing fees, which included a payment for a premium on bond settlement in the current year. Net proceeds from realized gains on foreign currency contracts compared to net repayments in the prior year and lower payments associated with forward repurchase contracts partially offset the overall increase in cash used in financing activities.

Dividends

On April 29, 2020, the Board suspended the payment of dividends on Common Stock. As previously disclosed, we expect to suspend the payment of dividends until we approach a Net debt to Adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA") target of 2x. We expect to consider any future resumption of dividends in line with that target while continuing to pursue our deleveraging agenda and implementing our strategic initiatives. Any determination to pay dividends in the future will be at the discretion of our Board of Directors.

Dividends on the Convertible Series B Preferred Stock are payable in cash, or by increasing the amount of accrued dividends on Convertible Series B Preferred Stock, or any combination thereof, at the sole discretion of the Company. We expect to pay such dividends in cash on a quarterly basis, subject to the declaration thereof by our Board of Directors. The terms of the Convertible Series B Preferred Stock restrict our ability to declare cash dividends on our common stock until all accrued dividends on the Convertible Series B Preferred Stock have been declared and paid in cash.

For additional information on our dividends, see Note 13—Equity and Convertible Preferred Stock in the notes to our Condensed Consolidated Financial Statements.

Treasury Stock - Share Repurchase Program

For information on our Share Repurchase Program, see Note 13—Equity and Convertible Preferred Stock in the notes to our Condensed Consolidated Financial Statements.

Commitments and Contingencies

See Note 16—Redeemable Noncontrolling Interests in the notes to our Condensed Consolidated Financial Statements for information on our subsidiary in the Middle East.

Legal Contingencies

For information on our litigation matters and Brazilian tax assessments, see Note 17—Commitments and Contingencies in the notes to our Condensed Consolidated Financial Statements. In relation to the appeal of our Brazilian tax assessments, we have entered into surety bonds of R\$1,094.8 million (approximately \$208.4) as of March 31, 2026.

Off-Balance Sheet Arrangements

We had undrawn letters of credit of \$4.8 and \$3.1 and bank guarantees of \$17.2 and \$16.0 as of March 31, 2026 and June 30, 2025, respectively.

Contractual Obligations

Our principal contractual obligations and commitments as of June 30, 2025 are summarized in Item 7 - “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Contractual Obligations and Commitments,” of our Fiscal 2025 Form 10-K. Refer to Item 2 - “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources - Share Repurchases” above for discussion of the obligations related to our announced share repurchase during fiscal 2024. For the nine months ended March 31, 2026, there have been no other material changes in our contractual obligations outside the ordinary course of business.

Critical Accounting Policies

We believe that the critical accounting policies listed below involve our more significant judgments, assumptions and estimates and, therefore, could have the greatest potential impact on our Condensed Consolidated Financial Statements:

- Revenue Recognition;
- Equity Investments;
- Goodwill, Other Intangible Assets and Long-Lived Assets;
- Inventory; and
- Income Taxes.

As of March 31, 2026, there have been no material changes to the items disclosed as critical accounting policies and estimates in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II—Item 7 of our Fiscal 2025 Form 10-K, except as noted below for Goodwill and Other Intangible Assets. During the quarter ended December 31, 2025, the Company sold its equity investment in Wella that had previously been accounted for under the fair value option. As a result of this disposition, the Company no longer holds any equity investments that require significant judgment in determining fair value. Accordingly, Equity Investments are no longer considered a critical accounting policy after December 31, 2025.

Goodwill

Approach

Goodwill is calculated as the excess of the cost of purchased businesses over the fair value of their underlying net assets. Other intangible assets consist of indefinite-lived trademarks. Goodwill and other indefinite-lived intangible assets are not amortized.

We assess goodwill at least annually as of May 1 for impairment, or more frequently, if certain events or circumstances warrant. We test goodwill for impairment at the reporting unit level, which is the same level as our reportable segments. We identify our reporting units by assessing whether the components of our reporting segments constitute businesses for which discrete financial information is available and management of each reporting unit regularly reviews the operating results of those components.

In addition, the Company considers the relationship between its market capitalization and the estimated fair values of its reporting units when evaluating potential indicators of goodwill impairment, including periods of sustained declines in its stock price. We evaluate the totality of events and circumstances when monitoring our reporting units for triggering events or other signs of impairment. These factors include adverse changes in the economic environment, industry and market conditions, disruptions to our business, significant declines in the operating results of the Company’s reporting units, changes in forecasts or other key assumptions.

When testing goodwill for impairment, we have the option of first performing a qualitative assessment to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as the basis to determine if it is necessary to perform a quantitative goodwill impairment test. If we conclude that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, we are required to perform a quantitative impairment test.

Quantitative impairment testing for goodwill is based upon the fair value of a reporting unit as compared to its carrying value. We make certain judgments and assumptions in allocating assets and liabilities to determine carrying values for our reporting units. The impairment loss recognized would be the difference between a reporting unit’s carrying value and fair value in an amount not to exceed the carrying value of the reporting unit’s goodwill.

Testing goodwill for impairment requires us to estimate fair values of reporting units using significant estimates and assumptions. The assumptions made will impact the outcome and ultimate results of the testing. We use industry accepted valuation models and set criteria that are reviewed and approved by various levels of management and, in certain instances, we

engage independent third-party valuation specialists for advice. To determine the fair value of the reporting units, we use either a combination of the income and market approaches or solely the income approach, when the market approach is less representative of fair value. We believe either the blended approach or the income approach are indicative of the factors a market participant would consider when performing a similar valuation.

Under the income approach, we determine fair value using a discounted cash flow method, projecting future cash flows of each reporting unit, as well as a terminal value, and discounting such cash flows at a rate of return that reflects the relative risk of the cash flows. Under the market approach, we utilize information from comparable publicly traded companies with similar operating and investment characteristics as the reporting units, which creates valuation multiples that are applied to the operating performance of the reporting units being tested, to value the reporting unit.

The key estimates and factors used in these approaches include revenue growth rates and profit margins based on our internal forecasts, our specific weighted-average cost of capital used to discount future cash flows, and comparable market multiples for the industry segment as well as our historical operating trends. Certain future events and circumstances, including deterioration of market conditions, higher cost of capital, a decline in actual and expected consumer consumption and demands, could result in changes to these assumptions and judgments. A revision of these assumptions could cause the fair values of the reporting units to fall below their respective carrying values. We would calculate an impairment charge as the difference between the reporting unit's carrying value and fair value. Such charge could have a material effect on the Condensed Consolidated Statements of Operations and Balance Sheets.

Results

Based on comparisons of concluded enterprise value to market based enterprise value derived from market capitalization performed as part of the May 1, 2025 annual impairment test, the Company determined that the implied control premium remained within a reasonable market range of 10% - 20%, as observed in comparable industry transactions. However, during the third quarter of fiscal 2026, the Company's stock price experienced a further decline, resulting in a decrease in market capitalization. In addition, the Company experienced overall sales declines within Consumer Beauty, particularly in mass fragrance and color cosmetics in the United States and Europe, which led to revisions to internal forecasts for Consumer Beauty.

Based on the totality of the facts and circumstances evaluated above, the Company concluded that it was more likely than not that the fair values of its reporting units were below the carrying amounts as of March 31, 2026. Therefore, we performed an interim quantitative impairment test.

Based on the impairment test performed as of March 31, 2026, the fair value of the Prestige reporting unit exceeded its carrying value by 3.7%. To determine the fair value of the Prestige reporting unit, we have used annual revenue growth rates of up to 6.0%, and a discount rate of 11.75%. The fair value of the Prestige reporting unit would fall below its carrying value if the annual revenue declined 160 basis points, or the discount rate increased by 75 basis points.

For the Consumer Beauty reporting unit, the Company determined that its carrying value exceeded its estimated fair value, resulting in an asset impairment charge of \$237.1 relating to goodwill. The fair value of the Consumer Beauty reporting unit was adversely affected by negative market trends that continued in the third quarter of 2026, namely in the color cosmetics category in the United States and Europe, which negatively affected net revenues from *Covergirl* and *Sally Hansen*, as well as in several European markets, which negatively affected net revenues from *Max Factor* and *Bourjois*.

To determine the fair value of our Consumer Beauty reporting unit, we used annual revenue growth rates of up to 2.4% and a discount rate of 11.50%. As the Consumer Beauty reporting unit was impaired, it has a 0% excess and as such, further material negative trends in its actual and expected business performance or an increase in the discount rate may result in further impairments. If the annual revenue declined 25 basis points it may cause an additional impairment of \$35.0. If the discount rate increased by 25 basis points, it may cause an additional impairment of \$43.0.

Some of the inherent estimates and assumptions used in determining fair value of goodwill are outside the control of management, including interest rates, cost of capital, tax rates, credit ratings and industry growth. Given the negative market trends in the color cosmetics market, particularly in the United States and Europe, combined with broader macroeconomic disruptions and the potential financial impact on the Company's business, there can be no assurance that the Company's estimates and assumptions regarding the macroeconomic factors made for purposes of the goodwill interim impairment testing performed during the third quarter of our 2026 fiscal year will prove to be accurate predictions of the future. While the Company believes it has made reasonable estimates and assumptions to calculate the fair value of goodwill, it is possible changes could occur due to other market conditions or changes in our discount rates. The Company will continue to monitor its goodwill for any triggering events or other signs of impairment. The Company may be required to perform additional impairment testing based on changes in the economic environment, disruptions to the Company's business, or significant declines in operating results of the Company's reporting units. Although management cannot predict when improvements in

macroeconomic conditions will occur, if consumer confidence and consumer spending decline significantly in the future, it is reasonably likely the Company will be required to record impairment charges in the future.

Other Intangible Assets

The carrying value of our indefinite-lived other intangible assets was \$628.7 as of March 31, 2026, and is comprised of trademarks for the following brands: *CoverGirl* of \$215.8, *Sally Hansen* of \$114.1, *Max Factor* of \$41.9, *Bourjois* of \$8.2, *Philosophy* \$85.2, and other brands totaling \$163.5.

Approach

The trademarks' fair values are based upon the income approach, primarily utilizing the relief from royalty methodology. This methodology assumes that, in lieu of ownership, a third party would be willing to pay a royalty in order to obtain the rights to use the comparable asset. An impairment loss is recognized when the estimated fair value of the intangible asset is less than the carrying value. Fair value calculation requires significant judgments in determining both the assets' estimated cash flows as well as the appropriate discount and royalty rates applied to those cash flows to determine fair value. Variations in the economic conditions or a change in general consumer demands, operating results estimates or the application of alternative assumptions could produce significantly different results.

Results

As noted above, the Company was adversely impacted by sales declines within mass fragrance and color cosmetics, particularly within the United States and Europe. As a result, the Company determined that an interim impairment measurement for certain other intangible assets was warranted as of March 31, 2026.

The interim impairment test of indefinite-lived intangible assets resulted in the carrying values of certain trademarks exceeding their estimated fair values. Accordingly, we recorded an impairment charge of \$125.7 for the three and nine months ended March 31, 2026 to reflect such intangible assets at their estimated fair values. These impairments related to the *CoverGirl* (\$50.6), *Sally Hansen* (\$48.5), *Max Factor* (\$22.5) and *Bourjois* (\$4.1) trademarks within the Consumer Beauty segment. We determined the fair value of the *Philosophy* trademark, which is in the Prestige segment, exceeded its carrying value by 18.1% and as such, no impairment was recorded.

The fair value of the *CoverGirl* trademark fell below its carrying value using annual growth rates of up to 2.0% and a discount rate of 13.2%. The fair value of the *Sally Hansen* trademark fell below its carrying value using annual revenue growth rates of up to 2.0% and a discount rate of 12.5%. The fair value of the *Max Factor* trademark fell below its carrying value using annual revenue growth rates of up to 2.0% and a discount rate of 15.3%. The fair value of the *Bourjois* trademark fell below its carrying value using annual revenue growth rates of up to 2.0% and a discount rate of 21.2%.

As a result of the impairment charges recorded during the three and nine months ended March 31, 2026, the affected trademarks no longer have excess fair value over carrying value. Consequently, adverse changes in key valuation assumptions, including annual revenue growth rates or the discount rate, could result in additional impairment charges. For instance, with regard to the *CoverGirl* trademark, if the annual revenue declined by 100 basis points it may cause an additional impairment of \$2.0. If the discount rate increased by 50 basis points, it may cause an additional impairment of \$9.0. With regards to the *Sally Hansen* trademark, if the annual revenue declined by 100 basis points it may cause an additional impairment of \$1.0. If the discount rate increased by 50 basis points, it may cause an additional impairment of \$5.0. With regards to the *Max Factor* trademark, if the annual revenue declined by 100 basis points it may cause an additional impairment of less than \$1.0. If the discount rate increased by 50 basis points, it may cause an additional impairment of \$1.0. With regards to the *Bourjois* trademark, if the annual revenue declined by 100 basis points it may cause an additional impairment of less than \$1.0. If the discount rate increased by 50 basis points, it may cause an additional impairment of less than \$1.0.

To determine the fair value of *Philosophy*, we have used annual revenue growth rates of up to 6.6%, and a discount rate of 12.75%. The fair value of *Philosophy* would fall below its carrying value if the annual revenue declined 1,600 basis points, or the discount rate increased by 200 basis points.

Some of the inherent estimates and assumptions used in determining fair value of the indefinite-lived other intangible assets are outside the control of management, including interest rates, cost of capital, tax rates, credit ratings and industry growth. Given the negative market trends in the color cosmetics market, particularly in the United States and Europe, combined with broader macroeconomic disruptions and the potential financial impact on the Company's business, there can be no assurance that the Company's estimates and assumptions regarding the macroeconomic factors made for purposes of the indefinite-lived intangible asset interim impairment testing performed during the third quarter of our 2026 fiscal year will prove to be accurate predictions of the future. While the Company believes it has made reasonable estimates and assumptions to calculate the fair values of the other indefinite-lived intangible assets, it is possible changes could occur. Regarding the indefinite-lived intangible assets, the most significant assumptions used are the revenue growth rate and the discount rate, a decrease in the revenue growth rate or an increase in the discount rate could result in a future impairment. The Company will

continue to monitor its indefinite-lived trademarks for any triggering events or other signs of impairment. The Company may be required to perform additional impairment testing based on changes in the economic environment, disruptions to the Company's business, significant declines in operating results of the Company's trademarks. Although management cannot predict when improvements in macroeconomic conditions will occur, if consumer confidence and consumer spending decline significantly in the future, it is reasonably likely the Company will be required to record impairment charges in the future.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

See Note 12—Derivative Instruments for updates to our foreign currency risk management and interest rate risk management. There have been no material changes in market risk from the information provided in Item 7A. Quantitative and Qualitative Disclosures About Market Risk of our Fiscal 2025 Form 10-K.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rules 13a-15(e) under the Exchange Act, that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Our management, with the participation of our interim Chief Executive Officer (the "CEO") and our Chief Financial Officer ("CFO"), evaluated the effectiveness of our disclosure controls and procedures as of March 31, 2026. Based on the evaluation of our disclosure controls and procedures as of March 31, 2026, our CEO and CFO concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15(f) of the Exchange Act during the third fiscal quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Our management, including our CEO and CFO, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving our objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings.

For information on our legal matters, see Note 17—Commitments and Contingencies in the notes to our Condensed Consolidated Financial Statements.

Item 1A. Risk Factors.

We have disclosed information about the risk factors that could adversely affect our business in Part I, Item 1A under the heading "Risk Factors" in our Annual Report on Form 10-K for fiscal 2025.

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

No shares of our Class A Common Stock were repurchased during the fiscal quarter ended March 31, 2026.

Item 5. *Other Information*

During the three months ended March 31, 2026, none of the Company's directors or Section 16 reporting officers adopted or terminated any Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of the SEC's Regulation S-K).

Item 6. Exhibits, Financial Statement Schedules.

The exhibits listed below are filed as part of this Quarterly Report on Form 10-Q:

Exhibit Number	Description
10.1	Restricted Stock Unit Award Terms and Conditions for Markus Strobel †
10.2	Form of Stock Option Award Terms and Conditions for Markus Strobel †
31.1	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a).
31.2	Certification of Chief Financial Officer, pursuant to Rule 13a-14(a).
32.1	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350.
32.2	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350.
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101).

† Exhibit is a management contract or compensatory plan or arrangement.

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.
COTY INC.

Date: May 5, 2026

By: /s/Markus Strobel
Name: Markus Strobel
Title: Executive Chairman and Interim Chief Executive Officer
(Principal Executive Officer)

/s/Laurent Mercier
Name: Laurent Mercier
Title: Chief Financial Officer
(Principal Financial Officer)

FRENCH QUALIFIED RESTRICTED STOCK UNIT AWARD TERMS AND CONDITIONS
UNDER
COTY INC. EQUITY AND LONG-TERM INCENTIVE PLAN (AS AMENDED AND RESTATED)
&
THE FRENCH SUB-PLAN TO THE COTY INC. EQUITY AND LONG-TERM INCENTIVE PLAN

The Board of Directors (the “**Board**”) of Coty Inc., a Delaware corporation (the “**Company**”) has established the amended and restated Coty Inc. Equity and Long-Term Incentive Plan (the “**Plan**”).

The Committee (as defined in the Plan) has also established a French Sub-Plan of the Plan for the purpose of granting Restricted Stock Units qualifying under Articles L. 225-197-1 to L. 225-197-5 and Articles L. 22-10-59 to L. 22-10-60 of the French Commercial Code, as amended.

This instrument (the “**Terms and Conditions**”) evidences the grant effective on March 16, 2026 (the “**Grant Date**”) of an award of 1,351,352 Restricted Stock Units (the “**Restricted Stock Units**”) to Markus Strobel (the “**French Participant**”) by the Company. Any term capitalized but not defined in these Terms and Conditions will have the meaning set forth in the Plan, as amended, and in the French Sub-Plan to the Amended and Restated Coty Inc. Equity and Long-Term Incentive Plan (the “**French Sub-Plan**”).

1. Restricted Stock Unit Grant. The French Participant is hereby granted the Restricted Stock Units as of the Grant Date. The Restricted Stock Units and any Shares acquired upon settlement thereof, are subject to the following terms and conditions and to the provisions of the Plan and of the French Sub-Plan, the terms of which are incorporated by reference herein.

2. Vesting.

- (a) In General. The Restricted Stock Units shall vest as follows; provided that the French Participant has remained in continuous Service through such dates:
- (i) One third (33.33%) of the Restricted Stock Units shall vest on the 1st anniversary of the Grant Date and would be then subject to a Holding Period until the 2nd anniversary of the Grant Date included;
 - (ii) One third (33.33%) of the Restricted Stock Units shall vest on the 2nd anniversary of the Grant Date; no Holding Period would apply; and
 - (iii) One third (33.34%) of the Restricted Stock Units shall vest on December 29, 2028; no Holding Period would apply.

Each of the dates described in clauses (i), (ii) and (iii) is a “**Vesting Date**.”

Joint Venture. If the French Participant becomes an employee of a Joint Venture, vesting of any unvested Restricted Stock Units shall be tolled beginning on the date the French Participant becomes an employee of the Joint Venture and shall recommence on the date

the French Participant again becomes an Employee. Accordingly, the applicable vesting period shall be extended by the number of days the French Participant was an employee of the Joint Venture.

- (b) Death. If the French Participant's Service terminates due to Death, then the personal representative of the French Participants determined in accordance with the laws of descent and distribution shall be entitled to request the acquisition of the unvested Restricted Stock Units within six (6) months following this event. In case of French Participant's death, the Holding Period is no longer applicable.
- (c) Disability. If the French Participant's Service terminates due to Disability other than as defined by the second or third categories listed in Article L.341-4 of the French Social Security Code, then a pro-rata portion of the unvested Restricted Stock Units shall become vested at the following date:
 - (i) If the termination date occurs before the 1st anniversary of the Grant Date: the vesting shall occur on the 1st anniversary of the Grant Date and the shares would be then subject to a 1-year Holding Period (i.e., from the 1st anniversary of the Grant Date, until the 2nd anniversary of the Grant Date included);
 - (ii) If the termination date occurs between the 1st anniversary of the Grant Date and the 2nd anniversary of the Grant Date: the vesting shall occur on the 2nd anniversary of the Grant Date and no Holding Period should apply;
 - (iii) If the termination date occurs after the 2nd anniversary of the Grant Date: the vesting shall occur on termination date and no Holding Period should apply.

Such pro-rata portion shall equal the number of unvested Restricted Stock Units that would have become vested pursuant to present Section 2(a) at the next scheduled Vesting Date multiplied by a fraction, the numerator of which is the number of days elapsed from the Grant Date or the most recent Vesting Date, as applicable, to the date of the French Participant's termination of Service and the denominator of which is the number of days between the Grant Date or the most recent Vesting Date, as applicable, and the next scheduled Vesting Date for such portion of the Award.

If the French Participant's Service terminates due to Disability as defined by the second or third categories listed in Article L.341-4 of the French Social Security Code, then a pro-rata portion of the unvested Restricted Stock Units shall become vested. Such pro-rata portion shall equal the number of unvested Restricted Stock Units that would have become vested pursuant to present Section 2(a) at the next scheduled Vesting Date multiplied by a fraction, the numerator of which is the number of days elapsed from the Grant Date or the most recent Vesting Date, as applicable, to the date of the French Participant's termination of Service and the denominator of which is the number of days between the Grant Date or the most recent Vesting Date, as applicable, and the next scheduled Vesting Date for such portion of the Award. In such case, the Restricted Stock Units shall no longer be subject to the Holding Period, if any. In case of French Participant's Disability after the Vesting Period but before the expiry of any applicable Holding Period, his Shares shall cease immediately to be subject to the Holding Period, if

any. The required degree of Disability is such as defined in Article 2 of the French Sub-Plan.

- (d) Retirement. Notwithstanding any provision of the Plan or French Sub-Plan to the contrary, this Award shall not be subject to any provisions regarding "Retirement" as defined in the Plan, the French Sub-Plan or otherwise. In the event the French Participant's Service terminates due to Retirement, then notwithstanding any provision in the Plan, in the French Sub-Plan or these Terms and Conditions to the contrary any unvested Restricted Stock Units granted to the French Participant shall be immediately forfeited.
- (e) Forfeiture. (i) In the event the French Participant's Service terminates for any reason not provided in the present Sections 2(b), 2(c), or 2(d) above, then notwithstanding any provision in the Plan, in the French Sub-Plan or these Terms and Conditions to the contrary any unvested Restricted Stock Units granted to the French Participant shall be immediately forfeited.
- (f) Adjustment. In the event the Company completes a Change in Control or other significant corporate transaction (as determined in the good faith discretion of the Board, but which shall include the sale or spin-off of a material portion of the Company's business), and the Committee determines that adjustments are appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan or French Sub-Plan, the Committee shall make adjustments in the terms and conditions of the Award that are appropriate to preserve such intended benefits, as determined in the good faith discretion of the Committee.
- (g) The French Participant must affirmatively acknowledge and accept the terms and conditions of this Award within 180 days following the Grant Date. A failure to acknowledge and accept this Award within such 180-day period will result in forfeiture of this Award and the related Restricted Stock Units, effective as of the 180th day following the Grant Date.

3. **Nontransferability.**

- (a) Except as provided in the present Sections 2(d) and Section 3(b), in accordance with provisions of Section 5.4 of the French Sub-Plan, no Restricted Stock Units granted under the Plan may be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the laws of descent or distribution and all rights with respect to the Restricted Stock Units shall be available during the French Participant's lifetime only to the French Participant or the French Participant's guardian or legal representative.

The Committee may, in its sole discretion, require the French Participant's guardian or legal representative to supply it with evidence the Committee deems necessary to establish the authority of the guardian or legal representative to act on behalf of the French Participant.

Subject to applicable law, Restricted Stock Units may be transferred to a Successor determined in accordance with the laws of descent and distribution. Such transferred Restricted Stock Units may not be further sold, transferred, pledged, assigned or

otherwise alienated by the Successor, and shall be subject in all respects to the terms of these Terms and Conditions, the Plan and the French Sub-Plan. For a transfer to be effective, the Successor shall promptly furnish the Company with written notice thereof and a copy of such evidence as the Committee may deem necessary to establish the validity of the transfer and the acceptance of the Successor of the terms and conditions of the Plan and of the French Sub-Plan.

4. **Settlement of Restricted Stock Units.** Within fifteen (15) days after the Restricted Stock Units become vested according to the terms of the present Section 2, the Company shall deliver to the French Participant for each Restricted Stock Unit one Share (hereafter an Owned Share).

Notwithstanding any other provision of the Plan, the French Participant shall not be entitled to any dividend or dividend equivalent attached to Shares by reference to a record date preceding the vesting date or accumulated between the Grant Date and the Vesting Date.

5. **Securities Law Requirements.**

- (a) If at any time the Committee determines that issuing Shares would violate applicable securities laws, the Company will not be required to issue such Shares. The Committee may declare any provision of these Terms and Conditions or action of its own null and void, if it determines the provision or action fails to comply with the short-swing trading rules. As a condition to exercise, the Company may require the French Participant to make written representations it deems necessary or desirable to comply with applicable securities laws.
- (b) No Person who acquires Shares under these Terms and Conditions may sell the Shares, unless they make the offer and sale pursuant to an effective registration statement under the Securities Act of 1933, as amended (the “**Securities Act**”), which is current and includes the Shares to be sold, or an exemption from the registration requirements of the Securities Act.
- (c) No Person who acquires Shares under these Terms & Conditions may sell the Shares during the following Closed Period:
 - (i) Thirty (30) calendar days before the announcement of an interim financial report or a year-end report which the Company is obliged to make public, and
 - (ii) With respect to such persons, any period during which the Chief Executive Officer (Directeur Général), any deputy Chief Executive Officer (Directeur Général Délégué), or any member of the Board of Directors (Conseil d'Administration), the supervisory board (conseil de surveillance) or the executive board (Directoire) of the Company, or any employee who possesses confidential information within the meaning of Article 7 of the Regulation (EU) No 596/2014, which has not been disclosed to the public until the date on which this information is made public.

No Limitation on Rights of the Company. The grant of the Restricted Stock Units does not and will not in any way affect the right or power of the Company to make adjustments, reclassifications or changes in its capital or business structure, or to merge, consolidate, dissolve, liquidate, sell or transfer all or any part of its business or assets.

6. **French Participant to Have No Rights as a Shareholder.** Before the date as of which the French Participant is recorded on the books of the Company as the holder of any Shares, the French Participant will have no rights as a shareholder with respect to those Shares.
7. **Notice.** Any notice or other communication required or permitted under these Terms and Conditions must be in writing and must be delivered personally, sent by certified, registered or express mail, or sent by overnight courier, at the sender's expense. Notice will be deemed given when delivered personally or, if mailed, three (3) days after the date of deposit in the United States mail or, if sent by overnight courier, on the regular business day following the date sent. Notice to the Company should be sent to:

Coty Inc.
350 Fifth Avenue
New York, New York 10118 Attention: General Counsel

Notice to the French Participant should be sent to the address on file with the Company. Either party may change the Person and/or address to which the other party must give notice under this Section 8 by giving such other party written notice of such change, in accordance with the procedures described above.

8. **Successors.** All obligations of the Company under these Terms and Conditions will be binding on any successor to the Company, whether the existence of the successor results from a direct or indirect purchase of all or substantially all of the business of the Company, or a merger, consolidation, or otherwise.
9. **Disqualification.** In the event that any Restricted Stock Units no longer qualify for the special tax and social security treatment applicable to French-Qualified RSUs granted pursuant to Sections L. 225-197-1 to L. 225-197-5 and Sections L. 22-10-59 to L.22-10-60 of the French Commercial Code, as amended, the holder of such Restricted Stock Units shall be ultimately liable and responsible for all taxes and/or social security contributions that he or she is legally required to pay in connection with such RSUs, as applicable.
10. **Governing Law.** These Terms and Conditions will be construed and enforced in accordance with, and governed by, the laws of the State of New York, without giving effect to its conflicts of law principles that would require the application of the law of any other jurisdiction.

The terms of the French Sub-Plan and of these Terms & Conditions shall also be interpreted in accordance with the relevant provisions set forth by French tax and social security laws, as well as the guidance of the French tax and social security administrations and the relevant guidelines released by the French tax and social security authorities.

Although the French Sub-Plan and these Terms & Conditions are aimed at addressing and complying with the requirements of applicable tax law and circulars, the French Participant is advised to consult with his counsel about his tax status and tax treatment of Restricted Stock Units that have been granted to the French Participant.

Plan and Terms and Conditions Not a Contract of Employment or Service. Neither the Plan, nor the French Sub-Plan nor these Terms and Conditions are a contract of employment or Service,

and no terms of the French Participant's employment or Service will be affected in any way by the Plan, the French Sub-Plan, these Terms and Conditions or related instruments, except to the extent specifically expressed therein. Neither the Plan, nor the French Sub-Plan nor these Terms and Conditions will be construed as conferring any legal rights on the French Participant to continue to be employed or remain in Service with the Company, nor will it interfere with any Company Party's right to discharge the French Participant or to deal with him or her regardless of the existence of the Plan, the French Sub-Plan, these Terms and Conditions or the Award.

11. **Plan Document Controls.** The rights granted under these Terms and Conditions are in all respects subject to the provisions set forth in the Plan and the French Sub-Plan to the same extent and with the same effect as if set forth fully in these Terms and Conditions. If the terms of these Terms and Conditions conflict with the terms of the French Sub-Plan document, the French Sub-Plan document will control.
12. **Amendment of the Agreement.** These Terms and Conditions may be amended unilaterally by the Committee to the extent provided under the Plan and/or the French Sub-Plan, or by a written instrument signed by both parties.
13. **Entire Agreement.** These Terms and Conditions, together with the French Sub-Plan and the Plan, constitutes the entire obligation of the parties with respect to the subject matter of these Terms and Conditions and supersedes any prior written or oral expressions of intent or understanding with respect to such subject matter.
14. **Administration.** The Committee administers the Plan, the French Sub-Plan and these Terms and Conditions. The French Participant's rights under these Terms and Conditions are expressly subject to the terms and conditions of the Plan and the French Sub-Plan, including any guidelines the Committee adopts from time to time. The French Participant hereby acknowledges receipt of a copy of the French Sub-Plan and the Plan.
15. **Section 409A.** The Restricted Stock Units awarded pursuant to these Terms and Conditions are intended to comply with or, in the alternative, be exempt from Section 409A. Any reference to a termination of Service shall be construed as a "separation from service" for purposes of Section 409A.

COTY INC.

By: /s/ Priyadarshini Srinivasan Name: Priyadarshini Srinivasan
Title: Chief People and Purpose Officer

**STOCK OPTION AWARD TERMS AND CONDITIONS UNDER
COTY INC. EQUITY AND LONG-TERM INCENTIVE PLAN**

(As Amended and Restated)

This instrument (the “**Terms and Conditions**”) evidences the grant effective on March 16, 2026 (the “**Grant Date**”) of an award of Stock Options to Markus Strobel (the “**Participant**”) by Coty Inc., a Delaware corporation (the “**Company**”). Any term capitalized but not defined in these Terms and Conditions will have the meaning set forth in the Company’s Equity and Long-Term Incentive Plan, as amended and restated (the “**Plan**”).

I. STOCK OPTIONS

- 1. Option Grant.** In accordance with the terms of the Plan and subject to these Terms and Conditions, the Company hereby grants to the Participant as of the Grant Date a non-statutory stock option to purchase all or any part of 6,000,000 Shares (the “Option”).
- 2. Exercise Price.** The Exercise Price of the Option will be \$2.22 (the Fair Market Value of a share of the Company’s Class A Common Stock on the trading day preceding the Grant Date).
- 3. Vesting and Exercisability.** The Participant may exercise this Option only after it has become vested and exercisable in accordance with this Section 1.3. The Option shall vest in full and become exercisable on December 29, 2028 (the “**Vesting Date**”), subject to the Participant’s continued Service through the Vesting Date, and based on the attainment of the following performance criteria:
 - (i) 100% vesting upon achievement of a share price equal to \$9.00 per Share as of the Vesting Date (the “**100% Vesting**”); and
 - (ii) 50% vesting upon achievement of a share price equal to \$5.56 per Share as of the Vesting Date (the “**50% Vesting**”).

Notwithstanding anything to the contrary in the Plan, including but not limited to Section 2.19 thereof, the percentage of the Option that will fully vest on the Vesting Date pursuant to this Section 1.3 shall be based on the volume weighted average closing price of a Share during the five (5) trading days immediately preceding the Vesting Date. Vesting between the Exercise Price and the 50% Vesting, and between the 50% Vesting and the 100% Vesting, shall be, in each case, determined by the applicable linear interpolation.

II. EXPIRATION

Subject to Article V, the Option will expire on the tenth anniversary of the Grant Date (the “**Expiration Date**”).

III. TRANSFERABILITY OF OPTION

1. **General.** Except as provided in Section 3.2, (i) no Option granted under the Plan and these Terms and Conditions may be sold, transferred, pledged, assigned or otherwise alienated or hypothecated, other than by will or by the laws of descent and distribution, and (ii) the Option shall be exercisable during the Participant's lifetime only by the Participant or his or her guardian or legal representative. The Committee may, in its sole discretion, require a Participant's guardian or legal representative to supply it with the evidence the Committee deems necessary to establish the authority of the guardian or legal representative to act on behalf of the Participant.
2. **Successor Obligations.** Subject to applicable law, Options may be transferred to any Successor. Such transferred Options may not be further sold, transferred, pledged, assigned or otherwise alienated by the Successor, and shall be subject in all respects to these Terms and Conditions and the Plan. For a transfer to be effective, the Successor shall promptly furnish the Company with written notice thereof and a copy of such other evidence as the Committee may deem necessary to establish the validity of the transfer and the acceptance of the Successor of the terms and conditions of the Plan.

IV. EXERCISE OF OPTION

1. **Notice of Exercise.** After the Option has become vested, and while it remains exercisable in accordance with the terms of these Terms and Conditions, the Participant may exercise the Option in whole or in part on any Exercise Date permitted under Section 16.6 of the Plan (*Securities Law Compliance*) by delivering a signed, written exercise notice to the Company. The notice shall indicate the number of Shares being purchased. The Option must be exercised as to a whole number of Shares.
2. **Payment of Exercise Price.** The Participant must pay the Exercise Price of the Option at the time of exercise as follows: (i) in cash or by check payable to the order of the Company; (ii) by means of a cashless exercise procedure approved by the Committee, or (iii) any combination of the foregoing.
3. **Withholding Obligation.** The withholding obligation upon the Participant's exercise of the Option must be satisfied by paying the amount of required withholding to the Company. If the Participant does not pay the amount of required withholding to the Company, the Company will withhold from the Shares delivered to the Participant the amount of funds required to cover any Withholding Tax at the maximum statutory rates in the applicable jurisdiction(s) incurred by reason of such exercise of the Option.
4. **Use of Shares.** Shares used to satisfy the Exercise Price and/or any required withholding tax will be valued at their Fair Market Value, determined in accordance with the Plan.
5. **Condition of Transfer.** The Company will issue no Shares pursuant to the Option before the Participant has paid the Exercise Price and any withholding obligation in full.

V. TERMINATION OF SERVICE

Upon termination of Service with the Company or an Affiliate, the Participant's right to exercise the Option will be subject to the following rules:

1. **Termination by Reason of Death or Disability or without Cause.** In the event a Participant's Service is terminated by the Company or an Affiliate without Cause prior to a Significant Corporate Transaction (as defined herein) or more than twelve months following a Significant Corporate Transaction, subject to the Participant's timely execution and nonrevocation of a general release of claims in the form provided by the Company: A pro-rata portion of the Option that remains outstanding and unvested shall become vested and exercisable on the date of such termination of Service (the "**Termination Date**"). Such pro-rata portion shall be determined by multiplying (i) the number of Shares earned based on the attainment of the applicable performance criteria as of the Termination Date by (ii) a fraction, the numerator of which shall be equal to the number of full months the Participant's was employed from January 1, 2026 through the Termination Date, and the denominator of which shall be 36.
- (ii) The portion of the Option that is vested (whether by application of Section 5.1(i) above or otherwise) on the Termination Date shall remain exercisable through the six-month anniversary of the Termination Date (but in no event beyond the Expiration Date) and shall thereafter expire.
- (iii) Any unvested portion of the Option as of the Termination Date (other than any portion thereof that becomes vested pursuant to Section 5.1(i)) shall be forfeited and canceled, without consideration, on the Termination Date
2. **Significant Corporate Transaction.** Notwithstanding any provision of the Plan to the contrary, if within twelve months following a Significant Corporate Transaction, either
- (i) the Participant's Service is terminated by the Company or an employing Affiliate without Cause (as defined in the Participant's employment agreement) or
- (ii) the Participant resigns from the Company or an employing Affiliate for Good Reason (as defined in the Participant's employment agreement),

then, in each case, subject to the Participant's timely execution and nonrevocation of a general release of claims in the form provided by the Company, a portion of the unvested Option (without pro-ration) shall vest and become exercisable on the Termination Date, with such portion determined based on the attainment of the applicable performance criteria as of the Termination Date. The portion of the Option that is vested (whether by application of this Section 5.2 or otherwise) on the Termination Date shall remain exercisable through the six-month anniversary of the Termination Date (but in no event beyond the Expiration Date) and shall thereafter expire. Any portion of the Option that remains unvested as of the Termination Date shall be forfeited and cancelled, without consideration, on the Termination Date. In the event the Company completes a Significant Corporate Transaction, and the Committee determines that adjustments are appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan, the Committee shall make adjustments in the terms and conditions of the Option that are appropriate to preserve such intended benefits, as determined in the good faith discretion of the Committee. For purposes of these Terms and Conditions, "**Significant Corporate Transaction**" means the occurrence of a Change in Control or the completion of another significant corporate transaction of the Company (as determined in the good faith discretion of the Board, and which shall include the sale or a spin-off of a material portion of the Company's business).

3. **Retirement.** Notwithstanding any provision of the Plan to the contrary, the Option shall not be subject to any provision regarding "Retirement" as defined in the Plan or otherwise. In the event the Participant's Service terminates due to Retirement, then notwithstanding any provision in the Plan or these Terms and Conditions to the contrary any unvested portion of the Option granted to the Participant shall be immediately forfeited.
4. **Other Termination of Service.** If the Participant's Service terminates for any reason other than as set forth in Section 5.1 or 5.2 above,
- (i) Any unvested portion of the Option as of the Termination Date shall be forfeited and canceled on the date of termination, and
 - (ii) The vested portion, if any, of the Option shall remain exercisable through (i) the date that is six months after the Participant's Termination Date, if the six-month period commences in an open trading window, or (ii) if the six-month period commences in a closed trading window, the date that is six months from the first day of the next open trading window. Any vested Option remaining outstanding after such date shall thereafter expire.
5. **Option Expiration.** In no event may the Option be exercised after the Expiration Date.

VI. REPRESENTATIONS AND WARRANTIES OF THE PARTICIPANT

The Participant, severally as to itself only and not jointly as to or with anyone else, hereby represents and warrants to the Company as follows:

1. **Authority and Enforceability.** The Participant has full power and authority to enter into these Terms and Conditions, the execution and delivery of which has been duly authorized and these Terms and Conditions constitutes a valid and legally binding obligation of the Participant, except as may be limited by bankruptcy, reorganization, insolvency, moratorium and similar laws of general application relating to or affecting the enforcement of rights of creditors, and except as enforceability of the obligations hereunder are subject to general principles of equity (regardless of whether such enforceability is considered in a proceeding in equity or law).
2. **No Conflict; Required Filings and Consents.** The execution, delivery and performance by the Participant of these Terms and Conditions and the consummation by the Participant of the transactions contemplated hereby do not and will not (a) violate any law, or (b) require any consent or approval of any person, including any registration or filing with, or notice to any governmental authority.

Investment Purpose; Independent Decision. Any Shares the Participant acquires are solely for the Participant's own beneficial account, for investment purposes, and not with a view towards, or resale in connection with, any distribution attributable to the Shares. The Participant acknowledges and agrees that the decision to acquire the Shares pursuant to these Terms and Conditions is a decision that he makes and executes independently, and that neither the Company nor its agents shall be liable with respect to any action the Participant takes in connection with acquiring the Shares pursuant to these Terms and Conditions.

VII. GENERAL PROVISIONS

1. Nontransferability.

- (i) Except as provided in Section 7.1(ii), no Option granted under the Plan may be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the laws of descent or distribution and all rights with respect to the Option shall be available during the Participant's lifetime only to the Participant or the Participant's guardian or legal representative. The Committee may, in its sole discretion, require the Participant's guardian or legal representative to supply it with evidence the Committee deems necessary to establish the authority of the guardian or legal representative to act on behalf of the Participant.
- (ii) Subject to applicable law, all or a portion of the Option may be transferred to a Successor. Such transferred Option may not be further sold, transferred, pledged, assigned or otherwise alienated by the Successor, and shall be subject in all respects to the terms of these Terms and Conditions and the Plan. For a transfer to be effective, the Successor shall promptly furnish the Company with written notice thereof and a copy of such evidence as the Committee may deem necessary to establish the validity of the transfer and the acceptance of the Successor of the terms and conditions of the Plan.

2. Securities Law Requirements.

- (i) If at any time the Committee determines that issuing Shares would violate applicable securities laws, the Company will not be required to issue such Shares. The Committee may declare any provision of these Terms and Conditions or action of its own null and void, if it determines the provision or action fails to comply with the short-swing trading rules. As a condition to exercise, the Company may require the Participant to make written representations it deems necessary or desirable to comply with applicable securities laws.
- (ii) No Person who acquires Shares under these Terms and Conditions may sell the Shares, unless they make the offer and sale pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "**Securities Act**"), which is current and includes the Shares to be sold, or an exemption from the registration requirements of the Securities Act.

3. No Limitation on Rights of the Company.

The grant of the Option does not and will not in any way affect the right or power of the Company to make adjustments, reclassifications or changes in its capital or business structure, or to merge, consolidate, dissolve, liquidate, sell or transfer all or any part of its business or assets.

Participant to Have No Rights as a Shareholder. Before the date as of which the Participant is recorded on the books of the Company as the holder of any Shares, the Participant will have no rights as a shareholder with respect to those Shares.

4. **Notice.** Any notice or other communication required or permitted under these Terms and Conditions must be in writing and must be delivered personally, sent by certified, registered or express mail, or sent by overnight courier, at the sender's expense. Notice will be deemed given when delivered personally or, if mailed, three (3) days after the date of deposit in the United States mail or, if sent by overnight courier, on the regular business day following the date sent. Notice to the Company should be sent to:

Coty Inc.
350 Fifth Avenue
New York, New York 10118 Attention: General Counsel

Notice to the Participant should be sent to the address on file with the Company. Either party may change the Person and/or address to which the other party must give notice under this Article 7 by giving such other party written notice of such change, in accordance with the procedures described above.

5. **Successors.** All obligations of the Company under these Terms and Conditions will be binding on any successor to the Company, whether the existence of the successor results from a direct or indirect purchase of all or substantially all of the business of the Company, or a merger, consolidation, or otherwise.
6. **Governing Law.** To the extent not pre-empted by federal law, these Terms and Conditions will be construed and enforced in accordance with, and governed by, the laws of the State of New York, without giving effect to its conflicts of law principles that would require the application of the law of any other jurisdiction.
7. **Plan and Terms and Conditions Not a Contract of Employment or Service.** Neither the Plan nor these Terms and Conditions are a contract of employment or Service, and no terms of the Participant's employment or Service will be affected in any way by the Plan, these Terms and Conditions or related instruments, except to the extent specifically expressed therein. Neither the Plan nor these Terms and Conditions will be construed as conferring any legal rights on the Participant to continue to be employed or remain in Service with the Company, nor will it interfere with any Company Party's right to discharge the Participant or to deal with him or her regardless of the existence of the Plan, these Terms and Conditions or the Option.
8. **Plan Document Controls.** The rights granted under these Terms and Conditions are in all respects subject to the provisions set forth in the Plan to the same extent and with the same effect as if set forth fully in these Terms and Conditions. If the terms of these Terms and Conditions conflict with the terms of the Plan document, the Plan document will control.
9. **Amendment of the Terms and Conditions.** These Terms and Conditions may be amended unilaterally by the Committee to the extent provided under the Plan, or by a written instrument signed by both parties.
- Entire Agreement.** These Terms and Conditions, together with the Plan, constitutes the entire obligation of the parties with respect to the subject matter of these Terms and Conditions and supersedes any prior written or oral expressions of intent or understanding with respect to such subject matter.

10. **Administration.** The Committee administers the Plan and these Terms and Conditions. The Participant's rights under these Terms and Conditions are expressly subject to the terms and conditions of the Plan, including any guidelines the Committee adopts from time to time. The Participant hereby acknowledges receipt of a copy of the Plan.
11. **Section 409A.** The Option awarded pursuant to these Terms and Conditions are intended to comply with or, in the alternative, be exempt from Section 409A. Any reference to a termination of Service shall be construed as a "separation from service" for purposes of Section 409A.

COTY INC.

By: /s/ Priyadarshini Srinivasan Name: Priyadarshini Srinivasan
Title: Chief People and Purpose Officer

Certification

I, Markus Strobel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Coty 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 registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2026

/s/Markus Strobel

Markus Strobel

Executive Chairman and Interim Chief Executive Officer

Certification

I, Laurent Mercier, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Coty 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 registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 5, 2026

/s/Laurent Mercier
Laurent Mercier
Chief Financial Officer

Certification
Pursuant to Rule 13a-14(b) or
Rule 15d-14(b) and 18 U.S.C. Section 1350
(as adopted pursuant to Section 906 of the
Sarbanes-Oxley Act of 2002)

Pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), the undersigned officer of Coty Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The quarterly report on Form 10-Q for the quarter ended March 31, 2026 (the "Report") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (15 U.S.C. 78m or 78o(d)), and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2026

/s/ Markus Strobel

Markus Strobel
Executive Chairman and Interim Chief Executive Officer

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and for no other purpose.

Certification
Pursuant to Rule 13a-14(b) or
Rule 15d-14(b) and 18 U.S.C. Section 1350
(as adopted pursuant to Section 906 of the
Sarbanes-Oxley Act of 2002)

Pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), the undersigned officer of Coty Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The quarterly report on Form 10-Q for the quarter ended March 31, 2026 (the "Report") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (15 U.S.C. 78m or 78o(d)), and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 5, 2026

/s/Laurent Mercier
Laurent Mercier
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code) and for no other purpose.