

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

FORM 10-K

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

(Mark One)

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

For The Fiscal Year Ended December 31, 2025

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

For the transition period from \_\_\_\_ to \_\_\_\_

Commission File Number 1-16137



INTEGGER HOLDINGS CORPORATION  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)  
5830 Granite Parkway, Suite 1150  
(Address of principal executive offices)

Plano, Texas

(214) 618-5243  
(Registrant's telephone number, including area code)

16-1531026  
(I.R.S. Employer Identification No.)

75024  
(Zip Code)

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

Title of each class  
Common Stock, Par Value \$0.001 Per Share

Trading Symbol(s)  
ITGR

Name of each exchange on which registered  
New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by checkmark 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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

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

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

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

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

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

The aggregate market value of common stock held by non-affiliates as of June 27, 2025 (the last business day of the registrant's most recently completed second fiscal quarter), based on the last sale price of \$122.56, as reported on the New York Stock Exchange on that date was approximately \$4.261 billion. Solely for the purpose of this calculation, shares held by directors and officers and 10 percent stockholders of the registrant have been excluded. This exclusion should not be deemed a determination or an admission that these individuals are, in fact, affiliates of the registrant.

Shares of common stock outstanding as of February 18, 2026: 34,407,347

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following document are specifically incorporated by reference into the indicated parts of this report:

Document	Part
Proxy Statement for the 2026 Annual Meeting of Stockholders (which shall be filed with the U.S. Securities and Exchange Commission within 120 days after the end of the fiscal year to which this report relates)	Part III, Item 10 "Directors, Executive Officers and Corporate Governance"
	Part III, Item 11 "Executive Compensation"
	Part III, Item 12 "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters"
	Part III, Item 13 "Certain Relationships and Related Transactions, and Director Independence"
	Part III, Item 14 "Principal Accountant Fees and Services"

INTEGER HOLDINGS CORPORATION  
ANNUAL REPORT ON FORM 10-K  
For the Year Ended December 31, 2025  
TABLE OF CONTENTS

	PART I	PAGE
<a href="#">Item 1.</a>	<a href="#">Business</a>	<a href="#">3</a>
<a href="#">Item 1A.</a>	<a href="#">Risk Factors</a>	<a href="#">16</a>
<a href="#">Item 1B.</a>	<a href="#">Unresolved Staff Comments</a>	<a href="#">30</a>
<a href="#">Item 1C.</a>	<a href="#">Cybersecurity</a>	<a href="#">31</a>
<a href="#">Item 2.</a>	<a href="#">Properties</a>	<a href="#">33</a>
<a href="#">Item 3.</a>	<a href="#">Legal Proceedings</a>	<a href="#">33</a>
<a href="#">Item 4.</a>	<a href="#">Mine Safety Disclosures</a>	<a href="#">33</a>
	PART II	
<a href="#">Item 5.</a>	<a href="#">Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">34</a>
<a href="#">Item 6.</a>	<a href="#">[Reserved]</a>	<a href="#">35</a>
<a href="#">Item 7.</a>	<a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">36</a>
<a href="#">Item 7A.</a>	<a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">50</a>
<a href="#">Item 8.</a>	<a href="#">Financial Statements and Supplementary Data</a>	<a href="#">51</a>
<a href="#">Item 9.</a>	<a href="#">Changes in and Disagreements With Accountants on Accounting and Financial Disclosure</a>	<a href="#">107</a>
<a href="#">Item 9A.</a>	<a href="#">Controls and Procedures</a>	<a href="#">107</a>
<a href="#">Item 9B.</a>	<a href="#">Other Information</a>	<a href="#">107</a>
<a href="#">Item 9C.</a>	<a href="#">Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</a>	<a href="#">107</a>
	PART III	
<a href="#">Item 10.</a>	<a href="#">Directors, Executive Officers and Corporate Governance</a>	<a href="#">108</a>
<a href="#">Item 11.</a>	<a href="#">Executive Compensation</a>	<a href="#">108</a>
<a href="#">Item 12.</a>	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<a href="#">108</a>
<a href="#">Item 13.</a>	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">108</a>
<a href="#">Item 14.</a>	<a href="#">Principal Accountant Fees and Services</a>	<a href="#">108</a>
	PART IV	
<a href="#">Item 15.</a>	<a href="#">Exhibits and Financial Statement Schedules</a>	<a href="#">109</a>
<a href="#">Item 16.</a>	<a href="#">Form 10-K Summary</a>	<a href="#">112</a>
	<a href="#">Signatures</a>	<a href="#">113</a>

PART I

---

ITEM 1. BUSINESS

---

**OVERVIEW**

Integer Holdings Corporation, headquartered in Plano, Texas, is one of the world's largest medical device contract development and manufacturing organizations ("CDMOs"), serving the Cardio and Vascular, Neuromodulation, and Cardiac Rhythm Management markets. As a strategic partner of choice, we advance the goals of our medical device customers through industry-leading engineering and manufacturing, with a relentless commitment to quality, service, and innovation. Our brands include Greatbatch Medical® and Lake Region Medical®. Our primary customers include large, multi-national original equipment manufacturers ("OEMs") and their affiliated subsidiaries. When used in this report, the terms "Integer," "we," "us," "our" and the "Company" mean Integer Holdings Corporation and its subsidiaries.

Over the past several years, Integer has evolved our portfolio strategy to focus on higher growth medtech markets where we possess differentiated capabilities. Integer continues to execute a tuck-in acquisition strategy that has added capabilities, leading brands and complementary technologies, increased customer penetration, and enhanced scale in our targeted growth markets. These markets are attractive to Integer because they have strong, long-term growth characteristics, and allow us to leverage our existing expertise in process technology and systems engineering to provide comprehensive solutions to our customers. Integer is now a pure-play medical technology company focused on Cardio and Vascular, Neuromodulation, and Cardiac Rhythm Management markets.

**Our Acquisitions**

The following is a summary of our acquisitions since the beginning of 2025.

On December 4, 2025, we acquired certain assets of Biocoat Incorporated ("Biocoat"). Prior to the acquisition, Biocoat was a privately-held manufacturer specializing in high value surface coating technology platforms, including UV and thermal cure hydrophilic coatings.

On February 28, 2025, we acquired substantially all of the assets and assumed certain liabilities of Vertical Solutions, Inc., d/b/a VSi Parylene ("VSi"). Prior to the acquisition, VSi was a privately-held full-service provider of parylene coating solutions, primarily focused on complex medical device applications.

On January 7, 2025, we acquired substantially all of the assets and assumed certain liabilities of certain subsidiaries of Katahdin Industries, Inc., including its main operating subsidiary, Precision Coating LLC (collectively "Precision"). Prior to the acquisition, Precision was a privately-held manufacturer specializing in high value surface coating technology platforms, including fluoropolymer, anodic coatings, ion treatment solutions and laser processing.

Refer to Note 2, "Business Acquisitions" of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information about the transactions above.

## REPORTING SEGMENT AND PRODUCT LINES

We operate our business in one reportable segment and derive our revenues from three principal product lines: Cardio & Vascular, Cardiac Rhythm Management & Neuromodulation and Other Markets.

### Cardio & Vascular

The Cardio & Vascular product line leverages a global footprint to produce a full range of components, subassemblies, and finished devices used in interventional cardiology, structural heart, heart failure, peripheral vascular, neurovascular, interventional oncology, electrophysiology, vascular access, infusion therapy, hemodialysis, urology, and gastroenterology procedures.

The following are the principal products and services offered by our Cardio & Vascular product line:

**Interventional Cardiology.** Our interventional cardiology portfolio is focused primarily on the design, development and manufacture of catheter and wire-based technologies intended to diagnose and treat cardiac disease. Key products and capabilities span a full suite of devices including coronary stents, balloon catheters, atherectomy devices, imaging and sensing devices, chronic total occlusion solutions, percutaneous transluminal coronary angioplasty and access guidewires, introducer sheaths, and vascular closure devices. Core areas of technical expertise include laser-cut hypotubes, catheter shafts (extrusion, filameast, and reflow), integrated hub assemblies, pad printing, tip shaping, hydrophobic and hydrophilic coatings, complex machining, and sensor integration.

**Structural Heart and Heart Failure.** Structural heart and heart failure products include those used by cardiologists, echocardiographers, cardiac surgeons, and heart failure specialists to treat diseases or defects of the heart, such as valvular diseases and congenital defects. Integer provides components, subassemblies, and finished devices to these markets leveraging a wide range of technologies and capabilities. These include laser-cut and machined components, complex braided meshes, guidewires, introducer sheaths, steerable sheaths and delivery catheters, and implants used in transcatheter aortic valve replacement, balloon aortic valvuloplasty, transcatheter mitral valve repair and replacement, tricuspid mitral valve repair and replacement, atrial and defect closure, left ventricular assist, and shunt procedures.

**Peripheral Vascular, Neurovascular, and Interventional Oncology.** Our peripheral vascular, neurovascular, and interventional oncology portfolio is primarily focused on the design, development and manufacture of devices used during the treatment of peripheral artery disease, transcatheter embolization and occlusion, aortic aneurysm repair, and neurovascular stroke treatment. Our broad portfolio of devices, capabilities and technology platforms provides our customers with cost effective, high quality solutions ranging from device components to complex assemblies to finished devices such as regulatory approved guidewires and introducers.

Integer's broad technology and capability portfolio within the peripheral vascular markets enables us to address the full spectrum of devices needed in the diagnoses and treatment of peripheral vascular disease. In the peripheral artery disease markets, our technologies are focused on the manufacture and development of interventional guidewires, support catheters, introducers and guiding sheaths, balloon catheters, self-expanding stents, stent coating, and stent grafts as well as embolic protection devices. Our neurovascular technology portfolio encompasses micro guidewires, micro and access catheters, aspiration catheters, stent retrievers, embolization coils, hydrophilic coatings, as well as flow diverters. In the interventional oncology market, we offer customers guidewires and microcatheters designed to enable the effective delivery of embolic agents.

**Electrophysiology.** Electrophysiology products include devices used by electrophysiologists and interventional cardiologists for the treatment of cardiac arrhythmias, such as atrial fibrillation. Integer primarily produces devices used for treatment of atrial fibrillation, the most prevalent cardiac arrhythmia. These devices include sheaths and needles for transseptal access, diagnostic and mapping catheters to record and map the arrhythmia sources, and ablation catheters to create lesions for blocking the arrhythmia signals. Integer has the technical capabilities and expertise to provide the full spectrum of products from components to finished devices. Typical components include polyimide tubing, electrode rings, platinum tips and fine wires. Sub-assemblies include electrode ring and wire assemblies, steerable handle assemblies, and spline and basket assemblies. Finished devices include steerable transseptal sheaths, diagnostic catheters and ablation catheters.

**Vascular Access, Infusion Therapy and Hemodialysis.** Our solutions in these markets are focused on vessel access, treatment and device placement for medication and fluid delivery in patients with severe conditions requiring repeated vessel access. We design and manufacture a wide range of vascular access guidewires, stylets, catheters, valved / non-valved peelable and micro introducers. Our portfolio of market-ready vascular access guidewires and introducers kits enables a range of venous and arterial access applications, including transradial access. Additionally, we support customers with custom introducer sheaths and kit solutions leveraging our deep expertise in thin-wall sheath design, hydrophilic coatings and guidewire manufacturing (including polymer-jacketed, mandrel, and nitinol core guidewire constructions).

**Non-vascular Markets:** Within the Cardio & Vascular product line, we also manage non-vascular markets for which we have expertise and offer a broad range of products, technologies and capabilities. Those markets include:

**Urology:** Our main focus is in endourology for which we develop and manufacture finished devices and components for access and interventional devices such as guidewires, ureteral access sheaths, dilation devices, retrieval devices, ureteral stents, biopsy forceps, and endoscopes.

**Gastroenterology:** Our comprehensive range of technologies and capabilities enable us to support our customers' needs with a broad variety of products such as guidewires, dilatation devices, retrieval devices, snares, wire-formed and polymer stents, stent delivery systems, RF ablation devices, and endoscopes.

#### **Cardiac Rhythm Management & Neuromodulation**

The Cardiac Rhythm Management & Neuromodulation product line offers design, development and manufacturing capabilities for components, sub-assemblies, assemblies, and finished medical device systems. We support a variety of clinical markets, with an emphasis on the following markets:

**Cardiac Rhythm Management.** The cardiac rhythm management ("CRM") market comprises implanted medical devices ("IMDs"), implanted leads, procedure accessories, as well as external devices that monitor and treat heart rhythm disorders and heart disease. Examples of CRM products include implantable pacemakers, implantable cardioverter defibrillators ("ICDs"), insertable cardiac monitors ("ICMs"), implantable cardiac pacing and defibrillation leads, and heart failure therapies such as ventricular assist devices and cardiac resynchronization devices ("CRT-P" and "CRT-D"). An IMD system generally includes an implantable pulse generator ("IPG") and one or more stimulation leads. An IPG is a small battery powered device implanted under the skin in the chest that can sense and produce electrical pulses through specialized wires called leads. These leads sense electrical heart signals and carry them back to the IPG which in turn delivers electrical pulses back through the lead to the heart to deliver therapy.

Our portfolio of technologies and products include components, sub-assemblies, and assemblies for active IPGs, implanted sensing and stimulation leads, accessories, or external instruments. Our investments in research and development have created leadership positions in battery, capacitor, and feedthrough technology, including filtered feedthroughs. We are also a supplier of medical stamped components, and shallow and deep draw casings and assemblies.

Beyond the IPG, Integer's CRM product line provides lead development and manufacturing solutions including expertise in low-polarization specialty-coated electrodes and components, and lead and device accessories such as stylets, guidewires, introducers, and lead adapters. Integer also offers fully designed and manufactured epicardial pacing leads.

**Neuromodulation.** Similar to the CRM market, the neuromodulation ("Neuro") market comprises IPGs, implanted leads, procedure accessories, and external devices, such as battery chargers, trial stimulators and patient controllers. Examples of Neuro products include implantable spinal cord stimulators for chronic pain, sacral nerve stimulators for incontinence, deep brain stimulators for movement disorders and other IMDs to treat psychiatric disorders, sleep disorders and hearing loss. The Neuro market also includes several new emerging applications, such as implanted bioelectronic devices aimed at treating chronic diseases.

Within the Neuro market, we offer IMD component technologies that have been developed to meet the needs of our customers including our Xcellion® line of lithium-ion rechargeable batteries, QMR® and CFx non-rechargeable batteries, feedthroughs, device enclosures, machined components and lead components and sub-assemblies. Additionally, Integer helps OEMs and other emerging companies with the development and manufacture of complete neuromodulation IMD solutions, including custom IPGs, programmer systems, battery chargers, patient controllers, fully finished lead systems and accessories from initial development through commercial quantities.

#### **Other Markets**

We provide a broad range of products and services to other markets such as minimally invasive surgery, general surgery, orthopedics, and Portable Medical. Other markets are areas where Integer is not strategically focused.

**Portable Medical.** Our offerings include customized rechargeable batteries and chargers to power medical devices across multiple clinical markets including patient monitoring, ventilators, portable defibrillators, portable ultrasound and X-Ray machines.

During 2021, we initiated plans to exit our portable medical market to enhance profitability and reallocate manufacturing capacity to support growth. Since that time, we have been working closely with impacted customers to support the transition of these products to other suppliers. Due to quality and regulatory requirements, we expected it would take three to four years to complete this transition. We currently expect Portable Medical sales to wind down with the final sales and market exit occurring in 2026.

## OTHER FACTORS IMPACTING OUR OPERATIONS

### Customers

Our products are designed to provide reliable, long-lasting solutions that meet the evolving requirements and needs of our customers. The nature and extent of our commercial relationships with each of our customers are different in terms of breadth of products purchased, product volumes, length of contractual commitment, ordering patterns, inventory management, and selling prices. Contracts with customers can include rebates and tiered pricing arrangements based on predetermined volume levels, in which higher volume levels typically have lower pricing, or specific prices are offered to customers in exchange for increased volume levels and/or longer contract terms. Typically, our contracts specify minimum order quantities and lead times.

Our customers may have inventory management programs, vertical integration plans and/or alternate supply arrangements that may not be communicated to or shared with us. Additionally, the relative market share among the OEM manufacturers changes periodically, which may cause customer inventory levels to rebalance to match new demand. Consequently, these and other factors can significantly impact our sales in any given period. Our customers may initiate field actions with respect to market-released products. These actions may include product recalls or communications with a significant number of physicians about a product or labeling issue. The scope of such actions can range from very minor issues affecting a small number of units to more significant actions.

Our customers are primarily large multi-national medical device OEMs and their subsidiaries. During 2025, three of our customers, Abbott Laboratories, Boston Scientific and Medtronic were each in excess of 10% of total sales and collectively accounted for 49% of our total sales. We believe that the diversification of our sales among the various subsidiaries and market segments with those three customers reduces our exposure to negative developments with any one customer. The loss of a significant amount of business from any large customer or a further consolidation of such customers could have a material adverse effect on our financial condition and results of operations, as further explained in Item 1A, "Risk Factors," of this report.

### Sales and Marketing

With limited exceptions, we sell our products directly to our customers, including large, multi-national OEMs and their affiliated subsidiaries. In 2025, approximately 53% of our products sold were shipped to locations in the United States ("U.S."). Sales within and outside the U.S. are primarily to customers whose corporate offices are located and headquartered in the U.S. Information regarding our sales by geographic area is set forth in Note 19, "Segment and Geographic Information," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report.

Although the majority of our customers contract with us to develop custom components and assemblies to fit their product specifications, we also provide system and device solutions ready for market distribution by OEMs. We have established close working relationships between our internal program managers and our customers. We market our products and technologies at industry meetings and trade shows domestically and internationally. We have placed additional emphasis on reaching long-term agreements with our OEM customers to secure our revenue base and incentivize growth.

Internal account executives support all sales activity and involve engineers and technology professionals in the sales process to address customer requests across all product lines. For system and device solutions, we partner with our customers' research, marketing, and clinical groups to jointly develop technology platforms in alignment with their product roadmaps and therapy needs.

We leverage our account executives with support from our engineers to design and sell product solutions into our targeted markets. Our account executives are trained to assist our customers in selecting appropriate materials and configurations. We market our products and services through well-defined selling strategies and marketing campaigns that are customized for each of the industries we target.

Firm backlog orders at December 31, 2025 were approximately \$675 million. The majority of the orders outstanding at December 31, 2025 are expected to be shipped within one year.

### Competition

The CDMO industry has traditionally been highly fragmented amongst several hundred companies, many of which we believe have limited manufacturing capabilities and limited sales and marketing expertise. We believe that very few companies offer the scope of manufacturing capabilities and services that we provide to medical device companies; however, we may compete in the future against other companies that provide broad manufacturing capabilities and related services. We compete against different companies depending on the type of product or service offered or the geographic area served. We also face competition from existing and prospective customers that employ in-house capabilities to produce some of the products we provide.

Our existing or potential competitors include suppliers with different subsets of our manufacturing capabilities, suppliers that concentrate in niche markets, and suppliers that have, are developing, or may in the future develop, broad manufacturing capabilities and related services. We compete for new business at all phases of the product life cycle, which includes development of new products, the redesign of existing products and transfer of mature product lines to outsourced manufacturers. Competitive advantage is generally based on reputation, quality, delivery, responsiveness, breadth of capabilities, including design and engineering support, price, customer relationships and increasingly the ability to provide complete supply chain solutions rather than only producing and providing individual components.

#### **Acquisitions and Investments**

One facet of our growth strategy is to acquire additional technology or manufacturing capabilities to expand our product offering in our key existing growth markets. We expect to continue to engage in business development activities and technology licensing arrangements to support our growth in these markets.

As our customers grow and consolidate, they seek suppliers who can offer broad product capabilities, manufacturing scale and facilitate speed to market. Our strategy aligns with enhancing our portfolio from both organic and inorganic means to partner more broadly with our customers to support their growth. Our inorganic strategy will be primarily focused on strategic “tuck-in” acquisitions that will supplement our existing product portfolio.

#### **Strategic Overview**

Integer’s mission is to advance the goals of our medical device customers through industry-leading engineering and manufacturing, with a relentless commitment to quality, service, and innovation. Our three key focus areas comprise two elements each and are designed to drive sustained outperformance.

**Customer Success** recognizes that Integer’s success depends upon our ability to enable our customers to achieve their goals and objectives.

- Customer Experience: we are committed to delivering exceptional service in every interaction with our customers throughout the product life cycle.
- Impactful Innovation: we focus on delivering meaningful, differentiated and innovative solutions that create value for our customers and help improve patients’ lives.

**Operational Excellence** reflects our focus on continuous improvements at all levels of our organization to ensure we meet our customers’ needs effectively and efficiently, while creating value for our stakeholders.

- Integer Operating System (“IOS”): we are taking a systemic approach to optimizing our business by streamlining and standardizing our key processes.
- Integer Production System (“IPS”): as a key component of the IOS, IPS is designed to standardize manufacturing systems and processes by leveraging best practices to deliver world-class operational performance in the areas of safety, quality, delivery, and overall efficiency.

**Leadership Impact** reflects our ongoing investment in developing strong leaders to continuously raise the bar on performance and deliver sustained results for our customers and stakeholders.

- Leadership Capability: we are focused on developing strong leaders from within the Company, while continuing to attract talent externally, to position our Company for sustained outperformance.
- Engaged Associates: our associates are our most important strength, and we continue to ensure they are motivated, empowered, and aligned with our Company’s vision, mission, and goals.

We believe we are well-positioned within the medical device market and that there is a robust pipeline of opportunities to pursue. We have expanded our medical device capabilities and are excited about opportunities to partner with customers to drive innovation. We believe we have the scale and global presence, supported by world-class engineering, manufacturing, and quality capabilities, to capture these opportunities, drive sales growth, and expand margins over the long-term.

#### **Research and Product Development**

Our position as a leading developer and manufacturer of medical devices and components is largely the result of our long history of technological innovation. Our scientists, engineers and technicians focus on developing new products, improving and enhancing existing products, and expanding the use of our products in new or tangential applications. In addition to our internal technology and capability development efforts aimed at providing our customers with differentiated solutions, we also engage outside research institutions for unique technology projects.

We believe our core business is well positioned because our OEM customers leverage our portfolio of intellectual property. We continue to build a healthy pipeline of diverse medical technology opportunities and provide a new level of industry leading capabilities and services to our OEM customers across the full range of medical device products and services. We are at the forefront of innovating technologies and products that help change the face of healthcare, enabling us to provide our customers with a distinct advantage as they bring complete medical systems and solutions to market. In turn, our customers are able to accelerate patient access to life enhancing therapies. We offer our customers a comprehensive portfolio comprising the best technologies, providing a single point of support, and driving optimal outcomes.

Some of the more significant product development opportunities we are pursuing are as follows:

Product Line	Product Development Projects
Cardio & Vascular	Active projects in structural heart delivery systems subassemblies, structural heart delivery accessories, components for structural heart implants, electrophysiology catheters, accessories and subassemblies, peripheral vascular catheters and guidewires, neurovascular therapies to prevent hemorrhagic and ischemic stroke, enhanced access introducers, gastrointestinal scope components, fractional flow reserve guidewire subassemblies, sensor-enabled guidewires, and oncology catheters. Technology investments to enable our customer's catheter, delivery system, introducer, guidewire, and implant development programs in our core Cardio & Vascular markets.
Cardiac Rhythm Management & Neuromodulation	Active projects to develop custom batteries, filtered feedthroughs, high voltage capacitors and finished device solutions including both leads and IPG systems that reduce the size and cost, while improving performance, for cardiac and neuromodulation devices.

**Patents and Proprietary Technology**

Our policy is to protect our intellectual property rights related to our technologies and products, and we rely on a combination of patents, licenses, trade secrets and know-how to establish and protect our rights. Where appropriate, we apply for U.S. and foreign patents. We also are a party to license agreements with third parties under which we have obtained, on varying terms, exclusive or non-exclusive rights to patents held by them. In the aggregate, these intellectual property assets and licenses are of material importance to our business; however, we believe that no single patent, technology, trademark, intellectual property asset or license is material in relation to any segment of our business or to our business as a whole. As of December 31, 2025, we owned 731 patents, including both U.S. and foreign, and have license rights to a number of other patents.

Design, development and regulatory aspects of our business also provide competitive advantages, and we require our employees, consultants and other parties having access to our confidential information to execute confidentiality agreements. These agreements prohibit disclosure of confidential information to third parties, except in specified circumstances. In the case of employees and consultants, the agreements generally provide that all confidential information relating to our business is the exclusive property of Integer.

**Manufacturing, Regulatory and Quality Assurance**

We leverage our strength as an innovative designer and manufacturer of finished devices and components to the medical device industry. Our manufacturing and engineering services include: design, testing, component manufacture, and device manufacture. We also provide regulatory and clinical services including product registration, clinical evaluations, and post-market surveillance in accordance with the regulatory requirements of the U.S. and European Union ("EU") as well as other geographies. We have integrated our proprietary technologies in our own products and those of our customers. Our flexible, high productivity manufacturing capabilities span sites across the U.S., Mexico, Uruguay, Ireland, Malaysia, Costa Rica and the Dominican Republic.

Due to the highly regulated nature of the products we produce, we have implemented strong quality systems across all sites which are supplemented by a corporate quality system that harmonizes the major functions across sites. The quality systems at our sites are compliant with and certified to various recognized international standards, requirements, and regulations. Each site's quality system is certified under the International Organization for Standardization ("ISO") quality system standard, ISO 13485 (Medical device and component sites). This certification requires, among other things, an implemented quality system that applies (as applicable) to the design and manufacture of components, assemblies and finished medical devices, including component quality and supplier control. Maintenance of these certifications requires periodic re-examination from accredited notified bodies at each facility.

Along with ISO 13485, the facilities producing finished medical devices are subject to oversight by national regulations and the various national regulatory bodies where we do business, including the U.S. Food and Drug Administration ("FDA"), to assure the conformance of devices and components in the international markets where they are sold. For these facilities, we maintain FDA registration and compliance with all applicable domestic and international regulations. Compliance with applicable regulatory requirements is subject to continual internal review and is monitored externally through periodic inspections by regulatory bodies.

#### **Suppliers and Raw Materials**

We purchase some critical raw materials from a limited number of suppliers due to the technically challenging requirements of the supplied product and/or the lengthy process required to qualify these materials both internally and with our customers. We cannot quickly establish additional or replacement suppliers for these materials because of these rigid requirements. For these critical raw materials, we maintain safety stocks and partner with suppliers through contract to help ensure the continuity of supply.

Many of the raw materials that are used in our products are subject to fluctuations in market price. In particular, the prices of precious metals, such as gold or platinum, have historically fluctuated, and the prices that we pay for these materials, and, in some cases, their availability, are dependent upon general market conditions. In most cases, we have pass-through pricing arrangements with our customers that purchase components containing precious metals or have established firm-pricing agreements with our suppliers that are designed to minimize our exposure to market fluctuations.

We utilize competitive pricing methods such as bulk purchases, precious metal forward buys, blanket orders, and long-term contracts to secure supply.

As discussed more fully in Item 1A, "Risk Factors," of this report, our business depends on a continuous supply of raw materials from a limited number of suppliers. If an unforeseen interruption of supply were to occur, we may be unable to obtain substitute sources for these raw materials on a timely basis, on terms acceptable to us or at all, which could harm our ability to manufacture our products profitably or on time. Additionally, we may be unable to quickly establish additional or replacement suppliers for these materials as qualifying an alternative material or supplier may take an extended amount of time and, in some instances, there may be a limited number of worldwide suppliers.

#### **Working Capital Practices**

Our goal is to carry sufficient levels of inventory to ensure that we have adequate supply of raw materials from suppliers and meet the product delivery needs of our customers. We also provide and receive payment terms to customers and from suppliers in the normal course of business, and utilize factoring and supplier financing arrangements. It will continue to be a priority for us to maintain appropriate working capital levels while improving our operating cash flow and managing our leverage ratio.

#### **Government Regulation**

##### *Medical Device Regulation*

Integer develops, manufactures, markets and sells products in multiple countries throughout the world and is therefore subject to regulation by numerous agencies and legislative bodies, including the FDA, European Medicines Agency, Health Product Regulatory Agency, Health Canada, Therapeutics Goods Administration and other comparable foreign counterparts. These regulatory requirements subject our products and our business to numerous risks that are specifically discussed within "Legal and Compliance Risks" under Item 1A, "Risk Factors," of this report. A summary of critical aspects of our regulatory environment is included below.

In the U.S., these regulations are enacted by the Federal Food, Drug and Cosmetic Act and its subsequent amendments, and the regulations issued or proposed thereunder.

The FDA's Quality Management System Regulation sets forth quality requirements for our sites that includes product design and manufacturing processes, requires the maintenance of certain records, and provides for on-site inspection of our facilities and periodic review by the FDA. The ability to commercially market our non-exempt products in the U.S. is granted by the FDA under procedures referred to as 510(k) pre-market notification or pre-market approval ("PMA"). These processes require us to obtain FDA approval or authorization before marketing the device.

The FDA classifies medical devices based on the risks associated with use of the device. Devices are classified into one of three categories - Class I, Class II, or Class III. Class I devices are deemed to be low risk and are therefore subject to the least regulatory controls, referred to as General Controls. Class II devices are higher risk devices than Class I and require greater regulatory controls that generally include General Controls combined with Special Controls. Special Controls define the specific risks to health along with an optional means for addressing those risks. Class III devices are generally the highest risk devices and are therefore subject to the highest level of regulatory control, generally requiring a PMA by the FDA before they are marketed and continued controls in the form of amendments or supplements which require approval prior to making certain product or process changes.

The member countries of the EU have a single set of requirements that apply to all member countries and medical products. The EU is in the process of replacing its regulatory requirements from the European Medical Device Directives ("MDD") and Active Implantable Medical Device Directive ("AIMDD") with the European Medical Device Regulation ("EU-MDR"). The EU MDR became effective in May 2021, resulting in additional premarket and post-market requirements which must be in place by the timeline associated with the class of the device (Class III devices: by the end of 2027; Class III custom-made implantable devices: by May 26, 2026; Some Class IIb implantable devices: by the end of 2027; The remaining Class II devices: by the end of 2028; Unique Device Identification to be included on Class I devices by May 26, 2025). These directives require, and the EU-MDR requires, companies that wish to manufacture and distribute medical devices in the EU to obtain a CE Mark for those products. The CE Mark indicates the product has met minimum standards of performance, essential requirements, safety conformity assessment and quality. Companies must work with an EU recognized Notified Body to gain approval for the product and manufacturing site before obtaining free movement of products throughout the member countries. In Europe, our devices are considered Class IIa, or Class III, under MDD or AIMDD and Class IIa or Class III under the EU-MDR.

In addition to the U.S. and EU, we have approval to manufacture or market our products in numerous other countries and therefore are subject to those countries' regulations affecting, among other things, product standards, sterilization, packaging, labeling, and import requirements. We are also subject to on-site inspection by independent bodies with the authority to issue or not issue certifications we require to sell products in certain countries. Many of the regulations applicable to our devices and products in these countries are similar to those of the U.S. or EU; however, others vary widely, ranging from simple product registrations to detailed submissions.

We believe that the procedures we use for quality control, development, testing, manufacturing, labeling, marketing and distribution of our medical devices conform to the requirements of all pertinent regulations.

#### *Environmental Health and Safety Laws*

We are subject to direct governmental regulation, including the laws and regulations generally applicable to all businesses in the jurisdictions in which we operate. We are subject to federal, state and local environmental laws and regulations governing the emission, discharge, use, storage and disposal of hazardous materials and the remediation of contamination associated with the release of these materials at our facilities and at off-site disposal locations. Our manufacturing and research, development and engineering ("RD&E") activities may involve the controlled use of small amounts of hazardous materials. Liabilities associated with hazardous material releases arise principally under the Federal Comprehensive Environmental Response, Compensation and Liability Act and analogous state laws that impose strict, joint and several liability on owners and operators of contaminated facilities and parties that arrange for the offsite disposal of hazardous materials. We are not aware of any material noncompliance with the environmental laws currently applicable to our business and we are not subject to any material claim for liability with respect to contamination at any of our facilities or any offsite location. We may have environmental liability associated with historic operations as disclosed in Note 14, "Commitments and Contingencies," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report. We may also become subject to environmental liabilities in the future as a result of other historic or current operations.

#### *Conflict Minerals and Supply Chain*

We are subject to Securities and Exchange Commission ("SEC") rules adopted pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act concerning "conflict minerals" (generally tin, tantalum, tungsten and gold) and similar rules adopted by the EU. Certain of these conflict minerals are used in the manufacture of our products. These rules require us to perform an inquiry of all suppliers regarding the country of origin for materials or components containing conflict minerals necessary to the production or functionality of our products. If any such conflict minerals originated in the Democratic Republic of the Congo or adjoining countries (the "DRC region"), we must undertake due diligence efforts to ascertain whether such minerals financed or benefited armed groups in the DRC region. Since our supply chain is complex, our ongoing compliance with these rules could affect the pricing, sourcing and availability of conflict minerals used in the manufacture of our products.

We are also subject to disclosure requirements regarding abusive labor practices in portions of our supply chain under the California Transparency in Supply Chains Act and the UK Modern Slavery Act.

#### *Other Laws and Regulations*

Our sales and marketing practices are subject to regulation by the U.S. Department of Health and Human Services pursuant to federal anti-kickback laws, and are also subject to similar state laws.

## **Human Capital**

Our Board of Directors and the executive team put significant focus on our human capital resources, as we strive to build leadership capability and create an inclusive work environment that inspires excellence and drives results. This framework recognizes the value of individuals as critical to Integer's operational strategy. As of December 31, 2025, Integer employed approximately 11,000 associates in addition to a contingent workforce of approximately 400 to assist with various projects and service functions and address peaks in staff requirements. As of December 31, 2025, our workforce is distributed as follows:

- 43% in the U.S.;
- 25% in Mexico;
- 15% in Ireland;
- 9% in the Dominican Republic;
- 4% in Uruguay;
- 3% in Malaysia; and
- less than 1% combined in China, Costa Rica and Switzerland.

### *Associate Management and Development*

Leaders at Integer are responsible for managing and developing their associates. To facilitate leaders' efforts, we rely on a "Talent Cycle" framework, which is a holistic, integrated approach for meeting the human capital needs of Integer. The Talent Cycle (i) defines the major categories of leadership responsibilities in alignment with the employment lifecycle and (ii) prioritizes programs and resources to ensure these responsibilities are executed consistently. Stages of the Talent Cycle include:

- Planning for current and future capabilities
- Acquiring the critical talent needed to run our business
- Engaging our associates to motivate and retain them
- Differentiating our talent at all levels to foster a performance culture
- Developing our talent to achieve performance excellence
- Building leadership capability and promoting associates who have demonstrated strong leadership capability

Developing our talent is one of the most critical stages in the Talent Cycle and an ongoing focus at Integer. We have defined a model of core skills and competencies to guide associates in their development planning, and we encourage associates to actively focus on their own development through individual development plans, designed to help each associate be more effective in their current role and to prepare for their next role. Additionally, we regularly conduct talent reviews and succession planning to identify and develop our top leadership talent. Finally, all associates participate in our performance management process, which involves both ongoing feedback and a formal performance evaluation at year-end.

### *Leadership Development*

Our success as a company is tied to the effectiveness of our leaders in setting direction, aligning resources and engaging our workforce in accomplishing our strategic goals. To that end we have built a foundation of leadership development resources and programs to enhance our leaders' capabilities. This includes leadership competencies, feedback tools, and various online and virtual programs aligned to our talent programs and leadership competencies. New leaders also complete training as part of their onboarding experience to learn about leadership expectations at Integer.

### *Competitive Pay/Benefits*

Our total rewards program is designed to attract, retain and motivate associates to contribute to Integer's success, and includes market-competitive elements reflective of the geographies in which we operate. We incorporate many factors into associate pay decisions, including market comparisons of compensation and benefits for similar roles, individual associate skills and experience in their role, individual performance annually and over multiple years, and relative contributions to the Company's short- and long-term success.

*Inclusion and Non-Discrimination*

Through our values and Code of Conduct, we strive to create a culture that unifies and embraces the uniqueness that each associate brings to Integer, which we believe positions us for long-term success. We are committed to creating a better, more inclusive company in which all of us accept, respect and value one another's individual differences, encouraging different perspectives and ideas that improve team synergy and communication. We seek to cultivate an inclusive mindset in our leaders and associates and foster an inclusive work environment, so the Company can seek to realize the full value of its workforce. The Company has established and maintains seven employee resource groups, each of which is open to all associates.

As part of our management approach and culture of promoting, protecting and respecting all associates, we continue to encourage a workplace free from discrimination or unlawful harassment. We continue to achieve our goal of 100% of associates globally completing annual Code of Conduct and Anti-Harassment, Non-Discrimination and Anti-Retaliation training. Training is conducted in multiple languages, including English, Spanish and Malay, covering all legal and ethical requirements, and is provided when onboarding all associates hired at Integer and conducted annually thereafter. In addition, all Board members and professional and management associates are required to annually review and certify their understanding of, and agreement to comply with, our Code of Conduct.

**Seasonality**

Our business is generally not seasonal in nature. However, since most of our customers are large OEM businesses, our sales are influenced by the inventory levels they carry, which can cause shifts in our sales volume as their inventories fluctuate.

**Available Information**

Our Internet address is [www.integer.net](http://www.integer.net). We also make available free of charge through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") as soon as reasonably practicable after we electronically file those reports with, or furnish them to, the SEC. The information contained on our website is not incorporated by reference in this annual report on Form 10-K and should not be considered a part of this report. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers, including the Company, that file electronically with the SEC. The public can obtain any documents that we file with the SEC at [www.sec.gov](http://www.sec.gov).

## INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Information concerning our executive officers is presented below as of February 23, 2026. The officers' terms of office run from year to year until the first meeting of the Board of Directors occurring immediately following our Annual Meeting of Stockholders, and until their successors are elected and qualified, except in the case of earlier death, retirement, resignation or removal.

**Payman Khales**, age 56, is President and Chief Executive Officer of the Company and a member of our Board of Directors. He assumed those roles on October 24, 2025. Previously, Mr. Khales served as the Company's Chief Operating Officer, where he oversaw the Company's Cardio & Vascular and Cardiac Rhythm Management and Neuromodulation product categories, as well as global Operations and Manufacturing Strategy. He joined the Company in 2018 as President, Cardio & Vascular. Prior to joining Integer, Mr. Khales was the President of the Environmental Technologies Segment at CECO Environmental Company from May 2014 through July 2017. Previously, he was employed by Ingersoll Rand Company where he held a variety of different roles in the United States and Canada, including Vice President Product Management for the global Power Tools division from January 2012 through April 2014, and Vice President Strategic Accounts & Channels from February 2010 through December 2011.

**Lindsay Blackwood**, age 49, is Senior Vice President, General Counsel, Chief Ethics and Compliance Officer and Corporate Secretary and has served in that role since joining the Company in March 2025. Ms. Blackwood previously served as the Executive Vice President and General Counsel and Corporate Secretary of The Brink's Company ("Brink's") from November 2021 to March 2025. She joined Brink's in 2012 as Assistant General Counsel and, in 2020, was named Vice President, Associate General Counsel. She served as Brink's Corporate Secretary from 2013 to 2025. Prior to joining Brink's, she served as Associate Chief Counsel and Corporate Secretary for Cigna Corporation, a multinational healthcare and insurance company.

**Tony Carr**, age 47, has served as Executive Vice President, Quality and Regulatory Affairs since May 2025. He previously served as Senior Vice President of Global Quality, Regulatory, and Compliance at Getinge, beginning in April 2023. Prior to that, he spent over 20 years at Boston Scientific Corporation ("Boston Scientific"), where he held roles of increasing responsibility, including Vice President, Quality for Boston Scientific's Endoscopy and Urology businesses.

**John Harris**, age 66, is Executive Vice President, Global Operations and Manufacturing Strategy. Mr. Harris was promoted to his current position in January 2024 from Senior Vice President, Operations for the Cardio & Vascular product line, which position he had held since 2022. During his 25-year career with Integer, John has held numerous executive roles, including also serving as Vice President of Operations for Cardio & Vascular product line from 2018 to 2022.

**Andrew Senn**, age 44, is President, Cardio and Vascular. Mr. Senn was appointed to the position in January 2025. Previously, Mr. Senn began serving as Senior Vice President, Strategy and Business Development in January 2022 and assumed the Investor Relations responsibilities in February 2023. From October 2015 to January 2022, Mr. Senn served as Vice President in various roles responsible for research & development, marketing and commercial sales. From January 2013 until the Company's acquisition of Lake Region Medical in October 2015, he was responsible for research & development and program management for Lake Region Medical. Prior to joining Lake Region Medical, Mr. Senn served as Director of Program Management responsible for electrophysiology systems at St. Jude Medical from June 2009 until January 2013. From June 2003 to June 2009, Mr. Senn served in various engineering and program management roles at Lake Region Medical.

**Diron Smith**, age 53, is Executive Vice President and Chief Financial Officer. He assumed that role in October 2023 following his appointment as interim Chief Financial Officer in May 2023. Mr. Smith joined the Company in August of 2021 as Vice President, Financial Planning & Analysis. Prior to joining the Company, he served in various finance roles at Tiffany & Co., including Vice President, Finance Officer, Americas from January 2021 to August 2021, Vice President, Finance Officer, Global Supply & Distribution from October 2017 to January 2021, and Senior Director Finance, Global Jewelry Supply from March 2016 to October 2017. Prior to joining Tiffany & Co., Mr. Smith worked in finance at General Electric for 15 years and in assurance services at KPMG for five years.

**Jim Stephens**, age 52, is President, Cardiac Rhythm Management & Neuromodulation. He joined the Company in May 2023. Prior to joining Integer, Mr. Stephens served as President and Chief Executive Officer of HDT Global, a global manufacturer of highly engineered infrastructure solutions from 2020 until its sale in July 2021. Mr. Stephens also served for approximately 18 years in various leadership positions at Parker Hannifin Corporation, including from 2017 to 2020 as General Manager of its Stratoflex Products Division and from 2015 to 2017 as General Manager of its Aircraft Wheel & Brake Division. Earlier in his career, he held positions at domnick hunter (UK) and Ceridian Corporation.

**Kirk Thor**, age 62, is Executive Vice President and Chief Human Resources Officer. From 2013 until joining the Company in January 2018, Mr. Thor was Vice President for Global Talent Management & Organization Effectiveness at Flowserve Corporation. From 2007 to 2012, he served as Vice President for Talent Management & Organization Development at JC Penney.

#### CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

Some statements contained in this report and other written and oral statements made from time to time by us and our representatives are not statements of historical or current fact. As such, they are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act, and are subject to the safe harbor created thereby under the Private Securities Litigation Reform Act of 1995. We have based these forward-looking statements on our current expectations, and these statements are subject to known and unknown risks, uncertainties and assumptions. Forward-looking statements include, but are not limited to, statements relating to:

- supply chain pressures on the Company and our business;
- future development and expected growth of our business and industry;
- the success of our acquisition strategy;
- our ability to develop new innovative products;
- our ability to execute our business model and our business strategy;
- the timing for final sales of our Portable Medical products;
- the pipeline of opportunities we intend to pursue in our markets, as well as the timing of launch and value of new products;
- having available sufficient cash and borrowing capacity to meet working capital, debt service and capital expenditure requirements for the next twelve months; and
- projected contractual debt service obligations.

You can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "projects," "forecast," "outlook," "assume," "potential" or "continue" or variations or the negative counterparts of these terms or other comparable terminology. These statements are only predictions and are no guarantee of future performance, and investors should not place undue reliance on forward-looking statements as predictive of future results. Actual events or results may differ materially from those stated or implied by these forward-looking statements. In evaluating these statements and our prospects, you should carefully consider the factors set forth below. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary factors and to others contained throughout this report. We disclaim any obligation to publicly update or revise the forward-looking statements made in this report as a result of new information, future events or otherwise, except as required by law.

While it is not possible to create a comprehensive list of all factors that may cause actual results to differ from results expressed or implied by our forward-looking statements or that may affect our future results, some of these factors include, but in no way are limited to, the following:

- operational risks, such as our dependence upon a limited number of customers; reductions in demand from any significant customer or group of customers; pricing pressures and contractual pricing restraints we face from customers; our reliance on third-party suppliers for raw materials, key products and subcomponents; the cost of raw materials, products and subcomponent that are incorporated into our products; trade regulations; changes in order forecasts; our ability to predict and meet the demand for our products; interruptions in our manufacturing operations; our ability to attract, train and retain a sufficient number of qualified associates to maintain and grow our business; the potential for harm to our reputation and competitive advantage caused by quality problems related to our products; our dependence upon our information technology systems and our ability to prevent cyber-attacks and other failures; global climate change and the emphasis on ESG (as defined below) matters by various stakeholders; our dependence upon our senior management team and key technical personnel; and consolidation in the healthcare industry both at a competitor and customer level, resulting in increased competition and pricing pressure;
- strategic risks, such as the intense competition we face and our ability to successfully market our current or new products; our ability to recover the R&D investments made in the development of new products; our customers in-sourcing or dual sourcing production; our ability to respond to changes in technology; our ability to develop new products and expand into new geographic and product markets; and our ability to successfully identify, make and integrate acquisitions to expand and develop our business in accordance with expectations;
- market, financial and indebtedness risks, such as our ability to accurately forecast future performance based on operating results that often fluctuate; the volatility of our stock price; the ability of our stock purchase program, including our accelerated share repurchase program, to enhance stockholder value; stockholder activism; our significant amount of outstanding indebtedness and our ability to remain in compliance with financial and other covenants under the credit agreement governing our senior secured credit facilities (“Senior Secured Credit Facilities”); economic and credit market uncertainties that could interrupt our access to capital markets, borrowings or financial transactions; the conditional conversion feature of the 2028 Convertible Notes (as defined below) and the 2030 Convertible Notes (as defined below) adversely impacting our liquidity; the conversion of our 2028 Convertible Notes and 2030 Convertible Notes; diluting ownership interests of existing holders of our common stock; the counterparty risk associated with our capped call transaction; the counter financial and market risks related to our international operations and sales; our complex international tax profile; and our ability to realize the full value of our intangible assets;
- legal and compliance risks, such as legal proceedings against us; regulatory issues resulting from product complaints, recalls or regulatory audits; the potential of becoming subject to product liability or intellectual property claims; our ability to protect our intellectual property and proprietary rights; our ability to comply with customer-driven policies and third-party standards or certification requirements; our ability to obtain and/or retain necessary licenses from third parties for new technologies; our ability and the cost to comply with environmental regulations; legal and regulatory risks from our international operations; the fact that the healthcare industry is highly regulated and subject to various regulatory changes; and our business being indirectly subject to healthcare industry cost containment measures and third-party coverage and reimbursement policies that could result in reduced sales of our products; and
- other risks and uncertainties that arise from time to time and are described in Item 1A, “Risk Factors,” and Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of this report.

---

ITEM 1A. RISK FACTORS

---

Our business faces many risks, and you should carefully consider the following risk factors, together with all of the other information included in this report, including the financial statements and related notes contained in Item 8, “Financial Statements and Supplementary Data,” and the discussion in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” of this report, when deciding to invest in us. Any of the risks discussed below, or elsewhere in this report or in our other SEC filings, could have a material impact on our business, financial condition or results of operations. Additional risks not currently known to us or that we currently consider immaterial also may materially adversely affect our business, financial condition or results of operations in the future. As a result, the trading price of our common stock could decline and you could lose all or part of your investment in our common stock.

**Operational Risks**

**We depend heavily on a limited number of customers, and if we lose any of them or they significantly reduce their business with us, we would lose a substantial portion of our revenues.**

In 2025, our top three customers collectively accounted for approximately 49% of our revenues. Reductions in demand from these customers has negatively impacted our results of operations during prior fiscal years and may impact our future results of operations if significant reductions in demand from any significant customer or groups of customers occur. We have long-term supply agreements with a majority, but not all, of our large customers; however, these customers may not agree to renew or extend our supply agreements with them. Furthermore, many of our supply agreements do not contain minimum purchase level requirements. In addition, we are dependent on the continued growth, viability and financial stability of these customers. The markets in which these customers operate are subject to rapid technological change, market adoption risk, strong competition and short product life cycles. As a result, when these customers are adversely affected by these and other factors, we have in the past been and may in the future be adversely affected. The loss of any large customer, a material reduction of business with that customer, or a delay or failure by that customer to make payments due to us, would harm our business, financial condition and results of operations.

**We are subject to pricing pressures from customers and contractual pricing constraints, which could harm our operating results and financial condition.**

Given the dynamics of the industry in which we operate, we have reduced prices for some of our customers in recent years, and we expect customer pressure for continued price reductions in future periods. These additional price reductions, if they were to occur, may cause our operating results and financial condition to suffer.

**We rely on third-party suppliers for raw materials, key products, subcomponents, and services. Unavailability of, or increased prices for, these materials, products, subcomponents, or services could adversely affect our results of operations and financial condition.**

Our business depends on a continuous supply of raw materials. The principal raw materials used in our business include platinum, stainless steel, gold, copper, titanium, nitinol, lithium, palladium, iridium, tantalum, nickel cobalt, ruthenium, vanadium oxide, carbon monofluoride and plastics, among others. The supply and price of raw materials has been and may continue to be susceptible to fluctuations due to transportation issues, government regulations, price controls, industry bans, wars in Ukraine and the Middle East, increased tensions in Asia relating to China and Taiwan, changing geopolitical conditions, including any political instability resulting from war, terrorism, insurrections and foreign civil unrest, worldwide economic conditions or other unforeseen circumstances. Increasing global demand for raw materials has caused prices of certain materials to increase. Significant increases in the cost of raw materials that cannot be recovered through increases in the prices of our products could adversely affect our results of operations. There can be no assurance that our customers will support or approve higher prices or that price increases and productivity gains or procurement deflation projects or savings will fully offset any raw material cost increases in the future. In addition, there are a limited number of worldwide suppliers of several raw materials needed to manufacture our products. For reasons of quality, cost effectiveness or availability, we obtain some raw materials from a single supplier. Although we work closely with our suppliers to seek to ensure continuity of supply, we may not be able to continue to procure raw materials critical to our business in sufficient quantities or at all or to procure them at acceptable price levels. A disruption or delay in deliveries from our suppliers, price increases or decreased availability of raw materials could have an adverse effect on our ability to meet our commitments to our customers and increase our operating costs. Finally, continued uncertainty around inflationary pressures and macroeconomic conditions have increased the risk of creating new, or exacerbated existing, economic challenges we face with regard to our supply chain. Inflation has the potential to increase our overall cost structure, and sustained inflation has resulted in, and may continue to result in, higher interest rates and capital costs, increased shipping costs, supply shortages, increased costs of labor, weakening exchange rates, and other similar effects. While we have implemented cost containment measures and taken other actions to offset these inflationary pressures in our global supply chain,

we may not be able to completely offset all the increases in our operational costs, which could adversely affect our results of operations and financial condition.

We rely on third-party manufacturers and service providers to supply many of the products and subcomponents that are incorporated into our products and components. These third-party manufacturers and service providers have their own complex supply chains and related risks, whether due to the shipping risks described below, the raw material and availability risks described above, or other causes. Manufacturing problems may occur with these and other outside sources, as a supplier may fail to develop or manufacture products and subcomponents for us on a timely basis or at all, or may supply us with products and subcomponents that do not meet our quality, quantity and cost requirements. Our third-party suppliers are also subject to shipping risks, including container shortages, blocked shipping lanes, and port backlogs. If any of these problems occur, we may be unable to obtain substitute sources for these products and subcomponents on a timely basis or on terms acceptable to us or at all, which could harm our ability to manufacture our own products and components profitably or on time. In addition, to the extent the processes our third-party suppliers use to manufacture products and subcomponents are proprietary, we may be unable to obtain comparable products and subcomponents from alternative suppliers.

Our business is also subject to potential increased costs and expenses and other risks resulting from existing and potential future U.S. and foreign legislation, regulations, trade agreements, tariffs, trade wars, import restrictions, boycotts, embargoes, government investigations, trade policies and compliance matters relating to the products we manufacture outside of the U.S and import into the U.S. and other materials we import for the production of products, including the tariffs on steel and copper that the U.S. has imposed and other tariffs that the current U.S. presidential administration has imposed or threatened to impose, particularly relating to imports into the U.S. from Canada, Mexico and Ireland, and China. Additionally, government actions on quotas, duties, tariffs or taxes or restrictions on imports, all or any of which could adversely affect our operations, increase the costs of products that we manufacture outside the U.S. or adversely impact our profits or margins. Adverse changes in import costs and restrictions, including tariffs, or the failure by us or our suppliers to comply with trade regulations or similar laws, could harm our business. If additional tariffs or trade restrictions are implemented by the U.S. or other countries in connection with a global trade war, the cost of our products manufactured in Mexico or other countries and imported into the U.S. or other countries could increase further, which, in turn, could adversely affect the demand for these products, make our products less competitive and have an adverse effect on our business and results of operations. We cannot predict whether new or additional trade actions such as customs quotas, duties, tariffs, taxes or restrictions will be imposed by the U.S. government or the governments of other countries, and such actions may have a material adverse effect on our business, financial conditions and cash flow.

**If we are not able to match our manufacturing capacity with demand for our products, our financial results may suffer.**

Many of our products have a long production cycle, and we must anticipate demand for our products to ensure adequate manufacturing and testing capacity and make certain decisions based on our estimates, including determining the levels of business that we will seek and accept, production schedules, component procurement commitments, working capital management, facility and capacity requirements, facility footprint planning, personnel needs and other resource requirements. Rapid increases in customer demand may stress personnel and other capacity resources. If we are unable to anticipate demand, and our manufacturing or testing capacity does not keep pace with product demand, we will be unable to fulfill orders in a timely manner, which could result in a loss of business from such customer and may negatively impact our financial results and overall business. Conversely, if demand for our products decreases, the fixed costs associated with excess manufacturing capacity may harm our financial results, including by decreasing gross margins and increasing research and development costs as a percentage of revenue.

**Interruptions of our manufacturing operations could delay production and adversely affect our operations.**

Our products are designed and manufactured in facilities located around the world. In most cases, the manufacturing of specific product lines is concentrated in one or a few locations. If an event (including any weather, natural disaster or adverse climate change-related events, war or terrorism, civil unrest, disruption in utilities and other services affecting our facilities or a future pandemic, epidemic, outbreak of a contagious disease or other public health crisis) occurred that resulted in material damage, loss or incapacitation of one or more of these manufacturing facilities or if we lacked sufficient labor to fully operate any of our facilities, we may not be able to transfer the manufacture of the relevant products to another facility or location in a cost-effective or timely manner, if at all, which could materially and adversely affect our business. This potential inability to transfer production could occur for a number of reasons, including but not limited to a lack of necessary relevant manufacturing capability or capacity at another facility, or the regulatory requirements of the FDA or other governmental regulatory agencies. Other disruptions in our manufacturing operations for any reason, including equipment malfunction, failure to follow specific protocols and procedures, civil unrest or environmental factors could lead to an inability to supply our customers with our products, unanticipated costs, lost revenues and damage to our reputation. For example, we have recently seen civil unrest in certain U.S. cities where we have manufacturing facilities, such as Minneapolis, where we manufacture a large number of products. In addition, our business involves complex manufacturing processes and the use of various hazardous materials, chemicals and other regulated substances, such as trichloroethylene, which can be dangerous to our associates. We must also comply with various health and safety regulations in the U.S. and abroad in connection with our operations. Although we employ safety procedures in the design and

operation of our facilities, there is a risk that an accident or death could occur. Any accident, such as a chemical spill or fire, could result in significant manufacturing delays or claims for damages resulting from injuries, which would harm our business, results of operations and financial condition. The potential liability resulting from any such accident or death, to the extent not covered by insurance, could harm our financial condition or operating results. Any disruption of operations at any of our facilities, and in particular our larger facilities, could result in production delays, which could adversely affect our operations and harm our business.

**We may not be able to attract, train and retain a sufficient number of qualified associates to maintain and grow our business.**

We monitor the markets in which we compete and assess opportunities to better align expenses with revenues, while preserving our ability to make needed investments in RD&E projects, capital and our associates that we believe are critical to our long-term success. Our success depends, and our continued success will depend, in large part upon our ability to attract, train, retain and motivate highly skilled associates. There is currently aggressive competition for employees who have experience in technology and engineering. We compete intensely with other companies to recruit and hire from this limited pool. The industries in which we compete for employees are characterized by high levels of employee attrition. Although we believe we offer competitive salaries and benefits, we have had to, and may in the future have to, increase spending to attract, train and retain qualified personnel. If we are unable to attract, train and retain a sufficient number of qualified associates to maintain and grow our business, it could have an adverse impact on our results of operations.

**Quality problems with our products could result in warranty claims and additional costs, could harm our reputation and could erode our competitive advantage.**

Quality is important to us and our customers, and our products are held to high quality and performance standards. In the event our products fail to meet these standards, we generally allow customers to return defective or damaged products under warranty. We carry a safety stock of inventory for our customers that may be impacted by warranty claims. We reserve for our exposure to warranty claims based upon recent historical experience and other specific information as it becomes available. However, these reserves may not be adequate to cover future warranty claims. If our reserves for warranty claims are inadequate, additional warranty costs or inventory write-offs may need to be incurred in the future, which could harm our operating results. We also could be subject to negative publicity and our reputation could be harmed if we fail to meet quality standards. This could erode our competitive advantage over competitors, causing us to lose or see a material reduction in business from customers and resulting in lower revenues. In addition, we might be required to devote significant resources to address any quality issues associated with our products, which could reduce the resources available for product development and other matters.

**Our operations are subject to cyber-attacks and other information technology disruptions that could have a material adverse effect on our business, results of operations and financial condition.**

We are a global company with a complex business model. In the ordinary course of business, our operations are, and in the future are expected to continue to be, dependent on digital technologies and information technology ("IT") systems. Due to the complex nature of our business, we are increasingly dependent upon our technology systems to operate our business and our ability to effectively manage our business depends on the security, reliability and adequacy of our technology systems and data. We use these technologies and systems for internal purposes, including data storage, processing and transmissions, as well as in our interactions with customers and suppliers. The security of this information and these systems are important to our operations and business strategy. Our IT systems and infrastructure have been, and in the future are expected to continue to be, subject to the risk of cyber-attacks by hackers or malware, or breach due to associate error, malfeasance or other disruptions, including natural disasters, failures in hardware or software and power fluctuations. As the techniques used to obtain unauthorized access, disable or degrade service or sabotage infrastructure and systems change frequently, have become increasingly sophisticated and may be difficult to detect for long periods of time, we may be unable to anticipate these techniques or implement adequate preventive measures. If our systems for protecting against cybersecurity risks or other IT disruptions prove insufficient, our business could be disrupted, resulting in numerous consequences, including temporary or permanent loss of, damage to, third party access to, or misappropriation or public disclosure of our or a third party's intellectual property, proprietary or confidential information, or customer, supplier, or employee data; interruption of our business operations; litigation, including individual claims, consumer class actions and commercial litigation; regulatory intervention and sanctions or fines; prolonged negative publicity; and increased costs required to prevent, respond to, or mitigate such cybersecurity attacks or IT disruptions. In addition, any such breach could compromise our networks and the information stored there could be accessed, publicly disclosed or stolen. Emerging technologies such as generative artificial intelligence ("AI") may be used by malicious actors to identify vulnerabilities, create more targeted and sophisticated phishing narratives or otherwise strengthen social engineering capabilities, which may increase our threat landscape. In addition, the adoption or use of AI tools by us, our customers, suppliers and other business partners and third-party vendors may inadvertently introduce new vulnerabilities, propagate inaccurate outputs, or expose proprietary, confidential or personal data to unintended parties, which could increase cybersecurity and operational risks. Vulnerabilities may be introduced from the use of AI by us, our customers, suppliers and other business partners and third-party vendors. These risks could harm our reputation and brand, and our relationships with customers, suppliers, employees and other third parties, and may result in claims

or proceedings against us. In certain circumstances, we may rely on third-party vendors to process, store and transmit data for our business whose operations are subject to similar risks. While we conduct security risk assessments prior to engaging third party suppliers and other vendors and business partners to validate that they maintain appropriate safeguards to protect our and their information systems in connection with the services they provide, as described below in greater detail under Item 1C, "Cybersecurity," it is possible that they suffer a cybersecurity attack, including one amplified by the use of AI-based tools, that negatively impacts us. These risks could have a material adverse effect on our business, financial condition and results of operations. If we are unable to protect our business against or efficiently respond to cybersecurity attacks, it could have a material adverse impact on our business, results of operations and financial condition.

Additionally, the legal and regulatory environment surrounding information security and privacy is increasingly demanding, with the imposition of new and changing requirements across businesses, including SEC rules requiring timely public disclosure of material cybersecurity incidents. We are required to comply with increasingly complex and changing legal and regulatory requirements that govern the collection, use, storage, security, transfer, disclosure and other processing of personal data in the U.S. and in other countries, including, but not limited to, HIPAA, HITECH, the California Privacy Rights Act and the EU's General Data Protection Regulation ("GDPR"). The GDPR imposes stringent EU data protection requirements and provides for significant penalties for noncompliance. HIPAA also imposes stringent data privacy and security requirements and the regulatory authority has imposed significant fines and penalties on organizations found to be out of compliance. We or our third-party providers and business partners may also be subjected to audits or investigations by one or more domestic or foreign government agencies relating to compliance with information security and privacy laws and regulations, and noncompliance with the laws and regulations could result in material fines or litigation.

**Global climate change and related emphasis on environmental, social and governance ("ESG") matters by various stakeholders could negatively affect our business or the price of our common stock.**

Customer, investor and employee expectations relating to ESG are continuing to evolve. In addition, certain governmental and non-governmental organizations are enhancing or advancing requirements specific to ESG matters. Stakeholder focus on ESG issues related to our business requires the continuous monitoring of various and evolving laws, regulations, standards and expectations and the associated reporting requirements. Stakeholders may begin to request or require disclosures on ESG topics such as greenhouse gas emissions, human capital matters and specific ESG-risk management practices, including as a result of existing and potential legislation, such as the Corporate Sustainability Reporting Directive in the European Union and the California climate rules. A failure to adequately meet stakeholder expectations and/or applicable legal and regulatory requirements may result in material noncompliance, the loss of business, reputational impacts, reduced investor demand to purchase or continue to hold our common stock, diluted market valuation and an inability to attract customers. In addition, our adoption of certain standards or mandated compliance with certain requirements could necessitate additional investments that could increase our operating costs and have a negative impact on our profitability.

The long-term effects of global climate change are difficult to predict and may be widespread. Global climate change could disrupt our operations by impacting the availability and cost of materials within our supply chain and could also increase our other operating costs. The economic and market uncertainty created by transitioning to low-carbon alternatives may result in reduced demand or product obsolescence for certain of our customers' products, which in turn would result in reduced profit margin associated with certain of our customers, or loss of customers that we may not be able to replace. Further, increased public awareness and concern regarding global climate change may result in new or enhanced legal requirements to reduce or mitigate the effects of greenhouse gas emissions. If legislation or regulations are enacted in jurisdictions in which we do business that are more stringent than our current obligations, we and companies in our supply chain may experience increased compliance burdens and costs to meet these obligations, which could cause disruption in the sourcing, manufacturing and distribution of our products and adversely affect our business, financial condition or results of operations. Additionally, the impacts of climate change may further include customer preferences and requirements. Failure to meet these preferences or requirements could potentially result in loss of market share.

**We are dependent upon our senior management team and key technical personnel and the loss of any of them could significantly harm us.**

Our future performance depends to a significant degree upon the continued contributions of our senior management team and key technical personnel. In general, only highly qualified and trained scientists have the necessary skills to develop our products, which are often highly technical in nature. The loss or unavailability to us of any member of our senior management team or a key technical employee could significantly harm us. We face intense competition for these professionals from our competitors, customers and companies operating in our industry. To the extent that the services of members of our senior management team and key technical personnel would be unavailable to us for any reason, we would be required to hire other personnel to manage and operate our Company and to develop our products and technology, which could adversely impact our business. We may not be able to locate or employ these qualified personnel on acceptable terms or may need to increase spending to attract these qualified personnel.

**Consolidation in the healthcare industry could result in greater competition and reduce our revenues and harm our business and our operating results.**

Many healthcare industry companies are consolidating to create new companies with greater market power. As the healthcare industry consolidates, competition to provide products and services to industry participants will become more intense. These industry participants may try to use their market power to negotiate price reductions for our products or may undertake additional vertical integration or supplier diversification initiatives. If we are forced to reduce our prices, our revenues would decrease and our operating results would suffer.

**Strategic Risks**

**If we are unable to successfully market our current or future products, our business will be harmed and our revenues and operating results will be adversely affected.**

If the markets for our products do not grow as we or industry experts forecast, our revenues could be less than expected. Furthermore, it is difficult to predict the rate at which the markets for our products will grow or if new and increased competition will result in market saturation. Slower growth in the cardiac rhythm management, neuromodulation, and cardio and vascular markets in particular would adversely impact our revenues. In addition, we face the risk that our products will lose widespread market acceptance. Our customers may not continue to utilize the products we offer and a market may not develop for our future products.

Heightened geopolitical tensions and resulting trade restrictions, including escalating or retaliatory tariffs between regions, could increase the cost of our products or otherwise make products manufactured in certain locations less competitive in key markets, which could reduce customer demand and impair our ability to successfully market our current or future products.

We have in the past spent and in the future may need to spend more time and resources than we expect to develop, market and introduce new products. We may at times determine that it is not technically or economically feasible for us to continue to manufacture certain products and we may not be successful in developing or marketing replacement products. Additionally, new products and technologies that we develop may not be rapidly accepted because of industry-specific factors, including the need for regulatory clearance, entrenched patterns of clinical practice, uncertainty over third-party reimbursement and our competitors developing products that provide better features, clinical outcomes or economic value than those that we currently offer or subsequently develop, and we may not be able to recover all or a meaningful part of our investment in the new products and technologies. If any of these events occurs, our business will be harmed and our revenues and operating results will be adversely affected.

**We may face intense competition that could harm our business, including competitors, insourcing and the possibility of dual sourcing; and we may be unable to compete successfully against new entrants and established companies with greater resources.**

Competition in connection with the manufacturing of our medical products across all of our product lines, which is fragmented and subject to rapid technological change, has intensified in recent years and may continue to intensify in the future. We encounter significant competition across our product lines and in each market in which our medical products are sold from various medical device companies, some of which may have greater financial, operational, personnel, sales, technical and marketing resources than we do and are more well-established. In addition, our medical customers have in the past elected, and may in the future elect, to in source production or implement supplier diversification initiatives. Such actions have in the past resulted in, and may in the future result in, the customer manufacturing or dual sourcing some or all of the components or products that we currently supply to them, which could cause our operating results to suffer.

In addition, some of our competitors outside of the U.S. may have resources and support from their governments that we do not, such as preferences for local manufacturers, and may not be subject to the same tariffs, trade policies, trade compliance regulations and government investigations as us.

Our competitors are not all subject to the same standards, regulatory and/or other legal requirements to which we are subject and, therefore, they could have a competitive advantage in developing, manufacturing, and marketing products and services. Any inability to develop, gain regulatory approval for, and supply commercial quantities of competitive products to existing and potential customers as quickly and effectively as our competitors could limit acceptance of our products and negatively and materially affect our operating results.

**If we do not respond to changes in technology, our products may become obsolete or less competitive and we may experience a loss of customers and lower revenues.**

We sell our products to customers in several industries that are characterized by extensive research and development, rapid technological changes, new product introductions and evolving industry standards. To be successful, we must anticipate our customers' needs and demands, as well as potential shifts in preferences. Without the timely introduction of new products, technologies and enhancements, our products and services will likely become technologically obsolete or less competitive over

time and we may lose or see a reduction in business from a significant number of our customers. We dedicate a significant amount of effort and resources to the development of our products, technologies and enhancements. Rapid advancements in AI may also require us to adapt our products and capabilities more quickly than in the past, and our failure to effectively adopt or integrate AI technologies could make our products less competitive. Our product development efforts may be affected by a number of factors, including our ability to anticipate customer needs, develop or acquire new technologies and enhancements (including but not limited to AI), secure intellectual property protection for our products, and manufacture products in a cost-effective manner. In addition, we would be harmed if our products and technologies do not meet customer requirements and expectations. Our inability, for technological or other reasons, to successfully develop and introduce new and innovative products, technologies and enhancements could result in a loss of customers and lower revenues. Moreover, once introduced, new products may materially and adversely impact sales of our existing products or make them less desirable or even obsolete, which could materially and adversely impact our revenues and operating results.

**We intend to develop new products and expand into new geographic and product markets, which may not be successful and could harm our operating results.**

We intend to develop new and modified products using our existing technologies and engineering capabilities and to continue to expand into new geographic and product markets. These efforts have required, and will continue to require, us to make substantial investments, including significant RD&E expenditures and capital expenditures for new, expanded or improved manufacturing facilities. Additionally, many of the new products we are developing take longer and more resources to develop and commercialize than those products we are currently marketing, including more time and resources required to obtain regulatory approvals.

Specific risks in connection with expanding into new geographic and product markets include: longer product development cycles, the inability to transfer our quality standards and technology into new products, the failure to receive or the delay in receipt of regulatory approval for new products or modifications to existing products and the failure of our existing customers or the market generally to accept the new or modified products. Our inability to develop new products or expand into new geographic and product markets, as currently intended, could hurt our business, financial condition and results of operations.

**If we are not successful in making acquisitions to expand and develop our business, our operating results may suffer.**

One facet of our growth strategy is to make acquisitions that complement our core competencies in technology and manufacturing to enable us to manufacture and sell additional or enhanced products to our existing customers and to expand our business into related markets. Our continued growth through acquisitions depends on our ability to successfully identify and acquire companies that complement or enhance our existing business on acceptable terms. We may not be able to identify or complete future acquisitions. In addition, we will need to comply with the terms of our current or any future debt agreements to pursue and complete future acquisitions. In connection with pursuing this growth strategy, some of the risks that we may encounter include expenses associated with and difficulties in identifying potential targets, the costs associated with unsuccessful acquisitions, the acquisition or assumption of unexpected or unanticipated liabilities or costs resulting from the acquisition of a target company or the operation of an acquired business, and higher prices for acquired companies because of significant competition for attractive acquisition targets.

**Successful integration and anticipated benefits of acquisitions cannot be assured and integration matters could divert attention of management away from operations.**

Part of our business strategy includes acquiring additional businesses and assets, which we have done in each of the last seven years. If we do not successfully integrate acquisitions, we may not realize anticipated operating advantages, gains from synergies and cost savings. Our ability to realize the anticipated benefits from acquisitions will depend, to a large extent, on our ability to integrate these acquired businesses with our legacy businesses. Integrating and coordinating aspects of the operations and personnel of the acquired business with legacy businesses involves complex operational, technological and personnel-related challenges. This process is time-consuming and expensive, disrupts the businesses of both companies and may not result in the achievement of the full benefits expected by us, including cost synergies expected to arise from supply chain efficiencies and overlapping general and administrative functions.

The potential difficulties, and resulting costs and delays, include:

- managing a larger combined company;
- consolidating corporate and administrative infrastructures;
- issues in integrating manufacturing, warehouse and distribution facilities, supply chain, RD&E and sales forces;
- difficulties attracting and retaining key personnel;
- loss of customers and suppliers and inability to attract new customers and suppliers;
- unanticipated issues in integrating information technology, communications and other systems;
- incompatibility of purchasing, logistics, marketing, administration and other systems and processes; and
- unforeseen or unexpected liabilities or costs related to the acquisition of a target company or the operation of an acquired business, which may be beyond the scope of any applicable insurance coverage we may have.

Additionally, the integration of our legacy businesses with an acquired company's operations, products and personnel may place a significant burden on management and other internal resources. The attention of our management may be directed towards integration considerations and may be diverted from our day-to-day business operations, and matters related to the integration may require commitments of time and resources that could otherwise have been devoted to other opportunities that might have been more beneficial to us and our business. The diversion of management's attention, and any difficulties encountered in the transition and integration process, could harm our business, financial condition and operating results.

We may not be able to maintain the levels of operating efficiency that acquired companies or businesses have achieved or might achieve separately. Successful integration of each acquisition will depend upon our ability to manage those operations and to eliminate redundant and excess costs. Difficulties in integration may be magnified if we make multiple acquisitions over a relatively short period of time. Because of difficulties in combining and expanding operations, we may not be able to achieve the cost savings and other benefits that we hoped to achieve after these acquisitions.

#### **Market, Financial and Indebtedness Risks**

**Our operating results may fluctuate, which may make it difficult to forecast our future performance and may result in volatility in our common stock price and declines in the price of common stock could subject us to litigation.**

The price of our common stock has been and is likely to continue to be volatile. For example, between January 1, 2025 and February 18, 2026, our common stock's daily closing price on NYSE has ranged from a low of \$63.32 to a high of \$144.36. Some companies that have experienced volatility in the trading price of their stock have been the subject of securities litigation. We are currently experiencing securities class action litigation and may experience more such litigation following recent or future periods of volatility or declines in our stock price. For more information, see Note 14, "Commitments and Contingencies," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report. Any securities litigation could result in substantial costs and divert our management's attention and resources, which could adversely affect our business.

The price of our common stock may fluctuate significantly for numerous reasons, including the fluctuation of our operating results, which have fluctuated in the past and are likely to continue to fluctuate from quarter to quarter, making forecasting future performance difficult and resulting in volatility in our common stock price. These fluctuations are due to a variety of factors, including the following:

- timing of orders placed by our customers and revisions of our customers' forecasts;
- our customers' approach to inventory management;
- changes in the mix of our revenue represented by our various products and customers could result in reductions in our profits if the mix of our revenue represented by lower margin products increases;
- a portion of our costs are fixed in nature, which results in our operations being sensitive to fluctuations in production volumes;
- increased costs and decreased availability of raw materials or supplies, including due to tariffs; and
- our ability to effectively execute on operational initiatives to drive manufacturing efficiencies.

**We cannot guarantee that we will repurchase our common stock pursuant to our share repurchase program or that our share repurchase program will enhance long-term stockholder value. Share repurchases could also increase the volatility of the price of our common stock and could diminish our cash reserves.**

On November 4, 2025, we announced that our Board of Directors had approved a share repurchase program with no expiration date, under which we are authorized to repurchase shares of common stock for up to \$200 million on the open market, in privately-negotiated purchases, including accelerated share repurchases, or otherwise. As of December 31, 2025, approximately \$150 million remained available under the program.

Although the Board of Directors has authorized the share repurchase program, the share repurchase program does not obligate the Company to repurchase any specific dollar amount or to acquire any specific number of shares. The timing and amount of repurchases will depend upon several factors, including market and business conditions, the trading price of our common stock and the nature of other investment opportunities. Our ability to repurchase shares of stock may be limited by restrictive covenants in our debt agreements and in the indentures governing the 2028 Convertible Notes and 2030 Convertible Notes. The repurchase program may be limited, suspended or discontinued at any time without prior notice. Repurchases of our common stock pursuant to our share repurchase program could affect our stock price and increase its volatility. Additionally, our share repurchase program could diminish our cash reserves, which may impact our ability to finance future growth and to pursue possible future strategic opportunities and acquisitions. Although our share repurchase program is intended to enhance long-term stockholder value, there is no assurance that it will do so.

On February 19, 2026, we entered into an accelerated share repurchase agreement (“ASR Agreement”) to repurchase approximately \$50 million of our common stock under our previously authorized share repurchase program. The ultimate number of shares repurchased will be based on the volume-weighted average price of our common stock during the repurchase period under the ASR Agreement, less a discount and subject to adjustments in accordance with the terms and conditions of the ASR Agreement. After giving effect to the ASR Agreement, we will have approximately \$100 million of capacity remaining under our share repurchase program.

**Activist shareholders could negatively impact our business and cause disruptions.**

We value constructive input from investors and regularly engage in dialogue with our shareholders regarding strategy and performance. While our Board of Directors and management team welcome their views and opinions with the goal of enhancing value for all shareholders, we may be subject to actions or proposals from activist shareholders that may not align with our business strategies or the best interests of all of our shareholders.

In the event of such shareholder activism — particularly with respect to matters which our board of directors, in exercising their fiduciary duties, disagree with or have determined not to pursue — our business could be adversely affected because responding to such actions by activist shareholders can be costly and time-consuming, disruptive to our operations and divert the attention of management, our Board of Directors and our employees, and our ability to execute our strategic plan could also be impaired as a result. Such an activist campaign could require us to incur substantial legal, public relations and other advisory fees and proxy solicitation expenses. Further, we may become subject to, or we may initiate, litigation as a result of proposals by activist shareholders or matters relating thereto, which could be a further distraction to our board of directors and management and could require us to incur significant additional costs. In addition, perceived uncertainties as to our future direction, strategy, or leadership created as a consequence of activist shareholders may result in the loss of potential business opportunities, harm our ability to attract new or retain existing investors, customers, directors, employees, collaborators or other partners, disrupt relationships with us, and the market price of our ordinary shares could also experience periods of increased volatility as a result.

**We have significant indebtedness that could adversely affect our operations, financial condition, and cash flows if we fail to meet certain financial covenants required by our debt agreements or if our access to capital markets is interrupted.**

At December 31, 2025, we had \$1.2 billion in principal amount of debt outstanding under the Senior Secured Credit Facilities and the 2.125% convertible senior notes due 2028 (the “2028 Convertible Notes”) and the 1.875% convertible senior notes due 2030 (the “2030 Convertible Notes”). As of December 31, 2025, our debt service obligations, comprised of interest on our outstanding indebtedness and commitment fees on the unused portion of our Revolving Credit Facility, are estimated to be approximately \$27 million for 2026. The outstanding indebtedness and the terms and covenants of the agreements under which this debt was incurred, could, among other things:

- require us to dedicate a large portion of our cash flow from operations to the servicing and repayment of our outstanding indebtedness, thereby reducing funds available for working capital, capital expenditures, acquisitions, RD&E expenditures and other general corporate requirements;
- limit our ability to obtain additional financing to fund future working capital, capital expenditures, RD&E expenditures and other general corporate requirements in the future;
- delay or prevent an otherwise beneficial takeover or takeover attempt of us;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- restrict our ability to make strategic acquisitions or dispositions or to exploit business opportunities;
- place us at a competitive disadvantage compared to our competitors that have less outstanding indebtedness; and
- adversely affect the market price of our common stock, including by dilution resulting from the conversion of all or some of our 2028 Convertible Notes or our 2030 Convertible Notes.

Additionally, our failure to comply with the covenants contained in the 2021 Credit Agreement governing our Senior Secured Credit Facilities, if not waived, could cause a default under our Senior Secured Credit Facilities that requires repayment in full, or

acceleration, of debt payments. If that were to occur, there can be no assurance that we would be able to refinance or obtain a replacement financing on favorable terms or at all.

**Economic and credit market uncertainty could interrupt our access to capital markets, borrowings, or financial transactions to hedge certain risks, which could adversely affect our business prospects and financial condition.**

To date, we have been able to access debt and equity financing that has allowed us to complete acquisitions, make investments in growth opportunities and fund working capital requirements. In addition, we enter into financial transactions to hedge certain risks, including foreign exchange and interest rate risk, as further discussed below. Our continued access to capital markets, the stability of our lenders under our Senior Secured Credit Facilities and their willingness to support our needs, and the stability of the parties to our financial transactions that hedge risks are essential for us to meet our current and long-term obligations, fund operations, and fund our strategic initiatives. An interruption in our access to external financing or financial transactions to hedge risk could adversely affect our business prospects and financial condition.

In addition, certain of our borrowings are at variable interest rates and therefore we are subject to interest rate risk. Changes in interest rates directly impact the amount of interest we pay on our variable rate obligations and continued or sustained increases in interest rates could negatively impact our business.

**The conditional conversion features of the 2028 Convertible Notes and the 2030 Convertible Notes could adversely affect our financial condition and operating results.**

The holders of our 2028 Convertible Notes have had the ability to, and may in the future continue to have the ability to, convert their notes at their option prior to the scheduled maturities and the holders of our 2030 Convertible Notes may in the future have the ability to convert their notes at their option prior to the scheduled maturities. One of the conditional conversion features of the 2028 Convertible Notes has been triggered from time to time, most recently as of June 30, 2025, due to the trading price of our common stock exceeding 130% of the 2028 Convertible Notes conversion price on at least 20 out of the 30 consecutive trading days prior to such date. Whether the 2028 Convertible Notes or the 2030 Convertible Notes will be convertible in any future period will depend on the satisfaction, with respect to the 2028 Convertible Notes, of this condition or, with respect to the 2030 Convertible Notes, another conversion condition at such time. If one or more noteholders elect to convert their 2028 Convertible Notes, or, once eligible for conversion, the 2030 Convertible Notes, we would be required to settle a portion or all of our conversion obligation through the payment of cash, which could adversely affect our liquidity. In addition, holders of our 2028 Convertible Notes and our 2030 Convertible Notes will have the right to require us to repurchase their notes upon the occurrence of a fundamental change (as defined in the indenture governing the 2028 Convertible Notes or the indenture governing the 2030 Convertible Notes), at a repurchase price equal to the principal amount of the 2028 Convertible Notes or the 2030 Convertible Notes to be repurchased, plus accrued and unpaid special interest, if any, to but not including, the fundamental change repurchase date. We may not have enough available cash or be able to obtain financing at the time we are required to repurchase the 2028 Convertible Notes or the 2030 Convertible Notes or pay the cash amounts due upon conversion of such notes. In addition, applicable law, regulatory authorities and the agreements governing our other indebtedness may restrict our ability to repurchase the 2028 Convertible Notes or the 2030 Convertible Notes or pay the cash amounts due upon conversion of such notes. Our failure to repurchase the 2028 Convertible Notes or the 2030 Convertible Notes or to pay the cash amounts due upon conversion of such notes when required will constitute a default under the indenture governing the 2028 Convertible Notes or the 2030 Convertible Notes, as applicable. A default under the indenture governing the 2028 Convertible Notes or the indenture governing the 2030 Convertible Notes or the fundamental change itself could also lead to a default under agreements governing our other indebtedness, including the 2021 Credit Agreement governing the Senior Secured Credit Facilities, which may result in that other indebtedness becoming immediately payable in full. We may not have sufficient funds to satisfy all amounts due under the other indebtedness, the 2028 Convertible Notes and the 2030 Convertible Notes. We could also be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the 2028 Convertible Notes and 2030 Convertible Notes as a current liability rather than a long-term liability if any of the conditional conversion features are triggered or upon the occurrence of a fundamental change, which would result in a material reduction of our net working capital.

**Certain provisions in the 2028 Convertible Notes, the indenture governing the 2028 Convertible Notes, the 2030 Convertible Notes and the indenture governing the 2030 Convertible Notes could delay or prevent an otherwise beneficial takeover or takeover attempt of us.**

Certain provisions in the 2028 Convertible Notes, the 2030 Convertible Notes, the indenture governing the 2028 Convertible Notes and the indenture governing the 2030 Convertible Notes could make it more difficult or more expensive for a third party to acquire us. For example, if a takeover constitutes a fundamental change, holders of the 2028 Convertible Notes and the 2030 Convertible Notes will have the right to require us to repurchase their notes in cash. In addition, if a takeover constitutes a make-whole fundamental change (as defined in the indenture governing the 2028 Convertible Notes or indenture governing the 2030 Convertible Notes), we may be required to increase the conversion rate for holders of the 2028 Convertible Notes or the 2030 Convertible Notes, as applicable, who convert their notes in connection with such takeover. In either case, and in other cases, our obligations under the 2028 Convertible Notes, the 2030 Convertible Notes, the indenture governing the 2028 Convertible Notes

or the indenture governing the 2030 Convertible Notes could increase the cost of acquiring us or otherwise discourage a third party from acquiring us or removing incumbent management, including in a transaction that holders of our common stock may view as favorable.

**Transactions relating to our 2028 Convertible Notes or the 2030 Convertible Notes may affect the market price of our common stock.**

The conversion of some or all of our 2028 Convertible Notes or the 2030 Convertible Notes would dilute the ownership interests of existing stockholders to the extent we satisfy our conversion obligation by delivering shares of our common stock upon any conversion of such 2028 Convertible Notes or the 2030 Convertible Notes. Our 2028 Convertible Notes have in the past been, and may in the future continue to be, convertible at the option of their holders under certain circumstances. In addition, our 2030 Convertible Notes will become convertible at the option of their holders under certain circumstances. If holders of our 2028 Convertible Notes or our 2030 Convertible Notes elect to convert their notes, we may settle our conversion obligation by delivering to them a significant number of shares of our common stock, which would cause dilution to our existing stockholders.

In connection with the pricing of the 2028 Convertible Notes and the 2030 Convertible Notes, we entered into capped call transactions with the option counterparties. The capped call transactions are expected generally to reduce potential dilution to our common stock upon conversion of any 2028 Convertible Notes or any 2030 Convertible Notes and/or offset or substantially offset any cash payments we are required to make in excess of the principal amount of converted 2028 Convertible Notes or 2030 Convertible Notes, as the case may be, with such reduction and/or offset subject to a cap.

In addition, the option counterparties and/or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions prior to the maturity of the 2028 Convertible Notes or the 2030 Convertible Notes (and are likely to do so on each exercise date for the capped call transactions or following any termination of any portion of the capped call transactions in connection with any repurchase, redemption or early conversion of the 2028 Convertible Notes or the 2030 Convertible Notes). This activity could cause or avoid an increase or decrease in the market price of our common stock.

In addition, if any such capped call transactions fail to become effective, the option counterparties or their respective affiliates may unwind their hedge positions with respect to our common stock, which could adversely affect the trading price of our common stock.

**We are subject to counterparty risk with respect to the capped call transactions for the 2028 Convertible Notes and the 2030 Convertible Notes.**

The option counterparties for the capped call transactions for the 2028 Convertible Notes and the 2030 Convertible Notes are financial institutions, and we will be subject to the risk that any or all of them might default with respect to any such capped call transactions. Our exposure to the credit risk of the option counterparties will not be secured by any collateral. Past global economic conditions have resulted in the actual or perceived failure or financial difficulties of many financial institutions. If an option counterparty becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at that time under the capped call transactions with such option counterparty. Our exposure will depend on many factors but, generally, an increase in our exposure will be correlated to an increase in the market price and in the volatility of our common stock. In addition, upon a default by an option counterparty, we may suffer adverse tax consequences and more dilution than we currently anticipate with respect to our common stock. We can provide no assurance as to the financial stability or viability of the option counterparties.

**A significant portion of our sales and operations is currently generated from customers located outside of the U.S., and are subject to a variety of market and financial risks and costs that could adversely affect our profitability and operating results.**

Our sales outside the U.S., which accounted for approximately 47% of sales for 2025, and our operations in Europe, Asia, Mexico, South America, Central America and the Caribbean are and will continue to be subject to a number of risks and potential costs, including:

- changes in foreign economic conditions or regulatory requirements;
- exchange controls, currency restrictions and changes in foreign currency exchange rates, and in particular the relative strength of the U.S. dollar, which is our functional and reporting currency;
- local product preferences and product requirements;
- outstanding accounts receivables that take longer to collect than is typical in the U.S.;
- difficulties in enforcing agreements through foreign legal systems;
- less protection of intellectual property in some countries outside of the U.S.;
- trade protection measures, including costs we may incur as a result of the enactment of new tariffs or changes in existing tariffs (in particular, the potential new tariffs imposed by the current U.S. presidential administration on goods imported into the U.S. from Mexico, where we currently manufacture a significant portion of our products) or our inability to pass these tariff costs on to our customers, and import and export licensing requirements;
- work force instability and differing labor regulations;
- significant natural disasters and other events or factors impact local infrastructure;
- political and economic instability, including civil or international conflicts, war and terrorism;
- transportation delays or interruptions; and
- complex tax and cash management issues.

These risks are also present in connection with our entry into new geographic markets.

Some of our locations expose us to higher security risks, which could result in both harm to our employees and contractors or substantial costs. Some of our services are performed in or adjacent to high-risk locations where the country or location and surrounding area experience political, social, or economic turmoil, war or civil unrest, or high levels of criminal or terrorist activities. In those locations where we have employees or operations, we may incur substantial costs to maintain the safety of our personnel, and we may suffer the loss of employees and contractors, which could harm our business, reputation, and operating results.

Additionally, as a result of our international operations, we are subject to exposure from currency exchange rate fluctuations. We purchase forward currency contracts in certain currencies to reduce our exposure; however, these transactions may not be adequate or effective to protect us from the exposure for which they are purchased. Historically, foreign currency exchange rate fluctuations have not had a material effect on our net financial results. However, fluctuations in foreign currency exchange rates could have a significant impact on our financial results in the future.

**We have a complex tax profile due to the global nature of our operations and may experience increases and variability in our quarterly and annual effective tax rate due to several factors, including changes in the mix of pre-tax income and the jurisdictions to which it relates, business acquisitions, settlements with taxing authorities and changes in tax rates.**

Our global operations encompass multiple taxing jurisdictions. Variability in the mix and profitability of domestic and international activities, identification and resolution of various tax uncertainties, changes in tax laws and rates, and the extent to which we are able to realize net operating loss and other carryforwards included in deferred tax assets and avoid potential adverse outcomes included in deferred tax liabilities, among other matters, may significantly affect our effective income tax rate in the future.

The tax regimes we are subject to or operate under may be subject to significant changes, and changes in international tax laws or additional changes in U.S. tax laws could materially affect our financial position and results of operations. Changes in applicable tax laws and regulations, or their interpretation and application, including the possibility of retroactive effect, could affect our income tax expense and profitability. Certain provisions of the One Big Beautiful Bill Act (OBBA), including Net CFC Tested Income (formerly GILTI), as well as the 15% global minimum tax under the Organization for Economic Co-operation and Development ("OECD") Pillar Two Global Anti-Base Erosion Rules, may impact our income tax expense, profitability, and capital allocation decisions and may negatively impact our effective tax rate. If tax laws and related regulations change, our financial results could be materially impacted. Given the unpredictability of these possible changes and their potential interdependency, it is possible such changes could adversely impact our financial results.

Our effective income tax rate is the result of the income tax rates in the various countries in which we do business. Our mix of income and losses in these jurisdictions affects our effective tax rate. For example, relatively more income in higher tax rate jurisdictions would increase our effective tax rate and thus lower our net income. Similarly, if we generate losses in tax jurisdictions for which no benefits are available, our effective income tax rate will increase. Our effective income tax rate may also be impacted by the recognition of discrete income tax items, such as required adjustments to our liabilities for uncertain tax positions or our deferred tax asset valuation allowance. Our effective income tax rate has fluctuated from 15.4% in 2023, to 18.0% in 2024 and to 18.0% for 2025. A significant increase in our effective income tax rate could have a material adverse impact on our earnings.

We have recorded deferred tax assets based on our assessment that we will be able to realize the benefits of favorable tax attributes. Realization of deferred tax assets involve significant judgments and estimates which are subject to change and ultimately depends on generating sufficient taxable income of the appropriate character during the appropriate periods. Changes in circumstances may affect the likelihood of such realization, which in turn may trigger a write-down of our deferred tax assets, the amount of which would depend on a number of factors. A write-down would reduce our reported net income, which may adversely impact our financial condition or results of operations or cash flows. In addition, we are potentially subject to ongoing and periodic tax examinations and audits in various jurisdictions. An adjustment from a taxing authority, could result in higher tax costs, penalties and interest, thereby adversely impacting our financial condition, results of operations or cash flows.

**We may never realize the full value of our intangible assets, which represent a significant portion of our total assets.**

At December 31, 2025, we had \$1.9 billion of goodwill and other intangible assets, representing 57% of our total assets. These intangible assets consist primarily of goodwill, trademarks, tradenames, customer relationships and patented technology arising from our acquisitions. Goodwill and other intangible assets with indefinite lives are not amortized, but are tested annually or upon the occurrence of certain events that indicate that the assets may be impaired. Definite lived intangible assets are amortized over their estimated useful lives and are tested for impairment upon the occurrence of certain events that indicate that the assets may not be recoverable. We may not receive the recorded value for our intangible assets if we sell or liquidate our business or assets. In addition, our significant amount of intangible assets increases the risk of a large charge to earnings in the event that the recoverability of these intangible assets is impaired. In the event of a significant charge to earnings, the market price of our common stock could be adversely affected. In addition, intangible assets with definite lives, which represent \$735.1 million of our net intangible assets at December 31, 2025, will continue to be amortized. These expenses will continue to reduce our future earnings or increase our future losses. The accounting for intangible assets requires reliance on forward-looking estimates of sales and/or earnings. Estimating the future performance of our business is extremely challenging and the range of deviation from internal estimates could be more significant in the current market environment.

**Legal and Compliance Risks**

**Regulatory issues resulting from product complaints, recalls or regulatory audits could harm our ability to produce and supply products or bring new products to market.**

The products that we design, manufacture and distribute, including our customers' finished medical devices, product components that are incorporated into our customers' finished medical devices, and our own finished medical devices, are designed, manufactured and distributed globally in compliance with applicable regulations and standards. However, a product complaint, recall (either voluntary or as required by any governmental authority) or negative regulatory audit may cause our products, including product components and finished medical devices, to be removed from the market and harm our operating results or financial condition. In addition, during the period in which corrective action is being taken by us to remedy a product complaint, recall or negative regulatory audit, regulators may not allow our new products or components to be cleared for marketing and sale.

**If we become subject to product liability claims, our operating results and financial condition could suffer.**

Our business exposes us to potential product liability claims, which may take the form of a one-off claim from a single claimant or a class action lawsuit covering multiple claimants. Product failures, including those that arise from the failure to meet product specifications, misuse or malfunction, or design flaws, or the use of our products with other components, systems or medical devices not manufactured or sold by us could result in product liability claims or a recall. Many of our products are components that interact with our customers' medical devices. For example, our batteries are produced to meet electrical performance, longevity and other specifications, but the actual performance of those products is dependent on how they are utilized as part of our customers' devices over the lifetime of their products. Product performance and device interaction from time to time have been, and may in the future be, different than expected for a number of reasons. Consequently, it is possible that customers may experience problems with their medical devices that could require device recall or other corrective action, where our batteries or other products or components met the specification at delivery, and for reasons that are not related primarily or at all to any failure by our product to perform in accordance with specifications. It is possible that our customers (or end-users) may in the future assert that our products caused or contributed to device failure. Even if these assertions do not lead to product liability or contract claims, they could harm our reputation and our customer relationships. Furthermore, the design and manufacturing of finished medical devices of the types that we also produce entail an inherent risk of product liability claims. Some of the medical devices

that we manufacture and sell are designed to be implanted into the human body. A number of factors could result in an unsafe condition or injury to, or death of, a patient with respect to these medical devices. These factors could also result in product liability claims, a recall of one or more of our medical devices or a safety alert relating to one or more of our medical devices.

Provisions contained in our agreements with key customers attempting to limit our damages, including provisions to limit damages to liability for negligence, may not be enforceable in all instances or may otherwise fail to adequately protect us from liability for damages. Product liability claims or product recalls, regardless of their ultimate outcome and whether related to a product component or a finished medical device, could require us to spend significant time and money in litigation and require us to pay significant damages and could divert the attention of our management from our business operations. We may choose to settle product liability claims against us regardless of their actual merit, and the occurrence of product liability claims or product recalls could adversely affect our operating results and financial condition.

We carry product liability insurance with coverage that is limited in scope and amount. We may not be able to maintain this insurance at a reasonable cost or on reasonable terms, or at all. This insurance may not be adequate to protect us against product liability claims made against us.

**If we are unable to protect our intellectual property and proprietary rights, our business could be harmed.**

We rely on a combination of patents, licenses, trade secrets and know-how to establish and protect our rights to our technologies and products. However, these measures afford only limited protection, and our patent rights, whether issued, subject to license or in process, and our other intellectual property protections may be misappropriated, circumvented or invalidated. The laws of some foreign countries do not offer the same level of protection for our intellectual property as the laws of the U.S. Further, no assurances can be given that any patent application we have filed or will file will result in a patent being issued, or that any existing or future patents will afford adequate or meaningful protection against competitors or against similar technologies. In addition, competitors may design around our technology or develop competing technologies that do not infringe our proprietary rights. As patents and other intellectual property protection expire, we may lose our competitive advantage. If third parties infringe or misappropriate our patents or other proprietary rights, our business could be seriously harmed.

In addition, we cannot assure you that our existing or planned products do not or will not infringe on the intellectual property rights of others or that others will not claim such infringement. Our industry has experienced extensive ongoing patent litigation which can result in the incurrence of significant legal costs for indeterminate periods of time, injunctions against the manufacture or sale of infringing products and significant royalty payments. At any given time, we may be a plaintiff or defendant in these types of actions. We cannot assure you that we will be able to prevent competitors from challenging our patents or other intellectual property rights or entering markets we currently serve.

In addition to seeking formal patent protection whenever possible, we attempt to protect our proprietary rights and trade secrets by entering into confidentiality agreements with employees, consultants and third parties with which we do business. However, these agreements may be breached and, if a breach occurs, there may be no adequate remedies available to us and we may be unable to prevent the unauthorized disclosure or use of our technical knowledge, practices or procedures. If our trade secrets become known, we may lose our competitive advantages.

**We may be subject to intellectual property claims, which could be costly and time consuming and could divert our management's attention from our business operations.**

In producing our products, third parties may claim that we are infringing on their intellectual property rights, and we may be found to have infringed on those intellectual property rights. We may be unaware of the intellectual property rights of others that may be used in our technology and products. In addition, third parties may claim that our patents have been improperly granted and may seek to invalidate our existing or future patents. If any claim for invalidation prevailed, third parties may manufacture and sell products that compete with our products and our revenues from any related license agreements would decrease accordingly. Former employers of our associates may assert claims that these associates have improperly disclosed to us the confidential or proprietary information of those former employers. We also typically do not receive significant indemnification from parties that license technology to us against third-party claims of intellectual property infringement.

Legal disputes relating to intellectual property have occurred in the past and may occur in the future. Any litigation or other challenges regarding our patents or other intellectual property, with or without merit, could be costly and time consuming and could divert the attention of our management and key personnel from our business operations. We do not maintain insurance for intellectual property infringement, so costs of defense, whether or not we are successful in defending an infringement claim, will be borne by us and could be significant. The complexity of the technology involved in producing our products and the uncertainty of intellectual property litigation increases these risks. If we are not successful in defending these claims, we could be required to stop selling, delay shipments of, or redesign our products, discontinue the use of related technologies or designs, pay monetary amounts as damages, and satisfy indemnification obligations that we have with some of our customers. Claims of intellectual property infringement may also require us to enter into costly royalty or license agreements. However, we may not be able to

obtain royalty or license agreements on terms acceptable to us, or at all. We also may be made subject to significant damages or injunctions against development and sale of our products.

**A failure to comply with customer-driven policies and standards and third-party certification requirements or standards could adversely affect our business and reputation.**

Our customers have in the past, and may in the future, require us to comply with their own or third-party quality standards, business policies, commercial terms, or other policies or standards, which have been, and may continue to be, even more restrictive than current laws and regulations as well as our pre-existing policies or terms with our suppliers, before they commence, or continue, doing business with us. These policies or standards may be customer-driven, established by the market sectors in which we operate or imposed by third-party organizations.

Our compliance with these heightened or additional policies, standards and third-party certification requirements, and managing a supply chain in accordance with those policies, standards and requirements, could be costly and time consuming, and our failure to comply could adversely affect our operations, customer relationships, reputation and profitability. In addition, our adoption of these standards could adversely affect our cost competitiveness and ability to provide customers with required service levels. In certain circumstances, to meet the requirements or standards of our customers, we may be obligated to select certain suppliers or make other sourcing choices, and we may bear responsibility for adverse outcomes even if these matters are the result of third-party actions or outside of our control.

**Our failure to obtain licenses from third parties for new technologies or the loss of these licenses could impair our ability to design and manufacture new products and reduce our revenues.**

We occasionally license technologies from third parties rather than depending exclusively on our own proprietary technology and developments. Our ability to license new technologies from third parties is and will continue to be critical to our ability to offer new and improved products. We may not be able to continue to identify new technologies developed by others and even if we are able to identify new technologies, we may not be able to negotiate licenses on favorable terms, or at all. Additionally, we may lose rights granted under licenses for reasons beyond our control or if the license has a finite term and cannot be renewed on favorable terms or at all.

**Our business is subject to environmental regulations that could be costly to comply with.**

Federal, state and local regulations impose various environmental controls on the manufacturing, transportation, storage, use and disposal of batteries and hazardous chemicals and other materials used in, and hazardous waste produced by the manufacturing of our products. Conditions relating to our historical operations, including a former manufacturing facility located in South Plainfield, New Jersey previously operated by a subsidiary of Lake Region Medical, may require expenditures for clean-up in the future that could materially adversely affect our financial results. In addition, changes in environmental laws and regulations have imposed and in the future may impose costly compliance requirements on us or otherwise subject us to future liabilities. Additional or modified regulations relating to the manufacture, transportation, storage, use and disposal of materials used to manufacture our products or restricting disposal or transportation of batteries may be imposed that may result in higher costs or lower operating results. In addition, we cannot predict the effect that additional or modified environmental regulations may have on us or our customers.

**Our international operations expose us to legal and regulatory risks, which could adversely affect our business.**

Our international operations are, and will continue to be, subject to risks relating to changes in foreign legal and regulatory requirements. In addition, our international operations are governed by various U.S. laws and regulations, including the U.S. Foreign Corrupt Practices Act and other similar anti-corruption laws in other countries that prohibit us and our business partners and other intermediaries from making improper payments or offers of payment to foreign governments and their officials and political parties for the purpose of obtaining or retaining business. In recent years, both the U.S. and non-U.S. regulators have increased regulation, enforcement, inspections, and governmental investigations of the medical device industry, including increased U.S. government oversight and enforcement of the U.S. Foreign Corrupt Practices Act. Any alleged or actual violations of these or other U.S. or foreign regulations may subject us to government scrutiny, severe criminal or civil sanctions and other liabilities and could adversely affect our business, reputation, operating results, and financial condition.

**The healthcare industry is highly regulated and subject to various political, economic and regulatory changes that could increase our compliance costs and force us to modify how we develop and price our products.**

The healthcare industry is highly regulated and is influenced by changing political, economic and regulatory factors. Several of our product lines are subject to international, federal, state and local health and safety, packaging and product content regulations, including the European Medical Device Regulation, which was adopted by the EU as a common legal framework for all EU member states. In addition, medical devices are subject to regulation by the FDA and similar governmental agencies. These regulations cover a wide variety of product activities from design and development to labeling, manufacturing, promotion, sales and distribution. Compliance with these regulations is time consuming, burdensome and expensive and could adversely affect our ability to sell products. This may result in higher than anticipated costs or lower than anticipated revenues.

Furthermore, healthcare industry regulations are complex, change frequently and have tended to become more stringent over time. Federal and state legislatures have periodically considered and implemented programs to reform or amend the U.S. healthcare system at both the federal and state levels. In addition, these regulations may contain proposals to increase governmental involvement in healthcare, lower reimbursement rates or otherwise change the environment in which healthcare industry participants operate. We may be required to incur significant expenses to comply with these regulations or remedy past violations of these regulations. Our failure to comply with applicable government regulations could also result in cessation of portions or all of our operations, impositions of fines and restrictions on our ability to carry on or expand our operations, seizures or recalls of our products or those of our customers, inability to sell our products and adverse publicity affecting both us and our customers.

Furthermore, our facilities are subject to periodic inspection by the FDA and other federal, state and foreign government authorities, which require manufacturers of medical devices to adhere to certain regulations, which require, among other things, periodic audits, design controls, quality control testing and documentation procedures, as well as complaint evaluations and investigation. The FDA also requires the reporting of certain adverse events and product malfunctions and requires the reporting of certain recalls or other field safety corrective actions for medical devices. Issues identified through such inspections and reports may result in FDA enforcement action through any of the actions discussed above. Moreover, issues identified through such inspections and reports may require significant resources to resolve.

In response to perceived increases in healthcare costs in recent years, there have been and continue to be proposals by the presidential administrations of both major U.S. political parties, members of Congress, state governments, regulators and third-party payors to control these costs and, more generally, to reform the U.S. healthcare system, including by amending, repealing or replacing the Patient Protection and Affordable Care Act. Elements of health care reform such as comparative effectiveness research, an independent payment advisory board, payment system reforms including shared savings pilots and other provisions could meaningfully change the way healthcare is developed and delivered and may materially adversely impact numerous aspects of our business, results of operations and financial condition.

**Our business is indirectly subject to healthcare industry third-party coverage and reimbursement and cost containment measures that could result in reduced sales of our products.**

Several of our customers rely on third-party payors, such as government programs and private health insurance plans, to reimburse some or all of the cost of the procedures in which our products are used. Even when we develop or acquire a promising new product, demand for the product may be limited unless reimbursement approval is obtained from private and government third-party payors. Internationally, healthcare reimbursement systems vary significantly. In some countries, medical centers are constrained by fixed budgets, regardless of the volume and nature of patient treatment. Other countries require application for, and approval of, government or third-party reimbursement. Without both favorable coverage determinations by, and the financial support of, government and third-party insurers, the market for many of our products would be adversely affected. In this regard, we cannot be sure that third-party payors will maintain the current level of coverage and reimbursement to our customers for use of our existing products. Adverse coverage determinations, including reductions in the amount of reimbursement, could harm our business by discouraging customers' selection of, and reducing the prices they are willing to pay for, our products.

In addition, the continuing efforts of governments, insurance companies and other payors of healthcare costs to contain or reduce those costs could lead to patients being unable to obtain approval for payment from these third-party payors for procedures in which our products are used. If this occurs, sales of medical devices may decline significantly and our customers may reduce or eliminate purchases of our products or demand further price reductions. The cost containment measures that healthcare payors are instituting, both in the U.S. and internationally, could reduce our revenues and harm our operating results.

---

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

---

None.

---

**ITEM 1C. CYBERSECURITY**

---

**Cybersecurity Risk Management and Strategy**

We recognize the critical importance of developing, implementing, and maintaining cybersecurity measures to safeguard our information systems and protecting the confidentiality, integrity, and availability of our data and other information located on our information systems. Below is a discussion of how we assess, identify and manage material risks from cybersecurity threats.

*Managing Material Cybersecurity Risks Within Our Overall Risk Management Framework*

We have strategically and deliberately integrated cybersecurity risk management into our broader risk management framework to promote a Company-wide culture of cybersecurity risk management. This integration seeks to ensure that cybersecurity considerations are an integral part of our decision-making processes at every level. Our management-level Security, Privacy and Compliance Committee (the "SPCC") was established to help ensure that the Company's information security strategy supports our business operations and that the Company complies with applicable laws and regulations with respect to privacy and other cybersecurity matters. The SPCC is also primarily responsible for monitoring and responding to cybersecurity threats as they arise. The SPCC meets quarterly and as necessary. The SPCC is a cross-functional committee, and its members include Company officers and associates involved in various aspects of the Company's governance and operations, including our General Counsel, Corporate Controller, Chief Information Officer, Head of Environmental, Health, Safety and Security and others, and is chaired by our Chief Information Security Officer ("CISO"). In addition, we have established a management-level Cyber Disclosure Escalation Committee (the "CDEC") to assist in the evaluation of cybersecurity incidents that may arise from time to time and the potential need for public disclosure of any such incident. The CDEC meets quarterly and on an ad hoc basis as necessary, and it reports to our CEO and other members of the Company's senior management.

*Third-Party Engagement in Cybersecurity Risk Management*

Recognizing the complexity and evolving nature of cybersecurity threats, we engage with a range of external experts, including cybersecurity assessors, consultants, and auditors in evaluating and testing our cybersecurity risk management systems. These partnerships enable us to leverage specialized knowledge and insights, seeking to ensure that our cybersecurity strategies and processes remain at the forefront of industry best practices. Our collaboration with these third parties includes threat assessments, consultations on security enhancements and cybersecurity strategies and trends and penetration testing designed to simulate an external cyberattack on the Company. We also periodically retain a third-party advisor to perform a cybersecurity materiality assessment of the Company using the NIST CSF framework. Finally, we also engage a third party to evaluate the cybersecurity strengths of our vendors as part of our third-party risk oversight, as described below under "Oversight of Third-Party Risks."

*Oversight of Third-Party Risks*

We have sought to implement stringent processes to oversee and manage cybersecurity risks resulting from our day-to-day business interactions with third parties. Our third-party risk oversight is primarily handled internally at the Company and consists of four fundamental pillars. First, we require each third-party information technology vendor that we engage with to complete a cybersecurity questionnaire detailing their cybersecurity standards and practices. These questionnaires are completed at the beginning of the relationship and thereafter periodically throughout the relationship based upon our risk level assessment. Second, we use a third-party consultant to monitor and assess cybersecurity matters relating to our vendors based on publicly available information. This monitoring is ongoing and, if an issue is identified, we will proactively seek to engage with our vendors to remediate the issue. Third, we seek to strictly limit access to our internal infrastructure and, for those vendors that have a need to access to our infrastructure, we use methods and processes to limit their access. Finally, we require our contracts with third-party vendors to include contractual obligations with respect to cybersecurity matters that are applicable those vendors, including data breach notifications.

*Risks from Cybersecurity Threats*

Based upon the information that we have as of the end of the year covered by this report, we do not believe that any risks from any cybersecurity threat or from any previous cybersecurity incident have materially affected or are reasonably likely to materially affect our business strategy, results of operations or financial condition. However, the risks from cybersecurity threats and incidents continue to increase, and the preventative actions we have taken and continue to take to reduce the risk of cybersecurity threats and incidents may not successfully protect against all such threats and incidents, and, as a result, there can be no assurance that we or the third parties we interact with will not experience a cybersecurity event in the future that will materially affect us. For more information on risks to us from cybersecurity threats see Item 1A, "Risk Factors," under the heading "Our operations are subject to cyber-attacks and other information technology disruptions that could have a material adverse effect on our business, results of operations and financial condition."

## **Cybersecurity Governance Matters**

Our Board understands the critical nature of managing risks associated with cybersecurity threats. Our Board has established oversight mechanisms to ensure effective governance in managing risks associated with cybersecurity threats because we recognize the significance of these threats to our operational integrity and in maintaining stockholder confidence.

### *Board of Directors' Oversight Role and Management's Role in Managing Cybersecurity Risk*

Our Board has direct oversight responsibility for the Company's strategic risks. The Audit Committee has been made primarily responsible for the Board's oversight of cybersecurity risks, but the Board has discretion to delegate this oversight responsibility to any committee or sub-committee as it deems appropriate. The Audit Committee is composed of directors with diverse expertise including risk management, operations, technology and finance and accounting, equipping them to oversee cybersecurity risks effectively.

Our CISO is responsible for updating the Audit Committee on cybersecurity risks and the processes and procedures that Company management has put in place to seek to mitigate these risks. At least twice each year, our CISO provides updates to the Audit Committee on cybersecurity risks, incidents and incident resolution. The Audit Committee also discusses at least annually with the CISO regarding the status of the Company's IT policies, procedures, disaster recovery plans and other security issues. In addition, reports describing known cybersecurity threats are delivered to our executive leadership team on a monthly basis and general updates relating to our cybersecurity systems are delivered to our executive leadership team on a bi-monthly basis. Monthly cybersecurity reviews are also undertaken with our IT leadership team to discuss actionable cybersecurity issues.

In addition to our scheduled meetings, the Audit Committee, CISO and other senior members of management maintain an ongoing and active dialogue regarding emerging or potential cybersecurity risks. The Audit Committee actively participates in strategic decisions related to cybersecurity, offering oversight and approval for major initiatives. This involvement ensures that cybersecurity considerations are integrated into the broader strategic objectives of the Company. This oversight review by our Audit Committee helps in identifying areas for improvement and ensuring the alignment of cybersecurity efforts with the overall risk management framework. In addition, we require all Company associates to complete mandatory cybersecurity awareness and information handling training at the time of hiring and on an annual basis.

### *Risk Management Personnel*

Our CISO is primarily responsible for assessing, monitoring and managing our cybersecurity risks and has worked in the cybersecurity field since 1996. His background includes both the public and private sectors. Our CISO has served in his position with the Company since 2020 and has built out a comprehensive security program for the Company by adding cybersecurity capabilities and aligning our cybersecurity systems to leading industry standards, including the National Institute of Standards and Technology Cybersecurity Framework. In addition, our CISO oversees our governance programs, tests our compliance with standards, remediates known risks, and leads our cybersecurity training program for associates.

### *Company Processes for Monitoring Cybersecurity Incidents*

The CISO is regularly informed about developments in cybersecurity, including potential threats and innovative risk management techniques. This ongoing knowledge acquisition is crucial for the effective prevention, detection, mitigation, and remediation of cybersecurity incidents. The CISO works with the SPCC to implement and oversee processes for the regular monitoring of our information systems. This includes the deployment of advanced security measures and regular system audits to seek to identify potential vulnerabilities. If a cybersecurity event involving the Company were to occur, the CDEC would be engaged to initially evaluate the potential materiality of the event and the potential need for public disclosure, and the SPCC and other members of senior management would be engaged to determine the timing and extent of the response and to consider whether any future vulnerabilities are expected. As part of this evaluation, the Company, through the SPCC, would also work to identify actions to seek to mitigate the impact and long-term strategies for remediation and prevention of future incidents. After an initial evaluation by the CDEC, the relevant information regarding the cybersecurity event and its potential materiality would also be promptly raised to the Company's Disclosure Committee for further review and evaluation as to whether public disclosure would be required.

---

**ITEM 2. PROPERTIES**

---

Our principal executive office and headquarters is located in Plano, Texas, in a leased facility. As of December 31, 2025, we operated 21 facilities in the U.S., 3 in Mexico, 3 in Ireland, and one facility each in the Dominican Republic, Uruguay, Malaysia, China, Costa Rica and Switzerland. Of these facilities, 26 were leased and 7 were owned. We occupy approximately 2.3 million square feet of manufacturing and RD&E space worldwide, the majority of which is located in the U.S. Mexico and Ireland. We believe the facilities we operate and their equipment are effectively utilized, well maintained, generally are in good condition, and will be able to accommodate our capacity needs to meet current levels of demand. We continuously review our anticipated requirements for facilities and, on the basis of that review, may from time to time acquire additional facilities or expand or dispose of existing facilities.

---

**ITEM 3. LEGAL PROCEEDINGS**

---

For information regarding certain legal proceedings pending against us, see Note 14, "Commitments and Contingencies," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report, which is incorporated herein by reference.

---

**ITEM 4. MINE SAFETY DISCLOSURES**

---

Not applicable.

PART II

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The Company's common stock trades on the New York Stock Exchange ("NYSE") under the symbol "ITGR." According to the records of our transfer agent, there were approximately 100 holders of record of our common stock on February 18, 2026. Because many of these shares are held by brokers and other institutions on behalf of the ultimate beneficial holders of these shares, we are unable to estimate the total number of stockholders represented by these record holders.

We have not paid cash dividends in the past and do not anticipate paying any cash dividends in the foreseeable future.

**Unregistered Sales of Equity Securities**

During the three months ended December 31, 2025, the Company issued 6 shares of its unregistered common stock upon settlement of conversions of an aggregate of \$13,000 in principal amount of the 2028 Convertible Notes. These shares of the Company's common stock were issued in reliance on the exemption from registration provided by Section 3(a)(9) of the Securities Act of 1933, as amended. We did not receive any proceeds upon conversion.

**Issuer Purchases of Equity Securities**

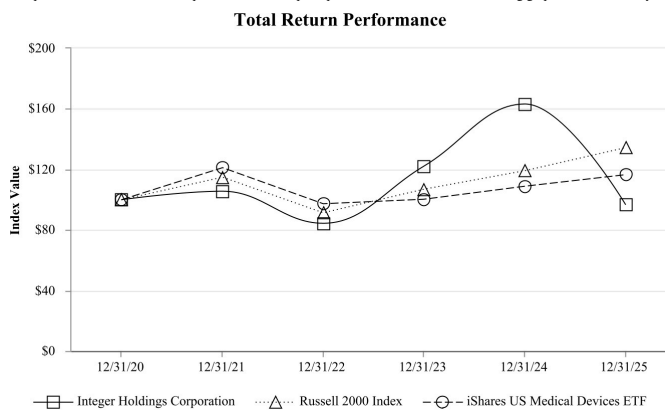
The following table contains information regarding our purchases of our common stock during the fourth fiscal quarter of 2025.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(a)	Approximate Dollar Value of Shares That May Yet Be Purchased Under The Plans or Programs (in millions)(a)
September 27, 2025 - October 24, 2025	—	\$ —	—	—
October 25, 2025 - November 21, 2025	234,190	68.37	234,190	184.0
November 22, 2025 - December 31, 2025	464,166	73.25	464,166	150.0
Total	698,356		698,356	

(a) All open-market purchases during the quarter were made under the authorization from our Board of Directors to purchase up to \$200.0 million of Integer common stock announced November 4, 2025. The share repurchase program has no expiration date and will continue until otherwise suspended or terminated. Refer to Note 17, "Stockholders' Equity" in the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information.

**Stock Performance Graph**

The following graph compares, for the five year period ended December 31, 2025, the cumulative total stockholder return for Integer Holdings Corporation, the Russell 2000 Index, and iShares US Medical Devices ETF. The graph assumes that \$100 was invested on December 31, 2020 and assumes reinvestment of dividends. No adjustments have been made for the value provided to shareholders for spin-offs. The stock price performance shown on the following graph is not necessarily indicative of future price performance.



Company/Index	12/31/20	12/31/21	12/31/22	12/31/23	12/31/24	12/31/25
Integer Holdings Corporation	\$ 100.00	\$ 105.42	\$ 84.32	\$ 122.03	\$ 163.22	\$ 96.60
Russell 2000 Index	100.00	114.82	91.35	106.82	119.14	134.40
iShares US Medical Devices ETF	100.00	121.04	97.17	100.29	108.93	116.30

ITEM 6. [RESERVED]

---

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

---

The following discussion and analysis of our financial condition and results of operations should be read together with our consolidated financial statements and the related notes appearing in Item 8, "Financial Statements and Supplementary Data," of this report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those under the heading Item 1A, "Risk Factors," of this report. Unless otherwise stated, all results and comparisons below represent results from continuing operations.

**Our Business**

Integer Holdings Corporation is one of the largest medical device contract development and manufacturing organizations in the world, serving the cardio and vascular, neuromodulation, and cardiac rhythm management markets. As a strategic partner of choice, we advance the goals of our medical device customers through industry-leading engineering and manufacturing, with a relentless commitment to quality, service, and innovation.

We operate our business in one segment and derive our revenues from three product lines: Cardio & Vascular, Cardiac Rhythm Management & Neuromodulation and Other Markets.

**Impact of Global Events**

Our future results of operations and liquidity could be materially adversely affected by uncertainty surrounding macroeconomic and geopolitical factors in the U.S. and globally characterized by the supply chain environment, inflationary pressure, changes in interest rates, disruptions in the commodities' markets or in supply chain as a result of wars in Ukraine and the Middle East, and the tensions in Asia relating to China and Taiwan, and the introduction of or changes in tariffs or trade barriers. The impact of these issues on our business will vary by geographic market and product line, but specific impacts to our business may include increased borrowing costs, labor shortages, disruptions in the supply chain, delayed or reduced customer orders and sales, delays in shipments to and from certain countries and potential increased expenses resulting from tariffs or other trade barriers.

We monitor economic conditions closely. In response to reductions in revenue, we can take actions to align our cost structure with changes in demand and manage our working capital. However, there can be no assurance as to the effectiveness of our efforts to mitigate any impact of the current and future adverse economic conditions and other developments.

**Sales Outlook**

In 2026, we expect sales growth to be impacted by lower sales related to three new products due to lower than anticipated market adoption. We believe the magnitude of these changes on multiple products at the same time is highly unusual.

**2030 Convertible Notes Issuance and 2028 Convertible Notes Exchange Transactions**

On March 18, 2025, we issued \$1.0 billion in aggregate principal amount of 1.875% Convertible Senior Notes due in 2030 (the "2030 Convertible Notes"). The total net proceeds from the issuance of the 2030 Convertible Notes, after deducting initial purchasers' discounts and commissions and debt issuance costs, were \$976.1 million. We used \$71.0 million of the net proceeds from the offering to fund the cost of entering into capped call transactions relating to the 2030 Convertible Notes.

We used a portion of the remaining net proceeds from the issuance of the 2030 Convertible Notes to exchange \$383.7 million in aggregate principal amount of our outstanding 2.125% Convertible Senior Notes due in 2028 (the "2028 Convertible Notes" and together with the "2030 Convertible Notes" the "Convertible Notes") for an aggregate cash exchange consideration of \$384.4 million in cash and 1,553,806 shares of common stock (the "Note Exchange Transactions"). The Note Exchange Transactions were considered an induced conversion and, as a result, we recorded \$46.7 million during 2025 in induced conversion expense within Other loss, net in the Consolidated Statements of Operations. Contemporaneously with the Note Exchange Transactions, we terminated a portion of the capped call transactions related to the 2028 Convertible Notes and received 436,963 shares of common stock. We allotted the remainder of the net proceeds to pay the down our revolving credit facility and five-year "term A" loan.

**Business Acquisitions**

We selectively evaluate acquisitions as a means to acquire additional technology or manufacturing capabilities to expand our product offering in our key existing growth markets. Consistent with our tuck-in acquisition strategy, since the beginning of 2022 we have completed the following acquisitions, including those that impact the comparability of our results between periods:

On December 4, 2025, we acquired certain assets of Biocoat. Prior to the acquisition, Biocoat was a privately-held manufacturer specializing in high value surface coating technology platforms, including UV and thermal cure hydrophilic coatings.

On February 28, 2025, we acquired substantially all of the assets and assumed certain liabilities of VSi. Prior to the acquisition, VSi was a privately-held full-service provider of parylene coating solutions, primarily focused on complex medical device applications.

On January 7, 2025, we acquired substantially all of the assets and assumed certain liabilities of Precision. Prior to the acquisition, Precision was a privately-held manufacturer specializing in high value surface coating technology platforms, including fluoropolymer, anodic coatings, ion treatment solutions and laser processing.

On January 5, 2024, we acquired 100% of the outstanding capital stock of Pulse Technologies, Inc. ("Pulse"), a technology, engineering and contract manufacturing company focused on complex micro machining of medical device components for high growth structural heart, heart pump, electrophysiology, leadless pacing, and neuromodulation markets. Pulse also provides proprietary advanced technologies, including hierarchical surface restructuring (HSR™), scratch-free surface finishes, and titanium nitride coatings. The acquisition of Pulse further increased our end-to-end development capabilities and manufacturing footprint in targeted growth markets and provides customers with expanded capabilities, capacity and resources to accelerate the time to market for customer products.

Refer to Note 2, "Business Acquisitions" of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information about the transactions above.

**Discontinued Operations**

On October 31, 2024, we completed the sale of our wholly-owned subsidiary Electrochem Solutions, Inc. ("Electrochem"), which focused on nonmedical applications for the energy, military and environmental sectors. As a result of the Electrochem divestiture, the results of operations of the Electrochem business have been classified as discontinued operations for all periods presented.

Loss from discontinued operations was not material for 2025. Loss from discontinued operations, net of tax, was \$1.2 million for 2024, which represented the results of operations of Electrochem for ten months prior to its divestiture on October 31, 2024 and a pre-tax gain on sale of discontinued operations of \$0.8 million.

All results and information presented exclude discontinued operations unless otherwise noted. Refer to Note 3, "Discontinued Operations" of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information on the divestiture of Electrochem.

MANAGEMENT'S DISCUSSION AND ANALYSIS

**Our Financial Results**

The following table presents selected financial information derived from our Consolidated Financial Statements, contained in Item 8, "Financial Statements and Supplementary Data," of this report, for the periods presented (dollars in thousands, except per share amounts):

	2025		2024		Change 2025 vs. 2024	
	\$	%	\$	%	\$	%
Cardio & Vascular	\$ 1,107,084		\$ 949,576		\$ 157,508	16.6 %
Cardiac Rhythm Management & Neuromodulation	668,803		660,610		8,193	1.2 %
Other Markets	77,750		106,410		(28,660)	(26.9)%
Total sales	1,853,637		1,716,596		137,041	8.0 %
Cost of sales	1,353,251		1,257,582		95,669	7.6 %
Gross profit	500,386		459,014		41,372	9.0 %
	<i>Gross profit as a % of sales</i>	27.0 %		26.7 %		
Operating expenses:						
Selling, general and administrative	211,748		185,202		26,546	14.3 %
	<i>SG&amp;A as a % of sales</i>	11.4 %		10.8 %		
Research, development and engineering	49,499		53,425		(3,926)	(7.3)%
	<i>RD&amp;E as a % of sales</i>	2.7 %		3.1 %		
Restructuring and other charges	17,875		12,149		5,726	47.1 %
Total operating expenses	279,122		250,776		28,346	11.3 %
Operating income	221,264		208,238		13,026	6.3 %
	<i>Operating expense as a % of sales</i>	15.1 %		14.6 %		
	<i>Operating income as a % of sales ("Operating margin")</i>	11.9 %		12.1 %		
Interest expense	43,206		56,374		(13,168)	(23.4)%
(Gain) loss on equity investments, net	(550)		780		(1,330)	NM
Other loss, net	53,212		3,521		49,691	NM
Income from continuing operations before income taxes	125,396		147,563		(22,167)	(15.0)%
Provision for income taxes	22,566		26,510		(3,944)	(14.9)%
	<i>Effective tax rate</i>	18.0 %		18.0 %		
Income from continuing operations	\$ 102,830		\$ 121,053		\$ (18,223)	(15.1)%
	<i>Income from continuing operations as a % of sales</i>	5.5 %		7.1 %		
Diluted earnings per share from continuing operations	\$ 2.89		\$ 3.40		\$ (0.51)	(15.0)%

NM - Calculated change not meaningful.

MANAGEMENT'S DISCUSSION AND ANALYSIS

**2025 Compared to 2024**

The following discussion is a comparison between results for the years ended December 31, 2025 and 2024. For a discussion of our results of operations for the year ended December 31, 2024 compared to the year ended December 31, 2023, please refer to Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our [Annual Report on Form 10-K for the fiscal year ended December 31, 2024](#), which was filed with the SEC on February 20, 2025.

**Financial Overview**

Income from continuing operations for 2025 was \$102.8 million or \$2.89 per diluted share compared to \$121.1 million or \$3.40 per diluted share for 2024. These variances are primarily the result of the following:

- Sales for 2025 increased 8% to \$1.854 billion, driven by new product ramps in targeted high-growth markets, higher demand across our base business, and contributions from our recent acquisitions.
- Gross profit for 2025 increased \$41.4 million, or 9%, primarily from higher sales volume leverage, efficiencies gained from the continued improvement in the supply chain and contributions from our recent acquisitions.
- Operating expenses for 2025 increased by \$28.3 million compared to 2024, due to higher SG&A and Restructuring and other charges, partially offset by lower RD&E costs.
- Interest expense for 2025 decreased by \$13.2 million, primarily due to lower interest rates on our outstanding borrowings, partially offset by higher average debt balance outstanding and higher losses from extinguishment of debt.
- We recognized net gains on equity investments of \$0.6 million during 2025 compared to net losses of \$0.8 million during 2024. Gains and losses on equity investments are generally unpredictable in nature.
- Other loss, net for 2025 and 2024 was \$53.2 million and \$3.5 million, respectively, primarily driven by a \$46.7 million of debt conversion inducement expense recorded in 2025 related to the partial exchange of our outstanding 2028 Convertible Notes during the first quarter of 2025.
- We recorded provisions for income taxes of \$22.6 million and \$26.5 million for 2025 and 2024, respectively. The changes in income tax were primarily due to relative changes in pre-tax income and the impact of discrete tax items.

**Sales**

Sales by product line for 2025 and 2024 were as follows (dollars in thousands):

	2025		2024		Change	
	\$	%	\$	%	\$	%
Cardio & Vascular	\$ 1,107,084		\$ 949,576		\$ 157,508	16.6 %
Cardiac Rhythm Management & Neuromodulation	668,803		660,610		8,193	1.2
Other Markets	77,750		106,410		(28,660)	(26.9)
Total sales	\$ 1,853,637		\$ 1,716,596		\$ 137,041	8.0

Cardio & Vascular ("C&V") sales for 2025 increased \$157.5 million, or 17%, in comparison to 2024. The increase in C&V sales for 2025 was driven by strong growth from new product ramps in electrophysiology, contributions from acquisitions, and strong demand in neurovascular. C&V sales for 2025 included \$58.7 million of aggregate sales attributable to the 2025 acquisitions. Foreign currency exchange rate fluctuations increased C&V sales for 2025 by \$2.2 million in comparison to 2024, primarily due to U.S. dollar fluctuations relative to the Euro.

Cardiac Rhythm Management & Neuromodulation ("CRM&N") sales for 2025 increased \$8.2 million, or 1%, in comparison to 2024, with Cardiac Rhythm Management and Neuromodulation growing at market, offset by the planned decline of an early spinal cord stimulation neuromodulation finished implantable pulse generator (non-emerging) customer, announced in 2020. Foreign currency exchange rate fluctuations did not have a material impact on CRM&N sales for 2025 in comparison to 2024.

Other Markets sales for 2025 decreased \$28.7 million, or 27%, in comparison to 2024, driven by the decline in Portable Medical from the multi-year exit announced in 2022. Foreign currency exchange rate fluctuations did not have a material impact on Other Markets sales for 2025 in comparison to 2024.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

**Gross Profit**

	2025		2024		Change	
	\$	%	\$	%	\$	%
Gross profit (in thousands)	\$ 500,386	27.0 %	\$ 459,014	26.7 %	\$ 41,372	9.0 %
Gross margin						

Gross profit as a percent of sales ("Gross margin") for 2025 increased 30 basis points compared to 2024. Gross margin, or gross profit as a percentage of sales, has been and will continue to be affected by a variety of factors, including the average sales price of our products and services and transaction volume growth. We expect our gross margin to fluctuate over time depending on the factors described above.

**SG&A Expenses**

SG&A expenses comprise the following for 2025 and 2024 (in thousands):

	2025		2024		Change	
	\$	%	\$	%	\$	%
Compensation and benefits <sup>(a)</sup>	\$ 109,012		\$ 97,086		\$ 11,926	12.3 %
Depreciation and amortization expense <sup>(b)</sup>	50,852		42,837		8,015	18.7
Professional fees <sup>(c)</sup>	19,889		16,338		3,551	21.7
Contract services <sup>(d)</sup>	17,196		14,197		2,999	21.1
Bank fees and charges	3,446		3,695		(249)	(6.7)
Travel and entertainment	3,324		2,641		683	25.9
All other SG&A	8,029		8,408		(379)	(4.5)
Total SG&A expense	\$ 211,748		\$ 185,202		\$ 26,546	

<sup>(a)</sup> Compensation and benefits increased primarily due to annual merit increases, acquisitions, leadership transition costs, and enterprise resource planning ("ERP") implementation costs. Leadership transition costs primarily include incremental costs associated with executive leadership transitions. ERP implementation costs relate to direct and incremental costs incurred in connection with our multi-phase implementation of a new ERP solution and the related technology infrastructure costs.

<sup>(b)</sup> Depreciation and amortization expense increased due to amortization of customer list intangible assets related to recent acquisitions.

<sup>(c)</sup> Professional fees increased primarily due to higher legal and consulting fees.

<sup>(d)</sup> Contract services expense increased primarily due to higher software costs from information technology enhancements.

**RD&E**

RD&E expenses for 2025 and 2024 were \$49.5 million and \$53.4 million, respectively. The decrease in RD&E expenses for 2025 compared to 2024 was primarily due to the timing of program milestone achievements for customer funded programs. RD&E expenses are influenced by the number and timing of in-process projects and labor hours and other costs associated with these projects. Our research and development initiatives continue to emphasize new product development, product improvements, and the development of new technological platform innovations.

MANAGEMENT'S DISCUSSION AND ANALYSIS

**Restructuring and Other Charges**

We continuously evaluate our business and identify opportunities to realign resources to better serve our customers and markets, improve operational efficiency and capabilities, and lower operating costs. To realize the benefits associated with these opportunities, we undertake restructuring-type activities to transform our business. We incur costs associated with these activities, which primarily include exit and disposal costs and other costs directly related to the restructuring initiative. Restructuring charges include exit and disposal costs from these activities. In addition, from time to time, we incur costs associated with acquiring and integrating businesses, and certain other general expenses, including asset impairments.

Restructuring and other charges comprise the following for 2025 and 2024 (in thousands):

	2025	2024	Change	
			\$	%
Restructuring charges <sup>(a)</sup>	2,284	4,013	(1,729)	(43.1)%
Acquisition and integration costs <sup>(b)</sup>	8,165	8,941	(776)	(8.7)
Other general expenses <sup>(c)</sup>	7,426	(805)	8,231	NM
Total restructuring and other charges	\$ 17,875	\$ 12,149	\$ 5,726	47.1

NM - Calculated change not meaningful.

<sup>(a)</sup> Restructuring charges for 2025 and 2024 primarily consisted of costs associated with our operational excellence and manufacturing alignment to support growth initiatives.

<sup>(b)</sup> Amount for 2025 includes \$1.8 million of acquisition expenses and \$6.3 million of integration expenses. Acquisition expenses 2025 primarily include acquisition expenses related to the Precision, VSi, and Biocoat acquisitions, and are net of a benefit for adjustments to the fair value of acquisition-related contingent consideration liabilities totaling \$2.3 million. Amount for 2024 includes acquisition expenses of \$5.5 million, primarily related to the Pulse and Precision acquisitions, and \$3.4 million of integration expenses. The acquisition amount for 2024 is net of benefits of \$3.6 million related to adjustments to the fair value of acquisition-related contingent consideration liabilities. See Note 18, "Financial Instruments and Fair Value Measurements," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information related to the fair value measurement of the contingent consideration.

<sup>(c)</sup> Amount for 2025 includes \$6.9 million primarily related to termination benefits from actions to align labor with manufacturing volumes. Amount for 2024 includes loss recoveries of \$1.2 million recorded during the second quarter of 2024 relating to property damage which occurred in the fourth quarter of 2023 at one of our manufacturing facilities. Amounts for both years also include gains and losses in connection with the disposal of property, plant and equipment.

Refer to Note 12, "Restructuring and Other Charges," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information regarding these initiatives.

MANAGEMENT'S DISCUSSION AND ANALYSIS

**Interest Expense**

Information relating to our interest expense for 2025 and 2024 is as follows (dollars in thousands):

	2025		2024		Change	
	Amount	Rate	Amount	Rate	Amount	Rate (bp)
Contractual interest expense	\$ 34,736	2.81 %	\$ 51,520	4.83 %	\$ (16,784)	(202)
Amortization of deferred debt issuance costs and original issue discount	5,989	0.54	4,057	0.42	1,932	12
Loss from extinguishment of debt	893	0.07	—	—	893	7
Interest expense on borrowings	41,618	3.42 %	55,577	5.25 %	(13,959)	(183)
Other interest expense	1,588		797		791	
Total interest expense	\$ 43,206		\$ 56,374		\$ (13,168)	

Interest expense relates primarily to borrowings made under our Senior Secured Credit Facilities, which consist of a five-year \$800 million revolving credit facility (the "Revolving Credit Facility") and a five-year "term A" loan (the "TLA Facility"), and our Convertible Notes. Other interest expense primarily includes interest on finance leases.

During 2025, contractual interest expense has decreased due to a lower weighted average interest rate, partially offset by a higher average debt balance outstanding and higher losses from extinguishment of debt. The favorable weighted average interest rate is due to the replacement of some of our higher variable rate debt with lower fixed rate debt through issuance of the 2030 Convertible Notes. The higher average debt balance outstanding is primarily the result of borrowings to fund the 2025 acquisitions.

Other components of interest expense on borrowings include non-cash amortization and write-off (losses from extinguishment of debt) of deferred debt issuance costs and original issue discount. Amortization of deferred debt issuance costs and original issue discount increased during 2025 compared to 2024 as a result of higher unamortized balances related to new debt. The losses from extinguishment of debt during 2025 were related to prepayments of portions of the TLA Facility, primarily in connection with issuance of our 2030 Convertible Notes.

As of December 31, 2025 and 2024, approximately 92% and 50%, respectively, of our principal amount of debt were fixed rate borrowings.

See Note 9, "Debt," of the Notes to the Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information pertaining to our debt.

**(Gain) Loss on Equity Investments, Net**

During 2025 and 2024, we recognized net gains of \$0.6 million and net losses of \$0.8 million, respectively, on our equity investments. Gains and losses on equity investments are generally unpredictable in nature. During 2024, we recognized impairment charges of \$0.2 million related to investments in our non-marketable equity securities. The residual gains and losses for 2025 and 2024 relate to our share of equity method investee gains/losses, including unrealized appreciation and depreciation of the underlying interests of the investee. As of December 31, 2025 and December 31, 2024, the carrying value of our equity investments was \$7.9 million and \$7.4 million, respectively. See Note 18, "Financial Instruments and Fair Value Measurements," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for further details regarding these investments.

**Other Loss, Net**

Other loss, net reflects certain items not directly related to our core operations, including foreign currency gains and losses from the impact of exchange rates on transactions denominated in foreign currencies and other non-core items. Other loss, net for 2025 and 2024 were net losses of \$53.2 million and \$3.5 million, respectively. Other loss, net for 2025 includes \$46.7 million of debt conversion inducement expense, which was recognized in the first quarter of 2025, related to the partial exchange of our outstanding 2028 Convertible Notes, and foreign currency losses totaling \$6.1 million. Other loss, net for 2024 includes and foreign currency losses totaling \$3.2 million. Our foreign currency transaction gains/losses are based primarily on fluctuations of the U.S. dollar relative to the Euro, Mexican peso, Uruguayan peso and Malaysian ringgits.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

**Provision for Income Taxes**

Information relating to our provision for income taxes for 2025 and 2024 is as follows (dollars in thousands):

	2025		2024		Change	
	\$		\$		\$	%
Income before taxes	\$	125,396	\$	147,563	(22,167)	(15.0)%
Provision for income taxes		22,566		26,510	(3,944)	(14.9)
Effective tax rate		18.0 %		18.0 %		

The provision for income taxes was \$22.6 million and \$26.5 million for the years ended December 31, 2025 and 2024, respectively. The decrease in the tax provision was primarily due to lower net income before taxes, a recognized increase in the impact of deductible stock based compensation, net of limitations, an increase in R&D tax credits and tax benefits associated with realized foreign tax credits, the year over year change in unrecognized tax benefits, and the impact of earnings realized in foreign jurisdictions with statutory rates that are different than the U.S. federal statutory rate, partially offset by the impact of the net nondeductible induced conversion expenditures incurred as a result of the induced conversion from the exchange of the 2028 Convertible Notes and an increase in global minimum tax (Pillar 2).

There is a potential for volatility of our effective tax rate due to several factors, including changes in the mix of pre-tax income and the jurisdictions to which it relates, business acquisitions, settlements with taxing authorities, changes in tax rates, and foreign currency exchange rate fluctuations. In addition, we continue to explore tax planning opportunities that may have a material impact on our effective tax rate.

A more detailed analysis of differences between the U.S. federal statutory rate and the consolidated effective rate, as well as other information about our income tax provisions, is provided in Note 13, "Income Taxes," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data."

**Liquidity and Capital Resources**

**Sources of Liquidity**

(dollars in thousands)	December 31, 2025		December 31, 2024	
Cash and cash equivalents	\$	17,161	\$	46,543
Working capital	\$	538,056	\$	443,946
Current ratio		3.32		2.95

Cash and cash equivalents at December 31, 2025 decreased by \$29.4 million from December 31, 2024. Cash generated by operating activities of \$196.1 million was primarily offset by purchases of property, plant and equipment of \$91.0 million, \$50.0 million of repurchases of common stock, and tax withholding payments related to net share settlements of restricted stock unit awards of \$16.9 million. The payment of the cash portion of the purchase price for each of the 2025 acquisitions totaling \$178.9 million was fully funded by borrowings on our Revolving Credit Facility. Net proceeds of \$976.1 million from the issuance of our 2030 Convertible Notes were utilized to purchase capped call options relating to the 2030 Convertible Notes, exchange of a portion of our 2028 Convertible Notes, and pay down our Revolving Credit Facility and TLA Facility. Net of the above noted acquisition and debt-related activity, we paid a net principal amount of \$68.0 million on our Senior Secured Credit Facility in 2025.

Working capital increased by \$94.1 million from December 31, 2024, or \$123.5 million excluding the decrease in cash and cash equivalents. The increase in working capital, exclusive of cash and cash equivalents, primarily relates to positive fluctuations in accounts receivable, prepaid expenses and other current assets, and the current portion of long-term debt. Accounts receivable increased due to an increase in sales volume, lower factoring volume, and timing of customer payments compared to the prior year.

At December 31, 2025, \$10.1 million of our cash and cash equivalents were held by foreign subsidiaries. We intend to limit our distributions from foreign subsidiaries to previously taxed income or current period earnings. If distributions are made utilizing current period earnings, we will record foreign withholding taxes in the period of the distribution.

As of December 31, 2025, our capital structure consisted of \$1.185 billion of debt, net of deferred debt issuance costs and unamortized discounts, and 34 million shares of common stock outstanding. As of December 31, 2025, we have access to \$794.7 million of borrowing capacity under our Revolving Credit Facility, available for normal course of business and letters of credit. We are authorized to issue up to 100 million shares of common stock, of which approximately 34 million shares were outstanding at December 31, 2025, and 100 million shares of preferred stock, none of which were outstanding at December 31, 2025. As of December 31, 2025, our contractual debt service obligations for 2026, consisting of interest on our outstanding debt and commitment fees on the unused portion of the Revolving Credit Facility are estimated to be approximately \$27 million. As of December 31, 2025, we have prepaid all contractual principal payments on our outstanding indebtedness required in the next twelve months. Actual principal and interest payments may be higher if, for instance, the applicable interest rates on our Senior Secured Credit Facilities increase, we borrow additional amounts on our Revolving Credit Facility, or we pay principal amounts in excess of the required minimums reflected in the contractual debt service obligations above.

Our off-balance sheet commitments related to our outstanding letters of credit as of December 31, 2025 were \$5.3 million.

**Credit Facilities**

As of December 31, 2025, we had Senior Secured Credit Facilities that consist of an \$800 million Revolving Credit Facility, with no outstanding principal balance, and a TLA Facility with an outstanding principal balance of \$91 million. The Revolving Credit Facility and TLA Facility mature on February 15, 2028. The Senior Secured Credit Facilities include a mandatory prepayment provision customary for similar credit facilities.

The Revolving Credit Facility and TLA Facility contain covenants requiring that we maintain (i) a Total Net Leverage Ratio not to exceed 5.00:1.00, subject to increase in certain circumstances following certain qualified acquisitions and (ii) an interest coverage ratio of at least 2.50:1.00. As of December 31, 2025, we were in compliance with these financial covenants. As of December 31, 2025, our Total Net Leverage Ratio, calculated in accordance with our Senior Secured Credit Facilities agreement, was approximately 2.7:1.0. For the year ended December 31, 2025, our interest coverage ratio, calculated in accordance with our Senior Secured Credit Facilities agreement, was approximately 13.6:1.0.

Failure to comply with these financial covenants would result in an event of default as defined under the Revolving Credit Facility and TLA Facility unless waived by the lenders. An event of default may result in the acceleration of our indebtedness. As a result, management believes that compliance with these covenants is material to us.

**MANAGEMENT'S DISCUSSION AND ANALYSIS*****Convertible Notes***

In March 2025, we issued \$1.0 billion aggregate principal amount of 2030 Convertible Notes, which mature on March 15, 2030 and bear interest at a fixed rate of 1.875% per annum. The total net proceeds from the issuance of the 2030 Convertible Notes, after deducting initial purchasers' discounts and commissions and debt issuance costs, were approximately \$976 million. We used the net proceeds from the issuance of the 2030 Convertible Notes to pay down our Revolving Credit Facility and TLA Facility, exchange a portion of our 2028 Convertible Notes, and to pay the cost of the capped calls related to the issuance of our 2030 Convertible Notes.

In February 2023, we issued \$500 million aggregate principal amount of notes. The 2028 Convertible Notes mature on February 15, 2028 and bear interest at a fixed rate of 2.125% per annum. In March 2025, in connection with the issuance of the 2030 Convertible Notes, the Company used part of the net proceeds therefrom to exchange \$383.7 million in aggregate principal amount of the 2028 Convertible Notes in privately-negotiated transactions. As of December 31, 2025, the remaining aggregate principal amount of the 2028 Convertible Notes was \$116.3 million.

As of December 31, 2025, the conditions allowing holders of the Convertible Notes to convert had not been met. Any determination regarding the convertibility of the Convertible Notes during future periods will be made in accordance with the terms of the indenture governing the Convertible Notes. These obligations are classified as a long-term liability on the Consolidated Balance Sheet at December 31, 2025.

See Note 9, "Debt," of the Notes to the Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for a further information of our outstanding debt.

***Share Repurchase Program***

On November 4, 2025, we announced that our Board of Directors had approved a share repurchase program authorizing us to repurchase up to an aggregate of \$200.0 million of our outstanding common stock (the "Share Repurchase Program"). Under the Share Repurchase Program, we may repurchase shares from time to time on the open market, in privately-negotiated purchases or otherwise. The Share Repurchase Program has no expiration date and will continue until otherwise suspended or terminated. We are not obligated to repurchase any dollar amount or to acquire any specific number of shares and repurchases may be executed at the discretion of management on an opportunistic basis, or pursuant to trading plans or other arrangements. During 2025, we repurchased 698,356 shares of our common stock for a total of \$50.0 million.

Subsequent to December 31, 2025, we entered into an accelerated share repurchase agreement on February 19, 2026 to repurchase approximately \$50.0 million of common stock under the Share Repurchase Program. Refer to Note 21, "Subsequent Events" in the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information.

***Factoring Arrangements***

We may utilize accounts receivable factoring arrangements with financial institutions to accelerate the timing of cash receipts and enhance our cash position. These arrangements, in all cases, do not contain recourse provisions which would obligate us in the event of our customers' failure to pay. During 2025 and 2024, we sold, without recourse, \$228.7 million and \$231.0 million, respectively, of accounts receivable. See Note 1, "Summary of Significant Accounting Policies," of the Notes to the Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for a further information regarding the factoring arrangements.

**Summary of Cash Flow**

The following cash flow summary information includes cash flows related to discontinued operations (in thousands):

	2025	2024
<b>Cash provided by (used in):</b>		
Operating activities	\$ 196,148	\$ 205,205
Investing activities	(270,731)	(195,414)
Financing activities	43,558	13,321
Effect of foreign currency exchange rates on cash and cash equivalents	1,643	(243)
Net change in cash and cash equivalents	<u>\$ (29,382)</u>	<u>\$ 22,869</u>

**Operating Activities** - During 2025, we generated cash from operations of \$196.1 million, compared to \$205.2 million in 2024, as a \$56.7 million increase in net income adjusted for non-cash items such as depreciation and amortization was offset by a \$65.8 million decrease in cash flow provided by changes in operating assets and liabilities. Net income adjusted for non-cash items included \$46.7 of debt conversion inducement expense which was incurred in 2025 but not in 2024. The decrease associated with changes in operating assets and liabilities is primarily related to an increase in accounts receivable from higher sales volume, lower factoring volume, and timing of customer payments.

**Investing Activities** - The \$75.3 million increase in net cash used in investing activities was attributable to an increase in net cash paid for acquisitions and a decrease of cash received from the 2024 sale of Electrochem, partially offset by decreased purchases of property, plant and equipment. Investing activities for 2025 include net cash paid of \$178.9 million for the Precision, VSI and Biocoat acquisitions, compared to net cash paid of \$138.5 million during 2024 for the Pulse acquisition.

**Financing Activities** - Net cash provided by financing activities during 2025 was \$43.6 million compared to net cash provided by financing activities of \$13.3 million in 2024. Cash provided by financing activities during 2025 was primarily the net proceeds from the issuance of our 2030 Convertible Notes of \$977.5 million, which was partially offset by a \$71.0 million purchase of capped call options associated with the 2030 Convertible Notes, \$383.7 million in aggregate principal amount of exchanged 2028 Convertible Notes, \$284.0 million of principal payments on our TLA Facility, \$126.0 million net payments on our Revolving Credit Facility, \$50.0 million of repurchases of common stock, and \$13.3 million related to stock-based compensation activity.

**Cash and Other Commitments**

We have material cash requirements to pay third parties under various contractual obligations discussed below. Presented below is a summary of contractual obligations and other minimum commitments as of December 31, 2025. Refer to Note 14, "Commitments and Contingencies," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information regarding self-insurance liabilities, which are not reflected in the table below.

	Payments due by period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Principal amount of debt outstanding <sup>(a)</sup>	\$ 1,207,284	\$ —	\$ 207,284	\$ 1,000,000	\$ —
Interest on debt <sup>(a)</sup>	103,025	27,090	47,810	28,125	—
Operating lease obligations <sup>(b)</sup>	121,478	14,055	27,649	26,320	53,454
Finance lease obligations <sup>(b)</sup>	43,325	9,434	17,002	6,241	10,648

<sup>(a)</sup> Interest payments in the table above reflect the contractual interest payments on our outstanding debt and commitment fees on the unused portion of the Revolving Credit Facility based upon the balance outstanding and applicable interest rates at December 31, 2025, and exclude the impact of the debt discount and deferred issuance costs. Refer to Note 9, "Debt," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information regarding long-term debt.

<sup>(b)</sup> Refer to Note 15, "Leases," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information about our operating and finance lease obligations.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Capital expenditures, which are net of proceeds from the sale of property, plant and equipment, for 2025 totaled \$91.0 million, compared to \$105.4 million and \$119.9 million in 2024 and 2023, respectively. Capital expenditures in 2025 related primarily to upgrades of manufacturing facilities, manufacturing equipment and information technology systems. We expect 2026 capital expenditures to approximate between \$95 million to \$105 million, with a significant portion related to additional upgrades of manufacturing facilities, as well as for manufacturing equipment to support productivity initiatives and information technology systems.

We have recorded liabilities for unrecognized tax benefits that, because of their nature, have a high degree of uncertainty regarding the timing of future cash payment and other events that extinguish these liabilities. Refer to Note 13, "Income Taxes," of the Notes to Consolidated Financial Statements in Item 8, "Financial Statements and Supplementary Data," of this report for additional information about these unrecognized tax benefits.

Based on current expectations, we believe that our projected cash flows provided by operations, available cash and cash equivalents and borrowings under our Revolving Credit Facility are sufficient to meet our working capital, debt service and capital expenditure requirements for the next twelve months. However, such cash flows are dependent upon our future operating performance which, in turn, is subject to prevailing economic conditions, and to financial, business and other factors, including the conditions of our markets, some of which are beyond our control. If our future financing needs increase, we may need to arrange additional debt or equity financing. We continually evaluate and consider various financing alternatives to enhance or supplement our existing financial resources. However, we cannot be assured that we will be able to enter into any such arrangements on acceptable terms or at all.

**Impact of Recently Issued Accounting Standards**

In the normal course of business, we evaluate all new accounting pronouncements issued by the Financial Accounting Standards Board ("FASB"), SEC, or other authoritative accounting bodies to determine the potential impact they may have on our Consolidated Financial Statements. Refer to Note 1, "Summary of Significant Accounting Policies," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information about these recently issued accounting standards and their potential impact on our financial condition or results of operations.

**CRITICAL ACCOUNTING ESTIMATES**

Management's discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with GAAP. We make estimates and assumptions in the preparation of our consolidated financial statements that affect the reported amounts of assets and liabilities, revenue and expenses and related disclosures of contingent assets and liabilities. We base our estimates and judgments upon historical experience and other factors that are believed to be reasonable under the circumstances. Changes in estimates or assumptions could result in a material adjustment to the consolidated financial statements.

We have identified several critical accounting estimates. An accounting estimate is considered critical if both: (a) the nature of the estimates or assumptions is material due to the levels of subjectivity and judgment involved, and (b) the impact of changes in the estimates and assumptions have had or are reasonably likely to have a material effect on the consolidated financial statements. This listing is not a comprehensive list of all of our accounting policies. For further information regarding the application of these and other accounting policies, see Note 1, "Summary of Significant Accounting Policies," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report.

**Inventories**

Inventories are measured on a first-in, first-out basis at the lower of cost or net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The valuation of inventory requires us to estimate obsolete or excess inventory, as well as inventory that is not of saleable quality.

Historically, our inventory adjustment has been adequate to cover our losses. However, variations in methods or assumptions could have a material impact on our results. If our demand forecast for specific products is greater than actual demand and we fail to reduce manufacturing output accordingly, we could be required to record additional inventory write-down or expense a greater amount of overhead costs, which would negatively impact our net income.

**Acquisition Method of Accounting**

We account for business combinations using the acquisition method of accounting. We recognize the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree at their estimated fair values on the date of acquisition. Any excess purchase price over the fair value of net assets acquired is recorded to goodwill. Determining the fair value of these items requires management's judgment and more often than not the utilization of independent valuation specialists. The judgments made in the determination of the estimated fair values assigned to the assets acquired, the liabilities assumed and any noncontrolling interest in the investee, as well as the estimated useful life of each asset and the duration of each liability, can materially impact the financial statements in periods after acquisition, such as through depreciation and amortization expense. For more information on our acquisitions and application of the acquisition method, see Note 2, "Business Acquisitions," of the Notes to Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report.

**Valuation of Goodwill, Indefinite-Lived Intangible Assets and Long-Lived Assets**

We make assumptions in establishing the carrying value, fair value and, if applicable, the estimated lives of our intangible and other long-lived assets. Goodwill and intangible assets determined to have an indefinite useful life are not amortized. Instead, these assets are evaluated for impairment on an annual basis on the last day of our fiscal year and whenever events or business conditions change that could indicate that the asset is impaired. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset (asset group) may not be recoverable.

**Evaluation of goodwill for impairment**

We test our reporting unit's goodwill for impairment on the last day of our fiscal year and between annual tests if an event occurs or circumstances change that would more-likely-than-not reduce the fair value of the reporting unit below its carrying value. In conducting this annual impairment testing, we may first perform a qualitative assessment of whether it is more-likely-than-not that the reporting unit's fair value is less than its carrying value. If not, no further goodwill impairment testing is required. If it is more-likely-than-not that the reporting unit's fair value is less than its carrying value, or if we elect not to perform a qualitative assessment of the reporting unit, a quantitative analysis is performed, in which the fair value of the reporting unit is compared to its carrying value. Fair value of the reporting unit is estimated using a discounted cash flow model. The model incorporates significant judgments and assumptions including, revenue growth, operating margins, capital expenditures, fluctuations in working capital, and discount rates. If the carrying value of the reporting unit exceeds its fair value, an impairment loss is recognized equal to the excess, limited to the amount of goodwill allocated to the reporting unit.

We performed a quantitative test to test our single reporting unit's goodwill for impairment as of December 31, 2025. The excess of the estimated fair value over carrying value was significantly in excess of its carrying value as of December 31, 2025. We do not believe that our goodwill is at risk for impairment. However, a significant increase in the discount rate, decrease in the terminal growth rate, increase in tax rates, substantial reductions in our end-markets and volume assumptions, or increases in our cost assumptions could have a negative impact on the estimated fair value of our reporting unit and require us to recognize an impairment loss in a future period.

***Evaluation of indefinite-lived intangible assets for impairment***

Our indefinite-lived intangible assets include the Greatbatch Medical and Lake Region Medical tradenames. Similar to goodwill, we perform an annual impairment review of our indefinite-lived intangible assets on the last day of our fiscal year, unless events occur that trigger the need for an interim impairment review. We have the option to first assess qualitative factors in determining whether it is more-likely-than-not that an indefinite-lived intangible asset is impaired. If we elect not to use this option, or we determine that it is more-likely-than-not that the asset is impaired, we perform a quantitative assessment that requires us to estimate the fair value of each indefinite-lived intangible asset and compare that amount to its carrying value. Fair value is estimated using the relief-from-royalty method. Significant assumptions inherent in this methodology include estimates of royalty rates and discount rates. The discount rate applied is based on the risk inherent in the respective intangible assets and royalty rates are based on the rates at which comparable tradenames are being licensed in the marketplace. Impairment, if any, is based on the excess of the carrying value over the fair value of these assets.

We performed a quantitative assessment to test our indefinite-lived intangible assets for impairment as of December 31, 2025. For the Greatbatch Medical tradename, the excess of the estimated fair value over carrying value (expressed as a percentage of carrying value) was significantly in excess of its carrying value of \$20 million as of December 31, 2025. The Lake Region Medical tradename was significantly in excess of the carrying value of \$70 million at December 31, 2025. We do not believe that our indefinite-lived intangible assets are at risk for impairment. However, a significant increase in the discount rate, decrease in the terminal growth rate, increase in tax rates, decrease in the royalty rate or substantial reductions in our end-markets and volume assumptions could have a negative impact on the estimated fair values of either of our tradenames and require us to recognize impairments of these indefinite-lived intangible assets in a future period.

***Evaluation of long-lived assets for impairment***

When impairment indicators exist, we determine if the carrying value of the long-lived asset(s) or definite-lived intangible asset(s) including, but not limited to, PP&E and right-of-use lease assets, exceeds the related undiscounted future cash flows. In cases where the carrying value exceeds the undiscounted future cash flows, the carrying value is written down to fair value. Fair value is generally determined using a discounted cash flow analysis. When it is determined that the useful life of an asset (asset group) is shorter than the originally estimated life, and there are sufficient cash flows to support the carrying value of the asset (asset group), we accelerate the rate of depreciation/amortization in order to fully depreciate/amortize the asset over its shorter useful life.

Estimation of the cash flows and useful lives of long-lived assets and definite-lived intangible assets requires significant management judgment. Events could occur that would materially affect our estimates and assumptions. Unforeseen changes, such as the loss of one or more significant customers, technology obsolescence, or significant manufacturing disruption, among other factors, could substantially alter the assumptions regarding the ability to realize the return of our investment in long-lived assets, definite-lived intangible assets or their estimated useful lives.

---

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

---

**MARKET RISK**

In the normal course of business, we are exposed to market risk primarily due to changes in currency exchange rates and interest rates. Changes in these rates could result in fluctuations in our earnings and cash flows. We regularly assess these risks and have established policies and business practices to help protect against the adverse effects of these and other potential exposures. However, fluctuations in foreign currency exchange rates and interest rates could have a significant impact, positive or negative, on our financial results in the future.

***Currency Exchange Rate Risk***

We have currency exposures related to buying, selling and financing in currencies other than the local currencies in which we operate. We continuously evaluate our foreign currency risk, and we use operational hedges and forward currency exchange rate contracts, to manage the impact of currency exchange rate fluctuations on earnings and cash flows. We do not enter into currency exchange rate derivative instruments for speculative purposes.

Currency exposures may impact future earnings and/or cash flows. We have currency exposures related to buying, selling and financing in currencies other than the local functional currencies in which we operate ("transactional exposure"). We also have currency exposures related to the translation of the financial statements of our foreign subsidiaries that use the local currency as their functional currency into U.S. dollars, the Company's reporting currency ("translational exposure").

In some instances, we choose to reduce our transactional exposures through financial instruments (hedges) that provide offsets or limits to our exposures. Currently, our most significant hedged currency exposures relate to the Euro, Mexican Peso, Uruguayan Pesos and Malaysian Ringgits. As of December 31, 2025, we had currency derivative instruments with notional amounts totaling \$91.0 million with a net fair value asset totaling \$5.2 million. The amounts recorded during 2025 related to our forward contracts resulted in an increase to Sales of \$2.5 million and decrease in Cost of sales of \$2.9 million. Refer to Note 18, "Financial Instruments and Fair Value Measurements," of the Notes to the Consolidated Financial Statements contained in Item 8, "Financial Statements and Supplementary Data," of this report for additional information regarding our outstanding forward contracts.

We estimate that foreign currency exchange rate fluctuations during 2025 increased sales in comparison to 2024 by \$2.2 million. A hypothetical 10% change in the value of the U.S. dollar in relation to the Euro, our most significant foreign currency exposure, would have had an impact of approximately \$8 million on our 2025 annual sales. This amount is not indicative of the hypothetical net earnings impact due to the partially offsetting impacts on cost of sales and operating expenses in those currencies.

We translate all assets and liabilities of our foreign operations where the U.S. dollar is not the functional currency at the period-end exchange rate and translate sales and expenses at the average exchange rates in effect during the period. The impact of translational exposure is recorded within currency translation adjustment in the Consolidated Statements of Comprehensive Income. Translation adjustments are not adjusted for income taxes as they relate to permanent investments in our foreign subsidiaries. During the year ended December 31, 2025, the foreign currency translation adjustment gain of \$63.1 million was primarily due to the impact of a weakening U.S. dollar, which decreased approximately 13% in relation to the Euro from December 31, 2024. A hypothetical 10% change in the value of the U.S. dollar in relation to our most significant foreign currency net assets would have had an impact of approximately \$43 million on our foreign net assets as of December 31, 2025.

To the extent that our monetary assets and liabilities, including short-term and long-term intercompany loans, are recorded in a currency other than the functional currency of the subsidiary, these amounts are remeasured each period at the period-end exchange rate, with the resulting gain or loss being recorded in Other loss, Net, in the Consolidated Statements of Operations. We recorded net foreign currency measurement and transaction losses of \$6.1 million for 2025.

***Interest Rate Risk***

We are subject to interest rate risk in connection with the issuance of debt. As of and for the year ended December 31, 2025, we did not have any open interest rate swap contracts; however, we may in the future enter into interest rate swap agreements to manage our exposure to interest rate changes. In March 2025, we used the net proceeds from the sale of our 2030 Notes to partially repay existing indebtedness under our Term Loan Facility, which reduced our exposure to interest rate risk. As of December 31, 2025, approximately 92% of our debt is fixed rate borrowings, compared to 50% as of December 31, 2024. We consider our current risk related to market fluctuations in interest rates to be minimal since our debt is largely long-term and fixed rate in nature. Our exposure to interest rate risk arises primarily from changes in SOFR. A hypothetical one percentage point (100 basis points) change in SOFR on the \$91 million of floating rate debt outstanding as of December 31, 2025 would have had an impact of approximately \$1 million on our interest expense.

---

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

---

INTEGER HOLDINGS CORPORATION  
Index to Consolidated Financial Statements

	Page
<a href="#">Management's Report on Internal Control Over Financial Reporting</a>	52
<a href="#">Reports of Independent Registered Public Accounting Firm</a>	53
<a href="#">Consolidated Balance Sheets as of December 31, 2025 and 2024</a>	57
<a href="#">Consolidated Statements of Operations for the years ended December 31, 2025, 2024 and 2023</a>	58
<a href="#">Consolidated Statements of Comprehensive Income for the years ended December 31, 2025, 2024 and 2023</a>	59
<a href="#">Consolidated Statements of Cash Flows for the years ended December 31, 2025, 2024 and 2023</a>	60
<a href="#">Consolidated Statements of Stockholders' Equity for the years ended December 31, 2025, 2024 and 2023</a>	61
<a href="#">Notes to Consolidated Financial Statements</a>	
<a href="#">Note 1 - Summary of Significant Accounting Policies</a>	62
<a href="#">Note 2 - Business Acquisitions</a>	73
<a href="#">Note 3 - Discontinued Operations</a>	78
<a href="#">Note 4 - Supplemental Cash Flow Information</a>	79
<a href="#">Note 5 - Inventories</a>	79
<a href="#">Note 6 - Property, Plant and Equipment, Net</a>	80
<a href="#">Note 7 - Goodwill and Other Intangible Assets, Net</a>	81
<a href="#">Note 8 - Accrued Expenses and Other Current Liabilities</a>	82
<a href="#">Note 9 - Debt</a>	83
<a href="#">Note 10 - Benefit Plans</a>	88
<a href="#">Note 11 - Stock-Based Compensation</a>	88
<a href="#">Note 12 - Restructuring and Other Charges</a>	91
<a href="#">Note 13 - Income Taxes</a>	93
<a href="#">Note 14 - Commitments and Contingencies</a>	98
<a href="#">Note 15 - Leases</a>	99
<a href="#">Note 16 - Earnings Per Share</a>	100
<a href="#">Note 17 - Stockholders' Equity</a>	101
<a href="#">Note 18 - Financial Instruments and Fair Value Measurements</a>	102
<a href="#">Note 19 - Segment and Geographic Information</a>	105
<a href="#">Note 20 - Revenue from Contracts with Customers</a>	106
<a href="#">Note 21 - Subsequent Events</a>	106

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Company's certifying officers are responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is designed and maintained under the supervision of its certifying officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

As of December 31, 2025, management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the framework established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2025 is effective.

Management excluded from its assessment the internal control over financial reporting at Precision Coating LLC, VSi Parylene, and Biocoat Incorporated (collectively, the "2025 Acquisitions"), which were acquired on January 7, 2025, February 28, 2025, and December 4, 2025, respectively (see Note 2, "Business Acquisitions," of the Notes to Consolidated Financial Statements). The financial statements of the 2025 Acquisitions constitute 1% of total assets (excluding associated goodwill and intangible assets), 2% of net assets (excluding associated goodwill and intangible assets), and 3% of sales of the consolidated financial statement amounts as of and for the year ended December 31, 2025.

The effectiveness of internal control over financial reporting as of December 31, 2025 has been audited by Deloitte & Touche LLP, the Company's independent registered public accounting firm.

Dated: February 23, 2026

/s/ Payman Khales  
Payman Khales  
President & Chief Executive Officer

/s/ Diron Smith  
Diron Smith  
Executive Vice President &  
Chief Financial Officer

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the stockholders and the Board of Directors of Integer Holdings Corporation

**Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Integer Holdings Corporation and subsidiaries (the "Company") as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2025, of the Company and our report dated February 23, 2026, expressed an unqualified opinion on those consolidated financial statements and financial statement schedule.

As described in Management's Report on Internal Control Over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Precision Coating LLC, VSi Parylene, and Biocoat Incorporated (collectively, the "2025 Acquisitions"), which were acquired on January 7, 2025, February 28, 2025, and December 4, 2025, respectively (see Note 2, "Business Acquisitions," of the Notes to Consolidated Financial Statements). The financial statements of the 2025 Acquisitions constitute 1% of total assets (excluding associated goodwill and intangible assets), 2% of net assets (excluding associated goodwill and intangible assets), and 3% of sales of the consolidated financial statement amounts as of and for the year ended December 31, 2025. Accordingly, our audit did not include the internal control over financial reporting at the 2025 Acquisitions.

**Basis for Opinion**

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

**Definition and Limitations of Internal Control over Financial Reporting**

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

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

/s/ Deloitte & Touche LLP  
Williamsville, New York  
February 23, 2026

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the stockholders and the Board of Directors of Integer Holdings Corporation

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Integer Holdings Corporation and subsidiaries (the “Company”) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, cash flows, and stockholders’ equity for each of the three years in the period ended December 31, 2025, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025, and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 23, 2026, expressed an unqualified opinion on the Company’s internal control over financial reporting.

**Basis for Opinion**

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

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

**Critical Audit Matters**

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

***Business Acquisitions – Precision Coating LLC – Customer Relationships Intangible Asset – Refer to Notes 1 and 2 to the financial statements***

*Critical Audit Matter Description*

The Company completed the acquisition of Precision Coating LLC (“Precision”) on January 7, 2025. The Company accounted for the acquisition under the acquisition method of accounting for business combinations. Accordingly, the purchase price was allocated to the assets acquired and liabilities assumed based on their respective estimated fair values, including recording a customer relationships intangible asset of \$52.0 million. Management estimated the fair value of the customer relationships intangible asset using the multi-period excess earnings method, a form of the income approach. The fair value determination of the customer relationships intangible asset required management to make significant estimates and assumptions related to the selection of the discount rate.

Given the fair value determination of the customer relationships intangible asset requires management to make significant estimates and assumptions related to the selection of the discount rate, performing audit procedures to evaluate the reasonableness of management’s estimates and assumptions required a high degree of auditor judgment and increased extent of effort, including the need to involve our fair value specialists.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the selection of the discount rate used by management to determine the fair value of the customer relationships intangible asset included the following, among others:

- We tested the effectiveness of controls over the valuation of the customer relationships intangible asset, including management's controls over selection of the discount rate.
- With the assistance of fair value specialists, we evaluated the reasonableness of the (1) valuation methodology and (2) discount rate by:
  - Testing the source information underlying the determination of the discount rate and the mathematical accuracy of the calculation.
  - Developing a range of independent estimates and comparing those to the discount rate selected by management.

***Inventories - Excess and Obsolete Inventory – Refer to Notes 1 and 5 to the financial statements***

*Critical Audit Matter Description*

Inventories are stated at the lower of cost, determined using the first-in first-out method, or net realizable value. The valuation of inventory requires the Company to estimate obsolete or excess inventory, as well as inventory that is not of saleable quality. Variations in assumptions used could have a material impact to the amount of write-downs for excess, obsolete or expired inventory. A significant change in the timing or level of demand for specific products may result in recording material adjustments for excess, obsolete or expired inventory in the future.

Given the amount of judgment required by management in estimating the timing or level of demand forecast for a specific product, performing audit procedures to evaluate the reasonableness of the estimated excess or obsolete inventory, or inventory that is not of saleable quality required a high degree of auditor judgment and an increased extent of effort.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the valuation of excess or obsolete inventory or inventory that is not of saleable quality, included the following, among others:

- We tested the effectiveness of controls over management's review of the periodic calculation of the valuation for excess or obsolete inventory or inventory that is not of saleable quality.
- We tested management's process for determining the valuation of inventory, including:
  - We tested the accuracy and completeness of the source information underlying the determination of the valuation for excess or obsolete inventory, or inventory that is not of saleable quality.
  - We tested the demand forecast by obtaining documentation to support customer orders, contracts with customers, as well as historical and future sales that corroborate the amount stated for the demand forecast.
  - We evaluated whether the methodology and assumptions applied by management are reasonable and consistent with the nature of the inventory.
  - We performed a retrospective review of the prior-year estimates for excess or obsolete inventory, or inventory that is not of saleable quality, to determine whether management's judgments and assumptions relating to those estimates indicate a possible bias.
  - We compared the Company's inventory demand forecast to events and trends discussed in industry and analyst reports and disclosed in recent press releases from the Company's major customers (including financial information). In addition, we also considered any changes within the business including restructuring events and strategic changes.
  - We held discussions with senior financial and operations management to determine that any strategic, regulatory, or operational changes in the business were consistent with the projections of future demand that were utilized as the basis for the reserves recorded.

**Debt – Induced Conversion of Convertible Debt Instrument – Refer to Note 9 of the financial statements**

*Critical Audit Matter Description*

On March 18, 2025, the Company issued 2030 Convertible Notes and concurrently utilized a portion of the proceeds to exchange an amount of 2028 Convertible Notes for cash and shares of Common Stock (the “Note Exchange Transactions”). The Company determined that the Note Exchange Transactions met the criteria to be accounted for as an induced conversion in accordance with Accounting Standards Codification 470-20, Debt with Conversion and Other Options (ASC 470-20), resulting in the recognition of an induced conversion expense within other loss, net in the consolidated statements of operations and comprehensive income.

We identified the accounting for the Note Exchange Transactions as an induced conversion as a critical audit matter because of the significant judgments made by management to apply the accounting requirements of ASC 470-20. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve professionals in our firm with expertise in applying induced conversion accounting, when performing audit procedures to evaluate the reasonableness of management’s assumptions and conclusions.

*How the Critical Audit Matter Was Addressed in the Audit*

Our audit procedures related to the Company’s application of ASC 470-20 in relation to the Note Exchange Transactions, included the following, among others:

- We tested the effectiveness of controls over management’s review of the induced conversion accounting treatment applicable to the Note Exchange Transactions.
- With the assistance of professionals in our firm with expertise in induced conversion accounting, we evaluated the Company’s conclusions regarding the accounting model applied to the Note Exchange Transactions under ASC 470-20.
- We inspected relevant agreements, including documentation supporting the Note Exchange Transactions.

/s/ Deloitte & Touche LLP  
Williamsville, New York  
February 23, 2026

We have served as the Company’s auditor since 1985.

INTEGER HOLDINGS CORPORATION  
CONSOLIDATED BALANCE SHEETS

(in thousands except share and per share data)	December 31,	
	2025	2024
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 17,161	\$ 46,543
Accounts receivable, net of provision for credit losses of \$0.6 million and \$0.3 million, respectively	346,079	245,269
Inventories	253,739	247,126
Contract assets	112,546	103,772
Prepaid expenses and other current assets	40,572	28,409
Total current assets	770,097	671,119
Property, plant and equipment, net	536,427	465,798
Goodwill	1,110,908	1,017,729
Other intangible assets, net	825,435	778,286
Deferred income taxes	8,994	8,309
Operating lease assets	98,437	86,082
Financing lease assets	37,109	27,689
Other long-term assets	23,170	22,959
Total assets	<u>\$ 3,410,577</u>	<u>\$ 3,077,971</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current portion of long-term debt	\$ —	\$ 10,000
Accounts payable	113,130	101,498
Operating lease liabilities	9,099	7,352
Accrued expenses and other current liabilities	109,812	108,323
Total current liabilities	232,041	227,173
Long-term debt	1,185,179	980,153
Deferred income taxes	116,327	124,608
Operating lease liabilities	81,899	77,702
Financing lease liabilities	28,578	23,760
Other long-term liabilities	19,910	25,360
Total liabilities	1,663,934	1,458,756
Commitments and contingencies (Note 14)		
Stockholders' equity:		
Preferred stock, \$0.001 par value, authorized 100,000,000 shares; no shares issued or outstanding	—	—
Common stock, \$0.001 par value; 100,000,000 shares authorized; 35,481,805 and 33,546,262 shares issued, respectively, and 34,346,450 and 33,546,256 outstanding, respectively	35	34
Additional paid-in capital	771,223	741,977
Treasury stock, at cost, 1,135,355 shares and 6 shares, respectively	(76,872)	—
Retained earnings	994,055	891,247
Accumulated other comprehensive income (loss)	58,202	(14,043)
Total stockholders' equity	1,746,643	1,619,215
Total liabilities and stockholders' equity	<u>\$ 3,410,577</u>	<u>\$ 3,077,971</u>

The accompanying notes are an integral part of these consolidated financial statements.

**INTEGER HOLDINGS CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

(in thousands except per share data)	Year Ended December 31,		
	2025	2024	2023
Sales	\$ 1,853,637	\$ 1,716,596	\$ 1,555,656
Cost of sales	1,353,251	1,257,582	1,145,767
Gross profit	500,386	459,014	409,889
Operating expenses:			
Selling, general and administrative	211,748	185,202	173,171
Research, development and engineering	49,499	53,425	61,967
Restructuring and other charges	17,875	12,149	11,428
Total operating expenses	279,122	250,776	246,566
Operating income	221,264	208,238	163,323
Interest expense	43,206	56,374	51,275
(Gain) loss on equity investments, net	(550)	780	5,691
Other loss, net	53,212	3,521	975
Income from continuing operations before income taxes	125,396	147,563	105,382
Provision for income taxes	22,566	26,510	16,239
Income from continuing operations	102,830	121,053	89,143
Income (loss) from discontinued operations, net of tax	(22)	(1,157)	1,507
Net income	\$ 102,808	\$ 119,896	\$ 90,650
Basic earnings per share:			
Income from continuing operations	\$ 2.96	\$ 3.60	\$ 2.68
Income (loss) from discontinued operations	—	(0.03)	0.05
Basic earnings per share	2.96	3.57	2.72
Diluted earnings per share:			
Income from continuing operations	\$ 2.89	\$ 3.40	\$ 2.64
Income (loss) from discontinued operations	—	(0.03)	0.04
Diluted earnings per share	2.89	3.36	2.69
Weighted average shares outstanding:			
Basic	34,735	33,601	33,320
Diluted	35,594	35,649	33,758

The accompanying notes are an integral part of these consolidated financial statements.

INTEGER HOLDINGS CORPORATION  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)	Year Ended December 31,		
	2025	2024	2023
<b>Comprehensive Income</b>			
Net income	\$ 102,808	\$ 119,896	\$ 90,650
Other comprehensive income (loss):			
Foreign currency translation gain (loss)	63,129	(27,514)	14,379
Net change in cash flow hedges, net of tax	9,245	(6,821)	310
Defined benefit plan liability adjustment, net of tax	(129)	69	205
Other comprehensive income (loss), net	72,245	(34,266)	14,894
Comprehensive income	<u>\$ 175,053</u>	<u>\$ 85,630</u>	<u>\$ 105,544</u>

The accompanying notes are an integral part of these consolidated financial statements.

**INTEGER HOLDINGS CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)	Year Ended December 31,		
	2025	2024	2023
<b>Cash flows from operating activities:</b>			
Net income	\$ 102,808	\$ 119,896	\$ 90,650
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	130,667	111,031	98,841
Debt related charges included in interest expense	6,882	4,057	8,054
Debt conversion inducement expense	46,681	—	—
Inventory step-up amortization	—	1,056	590
Stock-based compensation	23,224	24,767	23,283
Non-cash lease expense	10,160	9,125	11,248
Non-cash (gain) loss on equity investments	(550)	780	5,691
Contingent consideration fair value adjustment	(2,266)	(3,550)	(736)
Other non-cash losses	1,693	6,954	4,379
Deferred income taxes	(2,687)	(14,110)	(9,490)
Gain on sale of discontinued operations	(46)	(177)	—
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	(82,382)	(6,532)	(7,437)
Inventories	(2,576)	(18,079)	(30,178)
Contract assets	(7,277)	(18,447)	(13,646)
Prepaid expenses and other assets	(2,495)	(229)	(930)
Accounts payable	(566)	(16,620)	(520)
Accrued expenses and other liabilities	(20,269)	4,472	7,908
Income taxes payable	(4,853)	811	(7,494)
Net cash provided by operating activities	196,148	205,205	180,213
<b>Cash flows from investing activities:</b>			
Acquisition of property, plant and equipment	(91,032)	(105,357)	(119,938)
Acquisitions, net of cash acquired	(178,872)	(138,544)	(43,602)
Proceeds (settlement of working capital) from sale of discontinued operations, net	(950)	48,698	—
Other investing activities	123	(211)	173
Net cash used in investing activities	(270,731)	(195,414)	(163,367)
<b>Cash flows from financing activities:</b>			
Principal payments of long-term debt	(667,710)	(6)	(415,938)
Proceeds from issuance of convertible notes, net of discount	977,500	—	486,250
Proceeds from revolving credit facility	307,000	274,500	383,103
Payments of revolving credit facility	(433,000)	(247,500)	(424,801)
Purchase of capped calls	(71,000)	—	(35,000)
Payment of debt issuance costs	(1,386)	(2,075)	(2,181)
Repurchases of common stock	(50,014)	—	—
Proceeds from the exercise of stock options	3,644	742	2,303
Tax withholdings related to net share settlements of restricted stock units	(16,918)	(10,938)	(3,098)
Payment of contingent consideration	—	—	(7,660)
Principal payments on finance leases	(5,924)	(10,723)	(1,182)
Other financing activities	1,366	9,321	190
Net cash provided by (used in) financing activities	43,558	13,321	(18,014)
Effect of foreign currency exchange rates on cash and cash equivalents	1,643	(243)	570
Net increase (decrease) in cash and cash equivalents	(29,382)	22,869	(598)
Cash and cash equivalents, beginning of year	46,543	23,674	24,272
Cash and cash equivalents, end of year	\$ 17,161	\$ 46,543	\$ 23,674

The accompanying notes are an integral part of these consolidated financial statements.

INTEGER HOLDINGS CORPORATION  
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands)	Year Ended December 31,		
	2025	2024	2023
<b>Total stockholders' equity, beginning balance</b>	\$ 1,619,215	\$ 1,519,042	\$ 1,417,456
<b>Common stock and additional paid-in capital</b>			
Balance, beginning of period	742,011	727,468	731,426
Stock awards exercised or vested	(13,249)	(10,224)	(991)
Stock-based compensation	23,224	24,767	23,283
Capped calls related to the issuance of convertible notes, net of tax	(53,130)	—	(26,250)
Partial conversion of convertible notes due 2028 and partial unwind of related capped calls, net of tax	68,413	—	—
Issuance of common stock for acquisition	3,989	—	—
Balance, end of period	771,258	742,011	727,468
<b>Treasury stock</b>			
Balance, beginning of period	—	—	—
Treasury shares purchased	(76,872)	—	—
Balance, end of period	(76,872)	—	—
<b>Retained earnings</b>			
Balance, beginning of period	891,247	771,351	680,701
Net income	102,808	119,896	90,650
Balance, end of period	994,055	891,247	771,351
<b>Accumulated other comprehensive income (loss)</b>			
Balance, beginning of period	(14,043)	20,223	5,329
Other comprehensive income (loss)	72,245	(34,266)	14,894
Balance, end of period	58,202	(14,043)	20,223
<b>Total stockholders' equity, ending balance</b>	<u>\$ 1,746,643</u>	<u>\$ 1,619,215</u>	<u>\$ 1,519,042</u>

The accompanying notes are an integral part of these consolidated financial statements.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Integer Holdings Corporation (together with its consolidated subsidiaries, "Integer" or the "Company") is a publicly traded corporation listed on the New York Stock Exchange under the symbol "ITGR." Integer is one of the world's largest medical device contract development and manufacturing organizations, primarily serving the cardio and vascular, neuromodulation, and cardiac rhythm management markets. The Company's primary customers include large, multi-national original equipment manufacturers ("OEMs") and their affiliated subsidiaries.

**Basis of Presentation and Principles of Consolidation**

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") and include the accounts of Integer Holdings Corporation and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Unless otherwise indicated, amounts provided in these Notes pertain to continuing operations.

**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 reported amounts of sales and expenses during the reporting periods. Actual results could differ materially from those estimates.

**Cash and Cash Equivalents**

Cash and cash equivalents consist of cash and highly liquid, short-term investments with maturities at the time of purchase of three months or less.

**Concentration of Credit Risk**

Financial instruments that potentially subject the Company to concentration of credit risk consist principally of accounts receivable. A significant portion of the Company's sales and accounts receivable are to three customers, all in the medical device industry, and, as such, the Company is directly affected by the condition of those customers and that industry. However, the credit risk associated with trade receivables is partially mitigated due to the stability of those customers. The Company performs on-going credit evaluations of its customers. Note 20, "Revenue from Contracts with Customers," contains information on sales and accounts receivable for these customers. The Company maintains cash deposits with major banks, which from time to time may exceed insured limits. The Company performs on-going credit evaluations of its banks.

**Trade Accounts Receivable and Provision for Current Expected Credit Losses**

The Company provides credit, in the normal course of business, to its customers in the form of trade receivables. Credit is extended based on evaluation of a customer's financial condition and collateral is not required. The Company maintains a provision for those customer receivables that it does not expect to collect. In accordance with Accounting Standards Codification ("ASC") Topic 326, the Company accrues its estimated losses from uncollectable accounts receivable to the provision based upon recent historical experience, the length of time the receivable has been outstanding, other specific information as it becomes available, and reasonable and supportable forecasts not already reflected in the historical loss information. Provisions for current expected credit losses are charged to current operating expenses. Actual losses are charged against the provision when incurred.

**Factoring Arrangements**

The Company has receivable factoring arrangements, pursuant to which certain receivables may be sold on a non-recourse basis to financial institutions. Transactions under the receivables factoring arrangements are accounted for as sales under ASC 860, *Transfers and Servicing of Financial Assets*, with the sold receivables removed from the Company's Consolidated Balance Sheets. Under these arrangements, the Company does not maintain any beneficial interest in the receivables sold. Once sold, the receivables are no longer available to satisfy creditors in the event of bankruptcy. Sale proceeds are reflected in Cash flows from operating activities on the Consolidated Statements of Cash Flows. Factoring fees are recorded in Selling, general, and administrative expenses in the Company's Consolidated Statements of Operations. During the years ended December 31, 2025 and December 31, 2024, the Company sold accounts receivable of \$228.7 million and \$231.0 million, respectively. During the years ended December 31, 2025, 2024 and 2023, the Company recorded factoring fees of \$1.5 million, \$1.7 million, and \$1.1 million, respectively.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

***Supplier Financing Arrangements***

The Company utilizes supplier financing arrangements with financial institutions to sell certain accounts receivable on a non-recourse basis. These transactions are treated as a sale of, and are accounted for as a reduction to, accounts receivable. The agreements transfer control and risk related to the receivables to the financial institutions. The Company has no continuing involvement in the transferred receivables subsequent to the sale. Fees for supplier financing arrangements are recorded in Selling, general, and administrative expenses in the Company's Consolidated Statements of Operations. During the years ended December 31, 2025, 2024 and 2023, the Company sold and de-recognized accounts receivable of \$173.7 million, \$156.6 million and \$139.4 million, respectively. During the years ended December 31, 2025, 2024 and 2023, the Company recorded costs associated with the supplier financing arrangements of \$2.0 million, \$2.2 million, and \$1.8 million, respectively.

***Inventories***

Inventories are stated at the lower of cost, determined using the first-in first-out method, or net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. Write-downs for excess, obsolete or expired inventory are based primarily on how long the inventory has been held, historical sales volume, and estimates of forecasted net sales of that product. A significant change in the timing or level of demand for products may result in recording additional write-downs for excess, obsolete or expired inventory in the future. Note 5, "Inventories," contains additional information on the Company's inventory.

***Leases***

The Company determines if an arrangement is, or contains, a lease at inception and classifies it as finance or operating. The Company has operating and finance leases for office and manufacturing facilities, machinery, computer hardware, office equipment, and vehicles. Short-term finance lease liabilities are included in Accrued expenses and other current liabilities on the Consolidated Balance Sheets.

Lease right-of-use ("ROU") assets and corresponding liabilities are recognized based on the present value of the lease payments over the lease term at commencement date. When discount rates implicit in leases cannot be readily determined, the Company uses its incremental borrowing rate based on information available at commencement date in determining the present value of future payments. The incremental borrowing rate is determined based on the Company's recent debt issuances, the Company's specific credit rating, lease term and the currency in which lease payments are made.

Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Company will exercise such option. Costs associated with operating leases are recognized within operating expenses on a straight-line basis over the lease term. Finance lease assets are amortized within operating expenses on a straight-line basis over the shorter of the estimated useful lives of the assets or, in the instance where title does not transfer at the end of the lease term, the lease term. The interest component of a finance lease is included in Interest expense and recognized using the effective interest method over the lease term. The Company combines lease and non-lease components for all asset classes. For certain leases where rent escalates based upon a change in a financial index, such as the Consumer Price Index, the difference between the rate at lease inception and the subsequent fluctuations in that rate are included in variable lease costs. Additionally, because the Company does not separate lease and non-lease components, variable costs also include payments to the landlord for common area maintenance, real estate taxes, insurance and other operating expenses. The Company does not apply the recognition requirements to leases with lease terms of 12 months or less. Note 15, "Leases," contains additional information on the Company's leases.

***Property, Plant and Equipment ("PP&E")***

PP&E is carried at cost less accumulated depreciation. Depreciation is computed by the straight-line method over the estimated useful lives of the assets, as follows: buildings and building improvements 12-30 years; machinery and equipment 3-10 years; office equipment 3-10 years; and leasehold improvements over the remaining lives of the improvements or the lease term, whichever is shorter. The costs of repairs and maintenance are expensed as incurred; renewals and betterments are capitalized. Upon retirement or sale of an asset, its cost and related accumulated depreciation or amortization is removed from the accounts and any gain or loss is recorded in operating income or expense. The Company also reviews its PP&E for impairment when impairment indicators exist. When impairment indicators exist, the Company determines if the carrying value of its fixed assets exceeds the related undiscounted future cash flows. In cases where the carrying value of the Company's long-lived assets or asset groups (excluding goodwill and indefinite-lived intangible assets) exceeds the related undiscounted cash flows, the carrying value is written down to fair value. Fair value is generally determined using a discounted cash flow analysis. Note 6, "Property, Plant and Equipment, Net," contains additional information on the Company's PP&E.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the "exit price") in an orderly transaction between market participants at the measurement date. ASC 820, *Fair Value Measurements*, establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 – Valuation is based on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Level 1 valuations do not entail a significant degree of judgment.

Level 2 – Valuation is determined from quoted prices for similar assets or liabilities in active markets, quoted prices for identical instruments in markets that are not active or by model-based techniques in which all significant inputs are observable in the market.

Level 3 – Valuation is based on unobservable inputs that are significant to the overall fair value measurement. The degree of judgment in determining fair value is greatest for Level 3 valuations.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, assumptions are required to reflect those that market participants would use in pricing the asset or liability at the measurement date. Note 18, "Financial Instruments and Fair Value Measurements," contains additional information on assets and liabilities recorded at fair value in the consolidated financial statements.

**Acquisitions**

The Company accounts for acquisitions under the acquisition method of accounting for business combinations. Results of operations of acquired companies are included in the Company's results of operations as of the respective acquisition dates. The purchase price of each acquisition is allocated to the net assets acquired based on estimates of their fair values at the date of the acquisition. Any purchase price in excess of these net assets is recorded as goodwill.

All direct acquisition-related costs are expensed as incurred and are recognized as a component of Restructuring and other charges. The allocation of purchase price in certain cases may be subject to revision based on the final determination of fair values during the measurement period, which may be up to one year from the acquisition date.

**Assets Held for Sale and Discontinued Operations**

An asset, group of assets, or qualifying business are considered held for sale when they meet all the applicable criteria, including: (i) having the authority to sell, (ii) being available to sell in their present condition, (iii) having an active program to locate buyers, (iv) being actively marketed at current fair value, and (v) considered probable of selling within one year.

Assets and liabilities of a qualifying business are excluded from the net assets of continuing operations, separated in a disposal group and classified as held for sale in the period in which the held for sale criteria was met. Corporate debt is not included as a component of the disposal group, regardless of repayment provisions, and only debt directly attributable to the divested operations may be included as held for sale. Assets and liabilities held for sale are recorded at the lower of its carrying amount or estimated fair value less expected cost to sell and any unrecognized other comprehensive loss. The fair value of the assets and liabilities held for sale are based on significant inputs that are unobservable and thus represent Level 3 measurements. Assets held for sale do not experience any subsequent depreciation or amortization after being classified as held for sale. Assets held for sale are reviewed for impairment at least quarterly, and if the carrying amount of the disposal group exceeds the estimated fair value less cost to sell, a loss is recognized.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

The Company reports the results of operations of a business as discontinued operations if a disposal represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results when the business is sold and meets the criteria for being classified as held for sale. Assets and liabilities of a disposal group classified as held for sale and related to discontinued operations are presented as held for sale for all current and prior periods presented within the Consolidated Balance Sheets. The results of discontinued operations are reported in Income (loss) from discontinued operations, net of tax in the accompanying Consolidated Statements of Operations for the current and prior periods commencing in the period in which the business meets the held for sale criteria, and includes any gain or loss recognized on closing, or adjustment of the carrying amount to fair value less cost to sell while being held for sale. Income (loss) from discontinued operations, net of tax includes only direct costs attributable to the divested business and excludes any indirect cost allocation associated with any shared or corporate led functions unless otherwise dedicated to the divested business. Transactions between the businesses held for sale and businesses held for use that are expected to continue to exist after the disposal are not eliminated to appropriately reflect the continuing operations and balances held for sale. Interest costs from corporate debt, excluding loss on extinguishment of debt, may be included as a component of Income (loss) from discontinued operations, net of tax specifically attributable to interest from corporate debt that is obligated to be repaid following the completion of a divestiture; plus the allocation of interest cost from corporate debt not directly attributable to or related to other operations based on the ratio of net assets of the disposal group held for sale to the consolidated net assets plus consolidated debt, excluding debt assumed in transaction, required to be repaid, or directly attributable to other operations of the Company. See Note 3, "Discontinued Operations," for further details.

**Contingent Consideration**

In circumstances where an acquisition involves a contingent consideration arrangement, the Company recognizes a liability equal to the fair value of the contingent payments it expects to make as of the acquisition date. Increases or decreases in the fair value of the contingent consideration liability can result from changes in discount periods and rates, as well as changes in the timing, amount of, or the likelihood of achieving the applicable performance target. Increases in projected revenues, estimated cash flows and probabilities of payment may result in significantly higher fair value measurements; decreases in these items may have the opposite effect. Increases in the discount rates in periods prior to payment may result in significantly lower fair value measurements and decreases in the discount rates may have the opposite effect.

The contingent consideration fair value measurement is based on significant inputs not observable in the market and therefore constitute Level 3 inputs within the fair value hierarchy. The Company determines the initial fair value of contingent consideration liabilities using a Monte Carlo ("Monte Carlo") valuation model, which involves a simulation of future revenues during the earn out-period using management's best estimates, or a probability-weighted discounted cash flow analysis.

In periods subsequent to the initial measurement, contingent consideration liabilities are remeasured to fair value each reporting period until the contingent consideration is settled using various assumptions including estimated revenues (based on internal operational budgets and long-range strategic plans), discount rates, revenue volatility and projected payment dates. The current portion of contingent consideration liabilities is included in Accrued expenses and other current liabilities and the non-current portion is included in Other long-term liabilities on the Consolidated Balance Sheets. Adjustments to the fair value of contingent consideration liabilities are included in Restructuring and other charges in the Consolidated Statements of Operations, and cash flows from operating activities in the Consolidated Statements of Cash Flows. Note 18, "Financial Instruments and Fair Value Measurements," contains additional information on contingent consideration recorded at fair value in the consolidated financial statements.

**Goodwill**

Goodwill represents the excess of cost over the fair value of identifiable net assets of a business acquired and is assigned to one or more reporting units. The Company's reporting unit is the same as its reportable segment. The Company tests the reporting unit's goodwill for impairment at least annually as of the last day of the fiscal year and between annual tests if an event occurs or circumstances change that would more-likely-than-not reduce the fair value of the reporting unit below its carrying amount. In conducting its goodwill test, the Company either performs a qualitative assessment or a quantitative assessment. A qualitative assessment requires that the Company consider events or circumstances including, but not limited to, macro-economic conditions, market and industry conditions, cost factors, competitive environment, changes in strategy, changes in customers, changes in the Company's stock price, results of the last impairment test, and the operational stability and the overall financial performance of the reporting unit. If, after assessing the totality of events or circumstances, the Company determines that it is more likely than not that the fair value of its reporting unit is greater than the carrying amount, then the quantitative goodwill impairment test is not performed. The Company may elect to bypass the qualitative analysis and perform a quantitative analysis.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

If the qualitative assessment indicates that the quantitative analysis should be performed or if management elects to bypass a qualitative analysis to perform a quantitative analysis, the Company then evaluates goodwill for impairment by comparing the fair value of its reporting unit to its carrying value, including the associated goodwill. To determine the fair value, the Company uses a combination of the income approach based on estimated discounted future cash flows and the market approach based on comparable publicly traded companies. The cash flow assumptions consider historical and forecasted revenue, operating costs and other relevant factors.

The Company completed its annual goodwill impairment test as of December 31, 2025 and determined, after performing a quantitative analysis of its reporting unit, that the fair value of the reporting unit exceeds its carrying amount.

**Other Intangible Assets**

Other intangible assets consist of purchased technology and patents, customer relationships and trademarks. Definite-lived intangible assets are amortized on an accelerated or straight-line basis, which approximates the projected cash flows used to determine the fair value of those definite-lived intangible assets at the time of acquisition, as follows: purchased technology and patents 5-20 years; customer relationships 7-20 years and other intangible assets 1-20 years. Certain trademark assets are considered indefinite-lived intangible assets and are not amortized. The Company expenses the costs incurred to renew or extend the term of intangible assets.

The Company reviews its definite-lived intangible assets for impairment when impairment indicators exist. When impairment indicators exist, the Company determines if the carrying value of its definite-lived intangible assets or asset groups exceeds the related undiscounted future cash flows. In cases where the carrying value exceeds the undiscounted future cash flows, the carrying value is written down to fair value. Fair value is generally determined using a discounted cash flow analysis.

The Company assesses its indefinite-lived intangible assets for impairment periodically to determine if any adverse conditions exist that would indicate impairment or when impairment indicators exist. The Company assesses its indefinite-lived intangible assets for impairment at least annually by comparing the fair value of the indefinite-lived intangible asset to its carrying value. The fair value is determined using the relief from royalty method, which is based on unobservable, Level 3, inputs.

Refer to Note 7, "Goodwill and Other Intangible Assets, Net," for further details of the Company's goodwill and other intangible assets.

**Equity Investments**

The Company holds long-term, strategic investments in companies to promote business and strategic objectives. These investments are included in Other long-term assets on the Consolidated Balance Sheets. Equity investments are measured and recorded as follows:

- Non-marketable equity securities are equity securities without readily determinable fair value that are measured and recorded at fair value with changes in fair value recognized within net income. The Company measures the securities at cost minus impairment, if any, plus or minus changes resulting from qualifying observable price changes. If an impairment is recognized on the Company's non-marketable equity securities during the period, these assets are classified as Level 3 within the fair value hierarchy based on the nature of the fair value inputs.
- Equity method investments are equity securities in investees the Company does not control but over which it has the ability to exercise influence. Equity method investments are recorded at cost and are adjusted to recognize (1) the Company's share, based on percentage ownership or other contractual basis, of the investee's income or loss, (2) additional contributions made and dividends or other distributions received, and (3) impairments resulting from other-than-temporary declines in fair value.

Realized and unrealized gains and losses resulting from changes in fair value or the sale of these equity investments are recorded through (Gain) loss on equity investments, net. For some investments, the Company records its share of the investee's income or loss one quarter in arrears due to the timing of its receipt of such information. The carrying value of the Company's non-marketable equity securities is adjusted for qualifying observable price changes resulting from the issuance of similar or identical securities by the same issuer. Determining whether an observed transaction is similar to a security within the Company's portfolio requires judgment based on the rights and preferences of the securities. Recording upward and downward adjustments to the carrying value of the Company's equity securities as a result of observable price changes requires quantitative assessments of the fair value of these securities using various valuation methodologies and involves the use of estimates.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Non-marketable equity securities and equity method investments (collectively referred to as non-marketable equity investments) are also subject to periodic impairment reviews. The Company's quarterly impairment analysis considers both qualitative and quantitative factors that may have a significant impact on the investee's fair value. Qualitative factors considered include the investee's financial condition and business outlook, market for technology, operational and financing cash flow activities, technology and regulatory approval progress, and other relevant events and factors affecting the investee. When indicators of impairment exist, quantitative assessments of the fair value of the Company's non-marketable equity investments are prepared.

To determine the fair value of these investments, the Company uses all pertinent financial information available related to the investees, including financial statements, market participant valuations from recent and proposed equity offerings, and other third-party data. Non-marketable equity securities are tested for impairment using a qualitative model similar to the model used for goodwill and long-lived assets. Upon determining that an impairment may exist, the security's fair value is calculated and compared to its carrying value and an impairment is recognized immediately if the carrying value exceeds the fair value. Equity method investments are subject to periodic impairment reviews using the other-than-temporary impairment model, which considers the severity and duration of a decline in fair value below cost and the Company's ability and intent to hold the investment for a sufficient period of time to allow for recovery.

The Company has determined that its investments are not considered variable interest entities. The Company's exposure related to these entities is limited to its recorded investment. These investments are in start-up research and development companies whose fair value is highly subjective in nature and subject to future fluctuations, which could be significant. Refer to Note 18, "Financial Instruments and Fair Value Measurements," for additional information on the Company's equity investments.

**Debt Issuance Costs and Discounts**

Debt issuance costs and discounts associated with the issuance of debt by the Company are deferred and amortized over the lives of the related debt. Debt issuance costs incurred in connection with the Company's issuance of its revolving credit facility are classified within Other long-term assets and amortized to Interest expense on a straight-line basis over the contractual term of the revolving credit facility. Debt issuance costs and discounts related to the Company's term-debt are recorded as a reduction of the carrying value of the related debt and are amortized to Interest expense using the effective interest method over the period from the date of issuance to the maturity date. Upon prepayment of the related debt, the Company also recognizes a proportionate amount of the costs as extinguishment of debt. Costs treated as extinguishment of debt are expensed and included in Interest expense in the accompanying Consolidated Statements of Operations. The amortization of debt issuance costs and discounts, and debt extinguishment charges are included in Debt related charges included in interest expense in the Consolidated Statements of Cash Flows. Note 9, "Debt," contains additional information on the Company's debt issuance costs and discounts.

**Income Taxes**

The consolidated financial statements of the Company have been prepared using the asset and liability approach to account for income taxes, which requires the recognition of deferred income taxes for the expected future tax consequences of net operating losses, credits, and temporary differences between the financial statement carrying amounts and the tax bases of assets and liabilities. A valuation allowance is provided on deferred tax assets if it is determined, within each taxing jurisdiction, that it is more likely than not that the asset will not be realized.

The Company accounts for uncertain tax positions using a more likely than not recognition threshold. The evaluation of uncertain tax positions is based on factors including, but not limited to, changes in tax law, the measurement of tax positions taken or expected to be taken in tax returns, the effective settlement of matters subject to audit, new audit activity and changes in facts or circumstances related to a tax position. These tax positions are evaluated on a quarterly basis. The Company recognizes interest expense related to uncertain tax positions as Provision for income taxes. Penalties, if incurred, are recognized as a component of Selling, general and administrative ("SG&A") expenses.

The Company and its subsidiaries file a consolidated United States ("U.S.") federal income tax return. State tax returns are filed on a combined or separate basis depending on the applicable laws in the jurisdictions where the tax returns are filed. The Company also files foreign tax returns on a separate company basis in the countries in which it operates.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

***Derivative Financial Instruments***

The Company recognizes all derivative financial instruments in its consolidated financial statements at fair value. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and, if so, the reason for holding it. The Company's use of derivative instruments is generally limited to cash flow hedges to minimize foreign currency exposure on foreign currency transactions, which are typically designated in hedging relationships, and intercompany balances, which are not designated as hedging instruments. Under master agreements with the respective counterparties to the Company's derivative contracts, subject to applicable requirements, it has the right of set-off and is allowed to net settle transactions of the same type with a single net amount payable by one party to the other. Foreign currency contracts are recorded in the Consolidated Balance Sheets at fair value and the related gains or losses are deferred as a component of Accumulated other comprehensive income (loss) ("AOCI") in the Consolidated Balance Sheets until the underlying transaction is recorded in earnings. When the hedged item is realized, gains or losses are reclassified from AOCI to the Consolidated Statement of Operations on the same line item as the underlying transaction. In the event the forecasted transactions do not occur, or it becomes probable that they will not occur, the Company reclassifies any gain or loss on the related cash flow hedge to earnings in the respective period. Cash flows related to these derivative financial instruments are included in cash flows from operating activities. Foreign currency contracts not designated as hedging relationships are recorded in the Consolidated Balance Sheets at fair value and resulting gains or losses are recorded in the Consolidated Statement of Operations.

***Revenue Recognition***

The majority of the Company's revenues consist of sales of various medical devices and products to large, multinational OEMs and their affiliated subsidiaries. The Company considers the customer's purchase order, which in some cases is governed by a long-term agreement, and the Company's corresponding sales order acknowledgment as the contract with the customer. The majority of customers' purchase orders and the Company's corresponding sales order acknowledgments have an original expected duration of one year or less. Consideration payable to customers is included in the transaction price. In accordance with ASC 340-40-25-4, the Company expenses incremental costs of obtaining a contract when incurred because the amortization period is less than one year.

The Company recognizes revenue from contracts with customers as performance obligations are satisfied when the customer obtains control of the products. Control is defined as the ability to direct the use of and obtain substantially all of the remaining benefits from the products. The customer obtains control of the products when title and risk of ownership transfers to them, which is primarily based upon shipping terms. Most of the Company's revenues are recognized at the point in time when the products are shipped to customers. When a contract with a customer relates to products with no alternative use and the Company has an enforceable right to payment, including reasonable profit, for performance completed to date throughout the duration of the contract, revenue is recognized over time as control is transferred to the customer. When revenue is recognized over time, the Company uses an input measure to determine progress towards completion and total estimated costs at completion. Under this method, sales and gross profit are recognized generally as actual costs are incurred. Revenue is recognized net of sales tax, value-added taxes and other taxes.

***Performance Obligations***

The Company assesses whether promises are separate and distinct in the context of the contract. If promises are not separate and distinct, they are aggregated with other promises until they are separate and distinct, resulting in a performance obligation. The Company considers each shipment of an individual product included on a purchase order to be a separate performance obligation because the customer obtains economic benefit as each shipment occurs. Standard payment terms range from 30 to 90 days and may include a discount for early payment.

The Company does not offer its customers a right of return. Rather, the Company warrants that each unit received by the customer will meet the agreed upon technical and quality specifications and requirements. If the units do not meet these requirements, the customer can return the non-compliant units as a corrective action under the warranty. The remedy offered to the customer is repair of the returned units or replacement if repair is not viable. Accordingly, the Company records a warranty reserve and any warranty activities are not considered to be a separate performance obligation.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

*Contract Balances*

The timing of revenue recognition, billings and cash collections results in billed accounts receivable and less frequently, contract liabilities. Accounts receivable are recorded when the right to consideration becomes unconditional. Contract liabilities are recorded when customers pay or are billed in advance of the Company's satisfaction of its performance obligations. The current portion of contract liabilities is included in Accrued expenses and other current liabilities and the non-current portion is included in Other long-term liabilities on the Consolidated Balance Sheets. For contracts with customers where revenue is recognized over time, the Company records a contract asset when revenue is earned but not yet billed associated with non-cancellable customer orders. Contract assets are presented as a current asset on the Consolidated Balance Sheets.

*Transaction Price*

Generally, the transaction price of the Company's contracts consists of a unit price for each individual product included in the contract. The unit price can be fixed or variable based on the number of units ordered. In some instances, the transaction price also includes a rebate for meeting certain volume-based targets over a specified period of time. The transaction price of a contract is determined based on the unit price and the number of units ordered, reduced by the rebate expected to be earned on those units. Rebates are estimated based on the expected achievement of volume-based targets using the most likely amount method and are updated quarterly. Adjustments to these estimates are recognized in the period in which they are identified. When contracts with customers include consideration payable at the beginning of the contract, the transaction price is reduced at the later of when the Company recognizes revenue for the transfer of the related goods to the customer or when the Company pays or promises to pay the consideration. Volume discounts and rebates and other pricing reductions earned by customers are offset against their receivable balances.

The transaction price is allocated to each performance obligation on a relative standalone selling price basis. As the majority of products sold to customers are manufactured to meet the specific requirements and technical specifications of that customer, the products are considered unique to that customer and the unit price stated in the contract is considered the standalone selling price.

*Contract Modifications*

Contract modifications, which can include a change in scope, price, or both, most often occur related to contracts that are governed by a long-term arrangement. Contract modifications typically relate to the same products already governed by the long-term arrangement, and therefore, are accounted for as part of the existing contract. If a contract modification adds additional products, it is accounted for as a separate contract.

*Environmental Costs*

Environmental expenditures that relate to an existing condition caused by past operations and that do not provide future benefits are expensed as incurred. Liabilities are recorded when environmental assessments are made, the requirement for remedial efforts is probable and the amount of the liability can be reasonably estimated. Liabilities are recorded generally no later than the completion of feasibility studies. The Company has a process in place to monitor, identify, and assess how the current activities for known exposures are progressing against the recorded liabilities. The process is also designed to identify other potential remediation sites that are not presently known.

*Restructuring and Other Charges*

The Company continuously evaluates the business and identifies opportunities to realign its resources to better serve its customers and markets, improve operational efficiency and capabilities, and lower its operating costs or improve profitability. To realize the benefits associated with these opportunities, the Company undertakes restructuring-type activities to transform its business. The Company incurs costs associated with these activities, which primarily include exit and disposal costs and other costs directly related to the restructuring initiative. These actions may result in voluntary or involuntary employee termination benefits. Voluntary termination benefits are accrued when an employee accepts the related offer. Involuntary termination benefits are accrued upon the commitment to a termination plan and the benefit arrangement is communicated to affected employees, or when liabilities are determined to be probable and estimable, depending on the existence of a substantive plan for severance or termination. All other exit costs are expensed as incurred. The Company records exit and disposal costs ("restructuring charges") as incurred in accordance with ASC 420, *Exit or Disposal Cost Obligations*, and are classified within Restructuring and other charges, while other costs directly related to the restructuring initiatives ("restructuring-related charges") are classified within Cost of sales, Selling, general and administrative, and Research, development and engineering expenses in the Consolidated Statements of Operations.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In addition, from time to time, the Company incurs costs associated with acquiring and integrating businesses, and certain other general expenses, including asset impairments. The Company classifies costs associated with these items within Restructuring and other charges in the Consolidated Statements of Operations. Refer to Note 12, "Restructuring and Other Charges," for additional information.

**Research, Development and Engineering ("RD&E")**

RD&E costs are expensed as incurred. The primary costs are salary and benefits for personnel, material costs used in development projects and subcontracting costs.

**Product Warranties**

The Company allows customers to return defective or damaged products for credit, replacement, or repair. The Company warrants that its products will meet customer specifications and will be free from defects in materials and workmanship. The Company accrues its estimated exposure to warranty claims, through Cost of Sales, based upon experience and other specific information as it becomes available. The product warranty liability is classified as Accrued expenses and other current liabilities on the Consolidated Balance Sheets. Adjustments to pre-existing estimated exposure for warranties are made as changes to the obligations become reasonably estimable. The Company's product warranty liability totaled \$0.7 million and \$1.4 million as of December 31, 2025 and December 31, 2024, respectively.

**Stock-Based Compensation**

The Company recognizes stock-based compensation expense for its compensation plans. These plans include stock options, restricted stock units ("RSUs") and performance-based restricted stock units ("PRSUs"). For the Company's PRSUs, in addition to service conditions, the ultimate number of shares to be earned depends on the achievement of targets based on market conditions, such as total shareholder return, or performance conditions based on the Company's operating results. The Company records forfeitures of equity awards in the period in which they occur.

The fair value of the stock-based compensation is determined at the grant date. The Company uses the Black-Scholes standard option pricing model ("Black-Scholes model") to determine the fair value of stock options. The fair value of each RSU is determined based on the Company's closing stock price on the date of grant. The fair value of each PRSU is determined based on either the Company's closing stock price on the date of grant or through a Monte Carlo valuation model for those awards that include a market-based condition. The Black-Scholes and Monte Carlo valuation models incorporate assumptions as to stock price volatility, the expected life of stock option or PRSU awards, a risk-free interest rate, illiquidity discount and dividend yield.

The Company recognizes compensation expense over the required service or vesting period based on the fair value of the award on the date of grant. Certain executive stock-based awards contain market, performance and service conditions. Compensation expense for awards with market conditions is recognized over the service period and is not reversed if the market condition is not met. Compensation expense for awards with performance conditions is reassessed each reporting period and recognized based upon the probability that the performance targets will be achieved.

All stock option awards granted under the Company's compensation plans have an exercise price equal to the closing stock price on the date of grant, a ten-year contractual life and generally vest annually over a three-year vesting term. RSUs typically vest in equal annual installments over a 3 year period. RSUs issued to members of the Company's Board of Directors as a portion of their annual retainer vest quarterly over a one-year vesting term. Earned PRSUs typically vest three years from the date of grant.

The Company records deferred tax assets for awards that result in deductions on the Company's income tax returns, based on the amount of stock-based compensation expense recognized and the statutory tax rate in the jurisdiction in which it will receive a deduction. Differences between the deferred tax assets recognized for financial reporting purposes and the actual tax deduction reported on the income tax return are recorded as a component of Provision for income taxes in the Consolidated Statements of Operations. Note 11, "Stock-Based Compensation," contains additional information on the Company's stock-based compensation.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Defined Benefit Plans**

The Company recognizes on its Consolidated Balance Sheets as an asset or liability the overfunded or underfunded status of its defined benefit plans provided to its employees located in Mexico and Switzerland. This asset or liability is measured as the difference between the fair value of plan assets, if any, and the benefit obligation of those plans. For these plans, the benefit obligation is the projected benefit obligation, which is calculated based on actuarial computations of current and future benefits for employees. Actuarial gains or losses and prior service costs or credits that arise during the period, but are not included as components of net periodic benefit expense, are recognized as a component of AOCI on the Consolidated Balance Sheets. The Company records the service cost component of net benefit costs in Cost of sales and SG&A expenses. The interest cost component of net benefit costs is recorded in Interest expense and the remaining components of net benefit costs, amortization of net losses and expected return on plan assets, are recorded in Other loss, net.

**Foreign Currency Translation and Remeasurement**

The Company translates all assets and liabilities of its foreign subsidiaries, where the U.S. dollar is not the functional currency, at the period-end exchange rate and translates income and expenses at the average exchange rates in effect during the period. The net effect of this translation is recorded in the consolidated financial statements as a component of AOCI. Translation adjustments are not adjusted for income taxes as they relate to permanent investments in the Company's foreign subsidiaries.

The Company has foreign operations in the Dominican Republic, Ireland, Malaysia, Mexico, Switzerland, and Uruguay, which expose the Company to foreign currency exchange rate fluctuations due to transactions denominated in Dominican pesos, Euros, Malaysian ringgits, Mexican pesos, Swiss francs, and Uruguayan pesos. To the extent that monetary assets and liabilities, including short-term and long-term intercompany loans, are recorded in a currency other than the functional currency of the subsidiary, these amounts are remeasured each period at the period-end exchange rate, with the resulting gain or loss being recorded in Other loss, net in the Consolidated Statements of Operations. Net foreign currency transaction losses included in Other loss, net amounted to \$6.1 million, \$3.2 million and \$1.0 million for the years ended December 31, 2025, 2024 and 2023, respectively, and primarily related to the fluctuation of the U.S. dollar relative to the Euro and the remeasurement of certain intercompany loans.

**Earnings Per Share ("EPS")**

Basic EPS is calculated using the weighted average number of shares outstanding during the period. Diluted EPS is calculated using the weighted average number of shares outstanding during the period plus, if dilutive, common stock equivalents outstanding during the period and stock issuable upon conversion of convertible debt instruments. The Company's common stock equivalents consist of shares issuable upon the release of RSUs and PRSUs and the incremental shares of common stock issuable upon the exercise of stock options. The dilutive effect of these common stock equivalents is reflected in diluted EPS by application of the treasury stock method. The dilutive effect of shares issuable upon conversion of convertible debt instruments are included in the calculation of diluted EPS under the if-converted method. The Company is required to settle the principal amount of its convertible debt instruments in cash and may elect to settle the remaining conversion obligation (the in-the-money portion) in cash, shares of the Common Stock, or a combination thereof. Therefore, the dilutive impact of applying the if-converted method is limited to the in-the-money portion, if any, of the convertible debt instrument. Note 16, "Earnings Per Share," contains additional information on the computation of the Company's EPS.

**Comprehensive Income**

The Company's comprehensive income as reported in the Consolidated Statements of Comprehensive Income includes net income, foreign currency translation adjustments, the net change in cash flow hedges, net of tax, and defined benefit plan liability adjustments, net of tax. The Consolidated Statements of Comprehensive Income and Note 17, "Stockholders' Equity," contain additional information on the computation of the Company's comprehensive income.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1.) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Recent Accounting Pronouncements**

In the normal course of business, management evaluates all new Accounting Standards Updates (“ASU”) and other accounting pronouncements issued by the Financial Accounting Standards Board (“FASB”), Securities and Exchange Commission (“SEC”), or other authoritative accounting bodies to determine the potential impact they may have on the Company’s Consolidated Financial Statements. Other than those discussed below, management does not expect any of the recently issued accounting pronouncements, which have not already been adopted, to have a material impact on the Company’s Consolidated Financial Statements.

*Accounting Guidance Adopted During the Period*

In November 2024, the FASB issued ASU 2024-04, *Debt with Conversion and Other Options (Subtopic 470-20): Induced Conversions of Convertible Debt Instruments*. The ASU clarifies the assessment of whether certain settlements of convertible debt instruments should be accounted for as an inducement conversion or extinguishment of convertible debt. The ASU is effective for annual reporting periods beginning after December 15, 2025, and interim reporting periods within those annual reporting periods, with early adoption permitted. The Company adopted this ASU as of January 1, 2025. At adoption, there were no impacts to the condensed consolidated financial statements. See Note 9, “Debt,” for further detail.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740)-Improvements to Income Tax Disclosures*, which requires public entities, on an annual basis, to provide disclosure of specific categories in the rate reconciliation, as well as disclosure of income taxes paid disaggregated by jurisdiction. The ASU is effective for annual periods beginning after December 15, 2024, with early adoption permitted. The Company adopted ASU 2023-09 for the year ended December 31, 2025, and applied the new disclosure requirements retrospectively to the all periods presented. Prior period disclosures have been adjusted to reflect the new disclosure requirements. See Note 13, “Income Taxes,” for further detail.

*Accounting Guidance to be Adopted in Future Periods*

In December 2025, the FASB issued ASU 2025-10, *Government Grants (Topic 832): Accounting for Government Grants Received by Business Entities*. The ASU improves GAAP by establishing authoritative guidance on the accounting for government grants received by business entities. This ASU is effective for fiscal years beginning after December 15, 2028, with early adoption permitted. The Company is evaluating the impact this ASU will have on its Consolidated Financial Statements.

In November 2024, the FASB issued ASU 2024-03, *Income Statement—Reporting Comprehensive Income—Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. The ASU is intended to improve disclosures about a public business entity’s expense and provide more detailed information to investors about the types of expenses in commonly presented expense captions. The ASU is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The ASU will affect only the Company’s disclosures and will not impact its results of operations or financial condition. The Company is currently evaluating the timing of its adoption.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(2.) BUSINESS ACQUISITIONS

2025 Acquisitions

***Precision Coating LLC Acquisition***

On January 7, 2025, the Company acquired substantially all of the assets and assumed certain liabilities of certain subsidiaries of Katahdin Industries, Inc., including its main operating subsidiary, Precision Coating LLC (collectively "Precision"). Prior to the acquisition, Precision was a privately-held manufacturer specializing in high value surface coating technology platforms, including fluoropolymer, anodic coatings, ion treatment solutions and laser processing. Based in Massachusetts, Precision has additional locations in the New England area and an additional facility in Costa Rica.

The total consideration transferred was \$153.5 million, including contingent consideration, working capital and other purchase price adjustments. The Company recorded contingent consideration with an estimated acquisition date fair value of \$1.4 million, representing the Company's obligation, under the purchase agreement, to make an additional payment of up to \$5.0 million based on a specified revenue growth milestone being met in 2025. The Company funded the cash portion of the purchase price with borrowings under its Revolving Credit Facility.

***VSi Parylene Acquisition***

On February 28, 2025, the Company acquired substantially all of the assets and assumed certain liabilities of Vertical Solutions, Inc., d/b/a VSi Parylene ("VSi"). Headquartered in Colorado, prior to the acquisition VSi was a privately-held full-service provider of parylene coating solutions, primarily focused on complex medical device applications.

The total consideration transferred was \$24.0 million, including shares of Integer's common stock ("Common Stock") with a fair value of \$4.0 million, contingent consideration, working capital and other purchase price adjustments. The Company recorded contingent consideration with an estimated acquisition date fair value of \$1.1 million, representing the Company's obligation, under the purchase agreement, to make additional payments of up to \$4.0 million, in the aggregate, based on specified annual revenue growth milestones being met through 2028. The Company funded the cash portion of the purchase price with borrowings under its Revolving Credit Facility.

***Biocoat Incorporated***

On December 4, 2025, the Company acquired certain assets of Biocoat Incorporated ("Biocoat"). Prior to the acquisition, Biocoat was a privately-held manufacturer specializing in high value surface coating technology platforms, including UV and thermal cure hydrophilic coatings. The Company is based in Pennsylvania.

The total consideration transferred was \$15.0 million, including contingent consideration, working capital and other purchase price adjustments. The Company recorded contingent consideration with an estimated acquisition date fair value of \$7.0 million, representing the Company's obligation, under the purchase agreement, to make an additional payment of up to \$7.0 million based on specified operational milestones being met after close. The Company funded the cash portion of the purchase price with borrowings under its Revolving Credit Facility (as defined below).

Consistent with the Company's tuck-in acquisition strategy, the acquisitions of Precision, VSi and Biocoat further increase the Company's service offerings to include differentiated and proprietary coatings capabilities that position the Company to better meet customers' evolving needs.

The Company has finalized the purchase price allocation for Precision and has preliminarily estimated fair values for the assets purchased and liabilities assumed as of the date of the VSi and Biocoat acquisitions. The determination of estimated fair value required management to make significant estimates and assumptions based on information that was available at the time that the condensed consolidated financial statements were prepared. The amounts reported are considered preliminary as the Company is completing the valuations that are required to allocate the purchase prices in areas such as property and equipment, intangible assets, liabilities and goodwill. As a result, the preliminary allocation of the purchase price may change in the future, including in ways which could be material.

During 2025, the Company recorded measurement period adjustments for Precision related to revisions of the preliminary fair value estimates of certain acquired property, plant and equipment, resulting in an increase of \$0.7 million to property, plant and equipment and a corresponding decrease to goodwill. Other measurement period adjustments recorded during 2025 were not material. The changes to the preliminary fair value estimates resulting from the measurement period adjustments recorded during 2025 did not have a material impact to the Company's Consolidated Statements of Operations.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(2.) BUSINESS ACQUISITIONS (Continued)**

In connection with the Precision, VSi and Biocoat acquisitions, during the year ended December 31, 2025, the Company incurred direct acquisition-related costs of \$2.7 million, which includes an aggregate net benefit of \$1.4 million recorded during 2025 to adjust the fair value of acquisition-related contingent consideration liabilities related to the those acquisitions. See Note 18, "Financial Instruments and Fair Value Measurements," for additional information related to the fair value measurement of the contingent consideration.

The following table summarizes the final purchase price for Precision and preliminary purchase price allocations for VSi and Biocoat (in thousands):

	Precision	VSi	Biocoat	Total
<b>Fair value of net assets acquired</b>				
Current assets (excluding inventory)	\$ 11,609	\$ 1,982	\$ —	\$ 13,591
Inventory	4,019	1,018	—	5,037
Property, plant and equipment	13,674	2,732	1,043	17,449
Goodwill	50,823	5,265	10,344	66,432
Intangible assets:				
Customer relationships	52,000	7,700	520	60,220
Technology	20,700	5,900	3,100	29,700
Operating lease assets	13,862	1,505	128	15,495
Other noncurrent assets	43	—	—	43
Current liabilities	(4,341)	(883)	(87)	(5,311)
Operating lease liabilities (noncurrent)	(8,922)	(1,256)	(47)	(10,225)
Fair value of net assets acquired	\$ 153,467	\$ 23,963	\$ 15,001	\$ 192,431

**Intangible Assets**

The preliminary fair values of the assets acquired were determined using one of three valuation approaches: market, income or cost. The selection of a particular method for a given asset depended on the reliability of available data and the nature of the asset, among other considerations.

**Current Assets and Liabilities**

The fair value of current assets and liabilities was assumed to approximate their carrying value as of the acquisition date due to the short-term nature of these assets and liabilities.

**Property, Plant and Equipment**

The fair value of Property, Plant and Equipment acquired was estimated by applying the cost approach for personal property and leasehold improvements. The cost approach was applied by developing a replacement cost and adjusting for economic depreciation and obsolescence.

**Leases**

The Company recognized operating lease liabilities and right-of-use assets for manufacturing facilities and equipment in accordance with ASC 842, *Leases*. Additionally, the Company recorded favorable lease terms associated with Precision for operating leases in the U.S. in the amount of \$4.2 million. The favorable lease terms were recorded as an increase to the right-of-use lease assets.

**Goodwill**

The excess of the purchase price over the fair value of net tangible and intangible assets acquired and liabilities assumed was allocated to goodwill. The goodwill resulting from the transaction is primarily attributable to future customer relationships and the assembled workforce of the acquired business. The goodwill acquired in connection with the Precision and VSi acquisitions is deductible for tax purposes.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(2.) BUSINESS ACQUISITIONS (Continued)**

**Intangible Assets**

The purchase price allocated to definite-lived intangible assets for all 2025 acquisitions was follows (dollars in thousands):

	Fair Value Assigned	Weighted Average Amortization Period (Years)	Weighted Average Discount Rate
Customer relationships	\$ 60,220	16	12.9%
Technology	29,700	12.1	12.7%

**Customer Relationships** - Customer relationships represent the estimated fair value of contractual and non-contractual customer relationships Precision, VSi and Biocoat each had as of the acquisition date. These relationships were valued separately from goodwill at the amount that an independent third party would be willing to pay for these relationships. The fair value of customer relationships was determined using the multi-period excess-earnings method, a form of the income approach. For both acquisitions, the estimated useful life of the existing customer base was based upon the historical customer annual attrition rate of 5.0%, as well as management's understanding of the industry and product life cycles.

**Technology** - Technology consists of technical processes, patented and unpatented technology, manufacturing know-how, trade secrets and the understanding with respect to products or processes that have been developed by Precision, VSi and Biocoat and that will be leveraged in current and future products. The fair value of technology acquired was determined utilizing the relief from royalty method, a form of the income approach, with royalty rates ranging from 5.0% to 8.0%. The estimated useful life of the technology is based upon management's estimate of the product life cycle associated with the technology before it will be replaced by new technologies.

**Contingent Consideration (Earnings)** - As part of the Precision, VSi and Biocoat acquisitions, the Company may be required to pay additional consideration based on a specified milestones. For Precision, the Company would have been required to pay up to an additional \$5.0 million of consideration based on a specified revenue growth milestone being met in 2025. The revenue growth milestone for Precision was not met for 2025 and the Company determined that no additional consideration was required to be paid. For VSi, the Company may be required to pay up to additional \$4.0 million of consideration, in the aggregate, based on specified annual revenue growth milestones being met through 2028. For Biocoat, the Company may be required to pay \$7.0 million of consideration based upon specified operational milestones being met after close. Any amounts earned under the earnouts will be paid in cash following the conclusion of each respective period. The contingent consideration is classified as Level 3 in the fair value hierarchy. The fair value the Precision and VSi contingent consideration is measured based on a probability-weighted discounted cash flow analysis. The fair value of the Biocoat contingent consideration is equal to its undiscounted cash flow due to the probability and expected completion of the operational milestone within the first twelve months. See Note 18, "Financial Instruments and Fair Value Measurements," for additional information related to the fair value measurement of the contingent consideration.

**2024 Acquisition**

On January 5, 2024, the Company acquired 100% of the outstanding capital stock of Pulse Technologies, Inc. ("Pulse"), a privately-held technology, engineering and contract manufacturing company focused on complex micro machining of medical device components for high growth structural heart, heart pump, electrophysiology, leadless pacing, and neuromodulation markets. Based in Pennsylvania, Pulse also provides proprietary advanced technologies, including hierarchical surface restructuring (HSR<sup>TM</sup>), scratch-free surface finishes, and titanium nitride coatings. Consistent with the Company's tuck-in acquisition strategy, the acquisition of Pulse further increases the Company's end-to-end development capabilities and manufacturing footprint in targeted growth markets and provides customers with expanded capabilities, capacity and resources to accelerate the time to market for customer products. The Company funded the purchase price with borrowings under its Revolving Credit Facility. During the year ended December 31, 2024, the Company incurred direct acquisition-related costs of \$2.5 million related to the Pulse acquisition.

The total consideration transferred was \$142.3 million, including contingent consideration, working capital and other purchase price adjustments. The Company recorded contingent consideration with an estimated acquisition date fair value of \$3.6 million, representing the Company's obligation, under the purchase agreement, to make an additional payment of up to \$20.0 million based on a specified revenue growth milestone being met in 2025. See Note 18, "Financial Instruments and Fair Value Measurements," for additional information related to the fair value measurement of the contingent consideration.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(2.) BUSINESS ACQUISITIONS (Continued)**

The final purchase price allocation was as follows (in thousands):

<b>Fair value of net assets acquired</b>		
Current assets (excluding inventory)	\$	7,456
Inventory		8,612
Property, plant and equipment		25,950
Goodwill		38,058
Intangible assets:		
Customer relationships		48,000
Technology		16,000
Finance lease assets		7,964
Current liabilities		(1,760)
Finance lease liabilities		(7,936)
Fair value of net assets acquired	\$	<u>142,344</u>

**2023 Acquisition**

Effective as of October 1, 2023, the Company acquired substantially all of the assets and assumed certain liabilities of InNeuroCo, Inc. ("InNeuroCo"), a privately-held company based in Florida. InNeuroCo was a recognized leader in neurovascular catheter innovation with strong development and manufacturing capabilities. InNeuroCo's expertise and highly differentiated neurovascular catheter innovation complements the Company's existing capabilities and market focus. Consistent with the Company's strategy, the addition of InNeuroCo further increases Integer's ability to provide enhanced solutions to its customers in the neurovascular catheter space. The Company funded the purchase price with borrowings under its Revolving Credit Facility. During the year ended December 31, 2023, the Company incurred direct acquisition-related costs of \$0.8 million related to the InNeuroCo acquisition.

The total consideration transferred was \$44.5 million, consisting of an initial cash payment of \$43.6 million and \$0.9 million in estimated fair value of contingent consideration. The contingent consideration represents the estimated fair value of the Company's obligation, under the purchase agreement, to make additional payments of up to \$13.5 million based on specified annual revenue growth milestones being met through 2027, and a one-time contingent payment to be made based on cumulative revenue amounts through 2027 exceeding a specified revenue target. See Note 18, "Financial Instruments and Fair Value Measurements," for additional information related to the fair value measurement of the contingent consideration.

The final purchase price allocation was as follows (in thousands):

<b>Fair value of net assets acquired</b>		
Current assets (excluding inventory)	\$	8,471
Inventory		5,376
Property, plant and equipment		3,436
Goodwill		19,442
Intangible assets:		
Customer relationships		4,000
Technology		5,200
Operating lease assets		2,072
Current liabilities		(2,331)
Operating lease liabilities		(1,157)
Fair value of net assets acquired	\$	<u>44,509</u>

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(2.) BUSINESS ACQUISITIONS (Continued)**

**Actual and Pro Forma (unaudited) disclosures**

The following table presents (in thousands) unaudited pro forma financial information for the years ended December 31, 2024 and 2023, as if Precision, Pulse, and InNeuroCo had been included in the Company's financial results as of the beginning of fiscal year 2024, 2023 and 2022, respectively, through the date of acquisition. Pro forma results for VSi and Biocoat have not been presented as their results are not material in relation to the consolidated financial statements of the Company. Actual results for each acquired business are included in the Company's consolidated results subsequent to the date of acquisition (in thousands):

	2024	2023
Sales	\$ 1,773,860	\$ 1,616,952
Income from continuing operations	109,963	78,050

The unaudited pro forma results are presented for illustrative purposes only and do not reflect the realization of potential cost savings, and any related integration costs. Certain costs savings may result from the acquisition; however, there can be no assurance that these cost savings will be achieved. These unaudited pro forma results do not purport to be indicative of the results that would have been obtained, or to be a projection of results that may be obtained in the future. These unaudited pro forma results include certain adjustments, primarily due to increases in amortization expense due to the fair value adjustments of intangible assets, the increases to interest expense reflecting the amount borrowed in connection with the acquisition, acquisition related costs and the impact of income taxes on the pro forma adjustments. The impact of discontinued operations have been removed from pro forma sales for each of the periods presented.

From the date of acquisition through the year ended December 31, 2025, sales related to Precision, VSi and Biocoat were \$58.7 million, and earnings were not material. As of the closing date, the Company began to immediately integrate the 2025 acquisitions into existing operations and management structure, making it impracticable to determine the post-acquisition earnings on a standalone basis. From the date of acquisition through the year ended December 31, 2024, sales related to Pulse were \$41.7 million. From the date of acquisition through the year ended December 31, 2023, sales related to InNeuroCo were \$5.2 million, and earnings were not material.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(3.) DISCONTINUED OPERATIONS**

On October 31, 2024, the Company completed the sale of 100% of the issued and outstanding shares of common stock of Electrochem Solutions, Inc. ("Electrochem"), a wholly owned subsidiary of the Company, collecting cash proceeds of \$48.7 million, which is net of transaction costs and adjustments set forth in the stock purchase agreement. The Electrochem business focused on non-medical applications for the energy, military and environmental sectors. Upon the signing of the stock purchase agreement on September 27, 2024, the Electrochem business qualified as a discontinued operation.

In connection with the closing of the transaction, the Company recognized a pre-tax gain on sale of discontinued operations of \$0.9 million, of which \$0.8 million was recorded during the year ended December 31, 2024. During 2025, the Company paid \$1.0 million to the purchaser related to a final working capital adjustment.

Income (loss) from discontinued operations, net of tax, were as follows (in thousands):

	2025	2024	2023
Sales	\$ —	\$ 27,227	\$ 41,017
Cost of sales	68	22,123	32,617
Gross profit	(68)	5,104	8,400
SG&A expenses	—	2,239	2,448
Research, development and engineering costs	—	1,485	1,804
Restructuring and other charges	—	678	141
Interest expense	—	2,340	2,095
Gain on sale of discontinued operations	(46)	(822)	—
Income (loss) from discontinued operations before taxes	(22)	(816)	1,912
Provision for income taxes	—	341	405
Income (loss) from discontinued operations, net of tax	\$ (22)	\$ (1,157)	\$ 1,507

The Company elected to allocate interest expense to discontinued operations for the Company's debt that is not directly attributed to the Electrochem business based on a ratio of net assets of discontinued operations to the sum of consolidated net assets and consolidated debt.

Cash flow information from discontinued operations was as follows (in thousands):

	2024	2023
Cash provided by operating activities	\$ 3,138	\$ 6,993
Cash used in investing activities (all capital expenditures)	(783)	(514)
Depreciation and amortization	974	1,211

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(4.) SUPPLEMENTAL CASH FLOW INFORMATION**

The following represents supplemental cash flow information, including supplemental information related to discontinued operations, for the years ended December 31, 2025, 2024 and 2023 (in thousands):

	2025	2024	2023
<b>Non-cash investing and financing activities:</b>			
Property, plant and equipment purchases included in accounts payable and non-cash leases incurred	\$ 25,789	\$ 15,345	\$ 21,044
Common stock issued for conversion of debt	183,972	—	—
Common stock received under capped call upon conversion of debt	26,858	—	—
Write-off of unamortized deferred costs and original issued discount upon conversion of debt included in Additional paid in capital	5,124	—	—
Common stock issued for acquisition	3,989	—	—
Cash paid for interest <sup>(a)</sup>	32,407	54,167	37,701

<sup>(a)</sup> Excludes cash paid for interest on finance leases. See Note 15, "Leases," for cash paid for interest on finance leases.

**(5.) INVENTORIES**

Inventories comprise the following (in thousands):

	December 31,	
	2025	2024
Raw materials	\$ 94,131	\$ 104,620
Work-in-process	143,467	126,810
Finished goods	16,141	15,696
Total	\$ 253,739	\$ 247,126

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(6.) PROPERTY, PLANT AND EQUIPMENT, NET**

PP&E comprises the following (in thousands):

	December 31,	
	2025	2024
Manufacturing machinery and equipment	\$ 580,863	\$ 508,869
Buildings and building improvements	183,504	159,974
Information technology hardware and software	86,513	80,994
Leasehold improvements	115,669	102,988
Furniture and fixtures	18,323	16,902
Land and land improvements	12,499	11,809
Construction work in process	106,465	84,891
Other	1,628	1,552
	1,105,464	967,979
Accumulated depreciation	(569,037)	(502,181)
<b>Total</b>	<b>\$ 536,427</b>	<b>\$ 465,798</b>

Depreciation expense for PP&E was as follows for the years ended December 31, 2025, 2024 and 2023 (in thousands):

	2025	2024	2023
Cost of sales	\$ 53,880	\$ 44,927	\$ 35,569
SG&A	4,570	4,611	4,415
RD&E	3,152	2,981	3,450
Restructuring and other charges	—	349	—
<b>Total depreciation expense</b>	<b>\$ 61,602</b>	<b>\$ 52,868</b>	<b>\$ 43,434</b>

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(7.) GOODWILL AND OTHER INTANGIBLE ASSETS, NET**

See Note 2, "Business Acquisitions," for a further description of the goodwill and intangible assets resulting from the Company's acquisitions.

**Goodwill**

The changes in the carrying amount of goodwill during the years ended December 31, 2025 and 2024 was as follows (in thousands):

	<b>Total</b>
December 31, 2023	\$ 994,007
Pulse acquisition (Note 2)	38,094
Pulse acquisition-related adjustments (Note 2)	(36)
InNeuroCo acquisition-related adjustments (Note 2)	(1,547)
Foreign currency translation	(12,789)
December 31, 2024	1,017,729
2025 acquisitions (Note 2)	67,096
Precision and VSi acquisition-related adjustments (Note 2)	(664)
Foreign currency translation	26,747
December 31, 2025	\$ 1,110,908

As of December 31, 2025, no accumulated impairment loss has been recognized for the Company's goodwill.

**Intangible Assets**

Intangible assets comprise the following (in thousands):

	<b>Gross Carrying Amount</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Amount</b>
<b>December 31, 2025</b>			
<i>Definite-lived:</i>			
Purchased technology and patents	\$ 329,690	\$ (228,469)	\$ 101,221
Customer relationships	957,239	(334,989)	622,250
Amortizing tradenames and other	20,083	(8,407)	11,676
Total amortizing intangible assets	\$ 1,307,012	\$ (571,865)	\$ 735,147
<i>Indefinite-lived:</i>			
Trademarks and tradenames			\$ 90,288
<b>December 31, 2024</b>			
<i>Definite-lived:</i>			
Purchased technology and patents	\$ 293,164	\$ (204,591)	\$ 88,573
Customer relationships	870,692	(284,104)	586,588
Amortizing tradenames and other	20,002	(7,165)	12,837
Total amortizing intangible assets	\$ 1,183,858	\$ (495,860)	\$ 687,998
<i>Indefinite-lived:</i>			
Trademarks and tradenames			\$ 90,288

Included in the Company's indefinite-lived intangible assets are the Lake Region Medical and Greatbatch Medical tradenames with carrying values of \$70.0 million and \$20.3 million, respectively.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(7.) GOODWILL AND OTHER INTANGIBLE ASSETS, NET (Continued)**

Aggregate intangible asset amortization expense comprises the following for the years ended December 31, 2025, 2024 and 2023 (in thousands):

	2025	2024	2023
Cost of sales	\$ 19,764	\$ 17,451	\$ 15,921
SG&A	44,584	37,163	36,270
Restructuring and other charges	—	—	638
Total intangible asset amortization expense	<u>\$ 64,348</u>	<u>\$ 54,614</u>	<u>\$ 52,829</u>

Estimated future intangible asset amortization expense based upon the carrying value as of December 31, 2025 is as follows (in thousands):

	2026	2027	2028	2029	2030	After 2030
Amortization expense	\$ 63,500	\$ 60,573	\$ 59,049	\$ 56,780	\$ 53,265	\$ 441,980

**(8.) ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES**

Accrued expenses and other current liabilities comprise the following (in thousands):

	December 31,	
	2025	2024
Salaries and benefits	\$ 38,875	\$ 34,921
Profit sharing and bonuses	26,599	36,795
Short-term finance lease liabilities	7,843	4,561
Contingent consideration	7,000	—
Accrued interest	6,442	4,201
Contract liabilities	5,213	4,440
Financing agreements	5,163	3,748
Income taxes payable	3,248	2,978
Product warranties	716	1,410
Cash flow hedges	77	6,091
Other	8,636	9,178
Total	<u>\$ 109,812</u>	<u>\$ 108,323</u>

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(9.) DEBT**

Long-term debt comprises the following (in thousands):

	December 31, 2025			December 31, 2024		
	Principal Amount	Discounts and Deferred Issuance Costs	Net Carrying Amount	Principal Amount	Discounts and Deferred Issuance Costs	Net Carrying Amount
<b>Senior Secured Credit Facilities:</b>						
Revolving credit facilities	\$ —	\$ —	\$ —	\$ 126,000	\$ —	\$ 126,000
Term loan A	91,000	(221)	90,779	375,000	(1,302)	373,698
2028 Convertible Notes	116,284	(1,542)	114,742	499,994	(9,539)	490,455
2030 Convertible Notes	1,000,000	(20,342)	979,658	—	—	—
Total	<u>\$ 1,207,284</u>	<u>\$ (22,105)</u>	<u>\$ 1,185,179</u>	<u>\$ 1,000,994</u>	<u>\$ (10,841)</u>	<u>\$ 990,153</u>
<b>Current portion of long-term debt</b>			<u>—</u>			<u>(10,000)</u>
Long-term debt			<u>\$ 1,185,179</u>			<u>\$ 980,153</u>

In September 2021, the Company entered into a credit agreement (the "2021 Credit Agreement"), governing the Company's senior secured credit facilities (the "Senior Secured Credit Facilities"). As of December 31, 2025, the Senior Secured Credit Facilities consists of a revolving credit facility (the "Revolving Credit Facility") and a "term A" loan (the "TLA Facility"). In February 2023, the Company issued \$500 million aggregate principal amount of 2.125% Convertible Senior Notes due in 2028 (the "2028 Convertible Notes"). In March 2025, the Company issued \$1.0 billion aggregate principal amount of 1.875% Convertible Senior Notes due in 2030 (the "2030 Convertible Notes").

**Senior Secured Credit Facilities**

*Revolving Credit Facility*

The Revolving Credit Facility matures on February 15, 2028. As of December 31, 2025, the Company had available borrowing capacity on the Revolving Credit Facility of \$794.7 million after giving effect to \$5.3 million of outstanding standby letters of credit. Borrowings under the Revolving Credit Facility bear interest at a rate based on the secured overnight financing rate for the applicable interest period plus an adjustment of 0.10% per annum, in relation to any loan in U.S. dollars, and the Euro Interbank Offered Rate, in relation to any loan in Euros, plus a margin based on the Company's Secured Net Leverage Ratio (as defined in the 2021 Credit Agreement). In addition, the Company is required to pay a quarterly commitment fee on the unused portion of the Revolving Credit Facility, which ranges between 0.15% and 0.25%, depending on the Company's Secured Net Leverage Ratio. As of December 31, 2025, the commitment fee on the unused portion of the Revolving Credit Facility was 0.15%.

*Term Loan Facilities*

The TLA Facility matures on February 15, 2028, and requires quarterly installments. The quarterly principal installments under the TLA Facility increase over the term of the loan. The interest rate terms for the TLA Facility are the same as those described above for the Revolving Credit Facility borrowings in U.S. dollars. During 2025, the Company prepaid the required quarterly principal installments under the TLA Facility through maturity. In connection with the partial repayments of the TLA Facility, the Company incurred a \$0.9 million loss on extinguishment of debt from the write-off of a portion of the remaining deferred debt issuance costs, which were expensed and included in Interest expense during 2025. As of December 31, 2025, the interest rate on the TLA Facility was 5.07%.

*Covenants*

The Senior Secured Credit Facilities agreement contains customary terms and conditions, including representations and warranties and affirmative and negative covenants, as well as financial covenants for the benefit of the lenders under the Revolving Credit Facility and the TLA Facility, which require that (i) the Company maintain a Total Net Leverage Ratio not to exceed 5.00:1.00, subject to increase in certain circumstances following qualified acquisitions, but shall not exceed 5.50:1.00 and (ii) the Company maintain an interest coverage ratio of at least 2.50:1.00. As of December 31, 2025, the Company was in compliance with these financial covenants.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(9.) DEBT (Continued)**

Contractual maturities under the Senior Secured Credit Facilities as of December 31, 2025 are as follows (in thousands):

	2026	2027	2028	
Future minimum principal payments	\$ —	\$ —	\$ —	91,000

**2030 Convertible Notes Issuance and 2028 Convertible Notes Exchange Transactions**

On March 18, 2025, the Company issued \$1.0 billion in aggregate principal amount of 2030 Convertible Notes due 2030 that bear interest at a fixed rate of 1.875% per annum by private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), which included the exercise in full of the initial purchasers' option to purchase up to an additional \$125.0 million principal amount of the 2030 Convertible Notes. The 2030 Convertible Notes were issued pursuant to an indenture dated as of March 18, 2025, by and between the Company and Wilmington Trust, National Association, as trustee (the "2030 Convertible Notes Indenture"). The 2030 Convertible Notes are senior unsecured obligations of the Company. The Company used a portion of the proceeds from the issuance of the 2030 Convertible Notes to exchange \$383.7 million in aggregate principal amount of the 2028 Convertible Notes in privately-negotiated transactions for an aggregate cash exchange consideration of \$384.4 million in cash and 1,553,806 shares of Common Stock (the "Note Exchange Transactions").

The Company determined that the exchange of the 2028 Convertible Notes in the Note Exchange Transactions met the criteria to be accounted as an induced conversion in accordance with Accounting Standards Codification 470-20, Debt with Conversion and Other Options (ASC 470-20). As a result of the induced conversion, the Company recorded \$46.7 million in induced conversion expense within Other loss, net in the Consolidated Statements of Operations. The induced conversion expense represents the fair value of the consideration issued in the Note Exchange Transactions upon conversion in excess of the fair value of the securities issuable under the original terms of the 2028 Convertible Notes.

Contemporaneously with the Note Exchange Transactions, the Company and the financial institutions party to the 2028 Capped Calls agreed to terminate a portion of the 2028 Capped Calls (as defined below) in a notional amount corresponding to the amount of 2028 Convertible Notes exchanged in the Note Exchange Transactions. In connection herewith, the Company received 436,963 shares of Common Stock, the fair value of the terminated portion of the 2028 Capped Calls, upon settlement. As these transactions met certain accounting criteria, the partial redemption of the 2028 Capped Calls was recorded as an adjustment to additional paid-in capital (see Capped Call Transactions below). The terms of the remaining 2028 Capped Calls remain unchanged.

**2030 Convertible Notes**

The issuance of the 2030 Convertible Notes resulted in \$976.1 million in net proceeds to the Company after deducting initial purchasers' discounts and issuance costs.

The 2030 Convertible Notes bear interest at a fixed rate of 1.875% per annum, payable semiannually in arrears on March 15 and September 15 of each year, beginning on September 15, 2025. The 2030 Convertible Notes will mature on March 15, 2030, unless earlier repurchased, redeemed or converted in accordance with their terms.

Debt discount and issuance costs related to the 2030 Convertible Notes were \$23.9 million, including \$22.5 million of discount and \$1.4 million of new debt issuance costs related to the 2030 Convertible Notes. The debt discount and issuance costs are amortized as interest expense using the effective interest method over the term of the 2030 Convertible Notes. The effective interest rate of the 2030 Convertible Notes was 2.38% as of December 31, 2025.

Holders of the 2030 Convertible Notes may convert all or a portion of their 2030 Convertible Notes at their option prior to December 15, 2029, in multiples of \$1,000 principal amounts, only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ended on June 30, 2025 (and only during such calendar quarter), if the last reported sale price of the Common Stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 150% of the conversion price on each applicable trading day;
- during the five business day period after any ten consecutive trading day period (the "Measurement Period") in which the trading price (as defined in the 2030 Convertible Notes Indenture) per \$1,000 principal amount of the 2030 Convertible Notes for each trading day of the Measurement Period was less than 98% of the product of the last reported sale price of the Common Stock and the conversion rate in effect on each such trading day;
- if the Company calls any or all of the 2030 Convertible Notes for redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date; or
- upon the occurrence of specified corporate events.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(9.) DEBT (Continued)**

As of December 31, 2025, the conditions allowing holders of the 2030 Convertible Notes to convert had not been met and, therefore, the 2030 Convertible Notes are classified as a long-term liability on the Consolidated Balance Sheets at December 31, 2025.

On or after December 15, 2029, until the close of business on the second scheduled trading day immediately preceding the maturity date, holders of the 2030 Convertible Notes may convert all or any portion of the 2030 Convertible Notes at their option at the conversion rate then in effect, irrespective of these conditions. The Company will settle conversions of the 2030 Convertible Notes by paying cash up to the aggregate principal amount of the 2030 Convertible Notes to be converted and cash, shares of Common Stock or a combination of cash and shares of Common Stock, at the Company's election, in respect of the remainder, if any, of the Company's conversion obligation in excess of the aggregate principal amount of the 2030 Convertible Notes being converted. The conversion rate will initially be 6.6243 shares of Common Stock per \$1,000 principal amount of 2030 Convertible Notes (equivalent to an initial conversion price of approximately \$150.96 per share of Common Stock). The conversion rate is subject to customary adjustments upon the occurrence of certain events. If the Company undergoes a fundamental change (as defined in the 2030 Convertible Notes Indenture), subject to certain conditions, holders may require the Company to repurchase for cash all or any portion of their 2030 Convertible Notes, in principal amounts of \$1,000 or a multiple thereof, at a fundamental change repurchase price equal to 100% of the principal amount of the 2030 Convertible Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. In addition, following certain corporate events or if the Company issues a notice of redemption, it will, under certain circumstances, increase the conversion rate for holders who elect to convert their 2030 Convertible Note in connection with such corporate event or during the relevant redemption period.

The Company may not redeem the 2030 Convertible Notes prior to March 20, 2028. The Company may redeem for cash all or part of the 2030 Convertible Notes, at its option, on or after March 20, 2028, if the last reported sale price of its Common Stock has been at least 140% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the 2030 Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date (as defined in the 2030 Convertible Notes Indenture).

The 2030 Convertible Notes Indenture provides for customary events of default, which include (subject in certain cases to grace and cure periods), among others: nonpayment of principal or interest; failure by the Company to comply with its conversion obligations upon exercise of a holder's conversion right under the 2030 Convertible Notes Indenture; breach of covenants or other agreements in the 2030 Convertible Notes Indenture; defaults by the Company or any significant subsidiary (as defined in the 2030 Convertible Notes Indenture) with respect to other indebtedness in excess of a threshold amount; failure by the Company or any significant subsidiary to pay final judgments in excess of a threshold amount; and the occurrence of certain events of bankruptcy, insolvency or reorganization with respect to the Company or any significant subsidiary. Generally, if an event of default occurs and is continuing under the 2030 Convertible Notes Indenture, either the trustee or the holders of at least 25% in aggregate principal amount of the 2030 Convertible Notes then outstanding may declare the principal amount plus accrued and unpaid interest on the 2030 Convertible Notes to be immediately due and payable.

**2028 Convertible Notes**

In February 2023, the Company issued the 2028 Convertible Notes with an aggregate principal amount of \$500 million in a private offering, which aggregate principal amount included the exercise in full of the initial purchasers' option to purchase up to an additional \$65 million principal amount of the 2028 Convertible Notes. The 2028 Convertible Notes were issued pursuant to an indenture dated as of February 3, 2023, by and between the Company and Wilmington Trust, National Association, as trustee. On March 18, 2025, in connection with the issuance of the 2030 Convertible Notes, the Company used part of the net proceeds therefrom to exchange \$383.7 million in aggregate principal amount of the 2028 Convertible Notes in privately-negotiated transactions. Subsequent to exchange, the remaining aggregate principal amount of the 2028 Convertible Notes was \$116.3 million. For additional information, refer to "2030 Convertible Notes Issuance and 2028 Convertible Notes Exchange Transactions" above.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(9.) DEBT (Continued)**

The 2028 Convertible Notes are senior unsecured obligations of the Company, which bear interest at a fixed rate of 2.125% per annum, payable semiannually in arrears on February 15 and August 15 of each year. The 2028 Convertible Notes will mature on February 15, 2028 unless repurchased, redeemed, or converted in accordance with their terms prior to such date and do not contain financial maintenance covenants. The 2028 Convertible Notes are convertible at an initial conversion rate of 11.4681 shares of the Company's common stock per \$1,000 principal amount of the 2028 Convertible Notes, which is equivalent to an initial conversion price of approximately \$87.20 per share of common stock. The conversion rate is subject to standard anti-dilutive adjustments and adjustments upon the occurrence of specified events.

The Company may not redeem the 2028 Convertible Notes prior to February 20, 2026. The Company may redeem for cash all or any portion of the 2028 Convertible Notes, at its option, on or after February 20, 2026 and prior to February 15, 2028, if the last reported sale price of its common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending not more than two trading days immediately preceding the date on which the Company provides notice of redemption at a redemption price equal to 100% of the principal amount of the 2028 Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date.

Holders of the 2028 Convertible Notes may convert all or a portion of their 2028 Convertible Notes at their option prior to November 15, 2027, in multiples of \$1,000 principal amounts, only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ended on March 31, 2023 (and only during such calendar quarter), if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day;
- during the five business day period after any ten consecutive trading day period (the "Measurement Period") in which the trading price (as defined in the indenture governing the 2028 Convertible Notes) per \$1,000 principal amount of the 2028 Convertible Notes for each trading day of the Measurement Period was less than 98% of the product of the last reported sale price of the Company's common stock and the conversion rate in effect on each such trading day;
- if the Company calls any or all of the 2028 Convertible Notes for redemption, at any time prior to the close of business on the second scheduled trading day immediately preceding the redemption date; or
- upon the occurrence of specified corporate events.

As of December 31, 2025, the conditions allowing holders of the 2028 Convertible Notes to convert had not been met and, therefore, the 2030 Convertible Notes are classified as a long-term liability on the Consolidated Balance Sheets at December 31, 2025.

On or after November 15, 2027 until the close of business on the second scheduled trading day immediately preceding the maturity date, holders may convert all or any portion of their 2028 Convertible Notes, in multiples of \$1,000 principal amount, at the option of the holder regardless of the foregoing circumstances.

Upon conversion, the 2028 Convertible Notes will be settled in cash up to the aggregate principal amount of the 2028 Convertible Notes to be converted, and in cash, shares of the Company's common stock or a combination thereof, at the Company's option, in respect of the remainder, if any, of the Company's conversion obligation in excess of the aggregate principal amount of the 2028 Convertible Notes being converted. If the Company undergoes a fundamental change (as defined in the indenture governing the 2028 Convertible Notes), subject to certain conditions, holders may require the Company to repurchase for cash all or any portion of their 2028 Convertible Notes, in principal amounts of \$1,000 or a multiple thereof, at a fundamental change repurchase price equal to 100% of the principal amount of the 2028 Convertible Notes to be repurchased, plus accrued and unpaid interest, if any, to, but excluding, the fundamental change repurchase date. In addition, following certain corporate events or if the Company issues a notice of redemption, the Company will, under certain circumstances, increase the conversion rate for holders who elect to convert their 2028 Convertible Note in connection with such corporate event or during the relevant redemption period.

The 2028 Convertible Notes are accounted for as a single liability measured at amortized cost. The discount and issuance costs related to the 2028 Convertible Notes are being amortized to interest expense over the contractual term of the 2028 Convertible Notes at an effective interest rate of 2.76%.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(9.) DEBT (Continued)**

**Capped Call Transactions**

*Capped Calls*

In connection with the issuance of the 2028 Convertible Notes and 2030 Convertible Notes, the Company entered into privately negotiated capped calls (the “2028 Capped Calls” and “2030 Capped Calls”) (collectively, the “Capped Calls”) with certain financial institutions. The Capped Calls are expected generally to reduce the potential dilution to the Common Stock upon any conversion of the Convertible Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted Convertible Notes, as the case may be, with such reduction and/or offset subject to a cap.

The initial strike price and cap price of the 2030 Capped Calls is \$150.96 per share and \$189.44 per share, respectively, of common stock, and are subject to customary anti-dilution adjustments under the terms of the 2030 Capped Calls. The initial strike price and cap price of the 2028 Capped Calls is \$87.20 per share and \$108.59 per share, respectively, of common stock, and are subject to customary anti-dilution adjustments under the terms of the 2028 Capped Calls.

For accounting purposes, the Capped Calls are separate transactions, and not integrated with the issuance of the Convertible Notes. As these transactions meet certain accounting criteria, the Capped Calls are recorded in stockholders' equity and are not accounted for as derivatives. The Convertible Notes and the Capped Calls will be integrated for tax purposes. The accounting impact of this tax treatment results in the Capped Calls being deductible as original issue discount for tax purposes over the term of the Convertible Notes, generating a deferred tax asset which is recognized through equity. The cost to the Company of the 2030 Capped Calls was \$71.0 million, which was recorded, net of a deferred tax asset of \$17.9 million, as a reduction to additional paid-in capital.

As noted above, a portion of the 2028 Capped Calls were terminated in conjunction with the Note Exchange Transactions. The fair value of the terminated portion of the 2028 Capped Calls was \$26.9 million, which was recorded as an increase to additional paid-in capital. The Company also recorded income tax expense of \$4.1 million and a corresponding reduction to the deferred tax asset associated with the terminated portion of the 2028 Capped Calls.

**Deferred Debt Issuance Costs and Discounts**

The change in deferred debt issuance costs related to the Company's Revolving Credit Facility during the year ended December 31, 2025 was as follows (in thousands):

December 31, 2024	3,418
Amortization during the period	(1,109)
December 31, 2025	<u>\$ 2,309</u>

The change in debt discount and deferred debt issuance costs related to the TLA Facility and Convertible Notes during the year ended December 31, 2025 was as follows (in thousands):

	<b>Deferred Debt Issuance Costs</b>	<b>Debt Discount</b>	<b>Total</b>
December 31, 2024	2,055	8,786	10,841
Financing costs incurred	1,386	22,500	23,886
Write-off of deferred debt issuance costs and unamortized discount <sup>(a)</sup>	(1,433)	(6,308)	(7,741)
Amortization during the period	(487)	(4,394)	(4,881)
December 31, 2025	<u>\$ 1,521</u>	<u>\$ 20,584</u>	<u>\$ 22,105</u>

<sup>(a)</sup> Includes deferred debt issuance costs and unamortized discount of \$0.5 million and \$6.3 million, respectively, which were written off upon conversion of the 2028 Convertible Notes and recognized, net of a deferred tax asset of \$1.7 million, as a reduction of additional paid-in capital.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(10.) BENEFIT PLANS**

**Savings Plan**

The Company sponsors a defined contribution 401(k) plan (the "Plan") for its U.S. based employees. The Plan provides for the deferral of employee compensation under Internal Revenue Code §401(k) and a Company match. The Company matches \$0.50 per dollar of each participant's deferral made to the Plan up to 6% of their compensation, subject to Internal Revenue Service guidelines. Contributions from employees, as well as those matched by the Company, vest immediately. Net costs related to defined contribution plans for 2025, 2024 and 2023 were \$12.0 million, \$10.8 million and \$9.5 million, respectively.

**Defined Benefit Plans**

The Company is required to provide its employees located in Switzerland and Mexico certain statutorily mandated defined benefits. Under these plans, benefits accrue to employees based upon years of service, position, age and compensation. The defined benefit pension plan provided to the Company's employees located in Switzerland is a funded contributory plan, while the plans that provide benefits to the Company's employees located in Mexico are unfunded and noncontributory. The assets of the Switzerland plan are held at an AA- rated insurance carrier who bears the pension risk and longevity risk, and will be used to cover the pension liability for the remaining retirees of the Swiss plan, as well as the remaining employees at that location. The liability and corresponding expense related to these benefit plans is based on actuarial computations of current and future benefits for employees. The aggregated projected benefit obligation for these plans was \$3.6 million and \$2.9 million as of December 31, 2025 and December 31, 2024, respectively. Net periodic pension cost for 2025, 2024 and 2023 was \$0.9 million, \$0.6 million and \$0.6 million, respectively. Over the next ten years, the Company expects gross benefit payments to be \$1.8 million in total for the years 2026 through 2030, and \$3.1 million in total for the years 2031 through 2035.

**Non-qualified Deferred Compensation Plan**

The Company maintains an unfunded, nonqualified deferred compensation plan (the "Restoration Plan") for the benefit of certain members of management and other highly compensated employees. The deferred compensation liability for the Restoration Plan was \$2.6 million and \$1.8 million at December 31, 2025 and December 31, 2024, respectively, and is included in Other long-term liabilities on the Consolidated Balance Sheets. Net costs related to the Restoration Plan for 2025, 2024 and 2023 were \$0.5 million, \$0.4 million and \$0.2 million, respectively.

**(11.) STOCK-BASED COMPENSATION**

**Stock-based Compensation Plans**

The Company maintains certain stock-based compensation plans that were approved by the Company's stockholders and are administered by the Board of Directors (the "Board") or the Compensation and Organization Committee of the Board (the "Compensation Committee"). The stock-based compensation plans provide for the granting of stock options, restricted stock awards, RSUs, performance awards, stock appreciation rights and stock bonuses to employees, non-employee directors, consultants, and service providers.

As of December 31, 2025, the Company's outstanding stock-based compensation plans and agreements include the 2021 Omnibus Incentive Plan (the "2021 Plan"), 2016 Stock Incentive Plan (the "2016 Plan"), 2011 Stock Incentive Plan (the "2011 Plan"), the 2009 Stock Incentive Plan (the "2009 Plan"). The 2021 Plan replaced the 2016 Plan and the Company ceased granting any new awards under the 2016 Plan. The number of shares initially reserved for issuance under the 2021 Plan was (i) 1,450,000 plus (ii) the total number of shares of common stock available for issuance under the 2016 Plan, plus (iii) any shares of common stock that are subject to awards forfeited, cancelled, expired, terminated or otherwise lapsed or settled in cash, in whole or in part, without the delivery of shares under the 2016 Plan. The 2011 Plan and 2009 Plan have expired and no awards are available for issuance under these expired plans. As of December 31, 2025, there were 772,585 shares available for future grants under the 2021 Plan.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(11) STOCK-BASED COMPENSATION (Continued)**

**Stock-based Compensation Expense**

The classification of stock-based compensation expense in the accompanying Consolidated Statements of Operations was as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
RSUs and PRSUs	\$ 23,224	\$ 24,515	\$ 23,108
Discontinued operations	—	252	175
Total stock-based compensation expense	<u>\$ 23,224</u>	<u>\$ 24,767</u>	<u>\$ 23,283</u>
Cost of sales	\$ 4,230	\$ 3,881	\$ 3,694
SG&A	17,856	19,415	18,189
RD&E	1,160	1,153	1,152
Restructuring and other charges	(22)	66	73
Discontinued operations	—	252	175
Total stock-based compensation expense	<u>\$ 23,224</u>	<u>\$ 24,767</u>	<u>\$ 23,283</u>
Income tax benefit recognized for stock-based compensation arrangements	\$ 7,429	\$ 5,096	\$ 3,667

**Stock Options**

There were no stock options granted during 2025, 2024 or 2023. The following table summarizes stock option activity during the year ended December 31, 2025:

	Number of Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Outstanding at December 31, 2024	130,083	\$ 39.63		
Exercised	(109,854)	40.02		
Outstanding at December 31, 2025	<u>20,229</u>	<u>\$ 37.48</u>	1.2	\$ 0.8
Vested and exercisable at December 31, 2025	<u>20,229</u>	<u>\$ 37.48</u>	1.2	\$ 0.8

Intrinsic value is calculated for in-the-money options (exercise price less than market price) as the difference between the market price of \$78.43, which was the closing price of the Company's common stock as of December 31, 2025, and the weighted average exercise price of the underlying stock options, multiplied by the number of options outstanding and/or exercisable. Shares are distributed from the Company's authorized but unissued reserve upon the exercise of stock options. As of December 31, 2025, there was no unrecognized compensation cost related to stock options.

The following table provides certain information relating to the exercise of stock options during 2025, 2024 and 2023 (in thousands):

	2025	2024	2023
Intrinsic value	\$ 9,183	\$ 2,007	\$ 3,670
Cash received	3,644	742	2,303
Actual tax benefit for the tax deductions from the exercise of options	2,204	482	881

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(11.) STOCK-BASED COMPENSATION (Continued)**

**Restricted Stock Units**

The following table summarizes RSU activity during the year ended December 31, 2025:

	Time-Vested Activity	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2024	313,404	\$ 88.36
Granted	155,508	128.71
Vested	(148,496)	89.59
Forfeited	(24,032)	108.63
Nonvested at December 31, 2025	296,384	\$ 107.27

As of December 31, 2025, there was \$16.0 million of total unrecognized compensation cost related to RSUs, which is expected to be recognized over a weighted-average period of approximately 1.8 years. The fair value of RSU shares that vested during 2025, 2024 and 2023 was \$19.6 million, \$17.3 million and \$9.1 million, respectively. The weighted average grant date fair value of RSUs granted during 2025, 2024 and 2023 was \$128.71, \$81.39 and \$79.03, respectively.

**Performance Restricted Stock Units**

The following table summarizes PRSU activity during the year ended December 31, 2025:

	Performance- Vested Activity	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2024	237,898	\$ 88.95
Granted	65,974	149.99
Performance adjustment <sup>(a)</sup>	76,520	83.36
Vested	(153,040)	83.36
Forfeited	(11,967)	96.31
Nonvested at December 31, 2025	215,385	\$ 109.23

<sup>(a)</sup> Represents additional PRSUs earned related to above-target achievement of performance conditions, the achievement of which was based upon predefined performance targets established by the Compensation Committee at the initial grant date.

For the Company's PRSUs, in addition to service conditions, the ultimate number of shares earned depends on the achievement of financial or market-based performance conditions. The financial performance condition is based on the Company's sales. The market conditions are based on the Company's achievement of a relative total shareholder return ("TSR") performance requirement, on a percentile basis, compared to a defined group of peer companies over three year performance periods.

At December 31, 2025, there was \$9.4 million of total unrecognized compensation cost related to unvested PRSUs, which is expected to be recognized over a weighted-average period of approximately 1.7 years. The fair value of PRSU shares vested during 2025 and 2024 was \$21.9 million and \$19.8 million, respectively. The weighted average grant date fair value of PRSUs granted during 2025, 2024 and 2023 was \$149.99, \$110.54 and \$74.32, respectively.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(11.) STOCK-BASED COMPENSATION (Continued)**

The grant-date fair values of the market-based portion of the PRSUs granted during 2025, 2024 and 2023 were determined using the Monte Carlo valuation model on the date of grant. The weighted average fair value and assumptions used to value the TSR portion of the PRSUs granted are as follows:

	2025		2024		2023	
Weighted average fair value	\$	162.62	\$	117.96	\$	74.29
Risk-free interest rate		4.29 %		4.13 %		3.79 %
Expected volatility		33 %		34 %		46 %
Expected life (in years)		3.0		3.0		3.0
Expected dividend yield		— %		— %		— %

The valuation of the TSR portion of the PRSUs granted during 2025, 2024 and 2023 also reflects a weighted average illiquidity discount of 8.78%, 8.00% and 11.23%, respectively, related to the period that recipients are restricted from selling, transferring, pledging or assigning the underlying shares, in the event of vesting.

**(12.) RESTRUCTURING AND OTHER CHARGES**

Restructuring and other charges comprise the following (in thousands):

	2025		2024		2023	
Restructuring charges	\$	2,284	\$	4,013	\$	5,874
Acquisition and integration costs		8,165		8,941		3,444
Other general expenses (gains)		7,426		(805)		2,110
Total restructuring and other charges	\$	17,875	\$	12,149	\$	11,428

**Restructuring programs**

**Operational excellence**

The Company's operational excellence ("OE") initiatives mainly consist of costs associated with executing on its sales force, manufacturing, business process and performance excellence operational strategic imperatives. These projects focus on changing the Company's organizational structure to match product line growth strategies and customer needs, transitioning its manufacturing process into a competitive advantage and standardizing and optimizing its business processes.

*2022 OE Initiatives* - Costs related to the Company's 2022 OE initiatives primarily included termination benefits. As of December 31, 2025, total restructuring and restructuring-related charges incurred since inception were \$11.9 million. These actions were substantially complete at the end of 2025.

**Strategic reorganization and alignment**

The Company's strategic reorganization and alignment ("SRA") initiatives primarily include those that align resources with market conditions and the Company's strategic direction in order to enhance the profitability of its portfolio of products.

*2021 SRA Initiatives* - During the fourth quarter of 2021, the Company initiated plans to exit certain markets to enhance profitability and reallocate manufacturing capacity needed to support the Company's overall growth plans. Costs related to the Company's 2021 SRA Initiatives primarily included termination benefits. As of December 31, 2025, total charges incurred since inception were \$6.2 million. These actions were completed at the end of 2025.

**Manufacturing alignment to support growth**

The Company's manufacturing alignment to support growth ("MASG") initiatives are designed to reduce costs, improve operating efficiencies or increase capacity to accommodate growth, which may involve relocation or consolidation of manufacturing operations.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(12.) RESTRUCTURING AND OTHER CHARGES (Continued)**

*Global Manufacturing Alignment* - In 2025, the Company commenced an initiative designed to leverage its global footprint and scale to consolidate certain operations with the purpose of improving operating efficiency, expanding capacity to enable sustained long-term growth, and to more efficiently meet customer needs. The Company estimates that it will incur aggregate pre-tax charges in connection with this initiative of between approximately \$25 million and \$30 million, the majority of which are expected to be cash expenditures. Costs related to this initiative will primarily comprise costs to relocate equipment and inventory, termination benefits, professional fees, and compensation and benefits for associates dedicated to the initiative. As of December 31, 2025, total restructuring and restructuring-related charges incurred since inception were \$3.0 million. These actions are expected to be substantially complete by the end of 2025.

*Research and Product Development Alignment* - In 2023, the Company commenced an initiative to consolidate certain research and product development operations to more efficiently meet customer needs. The Company will be consolidating existing facilities in Israel and Ireland primarily to a new facility in Ireland. The Company estimates that it will incur aggregate pre-tax charges in connection with this initiative of between approximately \$7 million and \$8 million, the majority of which are expected to be cash expenditures. Costs related to the Company's Research and Product Development Alignment initiative primarily include asset disposal and impairment charges and termination benefits. As of December 31, 2025, total restructuring and restructuring-related charges incurred since inception were \$6.8 million. These actions are expected to be substantially complete by the end of 2026.

*2022 MASG* - In 2022, the Company initiated plans to relocate manufacturing of certain products. The Company estimates that it will incur aggregate pre-tax charges in connection with the 2022 MASG initiatives of between approximately \$6 million and \$7 million, the majority of which are expected to be cash expenditures. Costs related to the Company's 2022 MASG initiative primarily include non-labor costs to relocate equipment and inventory, as well as other costs related to the closure and relocation of certain manufacturing operations. As of December 31, 2025, total restructuring and restructuring-related charges incurred since inception were \$5.8 million. These actions are expected to be substantially complete by the end of 2026.

The following table comprises restructuring and restructuring-related charges by classification in the accompanying Consolidated Statements of Operations (in thousands):

	2025	2024	2023
<b>Restructuring charges:</b>			
Restructuring and other charges	\$ 2,284	\$ 4,013	\$ 5,874
<b>Restructuring-related expenses<sup>(a)</sup>:</b>			
Cost of sales	7,328	2,170	1,633
Selling, general and administrative	513	942	1,775
Research, development and engineering	68	130	667
<b>Total restructuring and restructuring-related charges</b>	<b>\$ 10,193</b>	<b>\$ 7,255</b>	<b>\$ 9,949</b>

<sup>(a)</sup> Restructuring-related expenses primarily include non-labor costs to relocate equipment and inventory, retention bonuses, consulting expenses and professional fees.

Restructuring reserves are included in Accrued expenses and other current liabilities on the Consolidated Balance Sheets. The following table summarizes the activity for restructuring reserves for the year ended December 31, 2025 (in thousands):

	Operational excellence initiatives	Strategic reorganization and alignment	Manufacturing alignment to support growth	Total
December 31, 2024	\$ 690	\$ 115	\$ —	\$ 805
Charges incurred, net of reversals	756	677	851	2,284
Cash payments	(1,324)	(782)	(824)	(2,930)
December 31, 2025	<u>\$ 122</u>	<u>\$ 10</u>	<u>\$ 27</u>	<u>\$ 159</u>

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(12.) RESTRUCTURING AND OTHER CHARGES (Continued)**

**Acquisition and integration costs**

Acquisition and integration costs primarily consist of professional fees directly related to completed and contemplated business acquisitions and costs to integrate the systems, processes and organizations acquired. During 2025, 2024 and 2023, acquisition and integration costs included incremental benefits of \$2.3 million, \$3.6 million and \$0.7 million, respectively, related to adjustments to the fair value of acquisition-related contingent consideration liabilities. See Note 18, "Financial Instruments and Fair Value Measurements," for additional information related to the fair value measurement of the contingent consideration.

Acquisition and integration costs comprise the following (in thousands):

	2025		2024		2023
Acquisition costs	\$ 1,825	\$	5,502	\$	693
Integration costs	6,340		3,439		2,751
Acquisition and integration costs	<u>\$ 8,165</u>	<u>\$</u>	<u>8,941</u>	<u>\$</u>	<u>3,444</u>
Fair value adjustments included in acquisition costs	\$ (2,266)	\$	(3,550)	\$	(736)

**Other general expenses**

During 2025, the Company incurred \$6.9 million of expense related to termination benefits from actions to align labor with manufacturing volumes. In addition, during 2024 and 2023 the Company recorded \$(1.2) million and \$2.0 million, respectively, of property loss (recoveries) relating to property damage which occurred in the fourth quarter of 2023 at one of its manufacturing facilities. Other general expenses for 2025, 2024 and 2023 also include gains and losses in connection with the disposal of property, plant and equipment.

**(13.) INCOME TAXES**

Income from continuing operations before income taxes consisted of the following (in thousands):

	2025		2024		2023
U.S.	\$ 35,980	\$	55,571	\$	29,089
Foreign	89,416		91,992		76,293
Total income from continuing operations before income taxes	<u>\$ 125,396</u>	<u>\$</u>	<u>147,563</u>	<u>\$</u>	<u>105,382</u>

The provision for income taxes from continuing operations comprises the following (in thousands):

	2025		2024		2023
<b>Current:</b>					
Federal	\$ 5,876	\$	18,309	\$	11,072
State	1,901		1,655		1,292
Foreign	17,476		19,476		13,140
	<u>25,253</u>	<u></u>	<u>39,440</u>	<u></u>	<u>25,504</u>
<b>Deferred:</b>					
Federal	(2,448)		(9,456)		(7,262)
State	(290)		(245)		(132)
Foreign	51		(3,229)		(1,871)
	<u>(2,687)</u>	<u></u>	<u>(12,930)</u>	<u></u>	<u>(9,265)</u>
Total provision for income taxes	<u>\$ 22,566</u>	<u>\$</u>	<u>26,510</u>	<u>\$</u>	<u>16,239</u>

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(13.) INCOME TAXES (Continued)**

The provision for income taxes from continuing operations differs from the U.S. statutory rate due to the following:

	2025		2024		2023				
US federal statutory tax rate	\$	26,333	21.0 %	\$	30,988	21.0 %	\$	22,130	21.0 %
Domestic federal									
Tax credits									
R&D tax credits		(7,523)	(6.0)%		(5,380)	(3.6)%		(4,465)	(4.2)%
Foreign tax credit		(558)	(0.4)%		(463)	(0.3)%		(572)	(0.5)%
Nontaxable or nondeductible items									
Tax benefits on share-based payments		(5,843)	(4.7)%		(2,519)	(1.7)%		(375)	(0.4)%
Nondeductible covered employee compensation		5,637	4.5 %		4,025	2.7 %		2,222	2.1 %
Nondeductible convertible debt inducement expense		9,277	7.4 %		—	— %		—	— %
Other		219	0.2 %		(446)	(0.3)%		205	0.2 %
Effect of cross-border tax laws									
GILTI, net of GILTI FTC		1,879	1.5 %		2,614	1.8 %		2,224	2.1 %
Foreign-derived intangible income		(3,316)	(2.6)%		(2,763)	(1.9)%		(3,087)	(2.9)%
Foreign royalty income		1,365	1.1 %		1,418	1.0 %		1,349	1.3 %
Other		494	0.4 %		299	0.2 %		354	0.3 %
Changes in valuation allowances		(1,100)	(0.9)%		86	0.1 %		817	0.8 %
Enactment of new tax laws or rates		—	— %		—	— %		—	— %
Other adjustments		(455)	(0.4)%		(180)	(0.1)%		119	0.1 %
Domestic state and local income taxes, net of federal income tax effect <sup>(a)</sup>		1,299	1.0 %		1,375	0.9 %		1,078	1.0 %
Foreign tax effects									
Switzerland									
Statutory income tax rate differential		(4,333)	(3.5)%		(4,149)	(2.8)%		(3,245)	(3.1)%
Federal income exemption		(2,691)	(2.1)%		(2,605)	(1.8)%		(2,030)	(1.9)%
Cantonal taxes, net		539	0.4 %		455	0.3 %		373	0.4 %
Other		(127)	(0.1)%		20	— %		(332)	(0.3)%
Ireland									
Statutory income tax rate differential		(1,427)	(1.1)%		(2,120)	(1.4)%		(2,157)	(2.0)%
OECD Pillar II: Global minimum tax		472	0.4 %		409	0.3 %		—	— %
Other		(674)	(0.5)%		(108)	(0.1)%		229	0.2 %
Netherlands									
OECD Pillar II: Global minimum tax		2,718	2.2 %		1,780	1.2 %		—	— %
Other		36	— %		17	— %		22	— %
Malaysia									
Holiday		—	— %		—	— %		(1,664)	(1.6)%
Other		839	0.7 %		930	0.6 %		784	0.7 %
Mexico									
Other		2,323	1.9 %		1,298	0.9 %		1,744	1.7 %
Uruguay									
Other		1,732	1.4 %		1,320	0.9 %		877	0.8 %
Israel									
Change in valuation allowances		—	— %		—	— %		1,345	1.3 %
Other		69	0.1 %		152	0.1 %		(117)	(0.1)%
Other foreign jurisdictions		(436)	(0.3)%		(270)	(0.2)%		(449)	(0.4)%
Worldwide changes in unrecognized tax benefits		(4,182)	(3.3)%		327	0.2 %		(1,140)	(1.1)%
Effective tax rate	\$	22,566	18.0 %	\$	26,510	18.0 %	\$	16,239	15.4 %

<sup>(a)</sup> State taxes in California and Massachusetts make up the majority, greater than 50 percent, of the tax effect in this category for each year presented.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(13.) INCOME TAXES (Continued)**

The difference between the Company's effective tax rate and the U.S. federal statutory income tax rate in the current year is primarily attributable to the impact of the net nondeductible induced conversion expenditures incurred as a result of the induced conversion from the exchange of the 2028 Convertible Notes, the impact of deductible stock based compensation, net of limitations, the availability of Foreign Tax Credits and R&D Credits, the impact of the Company's earnings realized in foreign jurisdictions with statutory rates that are different than the U.S. federal statutory rate, the impact of the Organization for Economic Co-operation and Development ("OECD") Pillar II Global Minimum Tax enacted on January 1, 2024, and the provision for Global Intangible Low Taxed income ("GILTI"), net of the statutory deduction of 50% of the GILTI inclusion and the Foreign Derived Intangible Income ("FDII") deduction (collectively "Section 250 deduction"). The Company's foreign earnings are primarily derived from Switzerland, Mexico, Uruguay, Ireland and Malaysia. The Company has previously operated under a tax holiday in Malaysia, which expired in accordance with its original terms on April 30, 2023. The Company's operations in Costa Rica and the Dominican Republic operate under a free trade zone agreement through April 2031 and March 2034, respectively.

*Difference Attributable to Foreign Investment:* Certain foreign subsidiary earnings are subject to U.S. taxation under the Tax Cuts and Jobs Act of 2017 (the "Tax Reform Act"). The Company intends to permanently reinvest substantially all of its foreign subsidiary earnings, as well as its capital in those foreign subsidiaries, with the exception of planned distributions made out of current year earnings and profits ("E&P") and E&P previously taxed as of and for the year ended December 29, 2017, including E&P subject to the toll charge under the Tax Reform Act. The Company accrues for withholding taxes on distributions in the year associated with earnings that are intended to be distributed.

As of December 31, 2025 and December 31, 2024, the Company had a net deferred tax liability consisting of the following (in thousands):

	December 31, 2025	December 31, 2024
Research and development	\$ 49,042	\$ 37,201
Lease liabilities	32,443	28,772
Original issue discount from capped calls	16,400	5,733
Net operating loss carryforwards	8,276	8,093
Accrued expenses	5,823	7,122
Stock-based compensation	5,226	5,438
Tax credit carryforwards	4,567	5,749
Other	2,576	5,578
Gross deferred tax assets	124,353	103,686
Less valuation allowance	(11,427)	(13,387)
Net deferred tax assets	112,926	90,299
Intangible assets	(164,269)	(167,514)
Lease assets	(33,146)	(28,802)
Property, plant and equipment	(12,425)	(10,282)
Other	(10,419)	—
Gross deferred tax liabilities	(220,259)	(206,598)
Net deferred tax liability	\$ (107,333)	\$ (116,299)
Presented as follows:		
Noncurrent deferred tax asset	\$ 8,994	\$ 8,309
Noncurrent deferred tax liability	(116,327)	(124,608)
Net deferred tax liability	\$ (107,333)	\$ (116,299)

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(13.) INCOME TAXES (Continued)**

As of December 31, 2025, the Company has the following carryforwards available (in millions):

Jurisdiction	Tax Attribute	Gross Amount	Deferred Tax Asset	Valuation Allowance	Begin to Expire
U.S. State	Net operating losses <sup>(a)(b)</sup>	\$ 61.7	\$ 2.4	\$ (2.3)	2026
Foreign	Net operating losses <sup>(a)</sup>	\$ 24.9	\$ 5.9	\$ (5.9)	2026
U.S. State	State tax credits <sup>(b)</sup>	\$ 3.6	\$ 2.8	\$ (2.8)	2026
U.S. Federal	Foreign tax credits	\$ 1.0	\$ 1.0	\$ (0.4)	2033
U.S. State	R&D tax credits <sup>(b)</sup>	\$ 0.9	\$ 0.7	\$ —	2037

<sup>(a)</sup> Net operating losses are presented as pre-tax amounts.

<sup>(b)</sup> U.S. State deferred tax assets and valuation allowance are presented net of federal benefit.

In assessing the realizability of deferred tax assets, management considers, within each taxing jurisdiction, whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the consideration of the weight of both positive and negative evidence, management has determined it is more likely than not that a portion of the deferred tax assets as of December 31, 2025 and December 31, 2024 related to certain foreign tax credits, state investment tax credits, and foreign and state net operating losses will not be realized.

The Company files annual income tax returns in the U.S., various state and local jurisdictions, and in various foreign jurisdictions. A number of years may elapse before an uncertain tax position, for which the Company has unrecognized tax benefits, is examined and finally settled. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, the Company believes that its unrecognized tax benefits reflect the most probable outcome. The Company adjusts these unrecognized tax benefits, as well as the related interest, in light of changing facts and circumstances. The resolution of an uncertain tax position, if recognized, would be recorded as an adjustment to the provision for income taxes and the effective tax rate in the period of resolution.

Below is a summary of changes to the unrecognized tax benefit (in thousands):

	2025	2024	2023
Balance, beginning of year	\$ 6,201	\$ 6,470	\$ 7,739
Additions based upon tax positions related to the current year	406	353	356
Additions (reductions) related to prior period tax returns	144	(6)	(18)
Reductions related to settlements (amounts paid)	—	(166)	—
Reductions as a result of a lapse of applicable statute of limitations	(3,975)	(450)	(1,607)
Balance, end of year	\$ 2,776	\$ 6,201	\$ 6,470

As of December 31, 2025, approximately \$2.7 million of the unrecognized tax benefits would favorably impact the effective tax rate (net of federal impact on state issues), if recognized.

The tax years that remain open and subject to tax audits vary depending on the tax jurisdiction. The Company is no longer subject to tax authority examinations in the U.S. for tax years prior to 2022 and is generally no longer subject to tax authority examinations in other major foreign, or state tax jurisdictions for years prior to fiscal year 2021.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as a component of Provision for income taxes on the Consolidated Statements of Operations. As of December 31, 2025, 2024 and 2023, interest and penalties accrued for unrecognized tax benefits were \$0.5 million, \$1.4 million and \$0.8 million. Expenses related to interest and penalties during 2025, 2024, and 2023 were not material.

INTEGER HOLDINGS CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**(13.) INCOME TAXES (Continued)**

On December 15, 2022, the European Union ("EU") Member States formally adopted the EU's Pillar Two Directive, which generally provides for a minimum effective tax rate of 15%, as established by the Organization for Economic Co-operation and Development ("OECD") Pillar Two Framework. The effective dates are January 1, 2024 and January 1, 2025, for different aspects of the directive. The Company is continuing to evaluate the potential impact on future periods of the Pillar Two Framework, pending legislative adoption by additional individual countries. The Company's 2025 provision for income taxes includes the impact of the Pillar Two 15% Global Minimum Tax.

On July 4, 2025, President Trump signed the One Big Beautiful Bill Act ("OBBBA") enacting a broad range of tax reform provisions, including extending and modifying certain key domestic and international Tax Cuts & Jobs Act provisions. Only certain provisions will have current-year financial reporting implications due to varying effective dates and discretionary elections. The Company's 2025 provision for income taxes includes the impact of the OBBBA enacted provisions. The Company continues to evaluate the potential impact on future periods of the OBBBA provisions with delayed enactment dates beginning after December 31, 2025.

The amounts of cash income taxes paid, net of refunds received, by the Company were as follows (in thousands):

	2025		2024		2023
U.S. federal	\$ 11,527	\$	22,596	\$	18,800
U.S. state and local	2,931		2,797		1,809
Foreign					
Ireland	2,884		2,499		3,774
Malaysia	5,789		3,298		3,292
Mexico	4,053		5,160		2,614
Other	1,036		122		62
Total	<u>\$ 28,220</u>	\$	<u>36,472</u>	\$	<u>30,351</u>

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(14.) COMMITMENTS AND CONTINGENCIES**

**Contingent Consideration Arrangements**

The Company records contingent consideration liabilities related to the earn-out provisions for certain acquisitions. See Note 18, "Financial Instruments and Fair Value Measurements," for additional information.

**Litigation**

On December 10, 2025, a putative class action lawsuit was filed in the United States District Court for the Southern District of New York against Integer and certain of its executives, captioned West Palm Beach Firefighters' Pension Fund v. Integer Holdings Corporation, et al. (the "Securities Action"). The complaint in the lawsuit alleges violations of the securities laws in the company's public disclosures. The complaint seeks monetary damages, costs and attorney's fees, and other unspecified relief. Defendants' deadline to respond to the complaint is currently stayed pending the appointment of a lead plaintiff and lead counsel. Integer denies any wrongdoing and intends to vigorously defend itself against the claims in the Securities Action.

In addition, the Company is subject to litigation arising from time to time in the ordinary course of its business. The Company does not expect that the ultimate resolution of any pending legal actions will have a material effect on its consolidated results of operations, financial position, or cash flows. However, litigation is subject to inherent uncertainties. As such, there can be no assurance that any pending legal action will not become material in the future.

**Environmental Matters**

The Company acquired Lake Region Medical Holdings, Inc. ("LRM") in 2015. At the direction of the New Jersey Department of Environmental Protection ("NJDEP"), LRM has been performing, and has agreed to fund approximately \$0.3 million for, environmental investigations of a manufacturing facility LRM owned in South Plainfield, New Jersey from 1971 to 2004, and where it conducted operations from 1971 to 2007. NJDEP required LRM to perform and fund these environmental investigations due to concerns that prior investigations by LRM at the property were inadequate and because NJDEP concluded that the property was a source of local ground water contamination during LRM's operations, including the Franklin Street Regional Groundwater Contamination Area, which has been designated as an immediate environmental concern by NJDEP. LRM funded the environmental investigation undertaken by NJDEP's contractor by placing approximately \$0.3 million in escrow for the environmental investigation. As of December 31, 2025, approximately \$0.2 million had been drawn down from the escrow account by NJDEP to pay for the environmental investigation, and approximately \$0.1 million remains in escrow for anticipated future costs associated with the environmental investigation. These environmental investigations may conclude that remediation of the property by LRM, and the reimbursement of costs and damages, including natural resource damages, associated with the groundwater immediate environmental concern, are necessary. Further, the current owner of the property claims to have been financially impacted by LRM's inadequate environmental investigations. While the Company does not expect this environmental matter will have a material effect on its consolidated results of operations, financial position or cash flows, there can be no assurance that this environmental matter will not become material in the future. As of December 31, 2025 and December 31, 2024, there was \$0.1 million recorded in Accrued expenses and other current liabilities in the Consolidated Balance Sheets in connection with this environmental matter.

**License Agreements**

The Company is a party to various license agreements for technology that is utilized in certain of its products. The most significant of these agreements are licenses for basic technology used in the production of filtered feedthroughs and stylets and guidewires. Expenses related to license agreements were \$1.5 million, \$1.2 million, and \$1.7 million, for 2025, 2024 and 2023, respectively, and are primarily included in Cost of Sales.

**Self-Insurance Liabilities**

As of December 31, 2025, and at various times in the past, the Company self-funded certain of its workers' compensation and employee medical and dental expenses. The Company has established reserves to cover these self-insured liabilities and also maintains stop-loss insurance to limit its exposures under these programs. Claims reserves represent accruals for the estimated uninsured portion of reported claims, including adverse development of reported claims, as well as estimates of incurred but not reported claims. Claims incurred but not reported are estimated based on the Company's historical experience, which is continually monitored, and accruals are adjusted when warranted by changes in facts and circumstances. The Company's actual experience may be different than its estimates, sometimes significantly. Changes in assumptions, as well as changes in actual experience could cause these estimates to change. Insurance and claims expense will vary from period to period based on the severity and frequency of claims incurred in a given period. The Company's self-insurance reserves totaled \$5.9 million and \$6.2 million as of December 31, 2025 and December 31, 2024, respectively. These accruals are recorded in Accrued expenses and other current liabilities and Other long-term liabilities on the Consolidated Balance Sheets.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(15) LEASES**

The components and classification of lease cost for the years ended December 31, 2025, 2024 and 2023 are as follows (in thousands):

	2025	2024	2023
<b>Finance lease cost:</b>			
Amortization of lease assets	\$ 4,717	\$ 2,575	\$ 1,367
Interest on lease liabilities	1,827	845	321
Finance lease cost	6,544	3,420	1,688
<b>Operating lease cost</b>	<b>15,760</b>	<b>14,076</b>	<b>13,920</b>
Short-term lease cost (leases with initial term of 12 months or less)	421	257	305
Variable lease cost	4,594	3,071	2,994
Sublease income	(1,431)	(929)	(904)
<b>Total lease cost</b>	<b>\$ 25,888</b>	<b>\$ 19,895</b>	<b>\$ 18,003</b>
<b>Cost of sales</b>	<b>\$ 19,976</b>	<b>\$ 15,566</b>	<b>\$ 13,339</b>
SG&A	3,514	2,991	3,028
RD&E	186	403	929
Restructuring and other charges	385	90	386
Interest expense	\$ 1,827	\$ 845	\$ 321
<b>Total lease cost</b>	<b>\$ 25,888</b>	<b>\$ 19,895</b>	<b>\$ 18,003</b>

The Company's sublease income is derived primarily from certain real estate leases to several non-affiliated tenants under operating sublease arrangements.

Supplemental cash flow information related to leases for the years ended December 31, 2025, 2024 and 2023 is as follows (in thousands):

	2025	2024	2023
Cash paid for operating leases	\$ 14,167	\$ 12,557	\$ 13,751
Cash paid for interest on finance leases	1,827	845	320
Assets acquired under operating leases	13,564	13,384	17,526
Assets acquired under finance leases	13,860	18,300	4,085

At December 31, 2025, the maturities of operating and finance lease liabilities were as follows (in thousands):

	Operating Leases	Finance Leases
2026	\$ 14,055	\$ 9,434
2027	14,060	9,123
2028	13,589	7,879
2029	13,686	4,236
2030	12,634	2,005
Thereafter	53,454	10,648
<b>Gross lease liabilities</b>	<b>121,478</b>	<b>43,325</b>
Less: imputed interest	(30,480)	(6,904)
<b>Present value of lease liabilities</b>	<b>90,998</b>	<b>36,421</b>
Less: current portion of lease liabilities	(9,099)	(7,843)
<b>Total long-term lease liabilities</b>	<b>\$ 81,899</b>	<b>\$ 28,578</b>

As of December 31, 2025, the Company did not have any leases that have not yet commenced.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(15.) LEASES (Continued)**

The following table presents the weighted average remaining lease term and discount rate.

	December 31, 2025	December 31, 2024
Weighted-average remaining lease term - operating leases (in years)	9.2	10.0
Weighted-average remaining lease term - finance leases (in years)	6.2	8.0
Weighted-average discount rate - operating leases	6.3 %	6.3 %
Weighted-average discount rate - finance leases	5.5 %	5.7 %

**(16.) EARNINGS PER SHARE**

The following table sets forth a reconciliation of the information used in computing basic and diluted EPS for the years ended December 31, 2025, 2024 and 2023 (in thousands, except per share amounts):

	2025	2024	2023
<b>Numerator for basic and diluted EPS:</b>			
Income from continuing operations	\$ 102,830	\$ 121,053	\$ 89,143
Income (loss) from discontinued operations, net of tax	(22)	(1,157)	1,507
Net income	\$ 102,808	\$ 119,896	\$ 90,650
<b>Denominator for basic and diluted EPS:</b>			
Weighted average shares outstanding - Basic	34,735	33,601	33,320
Dilutive effect of share-based awards	309	514	438
Dilutive impact of convertible notes	550	1,534	—
Denominator for diluted EPS	35,594	35,649	33,758
<b>Basic earnings per share:</b>			
Income from continuing operations	\$ 2.96	\$ 3.60	\$ 2.68
Income (loss) from discontinued operations	—	(0.03)	0.05
Basic earnings per share	2.96	3.57	2.72
<b>Diluted earnings per share:</b>			
Income from continuing operations	\$ 2.89	\$ 3.40	\$ 2.64
Income (loss) from discontinued operations	—	(0.03)	0.04
Diluted earnings per share	2.89	3.36	2.69

The diluted weighted average share calculations do not include the following securities for the years ended December 31, 2025, 2024 and 2023, which are not dilutive to the EPS calculations or the performance criteria have not been met (in thousands):

	2025	2024	2023
Time-vested stock options, restricted stock and restricted stock units	184	1	1
Performance-vested restricted stock units	80	31	84
Common Stock issuable upon conversion of convertible notes	412	—	—

During the year ended December 31, 2025 and December 31, 2023, the potential conversion of the 2030 Convertible Notes and 2028 Convertible Notes, respectively, were not included in the diluted earnings per share calculation because the average closing price of the Company's common stock for the applicable periods, which is used as the basis for determining the dilutive effect on earnings per share, was less than the applicable conversion prices.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(17.) STOCKHOLDERS' EQUITY**

**Common Stock**

The following is a summary of the number of shares of common stock issued and outstanding for the years ended December 31, 2025 and December 31, 2024:

	Issued	Treasury Stock	Outstanding
<b>December 31, 2023</b>	33,329,648	—	33,329,648
Stock options exercised	23,981	—	23,981
Vested and settled RSUs and PRSUs, net of shares withheld to cover taxes	192,615	—	192,615
Stock issued upon conversion of convertible debt	18	—	18
Exercise of capped call upon conversion of convertible debt	—	(6)	(6)
<b>December 31, 2024</b>	33,546,262	(6)	33,546,256
Stock options exercised	103,148	—	103,148
Vested and settled RSUs and PRSUs, net of shares withheld to cover taxes	246,144	—	246,144
Stock issued upon conversion of convertible debt	1,553,858	—	1,553,858
Repurchases of common stock	—	(698,356)	(698,356)
Exercise of capped call upon conversion of convertible debt	—	(436,993)	(436,993)
Stock issued for acquisition	32,393	—	32,393
<b>December 31, 2025</b>	35,481,805	(1,135,355)	34,346,450

**Share Repurchase Program**

On November 4, 2025, the Company announced that its Board of Directors had approved a share repurchase program whereby the Company may from time to time repurchase on the open market, in privately-negotiated purchases, including accelerated repurchases, or otherwise, up to \$200.0 million of its common stock (the "Share Repurchase Program"). The Share Repurchase Program has no expiration date and will continue until otherwise suspended or terminated. The Share Repurchase Program does not obligate the Company to repurchase any dollar amount or number of shares and may be executed at the discretion of management on an opportunistic basis, or pursuant to trading plans or other arrangements. Shares of our common stock repurchased under the Share Repurchase Program are classified as treasury stock and recorded at cost on the Consolidated Balance Sheets. During 2025, the Company repurchased 698,356 shares of its common stock for a total of \$50.0 million, including commissions paid on repurchases.

**Accumulated Other Comprehensive Income (Loss)**

Accumulated other comprehensive income (loss) comprises the following (in thousands):

	Defined Benefit Plan Liability	Cash Flow Hedges	Foreign Currency Translation Adjustment	Total Pre-Tax Amount	Tax	Net-of-Tax Amount
<b>December 31, 2023</b>	\$ (28)	\$ 2,153	\$ 18,529	\$ 20,654	\$ (431)	\$ 20,223
Unrealized loss on cash flow hedges	—	(10,065)	—	(10,065)	2,114	(7,951)
Realized loss on foreign currency hedges	—	1,430	—	1,430	(300)	1,130
Net defined benefit plan adjustments	95	—	—	95	(26)	69
Foreign currency translation loss	—	—	(27,514)	(27,514)	—	(27,514)
<b>December 31, 2024</b>	\$ 67	\$ (6,482)	\$ (8,985)	\$ (15,400)	\$ 1,357	\$ (14,043)
Unrealized gain on cash flow hedges	—	17,075	—	17,075	(3,586)	13,489
Realized gain on foreign currency hedges	—	(5,372)	—	(5,372)	1,128	(4,244)
Net defined benefit plan adjustments	(180)	—	—	(180)	51	(129)
Foreign currency translation gain	—	—	63,129	63,129	—	63,129
<b>December 31, 2025</b>	\$ (113)	\$ 5,221	\$ 54,144	\$ 59,252	\$ (1,050)	\$ 58,202

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(18.) FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS**

**Assets and Liabilities Measured at Fair Value on a Recurring Basis**

Fair value measurement standards apply to certain financial assets and liabilities that are measured at fair value on a recurring basis (each reporting period). For the Company, these financial assets and liabilities include its derivative instruments and contingent consideration. The Company does not have any nonfinancial assets or liabilities that are measured at fair value on a recurring basis.

The Company is exposed to global market risks, including the effect of changes in interest rates and foreign currency exchange rates, and uses derivatives to manage these exposures that occur in the normal course of business. The Company does not hold or issue derivatives for trading or speculative purposes. All derivatives are recorded at fair value on the Consolidated Balance Sheets.

The following tables provide information regarding assets and liabilities recorded at fair value on a recurring basis (in thousands):

	Fair Value	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>December 31, 2025</b>				
Assets: Foreign currency hedging contracts	\$ 5,221	\$ —	\$ 5,221	\$ —
Liabilities: Contingent consideration	8,179	—	—	8,179
<b>December 31, 2024</b>				
Liabilities: Foreign currency hedging contracts	\$ 6,482	\$ —	\$ 6,482	\$ —
Liabilities: Contingent consideration	904	—	—	904

**Derivatives Designated as Hedging Instruments**

**Foreign Currency Contracts**

The Company periodically enters into foreign currency forward contracts to hedge its exposure to foreign currency exchange rate fluctuations in its international operations. The Company has designated these foreign currency forward contracts as cash flow hedges.

Information regarding outstanding foreign currency forward contracts designated as cash flow hedges as of December 31, 2025 is as follows (dollars in thousands):

Notional Amount	Maturity Date	S/Foreign Currency	Fair Value	Balance Sheet Location
\$ 15,906	Oct 2026	1.1610 Euro	\$ 266	Prepaid expenses and other current assets
7,649	Oct 2026	0.0244 UYU Peso	383	Prepaid expenses and other current assets
51,699	Dec 2026	0.0501 MXN Peso	4,491	Prepaid expenses and other current assets
2,959	Oct 2026	0.2401 MYR Ringgit	82	Prepaid expenses and other current assets
3,842	Apr 2027	0.0519 MXN Peso	76	Other long-term assets
8,923	Jul 2026	1.1898 Euro	(77)	Accrued expenses and other current liabilities

Information regarding outstanding foreign currency forward contracts designated as cash flow hedges as of December 31, 2024 is as follows (dollars in thousands):

Notional Amount	Maturity Date	S/Foreign Currency	Fair Value	Balance Sheet Location
\$ 60,589	Dec 2025	1.0831 Euro	\$ 1,950	Accrued expenses and other current liabilities
10,690	Dec 2025	0.0248 UYU Peso	248	Accrued expenses and other current liabilities
51,341	Dec 2025	0.0566 MXN Peso	3,893	Accrued expenses and other current liabilities
10,322	Jul 2026	0.0566 MXN Peso	391	Other long-term liabilities

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(18.) FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued)**

The following table presents the impact of cash flow hedge derivative instruments on the Company's Consolidated Statements of Operations and Consolidated Statements of Comprehensive Income for fiscal years 2025, 2024 and 2023 (in thousands):

Derivative	Gain (Loss) Recognized in OCI			Gain (Loss) Reclassified from AOCI			
	2025	2024	2023	Location in Statement of Operations	2025	2024	2023
Interest rate swaps	\$ —	\$ —	\$ —	Interest expense	\$ —	\$ —	\$ 1,262
Foreign exchange contracts	4,655	(3,296)	1,171	Sales	2,516	43	(241)
Foreign exchange contracts	12,224	(6,473)	5,666	Cost of sales	2,874	(1,494)	5,611
Foreign exchange contracts	196	(296)	171	Operating expenses	(18)	21	(17)

The Company expects to reclassify net gains totaling \$5.1 million related to its cash flow hedges from AOCI into earnings during the next twelve months.

**Derivatives Not Designated as Hedging Instruments**

The Company also has foreign currency exposure on balances, primarily intercompany, that are denominated in a foreign currency and are adjusted to current values using period-end exchange rates. To minimize foreign currency exposure, the Company enters into foreign currency contracts with a one month maturity. At December 31, 2025 and December 31, 2024, the Company had total gross notional amounts of \$73.4 million and \$33.0 million, respectively, of foreign currency contracts outstanding that were not designated as hedges. The fair value of derivatives not designated as hedges was not material for any period presented. The Company recorded net gains (losses) on foreign currency contracts not designated as hedging instruments of \$(1.7) million, \$2.6 million and \$0.4 million for 2025, 2024 and 2023, respectively, which are included in Other loss, net. Each of the foreign currency contracts not designated as hedging instruments will have approximately offsetting effects from the underlying intercompany loans subject to foreign exchange remeasurement.

**Contingent Consideration Liabilities**

The following table presents the changes in the estimated fair values of the Company's liabilities for contingent consideration measured using significant unobservable inputs (Level 3) for fiscal years 2025, 2024 and 2023 (in thousands):

	Year Ended December 31,			
	2025	2024	2023	
Contingent consideration, beginning of year	\$ —	\$ 904	\$ 876	\$ 11,756
Amount recorded for current year acquisitions	—	9,541	3,578	876
Fair value measurement adjustments	—	(2,266)	(3,550)	(736)
Payments	—	—	—	(11,177)
Foreign currency translation	—	—	—	157
Contingent consideration, end of year	\$ 8,179	\$ 904	\$ 876	
Current portion of contingent consideration, end of year	7,000	—	—	—
Non-current portion of contingent consideration, end of year	1,179	904	876	

The Company will make earnout payments in 2026 of up to \$7.0 million based on the achievement of specified milestones being met in 2026. The significant unobservable inputs used to calculate the fair value of the contingent consideration for all acquisitions other than Biocoat are projected revenue for the remaining earnout periods. The payment related to the Biocoat acquisition is contingent upon specified operational milestones being met after close. Actual results will differ from the projected results and could have a significant impact on the estimated fair value of the contingent considerations.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(18.) FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS (Continued)**

The following table provides information on unpaid contingent consideration as of December 31, 2025 (in thousands):

Acquisition	Acquisition Date	Remaining Milestone Years	As of December 31, 2025					Fair Value
			Maximum Remaining Payout (undiscounted)					
			2026	2027	2028	2029	Total	
Biocoat	12/04/25	2026	\$ 7,000	\$ —	\$ —	\$ —	\$ 7,000	\$ 7,000
VSi	02/28/25	2026 - 2028	—	1,000	1,000	1,000	3,000	1,179
InNeuroCo	10/01/23	2026 - 2027	—	2,700	2,700	—	5,400	—

**Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis**

Fair value standards also apply to certain assets and liabilities that are measured at fair value on a nonrecurring basis. The carrying amounts of cash, accounts receivable, contract assets, accounts payable and accrued expenses approximate fair value due to the short-term nature of these items.

Borrowings under the Company's Revolving Credit Facility and TLA Facility accrue interest at a floating rate tied to a standard short-term borrowing index, selected at the Company's option, plus an applicable margin. The carrying amount of this floating rate debt approximates fair value based upon the respective interest rates adjusting with market rate adjustments.

As of December 31, 2025, the estimated fair value of the 2028 Convertible Notes and 2030 Convertible Notes was approximately \$131.5 million and \$930.0 million, respectively. The estimated fair value of the Convertible Notes is generally determined through consideration of quoted market prices. To the extent quoted prices are not available, fair values are generally derived using bid/ask spreads. The fair value of the Convertible Notes are categorized in Level 2 of the fair value hierarchy.

**Equity Investments**

Equity investments comprise the following (in thousands):

	December 31, 2025	December 31, 2024
Equity method investment	\$ 7,709	\$ 7,237
Non-marketable equity securities	180	180
<b>Total equity investments</b>	<b>\$ 7,889</b>	<b>\$ 7,417</b>

The components of (Gain) loss on equity investments, net for each period were as follows (in thousands):

	2025	2024	2023
Equity method investment (gain) loss	\$ (550)	\$ 533	\$ 481
Impairment charges	—	247	5,210
<b>(Gain) loss on equity investments, net</b>	<b>\$ (550)</b>	<b>\$ 780</b>	<b>\$ 5,691</b>

During 2025, the Company received a cash distribution representing a return of capital on our equity method investment of \$0.1 million. During 2024 and 2023, the Company recorded charges of \$0.2 million and \$5.2 million, respectively, after determining that certain investments in its non-marketable equity securities were impaired. These assessments were based on qualitative indications of impairment which are considered to be a Level 3 fair value measurement, as the fair values were determined to be zero based on significant inputs not observable in the market. Factors that significantly influenced the determination of the impairment losses included the investee's financial condition, operational and financing cash flow activities, and priority claims to the equity security, distributions rights and preferences. The Company's equity method investment is in a venture capital fund focused on investing in life sciences companies. As of December 31, 2025, the Company owned 7.6% of this fund.

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(19.) SEGMENT AND GEOGRAPHIC INFORMATION**

The Company operates as one operating segment. The Company's chief operating decision maker ("CODM") is its President and Chief Executive Officer, who reviews financial information presented on a consolidated basis. The CODM uses consolidated income from continuing operations to make key operating decisions, including resource allocations and performance assessments.

Selected financial information with respect to the Company's single operating segment was as follows (in thousands).

	2025	2024	2023
Sales	\$ 1,853,637	\$ 1,716,596	\$ 1,555,656
Cost of sales	1,353,251	1,257,582	1,145,767
Gross profit	500,386	459,014	409,889
Operating expenses:			
Selling, general and administrative	211,748	185,202	173,171
Research, development and engineering	49,499	53,425	61,967
Restructuring and other charges	17,875	12,149	11,428
Total operating expenses	279,122	250,776	246,566
Operating income	221,264	208,238	163,323
Interest expense	43,206	56,374	51,275
(Gain) loss on equity investments, net	(550)	780	5,691
Other loss, net	53,212	3,521	975
Income from continuing operations before income taxes	125,396	147,563	105,382
Provision for income taxes	22,566	26,510	16,239
Income from continuing operations	\$ 102,830	\$ 121,053	\$ 89,143

See the consolidated financial statements for other financial information regarding the Company's operating segment.

Sales, allocated based on where the products are shipped, by significant country were as follows (in thousands):

	2025	2024	2023
<b>Sales by geographic area:</b>			
United States	\$ 979,807	\$ 938,675	\$ 872,926
Non-Domestic locations:			
Costa Rica	173,524	124,694	108,421
Puerto Rico	131,261	137,057	121,487
Ireland	99,160	84,407	69,092
Rest of world	469,885	431,763	383,730
Total sales	\$ 1,853,637	\$ 1,716,596	\$ 1,555,656

PP&E, aggregated based on the physical location of the tangible long-lived assets, by geographic area were as follows (in thousands):

	December 31, 2025	December 31, 2024
<b>Long-lived tangible assets by geographic area:</b>		
United States	\$ 297,441	\$ 260,220
Ireland	160,511	139,889
Mexico	45,922	37,838
Rest of world	32,553	27,851
Total	\$ 536,427	\$ 465,798

**INTEGER HOLDINGS CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(20.) REVENUE FROM CONTRACTS WITH CUSTOMERS**

**Disaggregated Revenue**

The Company operates as one segment, which is separated into three distinct product lines. Sales by product line were as follows (in thousands):

	2025	2024	2023
Cardio & Vascular	\$ 1,107,084	\$ 949,576	\$ 836,343
Cardiac Rhythm Management & Neuromodulation	668,803	660,610	612,891
Other Markets	77,750	106,410	106,422
Total sales	<u>\$ 1,853,637</u>	<u>\$ 1,716,596</u>	<u>\$ 1,555,656</u>

A significant portion of the Company's sales for the years ended December 31, 2025, 2024 and 2023 and accounts receivable at December 31, 2025 and December 31, 2024 were to three customers as follows:

	Sales			Accounts Receivable	
	2025	2024	2023	December 31, 2025	December 31, 2024
Customer A	20%	18%	16%	19%	10%
Customer B	15%	16%	17%	9%	9%
Customer C	14%	13%	13%	10%	14%
	<u>49%</u>	<u>47%</u>	<u>46%</u>	<u>38%</u>	<u>33%</u>

Revenue recognized from products and services transferred to customers over time during 2025 and 2024 represented 33% and 32%, respectively, of total revenue.

**Contract Balances**

The opening and closing balances of the Company's contract assets and contract liabilities are as follows (in thousands):

	December 31, 2025	December 31, 2024
Contract assets	\$ 112,546	\$ 103,772
Contract liabilities (included in Accrued expenses and other current liabilities)	5,213	4,440
Contract liabilities (included in Other long-term liabilities)	3,265	4,398

Contract assets at December 31, 2025 increased \$8.8 million from December 31, 2024 primarily due to changes in the mix of inventory and associated conversions costs. During 2025 and 2024, the Company recognized \$3.4 million and \$4.4 million, respectively, of revenue that was included in the contract liability balance as of December 31, 2024 and December 31, 2023, respectively.

**(21.) SUBSEQUENT EVENTS**

**Accelerated Share Repurchase**

On February 19, 2026, we entered into an accelerated share repurchase agreement ("ASR Agreement") to repurchase approximately \$50.0 million of common stock under our previously authorized Share Repurchase Program. Pursuant to the ASR Agreement, shares of common stock are repurchased based on the volume-weighted average price of the Company's common stock during the repurchase period, less a discount and subject to adjustments. Upon entry into the ASR Agreement, the Company received an initial delivery of 462,535 shares, representing approximately 80% of the shares to be repurchased. At the termination of the ASR Agreement, the Company may receive additional shares of common stock or may be required to pay additional cash or shares of common stock (at the Company's election). The final settlement of the transactions under the ASR Agreement is scheduled to occur in the Company's first fiscal quarter ending April 3, 2026, subject to earlier termination under certain limited circumstances, as set forth in the ASR Agreement. The Company used available cash and borrowings under our credit facility to fund the repurchase of the common shares under the ASR Agreement. After giving effect to the ASR Agreement, the Company will have approximately \$100.0 million of capacity remaining under the Share Repurchase Program.

---

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

---

None.

---

**ITEM 9A. CONTROLS AND PROCEDURES**

---

*Evaluation of Disclosure Controls and Procedures*

Our management, including the principal executive officer and principal financial officer, evaluated our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) related to the recording, processing, summarization and reporting of information in our reports that we file with the SEC as of December 31, 2025. These disclosure controls and procedures have been designed to provide reasonable assurance that material information relating to us, including our subsidiaries, is made known to our management, including these officers, by our employees, and that this information is recorded, processed, summarized, evaluated and reported, as applicable, within the time periods specified in the SEC's rules and forms. Based on their evaluation, as of December 31, 2025, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures are effective.

*Management's Report on Internal Control over Financial Reporting*

Management's Report on Internal Control Over Financial Reporting appears in Part II, Item 8, "Financial Statements and Supplementary Data," of this report and is incorporated into this Item 9A by reference.

Our independent auditor, Deloitte & Touche LLP, an independent registered public accounting firm, has issued an audit report on the effectiveness of our internal control over financial reporting which appears Part II, Item 8, "Financial Statements and Supplementary Data," of this report.

*Changes in Internal Control over Financial Reporting*

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

---

**ITEM 9B. OTHER INFORMATION**

---

During the quarter ended December 31, 2025, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act or any non-Rule 10b5-1 trading arrangement (as identified in Item 408(c) of Regulation S-K).

---

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

---

Not applicable.

PART III

---

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

---

Information regarding the Company's directors appearing under the caption "Election of Directors" in the Company's Proxy Statement for its 2026 Annual Meeting of Stockholders is incorporated herein by reference.

Information regarding the Company's executive officers is presented under the caption "Information About our Executive Officers" in Part I of this Annual Report on Form 10-K.

Except as provided below, the other information required by Item 10 is incorporated herein by reference from the Company's Proxy Statement for its 2026 Annual Meeting of Stockholders.

*Insider Trading Policy*

The Company has adopted and maintains a policy that is reasonably designed to promote compliance with insider trading laws, rules and regulations and applies to members of the Company's Board of Directors, its executive officers and all other associates who have access to material, nonpublic information regarding the Company. The Company's Insider Trading Policy is filed as an exhibit to this report.

---

**ITEM 11. EXECUTIVE COMPENSATION**

---

Information regarding executive compensation appearing under the captions "Compensation Discussion and Analysis", "Executive Compensation" and "Compensation Committee Interlocks and Insider Participation" in the Company's Proxy Statement for the 2026 Annual Meeting of Stockholders is incorporated herein by reference.

---

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

---

Information regarding security ownership of certain beneficial owners and management and related stockholder matters, including the table titled "Equity Compensation Plan Information" and under the caption "Security Ownership of Certain Beneficial Owners and Management" in the Company's Proxy Statement for the 2026 Annual Meeting of Stockholders is incorporated herein by reference.

---

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

---

Information regarding certain relationships and related transactions, and director independence under the captions "Related-Person Transactions" and "Board Independence" in the Company's Proxy Statement for the 2026 Annual Meeting of Stockholders is incorporated herein by reference.

---

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

---

The Company's independent registered public accounting firm is Deloitte & Touche LLP, Williamsville, New York, PCAOB Auditor Firm ID: 34.

Information regarding the fees paid to and services provided by Deloitte & Touche LLP is provided under the caption "Ratification of the Appointment of Independent Registered Public Accounting Firm" in the Company's Proxy Statement for the 2026 Annual Meeting of Stockholders is incorporated herein by reference.

## PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

## (a) LIST OF DOCUMENTS FILED AS PART OF THIS REPORT

- (1) Financial statements and financial statement schedules filed as part of this report. Refer to Part II, Item 8, "Financial Statements and Supplementary Data," of this report.
- (2) The following financial statement schedule is included in this report (in thousands):

Column A Description	Schedule II—Valuation and Qualifying Accounts					Col. E Balance at End of Period
	Col. B Balance at Beginning of Period	Col. C—Additions			Col. D Deductions - Describe	
		Charged to Costs & Expenses	Charged to Other Accounts- Describe			
<b>December 31, 2025</b>						
Provision for credit losses	\$ 310	\$ 164	\$ 117 <sup>(1)</sup>	\$ —	\$ —	\$ 591
Valuation allowance for deferred tax assets	\$ 13,387	\$ 93 <sup>(2)</sup>	\$ 559 <sup>(3)</sup>	\$ (2,612) <sup>(2)</sup>	\$ —	\$ 11,427
<b>December 31, 2024</b>						
Provision for credit losses	\$ 371	\$ 163	\$ —	\$ (224) <sup>(4)</sup>	\$ —	\$ 310
Valuation allowance for deferred tax assets	\$ 15,741	\$ 1,534 <sup>(2)</sup>	\$ (28) <sup>(3)</sup>	\$ (3,860) <sup>(2)</sup>	\$ —	\$ 13,387
<b>December 31, 2023</b>						
Provision for credit losses	\$ 338	\$ 74	\$ 1	\$ (42) <sup>(4)</sup>	\$ —	\$ 371
Valuation allowance for deferred tax assets	\$ 16,649	\$ 3,267 <sup>(2)</sup>	\$ (14) <sup>(3)</sup>	\$ (4,161) <sup>(2)</sup>	\$ —	\$ 15,741

<sup>(1)</sup> Amount relates to 2025 acquisitions.

<sup>(2)</sup> Valuation allowance recorded in the provision for income taxes for certain net operating losses and tax credits. Deductions include the expiration of certain net operating losses and tax credits. The 2024 amount includes a deduction of \$0.6 million from the divestiture of Electrochem.

<sup>(3)</sup> Includes foreign currency translation effect.

<sup>(4)</sup> Accounts written off and reductions to allowances existing at the beginning of the year.

Schedules not listed above have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes thereto.

(3) See exhibits listed under Part (b) below.

**(b) EXHIBITS:**

EXHIBIT NUMBER	DESCRIPTION
3.1	Restated Certificate of Incorporation of Integer Holdings Corporation (incorporated by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q for the period ended July 1, 2016).
3.2	Certificate of Amendment to the Restated Certificate of Incorporation of Integer Holdings Corporation (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on May 28, 2025).
3.3	By-Laws of Integer Holdings Corporation (Amended and Restated as of May 21, 2025) (incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K filed on May 28, 2025).
4.1	Description of Securities of Integer Holdings Corporation registered under Section 12 of the Exchange Act (incorporated by reference to Exhibit 4.1 to our Annual Report on Form 10-K for the year ended December 31, 2020).
4.2	Indenture, dated February 3, 2023, by and between the Integer Holdings Corporation and Wilmington Trust, National Association as trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on February 6, 2023).
4.3	Form of 2.125% Convertible Senior Note due 2028 (incorporated by reference to Exhibit 4.2 to our Current Report on Form 8-K filed on February 6, 2023).
4.4	Indenture, dated March 18, 2025, by and between Integer Holdings Corporation and Wilmington Trust, National Association as trustee (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on March 19, 2025).
4.5	Form of 1.875% Convertible Senior Note due 2030 (incorporated by reference to Exhibit 4.1 to our Current Report on Form 8-K filed on March 19, 2025).
10.1	Credit Agreement, dated as of September 2, 2021, among Integer Holdings Corporation, Greatbatch Ltd., Wells Fargo Bank, National Association, as administrative agent, and the other agents and lenders parties thereto. (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on September 2, 2021).
10.2	First Amendment to Credit Agreement, dated as of January 30, 2023, among Integer Holdings Corporation, Greatbatch Ltd., Wells Fargo Bank, National Association, as administrative agent, and the other agents and lenders parties thereto (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on January 30, 2023).
10.3	Second Amendment to Credit Agreement, dated as of February 15, 2023, among Integer Holdings Corporation, Greatbatch Ltd., Wells Fargo Bank, National Association, as administrative agent, and the other agents and lenders parties thereto (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on February 16, 2023).
10.4	Third Amendment to Credit Agreement (Revolver Increase), dated as of July 1, 2024, among Greatbatch Ltd., Integer Holdings Corporation, the Subsidiary Guarantors party thereto, the Incremental Revolving Credit Lenders, and Wells Fargo Bank, National Association, as administrative agent (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on July 1, 2024).
10.5	Fourth Amendment to Credit Agreement, dated as of March 12, 2025, among Integer Holdings Corporation, Greatbatch Ltd., the Subsidiary Guarantors party thereto, Wells Fargo Bank, National Association, as administrative agent, and the other lenders parties thereto (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on March 12, 2025).
10.6	Incremental Term Loan Agreement, dated as of December 1, 2021, among Integer Holdings Corporation, Greatbatch Ltd., Wells Fargo Bank, National Association, as administrative agent, the Incremental Term A-1 Loan Lenders party thereto and the arrangers and agents party thereto (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on December 2, 2021).
10.7	Form of Base Capped Call Confirmation (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on February 6, 2023).
10.8	Form of Additional Capped Called Confirmation (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on February 6, 2023).
10.9	Form of Base Capped Call Confirmation (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on March 19, 2025).
10.10	Form of Additional Capped Called Confirmation (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on March 19, 2025).
10.11	Form of Unwind Agreement (incorporated by reference to Exhibit 10.2 to our Current Report on Form 8-K filed on March 19, 2025).
10.12#	Integer Holdings Corporation Retirement Savings Restoration Plan (incorporated by reference to Exhibit 10.10 to our Annual Report on Form 10-K for the year ended December 31, 2020).

EXHIBIT NUMBER	DESCRIPTION
10.13#	<a href="#">Integer Holdings Corporation Director Compensation Policy (most recently amended and restated May 24, 2023) (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended June 30, 2023).</a>
10.14#	<a href="#">Form of Director Indemnification Agreement (incorporated by reference to Exhibit 10.50 to our Annual Report on Form 10-K for the year ended December 31, 2020).</a>
10.15#	<a href="#">2009 Stock Incentive Plan (incorporated by reference to Exhibit A to our Definitive Proxy Statement on Schedule 14A filed on April 13, 2009 (File No. 001-16137)).</a>
10.16#	<a href="#">2011 Stock Incentive Plan (incorporated by reference to Exhibit A to our Definitive Proxy Statement on Schedule 14A filed on April 14, 2014).</a>
10.17#	<a href="#">Greatbatch, Inc. 2016 Stock Incentive Plan (incorporated by reference to Exhibit A to our Definitive Proxy Statement on Schedule 14A filed on April 18, 2016).</a>
10.18#	<a href="#">Amendment to Greatbatch, Inc. 2011 Stock Incentive Plan, Greatbatch, Inc. 2009 Stock Incentive Plan, Greatbatch, Inc. 2005 Stock Incentive Plan (incorporated by reference to Exhibit 10.14 to our Annual Report on Form 10-K for the year ended January 3, 2014).</a>
10.19#	<a href="#">Second Amendment to Greatbatch, Inc. 2011 Stock Incentive Plan and Greatbatch, Inc. 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.15 to our Annual Report on Form 10-K for the year ended December 30, 2016).</a>
10.20#	<a href="#">First Amendment to Greatbatch, Inc. 2016 Stock Incentive Plan (incorporated by reference to Exhibit 10.16 to our Annual Report on Form 10-K for the year ended December 30, 2016).</a>
10.21#	<a href="#">Amendment to Integer Holdings Corporation 2016 Stock Incentive Plan, Integer Holdings Corporation 2011 Stock Incentive Plan, Integer Holdings Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.31 to our Annual Report on Form 10-K for the year ended December 28, 2018).</a>
10.22#	<a href="#">Amendment to Integer Holdings Corporation 2016 Stock Incentive Plan and Integer Holdings Corporation 2011 Stock Incentive Plan (incorporated by reference to Exhibit 10.17 to our Annual Report on Form 10-K for the year ended December 31, 2019).</a>
10.23#	<a href="#">Integer Holdings Corporation 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 19, 2021).</a>
10.24#	<a href="#">Form of Nonqualified Stock Option Award Letter (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended March 31, 2017).</a>
10.25#	<a href="#">Form of Time-Based Restricted Stock Units Award Agreement (for awards granted on or after January 1, 2020) (incorporated by reference to Exhibit 10.29 to our Annual Report on Form 10-K for the year ended December 31, 2019).</a>
10.26#	<a href="#">Form of Time-Based Restricted Stock Units Award Agreement (for awards granted on or after January 1, 2021) (incorporated by reference to Exhibit 10.38 to our Annual Report on Form 10-K for the year ended December 31, 2020).</a>
10.27#	<a href="#">Form of Time-Based Restricted Stock Units Award Agreement under the 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended July 2, 2021).</a>
10.28#	<a href="#">Form of Performance-Based Restricted Stock Units Award Agreement under the 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the period ended July 2, 2021).</a>
10.29#	<a href="#">Form of Time-Based Restricted Stock Units Award Agreement for Joseph Dzedzic under the 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the period ended July 2, 2021).</a>
10.30#	<a href="#">Form of Performance-Based Restricted Stock Units Award Agreement for Joseph Dzedzic under the 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the period ended July 2, 2021).</a>
10.31#	<a href="#">Form of Restricted Stock Unit Agreement for Non-Employee Directors under the 2021 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.5 to our Quarterly Report on Form 10-Q for the period ended July 2, 2021).</a>
10.32#	<a href="#">Form of Change of Control Agreement between Integer Holdings Corporation and its executive officers (incorporated by reference to Exhibit 10.8 to our Annual Report on Form 10-K for the year ended December 28, 2012).</a>
10.33#	<a href="#">Form of Change of Control Agreement between Integer Holdings Corporation and its Ireland-based executive officers (for agreements entered into after January 19, 2022) (incorporated by reference to Exhibit 10.38 to our Annual Report on Form 10-K for the year ended December 31, 2023).</a>

EXHIBIT NUMBER	DESCRIPTION
10.34#	<a href="#">Employment Agreement, dated July 16, 2017, between Integer Holdings Corporation and Joseph W. Dziejdzic (incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K, filed on July 17, 2017).</a>
10.35#	<a href="#">Employment Offer Letter, dated October 4, 2023, between Integer Holdings Corporation and Diron Smith (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended September 29, 2023).</a>
10.36#	<a href="#">Employment Offer Letter, dated April 28, 2023, for Jim Stephens (incorporated by reference to Exhibit 10.5 to our Quarterly Report on Form 10-Q for the period ended June 27, 2025).</a>
10.37#	<a href="#">Executive Retirement Agreement, dated April 22, 2025, by and between Integer Holdings Corporation and Joseph W. Dziejdzic (incorporated by reference to Exhibit 10.6 to our Quarterly Report on Form 10-Q for the period ended June 27, 2025).</a>
10.38#*	<a href="#">Employment Agreement, dated October 23, 2025, between Integer Holdings Corporation and Payman Khales.</a>
10.39#	<a href="#">Employment Agreement between John Harris and the Company, dated September 1, 2016 (incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the period ended June 27, 2025).</a>
10.40#	<a href="#">Employment Offer Letter, dated January 19, 2024, for John Harris (incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q for the period ended June 27, 2025).</a>
10.41#	<a href="#">Special Long-Term Award Agreement for John Harris, dated July 11, 2024 (incorporated by reference to Exhibit 10.3 to our Quarterly Report on Form 10-Q for the period ended June 27, 2025).</a>
10.42#	<a href="#">Cash Retention Award Agreement for John Harris, dated July 22, 2025 (incorporated by reference to Exhibit 10.4 to our Quarterly Report on Form 10-Q for the period ended June 27, 2025).</a>
19.1*	<a href="#">Integer Holdings Corporation Insider Trading Policy</a>
21.1*	<a href="#">Subsidiaries of Integer Holdings Corporation</a>
23.1*	<a href="#">Consent of Independent Registered Public Accounting Firm</a>
31.1*	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.</a>
31.2*	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.</a>
32.1**	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
97	<a href="#">Integer Holdings Corporation Incentive Compensation Recoupment Policy (incorporated by reference to Exhibit 97 to our Annual Report on Form 10-K for the year ended December 31, 2023).</a>
101.INS*	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101)

\* Filed herewith.

\*\* Furnished herewith.

# Indicates exhibits that are management contracts or compensation plans or arrangements required to be filed pursuant to Item 15(b) of Form 10-K.

---

**ITEM 16. FORM 10-K SUMMARY**

---

None.

**SIGNATURES**

Pursuant to the requirements of Sections 13 or 15(d) 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.

**INTEGER HOLDINGS CORPORATION**

Dated: February 23, 2026

By /s/ Payman Khales  
Payman Khales (Principal Executive Officer)  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Payman Khales</u> Payman Khales	President, Chief Executive Officer and Director (Principal Executive Officer)	February 23, 2026
<u>/s/ Diron Smith</u> Diron Smith	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 23, 2026
<u>/s/ Tom P. Thomas</u> Tom P. Thomas	Vice President, Corporate Controller (Principal Accounting Officer)	February 23, 2026
<u>/s/ Pamela G. Bailey</u> Pamela G. Bailey	Chair of the Board	February 23, 2026
<u>/s/ Sheila Antrum</u> Sheila Antrum	Director	February 23, 2026
<u>/s/ Cheryl C. Capps</u> Cheryl C. Capps	Director	February 23, 2026
<u>/s/ Michael J. Coyle</u> Michael J. Coyle	Director	February 23, 2026
<u>/s/ James F. Hinrichs</u> James F. Hinrichs	Director	February 23, 2026
<u>/s/ Jean M. Hobby</u> Jean M. Hobby	Director	February 23, 2026
<u>/s/ Tyrone Jeffers</u> Tyrone Jeffers	Director	February 23, 2026
<u>/s/ M. Craig Maxwell</u> M. Craig Maxwell	Director	February 23, 2026
<u>/s/ Filippo Passerini</u> Filippo Passerini	Director	February 23, 2026
<u>/s/ Donald J. Spence</u> Donald J. Spence	Director	February 23, 2026

## EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT, entered into by and between Integer Holdings Corporation, a Delaware corporation with its principal place of business located at 5830 Granite Parkway, Suite 1150, Plano Texas (the "Company"), and Payman Khales ("Executive"), is dated as of October 23, 2025 (the "Agreement").

Executive currently serves as the Company's Chief Operating Officer. As of October 24, 2025 (the "Effective Date"), Executive will transition from his current position with the Company to the positions of President and Chief Executive Officer of the Company ("CEO"). On and after the Effective Date, the Company will continue to employ Executive pursuant to the terms and conditions, and for the consideration, set forth in this Agreement, and Executive will continue to be employed by the Company on such terms and conditions and for such consideration.

In consideration of the terms and conditions and mutual promises set forth in this Agreement, plus other valuable consideration, the receipt by the parties to this Agreement and the sufficiency of which are hereby acknowledged by such parties, the Company and Executive hereby agree as follows:

1. Agreement Term. Provided that Executive remains an employee of the Company as of the Effective Date, this Agreement shall become effective as of the Effective Date. The Company hereby agrees to continue to employ Executive, and Executive hereby agrees to continue to be employed by the Company, on an at-will basis on the terms and conditions set forth herein for the period commencing on the Effective Date and ending on the third anniversary thereof (or, if earlier, Executive's Date of Termination, as provided for under Section 3(f) of this Agreement) (such period, the "Initial Term"). On the third anniversary of the Effective Date, and on each anniversary of such date thereafter, the Initial Term shall be extended for an additional year unless either (a) Executive's employment with the Company shall have previously ended under Section 3 of this Agreement (in which case the Initial Term is extended only until such earlier date), or (b) the Company or Executive shall have given the other party 90 days' advance written notice that the Initial Term will not be so extended. In this Agreement, the length of such extension past the Initial Term is referred to as the "Extended Term," and the Initial Term plus any Extended Term is referred to as the "Term". This Agreement terminates at the conclusion of the Term, except that applicable provisions of this Agreement shall survive such termination of this Agreement as necessary to carry out the then-applicable terms and conditions of this Agreement.

2. Terms of Employment.

(a) Position and Duties. (i) During Executive's employment by the Company during the Term (the "Employment Period"), Executive shall: (A) serve as CEO of the Company, with such duties and responsibilities as are customarily commensurate with or incident to such positions for an entity similar in size to, and in a business similar to that of, the Company; (B) report to the Board of Directors of the Company (the "Board"); and (C) perform Executive's

---

services at the Company's headquarters located in Plano, Texas (subject to reasonable travel requirements commensurate with Executive's position). Provided that Executive remains an employee of the Company as of the Effective Date, Executive shall be appointed as a member of the Board as of the Effective Date.

(ii) During the Employment Period, and excluding any periods of paid time off to which Executive is entitled and for other absences or leave permitted or excused under the Company's policies and procedures or under applicable law, Executive agrees to devote Executive's full business time and attention to the business and affairs of the Company and its subsidiaries. During the Employment Period, it will not be a violation of this Agreement for Executive to (A) serve on civic, educational, professional, community, or charitable boards, organizations, clubs, or committees, (B) manage personal investments, and (C) serve as a director or trustee of other corporations or organizations, either for profit or not for profit, that are not in competition with the Company, so long as such activities described in clauses (A), (B), and (C) do not significantly interfere with the performance of Executive's responsibilities as an employee of the Company in accordance with this Agreement.

(b) Compensation. (i) Base Salary. During the Employment Period, Executive shall receive base salary at an annual rate ("Annual Base Salary") equal to \$875,000, paid in accordance with the normal payroll practices of the Company as may be in effect from time to time, which Annual Base Salary shall be reviewed for increase at least annually.

(ii) Annual Short-Term Cash Incentive Bonus. During the Employment Period, Executive shall be eligible, for each fiscal year of the Company or portion of such fiscal year ending during the Employment Period, for an annual short-term incentive award payout in cash (the "Annual STI Bonus"), with a target Annual STI Bonus opportunity equal to 100% of Executive's Annual Base Salary actually earned for such fiscal year ("Target STI Bonus"). For fiscal year 2025, Executive's Target STI Bonus will be calculated based on actual performance, and based on a mix of (a) Executive's eligible earnings during fiscal year 2025 prior to the Effective Date when he served as Chief Operating Officer (the "COO Earnings") and the goals and target Annual STI Bonus opportunity (which for the avoidance of doubt is 75% of the COO Earnings) set by the Board (or its applicable committee) for his service as Chief Operating Officer in fiscal year 2025 and (b) Executive's eligible earnings during fiscal year 2025 on and after the Effective Date (the "CEO Earnings") and the goals and target Annual STI Bonus opportunity (which for the avoidance of doubt is 100% of the CEO Earnings) set by the Board (or its applicable committee) for the Chief Executive Officer in fiscal year 2025. Before or as soon as practicable following the beginning of each applicable full fiscal year or portion of a fiscal year, the Board (or an applicable committee of the Board) has established or will establish, and has communicated or will communicate to Executive in writing, the performance metrics and their relative weighting to be used in (and any specific performance goals applicable to) the determination of the Annual STI Bonus for Executive for such period. There is no guaranteed Annual STI Bonus under this Agreement, and for each applicable fiscal year or portion of a fiscal year, Executive's Annual STI Bonus could be as low as zero or as high as the maximum percentage applicable under the Company's annual short-term cash incentive award program for such fiscal year or portion of a fiscal year. Notwithstanding anything in this Agreement to the

contrary, each Annual STI Bonus opportunity shall be on the terms and subject to such conditions as are specified for the particular Company plans or programs (if any) pursuant to which the Annual STI Bonus opportunity is granted. Any Annual STI Bonus with respect to a particular fiscal year will be paid in accordance with the terms of the Company's annual short-term cash incentive award program applicable for such fiscal year.

(iii) Long-Term Incentives. During the Employment Period and subject to approval by the Compensation and Organization Committee of the Board (the "Compensation Committee"), Executive shall continue to be eligible to participate in the Company's annual long-term incentive compensation programs as may generally be in effect from time to time for all U.S. executives at the level of Executive Vice President and above at the Company, with such participation occurring on terms and conditions in accordance with the approval of the Board or the Compensation Committee, the Company's policies (if any), the applicable award agreements and equity incentive compensation plans under which such awards are granted, as in effect from time to time and communicated to Executive in writing. Executive's aggregate annual long-term incentive award target for 2026 shall be not less than \$5,000,000 (the "Annual LTI Target"). The grant of each annual award described in this Section 2(iii) will be subject to the specific approval of the Board or the Compensation Committee.

(iv) Special Equity Grant. During the Employment Period and as soon as administratively practicable on or following the Effective Date, and subject to specific approval by the Board or the Compensation Committee, Executive shall receive a special grant of service-based restricted stock units with a grant date fair value equal to \$550,000 that will vest ratably over a three-year period from the date of grant, with the first ratable portion vesting on the first anniversary of the grant date (the "Pro-Rated 2025 RSUs"). The Pro-Rated 2025 RSUs will otherwise be subject to the terms and conditions of the applicable award agreement and Company equity incentive compensation plan under which such award is granted, as approved by the Board or the Compensation Committee for such award.

(v) Additional Life Insurance Coverage. During the Employment Period, the Company will provide and maintain, at the Company's sole reasonable expense, to the extent such coverage reasonably can be obtained by the Company, term life insurance with a total face value of not less than \$5,000,000 (or such lesser maximum amount of coverage that the Company can reasonably obtain) on the life of Executive. The death beneficiary with respect to such life insurance will be the person or entity designated by Executive in Executive's sole discretion. This total face value amount includes (and is not in addition to) any insurance that may be provided generally to all U.S. executives at the level of Executive Vice President and above at the Company. Executive will be entitled, at his discretion and expense, to exercise any conversion rights available under such term life insurance, and, to the extent permitted under the applicable life insurance policy, will be entitled to keep and maintain the applicable life insurance policy at Executive's sole discretion and expense following the end of the Employment Period for any reason.

(vi) Disability Insurance Program Participation. During the Employment Period, Executive will be eligible to participate in the executive class long-term disability

insurance program as may generally be in effect from time to time for all U.S. executives at the level of Executive Vice President and above at the Company, to the extent such coverage reasonably can be obtained by the Company.

(vii) Employee Benefits. During the Employment Period, Executive shall be eligible to participate in the employee benefit plans, programs, and policies (including group term life insurance coverage and paid time off programs), as may generally be in effect from time to time for all U.S. executives at the level of Executive Vice President and above at the Company.

(viii) Executive Physical Exam. During the Employment Period, the Company will provide to Executive, at the Company's sole reasonable expense, an annual comprehensive physical exam, generally as provided for under the Company's Key Management Physical Examination Program (or any successor or reasonably-comparable Company program).

(ix) Expenses. During the Employment Period, Executive shall be entitled to receive prompt reimbursement for all reasonable expenses incurred by Executive in accordance with the performance of Executive's duties under this Agreement in accordance with the Company's business expense reimbursement policy.

3. Termination of Executive's Employment and the Term.

(a) Death or Disability. Executive's employment with the Company and the Term shall terminate automatically if Executive dies during the Employment Period. If the Company determines in good faith that a Disability (as defined herein) has occurred during the Employment Period, the Company may terminate Executive's employment with the Company and the Term by providing written notice thereof in accordance with Section 14(b) of this Agreement. "Disability" means that Executive, because of accident, disability, or physical or mental illness, is incapable of performing Executive's duties to the Company or any subsidiary, as determined by the Board. Notwithstanding the foregoing, Executive will be deemed to have become incapable of performing Executive's duties to the Company or any subsidiary if Executive is incapable of so doing for (i) any continuous period of 90 days and remains so incapable at the end of such 90-day period or (ii) periods amounting in the aggregate to 180 days within any one period of 365 days and remains so incapable at the end of such aggregate period of 180 days.

(b) By the Company. The Company may terminate Executive's employment with the Company and the Term during the Employment Period for any, or no reason, with or without Cause. For purposes of this Agreement, "Cause" will be deemed to exist upon:

- (i) a material breach by Executive of this Agreement;
- (ii) gross negligence or willful misconduct in the performance of Executive's duties to the Company;

- (iii) Executive's continued and willful failure or refusal (other than due to Disability) to perform Executive's material duties to the Company;
- (iv) Executive's willful or gross misconduct, whether or not in connection with Executive's duties to the Company, that is likely to materially injure the reputation, business or a business relationship of the Company;
- (v) the commission of a felony that results in a conviction or *nolo contendere* plea in a court of law; or
- (vi) a material violation of a material written policy of the Company (including the Company's Code of Conduct, or any successor policy).

Other than in the case of an act described in clause (v), such cessation of Executive's employment with the Company and the Term shall not be deemed to be for Cause unless and until there shall have been delivered to Executive a copy of resolutions duly adopted by the affirmative vote of not less than 3/4ths of the entire membership of the Board at a meeting of the Board called and held for such purpose (after reasonable notice is provided to Executive and Executive is given an opportunity, together with counsel, to be heard before the Board), finding that, in the good faith opinion of the Board, Executive engaged in the conduct described in this **Section 3(h)**, and specifying the particulars in detail.

(c) By Executive. Executive's employment with the Company and the Term may be terminated during the Employment Period by Executive for Good Reason or by Executive without Good Reason. For purposes of this Agreement, "Good Reason" shall mean, in the absence of the prior written consent of Executive:

- (i) a material reduction or diminution in Executive's Annual Base Salary or Target STI Bonus;
- (ii) a material reduction or diminution in Executive's authority, duties, or responsibilities regarding the Company, or change in Executive's reporting structure that results in Executive no longer reporting directly to or being supervised directly by the Board;
- (iii) the relocation of Executive's principal Company office by more than 35 miles (if such relocation results in a material increase in the Executive's commuting time); or
- (iv) any other material breach by the Company of this Agreement;

provided, however, that Executive's termination of such employment and the Term shall not be deemed to be for Good Reason unless (1) Executive has notified the Company in writing describing the occurrence of one or more above-listed Good Reason events within 90 days of such occurrence, (2) the Company fails to cure such Good Reason events within 30 days after its

receipt of such written notice and (3) such termination of employment and the Term occurs within 180 days after the occurrence of the applicable Good Reason events.

(d) Resignation. Upon any termination of Executive's employment with the Company, Executive shall be deemed to resign from any and all positions with the Company (including as an officer, director, or fiduciary of the Company, all of its subsidiaries and all other Company-related entities, or otherwise).

(e) Notice of Termination: Expiration of Employment Period. Any termination of Executive's employment with the Company by the Company for Cause, or by Executive for Good Reason, shall be communicated by a Notice of Termination to the other party hereto given in accordance with Section 14(b) of this Agreement. "Notice of Termination" means a written notice that (i) indicates the specific termination provision in this Agreement relied upon, (ii) to the extent applicable, sets forth in reasonable detail the facts and circumstances claimed to provide a basis for termination of Executive's employment under the provision so indicated, and (iii) if the Date of Termination (as defined herein) is other than the date of receipt of such notice, specifies the Date of Termination (which Date of Termination shall be not more than 30 days after the giving of such notice). The failure by Executive or the Company to set forth in the Notice of Termination any fact or circumstance that contributes to a showing of Good Reason or Cause shall not waive any right of Executive or the Company, respectively, hereunder or preclude Executive or the Company, respectively, from asserting such fact or circumstance in enforcing Executive's or the Company's respective rights hereunder.

(f) Date of Termination. "Date of Termination" means the effective date of Executive's termination of employment with the Company. Notwithstanding the foregoing, in no event shall the Date of Termination occur until Executive experiences a "separation from service" within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), and the date on which such separation from service takes place shall be the "Date of Termination. Upon the expiration of the Employment Period and in the event Executive continues employment with the Company thereafter, such employment will be at-will and this Agreement will terminate (except that applicable provisions of this Agreement shall survive such termination of this Agreement as necessary to carry out the then-applicable terms and conditions of this Agreement).

4. Obligations of the Company upon Termination. (a) By Executive for Good Reason or by the Company other than for Cause, Death or Disability.

(i) Outside of a Change in Control Period. If, during the Employment Period but not during a Change in Control Period, the Company terminates Executive's employment with the Company and the Term other than for Cause, death or Disability (or Executive terminates employment with the Company for Good Reason):

(A) The Company shall pay to Executive, in a lump sum in cash within 30 days after the Date of Termination (or earlier, if required by applicable law), the aggregate of the following amounts: (1) Executive's Annual Base Salary through the Date of Termination to the extent not theretofore paid; (2) Executive's

business expenses that are reimbursable pursuant to **Section 2(b)(ix)** of this Agreement but have not been reimbursed by the Company as of the Date of Termination; and (3) Executive's Annual STI Bonus for the fiscal year immediately preceding the fiscal year in which the Date of Termination occurs, if such Annual STI Bonus has been earned but not paid as of the Date of Termination (the sum of the amounts described in subclauses (1), (2), and (3), the "Accrued Obligations");

(B) Subject to **Section 11(b)** of this Agreement, within 30 days after the Date of Termination, the Company shall, subject to **Section 4(e)** of this Agreement, pay to Executive a lump sum cash amount equal to the product obtained by multiplying (1) two, times (2) the sum of (a) Executive's Annual Base Salary (without regard to any reduction thereto constituting an event of Good Reason), plus (b) Executive's Target STI Bonus (without regard to any reduction thereto constituting an event of Good Reason);

(C) Subject to **Section 11(b)** of this Agreement, within 30 days after the Date of Termination, the Company shall, subject to **Section 4(e)** of this Agreement, pay to Executive a separate lump sum payment equal to the product of (1) 110% of the monthly premium (or the equivalent cost of coverage for self-insured benefits) for medical and prescription drug coverage for the most recently completed month of medical and prescription drug coverage for Executive, Executive's spouse (if any) and any dependent children who were covered under the Company's medical and prescription drug plans immediately prior to the Date of Termination, times (2) 24;

(D) To the extent not theretofore paid or provided, the Company shall timely pay or provide to Executive any Other Benefits (as defined in **Section 5**) in accordance with the terms of the applicable underlying plans, programs, agreements or arrangements; and

(E) For each outstanding performance-based equity award held by Executive on such Date of Termination ("Performance-Based Award"), if the Date of Termination occurs on or following the one-year anniversary of the grant date for such Performance-Based Award, such Performance-Based Award (plus any dividend equivalents relating thereto) will become non-forfeitable as of such Date of Termination on a prorated basis based on the number of days during the applicable performance period prior to (and including) the Date of Termination compared to the total number of days during the applicable performance period, with the level of performance achievement for such Performance-Based Award determined by the Compensation and Organization Committee of the Board of Directors based on actual performance with respect to the applicable performance metrics and goals applicable to such Performance-Based Award. For the avoidance of doubt: (1) any such Performance-Based Award that becomes non-forfeitable in accordance with the immediately prior sentence shall be settled

according to the terms of the applicable award agreement and other documentation for such Performance-Based Award in accordance with Section 409A (as subsequently defined in this Agreement); and (2) if such Date of Termination occurs prior to the one-year anniversary of the grant date for any Performance-Based Award, such Performance-Based Award shall be forfeited as of such Date of Termination (or, if different, will be governed by the terms of the applicable award agreement and other documentation for such award). For each outstanding time-based equity award (other than a Performance-Based Award) held by Executive on such Date of Termination (“Time-Based Award”) that is granted on or after the Effective Date, such Time-Based Award (plus any dividend equivalents relating thereto) shall vest as of such Date of Termination on a prorated basis based on the number of days during the applicable time-based vesting period prior to (and including) the Date of Termination compared to the total number of days during the applicable time-based vesting period less the portion, if any, of such Time-Based Award which vested prior to the Date of Termination (unless the applicable award agreement provides for more beneficial treatment, in which case such Time-Based Award will be governed by such award agreement), and shall be settled according to the terms of the applicable award agreement and other documentation for such award in accordance with Section 409A (as subsequently defined in this Agreement). For the avoidance of doubt, (x) any portion of a Time-Based Award which does not vest in accordance with this **Section 4(j)(E)** will be forfeited and (y) any Time-Based Award that was granted to Executive prior to the Effective Date will be governed by the terms of the applicable award agreement and other documentation for such Time-Based Award.

(ii) During a Change in Control Period. If, during both the Employment Period and a Change in Control Period, the Company terminates Executive’s employment with the Company and the Term other than for Cause, death or Disability (or Executive terminates employment for Good Reason):

(A) The Company shall pay to Executive, in a lump sum in cash within 30 days after the Date of Termination (or earlier, if required by applicable law), the Accrued Obligations;

(B) Subject to **Section 11(b)** of this Agreement, within 30 days after the Date of Termination, the Company shall, subject to **Section 4(g)** of this Agreement, pay to Executive:

(1) a lump sum cash amount equal to the product obtained by multiplying (a) two, times (b) the sum of (i) Executive’s Annual Base Salary (without regard to any reduction thereto), plus (ii) Executive’s Target STI Bonus (without regard to any reduction thereto);

(2) a lump sum payment equal to two times the Company’s total contributions for Executive to any retirement plan (whether qualified

or nonqualified) of the Company in effect on the Date of Termination, for the plan year preceding the Date of Termination. This payment will be made in cash and will not eliminate the obligation of the Company to make all scheduled contributions to any retirement plan; provided, that, notwithstanding anything to the contrary herein, if the Date of Termination occurs during the Anticipatory Period, payments under this **Section 4(ii)(B)(2)** will be made within 10 days after the Change in Control;

(3) a separate lump sum payment equal to the product of (a) 110% of the monthly premium (or the equivalent cost of coverage for self-insured benefits) for medical and prescription drug coverage for the most recently completed month of medical and prescription drug coverage for Executive, Executive's spouse (if any) and any dependent children who were covered under the Company's medical and prescription drug plans immediately prior to the Date of Termination, times (b) 24; and

(4) if the Company has not granted any annual long-term incentive awards to Executive for the fiscal year that includes the Date of Termination, a lump sum payment in cash equal to the product obtained by multiplying (a) the aggregate grant date fair value of any annual long-term incentive awards granted by the Company to Executive for the immediately preceding fiscal year, determined in accordance with FASB ASC Topic 718, times (b) a fraction, the numerator of which is the number of full months Executive was employed by the Company during the fiscal year that includes the Date of Termination, and the denominator of which is 36; provided, that, notwithstanding anything to the contrary herein, if the Date of Termination occurs during the Anticipatory Period, payments under this **Section 4(ii)(B)(4)** will be made within 10 days after the Change in Control.

In addition, for each outstanding (a) Time-Based Award held by Executive on such Date of Termination, all portions of such award that are not yet vested shall become vested as of such Date of Termination and (b) Performance-Based Award held by Executive on such Date of Termination, such award shall vest and become non-forfeitable as of such Date of Termination based on (x) the full award opportunity, earned based on (y) one or more levels of performance for such Performance-Based Awards (including, potentially, actual performance) as specifically determined in writing by the Compensation Committee reasonably prior to the Change in Control (which writing may include or consist of the applicable award agreements for such awards, as approved by the Compensation Committee), and, in each case, shall be settled according to the terms of the applicable award agreement and other documentation for such award in accordance with Section 409A (as subsequently defined in

this Agreement). Notwithstanding the preceding sentence, for purposes of only this paragraph and such vesting, if the Date of Termination occurs during the Anticipatory Period, Executive will be deemed to have continued employment through the Change in Control.

(C) Subject to **Section 11(b)** of this Agreement, the Company shall, subject to **Section 4(e)** of this Agreement, pay Executive up to \$25,000 for executive outplacement services utilized by Executive; provided, however, that such expenses shall be paid or reimbursed to Executive by the Company on a regular, periodic basis no later than 30 days after presentation by Executive of a statement or statements, up to a maximum of \$15,000 in the first year (and up to a maximum of \$10,000 in the second year) following the year in which Executive's employment with the Company terminates; and further provided, that Executive presents such statement(s) no later than 30 days prior to the end of the calendar year following the calendar year in which such expenses were incurred;

(D) Subject to **Section 11(b)** of this Agreement, if, within the 18-month period immediately preceding the Date of Termination, Executive had relocated Executive's primary residence from one location (the "**Point of Origin**") to its location at the Date of Termination at the request of the Company, then the Company shall, subject to **Section 4(e)** of this Agreement, reimburse Executive in cash within 14 days following receipt of substantiating written receipts for any relocation expenses actually incurred in the 12 months immediately following the Date of Termination by Executive in moving Executive's primary residence to any location within 35 miles of the Point of Origin; provided, however, that (1) the relocation expense is directly related to Executive's termination of employment with the Company, (2) any written receipts are presented to the Company within 75 days of the date the related relocation expense was incurred by Executive, and (3) in no event shall the reimbursement made by the Company exceed the lesser of (a) the original cost of relocating Executive's primary residence from the Point of Origin to its location on the Date of Termination, or (b) the estimated reasonable cost for such relocation expense as determined by the Company's relocation service provider, whose determination will be final and binding on the Company and Executive. Upon written request from Executive, the Company will obtain and provide Executive with an estimated relocation cost determination from its relocation service provider in advance of any proposed relocation by Executive;

(E) Subject to **Sections 4(e)** and **11(b)** of this Agreement, Executive will remain eligible for a prorated Annual STI Bonus for the fiscal year that includes the Date of Termination based upon Executive's eligible earnings during such fiscal year from the beginning of such fiscal year until and including the date of termination and the actual level of achievement of the applicable performance goals for such fiscal year; provided, however, that any individual specific performance goals that are based on qualitative performance factors will be

deemed satisfied at target level performance. Any such prorated Annual STI Bonus will be paid to Executive, subject to **Section 4(e)** of this Agreement, in accordance with **Section 2(b)(ii)**, but in no event later than March 15th following the calendar year that includes the Date of Termination; and

(F) To the extent not theretofore paid or provided, the Company shall timely pay or provide to Executive any Other Benefits in accordance with the terms of the applicable underlying plans, programs, agreements or arrangements.

Other than as set forth in this **Section 4(a)**, in the event of a termination of Executive's employment with the Company and the Term by the Company other than for Cause, death or Disability, or in the event of a termination of Executive's employment with the Company by Executive for Good Reason, the Company shall have no further obligation to Executive under this Agreement.

(b) Death or Disability. If Executive's employment with the Company and the Term are terminated by reason of Executive's death or Disability during the Employment Period, the Company shall provide Executive (or, in the event of Executive's death, Executive's estate or beneficiaries) with the Accrued Obligations and the timely payment or delivery of the Other Benefits in accordance with the terms of the applicable underlying plans, programs, agreements or arrangements, and shall have no further obligations under this Agreement. The Accrued Obligations shall be paid to Executive (or, in the event of Executive's death, Executive's estate or beneficiaries) in a lump sum in cash within 30 days of the applicable Date of Termination (or earlier, if required by applicable law).

(c) Termination for Cause. If Executive's employment with the Company and the Term are terminated for Cause during the Employment Period, the Company shall provide Executive with Executive's Annual Base Salary through the Date of Termination and Executive's business expenses that are reimbursable pursuant to **Section 2(b)(ix)** of this Agreement but have not been reimbursed by the Company as of the Date of Termination and the timely payment or delivery of the Other Benefits in accordance with the terms of the applicable underlying plans, programs, agreements or arrangements, and shall have no further obligations under this Agreement.

(d) Voluntary Termination Other than for Good Reason. If Executive voluntarily terminates employment with the Company other than for Good Reason during the Employment Period, the Company shall provide Executive with the Accrued Obligations and the timely payment or delivery of the Other Benefits in accordance with the terms of the applicable underlying plans, programs, agreements or arrangements, and shall have no further obligations under this Agreement. In such case, all the Accrued Obligations shall be paid to Executive in a lump sum in cash within 30 days of the Date of Termination.

(e) Release. Notwithstanding anything herein to the contrary, the Company shall not be obligated to make any payment under **Sections 4(a)(i)** or **4(a)(ii)** of this Agreement (other than the Accrued Obligations and the Other Benefits) unless (i) no earlier than the Date of Termination and prior to the 55th day following the Date of Termination, Executive executes a

release of claims in favor of the Company and its affiliates in a form provided by the Company (the “Release”), provided that such Release form shall not contain any restrictive covenants that Executive has not already entered with the Company as of the Date of Termination (unless otherwise agreed to by Executive), and (ii) any applicable revocation period has expired during such 55-day period without Executive revoking such Release.

(f) Treatment of Equity. Unless otherwise stated in this Agreement, on any termination of Executive’s employment with the Company, the treatment of Executive’s outstanding equity awards will be governed by the terms and conditions of the applicable plan documents and any related award agreements.

(g) Definitions. For purposes of this Section 4:

(i) “Beneficial Owner” has the meaning ascribed to such term in Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”);

(ii) “Change in Control” means:

(A) Any Person, other than any employee plan established by the Company or any Company subsidiary, any Company affiliate, an underwriter temporarily holding securities pursuant to an offering of such securities, or an entity owned, directly or indirectly, by stockholders of the Company in substantially the same proportions as their ownership of the Company, is (or becomes, during any 12-month period) the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its affiliates other than in connection with the acquisition by the Company or its affiliates of a business) representing 50% or more of the total voting power of the stock of the Company; provided, however, that the provisions of this subsection (A) are not intended to apply to or include as a Change in Control any transaction that is specifically excepted from the definition of Change in Control under subsection (C) below;

(B) a change in the composition of the Board such that, during any 12-month period, the individuals who, as of the beginning of such period, constitute the Board (the “Existing Board”) cease for any reason to constitute at least 50% of the Board; provided, however, that any individual becoming a member of the Board subsequent to the beginning of such period whose election, or nomination for election by the Company’s stockholders, was approved by a vote of at least a majority of the members of the Board immediately prior to the date of such appointment or election shall be considered as though such individual were a member of the Existing Board; provided, further, that, notwithstanding the foregoing, no individual whose initial assumption of office occurs as a result of either an actual or threatened election contest (as such terms are used in Rule 14a-11 or Regulation 14A promulgated under the Exchange Act or successor statutes or rules containing analogous concepts) or other actual or threatened

solicitation of proxies or consents by or on behalf of an individual, corporation, partnership, group, associate or other entity or Person other than the Board, shall in any event be considered to be a member of the Existing Board;

(C) the consummation of a merger, amalgamation or consolidation of the Company with any other corporation or other entity, or the issuance of voting securities in connection with such a transaction pursuant to applicable stock exchange requirements; provided, however, that immediately following such transaction the voting securities of the Company outstanding immediately prior thereto do not continue to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity of such transaction or parent entity thereof) 50% or more of the total voting power and total fair market value of the Company's stock (or, if the Company is not the surviving entity of such merger or consolidation, 50% or more of the total voting power and total fair market value of the stock of such surviving entity or parent entity thereof); and provided, further, that such a transaction effected to implement a recapitalization of the Company (or similar transaction) in which no Person is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its affiliates other than in connection with the acquisition by the Company or its affiliates of a business) representing 50% or more of either the then-outstanding common stock of the Company or the combined voting power and total fair market value of the Company's then-outstanding voting securities shall not be considered a Change in Control; or

(D) the sale or disposition by the Company of all or substantially all of the Company's assets in which any Person acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such Person) assets from the Company that have a total gross fair market value equal to more than 50% of the total gross fair market value of all of the assets of the Company immediately prior to such acquisition or acquisitions.

Notwithstanding the foregoing, (1) no Change in Control shall be deemed to have occurred if there is consummated any transaction or series of integrated transactions immediately following which the record holders of the shares of common stock of the Company immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in an entity which owns substantially all of the assets of the Company immediately prior to such transaction or series of transactions and (2) no Change in Control shall be deemed to have occurred upon the acquisition of additional control of the Company by any Person that is considered to effectively control the Company. In no event will a Change in Control be deemed to have occurred if the Executive is part of a "group" within the meaning of Section 13(d)(3) of the Exchange Act that effects a Change in Control. Notwithstanding any other provision of this Agreement, to the extent necessary to comply with Section 409A of the Code, a

“Change in Control” will be considered to have occurred only if the event constitutes a change in control event under Section 409A of the Code;

(iii) “Change in Control Period” means the period starting 60 days prior to the consummation of a Change in Control and ending 24 months following such consummation of such Change in Control (the 60-day period prior to such consummation of such Change in Control, the “Anticipatory Period”); and

(iv) “Person” has the meaning ascribed to such term in Section 3(a)(9) of the Exchange Act, and used in Sections 13(d) and 14(d) thereof, including a “group” as defined in Section 13(d) thereof.

5. Non-Exclusivity of Rights. Amounts that Executive is otherwise entitled to receive under applicable law or any plan, policy, practice or program of, or any other contract or agreement with, the Company at or subsequent to the Date of Termination (“Other Benefits”) shall be payable in accordance with such plan, policy, practice, program, contract or agreement, except as explicitly modified by this Agreement. Notwithstanding the foregoing, Executive shall not be eligible to participate in any other severance plan, program or policy of the Company during the Term. Notwithstanding anything in this Agreement to the contrary, there shall be no payment or provision of duplicative compensation and/or benefits under the terms of this Agreement, Executive’s outstanding equity awards and the Other Benefits, as applicable.

6. Set-off; No Mitigation. The Company’s obligation to make the payments provided for in this Agreement and otherwise to perform its obligations hereunder shall be subject to set-off, counterclaim, recoupment, defense, or other claim, right or action that the Company may have against Executive to the extent such set-off or other action does not violate Section 409A of the Code. In no event shall Executive be obligated to seek other employment or take any other action by way of mitigation of the amounts payable to Executive under any of the provisions of this Agreement.

7. Limitations on Payments Under Certain Circumstances. Notwithstanding any provision of any other plan, program, arrangement or agreement to the contrary, in the event that it shall be determined that any payment or benefit to be provided by the Company to Executive pursuant to the terms of this Agreement or any other payments or benefits received or to be received by Executive (a “Payment”) in connection with or as a result of any event which is deemed by the U.S. Internal Revenue Service or any other taxing authority to constitute a change in the ownership or effective control of the Company, or in the ownership of a substantial portion of the assets of the Company and subject to the tax (the “Excise Tax”) imposed by Section 4999 (or any successor section) of the Code, the Payments, whether under this Agreement or otherwise, shall be reduced so that the Payment, in the aggregate, is reduced to the greatest amount that could be paid to Executive without giving rise to any Excise Tax; provided, however, that in the event that Executive would be placed in a better after-tax position after receiving all Payments and not having any reduction of Payments as provided hereunder, Executive shall, notwithstanding the provisions of any other plan, program, arrangement or agreement to the contrary, receive all Payments and pay any applicable Excise Tax. All determinations under this **Section 7** shall be made by a nationally recognized accounting firm

selected by the Company (the “Accounting Firm”). Without limiting the generality of the foregoing, any determination by the Accounting Firm under this Section 7 shall take into account the value of any reasonable compensation for services to be rendered by Executive (or for holding oneself out as available to perform services and refraining from performing services (such as under a covenant not to compete)). If the Payments are to be reduced pursuant to this Section 7, the Payments shall be reduced in the following order: (a) first, by reducing any cash payments with the last scheduled payment reduced first; (b) second, by reducing any equity-based benefits that are included at full value under Q&A-24(a) of the Treasury Regulations promulgated under Section 280G of the Internal Revenue Code (the “280G Regulations”), with the highest value reduced first; (c) third, by reducing any equity-based benefits included on an acceleration value under Q&A-24(b) or 24(c) of the 280G Regulations, with the highest value reduced first; and (d) fourth, by reducing any non-cash, non-equity based benefits, with the latest scheduled benefit reduced first.

8. Restrictive Covenants. (a) Agreement Regarding Restrictive Covenants. By signing this Agreement, Executive reaffirms that, subject to applicable law, Executive will continue to abide by the restrictive covenants to which Executive is subject as of the Effective Date (and any new restrictive covenants to which Executive subsequently consents), including as set forth in or applicable under the Company’s policies and any applicable equity award agreements and equity incentive compensation plans as in effect from time to time, which restrictive covenants will expressly survive the end of the Term in accordance with and pursuant to their terms. Further, Executive acknowledges that during the term of Executive’s employment with the Company, Executive has received access to the Company’s confidential information and trade secrets, as well as specialized training, and will continue to have access to such information and training during Executive’s service to the Company as CEO.

(b) Defend Trade Secrets Act Impact. The U.S. Defend Trade Secrets Act of 2016 (“DTSA”) provides that an individual shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that: (1) is made in confidence to a federal, state or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law; or (2) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. In addition, the DTSA provides that an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal and does not disclose the trade secret, except pursuant to court order.

9. Successors.

(a) This Agreement is personal to Executive and without the prior written consent of the Company shall not be assignable by Executive otherwise than by will or the laws of descent and distribution. This Agreement shall inure to the benefit of, and be enforceable by, Executive’s legal representatives.

(b) This Agreement shall inure to the benefit of and be binding upon the Company and its successors and assigns, including as part of any Change in Control. As used in this Section 9, "Company" shall mean the Company defined in the preamble of this Agreement and any successor to its business and/or assets as aforesaid which assumes and agrees to perform this Agreement by operation of law, or otherwise.

(c) The Company will require any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business or assets of the Company to assume and expressly agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform if no such succession had taken place. As used in this Agreement, any reference to the "Company" shall mean the Company and any successor to its business or assets which assumes and agrees to perform this Agreement by operation of law, or otherwise.

10. Indemnification. The Company shall indemnify Executive to the maximum extent permitted under applicable law for acts taken within the scope of Executive's employment and Executive's service as an officer or director of the Company or any of its subsidiaries or affiliates. To the extent that the Company obtains coverage under a director and officer or an employment practices liability indemnification or insurance policy, Executive will be entitled to such coverage on a basis that is no less favorable than the coverage provided to any other officer or director of the Company, and such coverage shall extend to Executive during and after the Term for any acts taken within the scope of Executive's employment and Executive's service as an officer or director of the Company or any of its subsidiaries or affiliates.

11. Section 409A of the Code.

(a) The intent of the parties hereto is that payments and benefits under this Agreement comply with, or be exempt from, Section 409A of the Code and the regulations and guidance promulgated thereunder (collectively "Section 409A") and, accordingly, to the maximum extent permitted, this Agreement shall be interpreted to be in compliance therewith.

(b) Notwithstanding any provision of this Agreement to the contrary, in the event that Executive is a "specified employee" within the meaning of Section 409A (as determined in accordance with the methodology established by the Company as in effect on the Date of Termination) (a "Specified Employee"), any payments or benefits that are considered non-qualified deferred compensation under Section 409A payable under this Agreement on account of a "separation from service" during the six-month period immediately following the Date of Termination shall, to the extent necessary to comply with Section 409A, instead be paid, or provided, as the case may be, as soon as administratively practicable on or after the first business day after the date that is six months following Executive's "separation from service" within the meaning of Section 409A, but in any case no later than the first regularly scheduled payroll following such anniversary. For purposes of Section 409A, Executive's right to receive any installment payments pursuant to this Agreement shall be treated as a right to receive a series of separate and distinct payments. In no event may Executive, directly or indirectly, designate the calendar year of any payment to be made under this Agreement that is considered nonqualified deferred compensation, subject to Section 409A.

(c) With regard to any provision herein that provides for reimbursement of costs and expenses or in-kind benefits that are deferred compensation subject to Section 409A, (i) the right to reimbursement or in-kind benefits shall not be subject to liquidation or exchange for another benefit, (ii) the amount of expenses eligible for reimbursement, or in-kind benefits, provided during any taxable year shall not affect the expenses eligible for reimbursement, or in-kind benefits to be provided, in any other taxable year and (iii) such payments shall be made on or before the last day of Executive's taxable year following the taxable year in which the expense occurred.

12. Compensation Recovery Policy. Notwithstanding anything in this Agreement to the contrary, Executive acknowledges and agrees that this Agreement and any compensation described herein are subject to the terms and conditions of the Company's clawback policy or policies as may be in effect from time to time, including specifically to implement Section 10D of the Exchange Act and any applicable rules or regulations promulgated thereunder (including applicable rules and regulations of any national securities exchange on which the shares of the Company's common stock may be traded) (the "Compensation Recovery Policy"), and that, to the extent the Compensation Recovery Policy, and any other clawback policy in effect from time to time, by its or their terms, is or are applicable to this Agreement or compensation described herein, applicable terms or sections of this Agreement and any related documents shall be (if necessary) deemed modified and/or superseded by and subject to the terms and conditions of such policies from and after the effective date thereof. Further, Executive agrees to fully cooperate with the Company in connection with any of Executive's obligations to the Company pursuant to the Compensation Recovery Policy, and any other clawback policy, and agrees that the Company may enforce its rights under such policies through any and all reasonable means permitted under applicable law as it deems necessary or desirable, in each case from and after the effective dates thereof.

13. Complete Agreement. This Agreement and any restrictive covenant agreements or arrangements between Executive and the Company or its affiliates (as otherwise referred to herein) set forth the entire agreement of the parties hereto in respect of the subject matter contained herein, and supersede all prior agreements, promises, covenants, arrangements, communications, representations or warranties, whether oral or written, by any officer, employee or representative of any party hereto in respect of the subject matter contained herein, including (a) that certain Offer Letter by and between the Company and Executive dated as of February 6, 2018 (the "Offer Letter") and (b) that certain Change of Control Agreement by and between the Company and Executive as in effect on the Effective Date (the "CoC Agreement"), and Executive acknowledges and agrees that as of the Effective Date the Offer Letter and CoC Agreement are terminated and of no further force or effect.

14. Miscellaneous.

(a) This Agreement shall be governed by and construed in accordance with the laws of the State of Texas, without reference to principles of conflict of laws. Executive agrees that the state and federal courts located in the State of Texas shall have jurisdiction in any action, suit or proceeding against Executive based on or arising out of this Agreement and

Executive hereby: (i) submits to the personal jurisdiction of such courts; (ii) consents to service of process in connection with any action, suit or proceeding against Executive; and (iii) waives any other requirement (whether imposed by statute, rule of court or otherwise) with respect to personal jurisdiction, venue or service of process. The captions of this Agreement are not part of the provisions hereof and shall have no force or effect. This Agreement may not be amended or modified otherwise than by a written agreement executed by the parties hereto or their respective successors and legal representatives.

(b) All notices and other communications hereunder shall be in writing and shall be given by hand delivery to the other party or by registered or certified mail, return receipt requested, or nationally-recognized overnight courier service, postage prepaid, addressed as follows:

If to Executive: At the most recent address  
on file at the Company; and

If to the Company: Integer Holdings Corporation  
5830 Granite Parkway, Suite 1150  
Plano, TX 75024  
Attention: Corporate Secretary;

or to such other address as either party shall have furnished to the other in writing in accordance herewith (including via electronic mail). Any notice under this Agreement will be deemed to have been given when so delivered (or, in the case of electronic mail, when electronic evidence of transmission is received).

(c) The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement.

(d) The Company, its subsidiaries and affiliates may withhold from any amounts payable under this Agreement such Federal, state, local or foreign taxes or social security or other charges as shall be required to be withheld pursuant to any applicable law or regulation. None of the Company, its subsidiaries or affiliates guarantees any tax result with respect to payments or benefits provided hereunder. Executive is responsible for all taxes owed with respect to all such payments and benefits.

(e) Subject to any limits on applicability contained therein, Section 8 and Section 12 of this Agreement shall survive and continue in full force in accordance with its terms notwithstanding any termination or expiration of the Term.

(f) This Agreement may be executed in several counterparts, each of which shall be deemed to be an original but all of which together will constitute one and the same instrument.

(g) Executive's or the Company's failure to insist upon strict compliance with any provision of this Agreement or the failure to assert any right Executive or the Company may

have hereunder shall not be deemed to be a waiver of such provision or right or any other provision or right of this Agreement.

(h) With respect to any controversy or claim arising out of or relating to or concerning injunctive relief for Executive's breach or purported breach of Section 8 of this Agreement, the Company shall have the right, in addition to any other remedies it may have, to seek specific performance and injunctive relief with a court of competent jurisdiction, without the need to post a bond or other security.

(i) Executive acknowledges that Executive has had an opportunity to consult an attorney before signing this Agreement. Executive further acknowledges that in signing this Agreement, Executive has relied only on the promises written in this Agreement and not on any other promise made by the Company or any related company. Executive shall be reimbursed by the Company for reasonable attorney's fees and expenses incurred in the preparation and negotiation of the terms of this Agreement in an amount not to exceed \$20,000.

15. Other Acknowledgements. Nothing in this Agreement (or otherwise) (a) limits Executive's right to any monetary award offered by a government-administered whistleblower award program for providing information directly to a government agency (including the Securities and Exchange Commission pursuant to Section 21F of the Exchange Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Sarbanes-Oxley Act of 2002) or (b) prevents Executive from providing, without prior notice to the Company, information (including documents) to governmental authorities or agencies regarding possible legal violations or otherwise testifying or participating in any investigation or proceeding by any governmental authorities or agencies regarding possible legal violations (for purpose of clarification, Executive is not prohibited from providing information (including documents) voluntarily to the Securities and Exchange Commission pursuant to Section 21F of the Exchange Act). The Company nonetheless asserts and does not waive its attorney-client privilege over any information appropriately protected by privilege.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, Executive and the Company have executed this Agreement on the date first above written.

**EXECUTIVE**

/s/ Payman Kholes  
Payman Kholes

**INTEGER HOLDINGS CORPORATION**

By/s/ Kirk Thor  
Name: Kirk Thor  
Title: Chief Human Resources Officer



## INSIDER TRADING POLICY

### 1. PURPOSE

Integer Holdings Corporation and its subsidiaries (the "Company") maintain this Insider Trading Policy (this "Policy") to: (i) promote compliance with applicable U.S. securities laws that prohibit trading based on material non-public information and (ii) avoid the appearance of impropriety in connection with trading in the Company's securities and in the securities of entities with which the Company does business or competes.

### 2. SCOPE

- 2.1 Persons Subject to this Policy. This Policy applies to all associates, officers, and directors of the Company, as well as to family members and other members of a person's household and entities controlled by a person covered by this Policy. The Company may also determine that other persons should be subject to this Policy, such as contractors or consultants who have access to material non-public information.
- 2.2 Transactions Subject to this Policy. This Policy applies to transactions in the Company's securities, including common stock and other types of securities, including but not limited to debt securities, preferred stock, bonds, notes, debentures, and warrants, as well as derivative securities that are not issued by the related company, such as exchange-traded put or call options or other swaps or rights to purchase or sell any such security, or any other instrument commonly known as a security (collectively referred to in this Policy as "Securities").

### 3. POLICY

- 3.1 Restrictions on Trading in Company Securities. Anyone subject to this Policy who is in possession of material non-public information may not:

- Trade in Company Securities; or
- Provide (or "tip") material non-public information to others who trade in Company Securities while in possession of that information.

Generally, information is "**material**" if a reasonable investor would consider such information important in deciding whether to purchase, hold or sell Securities. Any information that could be expected to affect the Company's stock price, whether it is positive or negative, should be considered material. Examples of information that likely would be considered material, include, but are not limited to, information about:

- financial results, projections of future earnings or losses, or other earnings guidance or earnings announcements;
-

- confirmation of or changes to previously announced earnings guidance, or the decision to suspend earnings guidance;
- a pending or proposed merger, acquisition, joint venture or tender offer;
- a pending or proposed acquisition or disposition of significant assets or a write-down or impairment of assets;
- an offering of additional equity or debt Securities, the declaration of a stock split, a change in the dividend policy or the establishment of a repurchase program for Company Securities;
- changes in senior management or a Company restructuring;
- significant changes in the Company's strategy;
- bank borrowings or other financing transactions out of the ordinary course or impending liquidity problems or bankruptcy;
- pending or threatened significant litigation, claims or labor disputes or significant development in, or the resolution of, such matters;
- the gain or loss of a substantial supplier or customer;
- the gain or loss of a substantial program; or
- a significant cybersecurity incident, such as a data breach or any other significant disruption in the Company's operations, or a significant loss, potential loss, breach or unauthorized access of the Company's property or assets, whether at its facilities or through its information technology infrastructure.

Generally, information is considered "**non-public**" when it has not been widely disseminated to the public. In order for information to be considered public, it must be widely disseminated in a way that makes the information generally available to investors. In addition, a reasonable period (generally at least one full trading day) must elapse to allow the market to react to the information.

There are no exceptions to the laws that prohibit trading while in possession of material non-public information and securities transactions are likely to be viewed after the fact, regardless of whether your trading resulted in a gain or a loss. **You should carefully consider how a transaction in Company Securities may be viewed with the benefit of hindsight.**

- 3.2 **Prohibition on "Tipping."** You may not share material non-public information with others and may be liable under federal securities laws (and in violation of this Policy) if you provide (or "tip") material non-public information to others who trade in Company Securities while in possession of that information. Similarly, you may not make recommendations or express opinions to others
-

while in possession of material non-public information as to trading in Company Securities.

- 3.3 **Family Members and Entities You Influence or Control.** This Policy applies to your members who reside with you (including a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings, and in-laws), anyone else who lives in your household, and any family members who do not live in your household but whose transactions in Company Securities are directed by you or are subject to their influence or control, such as parents or children who consult with you before they trade in Company Securities (collectively referred to as "Family Members"). You are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in Company Securities, and you should treat all such transactions for the purposes of this Policy and applicable securities laws as if the transactions were for their account. **This means that if you are restricted to trading in an Open Period or are required to pre-clear your transactions, your Family Members are similarly restricted.** This Policy does not, however, apply to your personal securities transactions of Family Members where the purchase or sale decision is made by a third party not controlled by, influenced by, or related to you or your Family Members.

This Policy also applies to any entities that are influenced or controlled by you, including any corporations, partnerships, or trusts (collectively referred to as "Controlled Entities"), and transactions by these Controlled Entities should be treated for the purposes of this Policy and applicable securities laws as if they were for your own account. This means that if you are restricted to trading in an Open Period or are required to pre-clear your transactions, your Controlled Entities are similarly restricted.

- 3.4 **Trading in the Stock of Other Corporations.** If you, in the course of working for the Company, learn of material non-public information about a company with which the Company does business, including a customer or supplier of the Company, you are prohibited from trading in that company's Securities until the information becomes public or is no longer material.
- 3.5 **Additional Prohibited Transactions.** The Company has determined that there is a heightened legal risk and/or the appearance of improper or inappropriate conduct if you engage in certain types of transactions. All employees are encouraged to avoid engaging in and Executive Officers (as defined below) and Directors are prohibited from engaging in any of the following transactions:
- 3.5.1 **Short-Term Trading.** Short-term trading of Company Securities may be distracting and may unduly focus a person on short-term stock market performance instead of long-term business objectives. For these reasons, if you purchase Company Securities in the open market, you should have a long-term investment horizon.
- 3.5.2 **Short Sales.** Short sales of Company Securities (i.e., sale of a Security that the seller does not own) evidence a seller's expectation that the
-

Securities will decline in value and therefore signal to the market that the seller lacks confidence in the Company or its short-term prospects. In addition, short sales may reduce your incentive to improve the Company's performance. For these reasons, you are discouraged from engaging in short sales of Company Securities. In addition, Section 16(c) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") prohibits officers and directors from engaging in short sales.

- 3.5.3 **Publicly Traded Options.** A transaction in options is, in effect, a bet on the short-term movement of Company stock and therefore creates the appearance that you are trading based on inside information. Transactions in options also may focus your attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, you are prohibited from engaging in transactions in puts, calls or other derivative Securities, on an exchange or otherwise. (Option positions arising from certain types of hedging transactions are governed by the section below captioned "Hedging Transactions.")
- 3.5.4 **Hedging Transactions.** Certain forms of hedging or monetization transactions, such as zero-cost collars and forward sale contracts, allow you to lock in much of the value of your stock holdings, often in exchange for all or part of the potential for upside appreciation in the stock. These transactions allow you to continue to own the covered Securities, but without the full risks and rewards of ownership. When that occurs, you may no longer have the same objectives as the Company's other stockholders. Therefore, you are prohibited from engaging in any hedging or monetization transactions with respect to Company Securities, including, but not limited to, through the use of financial instruments such as exchange funds, prepaid variable forwards, equity swaps, puts, calls, collars, forwards and other derivative instruments, or through the establishment of a short position in Company Securities.
- 3.5.5 **Margin Accounts and Pledges.** Securities held in a margin account may be sold by the broker without the security holder's consent if the security holder fails to meet a margin call. Similarly, Securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the security holder borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the security holder is aware of material non-public information or otherwise is not permitted to trade in Company Securities, you are prohibited from holding Company Securities in a margin account or pledging Company Securities as collateral for a loan.

3.6 Additional Procedures.

- 3.6.1 **Open Periods.** All associates are *encouraged* to engage in transactions in Company Securities within an "Open Period," which begins after one full market trading day following the Company's public release of its quarterly earnings report or filing of its quarterly report on Form 10-Q (or annual
-

report on Form 10-K), whichever is later, and continues through the 15th day of the last calendar month of then fiscal quarter (i.e., March 15, June 15, September 15, or December 15). For example, if a quarterly earnings release were issued and the Form 10-Q were filed before the market opens on Wednesday, May 1, the Open Period would begin on Thursday, May 2, and would continue through and including June 15. If a quarterly earnings release were issued before the market opens on Wednesday, May 1, but the Form 10-Q were filed Thursday, May 2, during market hours, then the Open Period would begin on Monday, May 6, and would continue through and including June 15.

Even during an Open Period, if you possess material non-public information, you may not engage in any transactions in Company Securities until the information has been made public or is no longer material. You should contact the Legal Department if you have any questions about materiality, non-public information, or the operation of this Policy.

Certain individuals are required by this Policy to limit their transactions in Company Securities to Open Periods. These individuals include:

- Directors of the Company;
- Executive Officers, as designated by the Company's Board of Directors, pursuant to Rule 3b-7 of the Exchange Act ("Executive Officers") and members of the Company's Executive Leadership Team (the "ELT");
- Direct reports to the Company's Chief Executive Officer ("CEO"); and
- Certain individuals who have been designated by the General Counsel because they have regular access to information regarding the Company's consolidated results of operations or financial condition.

3.6.1 **Special Blackouts.** The Company may from time to time "close" an Open Period without prior notice or impose an event-specific trading restriction, during which persons designated by the General Counsel may not trade in Company Securities. If such restriction period is imposed, the Company will notify affected individuals who will be prohibited from trading in Company Securities. Those individuals should not disclose to others that an event-specific trading restriction is in effect.

3.6.2 **Pre-Clearance Procedures.** Additionally, if you are a director, Executive Officer, a member of the ELT, a direct report to the CEO, or if you receive notice that you have been designated by the General Counsel because your role involves regular exposure to material non-public information, any proposed trade must:

---

- Occur during an Open Period; and
- Be reviewed and approved in advance by the Company's General Counsel or Associate General Counsel, Securities and Corporate Governance.

Such advance clearance should be requested by submitting a written notice (including via email) to both the General Counsel and Associate General Counsel, Securities and Corporate Governance. A request for pre-clearance should be submitted at least one business days in advance of the proposed transaction.

Pre-approval is valid for five business days, including the day on which approval is granted (the "Approval Period"). Approval always remains subject to the general prohibition on trading while in possession of material non-public information. **If during the Approval Period, you become aware of and are in possession of material non-public information, it is your responsibility to refrain from trading.** If you do not place a transaction order during the Approval Period, approval must be requested again. If approval is denied, you may not share the fact that the approval was denied.

- 3.6.1 **Rule 10b5-1 Plans.** Rule 10b5-1 under the Exchange Act provides a defense from insider trading liability. In order to be eligible to rely on this defense, you must enter into a Rule 10b5-1 plan for transactions in Company Securities that meets certain conditions specified in the Rule (a "Rule 10b5-1 Plan"). If the plan meets the requirements of Rule 10b5-1, Company Securities may be purchased or sold without regard to certain insider trading restrictions. To comply with this Policy, a Rule 10b5-1 Plan must be approved by the Company's General Counsel or Associate General, Securities and Corporate Governance and meet the requirements of Rule 10b5-1, including the requirements that a Rule 10b5-1 Plan must be entered into at a time when you are not aware of material non-public information. Once the Plan is adopted, you must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The Plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion to an independent third party. Any Rule 10b5-1 Plan should be submitted for pre-approval by the Company's General Counsel in advance, with as much notice as possible, but not less than one business day. Once a Rule 10b5-1 Plan has been approved, no further pre-approval of transactions conducted under the Rule 10b5-1 Plan will be required. Pre-cleared 10b5-1 Plans will not require further pre-clearance at the time of the transaction.
- 3.6.2 **Post-Termination Transactions.** This Policy continues to apply to transactions in Company Securities even after you have terminated employment with the Company. If you are in possession of material non-public information when their employment terminates, they may not trade
-

in Company Securities until that information has become public or is no longer material.

3.7 Other Types of Transactions.

- 3.7.1 **Stock Option Exercises.** This Policy does not apply to the exercise of an employee stock option. However, sales of stock as part of a cashless exercise of an option and/or the open market sale of stock, including a sale resulting from an option exercise for the purpose of generating the cash needed to pay the exercise price of the option must comply with the rules that apply to any transactions in Company Securities. Further, this Policy does not apply to the exercise of a tax withholding right pursuant to which you have elected to have the Company withhold shares of stock subject to an option to satisfy tax withholding requirements.
- 3.7.2 **Restricted Stock and Restricted Stock Unit Awards.** This Policy does not apply to the vesting of restricted stock or restricted stock units, or the exercise of a tax withholding right pursuant to which you have elected to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock or restricted stock units. The Policy does apply, however, to any market sale of stock following a vesting event.
- 3.7.3 **Bona Fide Gifts.** Bona fide gifts of Company stock are not transactions subject to this Policy, provided however, that the Company's Directors and officers who are subject to the reporting requirements of Section 16 of the Exchange Act ("Section 16 Officers") must pre-clear any gift pursuant to the pre-clearance requirements described above. Whether a gift is a "bona fide" gift may depend on various circumstances surrounding the gift. Accordingly, you are encouraged to consult the General Counsel or Associate General Counsel, Securities and Corporate Governance when contemplating a gift.

3.8 Additional Provisions Applicable to Section 16 Officers.

- 3.8.1 **Short-Swing Profit Rules.** Section 16 of the Exchange Act provides that Section 16 Officers who purchase and sell (or sell and purchase) Company Securities within a six-month period must forfeit, or disgorge, all profits to the Company whether or not they had knowledge of any material non-public information. Under these provisions, and so long as certain other criteria are met, awards under the Company's equity incentive plans and the vesting and exercise of those awards are not subject to Section 16. However, Section 16 and the rules thereunder are extremely complex and any questions about the potential applicability of Section 16 should be directed to the General Counsel or Associate General Counsel, Securities and Corporate Governance.
- 3.8.2 **Transaction Reporting.** All Section 16 Officers are required to file a Form 4 with the SEC within two business days of most transactions
-

related to Company Securities. The Company coordinates and submits these forms for filing the respective Section 16 Officer; however, it is the responsibility of the Section 16 Officer to provide all necessary information about transactions in Company Securities to the Company.

- 3.9 Enforcement and Penalties for Violations. An individual who trades on inside or non-public information (or “tips” information to others) may face civil as well as criminal fines and/or a jail term. Please note that many countries other than the U.S. have laws regarding insider trading. Even if the activities in this Policy are not prohibited in the country where you are located, the Policy and the U.S. securities laws applies to all employees, officers and directors regardless of location.

In addition, failure to comply with this Policy may subject you to disciplinary action by the Company up to and including termination of employment, whether or not your failure to comply results in a violation of law. The Company will not tolerate conduct that may subject it to potential litigation, increased regulatory scrutiny or civil or criminal liability.

If you acquire information that anyone is engaged in conduct prohibited by this Policy, you should promptly report such information to the General Counsel, or if the information involves the General Counsel, to the Chief Financial Officer or Chief Executive Officer.

- 3.10 Company Assistance. If you have questions about this Policy, or specific transactions in Company Securities, you may obtain additional guidance from the General Counsel or Associate General Counsel, Securities and Corporate Governance. However, the ultimate responsibility for adhering to the Policy and avoiding improper transactions rests with you.

SUBSIDIARIES OF INTEGER HOLDINGS CORPORATION  
As of February 18, 2026

Subsidiary	Jurisdiction of
Accellent LLC	Colorado
Aran Biomedical Teoranta	Ireland
Brivant Limited, d/b/a Lake Region Medical	Ireland
Centro de Construcción de Cardioestimuladores del Uruguay SA	Uruguay
Connemara Biomedical Holdings Teo.	Ireland
CPE 1, LLC	Delaware
Greatbatch LLC	Delaware
Greatbatch Ltd., d/b/a Greatbatch Medical	New York
Greatbatch Medical, S. de R.L. de C.V.	Mexico
Greatbatch Medical SA	Switzerland
Greatbatch MCSO, S. de R.L. de C.V.	Mexico
Greatbatch Netherlands B.V.	Netherlands
Integer EBDO SA	Switzerland
Integer Hydrophilic Technologies LLC	Delaware
Integer N2 Surface Technologies LLC	Delaware
Integer Precision Technologies, LLC	Delaware
Integer SMI Ltd.	Israel
Lake Region Manufacturing, Inc., d/b/a Lake Region Medical	Minnesota
Lake Region Medical Limited	Ireland
Lake Region Medical, Inc., d/b/a Lake Region Medical	Maryland
Lake Region Medical Holdings Limited	Ireland
Lake Region Medical Sdn. Bhd.	Malaysia
Lake (Shanghai) Medical Device Trading Co., Ltd.	China
Oscor Inc.	Florida
Oscor Caribe LLC	Florida
Oscor Europe GmbH	Germany
Precision Coating, S.R.L.	Costa Rica
Proxy Biomedical Ltd.	Ireland
Pulse Technologies, Inc.	Pennsylvania
Integer VSI Technologies, LLC	Delaware
Venusa de Mexico, S. de R.L. de C.V.	Mexico
Venusa, Ltd	New York

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-161159, 333-174559, 333-196320, 333-211609 and 333-256404 on Form S-8 of our reports dated February 23, 2026, relating to the financial statements of Integer Holdings Corporation (the "Company") and the effectiveness of the Company's internal control over financial reporting appearing in this Annual Report on Form 10-K for the year ended December 31, 2025.

/s/ Deloitte & Touche LLP

Williamsville, New York  
February 23, 2026

CERTIFICATION

I, Payman Khales, certify that:

1. I have reviewed this annual report on Form 10-K for the fiscal year ended December 31, 2025 of Integer Holdings Corporation;
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 the 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.
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 auditor 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.

Dated: February 23, 2026

/s/ Payman Khales

Payman Khales

President and Chief Executive Officer

(Principal Executive Officer)

CERTIFICATION

I, Diron Smith, certify that:

1. I have reviewed this annual report on Form 10-K for the fiscal year ended December 31, 2025 of Integer Holdings Corporation;
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 the 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.
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 auditor 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.

Dated: February 23, 2026

/s/ Diron Smith  
Diron Smith  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of Integer Holdings Corporation (the "Company"), does hereby certify, to such officer's knowledge, that:  
The Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the "Form 10-K") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 23, 2026

/s/ Payman Khales

Payman Khales

President and Chief Executive Officer

(Principal Executive Officer)

Dated: February 23, 2026

/s/ Diron Smith

Diron Smith

Executive Vice President and Chief Financial Officer

(Principal Financial Officer)