

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

FORM 10-Q

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

For the quarterly period ended June 30, 2026
or

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

For the transition period from _____ to _____

Commission file number: 001-39213

OneWater Marine Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

83-4330138

(IRS Employer Identification No.)

6275 Lanier Islands Parkway
Buford, Georgia

(Address of principal executive offices)

30518

(Zip code)

(Registrant's telephone number, including area code): (678) 541-6300

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Class A common stock, par value \$0.01 per share	ONEW	The Nasdaq Global Market

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

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

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

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

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

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

The registrant had 16,665,619 shares of Class A common stock, par value \$0.01 per share, and no shares of Class B common stock, par value \$0.01 per share, outstanding as of July 20, 2026.

ONEWATER MARINE INC.
FORM 10-Q
FOR THE QUARTER ENDED JUNE 30, 2026

TABLE OF CONTENTS

	Page
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	3
<u>PART I – FINANCIAL INFORMATION</u>	5
Item 1. <u>Condensed Consolidated Financial Statements (Unaudited)</u>	5
<u>Condensed Consolidated Balance Sheets as of June 30, 2026 and September 30, 2025</u>	5
<u>Condensed Consolidated Statements of Operations for the Three and Nine Months Ended June 30, 2026 and June 30, 2025</u>	6
<u>Condensed Consolidated Statements of Comprehensive Income (Loss) for the Three and Nine Months Ended June 30, 2026 and June 30, 2025</u>	7
<u>Condensed Consolidated Statements of Stockholders' Equity for the Three and Nine Months Ended June 30, 2026 and June 30, 2025</u>	8
<u>Condensed Consolidated Statements of Cash Flows for the Nine Months Ended June 30, 2026 and June 30, 2025</u>	10
<u>Notes to the Condensed Consolidated Financial Statements</u>	11
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	30
Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	48
Item 4. <u>Controls and Procedures</u>	49
<u>PART II – OTHER INFORMATION</u>	50
Item 1. <u>Legal Proceedings</u>	50
Item 1A. <u>Risk Factors</u>	50
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	50
Item 3. <u>Defaults Upon Senior Securities</u>	50
Item 4. <u>Mine Safety Disclosures</u>	50
Item 5. <u>Other Information</u>	50
Item 6. <u>Exhibits</u>	51

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The information in this Quarterly Report on Form 10-Q includes “forward-looking statements.” All statements, other than statements of historical fact included in this Quarterly Report on Form 10-Q, regarding our strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. When used in this Quarterly Report on Form 10-Q, the words “could,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “project” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain such identifying words. These forward-looking statements are based on our current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements described under the headings “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business” included in our Annual Report on Form 10-K for the year ended September 30, 2025, filed with the U.S. Securities and Exchange Commission (the “SEC”) on December 15, 2025, and under the headings “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Quarterly Report on Form 10-Q. These forward-looking statements are based on management’s current belief, based on currently available information, as to the outcome and timing of future events.

Forward-looking statements may include statements about:

- general economic conditions, including changes in employment levels, rates of inflation, consumer demand and preferences, consumer confidence levels, fuel prices, levels of discretionary income, and consumer spending patterns, and tariff, duty rates or other uncertainties with respect to trade policies;
- economic conditions in certain geographic regions in which we primarily generate our revenue;
- credit markets and the availability and cost of borrowed funds;
- our business strategy, including acquisitions and Dealership same-store growth;
- our ability to integrate acquisitions or conduct dispositions;
- competition;
- our ability to maintain our relationships with manufacturers, including meeting the requirements of our dealer agreements and receiving the benefits of certain manufacturer incentives;
- changes in industry seasonality and changes in demand for our products and our ability to maintain acceptable pricing for our products and services, including financing, insurance and extended service contracts;
- effects of an inflationary environment on the cost of the products we sell and personnel and other expenses that are incurred within our operations;
- our ability to finance working capital and capital expenditures;
- our operating cash flows, the availability of capital and our liquidity;
- our future revenue, Dealership same-store sales, income, financial condition, and operating performance;
- our ability to sustain and improve our utilization, revenue and margins;
- seasonality and inclement weather such as hurricanes, tornadoes, other severe storms, fire and floods, generally and in certain geographic regions in which we primarily generate our revenue;
- any potential tax savings we may realize as a result of our organizational structure; prior to the Final Redemption (as defined below);
- our future operating results and profitability; and
- plans, objectives, expectations and intentions contained in this Form 10-Q that are not historical.

We caution you that these forward-looking statements are subject to all of the risks and uncertainties, most of which are difficult to predict and many of which are beyond our control. Should one or more of the risks or uncertainties occur, or should underlying assumptions prove incorrect, our actual results and plans could differ materially from those expressed in any forward-looking statements. These risks include, but are not limited to:

- decline in demand for our products and services;
- the seasonality and volatility of the boat industry;
- general domestic and international political and regulatory conditions, including changes in tax, foreign, or fiscal policy;
- geopolitical tensions, including the Iran conflict;
- general economic conditions, including uncertainties regarding trade policies, such as the imposition of tariffs;
- environmental conditions and real or perceived environmental, human health and safety risks;
- our acquisition strategies and our ability to integrate additional marine retailers;
- effects of industry-wide supply chain challenges and our ability to manage our inventory;
- any global public health concerns, including, for example, our ability to safely operate our locations, access to inventory, and customer demand;
- our ability to retain key personnel and the effects of labor shortages;
- the inability to comply with the financial and other covenants and metrics in our credit facilities;
- cash flow and access to capital;
- the timing of development expenditures; and
- the other risks described under “Risk Factors” and discussed elsewhere in our Annual Report on Form 10-K for the year ended September 30, 2025 and discussed elsewhere in this Quarterly Report on Form 10-Q.

All forward-looking statements, expressed or implied, included in this Quarterly Report on Form 10-Q are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that we or persons acting on our behalf may issue.

Any forward-looking statement that we make in this Quarterly Report on Form 10-Q speaks only as of the date of such statement. Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q.

PART I – FINANCIAL INFORMATION
Item 1. Condensed Consolidated Financial Statements (Unaudited)

ONEWATER MARINE INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value and share data)
(Unaudited)

ASSETS	June 30, 2026	September 30, 2025
CURRENT ASSETS:		
Cash	\$ 68,705	\$ 52,166
Restricted cash	10,187	12,654
Accounts receivable, net	64,492	60,885
Inventories	485,527	539,793
Prepaid expenses and other current assets	46,192	53,715
Total current assets	675,103	719,213
Property and equipment, net	58,214	91,576
Operating lease right-of-use assets	115,592	128,988
Financing lease right-of-use assets	988	—
Other long-term assets	3,577	2,309
Deferred tax assets, net	69,651	72,587
Intangible assets, net	121,932	130,198
Goodwill	258,954	258,954
Total assets	\$ 1,304,011	\$ 1,403,825
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 37,061	\$ 43,758
Other payables and accrued expenses	35,900	41,429
Customer deposits	32,559	29,280
Notes payable – floor plan	404,659	419,682
Current portion of operating lease liabilities	16,757	16,615
Current portion of financing lease liabilities	101	—
Current portion of long-term debt, net	23,920	77,895
Current portion of tax receivable agreement liability	2,637	2,637
Total current liabilities	553,594	631,296
Other long-term liabilities	1,050	2,544
Tax receivable agreement liability	34,858	34,858
Long-term operating lease liabilities	103,381	115,977
Long-term financing lease liabilities	851	—
Long-term debt, net	324,226	334,197
Total liabilities	1,017,960	1,118,872
COMMITMENTS AND CONTINGENCIES (Note 15)		
STOCKHOLDERS' EQUITY		
Preferred stock, \$0.01 par value, 1,000,000 shares authorized, none issued and outstanding as of June 30, 2026 and September 30, 2025	—	—
Class A common stock, \$0.01 par value, 40,000,000 shares authorized, 16,619,658 and 16,373,991 shares issued and outstanding as of June 30, 2026 and September 30, 2025, respectively	166	164
Class B common stock, \$0.01 par value, 10,000,000 shares authorized, none issued and outstanding as of June 30, 2026 and September 30, 2025	—	—
Additional paid-in capital	248,291	240,478
Retained earnings	36,015	44,954
Accumulated other comprehensive income (loss)	1,579	(643)
Total stockholders' equity	286,051	284,953
Total liabilities and stockholders' equity	\$ 1,304,011	\$ 1,403,825

ONEWATER MARINE INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands except per share data)
(Unaudited)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2026	2025	2026	2025
Revenues:				
New boat	\$ 319,960	\$ 326,134	\$ 825,267	\$ 883,631
Pre-owned boat	121,058	125,941	285,840	272,467
Finance & insurance income	17,293	17,782	40,206	42,185
Service, parts & other	72,400	83,007	202,252	213,916
Total revenues	530,711	552,864	1,353,565	1,412,199
Cost of sales:				
New boat	262,826	274,184	681,366	744,522
Pre-owned boat	96,559	103,406	229,022	222,865
Service, parts & other	43,845	46,611	120,773	121,684
Total cost of sales	403,230	424,201	1,031,161	1,089,071
Selling, general and administrative expenses	87,243	92,138	254,254	258,989
Depreciation and amortization	4,075	5,593	12,659	16,426
Transaction costs	210	175	2,846	1,111
Change in fair value of contingent consideration	—	144	203	452
Restructuring and impairment	304	234	14,330	1,473
Income from operations	35,649	30,379	38,112	44,677
Other expense (income):				
Interest expense – floor plan	6,763	7,340	20,530	21,870
Interest expense – other	7,070	9,041	23,051	27,129
Other (income) expense, net	(150)	(224)	1,031	853
Total other expense, net	13,683	16,157	44,612	49,852
Net income (loss) before income tax expense (benefit)	21,966	14,222	(6,500)	(5,175)
Income tax expense	10,293	3,507	2,439	(1,903)
Net income (loss)	11,673	10,715	(8,939)	(3,272)
Net loss attributable to non-controlling interests of One Water Marine Holdings, LLC	—	—	—	1,648
Net income (loss) attributable to OneWater Marine Inc.	<u>\$ 11,673</u>	<u>\$ 10,715</u>	<u>\$ (8,939)</u>	<u>\$ (1,624)</u>
Net earnings (loss) per share of Class A common stock – basic	<u>\$ 0.70</u>	<u>\$ 0.66</u>	<u>\$ (0.54)</u>	<u>\$ (0.10)</u>
Net earnings (loss) per share of Class A common stock – diluted	<u>\$ 0.69</u>	<u>\$ 0.65</u>	<u>\$ (0.54)</u>	<u>\$ (0.10)</u>
Basic weighted-average shares of Class A common stock outstanding	16,618	16,313	16,588	15,700
Diluted weighted-average shares of Class A common stock outstanding	16,954	16,444	16,588	15,700

ONEWATER MARINE INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)
(Unaudited)

	For the Three Months Ended June 30,		For the Nine Months Ended June 30,	
	2026	2025	2026	2025
Net income (loss)	\$ 11,673	\$ 10,715	\$ (8,939)	\$ (3,272)
Other comprehensive income (loss):				
Foreign currency translation adjustment	1	(47)	18	(48)
Change in fair value of interest rate swaps, net of reclassification adjustment	1,284	(2,003)	2,928	1,510
Income tax (expense) benefit associated with other comprehensive income items	(318)	496	(724)	252
Comprehensive income (loss)	12,640	9,161	(6,717)	(1,558)
Net loss attributable to non-controlling interests of One Water Marine Holdings, LLC	—	—	—	1,648
Foreign currency translation adjustment attributable to non-controlling interest of One Water Marine Holdings, LLC	—	—	—	(2)
Change in fair value of interest rate swaps, net of reclassification adjustment attributable to non-controlling interest of One Water Marine Holdings, LLC	—	—	—	(574)
Income tax benefit associated with other comprehensive income items attributable to non-controlling interest of One Water Marine Holdings, LLC	—	—	—	87
Comprehensive income (loss) attributable to OneWater Marine Inc.	<u>\$ 12,640</u>	<u>\$ 9,161</u>	<u>\$ (6,717)</u>	<u>\$ (399)</u>

ONEWATER MARINE INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)

	<u>Class A Common Stock</u>		<u>Class B Common Stock</u>							
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Non- controlling Interest</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total Stockholders' Equity</u>	
Balance at September 30, 2025	16,374	\$ 164	—	\$ —	\$ 240,478	\$ 44,954	\$ —	\$ (643)	\$ 284,953	
Net loss	—	—	—	—	—	(7,711)	—	—	(7,711)	
Shares issued upon vesting of equity-based awards, net of tax withholding	192	2	—	—	(1,547)	—	—	—	(1,545)	
Equity-based compensation	—	—	—	—	2,136	—	—	—	2,136	
Currency translation adjustment	—	—	—	—	—	—	—	—	—	
Change in fair value of interest rate swaps, net of reclassification adjustment and \$0.1 million tax benefit	—	—	—	—	—	—	—	(340)	(340)	
Balance at December 31, 2025	16,566	\$ 166	—	\$ —	\$ 241,067	\$ 37,243	\$ —	\$ (983)	\$ 277,493	
Net loss	—	—	—	—	—	(12,901)	—	—	(12,901)	
Shares issued upon vesting of equity-based awards, net of tax withholding	4	—	—	—	(13)	—	—	—	(13)	
Shares issued as part of employee stock purchase plan	48	—	—	—	438	—	—	—	438	
Equity-based compensation	—	—	—	—	2,805	—	—	—	2,805	
Currency translation adjustment	—	—	—	—	—	—	—	17	17	
Change in fair value of interest rate swaps, net of reclassification adjustment and \$0.5 million tax expense	—	—	—	—	—	—	—	1,578	1,578	
Balance at March 31, 2026	16,618	\$ 166	—	\$ —	\$ 244,297	\$ 24,342	\$ —	\$ 612	\$ 269,417	
Net income	—	—	—	—	—	11,673	—	—	11,673	
Shares issued upon vesting of equity-based awards, net of tax withholding	2	—	—	—	(12)	—	—	—	(12)	
Equity-based compensation	—	—	—	—	4,006	—	—	—	4,006	
Currency translation adjustment	—	—	—	—	—	—	—	1	1	
Change in fair value of interest rate swaps, net of reclassification adjustment and \$0.3 million tax expense	—	—	—	—	—	—	—	966	966	
Balance at June 30, 2026	16,620	\$ 166	—	\$ —	\$ 248,291	\$ 36,015	\$ —	\$ 1,579	\$ 286,051	

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Retained Earnings	Non- controlling Interest	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balance at September 30, 2024	14,687	\$ 147	1,430	\$ 14	\$ 202,921	\$ 159,625	\$ 29,943	\$ (1,897)	\$ 390,753
Net loss	—	—	—	—	—	(11,971)	(1,641)	—	(13,612)
Shares issued upon vesting of equity-based awards, net of tax withholding	160	1	—	—	(1,824)	—	—	—	(1,823)
Equity-based compensation	—	—	—	—	2,170	—	—	—	2,170
Currency translation adjustment	—	—	—	—	—	—	2	18	20
Change in fair value of interest rate swaps, net of reclassification adjustment and \$1.2 million tax expense	—	—	—	—	—	—	537	5,573	6,110
Balance at December 31, 2024	14,847	\$ 148	1,430	\$ 14	\$ 203,267	\$ 147,654	\$ 28,841	\$ 3,694	\$ 383,618
Net loss	—	—	—	—	—	(368)	(7)	—	(375)
Distributions to members	—	—	—	—	—	—	(186)	—	(186)
Exchange of B shares for A shares	1,430	14	(1,430)	(14)	28,295	—	(28,598)	303	—
Establishment of liabilities under tax receivable agreement and related changes to deferred tax assets associated with increases in tax basis	—	—	—	—	(1,203)	—	—	—	(1,203)
Shares issued as part of employee stock purchase plan	36	1	—	—	534	—	—	—	535
Equity-based compensation	—	—	—	—	2,088	—	—	—	2,088
Currency translation adjustment	—	—	—	—	—	—	—	(21)	(21)
Change in fair value of interest rate swaps, net of reclassification adjustment and \$0.9 million tax benefit	—	—	—	—	—	—	(50)	(2,791)	(2,841)
Balance at March 31, 2025	16,313	\$ 163	—	\$ —	\$ 232,981	\$ 147,286	\$ —	\$ 1,185	\$ 381,615
Net income	—	—	—	—	—	10,715	—	—	10,715
Distributions to members	—	—	—	—	—	(6)	—	—	(6)
Equity-based compensation	—	—	—	—	2,459	—	—	—	2,459
Currency translation adjustment	—	—	—	—	—	—	—	(47)	(47)
Change in fair value of interest rate swaps, net of reclassification adjustment and \$0.5 million tax benefit	—	—	—	—	—	—	—	(1,507)	(1,507)
Balance at June 30, 2025	16,313	\$ 163	—	\$ —	\$ 235,440	\$ 157,995	\$ —	\$ (369)	\$ 393,229

ONEWATER MARINE INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

For the Nine Months Ended June 30	2026	2025
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (8,939)	\$ (3,272)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	13,795	18,509
Equity-based awards	8,947	6,717
Loss on asset disposals	224	248
Non-cash interest expense	2,924	3,393
Deferred income tax provision	2,210	(1,446)
Change in fair value of contingent consideration	203	452
Loss on disposal of a business	965	—
Restructuring and impairment	12,901	—
(Increase) decrease in assets:		
Accounts receivable	(12,876)	(3,373)
Inventories	34,701	71,810
Prepaid expenses and other current assets	7,589	24,924
Other assets	(882)	(1,052)
Increase (decrease) in liabilities:		
Accounts payable	(5,682)	346
Other payables and accrued expenses	(2,847)	(1,210)
Customer deposits	3,279	(34,226)
Net cash provided by operating activities	56,512	81,820
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment and construction in progress	(6,970)	(9,297)
Proceeds from disposal of property and equipment	44	373
Cash used for additions to intangible assets	(311)	(530)
Cash received in acquisitions	—	713
Proceeds from disposal of a business	48,735	—
Net cash provided by (used in) investing activities	41,498	(8,741)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net borrowings from floor plan	(15,023)	(7,610)
Proceeds from long-term debt	15,775	21,046
Payments on long-term debt	(80,907)	(27,064)
Payments of debt issuance costs	(2,528)	(935)
Payments of contingent consideration	—	(2,419)
Payments of tax withholdings for equity-based awards	(1,570)	(1,823)
Proceeds from issuance of Class A common stock as part of employee stock purchase plan	438	535
Distributions to members	—	(192)
Payments on financing lease obligations	(141)	—
Net cash used in financing activities	(83,956)	(18,462)
Effects of exchange rate changes on cash and restricted cash	18	(48)
Net change in cash and restricted cash	14,072	54,569
Cash and restricted cash at beginning of period	64,820	27,337
Cash and restricted cash at end of period	\$ 78,892	\$ 81,906

Supplemental cash flow disclosures:

Cash paid for interest	\$	40,593	\$	46,132
Cash paid (received) for income taxes and income tax refunds		110		(5,842)

Noncash items:

Purchase of property and equipment funded by long-term debt		807		219
Right-of-use assets obtained in exchange for new lease liabilities		2,586		6,023

OneWater Marine Inc. and Subsidiaries
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

1. Description of Company and Basis of Presentation

Description of the Business

OneWater Marine Inc. (“OneWater Inc”) was incorporated in Delaware on April 3, 2019 and was a wholly-owned subsidiary of One Water Marine Holdings, LLC (“OneWater LLC”). Pursuant to a reorganization on February 11, 2020 into a holding company structure for the purpose of facilitating an initial public offering (the “IPO”) and related transactions in order to carry on the business of OneWater LLC and its subsidiaries (together with OneWater Inc, the “Company”), OneWater Inc is the holding company and its sole material asset is the equity interest in OneWater LLC. OneWater LLC was organized as a limited liability company under the law of the State of Delaware in 2014 and is the parent company of One Water Assets & Operations, LLC (“OWAO”), and its subsidiaries.

The Company is one of the largest recreational marine retailers in the United States. The Company engages primarily in the retail sale, brokerage, and service of new and pre-owned boats, motors, trailers, the sale of marine parts and accessories, and offers slip and storage accommodations in certain locations. The Company also arranges related boat financing, insurance, and extended service contracts for customers with third-party lenders and insurance companies. As of June 30, 2026, the Company operates a total of 91 retail locations, 6 distribution centers/warehouses and multiple online marketplaces in 18 states, several of which are in the top twenty states for marine retail expenditures.

Operating results are generally subject to seasonal variations. Demand for products is generally highest during the third and fourth quarters of the fiscal year and, accordingly, revenues are generally expected to be higher during these periods. General economic conditions, including rising interest rates, tariff and duty rates as well as other uncertainties with respect to trade policies, and consumer spending patterns, can negatively impact the Company’s operating results. Unfavorable local, regional, national, or global economic developments, global public health concerns, or uncertainties could reduce consumer spending and adversely affect the Company’s business. Consumer spending on discretionary goods may also decline as a result of lower consumer confidence levels, even if prevailing economic conditions are otherwise favorable. The imposition of tariffs on foreign goods and services, as well as any retaliatory tariffs on U.S. goods and services, could increase the price of supplies and materials we rely on to conduct our business, and, thus, negatively impact our operating results. Economic conditions in areas in which the Company operates, particularly in the Southeast, can have a major impact on the Company’s overall results of operations. Local influences such as corporate downsizing, inclement weather such as hurricanes, tornadoes and other storms, environmental conditions, and other events have and could adversely affect the Company’s operations in certain markets and in certain periods. Any extended period of adverse economic conditions or low consumer confidence is likely to have a negative effect on the Company’s business.

Sales of new boats from the Company’s top ten brands represent approximately 42.7% and 42.4% of total revenues for the nine months ended June 30, 2026 and 2025, respectively, making them major suppliers of the Company. Malibu Boats, Inc., including its brands Malibu, Axis, Cobalt, Pursuit, Maverick, Hewes, Cobia and Pathfinder accounted for 12.9% and 13.1% of our total revenues for the nine months ended June 30, 2026 and 2025, respectively. As is typical in the industry, the Company contracts with most manufacturers under renewable annual dealer agreements, each of which provides the right to sell various makes and models of boats within a given geographic region. Any change or termination of these agreements, for any reason, or changes in competitive, regulatory, or marketing practices, including rebate or incentive programs, could adversely affect results of operations. Pre-owned boats are usually trade-ins from retail customers who are purchasing a boat from the Company.

Principles of Consolidation

As the sole managing member of OneWater LLC, OneWater Inc operates and controls all of the businesses and affairs of OneWater LLC. Through OneWater LLC and its wholly-owned subsidiaries, whether directly or indirectly, OneWater Inc conducts its business. As a result, OneWater Inc consolidates the financial results of OneWater LLC and its subsidiaries and, prior to the redemption of all outstanding OneWater LLC units and cancellation of the shares of Class B common stock of OneWater Inc which was completed during the nine months ended June 30, 2025 (the “Final Redemption”), historically reported non-controlling interests related to the portion of units of OneWater LLC (the “OneWater LLC Units”) not owned by OneWater Inc, which reduced net income (loss) attributable to OneWater Inc’s Class A stockholders. As of June 30, 2026, OneWater Inc owned 100% of the economic interest of OneWater LLC and, accordingly, no longer reports any non-controlling interest related to OneWater LLC Units.

Basis of Financial Statement Preparation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial statements, which do not include all the information and notes required by such accounting principles for annual financial statements. The unaudited condensed consolidated financial statements should be read in conjunction with OneWater Inc’s Annual Report on Form 10-K for the year ended September 30, 2025. All adjustments, consisting of only normal recurring adjustments considered by management to be necessary for fair presentation, have been reflected in these unaudited condensed consolidated financial statements.

All intercompany transactions have been eliminated in consolidation. The Company operates on a fiscal year basis with the first day of the fiscal year being October 1, and the last day of the fiscal year ending on September 30.

2. Summary of Significant Accounting Policies

Cash

At times the amount of cash on deposit may exceed the federally insured limit of the bank. Deposit accounts at each of the institutions are insured up to \$250,000 by the Federal Deposit Insurance Corporation (FDIC). At June 30, 2026 and September 30, 2025, the Company exceeded FDIC limits at various institutions. The Company has not experienced any losses in such accounts and believes there is little to no exposure to any significant credit risk. Total cash and restricted cash shown in the unaudited condensed consolidated statements of cash flows is comprised of the amounts reported in cash and restricted cash on the unaudited condensed consolidated balance sheets.

Restricted Cash

Restricted cash relates to amounts collected for brokerage sales, in certain states, which are held in escrow on behalf of the respective buyers and sellers for future purchases of boats.

Inventories

Inventories are stated at the lower of cost or net realizable value. The cost of inventories consist of amounts paid to acquire the inventory, net of vendor consideration received and purchase discounts, and varying by inventory type, may include the cost of reconditioning, equipment addition, transportation, material, labor and manufacturing overhead. The cost of the new and pre-owned boat inventory is determined using the specific identification method. In assessing lower of cost or net realizable value, the Company considers the aging of the boats, historical sales of a brand and current market conditions. The cost of acquired, manufactured and assembled parts and accessories is determined using methods which vary by subsidiary and include the average cost method and first-in, first-out ("FIFO").

Goodwill and Other Identifiable Intangible Assets

Goodwill is an asset representing operational synergies and future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Other identifiable intangible assets primarily consist of trade names related to the acquisitions the Company has completed. The Company has determined that trade names have an indefinite life, as there are no economic, contractual or other factors that limit their useful lives and they are expected to generate value as long as the trade name is utilized by the Company, and therefore, are not subject to amortization. Goodwill and indefinite-lived intangible assets are accounted for in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 350, "Intangibles – Goodwill and Other" ("ASC 350"), which provides that the excess of cost over the fair value of the net assets of businesses acquired, including other identifiable intangible assets, is recorded as goodwill.

In accordance with ASC 350, Goodwill and indefinite-lived intangible assets are tested for impairment at least annually, or more frequently when events or circumstances indicate that impairment might have occurred. ASC 350 also states for annual impairment tests that if an entity determines, based on an assessment of certain qualitative factors, that it is more likely than not that the fair value of a reporting unit or indefinite-lived intangible asset is greater than its carrying amount, then a quantitative impairment test is unnecessary. The Company performs its annual test in the fiscal fourth quarter.

Sales Tax

The Company collects sales tax on all of the Company's sales to nonexempt customers and remits the entire amount to the states that imposed the sales tax. The Company's accounting policy is to exclude the tax collected and remitted to the states from revenues and cost of sales.

Revenue Recognition

Revenue is recognized from the sale of products and commissions earned on new and pre-owned boats (including used, brokerage, consignment and wholesale) when ownership is transferred to the customer, which is generally upon acceptance or delivery to the customer. At the time of acceptance or delivery, the customer is able to direct the use, and obtain substantially all of the benefits. We are the principal with respect to revenue from new, pre-owned and consignment sales and such revenue is recorded at the gross sales price. With respect to brokerage transactions, we are acting as an agent in the transaction, therefore the fee or commission is recorded on a net basis.

Revenue from parts and accessories sold directly to a customer (not on a repair order) is recognized when control of the item is transferred to the customer, which is typically upon shipment. Revenue from parts and service operations (boat maintenance and repairs) is recorded over time as services are performed. Satisfaction of this performance obligation creates an asset with no alternative use for which an enforceable right to payment for performance to date exists within our contractual agreements. Each boat maintenance and repair service is a single performance obligation that includes both the parts and labor associated with the service. Payment for boat maintenance and repairs is typically due upon the completion of the service, which is generally completed within a period of one year or less from contract inception. The Company recorded contract assets in prepaid expenses and other current assets of \$4.3 million and \$4.6 million as of June 30, 2026 and September 30, 2025, respectively.

Certain parts and service transactions require the Company to perform shipping and handling activities after the transfer of control to the customer (e.g., when control transfers prior to delivery). They are considered fulfillment activities and are included in selling, general and administrative expenses.

Revenue from storage and marina operations is recognized on a straight-line basis over the term of the contract as services are completed. Revenue from arranging financing, insurance and extended warranty contracts to customers through various third-party financial institutions and insurance companies is recognized when the related boats are sold. We do not directly finance our customers' boat, motor or trailer purchases. We are acting as an agent in the transaction, therefore the commissions are recorded on a net basis. Subject to our agreements and in the event of early cancellation, prepayment or default of such loans or insurance contracts by the customer, we may be assessed a chargeback for a portion of the commission paid by the third-party financial institutions and insurance companies. We reserve for these chargebacks based on our historical experience with repayments or defaults. Chargebacks were not material to the unaudited condensed consolidated financial statements for the three and nine months ended June 30, 2026 and 2025.

Contract liabilities consist of deferred revenues from marina and storage operations and customer deposits and are classified in customer deposits in the Company's unaudited condensed consolidated balance sheets. Deposits received from customers are recorded as a liability until the related sales orders have been fulfilled by us and control of the vessel is transferred to the customer or the related service is provided. The activity in customer deposits for the three and nine months ended June 30, 2026 and 2025 is as follows:

(\$ in thousands)	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025
Beginning contract liability	\$ 38,406	\$ 49,667
Revenue recognized from contract liabilities included in the beginning balance	(30,998)	(34,891)
Increases due to cash received, net of amounts recognized in revenue during the period	25,151	19,140
Ending contract liability	<u>\$ 32,559</u>	<u>\$ 33,916</u>

(\$ in thousands)	Nine Months Ended June 30, 2026	Nine Months Ended June 30, 2025
Beginning contract liability	\$ 29,280	\$ 63,955
Revenue recognized from contract liabilities included in the beginning balance	(28,236)	(57,896)
Increases due to cash received, net of amounts recognized in revenue during the period	31,515	27,857
Ending contract liability	<u>\$ 32,559</u>	<u>\$ 33,916</u>

The following table sets forth percentages on the timing of revenue recognition for the three and nine months ended June 30, 2026 and 2025:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2026	2025	2026	2025
Goods and services transferred at a point in time	93.7%	94.1%	93.5%	93.9%
Goods and services transferred over time	6.3%	5.9%	6.5%	6.1%
Total revenue	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

Income Taxes

OneWater Inc is a corporation and as a result, is subject to U.S. federal, state and local income taxes. We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events included in the consolidated financial statements. Under this method, we determine deferred tax assets and liabilities on the basis of the differences between the book value and tax bases of assets and liabilities by using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period in which the enactment date occurs. We recognize deferred tax assets to the extent we believe these assets are more-likely-than-not to be realized. In making such a determination, we consider all available positive and negative evidence,

including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies and recent results of operations.

OneWater LLC is treated as a partnership for U.S. federal income tax purposes and therefore does not pay U.S. federal income tax on its taxable income. Instead, the OneWater LLC members are liable for U.S. federal income tax on their respective shares of the Company's taxable income reported on the members' U.S. federal income tax returns.

When there are situations with uncertainty as to the timing of the deduction, the amount of the deduction, or the validity of the deduction, the Company adjusts the financial statements to reflect only those tax positions that are more-likely-than-not to be sustained. Positions that meet this criterion are measured using the largest benefit that is more than 50% likely to be realized. Interest and penalties related to income taxes are included in the benefit (provision) for income taxes in the consolidated statements of operations.

Vendor Consideration Received

Consideration received from vendors is accounted for in accordance with FASB Accounting Standards Codification 330, "Inventory" ("ASC 330"). Pursuant to ASC 330, manufacturer incentives based upon cumulative volume of sales and purchases are recorded as a reduction of inventory cost and related cost of sales when the amounts are probable and reasonably estimable.

Derivative and Hedging Instruments

The Company utilizes derivative financial instruments to manage its interest rate risk. The types of risks hedged are those relating to the variability of cash flows caused by fluctuations in interest rates. The Company documents the management strategy and assesses hedge effectiveness at inception and throughout the term of the hedging relationship. Derivatives are reported at fair value on the accompanying unaudited condensed consolidated balance sheets.

The changes in fair value on the hedges is reported as a component of accumulated other comprehensive income (loss) on the accompanying unaudited condensed consolidated balance sheets, and reclassified to either interest expense – floor plan or interest expense – other in the accompanying unaudited condensed consolidated statements of operations based on the nature of the hedged transaction in the period during which the hedged transaction affects earnings. Cash flows from hedging instruments, including cash receipts and payments, are classified on the unaudited condensed consolidated statements of cash flows in the same category as the cash flows resulting from the item being hedged.

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, disclosures of contingent assets and liabilities as of the date of the financial statements, and the reported amounts of revenues and expenses during the periods presented. Actual results could differ materially from these estimates. Estimates and assumptions are reviewed periodically, and the effects of any revisions are reflected in the consolidated financial statements in the period they are determined to be necessary. Significant estimates made in the accompanying unaudited condensed consolidated financial statements include, but are not limited to, those relating to inventory mark downs, certain assumptions related to intangible and long-lived assets and valuation of contingent consideration.

Segment Information

We report our operations through two reportable segments, which are organized based on the types of service and product provided: Dealership and Distribution. The Dealership segment engages in the sale of new and pre-owned boats, arranges financing and insurance products, performs repairs and maintenance services, offers marine related parts and accessories and offers slip and storage accommodations in certain locations. The Distribution segment engages in the manufacturing, assembly and distribution primarily of marine related products to distributors, big box retailers and online retailers through a network of warehouse and distribution centers. Each reporting segment has discrete financial information and is regularly reviewed by the Company's chief operating decision maker ("CODM") to assess performance and allocate resources. The Company has identified its Executive Chairman as its CODM.

3. New Accounting Pronouncements

In December 2023, the FASB issued Accounting Standards Update ("ASU") 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures", which is intended to improve the transparency, effectiveness and comparability of income tax disclosures by requiring greater disaggregation of information and additional disclosures. The pronouncement is effective for a public company's annual reporting periods beginning after December 15, 2024. The Company is currently evaluating the impact that this standard will have on the consolidated financial statements. The Company plans to adopt the pronouncement in the annual report for fiscal year 2026.

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", which is intended to improve financial reporting by requiring disclosure of additional information about specific expense categories in the notes to the financial statements. The pronouncement is effective for a public company's annual reporting periods beginning after December 15, 2026, and interim periods within annual reporting periods beginning after December 15, 2027. The Company is currently evaluating the impact that this standard will have on the consolidated financial statements. The Company plans to adopt the pronouncement beginning in the annual report for fiscal year 2028 and in interim reports during fiscal year 2029.

In July 2025, the FASB issued ASU 2025-05, "Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets", which is intended to address challenges encountered when applying the guidance in Topic 326 by introducing a practical expedient for estimating expected credit losses on current accounts receivable and contract assets. The pronouncement is effective for a public company's annual reporting periods beginning after December 15, 2025, and interim periods within those annual reporting periods. The Company is currently evaluating the impact that this standard will have on the consolidated financial statements. The Company plans to adopt the pronouncement in fiscal year 2027.

In September 2025, the FASB issued ASU 2025-06, "Intangibles — Goodwill and Other — Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software", which is intended to modernize internal-use software accounting by removing all references to software development stages and requires capitalization of software costs when management has committed to the software project and it is probable that the software will be completed and perform its intended use. The pronouncement is effective for a public company's annual reporting periods beginning after December 15, 2027, and interim periods within those annual reporting periods. The Company is currently evaluating the impact that this standard will have on the consolidated financial statements. The Company plans to adopt the pronouncement in fiscal year 2029.

In November 2025, the FASB issued ASU 2025-09, "Derivatives and Hedging (Topic 815): Hedge Accounting Improvements", which is intended to simplify hedge accounting by introducing five targeted improvements to better align hedge accounting with entities' risk management activities. The pronouncement is effective for a public company's annual reporting periods beginning after December 15, 2026, and interim periods within those annual reporting periods. The Company is currently evaluating the impact that this standard will have on the consolidated financial statements. The Company plans to adopt the pronouncement in fiscal year 2028.

Other than as noted above, there are no new accounting pronouncements that are expected to have a material effect on our consolidated financial statements.

4. Dispositions

On February 2, 2026, the Company completed the sale of its equity interests in Ocean Bio-Chem Holdings, Inc. ("OBCI") to a third party as part of an arm's length transaction. The Company has no continuing involvement with the third party or OBCI. The disposition was reported in our Distribution reporting segment through the date of the sale. The sale resulted in a pre-tax loss of \$1.0 million recorded in other expense (income), net in the unaudited condensed consolidated statement of operations.

5. Accounts Receivable

Accounts receivable primarily consists of trade accounts receivable, contracts in transit and manufacturer receivables. Trade receivables include amounts due from customers on the sale of boats, parts, service, and storage. Contracts in transit represent anticipated funding from the loan agreement customers execute at the dealership when they purchase their new or pre-owned boat. These finance contracts are typically funded within 30 days. Amounts due from manufacturers represent receivables for various manufacturer incentive programs and parts and service work performed pursuant to the manufacturers' warranties.

The allowance for credit losses is estimated based on past collection experience, current conditions and reasonable and supportable forecasts. The activity for charges and subsequent recoveries is immaterial.

Accounts receivable consisted of the following:

(\$ in thousands)	June 30, 2026	September 30, 2025
Contracts in transit	\$ 32,657	\$ 17,942
Trade accounts receivable	14,953	29,642
Manufacturer receivable	14,942	10,903
Income tax receivable	2,612	2,950
Total accounts receivable	65,164	61,437
Less — allowance for credit losses	(672)	(552)
Total accounts receivable, net	\$ 64,492	\$ 60,885

6. Inventories

Inventories consisted of the following:

(\$ in thousands)	June 30, 2026	September 30, 2025
New vessels	\$ 362,131	\$ 395,300
Pre-owned vessels	73,208	74,535
Parts and accessories, work in process	50,188	69,958
Total inventories	<u>\$ 485,527</u>	<u>\$ 539,793</u>

7. Goodwill and Intangible Assets

Our acquisitions have resulted in the recording of goodwill and other identifiable intangible assets. Goodwill is an asset representing operational synergies and future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Intangible assets consist of internally developed software, domain names and trade names that are related to the acquisitions the Company has completed. The changes in goodwill and intangible assets are as follows:

(\$ in thousands)	Goodwill	Trade Names	Domain Names	Internally Developed Software	Total Intangible Assets, net
	Unamortized	Unamortized	Amortized	Amortized	
Net balance as of September 30, 2025	\$ 258,954	\$ 126,008	\$ 1,014	\$ 3,176	\$ 130,198
Acquisitions and additions during the nine months ended June 30, 2026	—	—	—	311	311
Impairment recorded during the nine months ended June 30, 2026	—	(5,800)	—	—	(5,800)
Accumulated amortization for the nine months ended June 30, 2026	—	—	(435)	(1,242)	(1,677)
Disposals as part of sales during the nine months ended June 30, 2026	—	(1,100)	—	—	(1,100)
Net balance as of June 30, 2026	<u>\$ 258,954</u>	<u>\$ 119,108</u>	<u>\$ 579</u>	<u>\$ 2,245</u>	<u>\$ 121,932</u>

During the nine months ended June 30, 2026, the Company revised the estimates used in determining the fair value of certain trade names to reflect changes in branding arising from an internal realignment at certain locations. As a result, the Company recorded an impairment loss of \$5.8 million in the Dealership reporting segment in order to adjust the carrying value to estimated fair value. To determine the fair value of the indefinite-lived intangible assets, the Company uses a relief from royalty method for trade names. The financial projections used in the relief from royalty method reflected management's assumptions regarding revenue growth rates, economic and market trends, royalty rates, discount rates, and other expectations about the anticipated short-term and long-term operating results. The impairment loss is recorded in restructuring and impairment in the unaudited condensed consolidated statements of operations.

Amortization expense was \$0.6 million and \$2.1 million for the three months ended June 30, 2026 and 2025, respectively, which includes amortization expense of \$0.4 million for each of the three months ended June 30, 2026 and 2025 for internally developed software. Amortization expense was \$1.7 million and \$6.4 million for the nine months ended June 30, 2026 and 2025, respectively, which includes amortization expense of \$1.2 million and \$1.0 million for the nine months ended June 30, 2026 and 2025, respectively, for internally developed software. Amortization expense is recorded in depreciation and amortization in the unaudited condensed consolidated statements of operations. For internally developed software acquisitions and additions during the nine months ended June 30, 2026, the weighted average useful life is 1.8 years.

The following table summarizes the expected amortization expense for the fiscal years 2026 through 2030 and thereafter (\$ in thousands):

2026 (excluding the nine months ended June 30, 2026)	\$ 570
2027	2,051
2028	96
2029	95
2030	12
	<u>\$ 2,824</u>

As of June 30, 2026 and September 30, 2025, the carrying value of goodwill totaled \$259.0 million, all of which was related to our Dealership reporting segment.

8. Notes Payable — Floor Plan

The Company maintains an ongoing wholesale marine products inventory financing program with a syndicate of banks. The program is administered by Wells Fargo Commercial Distribution Finance, LLC (“Wells Fargo”) as set forth in the Eighth Amended and Restated Inventory Financing Agreement entered into by the Company and certain of its subsidiaries with Wells Fargo and the other financial institutions party thereto on November 14, 2023 (as amended from time to time, the “Inventory Financing Facility”). On November 17, 2025, the Company entered into the Third Amendment to Eighth Amended and Restated Inventory Financing Agreement, Omnibus Amendment to Collateralized Guarantees, and First Amendment to Consent Agreement (the “Third Amendment”) to, among other things, (i) modify certain definitions, terms and conditions, (ii) adjust the maximum funded debt to EBITDA ratio, (iii) adjust the minimum fixed charge coverage ratio, (iv) adjust the minimum liquidity measure, (v) permit certain consignment agreements entered into in the normal course of business, (vi) modify the termination date of the Third Amendment to be March 1, 2027, and (vii) adjust the maximum borrowing capacity to \$497.1 million and permit an additional \$38.7 million in availability for overtrade capacity. The Inventory Financing Facility expires on March 1, 2027. The outstanding balance of the facility was \$404.7 million and \$419.7 million, as of June 30, 2026 and September 30, 2025, respectively.

Interest on new boats and rental units is calculated using the Adjusted 30-Day Average SOFR (as defined in the Inventory Financing Facility) (“SOFR”) plus an applicable margin of 2.75% to 5.00% depending on the age of the inventory. Interest on pre-owned boats is calculated at the new boat rate plus 0.25%. Wells Fargo will finance 100.0% of the vendor invoice price for new boats, engines, and trailers. As of June 30, 2026, the interest rate on the Inventory Financing Facility ranged from 6.50% to 8.75% for new inventory and 6.75% to 9.00% for pre-owned inventory. As of September 30, 2025, the interest rate on the Inventory Financing Facility ranged from 7.17% to 9.42% for new inventory and 7.42% to 9.67% for pre-owned inventory. Borrowing capacity available at June 30, 2026 and September 30, 2025 was \$92.4 million and \$175.3 million, respectively.

The Inventory Financing Facility has certain financial and non-financial covenants as specified in the agreement. The financial covenants include requirements to comply with a maximum funded debt to EBITDA ratio, a minimum fixed charge coverage ratio and a minimum liquidity measure (as defined in the Inventory Financing Facility). In addition, certain non-financial covenants could restrict the Company’s ability to sell assets (excluding inventory in the normal course of business), engage in certain mergers and acquisitions, incur additional debt and pay cash dividends or distributions, among others. The Company was in compliance with all covenants for the reporting period ended June 30, 2026.

The collateral for the Inventory Financing Facility consists primarily of our inventory that is financed through the Inventory Financing Facility and related assets, including accounts receivable, bank accounts and proceeds of the foregoing, and excludes the collateral that underlies the term note payable to Truist Bank.

9. Long-term Debt and Line of Credit

On August 9, 2022, the Company and certain of its subsidiaries entered into the Amended and Restated Credit Agreement (the “A&R Credit Facility”) with Truist Bank. The A&R Credit Facility provides for a \$65.0 million revolving credit facility (the “A&R Revolving Facility”) that may be used for revolving credit loans (including up to \$5.0 million in swingline loans and up to \$5.0 million in letters of credit) and a \$445.0 million term loan (the “A&R Term Loan”). Subject to certain conditions, the available amount under the revolving credit facility and term loans may be increased by \$125.0 million in the aggregate. The A&R Credit Facility bears interest at a rate that is equal to Term SOFR plus an applicable margin ranging from 1.75% to 3.50% based on certain consolidated leverage ratio measures. On November 17, 2025, the Company entered into Amendment No. 7 to Amended and Restated Credit Agreement and Amendment to Pledge and Security Agreement with Truist Bank to, among other things, (i) modify certain definitions, terms and conditions, (ii) modify the maturity date to be July 31, 2027, and in connection therewith, the repayment schedule, including certain adjustments to applicable interest rates, (iii) adjust the minimum fixed charge coverage ratio, (iv) adjust the maximum leverage ratio measures, and (v) adjust the minimum liquidity measure. The A&R Revolving Facility matures on July 31, 2027. The A&R Term Loan is repayable in installments beginning December 31, 2022, with the remainder due on July 31, 2027. The maturity date of the A&R Credit Facility is within one year of the date that these financial statements are issued. The Company is in the process of amending the A&R Credit Facility and expects to modify the maturity date and extend the repayment schedule prior to the filing of the Company’s Annual Report on Form 10-K for the fiscal year ending September 30, 2026.

The A&R Credit Facility is collateralized by certain real and personal property (including certain capital stock) of the Company and its subsidiaries. The collateral does not include inventory and certain other assets of the Company’s subsidiaries financed under the Inventory Financing Facility. The A&R Credit Facility is subject to certain financial covenants related to the maintenance of a minimum fixed charge coverage ratio, a maximum consolidated leverage ratio and a minimum liquidity measure. The A&R Credit Facility also contains non-financial covenants and restrictive provisions that, among other things, limit the ability of the Company to incur additional debt, transfer or dispose of all of its assets, make certain investments, loans or payments and engage in certain transactions with affiliates. The Company was in compliance with all covenants for the reporting period ended June 30, 2026.

Long-term debt consisted of the following at:

(\$ in thousands except monthly payment amounts)	June 30, 2026	September 30, 2025
Term note payable to Truist Bank, secured and bearing interest at 7.23% at June 30, 2026 and 7.25% at September 30, 2025. The note requires quarterly principal payments commencing on December 31, 2022 and maturing with a full repayment on July 31, 2027	\$ 292,858	\$ 367,125
Revolving note payable for an amount up to \$65.0 million to Truist Bank, secured and bearing interest at 7.16% at June 30, 2026 and 7.56% at September 30, 2025. The note requires full repayment on July 31, 2027	57,029	47,229
Notes payable to commercial vehicle lenders secured by the value of the vehicles bearing interest at rates ranging from 0.0% to 10.8% per annum. The notes require monthly installment payments of principal and interest ranging from \$200 to \$1,700 through May 2032	1,691	1,549
Total debt outstanding	351,578	415,903
Less current portion (net of current debt issuance costs)	(23,920)	(77,895)
Less unamortized portion of debt issuance costs	(3,432)	(3,811)
Long-term debt, net of current portion and unamortized debt issuance costs	\$ 324,226	\$ 334,197

As of June 30, 2026 and September 30, 2025, the Company had \$3.5 million and \$2.8 million, respectively, in letters of credit outstanding under the A&R Revolving Facility.

10. Derivative and Hedging Instruments

The Company is subject to interest rate risk as a result of required interest payments of the Inventory Financing Facility and A&R Credit Facility. The Company has two interest rate swap agreements which are designed to provide a hedge against changes in variable rate cash flows regarding fluctuations in the SOFR and Term SOFR rates which are used in calculating interest payments. The following table provides information on the attributes of each swap as of June 30, 2026:

Inception Date	Hedged Rate	Notional Value at Inception (in thousands)	Maturity Date
September 2024	SOFR	\$ 200,000	September 2027
September 2024	Term SOFR	\$ 200,000	September 2027

The fair value of the cash flow swaps is calculated using an income approach. The income approach involves using the quoted price for economically equivalent inputs or valuation methodologies, assumptions and inputs, which in the case of projected future cash flows, discount such cash flows to a single net present value amount. The following table provides information regarding the fair value of the interest rate swap agreements and the impact on the unaudited condensed consolidated balance sheets at (\$ in thousands):

Balance Sheet Location	June 30, 2026	September 30, 2025
Prepaid expenses and other current assets	\$ 1,630	\$ 532
Other long-term assets	385	—
Other long-term liabilities	—	(1,448)
Net asset (liability)	\$ 2,015	\$ (916)

The interest rate swaps qualify for cash flow hedge accounting treatment. The interest rate swaps are marked to market each reporting date and any unrealized gains or losses, and the related income tax effects, are included in accumulated other comprehensive income (loss) and reclassified into earnings in the same period during which the hedged transactions affect earnings.

Information about the effect of the interest swap agreements in the accompanying unaudited condensed consolidated statements of operations and unaudited condensed consolidated statements of comprehensive income (loss) for the three months ended June 30, 2026 and 2025, is as follows (\$ in thousands):

For the three months ended June 30,	Gain or (Loss) Recognized in Accumulated Other Comprehensive Income (Loss) (effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) to Earnings	Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) to Earnings
2026	\$ 1,440	Interest expense – other and Interest expense – floor plan	\$ 156
2025	\$ (1,188)	Interest expense – other and Interest expense – floor plan	\$ 814
Location and Amount of Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) to Earnings			
For the three months ended June 30,		Interest expense – other	Interest expense – floor plan
2026		\$ 105	\$ 51
2025		\$ 408	\$ 406

Information about the effect of the interest swap agreements in the accompanying unaudited condensed consolidated statements of operations and unaudited condensed consolidated statements of comprehensive income (loss) for the nine months ended June 30, 2026 and 2025, is as follows (\$ in thousands):

For the nine months ended June 30,	Gain or (Loss) Recognized in Accumulated Other Comprehensive Income (Loss) (effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) to Earnings	Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) to Earnings
2026	\$ 3,865	Interest expense – other and Interest expense – floor plan	\$ 937
2025	\$ 4,463	Interest expense – other and Interest expense – floor plan	\$ 2,952
Location and Amount of Gain or (Loss) Reclassified from Accumulated Other Comprehensive Income (Loss) to Earnings			
For the nine months ended June 30,		Interest expense – other	Interest expense – floor plan
2026		\$ 456	\$ 481
2025		\$ 1,395	\$ 1,557

As of June 30, 2026, the amount expected to be reclassified out of accumulated other comprehensive income (loss) into earnings during the next 12 months is a gain of \$1.7 million. The ultimate amount recognized will vary based on fluctuations of interest rates through the maturity dates.

11. Stockholders' Equity

Equity-Based Compensation

We maintain the OneWater Marine Inc. Omnibus Incentive Plan (the "LTIP") to incentivize individuals providing services to OneWater Inc and its subsidiaries and affiliates. The LTIP provides for the grant, from time to time, at the discretion of the board of directors of OneWater Marine Inc. (the "Board") or a committee thereof, of (1) stock options, (2) stock appreciation rights, (3) restricted stock, (4) restricted stock units, (5) stock awards, (6) dividend equivalents, (7) other stock-based awards, (8) cash awards, (9) substitute awards and (10) performance awards. The total number of shares reserved for issuance under the LTIP that may be issued pursuant to incentive stock options (which generally are stock options that meet the requirements of Section 422 of the Code) is 1,661,966. The LTIP is and will continue to be administered by the Board, except to the extent the Board elects a committee of directors to administer the LTIP. Class A common stock subject to an award that expires or is cancelled, forfeited, exchanged, settled in cash or otherwise terminated without delivery of shares (including forfeiture of restricted stock awards) and shares withheld to pay the exercise price of, or to satisfy the withholding obligations with respect to, an award will again be available for delivery pursuant to other awards under the LTIP.

During the nine months ended June 30, 2026, the Board approved the grant of 384,472 performance-based restricted stock units, which represents 100% of the target award. Performance-based restricted stock units provide an opportunity for the recipient to receive a number of shares of our common stock based on our performance goals. A performance-based restricted stock unit equals one share of common stock of the Company. The performance-based restricted stock units vest in three equal annual installments commencing on October 1, 2026, subject to continuing employment. As of June 30, 2026, the Company estimated achievement of the performance targets at 135%.

During the nine months ended June 30, 2026, the Board approved the grant of 433,157 time-based restricted stock units. Of this amount, 61,343 restricted stock units fully vest on October 1, 2026 and the remaining 371,814 restricted stock units vest in three equal annual installments commencing on October 1, 2026.

Compensation cost for time-based restricted stock units is based on the closing price of our common stock on the date immediately preceding the grant and is recognized on a graded basis over the applicable vesting periods. Compensation cost for performance share units is based on the closing price of our common stock on the date immediately preceding the grant and the ultimate performance level achieved and is recognized on a graded basis over the applicable vesting period. The Company recognized \$3.9 million and \$2.3 million of compensation expense for the three months ended June 30, 2026 and 2025, respectively, which includes \$2.4 million and \$1.2 million of compensation expense for the three months ended June 30, 2026 and 2025, respectively, for performance-based units. The Company recognized \$8.7 million and \$6.3 million of compensation expense for the nine months ended June 30, 2026 and 2025, respectively, which includes \$4.2 million and \$2.7 million of compensation expense for the nine months ended June 30, 2026 and 2025, respectively, for performance-based units.

The following table further summarizes activity related to restricted stock units for the nine months ended June 30, 2026:

	Restricted Stock Unit Awards	
	Number of Shares	Weighted Average Grant Date Fair Value
Unvested at September 30, 2025	657,818	\$ 25.29
Awarded	817,629	15.82
Vested	(310,005)	25.12
Forfeited	(14,228)	19.30
Unvested at June 30, 2026	1,151,214	\$ 18.69

As of June 30, 2026, the total unrecognized compensation expense related to outstanding equity awards was \$9.6 million, which the Company expects to recognize over a weighted-average period of 1.3 years.

We issue shares of our Class A common stock upon the vesting of performance-based restricted stock units and time-based restricted stock units. These shares are issued from our authorized and not outstanding common stock. In addition, in connection with the vesting of restricted stock units, we repurchase a portion of shares equal to the amount of employee income tax withholding. We recognize forfeitures of performance-based restricted stock units and time-based restricted stock units as the forfeitures occur.

Net Earnings (Loss) Per Share

Basic and diluted net earnings (loss) per share of Class A common stock is computed by dividing net income (loss) attributable to OneWater Inc by the weighted-average number of shares of Class A common stock outstanding during the period. Diluted net earnings (loss) per share is computed by giving effect to all potentially dilutive shares.

The following table sets forth the calculation of net earnings (loss) per share for the three and nine months ended June 30, 2026 and 2025 (in thousands, except per share data):

Net earnings (loss) per share:	Three Months Ended June 30,		Nine Months Ended June 30,	
	2026	2025	2026	2025
Numerator:				
Net income (loss) attributable to OneWater Inc	\$ 11,673	\$ 10,715	\$ (8,939)	\$ (1,624)
Denominator:				
Weighted-average number of unrestricted outstanding common shares used to calculate basic net earnings (loss) per share	16,618	16,313	16,588	15,700
Effect of dilutive securities:				
Restricted stock units	333	120	—	—
Employee stock purchase plan	3	11	—	—
Diluted weighted-average shares of Class A common stock outstanding used to calculate diluted net earnings (loss) per share	16,954	16,444	16,588	15,700
Net earnings (loss) per share of Class A common stock – basic	\$ 0.70	\$ 0.66	\$ (0.54)	\$ (0.10)
Net earnings (loss) per share of Class A common stock – diluted	\$ 0.69	\$ 0.65	\$ (0.54)	\$ (0.10)

Shares of Class B common stock and unvested restricted stock units do not share in the income (losses) of the Company and are therefore not participating securities. As such, separate presentation of basic and diluted net earnings (loss) per share of Class B common stock under the two-class method has not been presented.

The following number of weighted-average potentially dilutive shares were excluded from the calculation of diluted net earnings (loss) per share because the effect of including such potentially dilutive shares would have been antidilutive upon conversion (in thousands):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2026	2025	2026	2025
Class B common stock	—	—	—	596
Restricted Stock Units	—	8	256	118
Employee Stock Purchase Plan	—	—	7	8
	—	8	263	722

On March 30, 2022, the Board approved a share repurchase program up to \$50 million. No shares of Class A common stock were repurchased by the Company during the nine months ended June 30, 2026. As of June 30, 2026, the Company has repurchased and retired 73,487 shares of Class A common stock under the repurchase program for a purchase price of approximately \$1.9 million. As of June 30, 2026, approximately \$48.1 million remained available for future purchase under the repurchase program. The repurchase program does not have a predetermined expiration date.

Any such share repurchases may be subject to a U.S. federal excise tax. Subject to certain exceptions and adjustments, the amount of the excise tax is generally 1% of the aggregate fair market value of the shares of stock repurchased by the corporation during a taxable year, net of the aggregate fair market value of certain new stock issuances by the repurchasing corporation during the same taxable year. In the past, there have been proposals to increase the amount of the excise tax from 1% to 4%; however, it is unclear whether such a change in the amount of the excise tax will be enacted and, if enacted, how soon any change would take effect.

Employee Stock Purchase Plan

At the Company's 2021 Annual Meeting of Stockholders (the "Annual Meeting"), held on February 23, 2021, the Company's stockholders approved the OneWater Marine Inc. 2021 Employee Stock Purchase Plan (the "ESPP"), which was approved and adopted by the Board as of January 13, 2021 (the "Adoption Date"), subject to stockholder approval at the Annual Meeting. The effective date of the ESPP is February 23, 2021, and, unless earlier terminated, the ESPP will expire on the twentieth anniversary of the Adoption Date. The ESPP will be administered by the Board or by one or more committees to which the Board delegates such administration.

The ESPP enables eligible employees to purchase shares of the Company's Class A common stock at a discount through participation in discrete offering periods. The ESPP is intended to qualify as an employee stock purchase plan under section 423 of the Internal Revenue Code of 1986, as amended. Up to a maximum of 612,434 additional shares of the Company's Class A common stock may be issued under the ESPP as of June 30, 2026, subject to certain adjustments as set forth in the ESPP. On the first day of each fiscal year during the term of the ESPP, beginning on October 1, and ending on (and including) September 30, the number of shares of Class A common stock that may be issued under the ESPP will increase by a number of shares equal to the least of (i) 1% of the outstanding shares on the Adoption Date, or (ii) such lesser number of shares (including zero) that the administrator determines for purposes of the annual increase for that fiscal year. The number of shares of Class A common stock that may be granted to any single participant in any single option period will be subject to certain limitations set forth in the plan.

The Company recorded equity-based compensation for the ESPP of \$0.1 million during the three months ended June 30, 2026 and 2025 and \$0.3 million and \$0.4 million during the nine months ended June 30, 2026 and 2025, respectively. As of June 30, 2026 and September 30, 2025, the Company had current liabilities of \$0.4 million and \$0.2 million, respectively, for future purchases of shares under the ESPP. During the nine months ended June 30, 2026 and 2025, 47,463 and 36,167 shares were issued under the ESPP at an average share price of \$9.20 and \$14.77, respectively.

We used a Black-Scholes model to estimate the fair value of the options granted to purchase shares issued pursuant to the ESPP. Volatility is based on the historical volatility of our common stock. The risk-free rate for periods within the contractual term of the options is based on the U.S. Treasury yield curve in effect at the time of grant.

The following are the assumptions used for the periods ended June 30, 2026 and 2025:

	2026	2025
Dividend yield	0.0%	0.0%
Risk-free interest rate	3.6 - 4.3%	4.3 - 5.4%
Volatility	52.4 - 68.0%	55.0 - 65.5%
Expected life	Six months	Six months

Distributions

During the nine months ended June 30, 2025, the Company made distributions to OneWater Unit Holders for certain permitted tax payments. No distributions were made during the nine months ended June 30, 2026.

Non-Controlling Interest

As discussed in Note 1, OneWater Inc consolidates the financial results of OneWater LLC and its subsidiaries. Prior to March 31, 2025, OneWater Inc reported non-controlling interests attributable to the portion of OneWater LLC Units not owned by OneWater Inc. Holders of OneWater LLC Units could exchange their LLC Units, together with the cancellation of an equal number of shares of Class B common stock of OneWater Inc, for shares of Class A common stock of OneWater Inc on a one-for-one basis or, at OneWater LLC's election, cash. During the year ended September 30, 2025, the remaining OneWater LLC Units were exchanged for 1,429,940 shares of Class A common stock of OneWater Inc., and the corresponding remaining 1,429,940 shares of Class B common stock of OneWater Inc. were canceled. As of September 30, 2025 and June 30, 2026, OneWater Inc owns 100.0% of the economic interest of OneWater LLC and, accordingly, going forward will no longer report a non-controlling interest related to OneWater LLC Units.

12. Fair Value Measurements

In determining fair value, the Company uses various valuation approaches including market, income and/or cost approaches. FASB standard "Fair Value Measurements" (Topic 820) 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 independent sources. Unobservable inputs are those that reflect the Company's expectation of 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 – Valuations based on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Assets utilizing Level 1 inputs include marketable securities that are actively traded.

Level 2 – Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 – Valuations based on inputs that are unobservable and significant to the overall fair value measurement. Asset and liability measurements utilizing Level 3 inputs include those used in estimating fair value of non-financial assets and non-financial liabilities in purchase acquisitions, those used in assessing impairment of property and equipment and other intangibles, and those used in the reporting unit valuation in the annual goodwill impairment evaluation and contingent consideration.

The availability of observable inputs can vary and is affected by a wide variety of factors. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment required in determining fair value is greatest for assets and liabilities categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement is disclosed is determined based on the lowest level input that is significant to the fair value measurement. Fair value measurements can be volatile based on various factors that may or may not be within the Company's control.

The following tables summarize the Company's financial assets and liabilities measured at fair value in the accompanying unaudited condensed consolidated balance sheets as of June 30, 2026 and September 30, 2025:

June 30, 2026				
(\$ in thousands)	Level 1	Level 2	Level 3	Total
Assets:				
Derivative and hedging instruments	—	2,015	—	2,015
Liabilities:				
Contingent consideration	—	—	1,000	1,000

September 30, 2025				
(\$ in thousands)	Level 1	Level 2	Level 3	Total
Assets:				
Derivative and hedging instruments	—	532	—	532
Liabilities:				
Contingent consideration	—	—	6,684	6,684
Derivative and hedging instruments	—	1,448	—	1,448

There were no transfers between the valuation hierarchy Levels 1, 2, and 3 for the nine months ended June 30, 2026.

We estimate the fair value of contingent consideration using a probability-weighted discounted cash flow model based on forecasted future earnings or other agreed upon metrics including the production of acquisition leads. The acquisition contingent consideration liability has been accounted for based on inputs that are unobservable and significant to the overall fair value measurement (Level 3). The contingent consideration balance is recorded in other payables and accrued expenses and other long-term liabilities in the unaudited condensed consolidated balance sheets. Changes in fair value and net present value of contingent consideration are recorded in change in fair value of contingent consideration in the unaudited condensed consolidated statements of operations. The fair value of contingent consideration is reassessed on a quarterly basis.

The following tables set forth the changes in fair value of our contingent consideration for the three and nine months ended June 30, 2026:

		Three Months Ended June 30, 2026
(\$ in thousands)		
Balance as of March 31, 2026	\$	1,000
Settlement of contingent consideration		—
Change in fair value, including accretion		—
Balance as of June 30, 2026	\$	1,000

	Nine Months Ended June 30, 2026
(\$ in thousands)	
Balance as of September 30, 2025	\$ 6,684
Settlement of contingent consideration	(5,887)
Change in fair value, including accretion	\$ 203
Balance as of June 30, 2026	\$ 1,000

We determined the carrying value of our cash and cash equivalents, accounts receivable, accounts payable, other payables and accrued expenses, floor plan notes payable, term note payable with Truist Bank, and company vehicle notes payable approximate their fair values because of the nature of their terms and current market rates of these instruments. Derivative and hedging instruments are recorded at fair value as discussed in Note 10.

13. Restructuring and Impairment

During the nine months ended June 30, 2026, the Company recorded impairment charges to reduce the carrying value of certain identifiable intangible assets to their estimated fair value, as discussed in Note 7. In addition, the Company recorded impairment charges to adjust the carrying value of assets held for sale to their estimated fair value, less costs to sell, based on the expected fair value of the disposal group. Further, the Company underwent various restructuring activities primarily related to the closure of certain locations and a reduction of headcount. The Company recognized \$0.3 million in restructuring and impairment charges during the three months ended June 30, 2026, which were recorded within restructuring and impairment in the unaudited consolidated statement of operations. \$0.2 million and \$0.1 million was reported in the Dealership and Distribution reporting segments, respectively.

The Company recognized \$14.3 million in restructuring and impairment charges during the nine months ended June 30, 2026, which were recorded within restructuring and impairment in the unaudited consolidated statement of operations. \$6.3 million and \$8.0 million was reported in the Dealership and Distribution reporting segments, respectively.

During the nine months ended June 30, 2025, the Company underwent various restructuring actions, primarily a reduction of headcount, closure of certain locations and inventory adjustments related to the cancellation of certain dealer agreements. As a result of the restructuring activities, the Company recognized \$0.7 million in restructuring charges during the three months ended June 30, 2025, of which \$0.2 million was recorded in restructuring and impairment and \$0.5 million was recorded in new boat cost of sales in the unaudited consolidated statement of operations. Of the \$0.7 million restructuring charges, \$0.5 million and \$0.2 million was reported in the Dealership and Distribution reporting segments, respectively.

The Company recognized \$3.0 million in restructuring charges during the nine months ended June 30, 2025, of which \$1.5 million was recorded in restructuring and impairment and \$1.5 million was recorded in new boat cost of sales in the unaudited consolidated statement of operations. Of the \$3.0 million restructuring charges, \$1.6 million and \$1.4 million was reported in the Dealership and Distribution reporting segments, respectively.

14. Income Taxes

The Company is a corporation and, as a result, is subject to U.S. federal, state and local income taxes. OneWater LLC is treated as a pass-through entity for U.S. federal tax purposes and in most state and local jurisdictions. As such, OneWater LLC's members, including the Company, are liable for federal and state income taxes on their respective shares of OneWater LLC's taxable income.

Our effective tax rates of 46.9% and 24.7% for the three months ended June 30, 2026 and 2025, respectively, and -37.5% and 36.8% for the nine months ended June 30, 2026 and 2025, respectively, differ from statutory rates primarily due to the impact of limitations on officer's compensation and for the nine months ended June 30, 2026, the disposition of OBCI.

The Company had federal net operating loss carryforwards from underlying corporate entities of approximately \$32.0 million resulting in a deferred tax asset of \$6.7 million as of September 30, 2025. The U.S. federal net operating loss carryforwards have no expiration but can only be used to offset up to 80% of future taxable income annually. As a result of various state net operating loss carryforwards, the Company had a deferred tax asset of \$1.4 million as of September 30, 2025. The state net operating loss carryforward period varies by state, as well as conformity to the 80% limitation. The Company projects to fully utilize the net operating losses in subsequent fiscal years.

The Company has an IRC Section 163(j) interest expense carryforward of approximately \$9.7 million, resulting in a deferred tax asset of \$2.4 million as of September 30, 2025. The Company also recorded an additional deferred tax asset of \$0.2 million related to state 163(j) interest expense carryforwards as of September 30, 2025. The Section 163(j) interest expense carryforward has no expiration.

The Company recognizes deferred tax assets to the extent it believes these assets are more-likely-than-not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing temporary differences, projected future taxable income, tax planning strategies and recent results of operations. Based on our cumulative earnings history and forecasted future sources of taxable income, we believe that we will fully realize our deferred tax assets in the future. The Company has not recorded a valuation allowance.

As of June 30, 2026 and September 30, 2025, the Company has not recognized any uncertain tax positions, penalties, or interest as management has concluded that no such positions exist. The Company is subject to examination in the US Federal and certain state tax jurisdictions for the tax years beginning with the year ended September 30, 2023.

Tax Receivable Agreement

In connection with the IPO, the Company entered into a tax receivable agreement (the “Tax Receivable Agreement”) with certain of the owners of OneWater LLC. As of June 30, 2026 and September 30, 2025, our undiscounted liability under the Tax Receivable Agreement was \$37.5 million, representing 85% of the calculated net cash savings in U.S. federal, state and local income tax and franchise tax that OneWater Inc anticipates realizing in future years from the result of certain increases in tax basis and certain tax benefits attributable to imputed interest as a result of OneWater Inc’s acquisition of OneWater LLC Units pursuant to an exercise of the Redemption Right or the Call Right (each as defined in the fourth amended and restated limited liability company agreement of OneWater LLC (the “OneWater LLC Agreement”)).

The projection of future taxable income involves significant judgment. Actual taxable income may differ from our estimates, which could significantly impact our ability to make payments under the Tax Receivable Agreement. We have determined it is more likely than not that we will be able to utilize all of our deferred tax assets subject to the Tax Receivable Agreement; therefore, we have recorded a liability under the Tax Receivable Agreement related to the tax savings we may realize from certain increases in tax basis and certain tax benefits attributable to imputed interest as a result of OneWater Inc’s acquisition of OneWater LLC Units pursuant to an exercise of the Redemption Right or Call Right (each as defined in the OneWater LLC Agreement). If we determine the utilization of these deferred tax assets is not more-likely-than-not in the future, our estimate of amounts to be paid under the Tax Receivable Agreement would be reduced. In this scenario, the reduction of the liability under the Tax Receivable Agreement would result in a benefit to our consolidated statements of operations.

15. Commitments and Contingencies

Employment Agreements

The Company is party to employment agreements with certain executives, which provide for compensation, other benefits and severance payments under certain circumstances. The Company also has consulting and noncompete agreements in place with previous owners of acquired companies.

Claims and Litigation

The Company is involved in various legal proceedings as either the defendant or plaintiff. Due to their nature, such legal proceedings involve inherent uncertainties including, but not limited to, court rulings, negotiations between the affected parties and other actions. Management assesses the probability of losses or gains for such contingencies and accrues a liability and/or discloses the relevant circumstances as appropriate. In the opinion of management, it is not reasonably probable that the pending litigation, disputes or claims against the Company, as of June 30, 2026, will have a material adverse effect on its financial condition, results of operations or cash flows. However, the outcome of any matter cannot be predicted with certainty, and an unfavorable resolution of one or more matters presently known or arising in the future could have a material adverse effect on the Company’s financial condition, liquidity or results of operations.

Risk Management

The Company is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions and natural disasters for which the Company carries commercial insurance. There have been no significant reductions in coverage from the prior year and settlements have not exceeded coverage in past years.

16. Leases

The Company leases real estate and equipment under operating and financing lease agreements. Leases with an initial term of 12 months or less are not recorded on the balance sheet. We recognize lease expense for these leases on a straight-line basis over the lease term. For leases with terms in excess of 12 months, we record a right-of-use (“ROU”) asset and lease liability based on the present value of lease payments over the lease term. We do not have any significant leases that have not yet commenced that create significant rights and obligations for us. The Company has elected the practical expedient not to separate lease and non-lease components for all leases that qualify.

Our real estate and equipment leases often require payment of maintenance, real estate taxes and insurance. These costs are generally variable and based on actual costs incurred by the lessor. These amounts are not included in the consideration of the contract when determining the ROU asset and lease liability but are reflected as variable lease payments.

Most leases include one or more options to renew, with renewal terms that can extend the lease from one to ten or more years. The exercise of the lease renewal option is typically at our sole discretion. If it is reasonably certain that we will exercise the option to renew, the period covered by the options are included in the lease term and are recognized as part of our ROU assets and lease liabilities. Certain leases include the option to purchase the leased property. Our equipment financing leases often include a bargain purchase price. The

depreciable life of assets and leasehold improvements for operating leases are limited by the expected lease term, which includes renewal options reasonably certain to be exercised. The depreciable life of assets and leasehold improvements for financing leases are limited by the estimated useful lives of the leased property.

Certain of our lease agreements include rental payments based on percentage of retail sales over contractual levels and others include rental payments adjusted periodically based on index rates. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

17. Related Party Transactions

In accordance with agreements approved by the Board, we purchased inventory, in conjunction with our retail sale of the products, from certain entities affiliated with the Company. Total purchases incurred under these arrangements were \$35.9 million and \$28.4 million for the three months ended June 30, 2026 and 2025, respectively, and \$112.3 million and \$118.8 million for the nine months ended June 30, 2026 and 2025, respectively.

In accordance with agreements approved by the Board, certain entities affiliated with the Company receive fees for rent of commercial property. Total expenses incurred under these arrangements were \$0.8 million for each of the three months ended June 30, 2026 and 2025 and \$2.4 million and \$2.8 million for the nine months ended June 30, 2026 and 2025, respectively.

In accordance with agreements approved by the Board, the Company received fees from certain entities and individuals affiliated with the Company for goods and services. Total fees recorded under these arrangements were \$0.1 million and \$0.5 million for the three months ended June 30, 2026 and 2025, respectively, and \$0.9 million and \$3.3 million for the nine months ended June 30, 2026 and 2025, respectively.

In connection with transactions noted above, the Company owed \$5.4 million and \$4.9 million as recorded within accounts payable as of June 30, 2026 and September 30, 2025, respectively. Additionally, the Company had less than \$0.1 million recorded within accounts receivable as of June 30, 2026. No amounts were recorded within accounts receivable as of September 30, 2025.

In connection with the Tax Receivable Agreement, the Company owed \$33.5 million as recorded within current portion of tax receivable agreement liability and tax receivable agreement liability on the unaudited condensed consolidated balance sheets at June 30, 2026 and September 30, 2025. See further discussion of our Tax Receivable Agreement in Note 14.

18. Segment Information

We report our operations through two reportable segments: (1) Dealership and (2) Distribution. See Note 2 for more information about our segments. The Company evaluates performance and allocates resources for all of its reportable segments based on metrics such as segment revenues and segment income. These segment profit metrics are consistent across all segments. The significant expense categories and amounts align with the segment-level information that is regularly provided to the CODM.

Reportable segment financial information for the three and nine months ended June 30, 2026 and 2025 is as follows:

Dealership:	Three Months Ended June 30,	
	2026	2025
Revenues:		
New boat	\$ 319,960	\$ 326,134
Pre-owned boat	121,058	125,941
Finance & insurance income	17,293	17,782
Service, parts & other	43,061	42,904
Total revenues	501,372	512,761
Cost of sales:		
New boat (1)	262,826	273,691
Pre-owned boat	96,559	103,406
Service, parts & other	23,613	21,234
Total cost of sales	382,998	398,331
Selling, general and administrative expenses (2)	75,427	76,454
Interest expense - floor plan	6,763	7,340
Segment income	\$ 36,184	\$ 30,636

(1) Cost of sales - new boat excludes restructuring impairment charges.

(2) Selling, general and administrative expenses exclude equity-based compensation.

Distribution:	Three Months Ended June 30,	
	2026	2025
Revenues:		
Service, parts & other	29,339	40,103
Cost of sales:		
Service, parts & other (1)	19,955	24,669
Selling, general and administrative expenses	7,810	13,225
Segment income	1,574	2,209

(1) Cost of sales - Service, parts & other excludes depreciation and amortization

Reconciliation of segment income:	Three Months Ended June 30,	
	2026	2025
Dealership segment income	36,184	30,636
Distribution segment income	1,574	2,209
Segment income	37,758	32,845
Interest expense - other	(7,070)	(9,041)
Restructuring and impairment	(304)	(727)
Change in fair value of contingent consideration	—	(144)
Equity-based compensation	(4,006)	(2,459)
Transaction costs	(210)	(175)
Depreciation and amortization	(4,352)	(6,301)
Other income, net	150	224
Net income before income tax expense	21,966	14,222

	Three Months Ended June 30,	
	2026	2025
Interest expense - other:		
Dealership segment	7,070	9,041
Distribution segment	—	—
Total interest expense - other	7,070	9,041

	Nine Months Ended June 30,	
	2026	2025
Dealership:		
Revenues:		
New boat	825,267	883,631
Pre-owned boat	285,840	272,467
Finance & insurance income	40,206	42,185
Service, parts & other	109,748	108,393
Total revenues	1,261,061	1,306,676
Cost of sales:		
New boat (1)	681,366	742,982
Pre-owned boat	229,022	222,865
Service, parts & other	56,131	52,145
Total cost of sales	966,519	1,017,992
Selling, general and administrative expenses (2)	217,988	216,208
Interest expense - floor plan	20,530	21,870
Segment income	56,024	50,606

(1) Cost of sales - new boat excludes restructuring impairment charges.

(2) Selling, general and administrative expenses exclude equity-based compensation.

	Nine Months Ended June 30,	
	2026	2025
Distribution:		
Revenues:		
Service, parts & other	92,504	105,523
Cost of sales:		
Service, parts & other (1)	63,506	67,456
Selling, general and administrative expenses	27,319	36,064
Segment income	1,679	2,003

(1) Cost of sales - Service, parts & other excludes depreciation and amortization

	Nine Months Ended June 30,	
	2026	2025
Reconciliation of segment income:		
Dealership segment income	56,024	50,606
Distribution segment income	1,679	2,003
Segment income	57,703	52,609
Interest expense - other	(23,051)	(27,129)
Restructuring and impairment	(14,330)	(3,013)
Change in fair value of contingent consideration	(203)	(452)
Equity-based compensation	(8,947)	(6,717)
Transaction costs	(2,846)	(1,111)
Depreciation and amortization	(13,795)	(18,509)
Other expense, net	(1,031)	(853)
Net loss before income tax expense (benefit)	(6,500)	(5,175)

	Nine Months Ended June 30,	
	2026	2025
Interest expense - other:		
Dealership segment	23,051	27,129
Distribution segment	—	—
Total interest expense - other	23,051	27,129

	June 30, 2026	September 30, 2025
Assets:		
Dealership segment	1,243,700	1,276,828
Distribution segment	60,311	126,997
Total Assets	1,304,011	1,403,825

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

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Unless the context requires otherwise, references in this report to the "Company," "we," "us," and "our" refer to OneWater Marine Inc. and its consolidated subsidiaries. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the accompanying financial statements and related notes appearing elsewhere in this Quarterly Report on Form 10-Q. The following discussion contains forward-looking statements that reflect our future plans, estimates, beliefs and expected performance. The forward-looking statements are dependent upon events, risks and uncertainties that may be outside our control. Our actual results could differ materially from those discussed in these forward-looking statements as a result of a variety of risks and uncertainties, including those discussed above in "Cautionary Statement Regarding Forward-Looking Statements", below in "Risk Factors" and described under the heading "Risk Factors" included in our Annual Report on Form 10-K for the year ended September 30, 2025, filed with the SEC on December 15, 2025, all of which are difficult to predict. In light of these risks, uncertainties and assumptions, the forward-looking events discussed may not occur. We do not undertake any obligation to publicly update any forward-looking statements except as otherwise required by applicable law.

Overview

We believe that we are one of the largest and fastest-growing marine retailers in the United States with 91 dealerships, 6 distribution centers/warehouses and multiple online marketplaces as of June 30, 2026. Our dealer groups are located within highly attractive markets throughout the Southeast, Gulf Coast, Mid-Atlantic and Northeast, many of which are in the top twenty states for marine retail expenditures. We believe that we are a market leader by volume in sales of premium boats in many of the markets in which we operate. In addition to boat sales, we also generate sales from related products including finance & insurance and service, parts & other sales. Our sales of marine parts and accessories expanded with the acquisitions of T-H Marine Supplies, LLC ("T-H Marine") and, prior to the completed sale on February 2, 2026, Ocean Bio-Chem, LLC (f/k/a Ocean Bio-Chem, Inc.) ("Ocean Bio-Chem").

We report our operations through two reportable segments: Dealership and Distribution.

As of June 30, 2026, the Dealership segment includes operations of 91 dealerships in 17 states including Florida, Texas, Alabama and Georgia, among others, and represents 94% and 93% of revenues for the three and nine months ended June 30, 2026, respectively. The Dealership segment engages in the sale of new and pre-owned boats, arranges financing and insurance products, performs repairs and maintenance services, offers marine-related parts and accessories and offers slip and storage accommodations in certain locations. In fiscal year 2025, we sold over 9,500 new and pre-owned boats, many of which were sold to customers who had a trade-in or with whom we otherwise had established relationships. The combination of our significant scale, diverse inventory and revenue streams, access to premium boat brands and meaningful brand equity enables us to provide a consistently professional experience as reflected by the number of our repeat customers and Dealership same-store sales growth.

As of June 30, 2026, the Distribution segment includes the activity of our fully-owned businesses, Central Assets & Operations, LLC d/b/a PartsVu and T-H Marine and its subsidiaries, which together operate 6 distribution centers/warehouses in Alabama, Florida, and Oklahoma and represents 6% and 7% of revenues for the three and nine months ended June 30, 2026, respectively. Prior to completion of the sale on February 2, 2026, the Distribution segment also included the activity of Ocean Bio-Chem and its subsidiaries. The Distribution segment engages in the manufacturing, assembly and distribution of primarily marine-related products for sale to distributors, big box retailers, online retailers and direct to consumers. We offer a wide array of branded parts and accessories including jack plates, rigging parts, plumbing components, LED lighting, storage systems, and appearance, cleaning, and maintenance products for the marine and ancillary industries. All revenue for the Distribution segment is reported in service, parts & other in our consolidated statements of operations.

We were formed in 2014 as OneWater LLC through the combination of Singleton Marine and Legendary Marine, which created a marine retail platform that collectively owned and operated 19 dealerships. Since the combination in 2014, we have acquired multiple additional dealerships, distribution centers/warehouses and online marketplaces through 35 acquisitions and, as of June 30, 2026, operate 91 dealerships and 6 distribution centers/warehouses. Our current portfolio as of June 30, 2026 consists of multiple brands which are recognized on a local, regional or national basis. Because of this, we believe we are one of the largest and fastest-growing marine retailers in the United States based on number of dealerships and total boats sold. While we have opportunistically opened new dealerships in select markets, or launched additional parts and accessory products, we believe that it is generally more effective economically and operationally to acquire existing businesses with experienced staff and established reputations.

The boat dealership market is highly fragmented and is comprised of approximately 4,000 dealerships nationwide. Most competing boat retailers are operated by local business owners who own three or fewer stores; however, we do have other large competitors. We believe we are one of the largest and fastest-growing marine retailers in the United States. Despite our size, we comprise less than 4% of total industry sales. Our scale and business model allow us to leverage our extensive inventory to provide consumers with the ability to find a boat that matches their preferences (e.g., make, model, color, configuration and other options) and to deliver the boat within days while providing a personalized sales experience. In addition to boat sales, we also generate sales from related products including finance & insurance and service, parts & other sales. We are able to operate with a comparatively higher degree of profitability than other independent retailers because we allocate support resources across our broader base, focus on high margin service, parts and accessories, utilize floor plan financing and provide core back-office functions on a scale that many independent retailers are unable to match. We seek to be the leading marine retailer by total market share within each boating market and within the product segments in which we participate. To the extent that we are not, we will evaluate acquiring other local retailers in order to increase our sales, to add additional brands or to provide us with additional high-quality personnel.

Trends and Other Factors Impacting Our Performance

Acquisitions

We have been a highly acquisitive company. Since the combination of Singleton Marine and Legendary Marine in 2014, we have acquired additional dealerships through 30 dealer group acquisitions. Our team remains focused on expanding our dealership growth in regions with strong boating cultures, enhancing the customer experience and generating value for our shareholders. In addition to dealership acquisitions, the Company has strategically acquired 5 parts and accessories companies. We plan to continue to strategically evaluate and complete acquisitions moving forward.

We have an extensive acquisition track record within the retail marine industry and believe we have developed a reputation for treating sellers and their staff in an honest and fair manner. We typically retain the management team and name of the acquired group. We believe this practice preserves customer relationships and goodwill in the local marketplace. We believe our reputation and scale have positioned us as a buyer of choice for marine retailers who want to sell their businesses. Our strategy is to acquire dealerships at attractive EBITDA multiples and then grow same-store sales while benefiting from cost-reducing synergies. Historically, we have typically acquired dealerships for less than 4.0x EBITDA on a trailing twelve-month basis and believe that we will be able to continue to make attractive acquisitions within this range. Historically, we have acquired manufacturing and distribution companies within a range of 5.0x – 10.0x EBITDA on a trailing twelve-month basis, depending on the size of the business.

General Economic Conditions

General economic conditions and consumer spending patterns can negatively impact our operating results. Unfavorable local, regional, national, or global economic developments or uncertainties, including the adverse economic effects of higher interest rates or inflation, increases to tariff or duty rates, supply chain constraints, or a prolonged economic downturn, could reduce consumer spending and adversely affect our business. The global trade and macroeconomic environment remains dynamic, including the impact of U.S. tariffs and foreign retaliatory measures, the impact of the U.S.-Israel and Iran war, as well as broader geopolitical and foreign policy developments. These factors may affect supply chains, input costs, fuel and transportation costs, consumer demand, capital markets and foreign exchange rates. Consumer spending on discretionary goods may also decline as a result of lower consumer confidence levels, higher interest rates or higher fuel costs, even if prevailing economic conditions are otherwise favorable. The imposition of tariffs on foreign goods and services, as well as any retaliatory tariffs on U.S. goods and services, could increase the price of supplies and materials we rely on to conduct our business, and, thus, negatively impact our operating results. Although rhetoric has de-escalated in recent months, there is still a high degree of uncertainty surrounding U.S. tariff policy, how it will be implemented, and how other countries will react to it. Additionally, ongoing geopolitical instability, including armed conflicts, heightened tensions in oil-producing regions, and the potential for broader military escalation, could disrupt global energy markets, drive significant increases in fuel and transportation costs, and further erode consumer confidence and discretionary spending. Economic conditions in areas in which we operate dealerships, particularly in the Southeast, can have a major impact on our overall results of operations. Local influences, such as corporate downsizing, inclement weather such as hurricanes, tornadoes, and other storms, environmental conditions, and global public health concerns and events have and could adversely affect our operations in certain markets and in certain periods. Any extended period of adverse economic conditions or low consumer confidence is likely to have a negative effect on our business.

Our business was significantly impacted during the recessionary period that began in 2007. This period of weakness in consumer spending and depressed economic conditions had a substantial negative effect on our operating results. In response to these conditions we reduced our inventory purchases, closed certain dealerships and reduced headcount. Additionally, in an effort to counteract the downturn, we increased our focus on pre-owned sales, parts and repair services, and finance & insurance services. As a result, we surpassed our pre-recession sales levels in less than 24 months. While we believe the measures we took significantly reduced the impact of the downturn on the business, we cannot guarantee similar results in the event of a future downturn. Additionally, we cannot predict the timing or length of unfavorable economic or industry conditions, including a downturn as a result of a global health crisis, rising interest rates, tariffs, inflation, or the extent to which they could adversely affect our operating results.

Although past economic conditions have adversely affected our operating results, we believe we are capable of responding in a manner that allows us to substantially outperform the industry and gain market share. We believe our ability to capture such market share enables us to align our retail strategies with the desires of customers. We expect our core strengths, including retail and acquisition strategies, will allow us to capitalize on growth opportunities as they occur, despite market conditions.

Critical Accounting Estimates

There have been no material changes in our critical accounting policies and estimates from the information provided in the Company's Annual Report for the fiscal year ended September 30, 2025, except for revisions to certain estimates used in determining the estimated fair value of identifiable intangible assets. These revisions were made to better reflect the value of certain trade names based on changes in branding arising from an internal realignment at certain locations. As a result, the Company recorded an impairment loss of \$5.8 million to reduce the carrying value of identifiable intangible assets to estimated fair value.

How We Evaluate Our Operations

Revenue

We have a diversified revenue profile that is comprised of new boat sales, pre-owned boat sales, finance & insurance products, repair and maintenance services, and parts and accessories sales. During different phases of the economic cycle, consumer behavior may shift away from new boats; however, we are well-positioned to generate revenue from pre-owned boats, repair and maintenance services, and parts and accessories, which have all historically increased during periods of economic uncertainty. We generate pre-owned sales from boats traded-in for new and pre-owned boats, boats purchased from customers, brokerage transactions, consignment sales and wholesale sales. We continue to focus on all aspects of our business including non-boat sales of finance & insurance products, repair and maintenance services, and parts and accessories. Although non-boat sales contributed approximately 16.9% and 18.2% to revenue in the three months ended June 30, 2026 and 2025, respectively, and 17.9% and 18.1% to revenue in the nine months ended June 30, 2026 and 2025, respectively, due to the higher gross margin on these product and service lines, non-boat sales contributed 36.0% and 42.1% to gross profit in the three months ended June 30, 2026 and 2025, respectively, and 37.7% and 41.6% to gross profit in the nine months ended June 30, 2026 and 2025, respectively. We have also diversified our business across geographies, dealership types (e.g., fresh water and salt water), and product offerings (e.g., focus on parts and accessories businesses through our Distribution segment) in order to reduce the effects of seasonality and cyclicalities of our business. In addition to seasonality, revenue and operating results may be significantly affected by quarter-to-quarter changes in economic conditions, manufacturer incentive programs, adverse weather conditions and other developments outside of our control.

Gross Profit

We calculate gross profit as revenue less cost of sales. Cost of sales consists of actual amounts paid for products, costs of services (primarily labor), transportation costs from manufacturers to our dealerships and vendor consideration. Gross profit excludes the majority of our depreciation and amortization, which is presented separately in our consolidated statements of operations.

Gross Profit Margin

Our overall gross profit margin varies with our revenue mix. Sales of new and pre-owned boats, which have comparable margins, generally result in a lower gross profit margin than our non-boat sales. As a result, when revenue from non-boat sales increases as a percentage of total revenue, we expect our overall gross profit margin to increase.

Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of base salaries and incentive-based compensation, advertising, rent, insurance, utilities, and other customary operating expenses. A portion of our cost structure is variable (such as sales commissions and incentive compensation), or controllable (such as advertising), which we believe allows us to adapt to changes in the retail environment over the long term. We typically evaluate our variable expenses, selling expenses and all other selling, general and administrative expenses in the aggregate as a percentage of total revenue.

Dealership Same-Store Sales

We assess the organic growth of our Dealership segment revenue on a same-store basis. We believe that our assessment on a same-store basis represents an important indicator of comparative financial results and provides relevant information to assess our performance. New and acquired dealerships become eligible for inclusion in the comparable dealership base at the end of the dealership's thirteenth month of operations under our ownership and revenues are only included for identical months in the same-store base periods. Dealerships relocated within an existing market remain in the comparable dealership base for all periods. Additionally, amounts related to closed dealerships are excluded from each comparative base period. Because Dealership same-store sales may be defined differently by other companies in our industry, our definition of this measure may not be comparable to similarly titled measures of other companies, thereby diminishing its utility.

Adjusted EBITDA

We define Adjusted EBITDA as net income (loss) before interest expense – other, income tax (benefit) expense, depreciation and amortization and other (income) expense, further adjusted to eliminate the effects of items such as the change in fair value of contingent consideration, transaction costs, stock-based compensation and restructuring and impairment. See “—Comparison of Non-GAAP Financial Measures” for more information and a reconciliation of Adjusted EBITDA to net income (loss), the most directly comparable financial measure calculated and presented in accordance with GAAP.

Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share

We define Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. as net income (loss) attributable to OneWater Marine Inc. before transaction costs, intangible amortization, change in fair value of contingent consideration, restructuring and impairment and other (income) expense, all of which are then adjusted for an allocation to the non-controlling interest of OneWater LLC, for periods prior to the Final Redemption. Each of these adjustments are subsequently adjusted for income tax at an estimated statutory tax rate. Management also reports Adjusted Diluted Earnings (Loss) Per Share which presents all of the adjustments to net income (loss) attributable to OneWater Marine Inc. on a per share basis. See “—Comparison of Non-GAAP Financial Measures” for more information and a reconciliation of Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share to net income (loss) and net earnings (loss) per share - diluted, respectively, the most directly comparable financial measures calculated and presented in accordance with GAAP.

Summary of Acquisitions and Dispositions

Acquisitions

The comparability of our results of operations between the periods discussed below is naturally affected by the acquisitions we have completed during such periods. We are also continuously evaluating and pursuing acquisitions on an ongoing basis, and such acquisitions, if completed, will continue to impact the comparability of our financial results. While we expect continued growth and strategic acquisitions in the future, our acquisitions may have materially different characteristics than our historical results, and such differences in economics may impact the comparability of our future results of operations to our historical results.

Fiscal 2026 Year-to-date Acquisitions

There have been no acquisitions during fiscal year 2026.

Fiscal Year 2025 Acquisitions

- Effective February 1, 2025, we acquired certain assets of American Yacht Group, a full service marine retailer with two locations in Florida.

This acquisition is fully reflected in our unaudited condensed consolidated statements of operations for the three months ended June 30, 2025 and partially reflected in our unaudited condensed consolidated statements of operations for the nine months ended June 30, 2025.

Dispositions

The comparability of our results of operations between the periods discussed below is naturally affected by the dispositions we have completed during such periods. Future dispositions, if any, may impact the comparability of our future results of operations to our historical results.

Fiscal 2026 Year-to-date Dispositions

- Effective February 2, 2026, we sold Ocean Bio-Chem and its subsidiaries, a supplier and distributor of appearance, cleaning and maintenance products for the marine industry and the automotive, powersports, recreational vehicle, and outdoor power equipment markets. The business had facilities in Alabama and Florida. During the year ended September 30, 2025, Ocean Bio-Chem accounted for 3.3% of the Company's total revenues and 2.7% of the Company's total cost of sales.

The disposition is fully reflected in our unaudited condensed consolidated statements of operations for the three months ended June 30, 2026. For the nine months ended June 30, 2026, the disposed business contributed to results for the period prior to the disposition date and, accordingly, the effects of the disposition are only partially reflected. There were no dispositions during the fiscal year ended September 30, 2025.

Other Factors Affecting Comparability of Our Future Results of Operations to Our Historical Results of Operations

Our historical financial results discussed below may not be comparable to our future financial results. As we further implement controls, processes and infrastructure applicable to companies with publicly traded equity securities, including the integration of acquired companies, it is likely that we will incur additional selling, general, and administrative expenses relative to historical periods. Additionally,

from time to time, we may consider expanding or cancelling certain dealer agreements, which could impact our future revenues and gross profit. Any dispositions we make may impact the comparability of our future results of operations to our historical results. Our future results will depend on our ability to efficiently manage our combined operations and execute our business strategy.

Results of Operations

Three Months Ended June 30, 2026, Compared to Three Months Ended June 30, 2025

	For the Three Months Ended June 30, 2026		For the Three Months Ended June 30, 2025			
(\$ in thousands)	Amount	% of Revenue	Amount	% of Revenue	\$ Change	% Change
Revenues:						
New boat	\$ 319,960	60.3 %	\$ 326,134	59.0 %	\$ (6,174)	-1.9 %
Pre-owned boat	121,058	22.8 %	125,941	22.8 %	(4,883)	-3.9 %
Finance & insurance income	17,293	3.3 %	17,782	3.2 %	(489)	-2.7 %
Service, parts & other	72,400	13.6 %	83,007	15.0 %	(10,607)	-12.8 %
Total revenues	530,711	100.0 %	552,864	100.0 %	(22,153)	-4.0 %
Gross Profit						
New boat	57,134	10.8 %	51,950	9.4 %	5,184	10.0 %
Pre-owned boat	24,499	4.6 %	22,535	4.1 %	1,964	8.7 %
Finance & insurance	17,293	3.3 %	17,782	3.2 %	(489)	-2.7 %
Service, parts & other	28,555	5.4 %	36,396	6.6 %	(7,841)	-21.5 %
Total gross profit	127,481	24.0 %	128,663	23.3 %	(1,182)	-0.9 %
Selling, general and administrative expenses	87,243	16.4 %	92,138	16.7 %	(4,895)	-5.3 %
Depreciation and amortization	4,075	0.8 %	5,593	1.0 %	(1,518)	-27.1 %
Transaction costs	210	— %	175	— %	35	20.0 %
Change in fair value of contingent consideration	—	— %	144	— %	(144)	-100.0 %
Restructuring and impairment	304	0.1 %	234	— %	70	29.9 %
Income from operations	35,649	6.7 %	30,379	5.5 %	5,270	17.3 %
Interest expense – floor plan	6,763	1.3 %	7,340	1.3 %	(577)	-7.9 %
Interest expense – other	7,070	1.3 %	9,041	1.6 %	(1,971)	-21.8 %
Other (income) expense, net	(150)	— %	(224)	— %	74	-33.0 %
Net income before income tax expense	21,966	4.1 %	14,222	2.6 %	7,744	54.5 %
Income tax expense	10,293	1.9 %	3,507	0.6 %	6,786	193.5 %
Net income	11,673	2.2 %	10,715	1.9 %	958	8.9 %
Net income attributable to non-controlling interests of One Water Marine Holdings, LLC	—		—			
Net income attributable to OneWater Marine Inc.	\$ 11,673		\$ 10,715			

Revenue

Overall, revenue decreased by \$22.2 million, or 4.0%, to \$530.7 million for the three months ended June 30, 2026 from \$552.9 million for the three months ended June 30, 2025. Revenue decreased primarily due to a decrease in unit sales for the three months ended June 30, 2026 compared to the three months ended June 30, 2025. Overall, the revenue decrease was primarily attributable to a \$10.6 million decrease in service, parts & other sales, a \$6.2 million decrease in new boat sales, and a \$4.9 million decrease in pre-owned boat sales for the three months ended June 30, 2026 compared to the three months ended June 30, 2025.

New Boat Sales

New boat sales decreased by \$6.2 million, or 1.9%, to \$320.0 million for the three months ended June 30, 2026 from \$326.1 million for the three months ended June 30, 2025. The decrease was primarily driven by lower unit sales, partially offset by higher average price

per unit. The decline in new boat sales was primarily attributable to the impact of strategic brand exits completed during the prior year; excluding those brands, new boat sales increased year over year.

Pre-owned Boat Sales

Pre-owned boat sales decreased by \$4.9 million, or 3.9%, to \$121.1 million for the three months ended June 30, 2026 from \$125.9 million for the three months ended June 30, 2025. We sell a wide range of brands and sizes of pre-owned boats under different types of sales arrangements (e.g., trade-ins, brokerage, consigned and wholesale), which causes periodic and seasonal fluctuations in the average sales price. The decrease in pre-owned boat sales was primarily attributable to lower unit sales, reflecting a challenging comparison to the prior year period, during which pre-owned boat sales increase of 18%.

Finance & Insurance Income

We generate revenue from arranging finance & insurance products, including financing, insurance and extended warranty contracts, to customers through various third-party financial institutions and insurance companies. Finance & insurance income decreased by \$0.5 million, or 2.7%, to \$17.3 million for the three months ended June 30, 2026 from \$17.8 million for the three months ended June 30, 2025. The decrease was primarily due to the decrease in new boat and pre-owned boat sales. We remain very focused on improving sales of finance & insurance products throughout our dealer network and implementing best practices at acquired dealer groups and existing dealerships. Finance & insurance income is recorded net of related fees, including fees charged back due to any early cancellation of loan or insurance contracts by a customer. Since finance & insurance income is fee-based, we do not incur any related cost of sale.

Service, Parts & Other Sales

Service, parts & other sales decreased by \$10.6 million, or 12.8%, to \$72.4 million for the three months ended June 30, 2026 from \$83.0 million for the three months ended June 30, 2025. The decrease in service, parts & other sales is attributable to the sale of Ocean Bio-Chem. Excluding the impact of the disposition, service, parts & other sales increased. Revenues for the Distribution segment are reported in service, parts & other sales and totaled \$29.3 million and \$40.1 million for the three months ended June 30, 2026 and 2025, respectively.

Gross Profit

Gross profit decreased by \$1.2 million, or 0.9%, to \$127.5 million for the three months ended June 30, 2026 from \$128.7 million for the three months ended June 30, 2025. This decrease was primarily due to the decrease in revenues for the three months ended June 30, 2026 compared to the three months ended June 30, 2025, partially offset by the increase in gross margin. Gross margin increased 70 basis points to 24.0% for the three months ended June 30, 2026 from 23.3% for the three months ended June 30, 2025 due to the factors noted below.

New Boat Gross Profit

New boat gross profit increased by \$5.2 million, or 10.0%, to \$57.1 million for the three months ended June 30, 2026 from \$52.0 million for the three months ended June 30, 2025. Gross profit margin increased to 17.9% for the three months ended June 30, 2026 as compared to 15.9% in the three months ended June 30, 2025. The increase was primarily attributable to new boat pricing and the impact of portfolio optimization actions taken in the previous fiscal year.

Pre-owned Boat Gross Profit

Pre-owned boat gross profit increased by \$2.0 million, or 8.7%, to \$24.5 million for the three months ended June 30, 2026 from \$22.5 million for the three months ended June 30, 2025. The increase in pre-owned gross profit was driven by margin expansion. Pre-owned boat gross profit margin was 20.2% and 17.9% for the three months ended June 30, 2026 and 2025, respectively. The increase in gross profit margin was primarily due to a favorable model mix of pre-owned boat sales and the continued strength of customer demand.

Finance & Insurance Gross Profit

Finance & insurance gross profit decreased by \$0.5 million, or 2.7%, to \$17.3 million for the three months ended June 30, 2026 from \$17.8 million for the three months ended June 30, 2025. Finance & insurance income is fee-based revenue for which we do not recognize incremental cost of sales.

Service, Parts & Other Gross Profit

Service, parts & other gross profit decreased by \$7.8 million, or 21.5%, to \$28.6 million for the three months ended June 30, 2026 from \$36.4 million for the three months ended June 30, 2025. The decrease in gross profit was the result of a decrease in Distribution segment sales as a result of the disposition of Ocean Bio-Chem. Service, parts & other gross profit margin was 39.4% and 43.8% for the three months ended June 30, 2026 and 2025, respectively. The decrease in gross profit margin was primarily driven by a shift in sales mix following the disposition of OBCI.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by \$4.9 million, or 5.3%, to \$87.2 million for the three months ended June 30, 2026 from \$92.1 million for the three months ended June 30, 2025. This decrease was primarily due to previously implemented cost saving actions and ongoing expense management, partially offset by an increase in variable personnel costs, primarily sales commissions due to higher new and pre-owned gross profit. Selling, general and administrative expenses as a percentage of revenue decreased to 16.4% from 16.7% for the three months ended June 30, 2026 and 2025, respectively, primarily due to cost reduction actions.

Depreciation and Amortization

Depreciation and amortization expense decreased \$1.5 million, or 27.1%, to \$4.1 million for the three months ended June 30, 2026 compared to \$5.6 million for the three months ended June 30, 2025. The decrease in depreciation and amortization expense was primarily attributable to a reduction in amortization of intangible assets due to the prior year impairment charge as well as the impact of the Ocean Bio-Chem disposition.

Transaction Costs

Transaction costs remained flat at \$0.2 million for the three months ended June 30, 2026 and the three months ended June 30, 2025. The stability was primarily attributable to consistent acquisition and disposal activity across both periods.

Change in Fair Value of Contingent Consideration

During the three months ended June 30, 2026, we recognized no charges related to the change in fair value of contingent consideration compared to \$0.1 million of charges related to accretion of contingent consideration liabilities during the three months ended June 30, 2025.

Restructuring and Impairment

During the three months ended June 30, 2026 and June 30, 2025, we recognized charges of \$0.3 million and \$0.2 million, respectively, primarily related to headcount reductions.

Income from Operations

Income from operations increased \$5.3 million, or 17.3%, to \$35.6 million for the three months ended June 30, 2026 compared to \$30.4 million for the three months ended June 30, 2025. The increase was primarily attributable to the \$4.9 million decrease in selling, general and administrative expenses and the \$1.5 million decrease in depreciation and amortization, partially offset by the \$1.2 million decrease in gross profit for the three months ended June 30, 2026 as compared to the three months ended June 30, 2025.

Interest Expense – Floor Plan

Interest expense – floor plan decreased \$0.6 million, or 7.9%, to \$6.8 million for the three months ended June 30, 2026 compared to \$7.3 million for the three months ended June 30, 2025. Floor plan related interest expense decreased primarily due to the decrease in both the average floor plan borrowings and interest rates for the three months ended June 30, 2026 compared to the three months ended June 30, 2025.

Interest Expense – Other

Interest expense – other decreased \$2.0 million, or 21.8%, to \$7.1 million for the three months ended June 30, 2026 compared to \$9.0 million for the three months ended June 30, 2025. The decrease in interest expense – other was primarily attributable to a lower average outstanding debt balance resulting from debt repayments, as well as lower interest rates.

Other (Income) Expense, Net

Other (income) expense, net was flat at \$0.2 million of income for each of the three months ended June 30, 2026 and June 30, 2025.

Income Tax Expense

Income tax expense increased by \$6.8 million, or 193.5%, to \$10.3 million of income tax expense for the three months ended June 30, 2026 compared to \$3.5 million of income tax expense for the three months ended June 30, 2025. Our effective tax rates were 46.9% and 24.7% for the three months ended June 30, 2026 and 2025, respectively. The effective tax rates differ from statutory rates primarily due to limitations on the deductibility of officer's compensation and the impact of other permanent and temporary tax differences.

Net Income

Net income increased by \$1.0 million to \$11.7 million for the three months ended June 30, 2026 compared to \$10.7 million for the three months ended June 30, 2025. The increase was primarily attributable to the \$5.3 million increase in income from operations and a \$2.0 million decrease in interest expense - other, slightly offset by a \$6.8 million increase in income tax expense for the three months ended June 30, 2026 compared to the three months ended June 30, 2025.

Results of Operations

Nine Months Ended June 30, 2026, Compared to Nine Months Ended June 30, 2025

	For the Nine Months Ended June 30, 2026		For the Nine Months Ended June 30, 2025			
(\$ in thousands)	Amount	% of Revenue	Amount	% of Revenue	\$ Change	% Change
Revenues:						
New boat	\$ 825,267	61.0 %	\$ 883,631	62.6 %	\$ (58,364)	-6.6 %
Pre-owned boat	285,840	21.1 %	272,467	19.3 %	13,373	4.9 %
Finance & insurance income	40,206	3.0 %	42,185	3.0 %	(1,979)	-4.7 %
Service, parts & other	202,252	14.9 %	213,916	15.1 %	(11,664)	-5.5 %
Total revenues	1,353,565	100.0 %	1,412,199	100.0 %	(58,634)	-4.2 %
Gross Profit						
New boat	143,901	10.6 %	139,109	9.9 %	4,792	3.4 %
Pre-owned boat	56,818	4.2 %	49,602	3.5 %	7,216	14.5 %
Finance & insurance	40,206	3.0 %	42,185	3.0 %	(1,979)	-4.7 %
Service, parts & other	81,479	6.0 %	92,232	6.5 %	(10,753)	-11.7 %
Total gross profit	322,404	23.8 %	323,128	22.9 %	(724)	-0.2 %
Selling, general and administrative expenses	254,254	18.8 %	258,989	18.3 %	(4,735)	-1.8 %
Depreciation and amortization	12,659	0.9 %	16,426	1.2 %	(3,767)	-22.9 %
Transaction costs	2,846	0.2 %	1,111	0.1 %	1,735	156.2 %
Change in fair value of contingent consideration	203	— %	452	— %	(249)	-55.1 %
Restructuring and impairment	14,330	1.1 %	1,473	0.1 %	12,857	872.8 %
Income from operations	38,112	2.8 %	44,677	3.2 %	(6,565)	-14.7 %
Interest expense – floor plan	20,530	1.5 %	21,870	1.5 %	(1,340)	-6.1 %
Interest expense – other	23,051	1.7 %	27,129	1.9 %	(4,078)	-15.0 %
Other (income) expense, net	1,031	0.1 %	853	0.1 %	178	20.9 %
Net loss before income tax expense (benefit)	(6,500)	-0.5 %	(5,175)	-0.4 %	(1,325)	25.6 %
Income tax expense (benefit)	2,439	0.2 %	(1,903)	-0.1 %	4,342	-228.2 %
Net loss	(8,939)	-0.7 %	(3,272)	-0.2 %	(5,667)	173.2 %
Net loss attributable to non-controlling interests of One Water Marine Holdings, LLC						
	—		1,648			
Net loss attributable to OneWater Marine Inc.	\$ (8,939)		\$ (1,624)			

Revenue

Overall, revenue decreased by \$58.6 million, or 4.2%, to \$1,353.6 million for the nine months ended June 30, 2026 from \$1,412.2 million for the nine months ended June 30, 2025. Revenue decreased due to a decrease in new and pre-owned unit sales for the nine months ended June 30, 2026 compared to the nine months ended June 30, 2025. Overall, the revenue decrease was primarily attributable to a \$58.4 million decrease in new boat sales and a \$11.7 million decrease in service, parts & other revenue, partially offset by a \$13.4 million increase in pre-owned boat sales for the nine months ended June 30, 2026 compared to the nine months ended June 30, 2025.

New Boat Sales

New boat sales decreased by \$58.4 million, or 6.6%, to \$825.3 million for the nine months ended June 30, 2026 from \$883.6 million for the nine months ended June 30, 2025. The decrease was primarily attributable to a decrease in unit sales, partially offset by an increase in average sales price. The decline in new boat sales was primarily attributable to the impact of strategic brand exits completed during the prior year; excluding those brands, new boat sales increased year over year.

Pre-owned Boat Sales

Pre-owned boat sales increased by \$13.4 million, or 4.9%, to \$285.8 million for the nine months ended June 30, 2026 from \$272.5 million for the nine months ended June 30, 2025. We sell a wide range of brands and sizes of pre-owned boats under different types of sales arrangements (e.g., trade-ins, brokerage, consigned and wholesale), which causes periodic and seasonal fluctuations in the average sales price. The increase in pre-owned boat sales was primarily attributable to an increase in average unit price.

Finance & Insurance Income

We generate revenue from arranging finance & insurance products, including financing, insurance and extended warranty contracts, to customers through various third-party financial institutions and insurance companies. Finance & insurance income decreased by \$2.0 million, or 4.7%, to \$40.2 million for the nine months ended June 30, 2026 from \$42.2 million for the nine months ended June 30, 2025. The decrease was primarily due to a decrease in new boat sales. We remain very focused on improving sales of finance & insurance products throughout our dealer network and implementing best practices at acquired dealer groups and existing dealerships. Finance & insurance income is recorded net of related fees, including fees charged back due to any early cancellation of loan or insurance contracts by a customer. Since finance & insurance income is fee-based, we do not incur any related cost of sale.

Service, Parts & Other Sales

Service, parts & other sales decreased by \$11.7 million, or 5.5%, to \$202.3 million for the nine months ended June 30, 2026 from \$213.9 million for the nine months ended June 30, 2025. Revenues for the Distribution segment are reported in service, parts & other sales and totaled \$92.5 million and \$105.5 million for the nine months ended June 30, 2026 and 2025, respectively. The decrease in revenue in the Distribution segment was partially offset by an increase in revenue in our Dealership segment. The decrease in revenue in the Distribution segment is primarily due to the sale of Ocean Bio-Chem during the nine months ended June 30, 2026.

Gross Profit

Gross profit decreased by \$0.7 million, or 0.2%, to \$322.4 million for the nine months ended June 30, 2026 from \$323.1 million for the nine months ended June 30, 2025. Gross margin increased 90 basis points to 23.8% for the nine months ended June 30, 2026 from 22.9% for the nine months ended June 30, 2025 due to the factors noted below.

New Boat Gross Profit

New boat gross profit increased by \$4.8 million, or 3.4%, to \$143.9 million for the nine months ended June 30, 2026 from \$139.1 million for the nine months ended June 30, 2025, despite declining revenues. This increase was primarily due to improvements in new boat gross profit margin. New boat gross profit margin was 17.4% for the nine months ended June 30, 2026 as compared to 15.7% in the nine months ended June 30, 2025. The increase was primarily due to new boat pricing and the impact of portfolio optimization actions taken in the previous fiscal year.

Pre-owned Boat Gross Profit

Pre-owned boat gross profit increased by \$7.2 million, or 14.5%, to \$56.8 million for the nine months ended June 30, 2026 from \$49.6 million for the nine months ended June 30, 2025. This increase was due to the increase in pre-owned boat gross profit margins and the increase in pre-owned boat sales. Pre-owned boat gross profit margin was 19.9% and 18.2% for the nine months ended June 30, 2026 and 2025, respectively. The increase was primarily due to a favorable model mix of pre-owned boat sales.

Finance & Insurance Gross Profit

Finance & insurance gross profit decreased by \$2.0 million, or 4.7%, to \$40.2 million for the nine months ended June 30, 2026 from \$42.2 million for the nine months ended June 30, 2025. Finance & insurance income is fee-based revenue for which we do not recognize incremental cost of sales.

Service, Parts & Other Gross Profit

Service, parts & other gross profit decreased by \$10.8 million, or 11.7%, to \$81.5 million for the nine months ended June 30, 2026 from \$92.2 million for the nine months ended June 30, 2025. The decrease was due to the decrease in service, parts & other sales, primarily attributable to the disposition of Ocean Bio-Chem, as well as the decrease in the service, parts & other gross profit margin. Service, parts & other gross profit margin was 40.3% and 43.1% for the nine months ended June 30, 2026 and 2025, respectively. The decrease in gross profit margin was primarily driven by a shift in sales mix following the disposition which historically generated higher gross margins.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased by \$4.7 million, or 1.8%, to \$254.3 million for the nine months ended June 30, 2026 compared to \$259.0 million for the nine months ended June 30, 2025. This decrease was primarily due to previously implemented cost saving actions and ongoing expense management, partially offset by an increase in variable personnel costs. Selling, general and administrative expenses as a percentage of revenue increased to 18.8% from 18.3% for the nine months ended June 30, 2026 compared to the nine months ended June 30, 2025. The increase in selling, general and administrative expenses as a percentage of revenue was driven by higher variable personnel costs, primarily sales commissions due to higher new and pre-owned gross profit.

Depreciation and Amortization

Depreciation and amortization expense decreased by \$3.8 million, or 22.9%, to \$12.7 million for the nine months ended June 30, 2026 compared to \$16.4 million for the nine months ended June 30, 2025. The decrease in depreciation and amortization expense for the nine months ended June 30, 2026 compared to the nine months ended June 30, 2025 was primarily attributable to a reduction in amortization of intangible assets due to the prior year impairment charge as well as the impact of the Ocean Bio-Chem disposition.

Transaction Costs

Transaction costs increased by \$1.7 million, or 156.2%, to \$2.8 million for the nine months ended June 30, 2026 compared to \$1.1 million for the nine months ended June 30, 2025. The increase in transaction costs was primarily attributable to costs associated with the sale of Ocean Bio-Chem during the nine months ended June 30, 2026.

Change in Fair Value of Contingent Consideration

During the nine months ended June 30, 2026, we recognized expense of \$0.2 million related to accretion of contingent consideration liabilities. During the nine months ended June 30, 2025, we recognized expense of \$0.5 million related to updated forecasts and accretion of contingent consideration liabilities.

Restructuring and Impairment

During the nine months ended June 30, 2026, we recognized a loss of \$14.3 million, primarily to adjust the carrying value of assets held for sale to their estimated fair value, less costs to sell, as well as impairment charges to reduce the carrying value of certain identifiable intangible assets to their estimated fair value. During the nine months ended June 30, 2025, we recognized a loss of \$3.0 million related to other various restructuring activities, of which \$1.5 million was recorded in restructuring and impairment and \$1.5 million was recorded in new boat cost of sales in the unaudited consolidated statement of operations.

Income from Operations

Income from operations decreased by \$6.6 million, or 14.7%, to \$38.1 million for the nine months ended June 30, 2026 compared to \$44.7 million for the nine months ended June 30, 2025. The decrease was primarily attributable to a \$12.9 million increase in restructuring and impairment and a \$1.7 million increase in transaction costs, partially offset by a \$4.7 million decrease in selling, general and administrative expenses and a \$3.8 million decrease in depreciation and amortization for the nine months ended June 30, 2026 as compared to the nine months ended June 30, 2025.

Interest Expense – Floor Plan

Interest expense – floor plan decreased by \$1.3 million, or 6.1%, to \$20.5 million for the nine months ended June 30, 2026 compared to \$21.9 million for the nine months ended June 30, 2025. Floor plan related interest expense decreased primarily due to a decrease in both the average floor plan borrowings and interest rates for the nine months ended June 30, 2026 compared to the nine months ended June 30, 2025.

Interest Expense – Other

Interest expense – other decreased by \$4.1 million, or 15.0%, to \$23.1 million for the nine months ended June 30, 2026 compared to \$27.1 million for the nine months ended June 30, 2025. The decrease in interest expense – other was primarily attributable to a lower average outstanding debt balance resulting from debt repayments, as well as lower interest rates.

Other (Income) Expense, Net

Other (income) expense, net remained flat at \$1.0 million of expense for the nine months ended June 30, 2026 compared to \$0.9 million of expense for the nine months ended June 30, 2025.

Income Tax Expense

Income tax expense changed by \$4.3 million, or 228.2%, to \$2.4 million income tax expense for the nine months ended June 30, 2026 compared to an income tax benefit of \$1.9 million for the nine months ended June 30, 2025. The change was primarily attributable to the impact of the Ocean Bio-Chem disposition as well as limitations on the deductibility of officer's compensation and the impact of other permanent and temporary tax differences.

Net Loss

Net loss increased by \$5.7 million to \$8.9 million for the nine months ended June 30, 2026 compared to \$3.3 million for the nine months ended June 30, 2025. The increase was primarily attributable to a \$6.6 million decrease in income from operations and a \$4.3 million increase in income tax expense, partially offset by a \$4.1 million decrease in interest expense - other and a \$1.3 million decrease in interest expense - floor plan for the nine months ended June 30, 2026 compared to the nine months ended June 30, 2025.

Comparison of Non-GAAP Financial Measures

Adjusted EBITDA

We view Adjusted EBITDA as an important indicator of performance. We define Adjusted EBITDA as net income (loss) before interest expense – other, income tax (benefit) expense, depreciation and amortization and other (income) expense, further adjusted to eliminate the effects of items such as the change in fair value of contingent consideration, restructuring and impairment, stock-based compensation and transaction costs.

Our Board, management team and lenders use Adjusted EBITDA to assess our financial performance because it allows them to compare our operating performance on a consistent basis across periods by removing the effects of our capital structure (such as varying levels of interest expense), asset base (such as depreciation and amortization) and other items (such as the change in fair value of contingent consideration, income tax (benefit) expense, restructuring and impairment, stock-based compensation and transaction costs) that impact the comparability of financial results from period to period. We present Adjusted EBITDA because we believe it provides useful information regarding the factors and trends affecting our business in addition to measures calculated under GAAP. Adjusted EBITDA is not a financial measure presented in accordance with GAAP. We believe that the presentation of this non-GAAP financial measure will provide useful information to investors and analysts in assessing our financial performance and results of operations across reporting periods by excluding items we do not believe are indicative of our core operating performance. Net income (loss) is the GAAP measure most directly comparable to Adjusted EBITDA. Our non-GAAP financial measure should not be considered as an alternative to the most directly comparable GAAP financial measure. You are encouraged to evaluate each of these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in such presentation. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. There can be no assurance that we will not modify the presentation of Adjusted EBITDA in the future, and any such modification may be material. Adjusted EBITDA has important limitations as an analytical tool and you should not consider Adjusted EBITDA in isolation or as a substitute for analysis of our results as reported under GAAP. Because Adjusted EBITDA may be defined differently by other companies in our industry, our definition of this non-GAAP financial measure may not be comparable to similarly titled measures of other companies, thereby diminishing its utility.

The following tables present a reconciliation of Adjusted EBITDA to our net income (loss), which is the most directly comparable GAAP measure for the periods presented.

Three Months Ended June 30, 2026, Compared to Three Months Ended June 30, 2025

(\$ in thousands)	Three Months Ended June 30,		
	2026	2025	Change
Net income	\$ 11,673	\$ 10,715	\$ 958
Interest expense – other	7,070	9,041	(1,971)
Income tax expense	10,293	3,507	6,786
Depreciation and amortization	4,352	6,301	(1,949)
Stock-based compensation	4,006	2,459	1,547
Change in fair value of contingent consideration	—	144	(144)
Transaction costs	210	175	35
Restructuring and impairment	304	727	(423)
Other (income) expense, net	(150)	(224)	74
Adjusted EBITDA	\$ 37,758	\$ 32,845	\$ 4,913

Adjusted EBITDA was \$37.8 million for the three months ended June 30, 2026 compared to \$32.8 million for the three months ended June 30, 2025. The increase in Adjusted EBITDA resulted primarily from the decrease in selling, general and administrative expenses, partially offset by the decrease in gross profit for the three months ended June 30, 2026 compared to the three months ended June 30, 2025.

Nine Months Ended June 30, 2026, Compared to Nine Months Ended June 30, 2025

(\$ in thousands)	Nine Months Ended June 30,		
	2026	2025	Change
Net loss	\$ (8,939)	\$ (3,272)	\$ (5,667)
Interest expense – other	23,051	27,129	(4,078)
Income tax expense (benefit)	2,439	(1,903)	4,342
Depreciation and amortization	13,795	18,509	(4,714)
Stock-based compensation	8,947	6,717	2,230
Change in fair value of contingent consideration	203	452	(249)
Transaction costs	2,846	1,111	1,735
Restructuring and impairment	14,330	3,013	11,317
Other (income) expense, net	1,031	853	178
Adjusted EBITDA	\$ 57,703	\$ 52,609	\$ 5,094

Adjusted EBITDA was \$57.7 million for the nine months ended June 30, 2026 compared to \$52.6 million for the nine months ended June 30, 2025. The increase in Adjusted EBITDA resulted primarily from the decrease in selling, general and administrative expenses and the decrease in interest expense - floor plan, partially offset by the decrease in gross profit for the nine months ended June 30, 2026 compared to the nine months ended June 30, 2025.

Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share

We view Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share as important indicators of performance. We define Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. as net income (loss) attributable to OneWater Marine Inc. before transaction costs, intangible amortization, change in fair value of contingent consideration, restructuring and impairment and other expense (income), all of which are then adjusted for an allocation to the non-controlling interest of OneWater LLC, for periods prior to the Final Redemption. Each of these adjustments are subsequently adjusted for income tax at an estimated statutory tax rate. Management also reports Adjusted Diluted Earnings (Loss) Per Share which presents all of the adjustments to net income (loss) attributable to OneWater Marine Inc. noted above on a per share basis.

Our Board, management team and lenders use Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share to assess our financial performance because it allows them to compare our operating performance on a consistent basis across periods by removing the effects of unusual or one time charges and other items (such as the change in fair value of contingent consideration, intangible amortization, restructuring and impairment and transaction costs) that impact the comparability of financial results from period to period. We present Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share because we believe they provide useful information regarding the factors and trends affecting our business in addition to measures calculated under GAAP. Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share are not financial measures presented in accordance with GAAP. We believe that the presentation of these non-GAAP financial measures will provide useful information to investors and analysts in assessing our financial performance and results of operations across reporting periods by excluding items we do not believe are indicative of our core operating performance. Net income (loss) attributable to OneWater Marine Inc. is the GAAP measure most directly comparable to Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and net earnings (loss) per share of Class A common stock - diluted is the GAAP measure most directly comparable to Adjusted Diluted Earnings (Loss) Per Share. Our non-GAAP financial measures should not be considered as an alternative to the most directly comparable GAAP financial measure. You are encouraged to evaluate each of these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in such presentation. Our presentation of Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. There can be no assurance that we will not modify the presentation of Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share in the future, and any such modification may be material. Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share have important limitations as analytical tools and you should not consider Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. or Adjusted Diluted Earnings (Loss) Per Share in isolation or as a substitute for analysis of our results as reported under GAAP. Because Adjusted Net Income (Loss) Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings (Loss) Per Share may be defined differently by other companies in our industry, our definition of these non-GAAP financial measures may not be comparable to similarly titled measures of other companies, thereby diminishing their utility.

The following tables present a reconciliation of Adjusted Net Income Attributable to OneWater Marine Inc. to net income attributable to OneWater Marine Inc. and Adjusted Diluted Earnings Per Share to net earnings per share of Class A common stock - diluted, which are the most directly comparable GAAP measures for the periods presented.

Three Months Ended June 30, 2026, Compared to Three Months Ended June 30, 2025

Description	Three Months Ended June 30,		
	2026	2025	Change
	(\$ in thousands)		
Net income attributable to OneWater Marine Inc.	\$ 11,673	\$ 10,715	\$ 958
Transaction costs	210	175	35
Intangible amortization	570	2,167	(1,597)
Change in fair value of contingent consideration	—	144	(144)
Restructuring and impairment	304	727	(423)
Other expense (income), net	(150)	(224)	74
Net income attributable to non-controlling interests of One Water Marine Holdings, LLC (1)	—	—	—
Adjustments to income tax expense (2)	(234)	(687)	453
Adjusted net income attributable to OneWater Marine Inc.	\$ 12,373	\$ 13,017	\$ (644)
Net earnings per share of Class A common stock - diluted	\$ 0.69	\$ 0.65	\$ 0.04
Transaction costs	0.01	0.01	—
Intangible amortization	0.03	0.13	(0.10)
Change in fair value of contingent consideration	—	0.01	(0.01)
Restructuring and impairment	0.02	0.04	(0.02)
Other expense (income), net	(0.01)	(0.01)	—
Net income attributable to non-controlling interests of One Water Marine Holdings, LLC (1)	—	—	—
Adjustments to income tax expense (2)	(0.01)	(0.04)	0.03
Adjustment for dilutive shares (3)	—	—	—
Adjusted earnings per share of Class A common stock - diluted	\$ 0.73	\$ 0.79	\$ (0.06)

(1) Represents an allocation of the impact of reconciling items to our non-controlling interest prior to the Final Redemption.

(2) Represents an adjustment of all reconciling items at an estimated statutory tax rate, which may vary from the Company's effective tax rate.

(3) Represents an adjustment for shares that are anti-dilutive for GAAP earnings per share but are dilutive for adjusted earnings per share.

Adjusted Net Income Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings Per Share were \$12.4 million and \$0.73, respectively, for the three months ended June 30, 2026 compared to Adjusted Net Income Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings Per Share of \$13.0 million and \$0.79, respectively, for the three months ended June 30, 2025. The decrease in Adjusted Net Income Attributable to OneWater Marine Inc. resulted from the decrease in gross profit and the increase in income tax expense, partially offset by the decrease in selling, general and administrative expenses for the three months ended June 30, 2026, as compared to the three months ended June 30, 2025. The decrease in Adjusted Diluted Earnings Per Share resulted from the decrease in Adjusted Net Income Attributable to OneWater Marine Inc.

Nine Months Ended June 30, 2026, Compared to Nine Months Ended June 30, 2025

Description	Nine Months Ended June 30,		
	2026	2025	Change
	(\$ in thousands)		
Net loss attributable to OneWater Marine Inc.	\$ (8,939)	\$ (1,624)	\$ (7,315)
Transaction costs	2,846	1,111	1,735
Intangible amortization	1,676	6,437	(4,761)
Change in fair value of contingent consideration	203	452	(249)
Restructuring and impairment	14,330	3,013	11,317
Other expense (income), net	1,031	853	178
Net loss attributable to non-controlling interests of One Water Marine Holdings, LLC (1)	—	(568)	568
Adjustments to income tax benefit (2)	(5,022)	(2,599)	(2,423)
Adjusted net income attributable to OneWater Marine Inc.	6,125	7,075	(950)
Net loss per share of Class A common stock - diluted	\$ (0.54)	\$ (0.10)	\$ (0.44)
Transaction costs	0.17	0.07	0.10
Intangible amortization	0.10	0.41	(0.31)
Change in fair value of contingent consideration	0.01	0.03	(0.02)
Restructuring and impairment	0.85	0.19	0.66
Other expense (income), net	0.06	0.05	0.01
Net loss attributable to non-controlling interests of One Water Marine Holdings, LLC (1)	—	(0.04)	0.04
Adjustments to income tax benefit (2)	(0.30)	(0.17)	(0.13)
Adjustment for dilutive shares (3)	0.01	0.01	—
Adjusted earnings per share of Class A common stock - diluted	\$ 0.36	\$ 0.45	\$ (0.09)

(1) Represents an allocation of the impact of reconciling items to our non-controlling interest prior to the Final Redemption.

(2) Represents an adjustment of all reconciling items at an estimated statutory tax rate, which may vary from the Company's effective tax rate.

(3) Represents an adjustment for shares that are anti-dilutive for GAAP earnings per share but are dilutive for adjusted earnings per share.

Adjusted Net Income Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings Per Share were \$6.1 million and \$0.36, respectively, for the nine months ended June 30, 2026 compared to Adjusted Net Income Attributable to OneWater Marine Inc. and Adjusted Diluted Earnings Per Share of \$7.1 million and \$0.45, respectively, for the nine months ended June 30, 2025. The decrease in Adjusted Net Income Attributable to OneWater Marine Inc. resulted from the decrease in gross profit and the increase in income tax expense, partially offset by the decrease in selling, general and administrative expenses for the nine months ended June 30, 2026, as compared to the nine months ended June 30, 2025. The decrease in Adjusted Diluted Earnings Per Share resulted from the decrease in Adjusted Net Income Attributable to OneWater Marine Inc.

Seasonality

Our business, along with the entire boating industry, is highly seasonal, and such seasonality varies by geographic market. With the exception of Florida, we generally realize lower sales and higher levels of inventories, and related floor plan borrowings, in the quarterly periods ending December 31 and March 31. Revenue generated from our dealerships in Florida serves to offset generally lower winter revenue in our other states and enables us to maintain a more consistent revenue stream. The onset of the public boat and recreation shows in January stimulates boat sales and typically allows us to reduce our inventory levels and related floor plan borrowings throughout the remainder of the fiscal year. The impact of seasonality on our results of operations could be materially impacted based on the location of our acquisitions. For example, our operations could be substantially more seasonal if we acquire dealer groups that operate in colder regions of the United States. Our business is also subject to weather patterns, which may adversely affect our results of operations. For example, prolonged winter conditions, reduced rainfall levels or excessive rain, may limit access to boating locations or render boating dangerous or inconvenient, thereby curtailing customer demand for our products and services. In addition, unseasonably cool weather and prolonged winter conditions may lead to a shorter selling season in certain locations. Hurricanes, tornadoes, and other storms have and could result in disruptions of our operations or damage to our boat inventories and facilities, as has been the case when Florida, Texas, and other markets were affected by hurricanes. We believe our geographic diversity is likely to reduce the overall impact to us of adverse weather conditions in any one market area.

Liquidity and Capital Resources

Overview

OneWater Inc. is a holding company with no operations and is the sole managing member of OneWater LLC. OneWater Inc.'s principal asset consists of common units of OneWater LLC. Our earnings and cash flows and ability to meet our obligations under the A&R Credit Facility (as defined below), and any other debt obligations will depend on the cash flows resulting from the operations of our operating subsidiaries, and the payment of distributions by such subsidiaries. Our A&R Credit Facility and Inventory Financing Facility (described below) (together, the "Credit Facilities") contain certain restrictions on distributions or transfers from our operating subsidiaries to their members or unit holders, as applicable, as described in the summaries below under "—Debt Agreements—A&R Credit Facility" and "—Inventory Financing Facility." Accordingly, the operating results of our subsidiaries may not be sufficient for them to make distributions to us. As a result, our ability to make payments under the A&R Credit Facility and any other debt obligations or to declare dividends could be limited.

Our cash needs are primarily for debt service, growth through acquisitions and working capital to support our operations, including new and pre-owned boat and related parts inventories and off-season liquidity. We routinely monitor our cash flow to determine the amount of cash available to complete acquisitions. We monitor our inventories, inventory aging and current market trends to determine our current and future inventory and related floorplan financing needs. Based on current facts and circumstances, we believe we will have adequate cash flow from operations, borrowings under our Credit Facilities and proceeds from any future public or private issuances of debt or equity to fund our current operations, make other required debt repayments and to fund essential capital expenditures and acquisitions for the next twelve months and beyond. On February 2, 2026, we completed the sale of Ocean Bio-Chem and its subsidiaries and used the proceeds to repay \$50.0 million of our outstanding debt under the A&R Credit Facility (as defined below).

Cash needs for acquisitions have historically been financed with our Credit Facilities and cash generated from operations. Our ability to utilize the A&R Credit Facility to fund acquisitions depends upon Adjusted EBITDA and compliance with covenants of the A&R Credit Facility. Cash needs for inventory have historically been financed with our Inventory Financing Facility. Our ability to fund inventory purchases and operations depends on the collateral levels and our compliance with the covenants of the Inventory Financing Facility. For the reporting period ended June 30, 2026, we were in compliance with all covenants under the A&R Credit Facility and the Inventory Financing Facility.

We have no material off balance sheet arrangements.

Cash Flows

Analysis of Cash Flow Changes Between the Nine Months Ended June 30, 2026 and 2025

The following table summarizes our cash flows for the periods indicated:

(\$ in thousands)	Nine Months Ended June 30,		
	2026	2025	Change
Net cash provided by operating activities	\$ 56,512	\$ 81,820	\$ (25,308)
Net cash provided by (used in) investing activities	41,498	(8,741)	50,239
Net cash used in financing activities	(83,956)	(18,462)	(65,494)
Effect of exchange rate changes on cash and restricted cash	18	(48)	66
Net change in cash and restricted cash	\$ 14,072	\$ 54,569	\$ (40,497)

Operating Activities. Net cash provided by operating activities was \$56.5 million for the nine months ended June 30, 2026 compared to net cash provided by operating activities of \$81.8 million for the nine months ended June 30, 2025. The \$25.3 million decrease in cash provided by operating activities was primarily attributable to a \$37.1 million decrease in the change in inventories, a \$9.5 million decrease in the change in accounts receivable, and a \$17.3 million decrease in the change in prepaid expenses and other current assets, partially offset by a \$37.5 million increase in the change in customer deposits for the nine months ended June 30, 2026 as compared to the nine months ended June 30, 2025.

Investing Activities. Net cash provided by investing activities was \$41.5 million for the nine months ended June 30, 2026 compared to net cash used in investing activities of \$8.7 million for the nine months ended June 30, 2025. The \$50.2 million increase in cash provided by investing activities was primarily attributable to \$48.7 million of proceeds from the disposition of a business for the nine months ended June 30, 2026 as compared to the nine months ended June 30, 2025.

Financing Activities. Net cash used in financing activities was \$84.0 million for the nine months ended June 30, 2026 compared to net cash used in financing activities of \$18.5 million for the nine months ended June 30, 2025. The \$65.5 million increase in financing cash outflow was primarily attributable to a \$53.8 million increase in payments on long-term debt, a \$7.4 million decrease in net borrowings from floor plan, and a \$5.3 million decrease in proceeds on long-term debt during the nine months ended June 30, 2026 as compared to the nine months ended June 30, 2025.

Share Repurchase Program

On March 30, 2022 the Board authorized a share repurchase program of up to \$50 million of outstanding shares of Class A common stock. Repurchases under the share repurchase program may be made at any time or from time to time, without prior notice, in the open market or in privately negotiated transactions at prevailing market prices, or such other means as will comply with applicable state and federal securities laws and regulations, including the provisions of the Securities Exchange Act of 1934, including Rule 10b5-1 and, to the extent practicable or advisable, Rule 10b-18 thereunder, and consistent with the Company's contractual limitations and other requirements. The Company made no share repurchases during the nine months ended June 30, 2026. The Company has \$48.1 million remaining under the share repurchase program.

Any such share repurchases may be subject to a U.S. federal excise tax. Subject to certain exceptions and adjustments, the amount of the excise tax is generally 1% of the aggregate fair market value of the shares of stock repurchased by the corporation during a taxable year, net of the aggregate fair market value of certain new stock issuances by the repurchasing corporation during the same taxable year. In the past, there have been proposals to increase the amount of the excise tax from 1% to 4%; however, it is unclear whether such a change in the amount of the excise tax will be enacted and, if enacted, how soon any change would take effect.

Debt Agreements

A&R Credit Facility

On August 9, 2022 we entered into the Amended and Restated Credit Agreement (as amended, restated, supplemented or otherwise modified, the "A&R Credit Facility"), with certain of our subsidiaries, Truist Bank and the other lenders party thereto. The A&R Credit Facility provides for, among other things, (i) a \$65.0 million revolving credit facility (including up to \$5.0 million in swingline loans and up to \$5.0 million in letters of credit from time to time) and (ii) a \$445.0 million term loan facility. Subject to certain conditions, the available amount under the Term Facility and the Revolving Facility may be increased by \$125.0 million plus additional amounts subject to additional conditions (including satisfaction of a consolidated leverage ratio requirement) in the aggregate (with up to \$50.0 million allocable to the Revolving Facility). On November 17, 2025, the Company entered into Amendment No. 7 to Amended and Restated Credit Agreement and Amendment to Pledge and Security Agreement to, among other things, (i) modify certain definitions, terms and conditions, (ii) modify the maturity date to be July 31, 2027, and in connection therewith, the repayment schedule, including certain adjustments to applicable interest rates, (iii) adjust the minimum fixed charge coverage ratio, (iv) adjust the maximum leverage ratio measures, and (v) adjust the minimum liquidity measure. The Revolving Facility matures on July 31, 2027. The Term Facility is repayable in installments beginning on December 31, 2022, with the remainder due on the earlier of (i) July 31, 2027 or (ii) the date on which the principal amount of all outstanding term loans have been declared or automatically have become due and payable pursuant to the terms of the A&R Credit Facility. The Company is in the process of amending the A&R Credit Facility and expects to modify the maturity date and extend the repayment schedule.

Borrowings under the A&R Credit Facility bear interest, at our option, at either (a) a base rate (the "Base Rate") equal to the highest of (i) the prime rate (as announced by Truist Bank from time to time), (ii) the Federal Funds Rate, as in effect from time to time, plus 0.50%, (iii) Term SOFR (as defined in the A&R Credit Facility) for a one-month Interest Period (calculated on a daily basis after taking into account a floor equal to 0.00%) plus 1.00%, and (iv) 1.00%, in each case, plus an applicable margin ranging from 0.75% to 2.50%, or (b) Term SOFR, plus an applicable margin ranging from 1.75% to 3.50%. Interest on swingline loans shall bear interest at the Base Rate plus the applicable margin for Base Rate loans. All applicable interest margins are based on certain consolidated leverage ratio measures.

The A&R Credit Facility is subject to certain financial covenants including the maintenance of a minimum fixed charge coverage ratio, a maximum consolidated leverage ratio and a minimum liquidity measure. The A&R Credit Facility also contains non-financial covenants and restrictive provisions that, among other things, limit the ability of the Loan Parties (as defined in the A&R Credit Facility) to incur additional debt, transfer or dispose of all of their respective assets, make certain investments, loans or restricted payments and engage in certain transactions with affiliates. The A&R Credit Facility also includes events of default, borrowing conditions, representations and warranties and provisions regarding indemnification and expense reimbursement. The Company was in compliance with all covenants for the reporting period ended June 30, 2026.

Inventory Financing Facility

On November 14, 2023, we entered into the Eighth Amended and Restated Inventory Financing Agreement (as amended, restated, supplemented or otherwise modified, the "Inventory Financing Facility") with certain of our subsidiaries, Wells Fargo Commercial Distribution Finance, LLC ("Wells Fargo") and the other lender parties thereto. On November 17, 2025, the Company entered into the Third Amendment to Eighth Amended and Restated Inventory Financing Agreement, Omnibus Amendment to Collateralized Guarantees, and First Amendment to Consent Agreement (the "Third Amendment") to, among other things, (i) modify certain definitions, terms and conditions, (ii) adjust the maximum funded debt to EBITDA ratio, (iii) adjust the minimum fixed charge coverage ratio, (iv) adjust the minimum liquidity measure, (v) permit certain consignment agreements entered into in the normal course of business, (vi) modify the termination date of the Third Amendment to be March 1, 2027 and (vii) adjust the maximum borrowing capacity to \$497.1 million and permit an additional \$38.7 million in availability for overtrade capacity. Loans under the Inventory Financing Facility may be extended from time to time to enable the Company to purchase inventory from certain manufacturers. The Inventory Financing Facility expires on March 1, 2027.

Under the Inventory Financing Facility, interest on new boats and for rental units is calculated using the Adjusted 30-Day Average SOFR plus an applicable margin of 2.75% to 5.00% depending on the age of the inventory. Interest on pre-owned boats is calculated at the new boat rate plus 0.25%. Loans are extended from time to time to enable us to purchase inventory from certain manufacturers and to lease certain boats and related parts to customers. The applicable financial terms, curtailment schedule and maturity for each loan are set forth in separate program terms letters that are entered into from time to time. The collateral for the Inventory Financing Facility consists primarily of our inventory that was financed through the Inventory Financing Facility and related assets, including accounts receivable, bank accounts, and proceeds of the foregoing, and excludes the collateral that secures the A&R Credit Facility.

We are required to comply with certain financial and non-financial covenants under the Inventory Financing Facility, including certain provisions related to the Funded Debt to EBITDA Ratio, the Fixed Charge Coverage Ratio and the Liquidity measure (as defined in the Inventory Financing Facility). We are also subject to additional restrictive covenants, including restrictions on our ability to (i) use, sell, rent or otherwise dispose of any collateral securing the Inventory Financing Facility except for the sale of inventory in the ordinary course of business, (ii) incur certain liens, (iii) engage in any material transaction not in the ordinary course of business, (iv) change our business in any material manner or our organizational structure, other than as otherwise provided for in the Inventory Financing Facility, (v) engage in certain mergers or consolidations, (vi) acquire certain assets or ownership interests of any other person or entities, except for certain permitted acquisitions, (vii) guarantee or indemnify or otherwise become in any way liable with respect to certain obligations of any other person or entity, except as provided by the Inventory Financing Facility, (viii) redeem, retire, purchase or otherwise acquire, directly or indirectly, any of the equity of our acquired marine retailers (ix) make any change in any of our marine retailers' capital structure or in any of their business objectives or operations which might in any way adversely affect the ability of such marine retailer to repay its obligations under the Inventory Financing Facility, (x) incur, create, assume, guarantee or otherwise become or remain liable with respect to certain indebtedness, and (xi) make certain payments of subordinated debt. OneWater LLC and certain of its subsidiaries are restricted from, among other things, making cash dividends or distributions without the prior written consent of Wells Fargo. Under the Inventory Financing Facility, among other exceptions, OneWater LLC may make distributions to its members for certain permitted tax payments subject to certain financial ratios, may make scheduled payments on certain subordinated debt, may make distributions to the Company for repurchases of the Company's common stock subject to certain financial ratios, and is permitted to make distributions to OneWater Inc. in an amount sufficient to allow OneWater Inc. to pay its taxes and to make payments under the Tax Receivable Agreement. OneWater LLC's subsidiaries are generally restricted from making loans or advances to OneWater LLC. Our Executive Chairman, Philip Austin Singleton, Jr., and our Chief Executive Officer, Anthony Aisquith, provide certain personal guarantees of the Inventory Financing Facility.

As of June 30, 2026 and September 30, 2025, our indebtedness associated with financing our inventory under the Inventory Financing Facility totaled \$404.7 million and \$419.7 million, respectively. Certain of our manufacturers enter into independent agreements with the lenders to the Inventory Financing Facility, which results in a lower effective interest rate charged to us for borrowings related to the products by such manufacturer. For the nine months ended June 30, 2026 and the year ended September 30, 2025, the effective interest rate on the outstanding short-term borrowings under the Inventory Financing Facility was 6.0% and 6.2%, respectively. As of June 30, 2026 and September 30, 2025, our additional available borrowings under our Inventory Financing Facility were \$92.4 million and \$175.3 million, respectively, based upon the outstanding borrowings and the maximum facility amount. The aging of our inventory limits our borrowing capacity as defined curtailments reduce the allowable advance rate as our inventory ages. For the reporting period ended June 30, 2026, we were in compliance with all covenants under the Inventory Financing Facility.

Commercial Vehicles Notes Payable

We enter into notes payable with various commercial lenders in connection with our acquisition of certain vehicles utilized in our retail operations. Such notes bear interest ranging from 0.0% to 10.8% per annum, require monthly payments of approximately \$80,000, and mature on dates between October 2026 to May 2032. As of June 30, 2026, we had \$1.7 million outstanding under the commercial vehicles notes payable.

Tax Receivable Agreement

The Tax Receivable Agreement generally provides for the payment by OneWater Inc. to each TRA Holder of 85% of the net cash savings, if any, in U.S. federal, state and local income tax and franchise tax (computed using the estimated impact of state and local taxes) that OneWater Inc. actually realizes (or is deemed to realize in certain circumstances) in periods after the IPO as a result of certain tax basis increases and certain tax benefits attributable to imputed interest. OneWater Inc. will retain the benefit of the remaining net cash savings.

As of June 30, 2026 and September 30, 2025, our liability under the Tax Receivable Agreement was \$37.5 million. To the extent OneWater LLC has available cash and subject to the terms of any current or future debt or other agreements, OneWater LLC will make cash distributions to OneWater Inc. in an amount sufficient to allow it to pay its taxes and to make payments under the Tax Receivable Agreement. We generally expect OneWater LLC to fund such distributions out of available cash. However, except in cases where OneWater Inc. elects to terminate the Tax Receivable Agreement early, the Tax Receivable Agreement is terminated early due to certain mergers or other changes of control or OneWater Inc. has available cash but fails to make payments when due, generally OneWater Inc. may elect to defer payments due under the Tax Receivable Agreement if it does not have available cash to satisfy its payment obligations under the Tax Receivable Agreement or if its contractual obligations limit its ability to make these payments. Any such deferred payments under the Tax Receivable Agreement generally will accrue interest. In certain cases, payments under the Tax Receivable Agreement may be accelerated and/or significantly exceed the actual benefits, if any, OneWater Inc. realizes in respect of the tax attributes subject to the Tax Receivable Agreement. In the case of such an acceleration, where applicable, we generally expect the accelerated payments due under the Tax Receivable Agreement to be funded out of the proceeds of the change of control transaction giving rise to such acceleration. OneWater Inc. intends to account for any amounts payable under the Tax Receivable Agreement in accordance with ASC Topic 450, Contingencies.

Recent Accounting Pronouncements

See Note 3 of the Notes to the Condensed Consolidated Financial Statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk**Interest Rate Risk**

Our Inventory Financing Facility exposes us to risks caused by fluctuations in interest rates. The interest rate on our Inventory Financing Facility for major unit inventory is calculated using SOFR plus an applicable margin. Based on the \$204.7 million outstanding balance under the Inventory Financing Facility that is not covered by interest rate swaps as of June 30, 2026, a change of 100 basis points in the underlying interest rate would cause a change in interest expense of approximately \$2.0 million. This hypothetical change does not take into account a corresponding increase to the programs that we may receive from our manufacturers or management's ability to curtail inventory and related floor plan balances, both of which would reduce the impact of the interest rate increase.

Our A&R Credit Facility exposes us to risks caused by fluctuations in interest rates. The interest rate on our A&R Credit Facility is calculated using Term SOFR (with a 0.00% floor) plus an applicable margin. Based on the \$149.9 million outstanding balance that is not covered by interest rate swaps as of June 30, 2026, a change of 100 basis points in the underlying interest rate would cause a change in interest expense of approximately \$1.5 million.

As part of our strategy to mitigate the exposure risk to fluctuations in interest rates for our Inventory Financing Facility and A&R Credit Facility, we may enter into various interest rate swap agreements. As of June 30, 2026, we had two interest rate swap agreements with a combined notional principal amount of \$400.0 million. The swaps are designed to provide a hedge against the changes in variable cash flows regarding fluctuations in the SOFR and Term SOFR rates which are used in calculating interest payments. All of our interest rate swaps qualify for cash flow hedge accounting. The following table provides information regarding our interest rate swaps as of June 30, 2026:

Inception Date	Hedged Rate	Notional Value at Inception (in thousands)		Maturity Date
September 2024	SOFR	\$	200,000	September 2027
September 2024	Term SOFR		200,000	September 2027

Foreign Currency Risk

We purchase certain of our new boat and parts inventories from foreign manufacturers and some of these transactions are denominated in a currency other than the U.S. dollar. Our business is subject to foreign exchange rate risk that may influence manufacturers' ability to provide their products at competitive prices in the United States. From time to time we may enter into foreign currency forward contracts to hedge certain foreign currency exposures to lessen, but not completely eliminate, the effects of foreign currency fluctuations on our financial results. To the extent that we cannot recapture this volatility in prices charged to customers or if this volatility negatively impacts consumer demand for our products, this volatility could adversely affect our future operating results.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including the Principal Executive Officer and Principal Financial Officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on this evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of such date. No system of controls, no matter how well designed and operated, can provide absolute assurance that the objectives of the system of controls are met, and no evaluation of controls can provide absolute assurance that the system of controls has operated effectively in all cases. Our disclosure controls and procedures are designed to provide reasonable assurance that the objectives of disclosure controls and procedures are met and to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to management, including the Principal Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f)) during the three months ended June 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are involved in various legal proceedings as either the defendant or plaintiff. Due to their nature, such legal proceedings involve inherent uncertainties including, but not limited to, court rulings, negotiations between the affected parties and other actions. Management assesses the probability of losses or gains for such contingencies and accrues a liability and/or discloses the relevant circumstances as appropriate. In the opinion of management, it is not reasonably probable that the pending litigation, disputes or claims against the Company as of June 30, 2026, will have a material adverse effect on its financial condition, results of operations or cash flows. However, the outcome of any matter cannot be predicted with certainty, and an unfavorable resolution of one or more matters presently known or arising in the future could have a material adverse effect on the Company's financial condition, liquidity or results of operations.

Item 1A. Risk Factors

In addition to the information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors and other cautionary statements described under the heading “Risk Factors” included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2025, filed with the SEC on December 15, 2025, which could materially affect our businesses, financial condition, or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, or future results. There have been no material changes in our risk factors from those described in our Annual Report on Form 10-K for the fiscal year ended September 30, 2025, filed with the SEC on December 15, 2025.

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

Issuer's Purchases of Equity Securities

On March 30, 2022, the Board authorized a share repurchase program of up to \$50 million of outstanding shares of Class A common stock. Repurchases under the share repurchase program may be made at any time or from time to time, without prior notice, in the open market or in privately negotiated transactions at prevailing market prices, or such other means as will comply with applicable state and federal securities laws and regulations, including the provisions of the Exchange Act, including, to the extent practicable or advisable, Rule 10b5-1 and Rule 10b-18 thereunder, and consistent with the Company's contractual limitations and other requirements. The Company made no repurchases in the three months ended June 30, 2026. The Company has \$48.1 million remaining under the share repurchase program.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit No.	Description
<u>*31.1</u>	Certification of the Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a).
<u>*31.2</u>	Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a).
<u>**32.1</u>	Certification of the Principal Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350.
<u>**32.2</u>	Certification of the Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350.
101.INS(a)	Inline XBRL Instance Document.
101.SCH(a)	Inline XBRL Schema Document.
101.CAL(a)	Inline XBRL Calculation Linkbase Document.
101.DEF(a)	Inline XBRL Definition Linkbase Document.
101.LAB(a)	Inline XBRL Labels Linkbase Document.
101.PRE(a)	Inline XBRL Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed herewith.

** Furnished herewith.

SIGNATURES

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

ONEWATER MARINE INC.

(Registrant)

By: /s/ Philip Austin Singleton, Jr.
Philip Austin Singleton, Jr.
Founder and Executive Chairman

By: /s/ Jack Ezzell
Jack Ezzell
Chief Financial Officer and Chief Operating Officer

July 31, 2026

CERTIFICATION
PURSUANT TO EXCHANGE ACT RULE 13A-14(a) OR RULE 15D-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Philip Austin Singleton, Jr., certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of OneWater Marine Inc. (the “registrant”) for the quarter ended June 30, 2026;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Dated: July 31, 2026

By: /s/ Philip Austin Singleton, Jr.

Philip Austin Singleton, Jr.

Executive Chairman

(Principal Executive Officer)

CERTIFICATION
PURSUANT TO EXCHANGE ACT RULE 13A-14(a) OR RULE 15D-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jack Ezzell, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of OneWater Marine Inc. (the “registrant”) for the quarter ended June 30, 2026;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Dated: July 31, 2026

By: /s/ Jack Ezzell

Jack Ezzell

Chief Operating Officer and Chief Financial Officer

(Principal Financial Officer)

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

In connection with the Quarterly Report on Form 10-Q of OneWater Marine Inc. (the “Company”) for the quarter ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Philip Austin Singleton, Jr., Executive Chairman of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Dated: July 31, 2026

By: /s/ Philip Austin Singleton, Jr.

Philip Austin Singleton, Jr.

Executive Chairman

(Principal Executive Officer)

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

In connection with the Quarterly Report on Form 10-Q of OneWater Marine Inc. (the “Company”) for the quarter ended June 30, 2026, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Jack Ezzell, Chief Operating Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

Dated: July 31, 2026

By: /s/ Jack Ezzell

Jack Ezzell

Chief Operating Officer and Chief Financial Officer

(Principal Financial Officer)
