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

FORM 10-Q

(Mark One)

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

For the quarterly period ended December 31, 2025

OR

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

For the transition period from ___________ to ___________

Commission file number 001-42764

MCGRAW HILL, INC.
(Exact name of registrant as specified in its charter)

Delaware	**87-1259704**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
8787 Orion Place Columbus, Ohio	**43240**
(Address of Principal Executive Offices)	(Zip Code)

(614)-430-4000
Registrant's telephone number, including area code

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value $0.01	MH	New York Stock Exchange

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

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

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

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

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

☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes ☐ No ☒

The number of shares outstanding of the registrant’s common stock as of February 9, 2026 was 191,001,519.

MCGRAW HILL, INC.

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Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements can be identified by the use of forward-looking terminology, including terms such as “believes,” “estimates,” “anticipates,” “expects,” “projects,” “intends,” “plans,” “may,” “will,” “should” or “seeks,” or in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They appear in a number of places throughout this Quarterly Report on Form 10-Q and those included within our final prospectus filed with the Securities and Exchange Commission (the “SEC”) on July 24, 2025 (the “Prospectus”), including in the sections entitled “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business,” and include statements regarding our intentions, beliefs or current expectations concerning, among other things, our results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which we operate.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Our expectations, beliefs and projections are expressed in good faith, and we believe there is a reasonable basis for them, however; we caution you that forward-looking statements are not guarantees of future performance and that our actual results of operations, financial condition and liquidity, and the developments in the industry in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this document. In addition, even if our results of operations, financial condition and liquidity, and the developments in the industry in which we operate are consistent with the forward-looking statements contained in this document, those results of operations, financial condition and liquidity or developments may not be indicative of results or developments in subsequent periods.

Any forward-looking statements we make in this document speak only as of the date of such statement, and we undertake no obligation to update such statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

There are a number of risks, uncertainties and other important factors that could cause our actual results to differ materially from the forward-looking statements contained in this Quarterly Report on Form 10-Q. Such risks, uncertainties and other important factors include, among others, the risks, uncertainties and factors set forth under “Item 1A. Risk Factors,” those included within the Prospectus and the following:

- the competition our products and services face;
- our investments in new products and distribution channels and entry into new markets;
- our failure to win new adoptions or reductions in anticipated levels of federal, state and local education funding available;
- the order patterns and payment schedules of customers and high degree of seasonality related to our business;
- changes in policy and funding shifts, including the potential reorganization or dismantlement of the U.S. Department of Education, and the impact on our cost of development and implementation strategies;
- the effect of various political and economic issues and our ability to comply with laws and regulations we are subject to, both in the United States and internationally;

- our ability to adjust to developments in the economic or regulatory environment;
- increased availability of other free or inexpensive products and customer expectations related to lower prices;
- current and potential litigation involving us;
- malfunction or intentional hacking of our technological systems;
- compliance with privacy, accessibility and other laws and adequate protection of personal data;
- defects in and an increase in unauthorized copying and distribution of our products;
- our ability to defend challenges to our intellectual property rights in our products;
- a material and sustained reduction in enrollment at colleges and universities;
- our reliance on third-party distributors and the effects of consolidation in the distribution and retail channels;
- costs and supply of paper products;
- large returns or changes in customer and/or reseller orders;
- our ability to retain and attract qualified authors, employees and key personnel;
- the global nature of our business, including the various laws and regulations applicable to us and fluctuations between foreign currencies and the U.S. dollar, including the imposition of new or increased tariffs or export controls and the related uncertainties associated with such developments;
- general economic conditions, including industry and market conditions, inflationary pressures, market rate volatility, interest rate fluctuations and volatility;
- our financing efforts, including our financial leverage and outstanding indebtedness;
- our ability to make accurate assumptions or estimations in preparing our financial statements and our ability to correctly implement any required changes based on such assumptions or estimations;
- our ownership structure;
- rapidly changing expectations and standards on various environmental, social and governance matters and initiatives;
- our stock price may be volatile and you may not be able to sell shares at or above the price at which you executed your purchase;
- we do not anticipate paying dividends or repurchasing shares in the foreseeable future;
- our dependence upon McGraw-Hill Education, Inc. and its controlled subsidiaries for our results of operations, cash flows and distributions; and
- our status as a “controlled company” and the extent to which Platinum’s interests conflict with our or your interests.

Part I—FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

MCGRAW HILL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited; dollars in thousands, except for share and per share data)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2025	2024	2025	2024
Revenue	$ 434,162	$ 416,493	$ 1,639,059	$ 1,628,037
Cost of sales (excluding depreciation and amortization)	63,844	65,253	326,305	343,901
Gross profit	370,318	351,240	1,312,754	1,284,136
Operating expenses				
Operating and administrative expenses	257,201	250,095	798,227	773,961
Depreciation	27,308	17,707	62,218	50,448
Amortization of intangibles	55,417	59,279	169,167	180,692
Total operating expenses	339,926	327,081	1,029,612	1,005,101
Operating income (loss)	30,392	24,159	283,142	279,035
Interest expense (income), net	47,358	68,877	162,072	229,899
(Gain) loss on extinguishment of debt	8,183	—	24,544	2,719
Income (loss) from operations before taxes	(25,149)	(44,718)	96,526	46,417
Income tax provision (benefit)	(4,950)	8,210	10,939	(24,611)
Net income (loss)	**$ (20,199)**	**$ (52,928)**	**$ 85,587**	**$ 71,028**
Basic earnings (loss) per share	$ (0.11)	$ (0.32)	$ 0.47	$ 0.43
Diluted earnings (loss) per share	$ (0.11)	$ (0.32)	$ 0.47	$ 0.43

See accompanying notes to these unaudited consolidated financial statements.

MCGRAW HILL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited; dollars in thousands)

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2025	**2024**	**2025**	**2024**
Net income (loss)	$ (20,199)	$ (52,928)	$ 85,587	$ 71,028
Other comprehensive income (loss):				
Foreign currency translation adjustment, net of tax	288	(3,054)	2,254	(3,312)
Total other comprehensive income (loss)	**$ 288**	**$ (3,054)**	**$ 2,254**	**$ (3,312)**
Comprehensive income (loss)	**$ (19,911)**	**$ (55,982)**	**$ 87,841**	**$ 67,716**

See accompanying notes to these unaudited consolidated financial statements.

MCGRAW HILL, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands, except for share data)

	December 31, 2025	March 31, 2025
	(Unaudited)	
Assets		
Current assets		
Cash and cash equivalents	$ 514,392	$ 389,830
Accounts receivable, net of allowance for credit losses of $9,569 and $13,521 as of December 31, 2025 and March 31, 2025, respectively	242,331	338,426
Inventories, net	169,667	174,018
Prepaid and other current assets	142,517	150,357
Total current assets	1,068,907	1,052,631
Product development costs, net	255,137	222,182
Property, plant and equipment, net	90,408	95,197
Goodwill	2,557,595	2,557,595
Other intangible assets, net	1,285,551	1,454,185
Deferred income taxes	7,138	7,983
Operating lease right-of-use assets	47,853	49,661
Other non-current assets	331,458	318,326
Total assets	**$ 5,644,047**	**$ 5,757,760**
Liabilities and stockholders' equity (deficit)		
Current liabilities		
Accounts payable	$ 113,127	$ 146,742
Accrued royalties	110,911	71,457
Accrued compensation	89,059	124,954
Deferred revenue	813,153	794,031
Current portion of long-term debt	13,170	13,170
Operating lease liabilities	8,652	8,042
Other current liabilities	133,999	172,023
Total current liabilities	1,282,071	1,330,419
Long-term debt	2,605,642	3,164,551
Deferred income taxes	16,399	15,656
Long-term deferred revenue	883,663	882,156
Operating lease liabilities	60,491	64,737
Other non-current liabilities	20,439	19,997
Total liabilities	4,868,705	5,477,516
Commitments and contingencies (Note 16)		
Stockholders' equity (deficit)		
Class A voting common stock, par value $0.01 per share; 186,471,212 shares authorized, 165,160,216 shares issued and outstanding as of March 31, 2025	—	1,652
Class B non-voting common stock, par value $0.01 per share; 14,384,922 shares authorized, 1,451,303 shares issued and outstanding as of March 31, 2025	—	14
Common stock, par value $0.01 per share; 2,000,000,000 shares authorized, 191,001,519 shares issued and outstanding as of December 31, 2025; and no shares authorized, issued and outstanding as of March 31, 2025	1,910	—
Additional paid-in capital	1,969,217	1,562,204
Accumulated deficit	(1,195,613)	(1,281,200)
Accumulated other comprehensive income (loss)	(172)	(2,426)
Total stockholders' equity (deficit)	775,342	280,244
Total liabilities and stockholders' equity (deficit)	**$ 5,644,047**	**$ 5,757,760**

See accompanying notes to these unaudited consolidated financial statements.

MCGRAW HILL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited; dollars in thousands)

	Nine Months Ended December 31, 2025	Nine Months Ended December 31, 2024
Operating activities		
Net income (loss)	$ 85,587	$ 71,028
Adjustments to reconcile net income (loss) to net cash provided by operating activities		
Depreciation (including amortization of technology costs)	62,218	50,448
Amortization of intangibles	169,167	180,692
Amortization of product development costs	44,962	44,703
Amortization of deferred royalties	67,654	65,280
Amortization of deferred commission costs	15,983	12,735
Stock-based compensation	31,737	—
Credit losses on accounts receivable	(529)	(2,556)
Unrealized (gain) loss on interest rate cap	—	235
Inventory obsolescence	8,300	9,784
Deferred income taxes	845	(1,184)
Amortization of debt discount	9,947	14,989
Amortization of deferred financing costs	3,744	8,782
(Gain) loss on extinguishment of debt	24,544	2,719
Changes in operating assets and liabilities:		
Accounts receivable	100,633	(433)
Inventories	(3,132)	51,996
Prepaid and other current assets	(92,827)	(127,245)
Accounts payable and accrued expenses	(25,268)	40,152
Deferred revenue	18,964	238,561
Other current liabilities	(42,123)	30,653
Other changes in operating assets and liabilities, net	(3,109)	(3,870)
Cash provided by (used for) operating activities	477,297	687,469
Investing activities		
Product development expenditures	(76,680)	(60,476)
Capital expenditures	(61,039)	(42,621)
Cash provided by (used for) investing activities	(137,719)	(103,097)
Financing activities		
Payment of A&E Term Loan Facility	(595,575)	(103,292)
Payment of Term Loan Facility	—	(754,875)
Borrowings on 2024 Secured Notes	—	650,000
Payment of finance lease obligations	(5,912)	(7,708)
Payment of deferred financing costs	—	(24,027)
Proceeds from issuance of common stock in Initial Public Offering, net of underwriting discounts	392,862	—
Deferred Initial Public Offering costs	(7,037)	—
Cash provided by (used for) financing activities	(215,662)	(239,902)
Effect of exchange rate changes on cash	646	896
Net change in cash and cash equivalents	124,562	345,366
Cash and cash equivalents, at the beginning of the period	389,830	203,618
Cash and cash equivalents, at the end of the period	$ 514,392	$ 548,984
Supplemental disclosures		
Cash paid for interest expense	$ 124,679	$ 173,392
Cash paid for income taxes	73,832	33,401

See accompanying notes to these unaudited consolidated financial statements.

MCGRAW HILL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIT)
(Unaudited; dollars in thousands, except for share data)

	Class A Voting Common Stock		Class B Non-Voting Common Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at March 31, 2024	**165,160,216**	**$ 1,652**	**1,451,303**	**$ 14**	**—**	**$ —**	**$ 1,562,204**	**$ (1,195,361)**	**$ 245**	**$ 368,754**
Net income (loss)	—	—	—	—	—	—	—	(9,447)	—	(9,447)
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	—	—	(1,205)	(1,205)
Balance at June 30, 2024	**165,160,216**	**$ 1,652**	**1,451,303**	**$ 14**	**—**	**$ —**	**$ 1,562,204**	**$ (1,204,808)**	**$ (960)**	**$ 358,102**
Net income (loss)	—	—	—	—	—	—	—	133,403	—	133,403
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	—	—	947	947
Balance at September 30, 2024	**165,160,216**	**$ 1,652**	**1,451,303**	**$ 14**	**—**	**$ —**	**$ 1,562,204**	**$ (1,071,405)**	**$ (13)**	**$ 492,452**
Net income (loss)	**—**	—	—	—	—	—	—	(52,928)	—	(52,928)
Other comprehensive income (loss), net of tax	**—**	—	—	—	—	—	—	—	(3,054)	(3,054)
Balance at December 31, 2024	**165,160,216**	**$ 1,652**	**1,451,303**	**$ 14**	**—**	**$ —**	**$ 1,562,204**	**$ (1,124,333)**	**$ (3,067)**	**$ 436,470**

MCGRAW HILL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIT)
(Unaudited; dollars in thousands, except for share data)

	Class A Voting Common Stock		Class B Non-Voting Common Stock		Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance at March 31, 2025	**165,160,216**	**$ 1,652**	**1,451,303**	**$ 14**	**—**	**$ —**	**$ 1,562,204**	**$ (1,281,200)**	**$ (2,426)**	**$ 280,244**
Net income (loss)	—	—	—	—	—	—	—	502	—	502
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	—	—	2,515	2,515
Balance at June 30, 2025	**165,160,216**	**$ 1,652**	**1,451,303**	**$ 14**	**—**	**$ —**	**$ 1,562,204**	**$ (1,280,698)**	**$ 89**	**$ 283,261**
Net income (loss)	—	—	—	—	—	—	—	105,284	—	105,284
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	—	—	(549)	(549)
Conversion of Class A and Class B Common Stock to Common Stock	(165,160,216)	(1,652)	(1,451,303)	(14)	166,611,519	1,666	—	—	—	—
Issuance of Common Stock in Initial Public Offering, net of offering costs	—	—	—	—	24,390,000	244	375,276	—	—	375,520
Stock-based compensation expense	—	—	—	—	—	—	31,076	—	—	31,076
Balance at September 30, 2025	**—**	**$ —**	**—**	**$ —**	**191,001,519**	**$ 1,910**	**$ 1,968,556**	**$ (1,175,414)**	**$ (460)**	**$ 794,592**
Net income (loss)	—	—	—	—	—	—	—	(20,199)	—	(20,199)
Other comprehensive income (loss), net of tax	—	—	—	—	—	—	—	—	288	288
Stock-based compensation expense	—	—	—	—	—	—	661	—	—	661
Balance at December 31, 2025	**—**	**$ —**	**—**	**$ —**	**191,001,519**	**$ 1,910**	**$ 1,969,217**	**$ (1,195,613)**	**$ (172)**	**$ 775,342**

See accompanying notes to these unaudited consolidated financial statements.

1. Description of Business, Basis of Preparation and Summary of Significant Accounting Policies

Description of Business

McGraw Hill, Inc. conducts its operations through its subsidiaries, including its indirect subsidiary McGraw-Hill Education, Inc., a Delaware corporation and operating company that is doing business as and that we refer to as “McGraw Hill.” As used in the accompanying unaudited consolidated financial statements, unless the context otherwise indicates, any reference to “our Company,” “the Company,” “us,” “we,” and “our,” refers to McGraw Hill, Inc., together with its consolidated subsidiaries. The use of the term “Platinum” means Platinum Equity, LLC together with its affiliated investment vehicles.

Platinum formed McGraw Hill, Inc. (formerly known as Mav Holding Corporation) on June 8, 2021. On July 31, 2021, Mav Acquisition Corporation, an investment vehicle of certain private investment funds sponsored and ultimately controlled by Platinum, acquired 100% of the equity interests in McGraw-Hill Education, Inc. Immediately following the consummation of the acquisition, Mav Acquisition Corporation merged with and into McGraw-Hill Education, Inc. with McGraw-Hill Education, Inc. being the surviving entity and McGraw-Hill Education, Inc. being indirectly owned by McGraw Hill, Inc.

McGraw Hill, Inc. is a leading global provider of information solutions for education across K-12 to higher education and through professional learning. The business is comprised of the following four reportable segments:

- ***K-12***: The Company provides end-to-end core, supplemental and intervention curricula to support the needs of U.S. K-12 schools. The Company sells blended digital and print learning solutions directly to school districts across the U.S.

- ***Higher Education:*** The Company provides students, instructors and institutions with adaptive digital learning solutions and content, and instructional materials. The primary users of the Company's solutions are students enrolled in two-and four-year non-profit colleges and universities, and to a lesser extent, for-profit institutions. The Company sells its Higher Education solutions to well-known online retailers and distribution partners, who subsequently sell to students. The Company also sells direct to student via its proprietary e-commerce platform.

- ***Global Professional:*** The Company provides students, institutions and professionals with comprehensive medical and engineering learning solutions. The Company sells digital learning solutions and print materials which are easily accessible through a broad range of mediums.

- ***International:*** The Company is a provider of comprehensive digital and print solutions in more than 100 countries and 80 languages outside of the U.S. Through our expansive global distribution network, we serve the needs of learners and educators throughout the world with our K-12 and Higher Education solutions that primarily originate or are adapted from our U.S.-based solutions.

Basis of Preparation

Principles of Consolidation

These unaudited interim consolidated financial statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles ("U.S. GAAP"). Certain information and disclosures normally included in annual consolidated financial statements prepared in accordance with U.S. GAAP are not required in these interim financial statements and have been condensed or omitted. In management's opinion, the Company has made all adjustments of a normal recurring nature necessary for fair financial statement presentation. Accordingly, these unaudited interim consolidated financial statements and related notes should be read in conjunction with the Company's audited consolidated financial statements and related notes thereto for the fiscal year ended March 31, 2025 included in the Company's final prospectus filed with the Securities and Exchange Commission (the “SEC”) on July 24, 2025 (the “Prospectus”). Our interim period operating results are not necessarily indicative of the results that may be expected for any other interim period or for the full fiscal year.

All intercompany transactions and balances have been eliminated in consolidation. Certain prior year amounts have been reclassified to conform to the current year presentation.

Fiscal Year

Our fiscal year is a 52-week period ended on March 31.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

On an ongoing basis, the Company evaluates its estimates and assumptions, including those related to revenue recognition, allowance for estimated credit losses and sales returns, valuation of inventories, product development costs, impairment of long-lived assets (including other intangible assets), valuation of right-of-use assets, impairment of goodwill and indefinite-lived intangible assets, purchase price allocation of acquired businesses, stock-based compensation, income taxes and contingencies.

Seasonality and Comparability

The Company's revenues, operating profit and operating cash flows are affected by the inherent seasonality of the academic calendar. Changes in the Company's customers’ ordering patterns may affect the comparison of its results in a quarter with the same quarter of the previous year, or in a fiscal year with the prior fiscal year, where customers may shift the timing of material orders for any number of reasons, including, but not limited to, changes in academic semester start dates or changes to their inventory management practices.

Summary of Significant Accounting Policies

Cash and Cash Equivalents

Cash and cash equivalents include bank deposits and highly liquid investments with original maturities of three months or less that consist primarily of interest-bearing demand deposits with daily liquidity, money market and time deposits. The balance also includes cash that is held by the Company outside of the U.S. to fund international operations or to be reinvested outside of the U.S. The investments and bank deposits are stated at cost, which approximates market value. These investments are not subject to significant market risk.

Accounts Receivable

Credit is extended to customers based upon an evaluation of the customer’s financial condition. Accounts receivable are recognized net of an allowance for estimated credit losses.

Allowance for Estimated Credit Losses

The Company estimates credit losses for its accounts receivable using the current expected credit loss model under ASC 326, *Financial Instruments - Credit Losses.* In determining the allowance for estimated credit losses, the Company considers forecasts of future economic conditions in addition to information about past events and current conditions.

The Company measures expected credit losses on a pool basis for those account receivables that have similar risk characteristics. Risk characteristics relevant to the Company's accounts receivable include the financial condition of the customer and the customer's credit risk category. When estimating credit losses, the Company also considers historical write-off experience and aging of accounts receivable.

Receivables are written off against the allowance for estimated credit losses when the receivable is determined to be uncollectible. The change in the allowance for estimated credit losses is reflected as part of Operating and administrative expenses in the consolidated statements of operations.

Sales Returns

The allowance for sales returns is an estimate, which is based on historical rates of return, timing of returns and market conditions. The provision for sales returns is reflected as a reduction to Revenues in the consolidated statements of operations for sales recognized as revenue and as a reduction to Deferred revenue in the consolidated balance sheets for sales which have not been recognized yet. Sales returns are charged against the reserve as products are returned to inventory.

Concentration of Credit Risk

As of December 31, 2025, the Company had two customers that accounted for 23% of the gross accounts receivable balance. As of March 31, 2025, three customers comprised 38% of the gross accounts receivable balance, which is reflective of both customer concentration and the seasonal nature of the Company's industry. For all periods presented, the Company had no single customer that accounted for 10% or more of its gross revenue. The loss of, or any reduction in sales from a significant customer or deterioration in their ability to pay could harm the Company's business and financial results.

Inventories, Net

Inventories, consisting principally of books, are stated at the lower of cost or net realizable value and are valued using the first in first out method. The majority of inventories relate to finished goods. An estimate, the reserve for inventory obsolescence, is reflected in Inventories, net within the consolidated balance sheets. In determining this reserve, the Company considers management's current assessment of the marketplace, industry trends and projected product demand as compared to the number of units currently on hand.

Product Development Costs, Net

Product development costs include both the pre-publication cost of developing educational content and the development of assessment solution products. Costs incurred prior to the publication date of a title or release date of a product represent activities associated with product development. These may be performed internally or outsourced to subject matter specialists and include, but are not limited to, editorial review and fact verification, graphic art design and layout and the process of conversion from print to digital media or within various formats of digital media. These costs are capitalized when the costs are directly attributable to a project or title and the title is expected to generate probable future economic benefits. Capitalized costs are amortized upon publication of the title over its estimated useful life with a higher proportion of the amortization typically taken in the earlier years. Amortization expenses for product development costs are charged as a component of operating and administrative expenses. In evaluating recoverability, the Company considers management's current assessment of the marketplace, industry trends and the projected success of the program.

Property, Plant and Equipment, Net

Property, plant and equipment are stated at cost less accumulated depreciation. Depreciation and amortization are recorded on a straight-line basis, over the assets' estimated useful lives. The Company evaluates the depreciation periods of property, plant and equipment to determine whether events or circumstances warrant revised estimates of useful lives.

Deferred Technology Costs

The Company capitalizes certain software development and website implementation costs. Capitalized costs only include incremental, direct costs of materials and services incurred to develop the software after the preliminary project stage is completed, funding has been committed and it is probable that the project will be completed and used to perform the function intended. Software development and website implementation costs are expensed as incurred during the preliminary project stage. Capitalized costs are amortized from the period the software is ready for its intended use over its estimated useful life, generally three years, using the straight-line method and are included within depreciation in the consolidated statements of operations. Periodically, the Company evaluates the amortization methods, remaining lives and recoverability of such costs. Capitalized software development and website implementation costs are included in Other non-current assets in the consolidated balance sheets and are presented net of accumulated amortization.

Gross deferred technology costs were $298,102 and $239,427 as of December 31, 2025 and March 31, 2025, respectively. Accumulated amortization of deferred technology costs was $110,189 and $76,838 as of December 31, 2025 and March 31, 2025, respectively. Amortization of deferred technology costs was $12,294 and $9,962 for the three months ended December 31, 2025 and 2024, respectively, and $33,351 and $29,345 for the nine months ended December 31, 2025 and 2024, respectively.

Cloud Computing Arrangements

The Company capitalizes certain implementation costs for cloud computing arrangements that meet the definition of a service contract in accordance with Accounting Standard Update ("ASU") 2018-15, *Intangibles-Goodwill and Other-Internal-Use Software.* Capitalized costs include external direct costs for materials and services. Software maintenance and training costs are expensed in the period in which they are incurred. Internal-use software is amortized on a straight-line basis over its estimated useful life, which is generally three years and are included within depreciation in the consolidated statements of operations, beginning when the module or component of the hosting arrangement is ready for its intended use. Management evaluates the useful lives of these assets on an annual basis and tests for impairment whenever events or changes in circumstances occur that could impact the recoverability of these assets. Capitalized costs for internal use software are included in Other non-current assets in the consolidated balance sheets and are presented net of accumulated amortization.

Capitalized implementation costs for cloud computing arrangements accounted for as service contracts was $35,072 and $35,072 as of December 31, 2025 and March 31, 2025, respectively. Accumulated amortization of cloud computing costs was $25,031 and $16,263 as of December 31, 2025 and March 31, 2025, respectively. Amortization of cloud computing costs was $2,923 and $3,573 for the three months ended December 31, 2025 and 2024, respectively, and $8,768 and $8,534 for the nine months ended December 31, 2025 and 2024, respectively.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill represents the excess of purchase price and related costs over the fair value of identifiable assets acquired and liabilities assumed in a business combination. Indefinite-lived intangible assets consist of the Company's acquired brands. Goodwill and indefinite-lived intangible assets are not amortized, but instead are tested for impairment annually or more frequently if events or changes in circumstances indicate that it is more likely than not the asset is impaired. The Company has historically performed its annual testing for goodwill and indefinite-lived intangible asset impairment as of March 31. The Company has four reporting units, K-12, Higher Education, Global Professional and International, with goodwill and indefinite-lived intangible assets that are evaluated for impairment.

The Company initially performs a qualitative analysis to evaluate whether there are events or circumstances that provide evidence that it is more likely than not that the fair value of any of its reporting units or indefinite-lived intangible assets are less than their carrying amount. If, based on this evaluation the Company does not believe that it is more likely than not that the fair value of any of its reporting units or indefinite-lived intangible assets are less than their carrying amount, no quantitative impairment test is performed. Conversely, if the results of the Company's qualitative assessment determine that it is more likely than not that the fair value of any of its reporting units or indefinite-lived intangible assets are less than their respective carrying amounts, the Company performs a quantitative impairment test. If the results of the Company's quantitative assessment determine that the carrying value exceeds the fair value of the reporting unit or indefinite-lived intangible assets, then the Company recognizes an impairment charge for the amount by which the carrying amount exceeds the reporting unit or indefinite-lived assets fair value.

To perform the quantitative impairment test, the Company uses the discounted cash flow method and a market-based valuation model to estimate the fair value of the reporting units. The discounted cash flow method incorporates various assumptions, the most significant being projected revenue growth rates, operating profit margins and cash flows, the terminal growth rate, and the discount rate. The Company projects revenue growth rates, operating margins and cash flows based on each reporting unit's current business, expected developments, and operational strategies over a five year period. In estimating the terminal growth rates, the Company considers its historical and projected results, as well as the economic environment in which its reporting units operate. The discount rates utilized for each reporting unit reflect the Company's assumptions of marketplace participants' cost of capital and risk assumptions, both specific to the reporting unit and overall in the economy. The market-based approach incorporates the use of revenue and earnings multiples based on market data as well as the consideration of transactions involving acquisitions of control in similar entities to determine a value for a particular business. Fair values of indefinite-lived intangible assets are estimated using relief-from-royalty discounted cash flow analyses. Significant judgments inherent in the relief-from-royalty method include the selection of appropriate royalty and discount rates and estimating the amount and timing of expected future cash flows. The discount rates used in the discounted cash flow analyses reflect the risks inherent in the expected future cash flows generated by the respective intangible assets. The royalty rates used in the discounted cash flow analyses are based upon an estimate of the royalty rates that a market participant would pay to license the Company's trade names and trademarks.

Accounting for the Impairment of Long-Lived Assets (Including Other Intangible Assets)

The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Upon such an occurrence, recoverability of assets to be held and used is measured by comparing the carrying amount of an asset to current forecasts of undiscounted future net cash flows expected to be generated by the asset. If the carrying amount of the asset exceeds its estimated future undiscounted cash flows, an impairment charge is recognized equal to the amount by which the carrying amount of the asset exceeds the fair value of the asset. Fair value is determined based on market observable inputs, discounted cash flows or appraised values, depending upon the nature of the assets.

(Unaudited; dollars in thousands, except for share and per share data)

Fair Value Measurements

In accordance with authoritative guidance for fair value measurements, certain assets and liabilities are required to be recorded at fair value on a recurring basis. Fair value is defined as the amount that would be received to sell an asset or transfer a liability in an orderly transaction between market participants. A fair value hierarchy has been established which requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of inputs used to measure fair value are as follows:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liabilities.
- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The carrying amount of the Company’s financial assets and liabilities, such as cash and cash equivalents, prepaid and other current assets, accounts payable and accrued expenses approximate their fair value due to the short maturity of those instruments.

Financial Assets and Liabilities

On a recurring basis, the Company measures certain financial assets and liabilities at fair value. The accounting standard for fair value measurements defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as consider counterparty and its credit risk in its assessment of fair value.

The following table presents the carrying amounts, not including debt discount or deferred financing costs, and estimated fair market values of the Company's debt as of December 31, 2025 and March 31, 2025:

	December 31, 2025		March 31, 2025	
	Carrying Amount	Estimated Fair Value (Level 2)	Carrying Amount	Estimated Fair Value (Level 2)
Liabilities:				
A&E Term Loan Facility	$ 564,840	$ 569,782	$ 1,160,415	$ 1,156,063
2022 Secured Notes	828,466	828,466	828,466	799,470
2022 Unsecured Notes	639,034	644,626	639,034	627,851
2024 Secured Notes	650,000	682,500	650,000	651,625
	$ 2,682,340	**$ 2,725,374**	**$ 3,277,915**	**$ 3,235,009**

The fair value of debt is deemed to be the amount at which the instrument could be exchanged in an orderly transaction between market participants at the measurement date. The fair market values of the 2024 Secured Notes, 2022 Secured Notes and 2022 Unsecured Notes were determined based on quoted market prices on a private exchange and are classified as Level 2 within the fair value hierarchy as of December 31, 2025 and March 31, 2025, respectively, due to limited trading activity. The fair market value of the A&E Term Loan Facility was determined using pricing sources and models utilizing market observable inputs to determine fair value and is classified as Level 2 within the fair value hierarchy as of December 31, 2025 and March 31, 2025, respectively. The factors used to estimate these values may not be valid on any subsequent date. Accordingly, the fair market values of the debt presented may not be indicative of their future values.

Non-Financial Assets and Liabilities

Non-financial assets and liabilities for which the Company employs fair value measures on a nonrecurring basis include goodwill, other intangible assets, property, plant, and equipment and operating lease assets. These assets are evaluated for impairment when specific trigger events occur, or when an annual quantitative impairment test is required.

Foreign Currency

The Company has operations in many foreign countries. For most international operations, the local currency is the functional currency. For international operations that are determined to be extensions of the U.S. operations or where a majority of revenue and/or expenses is U.S. dollar denominated, the U.S. dollar is the functional currency. For local currency operations, assets and liabilities are translated into U.S. dollars using end-of-period exchange rates, and revenue and expenses are translated into U.S. dollars using weighted-average exchange rates. Differences arising from the exchange rate changes are recorded within foreign currency translation adjustments, a component of Other comprehensive income (loss). Foreign currency transaction gains/losses are recorded in operating and administrative expenses in the consolidated statements of operations.

Stock-Based Compensation

The Company issues stock-based awards to eligible employees, directors and consultants and accounts for these stock-based awards under the provisions of ASC Topic 718, *Compensation-Stock Compensation* ("ASC 718"). For stock-based awards accounted for as equity awards, total compensation cost is based on the grant date fair value of the awards. For stock-based awards accounted for as liability awards, total compensation cost is based on the fair value of the awards on the date the award is granted and is remeasured at each reporting date until settlement. For stock-based awards subject to a performance and a market condition, the Company recognizes stock-based compensation expense over the greater of the derived service period and the implicit or explicit service period, once the performance condition is considered probable of being achieved. The market condition is reflected in the grant date fair value of the stock-based award, and the stock-based compensation expense is recognized regardless of whether the market condition is achieved. For stock-based awards subject to a service condition and a performance condition, the Company recognizes stock-based compensation expense over the requisite service period, using the accelerated attribution method, once the performance condition is considered probable of being achieved. Forfeitures are accounted for as they occur. Stock-based compensation is recorded in operating and administrative expenses in the consolidated statements of operations.

Revenue Recognition

Revenue is recognized when the control of goods is transferred to customers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. The Company determines revenue recognition through the following steps:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;

- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

The Company's performance obligation for print products is typically satisfied at the time of shipment to the customer, which is when control transfers to the customer. For print products, such as workbooks, that are multi-year contracts, each academic year represents a distinct performance obligation which is satisfied when each academic year’s delivery to the customer takes place.

The Company's digital products are generally sold as subscriptions, which are paid for at the time of sale or shortly thereafter, and the performance obligation is satisfied ratably over the life of the digital products’ subscription period.

The Company's contracts with customers often include multiple performance obligations which generally include print and digital textbooks/content and instructional materials. One or more of these contractual performance obligations may be provided for no additional consideration i.e., gratis performance obligations. These performance obligations are considered distinct as the customer can benefit from each of the promised products under the contract on its own and the transfer of these promised products are separately identifiable and are not dependent on other promised products within the contract. For contracts that contain multiple performance obligations, the Company allocates the transaction price based on the relative standalone selling price ("SSP") method, inclusive of gratis performance obligations, pursuant to which the transaction price is allocated to each performance obligation based on the proportion of the SSP of each performance obligation to the sum of the SSPs of all of the performance obligations in the contract. The Company determines the SSP based on its historical pricing for the distinct performance obligation when sold separately.

Cost of Sales (Excluding Depreciation and Amortization)

Cost of sales (excluding depreciation and amortization) includes expenses directly attributable to the production of the Company's products. Costs associated with printed products include variable costs such as paper, printing and binding, content related royalty expenses, directly related hosting costs and gratis costs (products provided at no additional consideration as part of the sales transaction), certain transportation and freight costs and inventory obsolescence. Gratis costs are predominately incurred in the K-12 business and vary based upon the level of state sales during a given period. Cost of sales also includes royalty expense where author developed content is used, primarily in the Higher Education and Global Professional segments.

Leases

For operating lease arrangements with an initial lease term of more than 12 months, the Company records a lease liability and right-of-use asset on the consolidated balance sheets at the lease commencement date. The Company measures lease liabilities based on the present value of the total lease payments not yet paid. As most of the Company's leases do not provide an implicit rate, the Company uses its estimated incremental borrowing rate at the lease commencement date to determine the present value of the total lease payments. The Company measures right-of-use assets based on the corresponding lease liability adjusted for (i) payments made to the lessor at or before the commencement date, (ii) initial direct costs the Company incurs and (iii) tenant incentives under the lease. Certain lease arrangements contain escalation clauses covering increased costs for various defined real estate taxes and operating services which are factored into the determination of lease payments, however, the Company does not assume renewals or early terminations unless it is reasonably certain to exercise these options, and the Company accounts for arrangements with lease and non-lease components as a single lease component.

For leases with an initial lease term of 12 months or less, the Company does not record right-of-use assets and lease liabilities. For such leases, the Company recognizes lease expense in the consolidated statements of operations on a straight-line basis over the lease term.

Shipping and Handling Costs

All amounts billed to customers in a sales transaction for shipping and handling are classified as revenue. Shipping and handling costs incurred by the Company are a component of Cost of sales (excluding depreciation and amortization). The Company recognized shipping and handling revenue of $901 and $1,417 for the three months ended December 31, 2025 and 2024, respectively, and $18,446 and $22,590 for the nine months ended December 31, 2025 and 2024, respectively.

Income Taxes

The Company's operations are subject to U.S. federal, state and local, and foreign income taxes.

The Company determines the provision for income taxes using the asset and liability approach. Under this approach, deferred income taxes represent the expected future tax consequences of temporary differences between the carrying amounts and tax bases of assets and liabilities.

Valuation allowances are established when management determines that it is more-likely-than-not that some portion or all of the deferred tax asset will not be realized. Management evaluates the weight of both positive and negative evidence in determining whether a deferred tax asset will be realized. Management will look to a history of losses, future reversal of existing taxable temporary differences, taxable income in carryback years, feasibility of tax planning strategies and estimated future taxable income. The valuation allowance can also be affected by changes in tax laws and changes to statutory tax rates.

The Company prepares and files tax returns based on management's interpretation of tax laws and regulations. As with all businesses, the Company's tax returns are subject to examination by various taxing authorities. Such examinations may result in future tax assessments based on differences in interpretation of tax laws and regulations. The Company adjusts its estimated uncertain tax positions reserves based on current audits and recent settlements with various taxing authorities as well as changes in tax laws, regulations, and interpretations. The Company recognizes accrued interest and penalties related to uncertain tax positions in Income tax provision (benefit) within the consolidated statements of operations.

Contingencies

The Company accrues for loss contingencies when both (i) information available prior to issuance of the financial statements indicates that it is probable that a loss had been incurred at the date of the financial statements and (ii) the amount of loss can reasonably be estimated. When the Company accrues for loss contingencies and the reasonable estimate of the loss is within a range, the best estimate within the range is recorded. The Company discloses an estimated possible loss or a range of loss when it is at least reasonably possible that a loss may have been incurred. Neither an accrual nor disclosure is required for losses that are deemed remote.

Earnings (Loss) per Share

The Company computes net income (loss) per share in accordance with ASC Topic 260, *Earnings per Share* ("ASC 260"), which requires presentation of both basic and diluted earnings per share ("EPS") on the face of the statement of operations. Basic earnings (loss) per share is computed by dividing the net income (loss) available to common stockholders by the weighted-average number of common shares outstanding during the period. Dilutive earnings (loss) per share amounts are based on the weighted-average number of common shares outstanding, including the effect of all dilutive potential common shares that were outstanding during the period using the treasury stock method. Dilutive earnings (loss) per share excludes all potentially dilutive shares if their effect is anti-dilutive.

Stock Conversion and Stock Split

In connection with the Company's initial public offering (“IPO”), on July 23, 2025, the Company converted all of its outstanding Class A voting common stock and Class B non-voting common stock into a single class of common stock on a 1-for-1 basis (the “Stock Conversion”) and effected a 1.06555-for-1 stock split (the “Stock Split”) of the Company's common stock, including the shares of common stock underlying outstanding stock options. The par value of the Company’s common stock was not adjusted and 166,611,519 shares of common stock with a par value of $0.01 per share (“Common Stock”) were outstanding as a result of the Stock Split. All share and per share data has been presented on the basis of this Stock Split for all the periods presented within these unaudited consolidated financial statements.

Initial Public Offering

On July 25, 2025, the Company completed an IPO in which the Company issued and sold 24,390,000 shares of its Common Stock at a public offering price of $17.00 per share. The Company received $385,698 in net proceeds, after deducting $21,768 of underwriting discounts and commissions and approximately $7,164 in offering expenses. Upon the closing of the IPO, the Company used the net proceeds from the offering to repay $385,698 of debt outstanding under its A&E Term Loan Facility. The underwriters were granted a 30-day option to purchase up to an additional 3,658,500 shares of Common Stock from Platinum (the “Selling Stockholder”) solely to cover over-allotments, which was not exercised.

Prior to the IPO, deferred offering costs, which consist primarily of legal, accounting, and consulting fees directly related to the Company’s IPO, were capitalized within prepaid expenses and other current assets in the consolidated balance sheets. Upon the consummation of the IPO, deferred offering costs of $17,342, inclusive of the $7,164 offering expense noted above, were reclassified into additional paid-in capital, as a reduction of the IPO proceeds.

Recently Issued Accounting Standards

In December 2023, the Financial Accounting Standards Board (the “FASB”) issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which expands income tax disclosure requirements to include additional information in the effective tax rate reconciliation and additional disaggregation of income taxes paid. The ASU also removes disclosures related to certain unrecognized tax benefits and deferred taxes. The new requirements are effective for fiscal years beginning after December 15, 2024, or the Company's fiscal year ended March 31, 2026. The guidance may be applied prospectively or retrospectively, and early adoption is permitted. The Company is currently evaluating the effect of adopting the ASU on its consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses.* This ASU requires public entities to provide disaggregated disclosures of certain expense captions presented on the face of the income statement into specific expense categories within the notes to the consolidated financial statements, including inventory purchases, employee compensation, and costs related to depreciation and amortization. In January 2025, the FASB issued ASU 2025-01, *Clarifying the Effective Date,* which clarifies that ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, or the Company's fiscal year ended March 31, 2028, and interim periods within fiscal years beginning after December 15, 2027, or the Company's fiscal year ended March 31, 2029, with early adoption permitted. The guidance may be applied on a prospective or retrospective basis. The Company is currently evaluating the effect of adopting the ASU on its consolidated financial statements and related disclosures.

In July 2025, the FASB issued ASU 2025-05, *“Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets”.* This ASU provides a practical expedient to assume that conditions as of the balance sheet date will remain unchanged over the life of the asset when developing reasonable and supportable forecasts for current accounts receivable and current contract assets arising from transactions accounted for under Topic 606. This guidance is effective for annual reporting periods beginning after December 15, 2025, and for interim periods within those annual reporting periods, or the Company’s fiscal year ended March 31, 2027, with early adoption permitted. The guidance should be applied prospectively. The Company is currently evaluating the effect of adopting the ASU on its consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU 2025-06, *“Intangibles - Goodwill and Other-Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software”.* This ASU amends the cost capitalization threshold for internal-use software development costs by removing all references to software project development stages and provides new guidance on how to evaluate whether the probable-to-complete recognition threshold has been met. This ASU is effective for annual periods beginning after December 15, 2027, and interim periods within those annual reporting periods, or the Company’s fiscal year ended March 31, 2029, with early adoption permitted. The transition method may be prospective, modified, or retrospective. The Company is currently evaluating the effect of adopting the ASU on its consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-11, *"Interim Reporting (Topic 270): Narrow Scope Improvements"*. This ASU is intended to improve the navigability of guidance in Topic 270 and clarify when it applies. The amendments also provide additional guidance on what disclosures should be provided in interim reporting periods. The guidance is effective for fiscal years beginning after December 15, 2027, including interim periods within those fiscal years, or the Company's fiscal year ended March 31, 2029. The Company is currently evaluating the effect of adopting the ASU on its consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-12, "*Codification Improvements"*. This ASU addresses suggestions received from stakeholders regarding the Accounting Standards Codification and makes other incremental improvements to U.S. GAAP. The update represents changes to the Codification that clarify, correct errors or make other improvements to a variety of topics that are intended to make it easier to understand and apply. This ASU is effective for fiscal years beginning after December 15, 2026 and interim periods within those fiscal years, or the Company's fiscal year ended March 31, 2028, with early adoption permitted. The guidance may be applied prospectively or retrospectively, except for amendments to ASC 260, which is required to be applied retrospectively. The Company is currently evaluating the effect of adopting the ASU on its consolidated financial statements and related disclosures.

(Unaudited; dollars in thousands, except for share and per share data)

2. Revenue from Contracts with Customers

Disaggregation of Revenue

The following tables summarize the Company's revenue from contracts with its customers disaggregated by segment and product type for the three and nine months ended December 31, 2025 and 2024:

	Three Months Ended December 31,					
	2025			2024		
	Digital	Print (1)	Total	Digital	Print (1)	Total
Revenue by Segment:						
K-12	$ 103,513	$ 24,676	$ 128,189	$ 107,976	$ 42,206	$ 150,182
Higher Education	203,104	22,259	225,363	162,717	19,043	181,760
Global Professional	28,249	7,990	36,239	26,398	9,133	35,531
International	28,819	15,242	44,061	30,561	14,328	44,889
Other (2)	—	310	310	—	4,131	4,131
Total Revenue	**$ 363,685**	**$ 70,477**	**$ 434,162**	**$ 327,652**	**$ 88,841**	**$ 416,493**

(1) Print revenue contains print and multi-year print products.
(2) Includes in-transit product sales and intersegment revenue adjustments that are not included within segment revenues reviewed by the Company's CODM.

	Nine Months Ended December 31,					
	2025			2024		
	Digital	Print (1)	Total	Digital	Print (1)	Total
Revenue by Segment:						
K-12	$ 330,746	$ 427,521	$ 758,267	$ 328,516	$ 501,138	$ 829,654
Higher Education	558,099	62,605	620,704	473,966	54,530	528,496
Global Professional	79,543	31,663	111,206	76,742	34,490	111,232
International	72,544	73,326	145,870	79,095	79,282	158,377
Other (2)	—	3,012	3,012	—	278	278
Total Revenue	**$ 1,040,932**	**$ 598,127**	**$ 1,639,059**	**$ 958,319**	**$ 669,718**	**$ 1,628,037**

(1) Print revenue contains print and multi-year print products.
(2) Includes in-transit product sales and intersegment revenue adjustments that are not included within segment revenues reviewed by the Company's CODM.

In addition, the Company has included a further disclosure of revenue from contracts with its customers disaggregated by segment and by Re-occurring Revenue and Transactional Revenue, for the three and nine months ended December 31, 2025 and 2024.

Re-occurring Revenue represents revenue from offerings that are generally sold as digital subscriptions and multi-year print products. Revenue from digital subscriptions, is recognized ratably over the term of the subscription period as the performance obligation is satisfied and revenue from multi-year print products (e.g., workbooks) is recognized at a point in time, upon shipment of the print product to the customer, in each academic year within the contract term. Transactional Revenue includes revenue from both print and digital offerings that are recognized at a point in time upon shipment of the print product or delivery of the digital offerings. In addition, Transactional Revenue includes revenue for amounts billed to customers in a sales transaction for shipping and handling.

(Unaudited; dollars in thousands, except for share and per share data)

	Three Months Ended December 31,					
	2025			2024		
	Re-occurring Revenue	Transactional Revenue	Total	Re-occurring Revenue	Transactional Revenue	Total
K-12	$ 110,706	$ 17,483	$ 128,189	$ 112,537	$ 37,645	$ 150,182
Higher Education	196,016	29,347	225,363	146,854	34,906	181,760
Global Professional	25,293	10,946	36,239	24,438	11,093	35,531
International	25,445	18,616	44,061	27,550	17,339	44,889
Other	—	310	310	—	4,131	4,131
Total Revenue	**$ 357,460**	**$ 76,702**	**$ 434,162**	**$ 311,379**	**$ 105,114**	**$ 416,493**

	Nine Months Ended December 31,					
	2025			2024		
	Re-occurring Revenue	Transactional Revenue	Total	Re-occurring Revenue	Transactional Revenue	Total
K-12	$ 510,583	$ 247,684	$ 758,267	$ 489,656	$ 339,998	$ 829,654
Higher Education	517,247	103,457	620,704	438,441	90,055	528,496
Global Professional	73,605	37,601	111,206	70,614	40,618	111,232
International	66,033	79,837	145,870	71,120	87,257	158,377
Other	—	3,012	3,012	—	278	278
Total Revenue	**$ 1,167,468**	**$ 471,591**	**$ 1,639,059**	**$ 1,069,831**	**$ 558,206**	**$ 1,628,037**

Deferred Commission Costs

The Company's incremental direct costs of obtaining a contract, which consist of sales commissions, are deferred and amortized over the expected period of benefit or the related contractual renewal period, depending on whether the contract is an initial or renewal contract, respectively. The Company classifies deferred commission costs as current or non-current based on the timing of when the Company expects to recognize the expense. The current and non-current portions of deferred commission costs are included in Prepaid and other current assets, and Other non-current assets, respectively, in the consolidated balance sheets. The Company expenses commission costs when incurred related to customer contracts that have a duration of less than one year. The Company recognizes these costs within Operating and administrative expenses in the consolidated statements of operations.

Deferred commission costs consisted of the following:

	December 31, 2025	March 31, 2025
Current	$ 18,267	$ 22,449
Non-current	22,593	18,794
Total Deferred Commission Costs	**$ 40,860**	**$ 41,243**

Amortization expense related to deferred commission costs was $3,350 and $2,903 for the three months ended December 31, 2025 and 2024, respectively, and $15,983 and $12,735 for the nine months ended December 31, 2025 and 2024, respectively.

(Unaudited; dollars in thousands, except for share and per share data)

Deferred Royalties

The Company's direct costs of fulfilling a contract, which consist of royalties, are deferred and amortized over the expected period of benefit or the related contractual renewal period, depending on whether the contract is an initial or renewal contract, respectively. The Company classifies deferred royalties as current or non-current based on the timing of when the Company expects to recognize the expense. The current and non-current portions of deferred royalties are included in Prepaid and other current assets, and Other non-current assets, respectively, in the Company's consolidated balance sheets. The Company recognizes these costs within Cost of sales (excluding depreciation and amortization) in the consolidated statements of operations.

Deferred royalties consisted of the following:

	December 31, 2025	March 31, 2025
Current	$ 70,034	$ 76,186
Non-current	55,475	61,495
Total Deferred Royalties	**$ 125,509**	**$ 137,681**

Amortization expense related to deferred royalties was $9,397 and $10,091 for the three months ended December 31, 2025 and 2024, respectively, and $67,654 and $65,280 for the nine months ended December 31, 2025 and 2024, respectively.

Contract Assets and Contract Liabilities

The Company's contract assets consist of unbilled receivables that are recorded for contracts with performance obligations that have been satisfied but have not yet been billed. Contract assets are included in Accounts receivable, net, on the consolidated balance sheets.

The Company's contract liabilities consist of revenues from its digital subscription products and multi-year print products that are deferred at the time of sale. The Company classifies contract liabilities as current or non-current deferred revenue on the consolidated balance sheets based on the timing of when the Company expects to recognize revenue.

Contract assets and contract liabilities consisted of the following:

	December 31, 2025	March 31, 2025
Contract assets	$ 8,974	$ 29,032
Contract liabilities (deferred revenue):		
Current	813,153	794,031
Non-current	883,663	882,156
Total Contract Liabilities	**$ 1,696,816**	**$ 1,676,187**

(Unaudited; dollars in thousands, except for share and per share data)

Total contract liabilities by segment consisted of the following:

	December 31, 2025	March 31, 2025
Total Contract Liabilities by Segment:		
K-12	$ 1,334,884	$ 1,279,585
Higher Education	253,693	297,316
Global Professional	72,252	62,348
International	35,467	33,407
Other (1)	520	3,531
Total Contract Liabilities	**$ 1,696,816**	**$ 1,676,187**

(1) Includes contract liabilities for in-transit product sales that are not included in segment contract liabilities.

Revenue recognized during the three and nine months ended December 31, 2025 from amounts included within deferred revenue as of March 31, 2025 was $98,776 and $695,410, respectively. Revenue recognized during the three and nine months ended December 31, 2024 from amounts included within deferred revenue as of March 31, 2024 was $96,970 and $635,394, respectively.

Estimated revenue expected to be recognized in future fiscal years ended March 31, related to amounts included within deferred revenue as of December 31, 2025 was as follows:

2026 (remaining three months)	$ 264,146
2027	628,628
2028	350,916
2029	225,740
2030	122,643
Thereafter	104,743
	$ 1,696,816

3. Operating and Administrative Expenses

Operating and administrative expenses consisted of the following:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2025	2024	2025	2024
Selling and marketing	$ 89,793	$ 85,840	$ 277,154	$ 275,824
General and administrative	86,947	81,322	273,487	256,360
Research and development	67,515	70,132	202,624	197,074
Amortization of product development costs	12,946	12,801	44,962	44,703
Operating and administrative expenses	**$ 257,201**	**$ 250,095**	**$ 798,227**	**$ 773,961**

4. Inventories, Net

As of December 31, 2025 and March 31, 2025, the majority of inventories reported on the consolidated balance sheets consisted of finished goods.

Inventory obsolescence was $140 and $1,218 for the three months ended December 31, 2025 and 2024, respectively, and $8,300 and $9,784 for the nine months ended December 31, 2025 and 2024, respectively. This is included within Cost of sales (excluding depreciation and amortization) in the consolidated statements of operations.

(Unaudited; dollars in thousands, except for share and per share data)

5. Goodwill and Other Intangible Assets

Goodwill

There were no changes in the carrying amount of goodwill of $2,557,595 for the three and nine months ended December 31, 2025 and 2024.

Other Intangible Assets

The following information details the carrying amounts and accumulated amortization of the Company's intangible assets:

		December 31, 2025			
	Useful Life	Gross Amount	Accumulated Amortization	Accumulated Impairment	Net Amount
Content	10 - 15 years	$ 1,222,400	$ (685,985)	$ —	$ 536,415
Trademarks	Indefinite	576,000	—	(83,000)	493,000
Trademarks	10 years	21,750	(14,064)	—	7,686
Customers	1 - 14 years	225,600	(137,829)	—	87,771
Technology	7 years	427,000	(266,321)	—	160,679
Total		**$ 2,472,750**	**$ (1,104,199)**	**$ (83,000)**	**$ 1,285,551**

		March 31, 2025			
	Useful Life	Gross Amount	Accumulated Amortization	Accumulated Impairment	Net Amount
Content	10 - 15 years	$ 1,222,400	$ (589,247)	$ —	$ 633,153
Trademarks	Indefinite	576,000	—	(83,000)	493,000
Trademarks	10 years	21,750	(12,014)	—	9,736
Customers	1 - 14 years	225,600	(114,269)	—	111,331
Technology	7 years	427,000	(220,035)	—	206,965
Total		**$ 2,472,750**	**$ (935,565)**	**$ (83,000)**	**$ 1,454,185**

The Company's expected aggregate annual amortization expense for existing intangible assets subject to amortization for each of the fiscal years is as follows:

	Expected Amortization Expense
2026 (remaining three months)	$ 54,298
2027	207,625
2028	172,109
2029	115,034
2030	79,572
Thereafter	163,913
	$ 792,551

(Unaudited; dollars in thousands, except for share and per share data)

The fair values of the definite-lived acquired intangible assets are amortized over their useful lives, which is consistent with the estimated useful life of considerations used in determining their fair values. Customer and Technology intangibles are amortized on a straight-line basis while Content and definite-lived Trademark intangibles are amortized using the sum-of-the-years' digits method. The weighted-average remaining amortization period is 7.2 years. Amortization expense was $55,255 and $59,081 for the three months ended December 31, 2025 and 2024, respectively, and $168,634 and $180,115 for the nine months ended December 31, 2025 and 2024, respectively.

6. Prepaid and Other Current Assets

Prepaid and other current assets consisted of the following:

	December 31, 2025	March 31, 2025
Deferred royalties	$ 70,034	$ 76,186
Deferred sales commission	18,267	22,449
Prepaid insurance	7,201	6,049
Prepaid tax	14,165	3,006
Other	32,850	42,667
Prepaid and other current assets	**$ 142,517**	**$ 150,357**

7. Other Current Liabilities

Other current liabilities consisted of the following:

	December 31, 2025	March 31, 2025
Allowance for sales returns	$ 28,739	$ 39,657
Accrued interest	57,177	20,455
Accrued tax	4,685	59,797
Finance lease obligations	5,340	4,631
Restructuring	3,277	5,212
Other	34,781	42,271
Other current liabilities	**$ 133,999**	**$ 172,023**

(Unaudited; dollars in thousands, except for share and per share data)

8. Debt

Long-term debt consisted of the following:

	Maturity	December 31, 2025	March 31, 2025
A&E Term Loan Facility	August 2031	$ 564,840	$ 1,160,415
2022 Secured Notes	August 2028	828,466	828,466
2022 Unsecured Notes	August 2029	639,034	639,034
2024 Secured Notes	September 2031	650,000	650,000
Total debt outstanding		2,682,340	3,277,915
Less: unamortized debt discount		(52,227)	(82,782)
Less: unamortized deferred financing costs		(11,301)	(17,412)
Less: current portion of long-term debt		(13,170)	(13,170)
Long-term debt		**$ 2,605,642**	**$ 3,164,551**

A&E Cash Flow Credit Facilities

On August 6, 2024, the Company amended its credit agreement (the “Cash Flow Credit Agreement”) which amendment (i) modified certain provisions therein, (ii) refinanced in full the outstanding term loans thereunder with new term loans having an extended maturity to August 2031 (the “A&E Term Loan Facility”) and (iii) except for $38,750 of the revolving credit facility outstanding immediately prior to August 6, 2024 (which remains due on July 30, 2026 and hereinafter referred to as the “Non-Extended Cash Flow Revolver Facility”), extended the maturity of $111,250 of the revolving credit facility thereunder to August 6, 2029 for lenders who consented to such amendment (the “A&E Cash Flow Revolving Facility”). The A&E Term Loan Facility, the Non-Extended Cash Flow Revolver Facility and the A&E Cash Flow Revolving Facility, collectively, is the "A&E Cash Flow Credit Facilities”.

On July 25, 2025, upon closing of the IPO, the Company used the net proceeds from the offering to repay $385,698 of debt outstanding under its A&E Term Loan Facility. In connection with the repayment, the Company recorded accelerated amortization of debt discount and deferred financing costs related to the A&E Term Loan Facility of $16,361.

On September 8, 2025, McGraw-Hill Education, Inc. and certain subsidiaries (the “Borrower”) entered into an amendment to the Cash Flow Credit Agreement, which amendment (i) (x) reduces the applicable margin by 50 basis points, such that the A&E Term Loan Facility will bear interest, at the Borrower's option, either at a rate based on (a) the base rate plus an applicable margin of 1.75% or (b) Term SOFR plus an applicable margin of 2.75%; and thereafter (y) further reduces the applicable margin if, and for so long as, the Borrower is rated by each of S&P and Moody’s with a rating from each of at least B+ (with stable or better outlook) and at least B1 (with stable or better outlook), respectively, by another 25 basis points, such that the A&E Term Loan Facility will bear interest, at the Borrower's option, either at a rate based on (a) the base rate plus an applicable margin of 1.50% or (b) Term SOFR plus an applicable margin of 2.50%; and (ii) resets the period during which a prepayment premium would be required to be paid on a prepayment made in connection with a Repricing Transaction (as defined in the Cash Flow Credit Agreement) to six months after the effective date of the amendment. There are no other material changes to the Cash Flow Credit Agreement. As of December 31, 2025, the interest rate for the A&E Term Loan Facility was 6.466% per annum.

On October 16, 2025 and December 10, 2025, McGraw-Hill Education, Inc. paid down $150,000 and $50,000, respectively, of debt outstanding under its A&E Term Loan Facility. As a result, the Company recorded accelerated amortization of debt discount and deferred financing costs related to the A&E Term

Loan Facility of $8,183. As of December 31, 2025, the remaining unamortized debt discount and deferred financing costs were $18,919 and $3,613, respectively.

As of December 31, 2025, the amount available under the A&E Cash Flow Revolving Facility and the Non-Extended Cash Flow Revolver Facility was $111,250 and $38,750, respectively, and there were no outstanding borrowings under either facility.

A&E ABL Revolving Credit Facilities

On August 6, 2024, the Company amended its ABL revolving credit agreement (the “ABL Revolving Credit Agreement”) which amendment (i) modified certain provisions therein, (ii) extended the maturity to August 2029 and (iii) increased the aggregate principal amount of available commitments thereunder from $200,000 to $300,000, consisting of a $265,000 U.S. facility (the “A&E U.S. ABL Revolving Credit Facility”) and a $35,000 Rest of the World subfacility (the “A&E RoW ABL Revolving Credit Facility” and together with the A&E U.S. ABL Revolving Credit Facility, the “A&E ABL Revolving Credit Facilities”).

As of December 31, 2025, the amount available under the A&E ABL Revolving Credit Facilities was $300,000, subject to borrowing base capacity pursuant to the terms of the ABL Revolving Credit Agreement. Availability under the A&E ABL Revolving Credit Facilities excludes amounts outstanding for letters of credit in the amount of $4,030.

Covenant Compliance

As of December 31, 2025, the Company was in compliance with all covenants or other requirements in all of our debt arrangements.

9. Segment Reporting

The Company manages and reports its businesses in the following segments based on the end markets we serve:

- ***K-12*****:** The Company provides end-to-end core, supplemental and intervention curricula to support the needs of U.S. K-12 schools. The Company sells blended digital and print learning solutions directly to school districts across the U.S.

- ***Higher Education*****:** The Company provides students, instructors and institutions with adaptive digital learning solutions and content, and instructional materials. The primary users of the Company's solutions are students enrolled in two-and four-year non-profit colleges and universities, and to a lesser extent, for-profit institutions. The Company sells its Higher Education solutions to well-known online retailers and distribution partners, who subsequently sell to students. The Company also sells direct to student via its proprietary e-commerce platform.

- ***Global Professional*****:** The Company provides students, institutions and professionals with comprehensive medical and engineering learning solutions. Our learning solutions include digital solutions and print materials easily accessible through a broad range of mediums for learners and customers.

- ***International*****:** The Company is a provider of comprehensive digital and print solutions in more than 100 countries and 80 languages outside of the United States. Through our expansive global distribution network, we serve the needs of learners and educators throughout the world with our K-12 and Higher Education solutions that primarily originate or are adapted from our U.S.-based solutions.

(Unaudited; dollars in thousands, except for share and per share data)

- ***Other***: Includes in-transit product sales and certain transactions or adjustments that are not attributable to the segments that the chief operating decision maker ("CODM") considers to be unusual and/or nonoperational.

The CODM is our Chief Executive Officer. The CODM reviews the segments' separate financial information to assess performance and to allocate resources. The CODM measures and evaluates the reportable segments based on Adjusted EBITDA. Adjusted EBITDA is defined as net income (loss) from continuing operations plus interest expense (income), net, income tax provision (benefit), depreciation and amortization, restructuring and cost savings implementation charges, the effects of the application of purchase accounting, advisory fees paid to Platinum Equity Advisors, LLC, an entity affiliated with Platinum, pursuant to a Corporate Advisory Services Agreement between the Company and Platinum Advisors (the "Advisory Agreement") which was terminated on July 25, 2025 in connection with the consummation of our initial public offering, impairment charges, transaction and integration costs, stock-based compensation, (gain) loss on extinguishment of debt and the impact of earnings or charges resulting from matters that the CODM does not consider when assessing the performance of, and allocated resources to, the segments. The CODM uses Adjusted EBITDA to allocate resources to our segments in our annual budgeting and forecasting process and to assess the performance of our segments, primarily by comparing current period results to both prior period and budget on a quarterly basis. The CODM reviews consolidated expense information to manage operations. In addition, our reportable segments are not evaluated using asset information.

For all our reportable segments, other segment items, which is calculated as the difference between segment revenue and segment adjusted EBITDA, primarily consist of cost of sales (excluding depreciation and amortization) and operating and administrative expenses.

During the quarter ended December 31, 2024, the CODM changed the calculation of segment Adjusted EBITDA to no longer include the change in deferred revenue, royalties and commissions. Accordingly, the Company has updated its segment Adjusted EBITDA to align with the measure used by the CODM to allocate resources to, and assess the performance of, the Company's segments.

The following table sets forth Adjusted EBITDA by segment:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2025	2024	2025	2024
Adjusted EBITDA:				
K-12	$ 10,462	$ 25,941	$ 278,808	$ 302,915
Higher Education	107,780	80,847	274,567	232,815
Global Professional	11,024	10,172	33,794	33,282
International	4,082	6,436	18,671	30,557
Other	2,519	2,812	7,849	(4,430)
Total Adjusted EBITDA	**$ 135,867**	**$ 126,208**	**$ 613,689**	**$ 595,139**

(Unaudited; dollars in thousands, except for share and per share data)

The following table provides a reconciliation of total Adjusted EBITDA to Net income (loss):

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2025	2024	2025	2024
Total Adjusted EBITDA	$ 135,867	$ 126,208	$ 613,689	$ 595,139
Interest (expense) income, net	(47,358)	(68,877)	(162,072)	(229,899)
Income tax benefit (provision)	4,950	(8,210)	(10,939)	24,611
Depreciation, amortization and product development amortization	(95,671)	(89,787)	(276,347)	(275,843)
Restructuring and cost savings implementation charges	(3,894)	(3,688)	(8,774)	(17,010)
Advisory fees	—	(2,500)	(3,125)	(7,500)
Transaction and integration costs	(548)	(656)	(818)	(2,520)
Stock-based compensation	(661)	—	(31,737)	—
Gain (loss) on extinguishment of debt	(8,183)	—	(24,544)	(2,719)
Other	(4,701)	(5,418)	(9,746)	(13,231)
Net income (loss)	**$ (20,199)**	**$ (52,928)**	**$ 85,587**	**$ 71,028**

The following tables summarizes revenue and long-lived assets by geographic region:

	Revenue (1)			
	Three Months Ended December 31,		Nine Months Ended December 31,	
	2025	2024	2025	2024
United States	$ 389,133	$ 371,215	$ 1,490,267	$ 1,468,594
International	45,029	45,278	148,792	159,443
Total	**$ 434,162**	**$ 416,493**	**$ 1,639,059**	**$ 1,628,037**

(1) Revenues are attributed to a geographic region based on the location of customer.

	Long-Lived Assets (2)	
	As of	
	December 31, 2025	March 31, 2025
United States	$ 685,453	$ 646,104
International	33,484	31,773
Total	**$ 718,937**	**$ 677,877**

(2) Reflects total assets less current assets, goodwill, intangible assets, investments, deferred financing costs and non-current deferred tax assets.

(Unaudited; dollars in thousands, except for share and per share data)

10. Taxes on Income (Loss)

The following table presents the Company's income tax provision (benefit) and effective tax rate:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2025	2024	2025	2024
Effective tax rate	19.7 %	(18.4)%	11.3 %	(53.0)%
Income tax provision (benefit)	$ (4,950)	$ 8,210	$ 10,939	$ (24,611)

At the end of each interim period, the Company estimates the annual effective tax rate and applies that rate to its ordinary pretax income (loss). The tax expense or benefit related to significant, unusual or extraordinary items that will be separately reported or reported net of their related tax effect that are individually computed, are recognized in the interim period in which those items occur. In addition, the effect of changes in enacted tax laws or rates or tax status is recognized in the interim period in which the change occurs.

For the three and nine months ended December 31, 2025 and 2024, the Company's estimated annual effective tax rate reflects that the reversal of existing temporary differences and carryforwards is forecasted to be insufficient to support the realizability of the net domestic deferred tax asset position at fiscal year end, primarily driven by disallowed interest expense under Section 163(j). As a result, the Company's estimated annual tax rate reflects a valuation allowance on net domestic deferred tax assets.

For the three and nine months ended December 31, 2025 and 2024, a valuation allowance was recorded for certain foreign deferred tax assets due to negative evidence of cumulative book losses.

On July 4, 2025, H.R.1, the One Big Beautiful Bill Act (“OBBBA”) was enacted into law. The OBBBA made changes to the U.S. tax code, including, but not limited to (i) allowing taxpayers to fully deduct domestic research and software development expenditures, providing a catch-up relief provision for taxpayers to accelerate deductions for unamortized domestic research expenditures, (ii) restoring Adjusted Taxable Income by adding back amortization and depreciation to calculate the limitation on interest deductions (effectively returning to EBITDA), and (iii) providing a permanent provision for 100% bonus depreciation deductions for most tangible personal property.

The Company has evaluated the new tax law and reflected the tax effects in the period of enactment. The acceleration of deductibility of software development, interest, and tangible personal property expenditures is expected to significantly reduce our domestic income tax payable and deferred tax assets for fiscal year ending March 31, 2026. The income tax benefit for the reduction in valuation allowance against the deferred tax assets is considered in the estimated annual effective tax rate resulting for the three and nine months ended December 31, 2025.

On May 16, 2025, the Company purchased Internal Revenue Code Section 48 federal tax credits with a notional value of $52,900 from a third party for cash consideration of $50,299. The Company used substantially all the purchased tax credits to offset a portion of its federal income tax liability for the fiscal year ended March 31, 2025. The full amount of the cash consideration paid has been included within “Cash paid for income taxes” in the supplemental disclosures to the consolidated statements of cash flows. The difference between the notional value of the tax credits purchased and the cash consideration paid has been reflected as a component of the Company’s income tax provision (benefit) in the consolidated statements of operations.

11. Stockholders' Equity (Deficit)

Following our IPO, Stock Conversion and Stock Split, our second amended and restated certificate of incorporation dated July 23, 2025, authorizes us to issue 2,100,000,000 shares consisting of (a) 100,000,000 shares of preferred stock with a par value of $0.01 per share (“Preferred Stock”) and (b) 2,000,000,000 shares of Common Stock with a par value of $0.01 per share.

As of December 31, 2025, we had no shares of Preferred Stock issued or outstanding and 191,001,519 shares of our Common Stock issued and outstanding.

12. Stock-Based Compensation

2021 Stock Incentive Plan

In 2021, the Company adopted the Management Stock Incentive Plan (the “2021 Plan”), under which stock options were granted to employees, directors and consultants of the Company and its subsidiaries. These stock options consist of (i) awards subject to a service condition, which vest in five equal annual installments beginning on the first anniversary of the vesting commencement date, and subject to a performance condition, defined as the occurrence of a qualifying event (i.e., an IPO or change in control), and (ii) awards subject to a service condition, and a performance condition, defined as the occurrence of a qualifying event (i.e., an IPO or change in control) and a market condition (defined as Platinum realizing a multiple of at least 2.0 times its invested capital in the Company). All stock options under the 2021 Plan are exercisable only if vested and following the occurrence of a qualifying event (i.e., an IPO or change in control). Consistent with ASC 718, no stock-based compensation expense was recognized in periods prior to the IPO, as the performance condition for the awards was not considered probable of achievement until the IPO was consummated. Upon the completion of the IPO, this condition was satisfied and the Company recognized cumulative stock-based compensation expense for these stock options using the accelerated attribution method.

For the three and nine months ended December 31, 2025, the Company recognized $818 and $30,851, respectively, of stock-based compensation expense related to these stock options. As of December 31, 2025, the total unrecognized compensation cost was $4,259, which is expected to be recognized over a weighted-average period of 0.6 years.

2025 Stock Incentive Plan

On July 14, 2025, the Company’s board of directors adopted, and the Company’s stockholders approved, the 2025 Stock Incentive Plan (the “2025 Plan”), which became effective upon the consummation of the IPO and succeeded the 2021 Plan. The 2025 Plan authorizes the Company to grant stock options, stock appreciation rights, restricted stock, restricted stock units, performance-based awards or other stock-based awards, to employees, directors or consultants of the Company and its subsidiaries to acquire shares of the Company’s Common Stock. As of December 31, 2025, the board of directors has authorized up to 15,500,000 shares for issuance under the 2025 Plan. In addition, the shares reserved for issuance under the 2025 Plan include shares of Common Stock that are undelivered pursuant to awards outstanding under the 2021 Plan (under which no further awards will be granted upon the adoption of the 2025 Plan) that are canceled, forfeited, or otherwise terminated without delivery to the holder of the full number of shares underlying such awards.

Stock Options

In connection with the IPO, the Company’s board of directors approved the grant of 400,960 stock options. These stock options consist of (i) awards subject to a service condition, which vest in five equal annual installments beginning on the first anniversary of the vesting commencement date, and (ii) awards subject to a service condition, and a performance condition, defined as the occurrence of a qualifying event (i.e., a change in control or investor disposition), and a market condition (defined as Platinum realizing a multiple of at least 2.0 times its invested capital in the Company). The stock options terminate on the tenth anniversary of the grant date if they have not been exercised on or prior to that date. The exercise price of these stock options is $17.00 per share.

(Unaudited; dollars in thousands, except for share and per share data)

For the stock options subject only to a service condition, the Company estimated the grant date fair value using a Black-Scholes option pricing model. The weighted average grant date fair value of stock options granted during the nine months ended December 31, 2025, and the weighted-average assumptions used are as follows:

	December 31, 2025
Weighted-average grant date fair value	$ 7.56
Weighted-average assumptions:	
Expected dividend yield	— %
Expected stock price volatility (a)	40.00 %
Risk-free interest rate (b)	4.04 %
Expected option term (years) (c)	5.8

(a) The Company bases its expected volatility on a group of companies believed to be a representative peer group, selected based on industry and market capitalization.

(b) The risk-free interest rate for periods within the expected term of the award is based on the U.S. Government Bond yield with a term equal to the awards' expected term on the date of grant.

(c) The expected option term represents the midpoint of time until expiration and average vesting period.

For stock options subject to a service condition and a market condition, the Company estimated the grant date fair value using a Monte Carlo simulation model. The weighted average grant date fair value of stock options granted during the nine months ended December 31, 2025, and the weighted-average assumptions used are as follows:

	December 31, 2025
Weighted-average grant date fair value	$ 4.41
Weighted-average assumptions:	
Expected dividend yield	— %
Expected stock price volatility (a)	40.00 %
Risk-free interest rate (b)	4.40 %

(a) The Company bases its expected volatility on a group of companies believed to be a representative peer group, selected based on industry and market capitalization.

(b) The risk-free interest rate for periods within the expected term of the award is based on the U.S. Constant Maturity Treasury rate with a term equal to the awards' expected term on the date of grant.

For the three and nine months ended December 31, 2025, the Company recognized $(296) and $644, respectively, of stock-based compensation expense related to these stock options. As of December 31, 2025, the total unrecognized compensation cost related to these stock options was $1,756, which is expected to be recognized over a weighted-average period of 3.4 years.

Restricted Stock Units

The Company’s board of directors approved the grant of 32,646 Restricted Stock Units (“RSUs”) under the 2025 Plan to certain non-employee members of the board of directors. These RSUs will vest on the one-year anniversary of the effectiveness of the IPO registration statement, contingent upon the grantee's continued service through such date. The aggregate grant date fair value of the RSUs was $555, based on the grant date price of $17.00 per share.

(Unaudited; dollars in thousands, except for share and per share data)

For the three and nine months ended December 31, 2025, the Company recognized $139 and $242, respectively, of stock-based compensation expense related to these RSUs. As of December 31, 2025, the total unrecognized compensation cost related to these RSUs was $313, which is expected to be recognized over the remaining service period of 0.6 years.

13. Accumulated Other Comprehensive Income (Loss)

The following tables summarize the activity in accumulated other comprehensive income (loss), by component for the periods indicated:

	Foreign currency translation adjustment, net of tax	Total
Balance at March 31, 2024	**$ 245**	**$ 245**
Other comprehensive income (loss) before reclassifications	(1,205)	(1,205)
Balance at June 30, 2024	**$ (960)**	**$ (960)**
Other comprehensive income (loss) before reclassifications	947	947
Balance at September 30, 2024	**$ (13)**	**$ (13)**
Other comprehensive income (loss) before reclassifications	(3,054)	(3,054)
Balance at December 31, 2024	**$ (3,067)**	**$ (3,067)**

	Foreign currency translation adjustment, net of tax	Total
Balance at March 31, 2025	**$ (2,426)**	**$ (2,426)**
Other comprehensive income (loss) before reclassifications	2,515	2,515
Balance at June 30, 2025	**$ 89**	**$ 89**
Other comprehensive income (loss) before reclassifications	(549)	(549)
Balance at September 30, 2025	**$ (460)**	**$ (460)**
Other comprehensive income (loss) before reclassifications	288	288
Balance at December 31, 2025	**$ (172)**	**$ (172)**

(Unaudited; dollars in thousands, except for share and per share data)

14. Earnings (Loss) per Share

The following table sets forth the computation of basic and diluted earnings (loss) per share adjusted to give effect to the Stock Split is as follows:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2025	2024	2025	2024
Numerator:				
Net income (loss) attributable to common stockholders	$ (20,199)	$ (52,928)	$ 85,587	$ 71,028
Denominator:				
Basic weighted-average number of shares outstanding	191,001,519	166,611,519	180,979,446	166,611,519
Effect of dilutive potential common shares	—	—	257,250	—
Dilutive weighted-average number of shares outstanding	191,001,519	166,611,519	181,236,696	166,611,519
Earnings (loss) per share attributable to common stockholders:				
Basic earnings (loss) per share	$ (0.11)	$ (0.32)	$ 0.47	$ 0.43
Diluted earnings (loss) per share	$ (0.11)	$ (0.32)	$ 0.47	$ 0.43

Diluted earnings (loss) per share for the three and nine months ended December 31, 2025 excludes 1,172,797 and 686,498, respectively, of potential common shares because the effect would be anti-dilutive.

The following table summarizes the Company's outstanding common stock equivalents that were excluded from the computation of diluted earnings (loss) per share on the basis that they represent contingently issuable shares that were not issuable as of the end of the reporting period:

	December 31,	
	2025	2024
Stock options	4,277,304	9,582,868

15. Management Fee

Platinum Advisors Fee Agreement

The Company received certain corporate and advisory services from Platinum Equity Advisors, LLC (“Platinum Advisors”), an entity affiliated with Platinum pursuant to a Corporate Advisory Services Agreement between McGraw Hill and Platinum Advisors (the “Advisory Agreement”). The Company agreed to pay Platinum Advisors a non-refundable annual management fee of $10,000 and to reimburse Platinum Advisors for its out-of-pocket costs and expenses incurred in connection with its services under the Advisory Agreement. Upon completion of the IPO on July 25, 2025, the Advisory Agreement was terminated.

For the three and nine months ended December 31, 2025, the Company paid Platinum Advisors fees of nil and $3,125, respectively, and expense reimbursements of $25 and $300, respectively, related to such services. These amounts are included within Operating and administrative expenses in the consolidated statements of operations.

16. Commitments and Contingencies

Legal Matters

In June 2022, the Attorney General for the State of Florida issued a subpoena to McGraw-Hill Education, Inc. as part of an investigation into alleged overcharges on instructional materials for use by public K-12 schools under the Florida False Claims Act. McGraw-Hill completed its production of documents and information in response to the subpoena in December 2022 and engaged in several meetings with the Attorney General’s office to articulate multiple factual and legal defenses to any prospective legal action by the Florida Attorney General. In January 2024, McGraw-Hill Education, Inc.’s former Florida sales representative was deposed by the Attorney General and provided testimony supporting McGraw-Hill Education Inc.’s position. On August 12, 2025, the State of Florida filed a complaint in the Circuit Court for the Second Judicial Circuit in Leon County, Florida against McGraw Hill, LLC and Savvas Learning Company, LLC, alleging that defendants violated the Florida False Claims Act by purportedly charging certain Florida school districts the full published price for instructional materials while offering the same instructional materials at lower prices and/or for free to others and not extending those pricing advantages to all purchasing Florida school districts during the adoption period (the “Florida Complaint”). The Florida Complaint further alleges that by purportedly disregarding Florida’s most-favored-nation pricing and mandatory free materials requirements, the defendants overcharged certain Florida school districts and withheld price reductions they were legally required to provide. On August 11, 2025, the Circuit Court for the Second Judicial Circuit in Leon County, Florida unsealed a qui tam complaint (the “Florida Qui Tam Complaint”), which had remained under seal pursuant to Florida law from its filing in May 2022 until the State of Florida intervened in the Florida Qui Tam suit. Prior to August 12, 2025, the Company had no knowledge of the Florida Qui Tam Complaint. The Florida Qui Tam Complaint alleges similar claims against McGraw Hill, LLC and Savvas Learning Company, LLC as those advanced in the Florida Complaint. The Florida Complaint and the Florida Qui Tam Complaint seek treble damages arising from each alleged violation, civil penalties, and attorneys’ fees and costs. The Relator in the Florida Qui Tam Complaint is solely entitled to a portion of any recovery made by the State of Florida in the litigation, in addition to reasonable attorneys' fees, expenses and costs. McGraw Hill believes the Florida Complaint and the Florida Qui Tam Complaint are subject to legal challenge on multiple factual and legal grounds and on October 13, 2025, with Savvas Learning, filed a joint Motion to Dismiss the Florida Complaint. The Company and the State of Florida have submitted to the Court Memoranda of Law in support of their positions. Oral argument on the Motion to Dismiss is currently scheduled to occur in Tallahassee in mid-February 2026. The Company is currently not able to predict the outcome of this matter or reasonably estimate the amount of any loss that may result and will continue to assess these conclusions as the matter progresses.

On December 3, 2025, the Circuit Court of Cook County, Illinois unsealed a qui tam complaint (the “Illinois Qui Tam Complaint”), which had remained under seal pursuant to Illinois law from its filing in July 2025. Prior to December 3, 2025, the Company had no knowledge of the Illinois Qui Tam Complaint. The Relator is the same Relator who filed the Florida Qui Tam Complaint. The Illinois Qui Tam Complaint alleges similar claims against McGraw Hill, LLC, Savvas Learning Company, LLC, Pearson Education, Inc. and HMH Education Company as those advanced in the Florida Complaint. The State of Illinois has elected not to intervene in the matter. The Illinois Qui Tam Complaint seeks treble damages arising from each alleged violation, civil penalties, and attorneys’ fees and costs. McGraw Hill believes the Illinois Qui Tam Complaint is subject to legal challenge on multiple factual and legal grounds and currently intends with its co-defendants to file a joint Motion to Dismiss the Illinois Qui Tam Complaint. Given that other states have most favored nations pricing and mandatory free materials requirements for instructional materials, the Company believes it is possible that the Relator has filed under seal similar qui tam complaints in additional states. The Company is not currently aware of any such additional qui tam complaints. The Company is currently not able to predict the outcome of this matter (or other potential matters) or reasonably estimate the amount of any loss that may result and will continue to assess these conclusions as the matters progress.

In January 2021, and February 2021, two purported class actions were filed against McGraw-Hill Education, Inc. in the Southern District of New York, alleging that our refined methodology for calculating royalties breaches the terms of our author agreements and breaches McGraw-Hill Education, Inc.'s implied covenant of good faith and fair dealing. The plaintiffs subsequently consolidated their claims in a single complaint. In May 2021, McGraw-Hill Education, Inc. filed a motion to dismiss the complaint in its entirety. In January 2022, the Court granted the motion to dismiss the plaintiffs' breach of contract claim but denied McGraw-Hill Education, Inc.'s motion to dismiss the breach of implied covenant claim. In September 2022, the plaintiffs voluntarily dismissed their breach of implied covenant claim and in October 2022, filed an appeal on the Court's granting of McGraw-Hill Education, Inc.'s motion to dismiss their breach of contract claim with the U.S. Court of Appeals for the Second Circuit. In November 2024, the Second Circuit remanded the case to the District Court for further adjudication on one element of the breach of contract claim. The issue of class certification remains open. Discovery in the District Court proceeding has concluded. The parties participated in mediation in early November 2025 to discuss the possibility of a mutually agreed settlement and did not reach a settlement. The Company filed a Motion for Summary Judgment with the District Court on January 22, 2026. The Company is currently unable to predict the outcome of this litigation or reasonably estimate the amount of any loss that may result from the litigation and will continue to assess these conclusions as the litigation progresses.

In July 2020, Achieve3000 filed a complaint against Beable Education Inc. ("Beable") and its founder, Saki Dodelson, in the United States District Court for the District of New Jersey (the "Federal Action") alleging, among other things, intellectual property/patent infringement, fraudulent inducement, unfair competition, theft of trade secret, tortious interference and breach of contract. Ms. Dodelson is the former CEO of Achieve3000. In October 2020, Beable and Dodelson filed a motion to dismiss the complaint, which the Court denied in its entirety in May 2021. In July 2021, Beable and Dodelson filed a counterclaim asserting breach of an earlier settlement agreement with Achieve3000 and seeking declarations of invalidity and non-infringement of the patent. Discovery in the Federal Action commenced. Beable and Dodelson subsequently filed for inter partes review before the Patent Trial and Appeal Board ("PTAB") of the U.S. Patent and Trademark Office, challenging the validity of the patent. In January 2023, the PTAB ruled the patent is invalid. Achieve3000 appealed the ruling to the United States Court of Appeals for the Federal Circuit which affirmed the PTAB's ruling in July 2024. Achieve3000 does not plan further appeals but filed an application in November 2023 to reissue the Patent, correcting errors to narrow and refine the claims to address the prior art that formed the basis of the PTAB's ruling. In March 2025, after the extension of discovery deadlines in the Federal Action due to ongoing disputes, discovery resumed. The Company is currently unable to predict the outcome of the defendants' counter-claims or reasonably estimate the amount of any loss that may result from the counter-claims and will continue to assess these conclusions as the litigation progresses.

In the normal course of business both in the United States and abroad, the Company is a defendant in various lawsuits and legal proceedings which may result in adverse judgments, damages, fines or penalties and is subject to inquiries and investigations by various governmental and regulatory agencies concerning compliance with applicable laws and regulations. In view of the inherent difficulty of predicting the outcome of legal matters, the Company cannot state with confidence what the timing, eventual outcome, or eventual judgment, damages, fines, penalties or other impact of these pending matters will be. The Company will accrue a liability for such matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. The Company believes, based on its current knowledge, that the outcome of the legal actions, proceedings and investigations currently pending should not have a material adverse effect on the Company's financial condition or results of operations.

17. Subsequent Events

On December 30, 2025, Simon Allen notified the Board of Directors (the "Board") of his intention to retire from his position as the Company's President and Chief Executive Officer ("CEO"), effective on February 9, 2026 (the "Transition Date"). As a result, on January 2, 2026, the Board appointed Philip

Moyer to succeed Mr. Allen as the Company's President and CEO and also appointed Mr. Moyer to the Board, effective as of the Transition Date. Mr. Allen will cease serving as President and CEO on the Transition Date and will continue to serve as Chair of the Board.

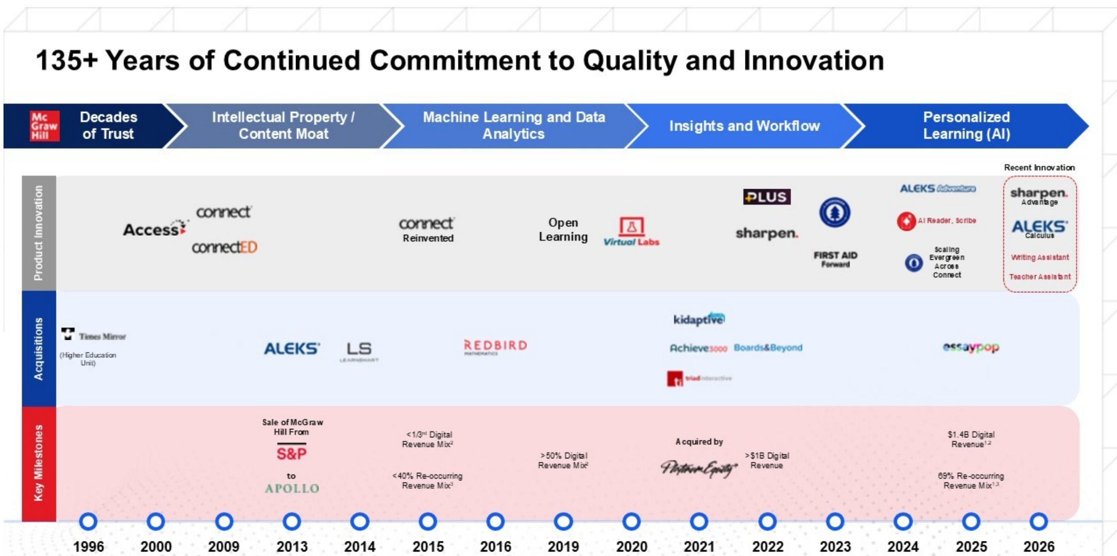
In connection with his appointment, Mr. Moyer is entitled to receive restricted stock unit (“RSUs”) awards with an aggregate grant date fair value of $8,000 under the Company's 2025 Stock Incentive Plan. In addition, Mr. Moyer will be eligible to purchase shares of the Company's Common Stock with a fair market value of up to $1,500 under the 2025 Stock Incentive Plan, with a corresponding equal number of RSUs granted to him.

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

The following discussion and analysis of our results of operations and financial condition should be read in conjunction with the unaudited consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and our audited consolidated financial statements and the related notes and the discussion under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" for the fiscal year ended March 31, 2025 included in our final prospectus filed with the SEC on July 24, 2025 (the "Prospectus"). This discussion may contain forward-looking statements that involve risks and uncertainties, including, but not limited to, those discussed in the sections titled "Risk Factors" and "Cautionary Note Regarding Forward-Looking Statements" included in the Prospectus and elsewhere in this Quarterly Report on Form 10-Q. Our actual results could differ materially from such forward-looking statements. Additionally, our historical results are not necessarily indicative of the results that may be expected for any period in the future.

Company Overview

McGraw Hill is a leading global provider of information solutions for education across K-12 to higher education, and through professional learning. We harness the power of content, data-driven insights, and learning science to deliver personalized learning experiences and drive positive outcomes throughout the entire learning lifecycle. We believe that we have positively impacted hundreds of millions of learners and educators with our personalized learning solutions to support learning at scale worldwide. On an annual basis, we serve approximately 60 million learners and educators. We believe that education positively impacts lives and, for more than 135 years, we have continuously innovated to help educators and institutions unlock the potential of each learner.



(1) For the fiscal year ending March 31, 2025. (2) Digital Revenue Mix is defined as digital revenue divided by total revenue. (3) Re-occurring Revenue includes revenue from offerings that are generally sold as digital subscriptions and multi-year print products. Revenue from digital subscriptions, which are paid for at the time of sale or shortly thereafter, is recognized ratably over the term of the subscription period as the performance obligation is satisfied. For multi-year print products (e.g., workbooks), which are paid for at the beginning of the multi-year contract term, each academic year within the contract period, represents a distinct performance obligation. Revenue is recognized upon delivery to the customer for each respective academic year. FY2025 total Re-occurring Revenue was $1,457M. Re-occurring Revenue Mix is defined as Re-occurring Revenue divided by total revenue.

We believe that education is foundational to global stability and economic prosperity. Recent investments in technology infrastructure and the rapid proliferation of mobile devices have accelerated the adoption of digital learning solutions and fostered a culture of data-driven instruction across the education landscape. Demand for personalized content, delivered via intuitive digital solutions, is reshaping the industry as educators continue to leverage technology, including generative AI, to meet students where they are in their learning journey.

Understanding how learning happens is critical to building effective learning solutions, like ALEKS, which has leveraged data science and machine learning to enhance learning outcomes for over 25 years. Over the last decade, we have invested more than $2.0 billion in developing a suite of market leading digital learning solutions. Our scalable digital solutions rely on shared technology infrastructure, years of collaborative partnerships with leading institutions, expertise in learning science and a focus on high-value iterative product design and development activities led by a team of approximately 300 software engineers. We utilize our data analytics capabilities to generate continuous feedback loops that drive product and go-to-market innovation, which allows us to simplify workflows while creating meaningful learning experiences that are tailored to the needs of each learner.

For the nine months ended December 31, 2025 and 2024, we generated revenue of $1,639.1 million and $1,628.0 million, respectively, and a net income (loss) of $85.6 million and $71.0 million, respectively. For the nine months ended December 31, 2025 and 2024, we generated Adjusted EBITDA of $613.7 million and $595.1 million, respectively. See “—Key Operating Metrics” and “—Non-GAAP Financial Measures.”

Recent Developments

On December 30, 2025, Simon Allen notified the Board of Directors (the "Board") of his intention to retire from his position as the Company's President and Chief Executive Officer ("CEO"), effective on February 9, 2026 (the "Transition Date"). As a result, on January 2, 2026, the Board appointed Philip Moyer to succeed Mr. Allen as the Company's President and CEO and also appointed Mr. Moyer to the Board, effective as of the Transition Date. Mr. Allen will cease serving as President and CEO on the Transition Date and will continue to serve as Chair of the Board.

In connection with his appointment, Mr. Moyer is entitled to receive restricted stock unit (“RSUs”) awards with an aggregate grant date fair value of $8.0 million under the Company's 2025 Stock Incentive Plan. In addition, Mr. Moyer will be eligible to purchase shares of the Company's Common Stock with a fair market value of up to $1.5 million under the 2025 Stock Incentive Plan, with a corresponding equal number of RSUs granted to him.

The Education End-Markets We Serve

We serve the needs of three primary customer end markets in education – K-12, higher education and professional which predominately serves the medical and engineering markets. While the United States is our largest market, we serve customers in international markets through an expansive global distribution network. Our operating segments are as follows:

Our K-12 segment represented 46% and 51% of total revenue for the nine months ended December 31, 2025 and 2024, respectively. Our Higher Education segment represented 38% and 32% of total revenue for the nine months ended December 31, 2025 and 2024, respectively. Our Global Professional segment represented 7% of total revenue for each of the nine months ended December 31, 2025 and 2024, respectively. Our International segment represented 9% and 10% of total revenue for the nine months ended December 31, 2025 and 2024, respectively. The remaining total revenue relates to adjustments made for in-transit product sales, which are included in the segment “Other.”

Our revenue models across each of our businesses are transforming along with our customers’ increasing adoption of digital learning solutions. In general, our digital solutions are sold on a subscription basis with high renewal rates, which provides a more predictable and stable long-term revenue model.

K-12

We are a top two provider in the K-12 market in the United States, serving approximately 99% of public K-12 districts. We go to market with blended digital and print learning solutions as a holistic provider of end-to-end core, supplemental and intervention curricula to support the needs of U.S. K-12 schools. Core Solutions are digital and print solutions that serve mainstream educators with research-based, comprehensive learning solutions. Supplemental Solutions are additional learning resources that complement, enrich and extend core program solutions. Intervention Solutions are solutions that leverage our expertise in data science and learning science to help identify and support students at risk for academic faltering, to remediate learning gaps or to support special learning or behavioral needs. AP and Electives are additional learning solutions to support college readiness, career and technical education, and electives. We sell our learning solutions directly to school districts across the U.S. through multi-year contracts providing strong visibility and predictability of forward revenue. The timing of purchase and the contract length varies by state resulting in variation in the total K-12 sales opportunity in a given year with states with large K-12 populations like Florida, California and Texas having an outsized impact on the sales opportunity in the years that they procure content.

Higher Education

We are a top two provider of digital and print learning solutions in the U.S. higher education market based on market share, serving approximately 82% of U.S. higher education institutions. The proliferation of digital technology has reshaped Higher Education. To support the evolving needs of educators and learners, we provide comprehensive digital course experiences for nearly every subject through our flagship *Connect* solution, with over 34 million lifetime learners. Our Evergreen content delivery model provides continuous content updates to keep materials engaging and aligned with the latest standards, which we believe outpaces the industry standard and advances beyond the traditional approach of episodic revision cycles.

In Fall 2024, the number of students who were enrolled in post secondary institutions was 19 million. Although we cover all major academic disciplines, our content portfolio is organized into three key disciplines: (i) Business, Economics & Computing; (ii) Science, Engineering & Math; and (iii) Humanities, Social Science & Languages. Our top selling products include *Economics: Principles, Problems, and Policies* (McConnell/Brue/Flynn), *ALEKS*, *Managerial Accounting* (Garrison) and *The Art of Public Speaking* (Lucas). The primary users of our solutions are students enrolled in two- and four-year non-profit colleges and universities, and to a much lesser extent, for-profit institutions. Although we sell our solutions to the students as end users, it is the instructor who often makes the ultimate decision regarding materials for the course. A key distribution model for Higher Education is *Inclusive Access*, a course material affordability program, designed by institutions and guided by the U.S. Department of Education. *Inclusive Access* has saved students over $1.5 billion since the fiscal year ended March 31, 2018, offering them the choice to select the learning resources that are right for them.

We also sell our Higher Education solutions to well-known online retailers and distribution partners, who subsequently sell to students and we also sell direct to student via our proprietary e-commerce platform.

Global Professional

We are a global content provider of trusted, high stakes medical and engineering learning solutions and support learners and educational institutions with technologies developed to maximize learning outcomes. Through our subscription-based learning solutions such as *Access*, we provide students, institutions and professionals with comprehensive medical and engineering learning solutions. Our *AccessMedicine* solution is available across approximately 94% of U.S. medical schools.

International

We are a provider of comprehensive digital and print solutions in more than 100 countries and 80 languages outside the United States. Through our expansive global distribution network, we serve the needs of learners and educators throughout the world with our K-12 and Higher Education solutions that primarily originate or are adapted from our U.S.-based solutions.

Other

Other represents certain transactions or adjustments that are unusual or non-operational. In addition, adjustments made for in-transit product sales, timing-related corporate cost allocations and other costs not attributed to a single reportable segment are recorded within Other.

Key Operating Metrics

In addition to our GAAP financial information, we review a number of operating and financial metrics, including the following key metrics, to evaluate our business, measure our performance, identify trends affecting our business, formulate business plans, and make strategic decisions.

Re-occurring Revenue and Transactional Revenue

Re-occurring Revenue represents revenue from offerings that are generally sold as digital subscriptions and multi-year print products. Revenue from digital subscriptions, which are paid for at the time of sale or shortly thereafter, is recognized ratably over the term of the subscription period as the performance obligation is satisfied. For multi-year print products (e.g., workbooks), which are paid for at the beginning of the contract period, each academic year represents a distinct performance obligation. Revenue is recognized upon delivery to the customer for each respective academic year. Re-occurring Revenue serves as a key operating metric used by management as it offers valuable insight into the subscription-based nature of our business. For the nine months ended December 31, 2025 and 2024, Re-occurring Revenue represented approximately 71% and 66% of total revenue, respectively.

Transactional Revenue includes revenue from both print and digital offerings. Revenue from print offerings is recognized at the point of shipment and revenue from digital offerings are recognized at the time of delivery. In addition, revenues for amounts billed to customers in a sales transaction for shipping and handling are included in Transactional Revenue. For the nine months ended December 31, 2025 and 2024, Transactional Revenue represented approximately 29% and 34% of total revenue, respectively.

Annual Net Dollar Retention

We believe that our ability to retain and grow Re-occurring Revenues from our existing customers over time strengthens the stability and predictability of our total revenue base and is reflective of the value we deliver to them through upselling and cross selling across our suite of solutions to our existing customers. We assess our performance in our Higher Education and Global Professional segments using Annual Net Dollar Retention ("NDR"), which serves as a key operating metric used by management for evaluating the trajectory of digital subscription revenue growth within our existing customer base. Our ability to retain existing customers serves as a leading indicator of our digital subscription-based revenues and cash flows for the subsequent reporting period. It encompasses renewals, expansions, contractions, price increases, and attrition, providing valuable insights into customer engagement and satisfaction.

However, NDR is not applicable to our K-12 segment, as purchasing decisions are typically made at the state or district level, often involving multi-year contracts and varying purchasing cycles across states, that do not align with the renewal, expansion, contraction, and attrition dynamics that NDR measures. Similarly, NDR does not apply to our International segment, as it encompasses higher education and K-12 markets, each with distinct purchasing behaviors, contract structures, and funding mechanisms. This variability across these markets makes it challenging to apply a consistent NDR calculation, limiting its effectiveness as a metric for the International segment.

We calculate NDR by dividing (a) the digital subscription amounts invoiced to existing customers during the year, inclusive of changes in enrollment, price changes and attrition by (b) the digital subscription amounts invoiced to such customers for the comparable prior year.

Remaining Performance Obligation

Our Remaining Performance Obligations (“RPO”) represent the total contracted future revenue that has not yet been recognized. RPO is associated with our digital subscriptions and multi-year print products and is impacted by various factors, including the timing of renewals and purchases, contract durations, and seasonal trends. Given these influencing factors, RPO should be evaluated alongside Re-occurring Revenue and other financial metrics disclosed within this Quarterly Report on Form 10-Q. RPO serves as a key operating metric used by management as it offers visibility into future revenue and facilitates the assessment of long-term growth sustainability.

While we believe that the above key operating metrics provide useful information to investors and others in understanding and evaluating our operating results in the same manner as our management, it is important to note that other companies, including companies in our industry, may not use these metrics, may calculate them differently, may have different frequencies or may use other financial measures to evaluate their performance, all of which could reduce the usefulness of Re-occurring Revenue, Transactional Revenue, NDR or RPO as a comparative measure.

Re-occurring Revenue and Transactional Revenue for the Three and Nine Months Ended December 31, 2025 and 2024

	Three Months Ended December 31,					
	2025			2024		
	Re-occurring Revenue	Transactional Revenue	Total	Re-occurring Revenue	Transactional Revenue	Total
K-12	$ 110,706	$ 17,483	$ 128,189	$ 112,537	$ 37,645	$ 150,182
Higher Education	196,016	29,347	225,363	146,854	34,906	181,760
Global Professional	25,293	10,946	36,239	24,438	11,093	35,531
International	25,445	18,616	44,061	27,550	17,339	44,889
Other	—	310	310	—	4,131	4,131
Total Revenue	**$ 357,460**	**$ 76,702**	**$ 434,162**	**$ 311,379**	**$ 105,114**	**$ 416,493**

	Nine Months Ended December 31,					
	2025			2024		
	Re-occurring Revenue	Transactional Revenue	Total	Re-occurring Revenue	Transactional Revenue	Total
K-12	$ 510,583	$ 247,684	$ 758,267	$ 489,656	$ 339,998	$ 829,654
Higher Education	517,247	103,457	620,704	438,441	90,055	528,496
Global Professional	73,605	37,601	111,206	70,614	40,618	111,232
International	66,033	79,837	145,870	71,120	87,257	158,377
Other	—	3,012	3,012	—	278	278
Total Revenue	**$ 1,167,468**	**$ 471,591**	**$ 1,639,059**	**$ 1,069,831**	**$ 558,206**	**$ 1,628,037**

NDR as of March 31, 2025, 2024 and 2023

	Year Ended March 31,		
	2025	2024	2023
NDR			
Higher Education	110 %	110 %	106 %
Global Professional	105 %	103 %	99 %

RPO as of December 31, 2025 and as of March 31, 2025

	December 31, 2025			March 31, 2025		
	Current	Non-Current	Total	Current	Non-Current	Total
RPO by Segment:						
K-12	$ 517,292	$ 817,592	$ 1,334,884	$ 457,353	$ 822,232	$ 1,279,585
Higher Education	197,293	56,400	253,693	247,685	49,631	297,316
Global Professional	65,088	7,164	72,252	54,949	7,399	62,348
International	32,960	2,507	35,467	30,513	2,894	33,407
Other	520	—	520	3,531	—	3,531
Total RPO	**$ 813,153**	**$ 883,663**	**$ 1,696,816**	**$ 794,031**	**$ 882,156**	**$ 1,676,187**

Results of Operations

The following tables set forth certain consolidated financial information for the three months ended December 31, 2025 and 2024. The following tables and discussion should be read in conjunction with the information contained in our unaudited consolidated financial statements and the notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

Consolidated Operating Results for the Three Months Ended December 31, 2025 and 2024

	Three Months Ended December 31,			
	2025	2024	$ Change	% Change
Revenue	$ 434,162	$ 416,493	$ 17,669	4.2 %
Cost of sales (excluding depreciation and amortization)	63,844	65,253	(1,409)	(2.2)%
Gross profit	370,318	351,240	19,078	5.4 %
Operating expenses				
Operating and administrative expenses	257,201	250,095	7,106	2.8 %
Depreciation	27,308	17,707	9,601	54.2 %
Amortization of intangibles	55,417	59,279	(3,862)	(6.5)%
Total operating expenses	339,926	327,081	12,845	3.9 %
Operating income (loss)	30,392	24,159	6,233	25.8 %
Interest expense (income), net	47,358	68,877	(21,519)	(31.2)%
(Gain) loss on extinguishment of debt	8,183	—	8,183	n/m
Income (loss) from operations before taxes	(25,149)	(44,718)	19,569	(43.8)%
Income tax provision (benefit)	(4,950)	8,210	(13,160)	(160.3)%
Net income (loss)	**$ (20,199)**	**$ (52,928)**	**$ 32,729**	**(61.8)%**

Revenue

	Three Months Ended December 31,			
	2025	**2024**	**$ Change**	**% Change**
Revenue by Segment:				
K-12	$ 128,189	$ 150,182	$ (21,993)	(14.6)%
Higher Education	225,363	181,760	43,603	24.0 %
Global Professional	36,239	35,531	708	2.0 %
International	44,061	44,889	(828)	(1.8)%
Other	310	4,131	(3,821)	n/m
Total Revenue	**$ 434,162**	**$ 416,493**	**$ 17,669**	**4.2 %**

Revenue for the three months ended December 31, 2025 and 2024 was $434.2 million and $416.5 million, respectively, representing an increase of $17.7 million, or 4.2%. The increase was driven by the segment factors described below.

K-12

K-12 revenue for the three months ended December 31, 2025 and 2024 was $128.2 million and $150.2 million, respectively, representing a decrease of $22.0 million, or 14.6%. The decrease was primarily attributable to lower Transactional Revenue and Re-occurring Revenue of approximately $20.2 million and $1.8 million, respectively, driven by a smaller market opportunity in the current period.

Higher Education

Higher Education revenue for the three months ended December 31, 2025 and 2024 was $225.4 million and $181.8 million, respectively, representing an increase of $43.6 million, or 24.0%. The increase was primarily due to:

- higher Re-occurring Revenue of approximately $49.2 million, due to the timing of deferred revenue recognition associated with the increased adoption of digital products, including growth in *Inclusive Access* sales, market share gains, continued growth in U.S. enrollments and price increases; partially offset by

- lower Transactional Revenue of approximately $5.6 million, primarily driven by a change in duration mix of digital product sales, partially offset by a reduction in product returns.

Global Professional

Global Professional revenue for the three months ended December 31, 2025 and 2024 was $36.2 million and $35.5 million, respectively, representing an increase of $0.7 million, or 2.0%. The increase was primarily due to higher Re-occurring Revenue of approximately $0.9 million due to the continued focus on core digital products. This increase was partially offset by lower Transactional Revenue of approximately $0.1 million, reflecting the continued execution of the strategic initiative to sunset non-core print titles.

International

International revenue for the three months ended December 31, 2025 and 2024 was $44.1 million and $44.9 million, respectively, representing a decrease of $0.8 million, or 1.8%. The decrease was driven by lower Re-occurring Revenue of approximately $2.1 million, resulting primarily from lower enrollments in

Canada. This decrease was partially offset by higher Transactional Revenue of approximately $1.3 million, attributable to increased print sales in the K-12 segment.

Cost of Sales (Excluding Depreciation and Amortization)

Cost of sales (excluding depreciation and amortization) for the three months ended December 31, 2025 and 2024 was $63.8 million and $65.3 million, respectively, representing a decrease of $1.4 million, or 2.2%. The decrease was primarily due to:

- lower manufacturing, royalty and other direct fulfillment costs of approximately $8.3 million, primarily attributable to lower Transactional Revenue from print offerings in the K-12 and International segments due to smaller market opportunities in the current period; and
- lower inventory obsolescence reserve of approximately $1.1 million, resulting from a significantly reduced inventory balance due to the shift toward digital sales and the timing of K-12 market opportunities; partially offset by
- higher royalty costs in the Higher Education segment of approximately $8.0 million, resulting from the growth in Re-occurring Revenue.

Operating and Administrative Expenses

Operating and administrative expenses for the three months ended December 31, 2025 and 2024 was $257.2 million and $250.1 million, respectively, representing an increase of $7.1 million, or 2.8%. The increase was primarily due to:

- higher salaries and wages of approximately $4.3 million, primarily due to an annual merit-based compensation increase;
- higher selling and marketing expense of approximately $2.4 million, driven by higher sales force sales commission and increased investment in sales conferences and promotional activities in the Higher Education segment, consistent with the growth in revenue;
- higher professional fees of approximately $1.3 million, reflecting an increase in legal, accounting and compliance-related costs associated with operating as a public company; and
- higher stock-based compensation of approximately $0.7 million, due to the recognition of stock-based compensation expense in connection with our initial public offering; partially offset by
- lower advisory fees of approximately $2.5 million, reflecting the termination of the Advisory Agreement with Platinum Advisors following the consummation of our initial public offering.

Depreciation and Amortization of Intangibles

Depreciation and amortization expenses for the three months ended December 31, 2025 and 2024 were $82.7 million and $77.0 million, respectively, representing an increase of $5.7 million, or 7.5%. The increase was driven primarily by the accelerated depreciation of leasehold improvements associated with the sublease of a portion of our New York office space, partially offset by lower amortization expense related to the use of an accelerated method of amortization for our content intangible assets.

Interest Expense (Income), Net

Interest expense (income), net, for the three months ended December 31, 2025 and 2024 was $47.4 million and $68.9 million, respectively, representing a decrease of $21.5 million, or 31.2%. The decrease was primarily driven by the repayment of $385.7 million of debt outstanding under the A&E Term Loan Facility using net proceeds from our initial public offering on July 25, 2025, as well as the repayment of an additional $200.0 million of debt outstanding under the A&E Term Loan Facility during the third fiscal quarter of 2026 using cash on hand, and a lower variable interest rate during the current period compared to the prior-year period.

(Gain) Loss on Extinguishment of Debt

During the three months ended December 31, 2025, we recorded a loss on extinguishment of debt of $8.1 million, inclusive of the accelerated amortization of unamortized debt discount and deferred financing costs, in connection with the repayment of $150.0 million and $50.0 million on October 16, 2025 and December 10, 2025, respectively, of debt outstanding under the A&E Term Loan Facility.

Income Tax Provision (Benefit)

Income tax provision (benefit) for the three months ended December 31, 2025 and 2024 was $(5.0) million and $8.2 million, respectively, and the effective tax rate was 19.7% and (18.4)%, respectively.

For the three months ended December 31, 2025, the effective tax rate differed from the statutory rate due to the U.S. research and development tax credit and the expected decrease in the valuation allowance on domestic deferred tax assets due to the enactment of OBBBA. The acceleration of deductibility of software development, interest, and tangible personal property expenditures is expected to significantly reduce our domestic income tax payable for the fiscal year ending March 31, 2026. In addition, a valuation allowance continues to be recorded against certain foreign net deferred tax assets.

For the three months ended December 31, 2024, the effective tax rate differed from the statutory rate due to forecasted current tax expense, a valuation allowance recorded against domestic and certain foreign net deferred tax assets, and the jurisdictional mix of forecasted annual domestic book losses and foreign book income.

Adjusted EBITDA by Segment for the Three Months Ended December 31, 2025 and 2024

Adjusted EBITDA by segment is determined and presented in accordance with Accounting Standards Codification, or ASC, Topic 280, *Segment Reporting*. Adjusted EBITDA by segment is a measure used by our chief operating decision maker to assess the performance of our segments. We exclude from Adjusted EBITDA by segment: interest expense (income), net, income tax (benefit) provision, depreciation, amortization and pre-publication amortization and certain transactions or adjustments that our chief operating decision maker does not consider for the purposes of making decisions to allocate resources among segments or assessing segment performance. In addition, Adjusted EBITDA by segment is calculated in a manner consistent with the definition and meaning of our Adjusted EBITDA Non-GAAP measure, see “—Non-GAAP Financial Measures—EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin.”

	Three Months Ended December 31,			
	2025	2024	$ Change	% Change
Adjusted EBITDA:				
K-12	$ 10,462	$ 25,941	$ (15,479)	(59.7)%
Higher Education	107,780	80,847	26,933	33.3 %
Global Professional	11,024	10,172	852	8.4 %
International	4,082	6,436	(2,354)	(36.6)%
Other	2,519	2,812	(293)	n/m

K-12

K-12 Adjusted EBITDA for the three months ended December 31, 2025 and 2024 was $10.5 million and $25.9 million, respectively, representing a decrease of $15.5 million, or 59.7%. The decrease was primarily due to:

- a decrease in revenue of approximately $22.0 million as discussed under "—Consolidated Operating Results for the Three Months Ended December 31, 2025 and 2024—K-12"; partially offset by
- lower manufacturing, royalty and other direct fulfillment costs of approximately $4.4 million, attributable to lower Transactional Revenue from print offerings; and
- lower allocation of shared corporate costs of approximately $2.9 million, driven by current period factors such as revenue, headcount and the allocable cost base.

Higher Education

Higher Education Adjusted EBITDA for the three months ended December 31, 2025 and 2024 was $107.8 million and $80.8 million, respectively, representing an increase of $26.9 million, or 33.3%. The increase was primarily due to:

- an increase in revenue of $43.6 million as discussed under "—Consolidated Operating Results for the Three Months Ended December 31, 2025 and 2024—Higher Education"; partially offset by
- higher royalty costs of approximately $8.0 million, consistent with the growth in revenue;
- higher allocation of shared corporate costs of approximately $7.6 million, driven by current period factors such as revenue, headcount and the allocable cost base; and
- higher selling and marketing expense, driven by higher sales force sales commission of approximately $1.7 million, consistent with the growth in revenue.

Global Professional

Global Professional Adjusted EBITDA for the three months ended December 31, 2025 and 2024 was $11.0 million and $10.2 million, respectively, representing an increase of $0.9 million or 8.4%. The increase was primarily due to higher revenue of $0.7 million as discussed under "—Consolidated Operating Results for the Three Months Ended December 31, 2025 and 2024—Global Professional".

International

International Adjusted EBITDA for the three months ended December 31, 2025 and 2024 was $4.1 million and $6.4 million, respectively, representing a decrease of $2.4 million, or 36.6%. The decrease was primarily due to:

- a decrease in revenue of $0.8 million as discussed under "—Consolidated Operating Results for the Three Months Ended December 31, 2025 and 2024—International";
- higher allowance for credit losses of approximately $0.8 million, attributable to the aging of accounts receivable due to the timing of collections during the period; and
- higher salaries and wages of approximately $0.7 million, primarily due to an annual merit-based compensation increase.

Consolidated Operating Results for the Nine Months Ended December 31, 2025 and 2024

	Nine Months Ended December 31,			
	2025	2024	$ Change	% Change
Revenue	$ 1,639,059	$ 1,628,037	$ 11,022	0.7 %
Cost of sales (excluding depreciation and amortization)	326,305	343,901	(17,596)	(5.1)%
Gross profit	1,312,754	1,284,136	28,618	2.2 %
Operating expenses				
Operating and administrative expenses	798,227	773,961	24,266	3.1 %
Depreciation	62,218	50,448	11,770	23.3 %
Amortization of intangibles	169,167	180,692	(11,525)	(6.4)%
Total operating expenses	1,029,612	1,005,101	24,511	2.4 %
Operating income (loss)	283,142	279,035	4,107	1.5 %
Interest expense (income), net	162,072	229,899	(67,827)	(29.5)%
(Gain) loss on extinguishment of debt	24,544	2,719	21,825	n/m
Income (loss) from operations before taxes	96,526	46,417	50,109	108.0 %
Income tax provision (benefit)	10,939	(24,611)	35,550	(144.4)%
Net income (loss)	**$ 85,587**	**$ 71,028**	**$ 14,559**	**20.5 %**

Revenue

	Nine Months Ended December 31,			
	2025	2024	$ Change	% Change
Revenue by Segment:				
K-12	$ 758,267	$ 829,654	$ (71,387)	(8.6)%
Higher Education	620,704	528,496	92,208	17.4 %
Global Professional	111,206	111,232	(26)	— %
International	145,870	158,377	(12,507)	(7.9)%
Other	3,012	278	2,734	n/m
Total Revenue	**$ 1,639,059**	**$ 1,628,037**	**$ 11,022**	**0.7 %**

Revenue for the nine months ended December 31, 2025 and 2024 was $1,639.1 million and $1,628.0 million, respectively, representing an increase of $11.0 million, or 0.7%. The increase was driven by the segment factors described below.

K-12

K-12 revenue for the nine months ended December 31, 2025 and 2024 was $758.3 million and $829.7 million, respectively, representing a decrease of $71.4 million, or 8.6%. The decrease was primarily attributable to lower Transactional Revenue of approximately $92.3 million, driven by a smaller market opportunity in the current period. This decrease was partially offset by an increase in Re-occurring Revenue of approximately $20.9 million, primarily due to the timing of deferred revenue recognition associated with prior year sales in the California, Texas and Florida markets.

Higher Education

Higher Education revenue for the nine months ended December 31, 2025 and 2024 was $620.7 million and $528.5 million, respectively, representing an increase of $92.2 million, or 17.4%. The increase was primarily due to:

- higher Re-occurring Revenue of approximately $78.8 million, due to the timing of deferred revenue recognition associated with the increased adoption of digital products, including growth in *Inclusive Access* sales, market share gains, continued growth in U.S. enrollments and price increases; and

- higher digital and print Transactional Revenue of approximately $13.4 million, primarily due to the growth in *Inclusive Access* sales and a reduction in product returns, respectively.

Global Professional

Global Professional revenue for the nine months ended December 31, 2025 remained consistent with the prior year at $111.2 million. Lower Transactional Revenue, driven by the continued execution of the strategic initiative to sunset non-core print titles, was offset by an increase in Re-occurring Revenue, primarily attributable to the timing of deferred revenue recognition related to growth in digital subscriptions for our core products sold in the prior year.

International

International revenue for the nine months ended December 31, 2025 and 2024 was $145.9 million and $158.4 million, respectively, representing a decrease of $12.5 million, or 7.9%. The decrease was driven by lower Transactional Revenue and Re-occurring Revenue of approximately $7.4 million and $5.1 million, respectively, primarily resulting from lower enrollments in Canada. In addition, lower Transactional Revenue was also driven by the shift toward digital products in our Higher Education segment.

Cost of Sales (Excluding Depreciation and Amortization)

Cost of sales (excluding depreciation and amortization) for the nine months ended December 31, 2025 and 2024 was $326.3 million and $343.9 million, respectively, representing a decrease of $17.6 million, or 5.1%. The decrease was primarily due to:

- lower manufacturing, royalty and other direct fulfillment costs of approximately $30.1 million, primarily attributable to lower Transactional Revenue from print offerings in the K-12 and International segments due to smaller market opportunities in the current period; and

- lower inventory obsolescence reserve of approximately $1.5 million, resulting from a significantly reduced inventory balance due to the shift toward digital sales and the timing of K-12 market opportunities; partially offset by

- higher royalty costs in the Higher Education segment of approximately $14.0 million, resulting from the growth in Re-occurring Revenue.

Operating and Administrative Expenses

Operating and administrative expenses for the nine months ended December 31, 2025 and 2024 was $798.2 million and $774.0 million, respectively, representing an increase of $24.3 million, or 3.1%. The increase was primarily due to:

- higher stock-based compensation of approximately $31.7 million, due to the recognition of cumulative stock-based compensation expense in connection with our initial public offering;

- higher salaries and wages of approximately $16.3 million, primarily due to an annual merit-based compensation increase;

- higher travel and entertainment expenses of approximately $2.4 million, primarily due to higher selling and marketing expense to drive sales growth; and

- higher allowance for credit losses of approximately $2.3 million, due to the increase in the accounts receivable balance of customers with higher risk characteristics; partially offset by

- lower technology-related expenses of approximately $10.6 million, primarily driven by ongoing cost optimization initiatives, including infrastructure rationalization and the migration of on-premise data centers to cloud-based platforms;

- lower annual incentive compensation expense of approximately $6.3 million, primarily reflecting the higher incentive payments recognized in the prior year, which were driven by a stronger than expected business performance;

- lower advisory fees of approximately $4.4 million, reflecting the termination of the Advisory Agreement with Platinum Advisors following the consummation of our initial public offering;

- a gain of approximately $2.6 million, resulting from the settlement of a copyright infringement litigation in the current period;

- lower other expenses of approximately $2.3 million, primarily due to foreign exchange losses, resulting from unfavorable fluctuations in foreign currency exchange rates; and

- lower general and administrative expense of approximately $1.9 million, due to reduced restructuring activities in the current period, resulting in lower severance and related costs.

Depreciation and Amortization of Intangibles

Depreciation and amortization expenses for the nine months ended December 31, 2025 and 2024 were $231.4 million and $231.1 million, respectively, representing an increase of $0.2 million, or 0.1%. The increase was driven primarily by the accelerated depreciation of leasehold improvements associated with the sublease of a portion of our New York office space and higher amortization expense related to software development projects that were completed and put into service during the period. This was partially offset by lower amortization expense related to the use of an accelerated method of amortization for our content intangible assets.

Interest Expense (Income), Net

Interest expense (income), net, for the nine months ended December 31, 2025 and 2024 was $162.1 million and $229.9 million, respectively, representing a decrease of $67.8 million, or 29.5%. The decrease was primarily driven by the refinancing of the A&E Term Loan Facility in August 2024, which reduced variable rate indebtedness by $749.6 million, the repayment of $385.7 million of debt outstanding under the A&E Term Loan Facility using net proceeds from our initial public offering on July 25, 2025, and the repayment of an additional $200.0 million of debt outstanding under the A&E Term Loan Facility during the third fiscal quarter of 2026. The decrease was further impacted by a lower variable interest rate during the current period compared to the prior-year period. These decreases were partially offset by higher interest expense resulting from the issuance of $650.0 million in aggregate principal amount of 2024 Secured Notes in August 2024.

(Gain) Loss on Extinguishment of Debt

During the nine months ended December 31, 2025, we recorded a loss on extinguishment of debt of approximately $24.5 million, inclusive of the accelerated amortization of unamortized debt discount and deferred financing costs. Of this amount, $16.4 million was recorded in connection with the repayment of $385.7 million of debt outstanding under the A&E Term Loan Facility upon the closing of our initial public offering on July 25, 2025, and $8.1 million was recorded in connection with the additional repayment of $200.0 million of debt outstanding under the A&E Term Loan Facility during the third fiscal quarter of 2026.

During the nine months ended December 31, 2024, in connection with the 2024 Refinancing Transactions, we recorded a loss on extinguishment of debt of $2.7 million, inclusive of write-offs of then-existing unamortized debt discount and deferred financing fees of $1.0 million and $0.3 million, respectively, and new debt discount fees of $1.4 million.

Income Tax Provision (Benefit)

Income tax provision (benefit) for the nine months ended December 31, 2025 and 2024 was $10.9 million and $(24.6) million, respectively, and the effective tax rate was 11.3% and (53.0)%, respectively.

For the nine months ended December 31, 2025, the effective tax rate differed from the statutory rate due to the U.S. research and development credit and the expected decrease in the valuation allowance on domestic deferred tax assets due to the enactment of the OBBBA. The acceleration of deductibility of software development, interest, and tangible personal property expenditures is expected to significantly reduce our domestic income tax payable for the fiscal year ending March 31, 2026. In addition, a valuation allowance continues to be recorded against certain foreign net deferred tax assets.

For the nine months ended December 31, 2024, the effective tax rate differed from the statutory rate due to forecasted current tax expense, a valuation allowance recorded against domestic and certain foreign net deferred tax assets, and the jurisdictional mix of forecasted annual domestic book losses and foreign book income.

Adjusted EBITDA by Segment for the Nine Months Ended December 31, 2025 and 2024

Adjusted EBITDA by segment is determined and presented in accordance with Accounting Standards Codification, or ASC, Topic 280, *Segment Reporting*. Adjusted EBITDA by segment is a measure used by our chief operating decision maker to assess the performance of our segments. We exclude from Adjusted EBITDA by segment: interest expense (income), net, income tax (benefit) provision, depreciation, amortization and pre-publication amortization and certain transactions or adjustments that our chief operating decision maker does not consider for the purposes of making decisions to allocate resources among segments or assessing segment performance. In addition, Adjusted EBITDA by segment is calculated in a manner consistent with the definition and meaning of our Adjusted EBITDA Non-GAAP measure, see "—Non-GAAP Financial Measures—EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin."

	Nine Months Ended December 31,			
	2025	2024	$ Change	% Change
Adjusted EBITDA:				
K-12	$ 278,808	$ 302,915	$ (24,107)	(8.0)%
Higher Education	274,567	232,815	41,752	17.9 %
Global Professional	33,794	33,282	512	1.5 %
International	18,671	30,557	(11,886)	(38.9)%
Other	7,849	(4,430)	12,279	n/m

K-12

K-12 Adjusted EBITDA for the nine months ended December 31, 2025 and 2024 was $278.8 million and $302.9 million, respectively, representing a decrease of $24.1 million, or 8.0%. The decrease was primarily due to:

- a decrease in revenue of approximately $71.4 million as discussed under "—Consolidated Operating Results for the Nine Months Ended December 31, 2025 and 2024—K-12";
- higher salaries and wages of approximately $3.2 million, primarily due to an annual merit-based compensation increase; partially offset by
- lower manufacturing, royalty, and other direct fulfillment costs of approximately $32.6 million, attributable to lower Transactional Revenue from print offerings;
- lower allocation of shared corporate costs of approximately $13.5 million, driven by current period factors such as headcount, revenue and the allocable cost base; and
- lower selling and marketing expense, driven by lower depository and sales force sales commission of approximately $4.1 million, due to the decrease in revenue resulting from a smaller market opportunity in the current period.

Higher Education

Higher Education Adjusted EBITDA for the nine months ended December 31, 2025 and 2024 was $274.6 million and $232.8 million, respectively, representing an increase of $41.8 million, or 17.9%. The increase was primarily due to:

- an increase in revenue of $92.2 million as discussed under "—Consolidated Operating Results for the Nine Months Ended December 31, 2025 and 2024—Higher Education"; partially offset by

- higher allocation of shared corporate costs of approximately $17.1 million, driven by current period factors such as headcount, revenue and the allocable cost base;

- higher royalty and other direct fulfillment costs of approximately $16.8 million, consistent with the growth in revenue;

- higher selling and marketing expense, driven by higher sales force sales commission of approximately $4.9 million, consistent with the growth in revenue;

- higher research and development expense of approximately $3.4 million, reflecting continued investment in platform enhancements and product development initiatives;

- higher other expenses of approximately $3.4 million, primarily reflecting increased business activity to support growth and operational execution;

- higher salaries and wages of approximately $1.8 million, primarily due to an annual merit-based compensation increase; and

- higher allowance for credit losses of approximately $1.6 million, due to the increase in the accounts receivable balance of customers with higher risk characteristics.

Global Professional

Global Professional Adjusted EBITDA for the nine months ended December 31, 2025 and 2024 was $33.8 million and $33.3 million, respectively, representing an increase of $0.5 million or 1.5%. The increase was primarily due to a lower allocation of shared corporate costs of approximately $1.3 million, driven by current period factors such as headcount, revenue and the allocable cost base, as well as a lower allowance for credit losses of approximately $0.6 million. This was partially offset by higher salaries and wages of approximately $1.5 million, primarily due to an annual merit-based compensation increase.

International

International Adjusted EBITDA for the nine months ended December 31, 2025 and 2024 was $18.7 million and $30.6 million, respectively, representing a decrease of $11.9 million, or 38.9%. The decrease was primarily due to:

- a decrease in revenue of $12.5 million as discussed under "—Consolidated Operating Results for the Nine Months Ended December 31, 2025 and 2024—International"; and

- higher allocation of shared corporate costs of approximately $2.4 million, driven by current period factors such as headcount, revenue and the allocable cost base; and

- higher salaries and wages of approximately $2.0 million, primarily due to an annual merit-based compensation increase; partially offset by

- lower manufacturing and royalty costs of approximately $5.6 million, attributable to lower Transactional Revenue from print sales.

Non-GAAP Financial Measures

We include non-GAAP financial measures in this Quarterly Report on Form 10-Q, including EBITDA, Adjusted EBITDA, Adjusted EBITDA Margin, Adjusted net income (loss), Adjusted basic and diluted earnings (loss) per share and non-GAAP operating and administrative expense financial measures (including Adjusted operating and administrative expenses, Adjusted selling and marketing expenses, Adjusted general and administrative expenses and Adjusted research and development expenses) because our management uses them to assess our performance. We believe they reflect the underlying trends and indicators of our business and allow management to focus on the most meaningful indicators of our continuous operational performance.

Although we believe these measures are useful for investors for the same reasons, readers of the financial statements should note that these measures are not a substitute for GAAP financial measures or disclosures. We have provided reconciliations of each of these non-GAAP financial measures to the most directly comparable GAAP financial measure.

EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin

EBITDA is defined as net income (loss) from continuing operations plus interest expense (income), net, income tax provision (benefit), depreciation and amortization.

Adjusted EBITDA is defined as net income (loss) from continuing operations plus interest expense (income), net, income tax provision (benefit), depreciation and amortization, restructuring and cost savings implementation charges, the effects of the application of purchase accounting, advisory fees paid to Platinum Advisors pursuant to the Advisory Agreement (which was terminated on July 25, 2025 in connection with the consummation of our initial public offering), impairment charges, transaction and integration costs, stock-based compensation, (gain) loss on extinguishment of debt and the impact of earnings or charges resulting from matters that we do not consider indicative of our ongoing operations.

Further, although not included in the calculation of Adjusted EBITDA below, we may at times add estimated cost savings and operating synergies related to operational changes ranging from acquisitions or dispositions to restructurings, and exclude one-time transition expenditures that we anticipate we will need to incur to realize cost savings before such savings have occurred.

Adjusted EBITDA Margin is calculated by dividing Adjusted EBITDA by total revenue.

Adjusted net income (loss) and Adjusted basic and diluted earnings (loss) per share

Adjusted net income (loss) is defined as net income (loss) from continuing operations adjusted to exclude amortization of intangible assets, restructuring and cost savings implementation charges, the effects of the application of purchase accounting, advisory fees paid to Platinum Advisors pursuant to the Advisory Agreement (which was terminated on July 25, 2025 in connection with the consummation of our initial public offering), impairment charges, transaction and integration costs, stock-based compensation, (gain) loss on extinguishment of debt and the impact of earnings or charges resulting from matters that we do not consider indicative of our ongoing operations and the related tax impact of those adjustments.

We define Adjusted basic and diluted earnings (loss) per share as Adjusted net income (loss) divided by the basic and diluted weighted average shares outstanding.

Non-GAAP operating and administrative expenses

Our non-GAAP operating and administrative expense financial measures include Adjusted operating and administrative expenses, Adjusted selling and marketing expenses, Adjusted general and administrative expenses and Adjusted research and development expenses. We calculate each of these measures by using the same adjustments used in calculating EBITDA and Adjusted EBITDA to the extent such items are included in the corresponding GAAP operating and administrative expense category.

These non-GAAP operating and administrative expense financial measures are calculated as follows:

Adjusted operating and administrative expenses is defined as GAAP operating and administrative expenses adjusted to exclude restructuring and cost savings implementation charges, advisory fees paid to Platinum Advisors pursuant to the Advisory Agreement (which was terminated on July 25, 2025 in connection with the consummation of our initial public offering), transaction and integration costs, stock-based compensation, amortization of product development costs and the impact of earnings or charges resulting from matters that we do not consider indicative of our ongoing operations.

Adjusted selling and marketing expenses is defined as GAAP selling and marketing expenses adjusted to exclude stock-based compensation and the impact of earnings or charges resulting from matters that we do not consider indicative of our ongoing operations.

Adjusted general and administrative expenses is defined as GAAP general and administrative expenses adjusted to exclude restructuring and cost savings implementation charges, advisory fees paid to Platinum Advisors pursuant to the Advisory Agreement (which was terminated on July 25, 2025 in connection with the consummation of our initial public offering), transaction and integration costs, stock-based compensation and the impact of earnings or charges resulting from matters that we do not consider indicative of our ongoing operations.

Adjusted research and development expenses is defined as GAAP research and development expenses adjusted to exclude stock-based compensation and the impact of earnings or charges resulting from matters that we do not consider indicative of our ongoing operations.

Each of the above measures is not a recognized term under GAAP and does not purport to be an alternative to net income (loss), or any other measure derived in accordance with GAAP as a measure of operating performance, or to cash flows from operations as a measure of liquidity. Such measures are presented for supplemental information purposes only, have limitations as analytical tools, and should not be considered in isolation or as substitute measures for our results as reported under GAAP. Management uses non-GAAP financial measures to supplement GAAP results to provide a more complete understanding of the factors and trends affecting the business than GAAP results alone. Because not all companies use identical calculations, our measures may not be comparable to other similarly titled measures of other companies, and our use of these measures varies from others in our industry. Such measures are not intended to be a measure of cash available for management’s discretionary use, as they may not capture actual cash obligations associated with interest payments, taxes and debt service requirements.

The tables below provide reconciliations of each of the non-GAAP financial measures to the most directly comparable GAAP financial measure on a consolidated basis for the three and nine months ended December 31, 2025 and 2024.

Reconciliations of EBITDA, Adjusted EBITDA and Adjusted EBITDA Margin:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2025	2024	2025	2024
Net income (loss)	$ (20,199)	$ (52,928)	$ 85,587	$ 71,028
Interest expense (income), net	47,358	68,877	162,072	229,899
Income tax provision (benefit)	(4,950)	8,210	10,939	(24,611)
Depreciation, amortization and product development amortization	95,671	89,787	276,347	275,843
EBITDA	**$ 117,880**	**$ 113,946**	**$ 534,945**	**$ 552,159**
Restructuring and cost savings implementation charges (a)	3,894	3,688	8,774	17,010
Advisory fees (b)	—	2,500	3,125	7,500
Transaction and integration costs (c)	548	656	818	2,520
Stock-based compensation (d)	661	—	31,737	—
Gain (loss) on extinguishment of debt (e)	8,183	—	24,544	2,719
Other (f)	4,701	5,418	9,746	13,231
Adjusted EBITDA	**$ 135,867**	**$ 126,208**	**$ 613,689**	**$ 595,139**
Total Revenue	$ 434,162	$ 416,493	$ 1,639,059	$ 1,628,037
Net income (loss) margin	(4.7)%	(12.7)%	5.2 %	4.4 %
Adjusted EBITDA Margin	31.3 %	30.3 %	37.4 %	36.6 %

(a) Represents severance and other expenses associated with headcount reductions and other cost savings initiated as part of our restructuring initiatives.

(b) For the three and nine months ended December 31, 2025 and 2024, represents the pro rata portion of the annual $10.0 million of advisory fees paid to Platinum Advisors pursuant to the Advisory Agreement (which was terminated on July 25, 2025 in connection with the consummation of our initial public offering).

(c) This primarily represents transaction and integration costs associated with acquisitions.

(d) Represents stock-based compensation expense related to awards granted to our employees, directors and consultants under the Company's long-term incentive plans.

(e) Represents accelerated amortization of debt discount and deferred financing costs related to the repayment of $385.7 million of debt outstanding under the A&E Term Loan Facility using net proceeds from our initial public offering on July 25, 2025, as well as the repayment of an additional $200.0 million of debt outstanding under the A&E Term Loan Facility during the third fiscal quarter of 2026.

(f) For the three months ended December 31, 2025 and 2024, this amount represents (i) foreign currency exchange transaction impact of $(0.5) million and $2.4 million, respectively, (ii) non-recurring expenses related to strategic initiatives, including marketing, consulting, and non-operational costs associated with the market introduction of a new product launch of $3.0 million and $0.7 million, respectively, (iii) reimbursements of expenses paid to Platinum Advisors incurred in connection with its services under the Advisory Agreement (which was terminated on July 25, 2025 in connection with the consummation of our initial public offering) of nil and $0.1 million, respectively, (iv) post-acquisition compensation expense of nil and $0.1 million, respectively, associated with the acquisition of Boards & Beyond, (v) non-recurring transaction-related costs associated with our initial public offering that were expensed as incurred of nil and $1.1 million, respectively, and (vi) the impact of additional insignificant earnings or charges resulting from matters that we do not consider indicative of our ongoing operations of $2.2 million and $1.1 million, respectively, that are primarily related to individually insignificant miscellaneous items, including third-party consulting and advisory fees associated with system and process rationalization initiatives and certain additional payments related to incremental insurance premiums and policies as a result of the Platinum acquisition that did not renew after the consummation of our initial public offering.

For the nine months ended December 31, 2025 and 2024, this amount represents (i) foreign currency exchange transaction impact of $(2.3) million and $1.7 million, respectively, (ii) non-recurring expenses related to strategic initiatives, including marketing, consulting, and non-operational costs associated with the market introduction of a new product launch of $5.5 million and $3.1 million, respectively (iii) reimbursements of expenses paid to Platinum Advisors incurred in connection with its services under the Advisory Agreement (which was terminated on July 25, 2025 in connection with the consummation of our initial public offering) of $0.3 million and $0.5 million, respectively, (iv) post-acquisition compensation expense of nil and $0.6 million, respectively, associated with the acquisition of Boards & Beyond, (v) non-recurring transaction-related costs associated with our initial public offering that were expensed as incurred of $2.8 million and $3.1 million, respectively and (vi) the impact of additional insignificant earnings or charges resulting from matters that we do not consider indicative of our ongoing operations of $3.5 million and $4.3 million, respectively, primarily related to individually insignificant miscellaneous items, including asset dispositions, third-party consulting and advisory fees associated with system and process rationalization initiatives, as well as certain additional payments related to incremental insurance premiums and policies as a result of the Platinum acquisition that did not renew after the consummation of our initial public offering.

Reconciliations of Adjusted net income (loss) and Adjusted basic and diluted earnings (loss) per share

	Three Months Ended December 31,		Nine Months Ended December 31,	
($ in thousands)	**2025**	**2024**	**2025**	**2024**
Net income (loss)	$ (20,199)	$ (52,928)	$ 85,587	$ 71,028
Amortization of intangible assets [1]	55,255	59,081	168,634	180,115
Restructuring and cost savings implementation charges [2]	3,894	3,688	8,774	17,010
Advisory fees [2]	—	2,500	3,125	7,500
Transaction and integration costs [2]	548	656	818	2,520
Stock-based compensation [2]	661	—	31,737	—
Gain (loss) on extinguishment of debt [2]	8,183	—	24,544	2,719
Other [2]	4,701	5,418	9,746	13,231
Tax impact of adjustments[3]	(82)	164,366	(18,673)	236,311
Adjusted net income (loss)	**$ 52,961**	**$ 182,781**	**$ 314,292**	**$ 530,434**
Basic earnings (loss) per share	$ (0.11)	$ (0.32)	$ 0.47	$ 0.43
Diluted earnings (loss) per share	$ (0.11)	$ (0.32)	$ 0.47	$ 0.43
Adjusted basic earnings (loss) per share	$ 0.28	$ 1.10	$ 1.74	$ 3.18
Adjusted diluted earnings (loss) per share[4]	$ 0.28	$ 1.10	$ 1.73	$ 3.18
Basic weighted-average shares outstanding	191,001,519	166,611,519	180,979,446	166,611,519
Diluted weighted-average shares outstanding	191,001,519	166,611,519	181,236,696	166,611,519

(1) Represents amortization of definite-lived acquired intangible assets.
(2) Represents the same adjustments used in calculating EBITDA and Adjusted EBITDA.
(3) Represents the tax impact of the adjustments, which are pre-tax, based upon the estimated annual effective income tax rate.
(4) For the three months ended December 31, 2025, the Company reported a net loss and, accordingly, all potentially dilutive securities were considered anti-dilutive and excluded from the calculation of diluted earnings (loss) per share. However, because the Company reported Adjusted net income for the same period, these potentially dilutive securities were included in the calculation of Adjusted diluted earnings (loss) per share, resulting in diluted weighted-average shares outstanding of 191,106,927.

Reconciliations of Non-GAAP operating and administrative expenses:

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2025	2024	2025	2024
Operating and administrative expenses	**$ 257,201**	**$ 250,095**	**$ 798,227**	**$ 773,961**
Restructuring and cost savings implementation charges	(3,894)	(3,688)	(8,774)	(17,010)
Advisory fees	—	(2,500)	(3,125)	(7,500)
Transaction and integration costs	(548)	(656)	(818)	(2,520)
Amortization of product development costs	(12,946)	(12,801)	(44,962)	(44,703)
Stock-based compensation	(661)	—	(31,737)	—
Other	(4,701)	(5,418)	(9,746)	(13,231)
Adjusted operating and administrative expenses [(1)]	**$ 234,451**	**$ 225,032**	**$ 699,065**	**$ 688,997**
Selling and marketing	$ 89,793	$ 85,840	$ 277,154	$ 275,824
Stock-based compensation	(20)	—	(1,161)	—
Other	(2,465)	(469)	(4,066)	(2,467)
Adjusted selling and marketing expenses [(1)]	**$ 87,308**	**$ 85,371**	**$ 271,927**	**$ 273,357**
General and administrative	$ 86,947	$ 81,322	$ 273,487	$ 256,360
Restructuring and cost savings implementation charges	(3,894)	(3,688)	(8,774)	(17,010)
Advisory fees	—	(2,500)	(3,125)	(7,500)
Transaction and integration costs	(548)	(656)	(818)	(2,520)
Stock-based compensation	(715)	—	(25,509)	—
Other	(1,738)	(4,693)	(4,490)	(10,092)
Adjusted general and administrative expenses [(1)]	**$ 80,052**	**$ 69,785**	**$ 230,771**	**$ 219,238**
Research and development	$ 67,515	$ 70,132	$ 202,624	$ 197,074
Stock-based compensation	74	—	(5,067)	—
Other	(498)	(256)	(1,190)	(672)
Adjusted research and development expenses [(1)]	**$ 67,091**	**$ 69,876**	**$ 196,367**	**$ 196,402**

(1) We calculate each of these measures by using the same adjustments used in calculating EBITDA and Adjusted EBITDA to the extent such items are included in the corresponding GAAP operating and administrative expense category.

Seasonality and Comparability

Our revenues, operating profit and operating cash flows are affected by the inherent seasonality of the academic calendar. For the fiscal year ended March 31, 2025, we realized approximately 25%, 33%, 20% and 22% of our revenues during the first, second, third and fourth quarters, respectively. This seasonality affects operating cash flow from quarter to quarter and there are certain months when we operate at a net cash deficit. Changes in our customers' ordering patterns may affect the comparison of our current results in prior years where our customers may shift the timing of material orders for any number of reasons, including, but not limited to, changes in academic semester start dates or changes to their inventory management practices. During recent years, as the Higher Education business has transitioned to digital sales, third fiscal quarter sales have partially migrated to the fourth fiscal quarter.

Quarterly Results of Operations

The following tables set forth certain historical consolidated financial information for each of the quarters in the two-year period ended December 31, 2025. The following tables and discussion should be read in conjunction with the information contained in our unaudited consolidated financial statements and the notes thereto included elsewhere in this Quarterly Report.

	March 31, 2024	March 31, 2025				March 31, 2026		
	Fourth Quarter 2024	First Quarter 2025	Second Quarter 2025	Third Quarter 2025	Fourth Quarter 2025	First Quarter 2026	Second Quarter 2026	Third Quarter 2026
Revenue	$ 419,307	$ 522,954	$ 688,590	$ 416,493	$ 473,262	$ 535,710	$ 669,187	$ 434,162
Cost of sales (excluding depreciation and amortization)	80,196	125,290	153,358	65,253	78,393	123,384	139,077	63,844
Gross profit	339,111	397,664	535,232	351,240	394,869	412,326	530,110	370,318
Operating expenses								
Operating and administrative expenses	257,876	246,271	277,595	250,095	292,535	241,549	299,477	257,201
Depreciation	17,202	14,434	18,307	17,707	16,240	17,187	17,723	27,308
Amortization of intangibles	62,136	61,179	60,234	59,279	58,322	57,365	56,385	55,417
Impairment charge	42,500	—	—	—	—	—	—	—
Total operating expenses	379,714	321,884	356,136	327,081	367,097	316,101	373,585	339,926
Operating income (loss)	(40,603)	75,780	179,096	24,159	27,772	96,225	156,525	30,392
Interest expense (income), net	79,746	80,876	80,146	68,877	63,547	58,774	55,940	47,358
(Gain) loss on extinguishment of debt	—	—	2,719	—	—	—	16,361	8,183
Income (loss) from operations before taxes	(120,349)	(5,096)	96,231	(44,718)	(35,775)	37,451	84,224	(25,149)
Income tax provision (benefit)	25,507	4,351	(37,172)	8,210	121,092	36,949	(21,060)	(4,950)
Net income (loss)	**$ (145,856)**	**$ (9,447)**	**$ 133,403**	**$ (52,928)**	**$ (156,867)**	**$ 502**	**$ 105,284**	**$ (20,199)**

	March 31, 2024	March 31, 2025				March 31, 2026		
	Fourth Quarter 2024	First Quarter 2025	Second Quarter 2025	Third Quarter 2025	Fourth Quarter 2025	First Quarter 2026	Second Quarter 2026	Third Quarter 2026
Digital Revenue by Segment:								
K-12	$ 96,854	$ 99,618	$ 120,922	$ 107,976	$ 102,030	$ 108,597	$ 118,636	$ 103,513
Higher Education	203,619	153,955	157,294	162,717	249,100	168,826	186,169	203,104
Global Professional	24,983	25,093	25,251	26,398	26,254	25,272	26,022	28,249
International	26,193	24,559	23,975	30,561	23,624	22,353	21,372	28,819
Other	—	—	—	—	—	—	—	—
Print Revenue by Segment:								
K-12	$ 33,532	$ 175,209	$ 283,723	$ 42,206	$ 38,800	$ 162,334	$ 240,511	$ 24,676
Higher Education	35	5,891	29,596	19,043	5,014	13,553	26,793	22,259
Global Professional	13,769	10,194	15,163	9,133	12,102	9,887	13,786	7,990
International	20,857	33,752	31,202	14,328	19,401	29,111	28,973	15,242
Other	(535)	(5,317)	1,464	4,131	(3,063)	(4,223)	6,925	310
Total Revenue	**$ 419,307**	**$ 522,954**	**$ 688,590**	**$ 416,493**	**$ 473,262**	**$ 535,710**	**$ 669,187**	**$ 434,162**

	March 31, 2024	March 31, 2025				March 31, 2026		
	Fourth Quarter 2024	First Quarter 2025	Second Quarter 2025	Third Quarter 2025	Fourth Quarter 2025	First Quarter 2026	Second Quarter 2026	Third Quarter 2026
Adjusted EBITDA by Segment:								
K-12	$ 9,004	$ 91,207	$ 185,767	$ 25,941	$ 2,418	$ 96,393	$ 171,953	$ 10,462
Higher Education	90,557	73,120	78,848	80,847	118,047	77,759	89,028	107,780
Global Professional	10,213	10,162	12,948	10,172	11,823	11,266	11,504	11,024
International	5,224	12,884	11,237	6,436	5,185	7,208	7,381	4,082
Other	(4,981)	(8,779)	1,537	2,812	(5,822)	(1,210)	6,540	2,519

Liquidity and Capital Resources

	December 31, 2025	March 31, 2025
Cash and cash equivalents	$ 514,392	$ 389,830
Current portion of long-term debt	13,170	13,170
Long-term debt	2,605,642	3,164,551
Finance lease obligations	12,686	10,209

Historically, we have generated operating cash flows sufficient to fund our seasonal working capital, capital requirements, expenditure and financing requirements. We use our cash generated from operating activities for a variety of needs, including among others: working capital requirements, capital and product development expenditures and strategic acquisitions.

Our operating cash flows are affected by the inherent seasonality of the academic calendar. This seasonality also impacts cash flow patterns as investments are typically made in the first half of the year to support the significant selling period that occurs in the second half of the year. As a result, our cash flow is typically lower in the first half of the fiscal year and higher in the second half of the fiscal year.

Going forward, we may need cash to fund operating activities, working capital, product development expenditures, capital expenditures and strategic investments. We believe that our future cash flow from operations, together with our access to funds on hand and capital markets, will provide adequate resources to fund our operating and financing needs for at least the next 12 months. Over the longer term, our future capital requirements will depend on our ongoing ability to generate cash from operations and our access to the bank and capital markets. We also expect our working capital requirements to be positively impacted by our migration from print products to digital learning solutions.

If our cash flows from operations are less than we require, we may need to incur debt or issue equity. From time to time, we may need to access the long-term and short-term capital markets to obtain financing. Although we believe we can currently finance our operations on acceptable terms and conditions, our access to, and the availability of, financing on acceptable terms and conditions in the future will be affected by many factors, including: (i) our credit ratings, (ii) the liquidity of the overall capital markets and (iii) the current state of the economy. There can be no assurance that we will continue to have access to the capital markets on terms acceptable to us.

Cash and Cash Equivalents

Cash and cash equivalents include bank deposits and highly liquid investments with original maturities of three months or less that consist primarily of interest-bearing demand deposits with daily liquidity, money market and time deposits. The balance also includes cash that is held by us outside the U.S. to fund international operations or to be reinvested outside of the U.S. The investments and bank deposits are stated at cost, which approximates market value. These investments are not subject to significant market risk.

Debt

A&E Cash Flow Credit Facilities

On August 6, 2024, McGraw-Hill Education, Inc. and certain subsidiaries amended its credit agreement (the “Cash Flow Credit Agreement”) which amendment (i) modified certain provisions therein, (ii) refinanced in full the outstanding term loans thereunder with new term loans having an extended maturity to August 2031 (the “A&E Term Loan Facility”) and (iii) except for $38.7 million of the revolving credit facility outstanding immediately prior to August 6, 2024 (which remains due on July 30, 2026 and hereinafter referred to as the “Non-Extended Cash Flow Revolver Facility”), extended the maturity of $111.3 million of the revolving credit facility thereunder to August 6, 2029 for lenders who consented to such amendment (the “A&E Cash Flow Revolving Facility”). The A&E Term Loan Facility, the Non-Extended Cash Flow Revolver Facility and the A&E Cash Flow Revolving Facility, collectively, is the "A&E Cash Flow Credit Facilities”.

On July 25, 2025, upon closing of the IPO, the Company used the net proceeds from the offering to repay $385.7 million of debt outstanding under its A&E Term Loan Facility. In connection with the repayment, the Company recorded accelerated amortization of debt discount and deferred financing costs related to the A&E Term Loan Facility of $16.4 million.

On September 8, 2025, the McGraw-Hill Education, Inc. and certain subsidiaries (the “Borrower”) entered into an amendment to the Cash Flow Credit Agreement, which amendment (i) (x) reduces the applicable margin by 50 basis points, such that the A&E Term Loan Facility will bear interest, at the Borrower's option, either at a rate based on (a) the base rate plus an applicable margin of 1.75% or (b) Term SOFR plus an applicable margin of 2.75%; and thereafter (y) further reduces the applicable margin if, and for so long as, the Borrower is rated by each of S&P and Moody’s with a rating from each of at least B+ (with stable or better outlook) and at least B1 (with stable or better outlook), respectively, by another 25 basis points, such that the A&E Term Loan Facility will bear interest, at the Borrower's option, either at a rate based on (a) the base rate plus an applicable margin of 1.50% or (b) Term SOFR plus an applicable margin of 2.50%; and (ii) resets the period during which a prepayment premium would be required to be paid on a prepayment made in connection with a Repricing Transaction (as defined in the Cash Flow Credit Agreement) to six months after the effective date of the amendment. There are no other material changes to the Cash Flow Credit Agreement. As of December 31, 2025, the interest rate for the A&E Term Loan Facility was 6.466% per annum.

On October 16, 2025 and December 10, 2025, the Borrower paid down $150.0 million and $50.0 million, respectively, of debt outstanding under its A&E Term Loan Facility. As a result, the Company recorded accelerated amortization of debt discount and deferred financing costs related to the A&E Term Loan Facility of $8.1 million. As of December 31, 2025, the remaining unamortized debt discount and deferred financing cost were $18.9 million and $3.6 million, respectively.

As of December 31, 2025, the amount available under the A&E Cash Flow Revolving Facility and the Non-Extended Cash Flow Revolver Facility was $111.3 million and $38.7 million, respectively, and there were no outstanding borrowings under either facility.

As of December 31, 2025, we were in compliance with all covenants or other requirements in the Cash Flow Credit Agreement.

A&E ABL Revolving Credit Facilities

On August 6, 2024, the Company amended its ABL revolving credit agreement (the “ABL Revolving Credit Agreement”) which amendment (i) modified certain provisions therein, (ii) extended the maturity to August 2029 and (iii) increased the aggregate principal amount of available commitments thereunder from $200.0 million to $300.0 million, consisting of a $265.0 million U.S. facility (the “A&E U.S. ABL Revolving Credit Facility”) and a $35.0 million Rest of the World subfacility (the “A&E RoW ABL Revolving Credit Facility” and together with the A&E U.S. ABL Revolving Credit Facility, the “A&E ABL Revolving Credit Facilities”).

As of December 31, 2025, the amount available under the A&E ABL Revolving Credit Facilities was $300.0 million, subject to borrowing base capacity pursuant to the terms of the ABL Revolving Credit Agreement. Availability under the A&E ABL Revolving Credit Facilities excludes amounts outstanding for letters of credit in the amount of $4.0 million.

As of December 31, 2025, we were in compliance with all covenants or other requirements in the ABL Revolving Credit Agreement.

2024 Secured Notes

On August 6, 2024, we completed the issuance of $650.0 million aggregate principal amount of new 7.375% senior secured notes due 2031 (the “2024 Secured Notes”).

As of December 31, 2025, we were in compliance with all covenants or other requirements in the indentures governing the 2024 Secured Notes.

2022 Secured Notes and 2022 Unsecured Notes

On July 30, 2021, McGraw-Hill Education, Inc. assumed the obligations of (i) the $900.0 million aggregate principal amount of 5.750% Secured Notes due 2028 (the “2022 Secured Notes”) and (ii) the $725.0 million aggregate principal amount of 8.000% Senior Notes due 2029 (the “2022 Unsecured Notes” and, together with the 2022 Secured Notes, the “2022 Notes”).

As of December 31, 2025, we were in compliance with all covenants or other requirements in the Indentures governing the 2022 Notes.

Cash Flows

Cash flows from operating, investing and financing activities are presented in the following table:

	Nine Months Ended December 31,	
	2025	**2024**
Statement of Cash Flow Data		
Cash flows provided by (used for):		
Operating activities	$ 477,297	$ 687,469
Investing activities	(137,719)	(103,097)
Financing activities	(215,662)	(239,902)

Operating Activities

Cash flows used for operating activities for the nine months ended December 31, 2025 and 2024 was $477.3 million and $687.5 million, respectively. The variance was primarily driven by a decrease in the net change in operating assets and liabilities of $276.7 million, partially offset by an increase in net income, net of non-cash flow items of $66.5 million. The decrease in the net change in operating assets and liabilities was primarily due to (i) a decrease in deferred revenue, driven by higher K-12 sales in the prior period related to market opportunities in California, Texas and Florida, which resulted in a greater deferred revenue growth compared to the current period; (ii) a decrease in accounts payable and accrued expenses, due to higher payments for annual incentive compensation in the current period, reflecting the stronger than expected performance in fiscal year 2025; and (iii) a smaller decrease in inventory compared to the prior period, due to the smaller K-12 market opportunities in fiscal year 2026. These decreases were partially offset by an increase in accounts receivable, due to the timing of cash collections.

Investing Activities

Cash flows used for investing activities for the nine months ended December 31, 2025 and 2024 was $137.7 million and $103.1 million, respectively. The variance was primarily driven by the increase in our product development expenditures and capital expenditures of $16.2 million and $18.4 million, respectively, as we continue to invest in our content and platforms.

Financing Activities

Cash flows used for financing activities for the nine months ended December 31, 2025 and 2024 was $215.7 million and $239.9 million, respectively. The variance was primarily driven by activity associated with our initial public offering and the debt refinancing transactions completed in the prior year. During the nine months ended December 31, 2025, financing activities primarily consisted of the repayment of $595.6 million on the A&E Term Loan Facility, proceeds from the issuance of common stock of $392.9 million in connection with our initial public offering, and the payment of deferred initial public offering costs of $7.0 million. In the prior period, financing activities primarily reflected the repayment of $754.9 million and $103.3 million, on the Term Loan Facility and A&E Term Loan Facility, respectively, borrowings of $650.0 million on the 2024 Secured Notes, and payment of deferred financing costs of $24.0 million.

Capital Expenditures and Product Development Expenditures

Part of our plan for growth and stability includes disciplined capital expenditures and product development expenditures.

An important component of our cash flow generation is our product development efficiency. We have been focused on optimizing our product development expenditures to generate content that can be leveraged across our full range of products, maximizing long-term return on investment. Product development expenditures, principally external preparation costs, are amortized from the fiscal year of publication over their estimated useful lives, one to six years, using either an accelerated or straight-line method. The majority of the programs are amortized using an accelerated methodology. We periodically evaluate the amortization methods, rates, remaining lives and recoverability of such costs. In evaluating recoverability, we consider our current assessment of the marketplace, industry trends and the projected success of programs. Our pre-publication development expenditures were $76.7 million and $60.5 million for the nine months ended December 31, 2025 and 2024, respectively.

Capital expenditures include purchases of property, plant and equipment and capitalized technology costs that meet certain internal and external criteria. Our capital expenditures was $61.0 million and $42.6 million for the nine months ended December 31, 2025 and 2024, respectively.

Our planned capital expenditures and product development expenditures will require, individually and in the aggregate, significant capital commitments and, if completed, may result in significant additional revenue. Cash needed to finance investments and projects currently in progress, as well as additional investments being pursued, is expected to be made available from operating cash flows and our credit facilities.

Impact of Inflation

Recent inflationary pressure has resulted in increased raw material, labor, energy, freight, logistics and other operating expenses. While we believe that inflation has not had a material impact on our results of operations, financial condition or cash flows, if our costs were to become subject to significant inflationary pressures, we may not be able to fully offset our higher costs through price increases. Any material increase in our operating expenses due to inflation could result in lower margins and adversely impact our results of operations, financial condition and cash flows. We continue to maintain relationships with multiple raw material providers and are exploring spreading purchasing and third-party manufacturing across the year to help offset costs and ensure a competitive supplier base.

Critical Accounting Estimates

Critical accounting policies are those that require us to make significant judgments, estimates or assumptions that affect amounts reported in the financial statements and accompanying notes. On an ongoing basis, we evaluate our estimates and assumptions, including, but not limited to, revenue recognition, sales returns, the determination of the fair value of acquired assets and liabilities assumed in acquisitions, accounting for the impairment of long-lived assets (including other intangible assets), goodwill and indefinite-lived intangible assets, stock-based compensation, valuation of common stock and income taxes. We base our judgments, estimates and assumptions on current facts, historical experience and various other factors that we believe to be reasonable and prudent under the circumstances. Actual results may differ materially from these estimates.

There have been no material changes to our critical accounting policies and estimates as described in the Prospectus.

Recently Issued and Adopted Accounting Pronouncements

For recently issued and adopted accounting pronouncements, see Note 1, "Description of Business, Basis of Preparation and Summary of Significant Accounting Policies," to our unaudited consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks from foreign currency exchange rates and interest rates, which could affect our operating results, financial position and cash flows. We manage these risks through our regular operating activities and, when deemed appropriate, through the use of derivative financial instruments in accordance with our policies. We do not enter into derivative financial instruments for speculative or trading purposes.

Foreign Exchange Risk

We have operations in various foreign countries where the functional currency is primarily the local currency. As a result, we are subject to fluctuations from changes in foreign exchange rates. For international operations that are determined to be extensions of the U.S. operations, or where a majority of the revenue and/or expenses is USD denominated, the U.S. Dollar is the functional currency. Our principal currency exposures relate to the Australian Dollar, British Pound, Canadian Dollar, Euro, Mexican Peso and Singapore Dollar. From time to time, we may enter into hedging arrangements with respect to foreign currency exposures.

Interest Rate Risk

A&E Cash Flow Credit Facilities and A&E ABL Revolving Credit Facilities

We are exposed to interest rate risk on borrowings under our A&E Cash Flow Credit Facilities and A&E ABL Revolving Credit Facilities, which bear interest at variable rates with a Term SOFR floor of 0.50% and 0.00%, respectively, as of December 31, 2025. A 100 basis-point increase in Term SOFR on our A&E Cash Flow Credit Facilities debt balances outstanding as of December 31, 2025 would increase our annual interest expense by $5.6 million. No debt balance was outstanding under the A&E ABL Revolving Credit Facilities as of December 31, 2025.

From time to time, we may enter into hedging arrangements with respect to floating interest rate borrowings. While we may enter into agreements limiting our exposure to higher interest rates, any such agreements may not offer complete protection from this risk.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation and supervision of our principal executive officer and our principal financial officer, evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our principal executive officer and our principal financial officer concluded that, as of December 31, 2025, our disclosure controls and procedures were effective and designed to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms, and (ii) that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

This information is set forth under Note 16, “Commitments and Contingencies” to the unaudited consolidated financial statements included in Part I, Item 1, of this Quarterly Report on Form 10-Q.

Item 1A. RISK FACTORS

There have been no material changes to our risk factors that we believe are material to our business, results of operations, financial condition and cash flows, from the risk factors previously disclosed in the section entitled “Risk Factors” included in our Prospectus.

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

None.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

Item 5. OTHER INFORMATION

During the nine months ended December 31, 2025, none of our directors or executive officers adopted, modified, or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

The Company intends to host its first annual meeting of stockholders on August 11, 2026 at 9:00 a.m. Eastern Time (the "2026 Annual Meeting"). The 2026 Annual Meeting will be held virtually via live webcast. The record date for determination of stockholders entitled to vote at the 2026 Annual Meeting, and any adjournment thereof, will be the close of business on June 15, 2026.

Company stockholders who wish to have a proposal considered for inclusion in the Company's proxy materials for the 2026 Annual Meeting (the "Proxy Materials") pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, must ensure that such proposal is received by the Company's Corporate Secretary at 8787 Orion Place, Columbus, Ohio 43240 no later than the close of business on March 6, 2026, which the Company has determined to be a reasonable time before it expects to begin to print and send the Proxy Materials. Any such proposal must also meet the requirements set forth in the rules and regulations of the Securities and Exchange Commission in order to be eligible for inclusion in the Proxy Materials.

Item 6. EXHIBITS

Exhibit Number	Exhibit Description	Incorporated by Reference			Filed Herewith
		Form	Filing Date	Number	
10.1	Transition Agreement by and among McGraw Hill, Inc., McGraw-Hill Education (U.K.) Limited and Simon Allen, dated January 5, 2026.	8-K	1/6/2026	10.1	
10.2	Employment Agreement by and between McGraw Hill, Inc. and Philip Moyer, dated January 2, 2026.	8-K	1/6/2026	10.2	
10.3	Form of Performance Stock Unit Grant Notice and Agreement for the McGraw Hill, Inc., 2025 Stock Incentive Plan.				X
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	Inline XBRL Instance Document.				X
101.SCH	Inline XBRL Taxonomy Extension Schema Document.				X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.				X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.				X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.				X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.				X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).				X

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.

Date: February 11, 2026

By: /s/ Philip Moyer

Philip Moyer

President and Chief Executive Officer
(principal executive officer)

By: /s/ Robert Sallmann

Robert Sallmann

Executive Vice President and Chief Financial Officer
(principal financial officer)

By: /s/ Brian VanDam

Brian VanDam

Chief Accounting Officer
(principal accounting officer)

PERFORMANCE STOCK UNIT GRANT NOTICE AND AGREEMENT

McGraw Hill, Inc. (the "Company"), pursuant to its 2025 Stock Incentive Plan (as may be amended, restated or otherwise modified from time to time, the "Plan"), hereby grants to Holder the number of Restricted Stock Units set forth below, each Restricted Stock Unit being a notional unit representing the right to receive one share of Stock, subject to the satisfaction of certain performance conditions as set forth herein, and subject to adjustment as provided in the Plan (the "Performance Stock Units"). The Performance Stock Units are subject to all of the terms and conditions set forth in this Performance Stock Unit Grant Notice and Agreement (this "Award Agreement"), as well as all of the terms and conditions of the Plan, all of which are incorporated herein in their entirety. To the extent that any provisions herein (or portion thereof) conflicts with any provision of the Plan, the Plan shall prevail and control. Capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Plan.

Holder:	[●]
Date of Grant:	[●], 20[●]
Vesting Commencement Date:	[●], 20[●]
Number of Performance Stock Units:	[●]
Vesting Schedule: [●]	[●]

Settlement: Upon vesting of a Performance Stock Unit, the Company shall settle each Performance Stock Unit by delivering to Holder one share of Stock for each Performance Stock Unit that vested as soon as practicable (but not more than thirty (30) days) following the applicable vesting date (the "Original Issuance Date"). The shares of Stock issued in respect of the Performance Stock Units may be evidenced in such manner as the Committee shall determine. Notwithstanding the foregoing, if the Original Issuance Date does not occur (i) during an "open window period" applicable to Holder, (ii) on a date when Holder is permitted to sell shares of Stock pursuant to a written plan that meets the requirements of Rule 10b5-1 under the Exchange Act, as determined by the Company in accordance with the Company's theneffective policy on trading in Company securities (the "Policy"), or (iii) on a date when Holder is otherwise permitted to sell shares of Stock on an established stock exchange or stock market, then such shares will not be delivered on such Original Issuance Date and will instead be delivered on the first business day of the next occurring "open window" period applicable to Holder pursuant to such Policy (regardless of whether Holder has experienced a Termination at such time) or the next business day when Holder is not prohibited from selling shares of Stock on the open market, but in no event later than the later of (x) December 31st of the calendar year in which the Original Issuance Date occurs (that is, the last day of Holder's taxable year in which the Original Issuance Date occurs), or (y) to the extent permitted by Treasury Regulations Section 1.409A-1(b)(4) without penalty, the fifteenth

(15th) day of the third calendar month of the calendar year following the calendar year in which the Original Issuance Date occurs.

Termination: Section 7(d) of the Plan regarding treatment of Restricted Stock Units upon Termination is incorporated herein by reference and made a part hereof. In the event of Holder's Termination for any reason, all unvested Performance Stock Units shall be cancelled and forfeited as of the date of such Termination for no consideration.

General Unsecured Creditor: Holder shall have only the rights of a general unsecured creditor of the Company until shares of Stock are issued in respect of the Performance Stock Units.

Transfer Restrictions: Holder shall not be permitted to sell, transfer, pledge, or otherwise encumber the Performance Stock Units before they vest and are settled, and any attempt to sell, transfer, pledge, or otherwise encumber the Performance Stock Units in violation of the foregoing shall be null and void.

No Rights as a Stockholder: Neither the Performance Stock Units nor this Award Agreement shall entitle Holder to any voting rights or other rights as a stockholder of the Company unless and until the shares of Stock in respect of the Performance Stock Units have been issued in settlement thereof. Without limiting the generality of the foregoing, no dividends (whether in cash or shares of Stock) or dividend equivalents shall accrue or be paid with respect to any Performance Stock Units.

Restrictive Covenant Agreement: As a condition of the grant of the Performance Stock Units hereunder, Holder hereby agrees to be bound by the covenants set forth in the Restrictive Covenant Agreement attached hereto as Schedule A (the "RCA"). Holder acknowledges and agrees that this Award Agreement and the RCA will be considered separate contracts, and the RCA will survive the termination of this Award Agreement for any reason.

Clawback Policy; Share Ownership Guidelines: Notwithstanding any provision of this Award Agreement to the contrary, any Performance Stock Units granted to Holder hereunder, together with any compensation associated therewith, shall be subject to (i) any share ownership guidelines to which the Holder may be subject, and (ii) Section 20(e) of the Plan and, to the extent applicable to Holder, all of the terms and conditions set forth in the McGraw Hill, Inc. Policy for the Recovery of Erroneously Awarded

Compensation or any other clawback policy implemented by the Company, as in effect from time to time, including, without limitation, any clawback policy adopted to comply with applicable law.

Additional Recovery Right: Furthermore, the Company reserves the right to determine that Holder shall forfeit any unvested portion of the Performance Stock Units or recover any portion of the shares underlying the Performance Stock Units already released to Holder, to the extent permitted by applicable laws, in the event that Holder engages in conduct that is detrimental to the Company or any of its Affiliates, which includes: (i) Holder's engagement in conduct that constitutes Cause for Holder's Termination; (ii) Holder's engagement in fraudulent, intentional, willful, or grossly negligent misconduct, whether by commission or omission; or (iii) Holder's post-Termination conduct breaches any obligations owed to the Company or any of its Affiliates (including, but not limited to, misappropriation of trade secrets, non-disparagement, confidentiality, non-competition or non-solicitation). The Company's right to determine whether Holder shall forfeit any unvested portion of the Performance Stock Units to recover any portion of the shares underlying the Performance Stock Units already released to Holder shall not extend to conduct that occurred before the three (3) year period preceding the date on which the Company determines that such event has occurred.

Share Ownership Guidelines: Notwithstanding any provision of this Award Agreement to the contrary, any Performance Stock Units granted to Holder hereunder, together with any compensation associated therewith, shall be subject to (i) any share ownership guidelines to which the Holder may be subject, and (ii) Section 20(e) of the Plan and, to the extent applicable to Holder, all of the terms and conditions set forth in the McGraw Hill, Inc. Policy for the Recovery of Erroneously Awarded Compensation or any other clawback policy implemented by the Company, as in effect from time to time, including, without limitation, any clawback policy adopted to comply with applicable law.

Additional Recovery Right: Furthermore, the Company reserves the right to determine that Holder shall forfeit any unvested portion of the Performance Stock Units or recover any portion of the shares underlying the Performance Stock Units already released to Holder, to the extent permitted by applicable laws, in the event that Holder engages in conduct that is detrimental to the Company or any of its Affiliates, which includes: (i) Holder's engagement in conduct that constitutes

Cause for Holder's Termination; (ii) Holder's engagement in fraudulent, intentional, willful, or grossly negligent misconduct, whether by commission or omission; or (iii) Holder's post-Termination conduct breaches any obligations owed to the Company or any of its Affiliates (including, but not limited to, misappropriation of trade secrets, non-disparagement, confidentiality, non-competition or non-solicitation). The Company's right to determine whether Holder shall forfeit any unvested portion of the Performance Stock Units to recover any portion of the shares underlying the Performance Stock Units already released to Holder shall not extend to conduct that occurred before the three (3) year period preceding the date on which the Company determines that such event has occurred.

Additional Terms: The Performance Stock Units shall be subject to the following additional terms:

- Any certificates representing the shares of Stock delivered to Holder shall be subject to such stop transfer orders and other restrictions as the Committee may deem advisable under the rules, regulations, and other requirements of the Securities and Exchange Commission, any stock exchange upon which such shares are listed, and any applicable federal or state laws, and the Committee may cause a legend or legends to be put on any such certificates to make appropriate reference to such restrictions as the Committee deems appropriate.
- Upon issuance of shares of Stock in respect of the Performance Stock Units, Holder shall be required to satisfy applicable withholding tax obligations, if any, as provided in Section 16 of the Plan.
- This Award Agreement does not confer upon Holder any right to continue as an employee or service provider of the Service Recipient or any other member of the Company Group.
- This Award Agreement shall be construed and interpreted in accordance with the laws of the State of Delaware, without regard to the principles of conflicts of law thereof.
- Holder understands that the Performance Stock Units are intended to be exempt from Section 409A of the Code as a "short term deferral" to the greatest extent possible and the Performance Stock Units will be administered and interpreted in accordance with such intent. In no event whatsoever shall the Company or any of its Affiliates be liable for any additional tax, interest or penalties that may be imposed on Holder as a result of Section 409A of the Code or any damages for failing to comply with Section 409A of the Code (other than for withholding obligations or other obligations applicable to employers, if any, under Section 409A of the Code).

- Holder agrees that the Company may deliver by email all documents relating to the Plan or the Performance Stock Units (including, without limitation, a copy of the Plan) and all other documents that the Company is required to deliver to its security holders (including, without limitation, disclosures that may be required by the Securities and Exchange Commission). Holder also agrees that the Company may deliver these documents by posting them on a website maintained by the Company or by a third party under contract with the Company. If the Company posts these documents on a website, it shall notify Holder by email or such other reasonable manner as then determined by the Company.
- This Award Agreement and the Plan constitute the entire understanding and agreement of the parties hereto and supersede all prior negotiations, discussions, correspondence, communications, understandings, and agreements (whether oral or written and whether express or implied) between the Company and Holder relating to the subject matter of this Award Agreement. Without limiting the foregoing, to the extent Holder has entered into an employment or similar agreement with the Company or any of its Affiliates, and the terms noted in such employment or similar agreement are inconsistent with or conflict with this Award Agreement, then the terms of this Award Agreement will supersede and be deemed to amend and modify the inconsistent or conflicting terms set forth in such employment or similar agreement.

* * *

The undersigned Holder acknowledges receipt of THIS Award Agreement AND the plan, and, as an express condition to the grant of PERFORMANCE STOCK UNITS UNDER THIS AWARD AGREEMENT, agrees to be bound by the terms of BOTH THIS Award agreement and the Plan.

MCGRAW HILL, INC.
By:
Signature
Title:
Date:

HOLDER
By:
Signature
Print Name: ___________________________
Date:

Schedule A
Restrictive Covenants

1. **NON-COMPETE, NON-SOLICITATION.** (a) In exchange for the benefits that the Employee will obtain in connection with the grant of the Performance Stock Units, the Employee hereby agrees to be bound by the terms and conditions of this Schedule A. In order to protect the value of the business of the Company and its direct and indirect subsidiaries (the "Company Group") as presently conducted and as contemplated to be conducted after the Grant Date (in the case of contemplated conduct, as evidenced by business activities that have been undertaken by the Company or its subsidiaries, or actions, activities or plans approved by the board of directors of the Company, in each case, on or prior to the Grant Date), including the Business, during the period of Employee's employment with the Company and of its subsidiaries and for a period of one (1) year thereafter (the "Restricted Period"). The Employee shall not, anywhere in the world in which the Company Group is engaged in the Business, directly or indirectly, own any interest in, operate, manage, control, initiate or engage in (or make plans to engage in), Participate in, invest in, permit its name to be used by, act as consultant or advisor to, render services for (alone or in association with any Person) or otherwise assist in any manner any Person that engages in or owns, operates, manages or controls any venture or enterprise which, directly or indirectly, engages or proposes to engage in the Business as presently conducted or as contemplated, as of the date of the Employee's termination of employment with the Company and its subsidiaries, by the Company Group to be conducted in the future (a "Competitive Business"). "Business" means collectively, the respective businesses of the Company and its subsidiaries as conducted, or which the Board has authorized the Company and its subsidiaries to develop or pursue (by acquisition or otherwise), in either case, at the relevant time, which currently consists of the creation of core or supplemental educational content delivered by text, ebook, or electronic platform, in support of educational achievement from K12 to higher education to professional markets, both in North America and international settings. "Participate" means any direct or indirect interest in any enterprise, whether as an officer, director, manager, employee, partner, sole proprietor, agent, representative, independent contractor, executive, franchisor, franchisee, creditor, owner or otherwise. Notwithstanding the foregoing, nothing herein shall prohibit the Employee from (i) being a passive owner of not more than one percent (1%) of the fully-diluted equity interests of any publicly traded entity engaged in the Competitive Business (it being understood and agreed that "passive owner" means that the Employee has no role in the operation of such entity or its businesses (whether as an officer, director, manager or partner or as a consultant, employee or other service provider)), (ii) performing any services for the Company Group, or (iii) owning any equity interest of not more than one percent (1%) in a mutual fund or any passive investment through a hedge or private equity fund.

(b) During the Restricted Period, the Employee shall not, directly or indirectly through another Person, (i) solicit for employment or induce or attempt to induce or encourage any employee or other individual who is an independent consultant of the Company Group (including employees and independent consultants of the Company Group that are or have been employed by, or perform or have performed services for, the Company Group, but, for the avoidance of doubt, excluding professional advisors, such as law firms or accounting firms) to leave the employ of or consulting relationship with any member of the Company Group, or in any way interfere with the relationship between the Company Group and any employee or other individual who is an independent consultant thereof (such employees and independent consultants, the "Restricted Persons"), (ii) hire, employ, enter into a consulting relationship with or otherwise retain for services any Restricted Person during the time such Restricted Person is an employee of or an independent consultant for the Company Group or for the two (2) years thereafter, or (iii) in any way interfere with the relationship between any customer, supplier, vendor, referral source, partner, licensee or business relation of the Company Group (including, without limitation, inducing such Person to cease doing business, or materially reduce such business with, the Company Group (or any member thereof) or making any negative statements or negative communications to such person about the Company Group (or any member thereof)). Notwithstanding the foregoing, nothing in this Schedule A shall prohibit the Employee or any other Person from (i) making a general, public solicitation for employment, or using an employee recruiting or search firm to conduct a search, that does not specifically target Restricted Persons, provided that this sentence will not serve to limit in any way the other restrictions contained herein, including but not limited to the restrictions set forth in Section 1(b)(ii) or (ii) acting as a professional reference for any Restricted Person if requested by such Restricted Person.

(c) During the Restricted Period, the Employee shall not issue or communicate, or cause or assist any other Person or entity to issue or communicate, any public statement, or statement likely to become public, that is disparaging of, damaging to, or could reasonably be expected to be harmful to, the reputation, business or character of the Business, Platinum Equity Advisors, LLC, any member of the Company Group, or any of their respective Affiliates or subsidiaries or Persons who are former, present or future directors, officers, equity holders (but only prior to an initial public offering of the Company's securities), executives, representatives, agents, employees or related Persons (including boards, subsidiaries and Affiliates) thereof.

(d) The Employee agrees and acknowledges that the Employee is familiar with the trade secrets and other information of a confidential or proprietary nature of the Company Group, its businesses and its business relations. The Employee also agrees and acknowledges that the Company Group and its Affiliates and subsidiaries would be irreparably damaged if the Employee were to provide services to or otherwise participate in any Competitive Business in violation of this Schedule A and that any such competition would result in a significant loss of goodwill by the Company Group and its Affiliates and subsidiaries in respect of such businesses. The Employee further agrees and acknowledges that in order to assure the Company Group that the Company Group's and its Affiliates' businesses will retain their value, it is necessary that the Employee undertake not to utilize the Employee's special knowledge of the confidential information of the Company Group and the Employee's relationship with customers, suppliers, vendors, referral sources, partners, licensees or other business relations of any of the Company Group to compete with the Company Group and its Affiliates in violation of this Schedule A. The Employee acknowledges and agrees that the promises and covenants that the Employee is providing in this Schedule A are reasonable with respect to period, geographical area and scope and are necessary for the protection of legitimate interests in the Company Group and the Company Group's businesses and assets (including the Company Group's customer and other material business relationships, trade secrets and goodwill) and that such limitations would not impose any undue burden upon the Employee. The Employee agrees that the covenants made in Section 1(a) through Section 1(c) shall be construed as agreements independent of any other provision(s) of this Schedule A and shall survive any order of a court of competent jurisdiction terminating any other provision(s) of this Schedule A.

2. **CONFIDENTIALITY.** (a) For purposes of this Schedule A, "Confidential Information" shall mean any confidential or proprietary information (whether or not in written or electronic form and whether or not expressly designated as confidential) relating to the Company or any of its Affiliates or subsidiaries, including information relating directly or indirectly to the business, operations, financial affairs, performance, assets, technology, processes, products, contracts, customers, suppliers, personnel, consultants, subcontractors or plans (and any of the foregoing items that are or may be in development or for which there is an internal roadmap) of the Company or any of its Affiliates or subsidiaries (including any such information consisting of or otherwise relating to trade secrets, intellectual property, software and documentation, license or sublicense arrangements, pricing lists, marketing or sales techniques or plans, financial information, company policies, practices and codes of conduct, internal analyses, analyses of competitive products, strategies, merger and acquisition plans, internal audit reports, contracts and sales proposals, pricing and costs of specific products and services, training materials, employment records, performance evaluations, information protected by the Company Group's privileges (such as the attorney-client privilege), projections or lists of customers or suppliers and including any prospective relationships with any of the foregoing); provided, however, that "Confidential Information" shall not be deemed to include information (i) that is or becomes publicly known, other than as a result of a breach of this Schedule A or any other similar agreement, (ii) that can be demonstrated to have been made available after the date hereof to the Employee or any of its Affiliates on a non-confidential basis from a source other than the Company or any of its Affiliates without, to the Employee's or its Affiliates' knowledge after reasonable inquiry, being subject to any contractual or other obligation of confidentiality to the Company Group or any of its Affiliates or (iii) that can be demonstrated to have been independently developed by or on behalf of the Employee or any of its Affiliates without use of, reference to or reliance upon any information which would otherwise constitute Confidential Information.

(b) The Employee acknowledges that it holds Confidential Information of the Company Group and it may hold Confidential Information of the Company and its Affiliates and subsidiaries in the future. The Employee agrees to safeguard and hold all such Confidential Information in strict confidence, and the Employee shall not, directly or indirectly, at any time (whether during or after the Restricted Period): (i) reveal, report, publish, disclose or transfer any Confidential Information to any Person (other than the Company Group and its Affiliates); or (ii) use any Confidential Information for the benefit of any Person (other than the Company Group or its Affiliates). Notwithstanding the foregoing, the Employee may disclose Confidential Information, without violating the obligations of this Schedule A, to the extent the disclosure is reasonably necessary (i) to any Person who is an officer, director, employee, manager, general partner, or agent of the Employee, or counsel to, accountants of, consultants to or other advisors or representatives ("Representatives") for, the Employee, in such Person's capacity as a Representative and who is informed of the confidential nature of such disclosure and in each case who has a need to know such information (as used herein, "need to know" shall include, without limitation, monitoring investment performance and making investment decisions in respect thereof, filing tax returns and seeking legal and/or tax advice); (ii) in the performance of authorized employment duties in the Employee's capacity as an employee of the Company Group; or (iii) to the extent the disclosure is required by a valid subpoena or order of a court or other governmental body having jurisdiction, provided that, in connection with a disclosure contemplated by clause (iii), if legally permitted, the Employee, reasonably promptly upon learning of such required disclosure, gives prior written notice to the Company of such required disclosure and assists the Company (at the Company's sole cost and expense) in obtaining a protective order preventing or limiting the disclosure and ensuring that the Confidential Information so disclosed is used only for the specific purposes for which the disclosure is required, or for which the order was issued or for which the Employee is required to use such Confidential Information.

(c) Nothing in this Schedule A is intended to conflict with 18 U.S.C. § 1833(b) or create liability for disclosures of trade secrets that are expressly allowed by 18 U.S.C. § 1833(b). Notwithstanding anything in this Schedule A to the contrary, 18 U.S.C. § 1833(b) provides:

> "An individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that—(A) is made—(i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal."

Accordingly, the Employee has the right to disclose in confidence trade secrets to federal, state, and local government officials, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law. The Employee also has the right to disclose trade secrets in a document filed in a lawsuit or other proceeding, but only if the filing is made under seal and protected from public disclosure.

In addition, Employee understands that nothing in this Agreement shall be construed to prohibit Employee, without notifying the Company or receiving prior authorization from the Company, from (A) filing a charge or complaint with, participating in an investigation or proceeding conducted by, or reporting possible violations of law or regulation to any federal, state or local government agency, (B) initiating communications directly with, responding to any inquiries from, providing testimony before, providing confidential information to, reporting possible violations of law or regulation to, or from filing a claim or assisting with an investigation directly with a self-regulatory authority or a government agency or entity, including the U.S. Securities and Exchange Commission, or from making other disclosures that are protected under the whistleblower provisions of state or federal law or regulation, (C) truthfully testifying in a legal proceeding or responding to or complying with a subpoena, court order, or other legal process, (D) speaking with law enforcement, Employee's attorney, the U.S. Equal Employment Opportunity Commission, any state or local division of human rights, or fair employment agency or (E) exercising any rights Employee may have under applicable labor laws to engage in concerted activity with other employees. The protections contained in this paragraph apply to prior, current and future conduct.

3. **ENFORCEMENT OF COVENANTS**. The Employee recognizes and affirms that in the event of a breach or threatened breach by the Employee of any of the provisions of this Schedule A, money damages would be inadequate and the Company Group and its Affiliates would have no adequate remedy at law. Accordingly, the Employee agrees that any member of the Company Group shall have the right, in addition to an action or actions for damages or any other rights and remedies existing in its favor, to specific performance, injunctive and/or other equitable relief (without posting a bond or other security) to enforce its rights and each of the Employee's obligations under this Schedule A or to prevent any violations (whether anticipatory,

continuing or future) of the provisions of this Schedule A (such remedies to include, without limitation, the extension of the Restricted Period for the applicable breached covenant by a period equal to the length of the violation of Section 1 of this Schedule A). Nothing contained herein shall be construed as prohibiting any member of the Company Group or its Affiliates from pursuing any other remedies available to it for such breach or threatened breach, including the recovery of any damages which it is able to prove. In the event of a breach or violation by the Employee of any of the provisions of Section 1 of this Schedule A, the Restricted Period relating to such breach or violation shall automatically extend by the length of any such actual breach or violation. If, at the time of enforcement of Section 1 of this Schedule A, a court holds that the restrictions stated herein are unreasonable under the circumstances then existing, the parties hereto agree that the maximum period, scope or geographical area reasonable under such circumstances shall be substituted for the stated period, scope or area.

4. **CHOICE OF LAW**. This Schedule A shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to any choice of law or conflict of law rules or provisions (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Delaware. Any suit, action or proceeding seeking to enforce any provision of, or based on any matter arising out of or in connection with, this Schedule A or the transactions contemplated hereby shall only be brought in the state or federal courts sitting in the State of Delaware or the court of chancery of the State of Delaware. The parties to this Schedule A agree that jurisdiction and venue in any action brought by any party pursuant to this Schedule A shall properly and exclusively lie in such courts. By execution and delivery of this Schedule A, each party irrevocably and exclusively submits to the jurisdiction of such courts for itself and in respect of its property with respect to such action. The parties irrevocably agree that venue would be proper in such court, and hereby waive any objection that such court is an improper or inconvenient forum for the resolution of such action. The parties further agree that the mailing by certified or registered mail, return receipt requested, of any process required by any such court shall constitute valid and lawful service of process against them, without necessity for service by any other means provided by statute or rule of court. Each party hereto hereby waives, to the fullest extent permitted by applicable law, any right it may have to a trial by jury in respect to any action directly or indirectly arising out of, under or in connection with this Schedule A or any transaction contemplated hereby.

*****

Exhibit 31.1

CERTIFICATIONS

I, Philip Moyer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of McGraw Hill, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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)) 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) [Reserved];

(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.

Date: February 11, 2026

/s/ Philip Moyer

Philip Moyer
President and Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Robert Sallmann, certify that:

1. I have reviewed this quarterly report on Form 10-Q of McGraw Hill, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(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)) 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) [Reserved];

(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.

Date: February 11, 2026

/s/ Robert Sallmann

Robert Sallmann
Executive Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATIONS OF
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
SECTION 1350 OF CHAPTER 63 OF TITLE 18 OF THE UNITED STATES CODE,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Philip Moyer, certify that (i) McGraw Hill, Inc.'s Quarterly Report on Form 10-Q for the period ended December 31, 2025 (the "Form 10-Q") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of McGraw Hill, Inc. at the dates and for the periods indicated.

Date: February 11, 2026

/s/ Philip Moyer
Philip Moyer
President and Chief Executive Officer

I, Robert Sallmann, certify that (i) McGraw Hill, Inc.'s Quarterly Report on Form 10-Q for the period ended December 31, 2025 (the "Form 10-Q") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and (ii) the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of McGraw Hill, Inc. at the dates and for the periods indicated.

Date: February 11, 2026

/s/ Robert Sallmann
Robert Sallmann
Executive Vice President and Chief Financial Officer