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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended June 30, 2025
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from_____to _____
Commission File Number: 001-36410

Phibro Animal Health Corporation
(Exact name of registrant as specified in its charter)

Delaware	**13-1840497**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
Glenpointe Centre East, 3rd Floor **300 Frank W. Burr Boulevard, Suite 21, Teaneck, New Jersey**	**07666-6712**
(Address of Principal Executive Offices)	(Zip Code)

(Registrant's telephone number, including area code) **(201) 329-7300**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.0001 par value per share	PAHC	Nasdaq Stock Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

Indicate by 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financing reporting under Section 404(b) of the Sarbanes Oxley Act (15 U.S.C 7262(b)) by the registered public accounting firm that prepared or issued its audit report Yes ☒ No ☐

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

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

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

The aggregate market value of the registrant's Class A common stock and Class B common stock held by non-affiliates of the registrant was $422,641,765 as of December 31, 2024, the last business day of the registrant's most recently completed second fiscal quarter based on the closing price of the common stock on the Nasdaq Stock Market. The registrant has no non-voting common stock.

As of August 22, 2025 there were 20,367,574 shares of the registrant's Class A common stock, par value $0.0001 per share, and 20,166,034 shares of the registrant's Class B common stock, par value $0.0001 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's Proxy Statement for the 2025 Annual Meeting of Shareholders (hereinafter referred to as the "2025 Proxy Statement") are incorporated herein by reference in Part III of this Annual Report on Form 10-K. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended June 30, 2025.

PHIBRO ANIMAL HEALTH CORPORATION

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Forward-Looking Statements and Risk Factors Summary

This Annual Report on Form 10-K contains forward-looking statements that are subject to risks and uncertainties. All statements other than statements of historical or current fact included in this report are forward-looking statements. Forward-looking statements discuss our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "aim," "anticipate," "believe," "estimate," "expect," "forecast," "outlook," "potential," "project," "projection," "plan," "intend," "seek," "may," "could," "would," "will," "should," "can," "can have," "likely," the negatives thereof and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. For example, all statements we make relating to our estimated and projected earnings, revenues, costs, expenditures, cash flows, growth rates and financial results, our plans and objectives for future operations, growth or initiatives, strategies, or the expected outcome or impact of pending or threatened litigation are forward-looking statements. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected. Examples of such risks and uncertainties include:

- outbreaks of animal diseases could significantly reduce demand for our products or availability of raw materials;
- perceived adverse effects on human health linked to the consumption of food derived from animals that utilize our products could cause a decline in the sales of those products;
- restrictions on the use of antibacterials in food-producing animals may become more prevalent, including limitation of use related to implementation and compliance with Food and Drug Administration ("FDA") Guidance 273 (as defined below) and similar initiatives, globally;
- the potential FDA withdrawal of approval of our Mecadox® (carbadox) product;
- a material portion of our sales and gross profits are generated by antibacterials and other related products;
- competition in each of our markets from a number of large and small companies, some of which have greater financial, research and development ("R&D"), production and other resources than we have;
- our business may be negatively affected by weather conditions and the availability of natural resources;
- the negative effects of a pandemic, epidemic, or outbreak of an infectious disease in humans, such as COVID-19, on our business, financial results, manufacturing facilities and supply chain, as well as our customers, protein processors and markets;
- climate change could have a material adverse impact on our operations and our customers' businesses;
- actions of regulatory bodies, including obtaining approvals related to the testing, manufacturing and marketing of certain of our products;
- the continuing trend toward consolidation of certain customer groups as well as the emergence of large buying groups;
- our ability to control costs and expenses;
- any unforeseen material loss or casualty;
- misuse or extra-label use of our products;
- exposure relating to rising costs and reduced customer income;
- heightened competition, including those from generics and those deriving from advances in veterinary medical practices and animal health technologies;
- unanticipated safety or efficacy concerns;
- our dependence on suppliers having current regulatory approvals;
- our raw materials are subject to price fluctuations and their availability can be limited;

- natural and man-made disasters, including but not limited to fire, snow and ice storms, flood, hail, hurricanes and earthquakes;
- business interruption from political and social instability, including crime, civil disturbance, terrorist activities, outbreaks of disease and pandemics and armed conflicts, such as armed conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine;
- terrorist attacks, particularly attacks on or within markets in which we operate, including terrorist attacks on Israel by Hamas or Hezbollah;
- risks related to changes in tax rates and exposure;
- our ability to successfully implement our strategic initiatives;
- our reliance on the continued operation of our manufacturing facilities and application of our intellectual property;
- adverse U.S. and international economic market conditions, including currency fluctuations;
- failure of our product approval, R&D, acquisition and licensing efforts to generate new products;
- the risks of product liability claims, legal proceedings and general litigation expenses;
- the impact of current and future laws and regulatory changes, including risks related to the protection of our customers' privacy and risks related to environmental, health and safety laws and regulations;
- modification of foreign trade policy, including any new or increased tariffs or retaliatory measures in response to such modification, may negatively impact our profitability and may harm our food animal product customers;
- our ability to successfully integrate acquired businesses, including the medicated feed additive product portfolio, certain water-soluble products and related assets, which we acquired from Zoetis Inc.;
- our dependence on our Israeli and Brazilian operations;
- impact of increased or decreased inventory levels at our direct customers or channel distributors;
- our substantial level of indebtedness and related debt-service obligations;
- restrictions imposed by covenants in our debt agreements;
- the risk of breaches of data security and cybersecurity attacks;
- risks related to the use of artificial intelligence ("AI") in our business;
- our dependence on sophisticated information technology and infrastructure;
- the risk of work stoppages; and
- other factors as described in "Risk Factors" in Item 1A of this Annual Report on Form 10-K.

While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and it is impossible for us to anticipate all factors that could affect our actual results. Important factors that could cause actual results to differ materially from our expectations, or cautionary statements, are disclosed under "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." All forward-looking statements are expressly qualified in their entirety by these cautionary statements. You should evaluate all forward-looking statements made in this report in the context of these risks and uncertainties.

We caution you that the important factors referenced above may not contain all of the factors that are important to you. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences we anticipate or affect us or our operations in the way we expect. The forward-looking statements included in this report are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law. If we do update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements.

Market, Ranking and Other Industry Data

Unless otherwise indicated, information contained in this report concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity and market share, is based on management estimates. Management estimates are derived from publicly available information, our knowledge of our industry and assumptions based on such information and knowledge, which we believe to be reasonable. We believe these estimates are reasonable as of the date of this report, or if an earlier date is specified, as of such earlier date. However, this information may prove to be inaccurate because of the method by which we obtained some of the data for our estimates or because this information is subject to change and cannot always be verified due to limits on the availability and reliability of independent sources, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey of market shares. In addition, purchasing patterns and consumer preferences can and do change. As a result, you should be aware that market share, ranking and other similar data set forth in this report, and estimates and beliefs based on such data, may not be reliable.

Trademarks, Service Marks and Trade Names

The following trademarks and service marks used throughout this report belong to, are licensed to, or are otherwise used by us in our business: AB20®; Animate®; Aureomycin®; Avatec®; Aviax®; Aviax Plus®; Avi-Carb®; Banminth®; Bloat Guard®; BMD®; Bovatec®; Cellerate Yeast Solutions®; Carbigen®; Cerdimix®; Coxistac®; Cygro®; Deccox®/Avi-Deccox®; EASE®; Emulsigen®; Ephicax®; Eskalin®; Gemstone®;Gromax®; Lactrol®; Lincomix®; LincoSpectin®; Magni-Phi®; MB-1®; Mecadox®; MicroLife® Prime; MJPRRS®; MVP adjuvants®; Neo-Terramycin®; Nicarb®; Nicarmix®; OmniGen®; Phi-Shield®; Phivax®; Polygen®; Posistac®; Rejensa®; Robenz®; Rumatel®; Salmin Plus®; Stafac®; TAbic®; Tailor-Made®; Terramycin®; V.H.™; V-Max®; Vistore® and Zoamix®. In subsequent uses of the marks in this report, the symbols may be omitted.

PART I

Item 1. Business

Overview

Phibro Animal Health Corporation is a leading global diversified animal health and mineral nutrition company. We strive to be a trusted partner with livestock producers, farmers, veterinarians and consumers who raise and care for farm and companion animals by providing solutions to help them maintain and enhance the health of their animals. We market approximately 800 product lines in approximately 90 countries to approximately 4,500 customers. We develop, manufacture and market a broad range of products for food and companion animals including poultry, swine, beef and dairy cattle, aquaculture and dogs. Our products help prevent, control and treat diseases and support nutrition to help improve animal health and well-being. We sell animal health and mineral nutrition products either directly to integrated poultry, swine and cattle producers or through animal feed manufacturers, wholesalers, distributors and veterinarians.

Our products include:

- Animal health products such as antibacterials, anticoccidials, nutritional specialty products, and vaccines and vaccine adjuvants that help improve the animal's health and therefore improve performance, food safety and animal welfare. Our Animal Health segment also includes antibacterials and other processing aids used in the ethanol fermentation industry.
- Mineral nutrition products that fortify the animal's diet and help maintain optimal health.

We have focused our efforts in regions where the majority of livestock production is consolidated in large commercial farms. We believe we are well positioned to grow our sales with our established network of sales, marketing and distribution professionals in markets in North America, Latin America, Asia Pacific, Europe, Africa and the Middle East.

We are investing resources to further develop products for the companion animal sector. Our business is currently concentrated in the livestock sector.

In addition to animal health and mineral nutrition products, we manufacture and market specific ingredients for use in the personal care, industrial chemical and chemical catalyst industries. We sell performance products directly to customers in the aforementioned industries.

Our Class A common stock trades on the Nasdaq Stock Market ("Nasdaq") under the trading symbol "PAHC." Our Class B common stock is not listed or traded on any stock exchange. We are a Delaware corporation.

Unless otherwise indicated or the context requires otherwise, references in this report to "we," "our," "us," the "Company," "Phibro," "PAHC" and similar expressions refer to Phibro Animal Health Corporation and its subsidiaries.

For discussion regarding the impact of armed conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine on our financial results, see Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

Acquisition

In April 2024, the Company entered into a Purchase and Sale Agreement (the "Purchase Agreement") with Zoetis Inc., a Delaware corporation ("Zoetis") to acquire Zoetis's medicated feed additive ("MFA") portfolio, certain water-soluble products and related assets (the "Acquisition"). On October 31, 2024, the Company completed the Acquisition at a purchase price of approximately $297.5 million ($286.5 million, as adjusted, net of cash acquired), subject to certain further adjustments set forth in the Purchase Agreement. The Acquisition was funded by term loan borrowings under the 2024 Credit Agreement (as defined below). The product portfolio acquired, which generated $407.6 million in revenue in 2023, is comprised of more than 37 product lines that are sold in approximately 80 countries. For the year ended June 30, 2025, this product portfolio contributed $208.2 million to our overall net sales. Also included in the Acquisition were six manufacturing sites, comprised of four in the U.S., one in Italy and one in China. The results of operations of the Acquisition are included in our consolidated statements of operations from the date of acquisition and reported within the Animal Health segment.

Business Segments

We manage our business in three segments — Animal Health, Mineral Nutrition, and Performance Products — each with its own dedicated management and sales team, for enhanced focus and accountability. Net sales by segments, species and regions were:

For the Year Ended June 30	Segments			Change				Percentage of total		
	2025	2024	2023	2025 / 2024		2024 / 2023		2025	2024	2023
	($ in millions)									
Animal Health	$ 963	$ 706	$ 660	$ 256	*36 %*	$ 47	*7 %*	*74 %*	*69 %*	*67 %*
Mineral Nutrition	253	244	243	10	*4 %*	1	*0 %*	*20 %*	*24 %*	*25 %*
Performance Products	80	68	75	13	*19 %*	(8)	*(10)%*	*6 %*	*7 %*	*8 %*
Total	$ 1,296	$ 1,018	$ 978	$ 279	*27 %*	$ 40	*4 %*			

For the Year Ended June 30	Species			Change				Percentage of total		
	2025	2024	2023	2025 / 2024		2024 / 2023		2025	2024	2023
	($ in millions)									
Poultry	$ 465	$ 370	$ 331	$ 95	*26 %*	$ 39	*12 %*	*36 %*	*36 %*	*34 %*
Dairy	183	161	190	22	*14 %*	(29)	*(15)%*	*14 %*	*16 %*	*19 %*
Cattle	203	130	128	73	*56 %*	2	*1 %*	*16 %*	*13 %*	*13 %*
Swine	150	97	89	53	*55 %*	8	*9 %*	*12 %*	*10 %*	*9 %*
Other [1]	295	260	240	35	*13 %*	20	*8 %*	*23 %*	*26 %*	*25 %*
Total	$ 1,296	$ 1,018	$ 978	$ 279	*27 %*	$ 40	*4 %*			

For the Year Ended June 30	Regions [2]			Change				Percentage of total		
	2025	2024	2023	2025 / 2024		2024 / 2023		2025	2024	2023
	($ in millions)									
United States	$ 740	$ 585	$ 579	$ 155	*27 %*	$ 6	*1 %*	*57 %*	*57 %*	*59 %*
Latin America and Canada	299	248	220	51	*21 %*	28	*13 %*	*23 %*	*24 %*	*22 %*
Europe, Middle East and Africa	160	122	118	38	*31 %*	4	*4 %*	*12 %*	*12 %*	*12 %*
Asia Pacific	97	63	61	34	*54 %*	2	*3 %*	*8 %*	*6 %*	*6 %*
Total	$ 1,296	$ 1,018	$ 978	$ 279	*27 %*	$ 40	*4 %*			

(1) Other includes sales related to: Performance Products customers; the ethanol industry; aquaculture and other animal species; adjuvants for animal vaccine manufacturers; and Mineral Nutrition other customers.

(2) Net sales by region are based on country of destination.

Certain amounts and percentages may reflect rounding adjustments.

Adjusted EBITDA by segment was:

For the Year Ended June 30	Adjusted EBITDA[1]			Change				Percentage of total[2]		
	2025	2024	2023	2025 / 2024		2024 / 2023		2025	2024	2023
	($ in millions)									
Animal Health	$ 222	$ 146	$ 136	$ 77	*53 %*	$ 9	*7 %*	*88 %*	*86 %*	*84 %*
Mineral Nutrition	21	16	17	4	*27 %*	(1)	*(6)%*	*8 %*	*10 %*	*11 %*
Performance Products	11	8	9	3	*38 %*	(2)	*(18)%*	*4 %*	*5 %*	*6 %*
Corporate	(70)	(58)	(50)	(11)	*20 %*	(8)	*17 %*			
Total	$ 184	$ 111	$ 113	$ 72	*65 %*	$ (2)	*(1)%*			

(1) See “Management’s Discussion and Analysis of Financial Condition and Results of Operations — General description of non-GAAP financial measures” for description of Adjusted EBITDA.

(2) Before unallocated Corporate costs.

Certain amounts and percentages may reflect rounding adjustments.

Net identifiable assets by segment were:

As of June 30	Net Identifiable Assets			Change				Percentage of total		
	2025	2024	2023	2025 / 2024		2024 / 2023		2025	2024	2023
	($ in millions)									
Animal Health	$ 1,087	$ 684	$ 699	$ 403	*59 %*	$ (14)	*(2)%*	*80 %*	*70 %*	*72 %*
Mineral Nutrition	76	67	76	9	*13 %*	(9)	*(12)%*	*6 %*	*7 %*	*8 %*
Performance Products	51	51	50	(0)	*(1)%*	1	*2 %*	*4 %*	*5 %*	*5 %*
Corporate	147	180	147	(33)	*(18)%*	32	*22 %*	*11 %*	*18 %*	*15 %*
Total	$ 1,361	$ 982	$ 971	$ 379	*39 %*	$ 11	*1 %*			

Corporate assets include cash and cash equivalents, short-term investments, debt issuance costs, income tax related assets and certain other assets.

Certain amounts and percentages may reflect rounding adjustments.

Animal Health

Our Animal Health business develops, manufactures and markets about 340 product lines, including:

- Antibacterials, which inhibit the growth of pathogenic bacteria that cause infections in animals; anticoccidials, which inhibit the growth of coccidia (parasites) that damage the intestinal tract of animals; and related products (MFAs and other);
- Nutritional specialty products, which support nutrition to help improve health and performance (nutritional specialties); and
- Vaccines, which induce an increase in antibody levels against a specific virus or bacteria, thus preventing disease due to infection with wild strains of that virus or bacteria (vaccines).

Our animal health products help our customers prevent, control and treat diseases and support nutrition to help improve health and well-being, enabling our customers to more efficiently produce high-quality, wholesome and affordable animal protein products for human consumption. We develop, manufacture and market a broad range of animal health products for food animals including poultry, swine, beef and dairy cattle and aquaculture. We provide technical and product support directly to our customers to ensure the optimal use of our products. The animal health industry and demand for many of our animal health products in a particular region are affected by changing disease pressures and by weather conditions, as usage of our products follows varying weather patterns and seasons. As a result, we may experience regional and seasonal fluctuations in our animal health segment.

We continue to build our companion animal business and pipeline. Our Rejensa® joint care supplement for dogs continues to gain customer acceptance. Our companion animal development pipeline includes a potential treatment for mitral valve disease in dogs, a novel pain management product, and two oral care formulations.

Animal Health net sales by product group and regions were:

For the Year Ended June 30	Product Groups			Change				Percentage of total		
	2025	2024	2023	2025 / 2024		2024 / 2023		2025	2024	2023
				($ in millions)						
MFAs and other	$ 646	$ 421	$ 387	$ 225	*54 %*	$ 34	*9 %*	*67 %*	*60 %*	*59 %*
Nutritional specialties	179	165	173	15	*9 %*	(8)	*(5)%*	*19 %*	*23 %*	*26 %*
Vaccines	137	121	100	16	*13 %*	21	*21 %*	*14 %*	*17 %*	*15 %*
Animal Health	$ 963	$ 706	$ 660	$ 256	*36 %*	$ 47	*7 %*			

For the Year Ended June 30	Regions[1]			Change				Percentage of total		
	2025	2024	2023	2025 / 2024		2024 / 2023		2025	2024	2023
	($ in millions)									
United States	$ 425	$ 287	$ 277	$ 138	*48 %*	$ 10	*4 %*	*44 %*	*41 %*	*42 %*
Latin America and Canada	290	238	207	52	*22 %*	31	*15 %*	*30 %*	*34 %*	*31 %*
Europe, Middle East and Africa	158	119	116	39	*33 %*	3	*3 %*	*16 %*	*17 %*	*18 %*
Asia Pacific	90	62	60	28	*45 %*	2	*3 %*	*9 %*	*9 %*	*9 %*
Total	$ 963	$ 706	$ 660	$ 256	*36 %*	$ 46	*7 %*			

(1) Net sales by region are based on country of destination.

Certain amounts and percentages may reflect rounding adjustments.

MFAs and Other

Our MFAs and other products primarily consist of concentrated medicated products administered through animal feeds, commonly referred to as Medicated Feed Additives ("MFAs"). Our MFAs and other products primarily consist of the production and sale of antibacterials (including Stafac®, Terramycin®, Neo-Terramycin® and Mecadox®) and anticoccidials (including Nicarb®, Aviax®, Aviax Plus®, Coxistac® and amprolium). The recently acquired product portfolio from Zoetis expands the range of antibacterial solutions, which now includes Aureomycin®, LincoSpectin®, and BMD®. The newly added anticoccidial products are Avatec®, Bovatec®, Cygro® , Gromax®, Deccox®/Avi-Deccox®, Zoamix® and Robenz®. Antibacterials inhibit the growth of pathogenic bacteria that cause infections in animals, while anticoccidials inhibit growth of coccidia (parasites) that damage the intestinal tract of animals. The "MFAs and other products" product group also includes antibacterial products and other processing aids used in the ethanol fermentation industry.

Approximately 40% of our MFAs and other sales in fiscal year 2025 were to the poultry industry, with sales to swine, beef and dairy cattle and other customers accounting for the remainder. We market our MFAs and other products in all regions where we do business.

Nutritional Specialties

Nutritional specialty products enhance nutrition to help improve health and performance in areas such as immune system function and digestive health. Many of our proprietary nutritional specialty products have been developed through applied research in cooperation with private research companies or by leading universities with whom we collaborate and then further develop through commercial trials with customers. Our nutritional specialty products include the OmniGen® family of products, patented nutritional specialty products that have been shown in several studies to help maintain a cow's healthy immune system; Animate®, an anionic nutritional specialty product that helps optimize the health and performance of the transition dairy cow; Magni-Phi®, a proprietary nutritional specialty product that has been shown to help improve intestinal health and immune response in poultry; MicroLife® Prime, a four-strain direct-fed microbial product for optimization of gut health, which leads to better pathogen control and improved performance in poultry; and, Cellerate Yeast Solutions®, a line of proprietary yeast culture products that are used to help improve digestive health, which may lead to improved animal health and performance.

We are also a developer, manufacturer and marketer of microbial products and bioproducts for a variety of applications serving animal health and nutrition, environmental, industrial and agricultural customers. We market our nutritional specialty products in all regions in which we operate.

Vaccines

Our vaccine products are primarily focused on preventing diseases in poultry, swine, beef and dairy cattle and aquaculture. We market our vaccine products to protect animals from either viral or bacterial disease challenges in all regions in which we operate.

We have developed and market approximately 50 product lines for the prevention of diseases in poultry, including vaccines to protect against Infectious Bursal Disease, Infectious Bronchitis, Newcastle Disease, Reovirus, Salmonella and Coryza.

We develop, manufacture and market autogenous vaccines against animal diseases for swine, poultry and beef and dairy cattle in the United States and Brazil. Our autogenous bacterial and viral vaccines enable us to produce custom vaccines for veterinarians that contain antigens specific to each farm, allowing Phibro to provide comprehensive and customized health management solutions to our customers. Our autogenous vaccine products include the Tailor-Made® and Phi-Shield® lines of vaccines and the MJPRRS® vaccine. We also develop, manufacture and market adjuvants to animal vaccine manufacturers globally.

We have developed TAbic®, an innovative and proprietary delivery platform for vaccines. TAbic is a patented technology for formulation and delivery of vaccine antigens in effervescent tablets, packaged in sealed aluminum blister packages. The technology replaces the glass bottles that are in common use today, and offers significant sustainability advantages including reduced storage requirements, customer handling and disposal. Several of our vaccine products are available in the patented TAbic format.

We also focus on innovation to produce new antigens or new presentations of antigens, and have developed new vaccines and related technologies, such as:

- TAbic® IBVAR206, a live attenuated virus vaccine for Infectious Bronchitis developed from a unique genotype 2 variant strain;
- MB-1®, a live attenuated vaccine for Infectious Bursal disease, developed from the M.B. strain, adapted for in-ovo or subcutaneous injection at the hatchery;
- The inactivated subunit Infectious Bursal Disease Virus;
- Salmin Plus®, the first multi-variant inactivated vaccine containing Salmonella Enteritis, Salmonella Typhimurium and Salmonella Infantis;
- EASE® (Enhanced Antigen Surface Expression), a new bacterial growth procedure to improve the performance of our autogenous vaccines; and

Ongoing investment in our vaccine production facility in Sligo, Ireland is enabling expanded capacity and machinery upgrades to support poultry vaccine manufacturing. During the year, sales volumes increased as we secured new product registrations in Turkey, Pakistan and across key markets in the Middle East. We are continuing the product registration process in additional countries to obtain the necessary regulatory approvals for broader market access.

We completed construction of a new vaccine production facility in Guarulhos, Brazil in fiscal year 2023 and are now marketing autogenous vaccines that combat disease in swine, poultry and aquaculture for the Brazilian market.

Mineral Nutrition

Our Mineral Nutrition business manufactures and markets approximately 380 formulations and concentrations of trace minerals such as zinc, manganese, copper, iron and other compounds, with a focus on customers in North America. Our customers use these products to fortify the daily feed requirements of their animals' diets and maintain an optimal balance of trace elements in each animal. We manufacture and market a broad range of mineral nutrition products for food animals including poultry, swine and beef and dairy cattle. Volume growth in the mineral nutrition sector is primarily driven by livestock production and customer inventory levels, while pricing is largely based on costs of the underlying commodity metals. Demand for our mineral nutrition products can vary due to changes in customer buying patterns, seasonal variability and weather conditions in a particular region, which may cause animal feed consumption to fluctuate.

Performance Products

Our Performance Products business manufactures and markets specialty ingredients for use in the personal care, industrial chemical and chemical catalyst industries, predominantly in the United States.

Our Products

Animal Health

MFAs and Other

Our MFAs and other products primarily consist of the production and sale of antibacterials (Stafac®, Terramycin®, Neo-Terramycin® and Mecadox®) and anticoccidials (Nicarb®, Aviax®, Aviax Plus®, Coxistac® and amprolium). We sell our MFAs and other products in all regions where we do business.

Antibacterials and Anticoccidials

We manufacture and market a broad range of antibacterials and other medicated products to the global livestock industry. These products provide therapeutic benefits for the animals while helping to control pathogens that have a negative impact on animal health and productivity. The table below presents our core MFA products, including the primary MFA products acquired in the Acquisition:

Product	Active Ingredient	Description
Terramycin®	oxytetracycline	Antibacterial with multiple applications for a wide number of species
Nicarb®	nicarbazin	Anticoccidial for poultry
Amprolium	amprolium	Anticoccidial for poultry and cattle
Bloat Guard®	poloxalene	Anti-bloat treatment for cattle
Banminth®	pyrantel tartrate	Anthelmintic for livestock
Mecadox®	carbadox	Antibacterial for enteric pathogens in swine including salmonellosis and swine dysentery
Stafac®/Eskalin®/V-Max®	virginiamycin	Antibacterial used to prevent and control diseases in poultry, swine and cattle
Coxistac® /Posistac®	salinomycin	Anticoccidial for poultry, cattle and swine
Rumatel®	morantel tartrate	Anthelmintic for livestock
Cerdimix®	oxibendazole	Anthelmintic for livestock
Aviax®	semduramicin	Anticoccidial for poultry
Neo-Terramycin®	oxytetracycline + neomycin	Combination of two antibacterials with multiple applications for a wide number of species
Aviax Plus®/Avi-Carb®	semduramicin + nicarbazin	Anticoccidial for poultry
Avatec® *	lasalocid	Anticoccidial for poultry
Bovatec® *	lasalocid	Anticoccidial and feed efficiency for cattle
Cygro® *	maduramycin	Anticoccidial for poultry
Gromax*	maduramycin + nicarbazin	Anticoccidial for poultry
Deccox® / Avi-Deccox® *	decoquinate	Anticoccidial for poultry and cattle
Robenz® / Cycostat® *	robenidine	Anticoccidial for poultry
Zoamix® *	zoalene	Anticoccidial for poultry
BMD® *	bacitracin methylenedisalicylate	Antibacterial for poultry and swine
Aureomycin® *	chlortetracycline	Antibacterial for poultry, cattle and swine
LincoSpectin® *	lincomycin + spectinomycin	Broad spectrum antibacterial for poultry and swine

* Product acquired in the Zoetis MFA portfolio acquisition.

Antibacterials are biological or chemical products used in the animal health industry to treat or to prevent bacterial diseases, thereby promoting animal health, resulting in more efficient livestock production. Several factors contribute to limit the efficiency, weight gain and feed conversions of livestock production, including stress, poor nutrition, environmental and management challenges and disease. Antibacterials help prevent, control and treat disease in livestock, which can also lead to improved overall health of the animals, improved rate of weight gain and more efficient feed conversion. Our antibacterial products include:

- *Virginiamycin*. Virginiamycin is an antibacterial marketed under the brand names Stafac® to poultry, swine and cattle producers, Eskalin® to dairy cows and beef cattle producers and V-Max® for beef cattle producers. Virginiamycin is used primarily to prevent necrotic enteritis in chickens, treat and control swine dysentery and aid in the prevention or reduce the incidence of rumen acidosis and liver abscesses in cattle. Our experience in the development and production of virginiamycin has enabled us to develop significant intellectual property through trade secret know-how, which has helped protect against competition from generics. We are the sole worldwide manufacturer and marketer of virginiamycin.
- *Carbadox*. We market carbadox under the brand name Mecadox® for use in swine feeds to control swine salmonellosis and swine dysentery and, as a result, improve animal health and production efficiencies. Mecadox® is sold primarily in the United States to feed companies and large integrated swine producers.
- *Oxytetracycline and Neomycin*. Terramycin® utilizes the active ingredient oxytetracycline and Neo-Terramycin® combines the active ingredients neomycin and oxytetracycline to prevent, control and treat a wide range of diseases in chickens, turkeys, cattle, swine and aquaculture. We sell Terramycin and Neo-Terramycin products primarily to livestock and aquaculture producers, feed companies and distributors.
- *Bacitracin methylenedisalicylate (BMD®)*. BMD® delivers targeted, effective control of *Clostridium perfringens*, helping poultry and swine producers manage necrotic enteritis, support intestinal health, and protect performance.
- *Chlortetracycline (Aureomycin®)*. Aureomycin® delivers reliable, broad-spectrum control of gut and respiratory pathogens to promote health, and support production efficiency in cattle, swine and poultry operations.
- *Lincomycin + Spectinomycin (LincoSpectin®)*. LincoSpectin® provides, broad-spectrum antibacterial protection to help poultry and swine recover from early stage respiratory and enteric infections supporting flock health, welfare, and performance.

Anticoccidials are produced through fermentation or chemical synthesis and are primarily used to prevent and control coccidiosis in poultry and cattle, thereby promoting intestinal health, resulting in healthier animals. Coccidiosis is a disease of the digestive tract that has considerable health consequences to livestock and, as a result, is of great concern to livestock producers. We sell our anticoccidials primarily to integrated poultry producers and feed companies and to international animal health companies. Our anticoccidial products include:

- *Nicarbazin*. We produce and market nicarbazin, a broad-spectrum anticoccidial used for coccidiosis prevention in poultry. We market nicarbazin under the trademarks Nicarb® and Nicarmix® and as an active pharmaceutical ingredient.
- *Amprolium*. We produce and market amprolium primarily as an active pharmaceutical ingredient.
- *Salinomycin and Semduramicin*. We produce and market Coxistac®, Aviax®/Aviax Plus®/Avi-Carb® and Posistac®, which are in a class of compounds known as ionophores, to combat coccidiosis in poultry and increase feed efficiency in swine.
- *Lasalocid.* We produce and market lasalocid under two trademarks: Avatec® for poultry and Bovatec® for cattle. Lasalocid is the only divalent ionophore. It delivers consistent coccidiosis control due to its unique mode of action, high efficacy, and favorable safety profile.
- *Maduramicin*. We produce and market maduramicin under the trademark Cygro®. We also produce a maduramicin plus nicarbazin combo under the trademark Gromax® in international markets.

- *Decoquinate.* We produce and market decoquinate under the trademark Deccox® and Avi-Deccox® in poultry and cattle.
- *Robenidine.* We market robenidine under the trademarks: Cycostat® and Robenz®.
- *Zoalene*. We market zoalene under the trademark Zoamix® in the U.S. market.

Anthelmintics are used to treat infestations of parasitic intestinal worms. Our anthelmintic products, Rumatel®, Banminth® and Cerdimix® are marketed to control major intestinal parasites. Rumatel is indicated for cattle while Banminth and Cerdimix are used in swine.

Bloat Guard® is an anti-bloat treatment used in cattle to control bloat in animals grazing on legume or wheat-pasture.

Other includes products used in the ethanol fermentation industry, including antimicrobials, yeasts, process cleaning, corn oil recovery and other processing aids.

Nutritional Specialties

Our primary nutritional specialty products have been identified, developed and commercialized by our staff of nutritionists and veterinarians working with private research companies, leading universities and customers with whom we collaborate. For those of our nutritional specialty products that are not proprietary or exclusive to us, we typically maintain unique supply agreements or exclusive distributor status with the product developers giving us preferential access to trademarks, territories and research data.

Our nutritional specialty products include:

Product	Description
AB20®	Natural flow agent that improves overall feed quality
Animate®	Helps maintain proper blood calcium levels in dairy cows during critical transition period
OmniGen®	Optimize immune function in dairy cows and improve productivity
Magni-Phi® & Magni-Phi® Ultra	Proprietary blend that helps to improve intestinal health and immune response which may lead to improved absorption and utilization of nutrients for poultry
Cellerate Yeast Solutions®	Proprietary yeast culture products for all classes of livestock to help improve digestive health
MicroLife® Prime	4-way combination direct-fed microbial for optimization of gut health, which can lead to better pathogen control in poultry
Ephicax®	Supports intestinal health by bolstering the animal's defense against enteric challenges. A balanced intestinal tract may lead to improved food safety and reduced pathogen challenges.

AB20® is a natural flow agent that, when added to feed, binds moisture to improve the overall feed quality. The product is one of the most thoroughly researched in the flow agent product category.

Animate® is a patented anionic mineral supplement that helps optimize the health and performance of the transition dairy cow and improves profitability for dairy producers.

OmniGen® is a proprietary nutritional specialty product line designed to help maintain a cow's healthy immune system, improve their natural response to potential environmental stressors and health challenges, and improve productivity.

Magni-Phi® and Magni-Phi® Ultra are a proprietary blend of saponins, triterpenoids and polyphenols (classes of phytogenic feed additives or natural botanicals) that help improve intestinal health and immune response which may lead to improved absorption and utilization of nutrients for poultry.

Cellerate Yeast Solutions® is a line of proprietary yeast culture and yeast culture blends with yeast fractions and/or live cell yeast used in all classes of livestock and companion animals for improved digestive health. Improved digestive health may lead to improved animal health and performance.

MicroLife® Prime represents a proprietary combination of four strains of bacillus-based direct-fed microbials that have been shown to promote beneficial gut bacteria, which can help promote health, immunity and productivity in poultry, which leads to lower pathogen challenges in commercial poultry production. Phibro continues to work in the development of new bacillus-based products, which are being developed for multiple animal species.

Ephicax® is a distinctive blend of short and medium-chain monoglycerides that support intestinal health through unique modes of action, bolstering the animal's defense against enteric challenges. Studies have shown that using Ephicax can help balance the complete gastrointestinal tract environment. A balanced intestinal tract may lead to improved food safety and reduced pathogen challenges.

We market nutritional specialty products to livestock producers with the support of key influencers, such as animal nutritionists and veterinarians.

Vaccines

We develop, manufacture and market fully licensed and autogenous vaccines for poultry, swine, beef and dairy cattle and aquaculture globally. We also develop, manufacture and market vaccination devices. We produce vaccines that protect animals from either viral or bacterial disease challenges. Our vaccine products include:

Product	Description
V.H.™	Live vaccine for the prevention of Newcastle Disease in poultry
Tailor-Made® Vaccines	Autogenous vaccines against either bacterial or viral diseases in poultry, swine and beef and dairy cattle in the U.S.
MVP adjuvants®	Components of veterinary vaccines that enhance the immune response to a vaccine
TAbic® M.B.	Live vaccine for the prevention of Infectious Bursal Disease in poultry
MJPRRS®	Autogenous vaccine for the prevention of porcine reproductive and respiratory syndrome ("PRRS") in swine
TAbic® IB VAR	Live vaccine for the prevention of Infectious Bronchitis variant 1 strain 233A in poultry
TAbic® IBVAR206	Live vaccine for the prevention of Infectious Bronchitis variant 206 in poultry
MB-1®	Live vaccine for the prevention of Infections Bursal Disease in the hatchery in poultry
Phivax® SLE	A live attenuated Salmonella Enteritidis vaccine for the control of Salmonella infection in poultry
Phi-Shield® Vaccines	Autogenous vaccines against either bacterial or viral diseases in poultry, swine and aquaculture in Brazil

The V.H. strain of Newcastle Disease vaccine is a pathogenic strain and is effective when applied by aerosol, coarse spray, drinking water or eye-drops. It has been used successfully under various management and climate conditions in many breeds of poultry.

Tailor-Made® vaccines are autogenous vaccines against either bacterial or viral diseases which contain antigens specific to each farm. We manufacture and sell these vaccines to U.S. veterinarians for use primarily in swine, poultry and beef and dairy cattle.

MVP adjuvants® are integral components used in veterinary vaccines which enhance the immune response to a vaccine. Our adjuvants include Emulsigen®, Emulsigen® D, Emulsigen® P, Carbigen® and Polygen®.

The M.B. strain of Gumboro vaccine is an intermediate virulence live vaccine strain used for the prevention of Infectious Bursal Disease in poultry. The intermediate strain was developed to provide protection against the new field epidemic virus, which is more virulent than those previously encountered.

MJPRRS®, an autogenous vaccine for swine, is administered to pregnant sows to protect their offspring from PRRS. This vaccine includes multiple PRRS isolates representing different virus strains of PRRS.

TAbic® IB VAR and TAbic® IBVAR206 vaccines are intermediate virulence live vaccine strains used for the prevention of infectious bronchitis in poultry. Both vaccines have become significant tools in the increasing fight against infectious bronchitis in regions throughout the world.

MB-1® is a live attenuated vaccine for Infectious Bursal disease in poultry, developed from the M.B. strain, adapted for in-ovo or subcutaneous injection in the hatchery.

Phivax® SLE is a vaccine used as an aid in the reduction of Salmonella Enteritidis colonization in layers and breeder broiler chickens.

Phi-Shield® vaccines are autogenous vaccines against either bacterial or viral diseases which contain antigens specific to each farm. We manufacture and sell these vaccines to Brazilian producers for use primarily in swine, poultry and aquaculture.

We focus on innovation to produce new antigens or new presentations of antigens, and have developed new vaccines, such as the inactivated subunit Infectious Bursal Disease Virus and Egg Drop Syndrome vaccines, being sold as monovalent vaccines or in combinations with other antigens.

Mineral Nutrition

Our mineral nutrition products principally include inorganic and organic compounds of copper, zinc, cobalt, iron, selenium, manganese, magnesium and iodine.

Our mineral nutrition products also include GemStone®, our exclusive line of chelated organic trace minerals, including zinc, manganese, copper and iron glycine chelates. Our formulas feature high metal content to ensure greater mineral presence and preserve critical ration space. Each product is also highly chelated for superior bioavailability to maximize mineral absorption and minimize environmental impact. These organic trace minerals are available in a highly concentrated, easy-flowing granule.

Our mineral nutrition products also include the Vistore® portfolio of products, our chloride mineral option of value-driven trace mineral offerings. Our formulas feature high metal content to ensure optimal mineral presence and preserve critical ration space. High bioavailability also promotes maximized absorption for enhanced results and minimized waste.

Our major mineral nutrition customers are U.S. regional and national feed companies, distributors, co-ops, pre-mixers, integrated swine, beef and poultry producers and pet food manufacturers. The majority of our customers have nutrition staffs who determine their specific formulas for custom trace mineral premixes. Trace mineral costs and our selling prices fluctuate with commodity markets, and therefore, these products are price sensitive. Their sale requires a focused effort on cost and inventory management, quality control, customer service, pricing and logistics execution to be profitable.

Performance Products

Our Performance Products business manufactures and markets specialty ingredients for use in the personal care, industrial chemical and chemical catalyst industries. We operate the business through our PhibroChem (a division of PAHC), Ferro Metal and Chemical Corporation Limited and Phibro-Tech, Inc. (“Phibro-Tech”) business units.

Sales and Marketing

Our sales organization includes sales, marketing and technical support employees. In markets where we do not have a direct commercial presence, we generally contract with distributors that provide logistics and sales and marketing support for our products. Together, our Animal Health and Mineral Nutrition businesses have a sales, marketing and technical support organization of more than 520 employees and approximately 370 distributors who market our portfolio of approximately 720 product lines to livestock producers, veterinarians, nutritionists, animal feed companies and distributors in approximately 90 countries.

In markets where we have a direct commercial presence, we sell our animal health and mineral nutrition products through our local sales offices, either directly to integrated poultry, swine and beef and dairy cattle producers or through commercial animal feed manufacturers, wholesalers and distributors. Our sales representatives visit our customers, including livestock producers, veterinarians, nutritionists, animal feed companies and distributors, to inform, promote and sell our products and services. In direct service markets, our technical operations specialists provide scientific consulting focused on disease management and herd management, and training and education on diverse topics, including responsible product use.

We sell our Performance Products through our local sales offices to the personal care, industrial chemical and chemical catalyst industries. We market these products predominately in the United States.

Customers

We have approximately 4,500 customers, of which approximately 4,300 customers are served by our Animal Health and Mineral Nutrition businesses. We consider a diverse set of livestock producers, including poultry and swine operations and beef and dairy cattle farmers, to be the primary customers of our livestock products. We sell our animal health and mineral nutrition products directly to livestock and aquaculture producers and to distributors that typically re-sell the products to livestock producers. We sell our companion animal product using a distributor calling on veterinary clinics. We do not consider the business to be dependent on a single customer or a few customers, and we believe the loss of any one customer would not have a material adverse effect on our results.

We typically sell pursuant to purchase orders from customers and generally do not enter into long-term delivery contracts.

Product Registrations, Patents and Trademarks

We own certain product registrations, patents, trade names and trademarks, and use know-how, trade secrets, formulae and manufacturing techniques, which assist in maintaining the competitive positions of certain of our products. We believe that technology is an important component of our competitive position, and it provides us with low-cost positions enabling us to produce high quality products. Patents protect some of our technology, but a significant portion of our competitive advantage is based on know-how built up over many years of commercial operation, which is protected as trade secrets. We own, or have exclusive rights to use under license, approximately 300 patents or pending applications in more than 40 countries but we believe that no single patent is of material importance to our business and, accordingly, that the expiration or termination thereof would not materially affect our business.

We market our animal health products under hundreds of governmental product registrations approving many of our products with respect to animal drug safety and efficacy. The use of many of our medicated products is regulated by authorities that are specific to each country, e.g., the FDA in the United States, Health Canada in Canada and European Food Safety Authority (“EFSA”) and the European Medicines Agency (“EMA”) in Europe. Medicated product registrations and requirements are country- and product-specific for each country in which they are sold. We continuously monitor, maintain and update the appropriate registration files pertaining to such regulations and approvals. In certain countries where we work with a third-party distributor, local regulatory requirements may require registration in the name of such distributor. As of June 30, 2025, we had approximately 1,575 Animal Health product registrations globally, including approximately 880 MFA registrations, 335 vaccine registrations (including autogenous vaccines) and 360 registrations for nutritional specialty products.

Additionally, many of our vaccine products are based on proprietary master seeds, proprietary adjuvant formulations or patented virus grouping technology. We actively seek to protect our proprietary information, including our trade secrets and proprietary know-how, by seeking to require our employees, consultants, advisors and partners to enter into confidentiality agreements and other arrangements upon the commencement of their employment or engagement.

We seek to file and maintain trademark registrations around the world based on commercial activities in most regions where we have, or desire to have, a business presence for a particular product or service. We currently maintain, or have rights to use under license, approximately 4,200 trademark registrations or pending applications globally, identifying goods and services related to our business.

Our technology, brands and other intellectual property are important elements of our business. We rely on patent, trademark, copyright and trade secret laws, as well as non-disclosure agreements, to protect our intellectual property rights. Our policy is to vigorously protect, enforce and defend our rights to our intellectual property, as appropriate.

Compliance with Government Regulation

Many of our animal health and mineral nutrition products require licensing by a governmental agency before marketing. To maintain compliance with these regulatory requirements, we have established processes, systems and dedicated resources with end-to-end involvement from product concept to launch and maintenance in the market. Our regulatory function seeks to engage in dialogue with various global agencies regarding their policies that relate to animal health products. For products that are currently subject to formal licensing by government agencies, our business relies on the ongoing approval and/or periodic re-approval of those licenses. Failure to maintain and, where applicable, renew those licenses for any reason including, but not limited to, changing regulations, more stringent technical, legal or regulatory requirements, or failure of the company or its agents to make timely, complete or accurate submissions, could result in suspension or loss of the company's rights to market its products in one or more countries.

United States

In the United States, governmental oversight of animal nutrition and health products is conducted primarily by the FDA and/or the United States Department of Agriculture ("USDA"). The United States Environmental Protection Agency (the "EPA") has jurisdiction over certain products applied topically to animals or to premises to control external parasites and shares regulatory jurisdiction of ethanol manufactured in biofuel manufacturing facilities with the FDA.

The FDA regulates foods intended for human consumption and, through the Center for Veterinary Medicine ("CVM"), regulates the manufacture and distribution of animal drugs marketed in the U.S. including those administered to animals from which human foods are derived. All manufacturers of animal health pharmaceuticals marketed in the United States, must show their products to be safe, effective and produced by a consistent method of manufacture as defined under the Federal Food, Drug, and Cosmetic Act. To protect the food and drug supply, the FDA develops technical standards for human and animal drug safety, effectiveness, labeling and Good Manufacturing Practice. The CVM evaluates data necessary to support approvals of veterinary drugs. Drug sponsors are required to file reports of certain product quality defects and adverse events in accordance with agency requirements.

FDA approval of Type A Medicated Feed Articles and drugs is based on satisfactory demonstration of safety, efficacy, manufacturing quality standards and appropriate labeling. Efficacy requirements are based on the desired label claim and encompass all species for which label indication is desired. Safety requirements include target animal safety and, in the case of food animals, human food safety ("HFS"). HFS reviews include drug residue levels and the safety of those residue levels. In addition to the safety and efficacy requirements for animal drugs used in food-producing animals, environmental safety must be demonstrated. Depending on the compound, the environmental studies may be quite extensive and expensive. In many instances, the regulatory hurdles for a drug that will be used in food-producing animals are at least as stringent as, if not more so than, those required for a drug used in humans. In addition, certain safety requirements relating to antimicrobial resistance must be met for antimicrobial products.

The CVM Office of New Animal Product Evaluation is responsible for reviewing information submitted by drug sponsors who wish to obtain approval to manufacture and sell animal drugs. A new animal drug is deemed unsafe unless there is an approved New Animal Drug Application ("NADA"). Virtually all animal drugs are "new animal drugs" within the meaning of the Federal Food, Drug, and Cosmetic Act. An approved Abbreviated New Animal Drug Application ("ANADA") is a generic equivalent of an NADA previously approved by the FDA. Both are regulated by the FDA. However, because human food safety and environmental safety are issues for food-producing animals, the animal drug approval process for food-producing animals typically takes longer than for companion animals.

The FDA may deny an NADA or ANADA if applicable regulatory criteria are not satisfied, require additional testing or information, or require post-marketing testing and surveillance to monitor the safety or efficacy of a product. There can be no assurances that FDA approval of any NADA or ANADA will be granted on a timely basis, or at all. Moreover, if regulatory approval of a product is granted, such approval may entail limitations on the indicated uses for which it may be marketed. Finally, product approvals may be withdrawn if compliance with regulatory standards is not maintained or if problems occur following initial marketing. Among the conditions for NADA or ANADA approval is the requirement that the prospective manufacturer's quality control and manufacturing procedures conform to FDA's current Good Manufacturing Practice ("cGMP") regulations. A manufacturing facility is periodically inspected by the FDA for determination of compliance with cGMP after an initial pre-approval inspection. Certain subsequent manufacturing changes must be approved by the FDA prior to implementation. In complying with standards set forth in these regulations, manufacturers must continue to expend time, monies and effort in the area of production and quality control to ensure compliance. The process of seeking FDA approvals can be costly, time-consuming and subject to unanticipated and significant delays. There can be no assurance that such approvals will be granted on a timely basis, or at all. Any delay in obtaining or any failure to obtain FDA or foreign government approvals, or the suspension or revocation of such approvals, would adversely affect our ability to introduce and market our products and to generate revenue.

The issue of the potential for increased bacterial resistance to certain antibiotics used in certain food-producing animals is the subject of discussions on a worldwide basis and, in certain instances, has led to government restrictions on the use of antibiotics in these food-producing animals. The sale of antibiotics is a material portion of our business. Legislative bills are introduced in the United States Congress from time to time that, if adopted, could have an adverse effect on our business. One of these initiatives is a proposed bill called the Preservation of Antibiotics for Medical Treatment Act, which has been introduced in almost every Congress since the mid 2000's. To date, such bills have not had sufficient support to become law. Should statutory, regulatory or other developments result in restrictions on the sale of our products, it could have a material adverse impact on our financial position, results of operations and cash flows.

The USDA regulates the U.S. veterinary vaccines through the Center for Veterinary Biologics ("CVB"), which implements the Virus-Serum-Toxin Act to assure that pure, safe, potent and effective veterinary biologics are available for diagnosis, prevention and treatment of animal diseases. The CVB monitors and inspects vaccine products and the manufacturing facilities.

The EPA has established and monitors the Renewable Fuel Standard program, for which some of our biofuel manufacturing facilities must comply. Compliance includes generating and tracking renewable identification numbers documentation over transfer, blending and exporting, and quarterly reporting.

Virginiamycin. In November 2004, the CVM released a draft for comment of its risk assessment of streptogramin resistance for treatment of certain infections in humans attributable to the use of streptogramins in animals (the "risk assessment"). The risk assessment was initiated after approval of a human drug called Synercid® (quinupristin/dalfopristin) for treating vancomycin-resistant Enterococcus faecium ("VREf"), which led to increased attention regarding the use of streptogramins in animals. Synercid and virginiamycin (the active ingredient in our Stafac product) are both members of the streptogramin class of antimicrobial drugs. The risk assessment was unable to produce any firm conclusions as to whether, and, if so, how much, the use of virginiamycin in food animals contributes to the occurrence of streptogramin-resistant infections in humans via a foodborne pathway.

In classifying streptogramins in 2003 as a "medically important antimicrobial" ("MIA") on the CVM's Guidance for Industry ("GFI") 152 list, a guidance document for evaluating the microbial safety of antimicrobial new animal drugs on food for human consumption, the FDA's stated concern was the potential impact on use of Synercid for treating VREf in humans. In 2010, the U.S. label for Synercid was changed and the VREf indication was removed. The FDA determined that data submitted by the sponsor of Synercid failed to verify clinical benefit of the product for the treatment of VREf infections in humans. We requested that the FDA remove the streptogramin class of antimicrobials from GFI 152 to reflect that they are not "medically important" for human therapy, however, the FDA declined our request. The FDA has issued a draft of GFI 152 and the streptogram class of antimicrobials was still included as medically important. Phibro submitted comments again to the open docket recommending that streptogramins be listed as not medically important, particularly in light of the withdrawal of Synercid from the U.S. market by the sponsor. There is no certainty surrounding the outcome of the current review of the GFI 152 list and actions that may be taken by the FDA.

MIAs. Effective January 2017, the CVM's revised Veterinary Feed Directive ("VFD") regulations, which included changes to the control and use of antimicrobial products for use in animal feed, require that affected antimicrobial products may only be used if authorized by a veterinarian in accordance with the regulations. Prior to implementation of the revised VFD regulations, many approved antimicrobial products could be obtained and used without formal veterinary authorization.

In January 2017, the FDA and industry, including us, completed the process of label changes for MIA products to remove production claims and to limit the use of MIAs to those uses that are considered necessary for assuring animal health, namely for the prevention, control and/or treatment of disease, and that MIA use in food-producing animals should include veterinary oversight or consultation. The label changes were the result of recommendations from the CVM, as described in GFI 213 ("New Animal Drugs and New Animal Drug Combination Products Administered in or on Medicated Feed or Drinking Water of Food-Producing Animals: Recommendations for Drug Sponsors for Voluntarily Aligning Product Use Conditions with GFI 209") and GFI 209 ("The Judicious Use of Medically Important Antimicrobial Drugs in Food-Producing Animals").

In September 2023, CVM published a draft guidance, GFI # 273 titled "Defining Durations of Use for Approved Medically Important Antimicrobial Drugs Fed to Food-Producing Animals" ("FDA Guidance 273"). The FDA's stated objective in issuing this guidance was to provide specific recommendations to animal drug sponsors on how to revise the product use conditions (e.g., dosage regimen, instructions for use) of affected products to better target when and for how long a drug may be used to effectively treat, control, or prevent the disease(s) for which the product is indicated. Such revisions are intended to provide for the continued effective use of these products while minimizing the extent of antimicrobial drug exposure, thereby supporting efforts to mitigate the development of antimicrobial resistance. The framework in this guidance outlines the voluntary changes on the part of companies such as Phibro to establish defined durations of use for all medically important antimicrobial animal drugs administered in the feed or drinking water. Implementation of this guidance may result in shorter durations of use for Phibro products compared to how the products are used today.

Carbadox. In April 2016, the FDA began initial steps to withdraw approval of carbadox (the active ingredient in our Mecadox product) via a regulatory process known as a Notice of Opportunity for Hearing ("NOOH"), due to concerns that certain residues from the product may persist in animal tissues for longer than previously determined. In the years following, Phibro has continued an ongoing process of responding collaboratively and transparently to the CVM inquiries and has provided extensive and meticulous research and data that confirmed the safety of carbadox. In July 2020, the FDA announced it would not proceed to a hearing on the scientific concerns raised in the 2016 NOOH, consistent with the normal regulatory procedure, but instead announced that it was withdrawing the 2016 NOOH and issuing a proposed order to review the regulatory method for carbadox. Phibro reiterated the safety of carbadox and the appropriateness of the regulatory method and offered to work with the CVM to generate additional data to support the existing regulatory method or select a suitable alternative regulatory method.

In March 2022, the FDA held a Part 15 virtual public hearing seeking data and information related to the safety of carbadox in which Phibro participated and again detailed the research and data that confirm the safety of carbadox. In November 2023, the FDA issued a final order to revoke the approved method for detecting carbadox residues. The FDA also provided notice in the Federal Register proposing to withdraw approval of all NADAs providing for use of carbadox in medicated swine feed and announcing an opportunity for Phibro to request a hearing on this proposal. This second action is based on CVM's determination that there is no approved regulatory method to detect carbadox residues in the edible tissues of the treated swine. Phibro is continuing to defend swine producers' ability to use Mecadox. We have requested a full evidentiary hearing on the merits before an administrative law judge. In January 2024, Phibro filed a lawsuit in the D.C. Federal District Court asking the court to invalidate the order which revoked the regulatory method for carbadox. Should we be unable to successfully defend the safety of the product, the loss of carbadox sales will have an adverse effect on our financial condition and results of operations. Sales of Mecadox (carbadox) for the year ended June 30, 2025 were approximately $20 million. As of the date of this Annual Report on Form 10-K, Mecadox continues to be available for use by swine producers.

Manufacturing. The FDA routinely carries out audits related to cGMP standards for manufacturing facilities that make veterinary drug products and active pharmaceutical ingredients approved for sale in the U.S. The FDA inspectors may make observations during these inspections, which may require corrective action in order for the manufacturing facility to remain in compliance with cGMP standards. Failure to take such corrective actions could result in the manufacturing facility being ineligible to receive future FDA approvals. In very serious cases of noncompliance with cGMP standards, the FDA may issue a warning letter which could result in products produced in such manufacturing facilities to be ineligible for sale in the U.S. Although it is our objective to remain in full conformance with U.S. cGMP standards, we have in the past received adverse observations and may in the future receive adverse observations or warning letters. Failure to comply with cGMP standards could have a material impact on our business and financial results.

European Union

European Union ("E.U.") legislation requires that veterinary medicinal products must have a marketing authorization before they are placed on the market in the E.U. A veterinary medicinal product must meet certain quality, safety, efficacy and environmental criteria to receive a marketing authorization. The European Medicines Agency (and its main veterinary scientific committee, the Committee for Medicinal Products for Veterinary Use) and the national authorities in the various E.U. Member States are responsible for administering this regime.

A separate E.U. regime applies to feed additives. It provides for a re-registration process for existing additives and this process is ongoing. For certain types of additives, the authorizations are not generic in nature (so that they can be relied upon by any operator) but are limited to the company that obtained the marketing authorization. They are known as Brand Specific Approvals ("BSA"). The system is similar to the U.S. system, where, for certain types of additives, regulatory approval is for the formulated product or "brand."

The EFSA is responsible for the E.U. risk assessment regarding food and feed safety. Operating under the European Commission, in close collaboration with national authorities and in open consultation with its stakeholders, the EFSA provides independent scientific advice and communication on existing and emerging risks. The EFSA may issue advice regarding the process of adopting or revising European legislation on food or feed safety, deciding whether to approve regulated substances such as pesticides and food additives, or developing new regulatory frameworks and policies, for instance, in the field of nutrition. The EFSA aims to provide appropriate, consistent, accurate and timely communications on food safety issues to all stakeholders and the public at large, based on the Authority's risk assessments and scientific expertise. The containment of antimicrobial resistance is one of the key areas of concern for the EFSA, EMA, the European Commission and its Directorates, the European Parliament and European Member State Governments.

A number of manufacturers, including us, submitted dossiers in order to re-register various anticoccidials for the purpose of obtaining regulatory approval from the European Commission. The BSA for our nicarbazin product was published in October 2010. Our reauthorization submission was made on time and is pending. We sell nicarbazin under our own BSA and as an active ingredient for another marketer's product that has obtained a BSA and is sold in the E.U. Similarly, a BSA for Avatec for turkeys and gamebirds was published in 2010 and 2011, respectively. We have submitted a dossier for reauthorization in accordance with the requirements of the EFSA and responded to requests for additional information from the EFSA by submitting additional data for each product. The current BSAs remain valid while the EFSA reviews the additional data we have submitted. There can be no guarantee that these submissions will be reviewed favorably or in a timely manner. Failure to gain reauthorization in a timely manner could have an adverse financial impact on our business.

The Delegating and Implementing Acts under E.U. Regulation 2019/6 includes provisions that could require animals or animal origin products imported into the E.U. from other countries to be produced under the same conditions as are required in the E.U. This may preclude the use of veterinary products not approved in the E.U. or require animal health products to be used in the manner approved in the E.U. If such restrictions are implemented, they could result in a reduction or elimination of the use of our products, especially our antibacterial products, in countries that export animals or animal origin products to the E.U. and other countries that align their regulations with E.U. regulations.

Brazil

The Ministry of Agriculture, Livestock Production and Supply ("MAPA") is the regulatory body in Brazil responsible for the regulation and control of pharmaceuticals, biologicals and medicinal feed additives for animal use. MAPA's regulatory activities are conducted through the Secretary of Agricultural Defense and its Livestock Products Inspection Department. These activities include the inspection and licensing of both manufacturing and commercial establishments for veterinary products, as well as the submission, review and approval of pharmaceuticals, biologicals and medicinal feed additives.

Other Countries

We are subject to regulatory requirements governing investigation, clinical trials and marketing approval for animal drugs in many other countries in which our products are sold. The regulatory approval process includes similar risks to those associated with the FDA and European Commission approvals set forth above.

Global Policy and Guidance

Country-specific regulatory laws have provisions that include requirements for certain labeling, safety, efficacy and manufacturers' quality procedures (to assure the consistency of the products), as well as company records and reports. With the exception of Australia, Canada, Japan and New Zealand, most other countries' regulatory agencies will generally refer to the FDA, USDA, E.U. and other international animal health entities, including the World Organization for Animal Health, Codex Alimentarius Commission, the recognized international standard-setting body for food ("Codex"), before establishing their own standards and regulations for veterinary pharmaceuticals and vaccines.

The Joint FAO/WHO Expert Committee on Food Additives is an international expert scientific committee that is administered jointly by the Food and Agriculture Organization of the United Nations and the World Health Organization. It provides risk assessments and safety evaluations of residues of veterinary drugs in animal products as well as exposure and residue definition and maximum residue limit proposals for veterinary drugs in traded food commodities. These internationally published references may also be used by national authorities when setting domestic standards. We work with the national authorities to establish acceptable safe levels of residual product in food-producing animals after treatment. This in turn enables the calculation of appropriate withdrawal times for our products prior to an animal entering the food chain.

In July 2014, the Codex adopted risk management advice language for a number of compounds including carbadox. The advice language states "authorities should prevent residues of carbadox in food. This can be accomplished by not using carbadox in food producing animals." The advice language is to provide advice only and is not binding on individual national authorities, and almost all national authorities already have long-established regulatory standards for carbadox, including prohibiting the use of carbadox in swine production within their territory, prohibiting the importation of pork from swine that are fed carbadox, or permitting the importation of pork from swine that are fed carbadox provided there is no detection of carbadox residues in the meat. The advice language may be considered by national authorities in making future risk management determinations. To the extent additional national authorities elect to follow the advice and prohibit the use of carbadox in food-producing animals and/or the importation of pork from swine that are fed carbadox, such decisions could have an adverse effect on our sales of carbadox in those countries or in countries that produce meat for export to those countries.

Advertising and Promotion Review

Promotion of animal health products is controlled by regulations in many countries. These rules generally restrict advertising and promotion to those approved claims and uses that have been reviewed and endorsed by the applicable agency. We conduct a review of promotion material for compliance with the local and regional requirements in the markets where we sell animal health products.

In the E.U., marketing and promotional activities for pharmaceutical and veterinary medicinal products are subject to stringent regulations that vary by member state. In particular, promotional practices related to antibiotic products are significantly restricted and in many cases, outright prohibited. These limitations apply regardless of the nature or accuracy of the product claims. As a result, we are evaluating permissible promotional strategies in the E.U., taking into account the extent of our direct commercial presence in each country, as well as activities conducted through third-party distributors.

Food Safety Inspection Service/Generally Recognized As Safe

The FDA is authorized to determine the safety of substances (including "generally recognized as safe" or "GRAS" substances, and food and feed additives), as well as prescribing safe conditions of use. The FDA, which has the responsibility for determining the safety of substances, together with the Food Safety and Inspection Service, the food safety branch within the USDA, maintain the authority in the United States to determine that new substances and new uses of previously approved substances are suitable for use in meat, milk and poultry products.

Competition

We are engaged in highly competitive industries and, with respect to all our major products, face competition from a substantial and continually evolving number of global and regional competitors. Some competitors have greater financial, R&D, manufacturing and other resources than we have. Our competitive position is based principally on our product registrations, customer service and support, breadth of product line, product quality, manufacturing technology, facility locations and product prices. We face competition in every market in which we participate. Many of our products face competition from products that may be used as an alternative or substitute.

There has been, and there may continue to be, consolidation in the animal health market, which could strengthen our competitors. Our competitors can be expected to continue to improve the design and performance of their products and to introduce new products with competitive price and performance characteristics. There can be no assurance that we will have sufficient resources to maintain our current competitive position, however, we believe the following strengths create sustainable competitive advantages that will enable us to continue our growth as a leader in our industry.

Products Aligned with Need for Increased Protein Production

Increased scarcity of natural resources is increasing the need for efficient production of food animals such as poultry, swine and cattle. Our animal health products, including our MFAs, vaccines and nutritional specialty products, help prevent and manage disease outbreaks and enhance nutrition to help support natural defenses against diseases. These products are often critical to our customers' efficient production of healthy animals. Our leading MFAs product franchise, Stafac®/V-Max®/Eskalin®, is approved in over 30 countries for use in poultry, swine and beef and dairy cattle and is regarded as one of the leading MFA products for production animals. Our nicarbazin and amprolium MFAs are globally recognized anticoccidials. Our nutritional specialty product offerings such as OmniGen-AF and Animate are used increasingly in the global dairy industry, and Magni-Phi® and MicroLife® Prime are rapidly becoming important products for poultry producers. Our vaccine products are effective against critical diseases in poultry, swine and beef and dairy cattle.

Global Presence with Existing Infrastructure in Key High-Growth Markets

We have an established direct presence in many important emerging markets, and we believe we are a leader in many of the emerging markets in which we operate. Our existing operations and established sales, marketing and distribution network in approximately 90 countries provide us with opportunities to take advantage of global growth opportunities. Outside of the United States, our global footprint reaches to key high growth regions (countries where the livestock production growth rate is expected to be higher than the average growth rate) including Brazil and other countries in South America, China, India and Southeast Asia, Mexico, Turkey, Australia, Canada, Poland and other Eastern European countries and South Africa and other countries in Africa. Our operations in countries outside of the United States contributed approximately 55% of our Animal Health net sales for the year ended June 30, 2025.

Leading Positions in High Growth Sub-sectors of the Animal Health Market

We are a global leader in the development, manufacture and commercialization of MFAs and nutritional specialty products for the animal health market. We believe we are well positioned in the fastest growing food animal species segments of the animal health market with significant presence in poultry and swine. We believe our sales of MFA products were third largest in the animal health market.

Diversified and Complementary Product Portfolio with Strong Brand Name Recognition

We market products across the three largest livestock species (poultry, swine, and beef and dairy cattle) and aquaculture and in the major product categories (MFAs, vaccines and nutritional specialty products). We believe our diversity of species and product categories enhances our sales mix and lowers our sales concentration risk. The complementary nature of our Animal Health and Mineral Nutrition portfolio provides us with unique cross-selling opportunities that can be used to gain access to new customers or deepen our relationships with existing customers. We believe we have strong brand name recognition for the Phibro name and for many of our animal health and mineral nutrition products, and we believe Phibro vaccines are recognized as an industry standard in efficacy against highly virulent disease challenges. Our diverse portfolio of products also allows us to address the distinct growing conditions of livestock in different regions.

Experienced Sales Force and Technical Support Staff with Strong, Consultative Customer Relationships

Within our Animal Health and Mineral Nutrition segments, utilizing both our sales, marketing and technical support organization of approximately 520 employees and a broad distribution network, we market our portfolio of more than 720 product lines to livestock producers and veterinarians in approximately 90 countries. We interact with customers at both their corporate and operating level, which we believe allows us to develop an in-depth understanding of their needs. Our technical support and research personnel are also important contributors to our overall sales effort. We have a total of approximately 280 technical, field service and quality control/quality assurance personnel throughout the world. These professionals interface directly with our key customers to provide practical solutions to derive optimum benefits from our products.

Experienced, Committed Employees and Management Team

We have a diverse and highly skilled team of animal health professionals, including technical and field service personnel located in key countries throughout the world. These individuals have extensive field experience and are vital to helping us maintain and grow our business. Many of our field team have more than 20 years of experience in the animal health industry and many have been with us for more than 10 years.

We have a strong management team with a proven track record of success at both the corporate and operating levels. The executive management team has diverse backgrounds and on average more than 30 years of experience in the animal health or related industry.

Human Capital

As of June 30, 2025, we had approximately 2,475 employees in 70 locations spanning 36 countries. Certain of our Brazilian employees are covered by multi-employer regional industry-specific unions. Certain of our Israeli and United States employees are covered by site-specific collective bargaining agreements. Certain employees globally are covered by individual employment agreements.

We strive to nurture a strong culture that empowers team members and provides opportunities for growth and development. The Denison Organization Culture survey was administered to all employees globally in 2017, 2023, and 2025, with an abbreviated survey on key points conducted in 2021 and will continue to be used as a key metric to measure our ongoing organizational health initiative focused on building employee capability, leadership development, employee onboarding and sales force effectiveness.

At Phibro we view the strength of our team as a critical component of our success. The following principles, which guide our decisions and actions, provide an overview of how we approach management of human capital resources.

Our Most Valuable Asset – The Company and its Employees

We recognize that our employees provide the competitive edge needed to compete successfully in world markets. We adhere to human resources policies and practices that meet the needs of the business and the individual, so that we can attract and retain the highest caliber employees. Talent development is a strategic priority at Phibro, and we offer opportunities for growth at all levels of the company. Our goal is to ensure we have the right colleagues with the right skills in the right roles and with the appropriate support to build leadership capabilities and drive organizational results. As business priorities evolve and we seek to innovate, we work to nurture and develop current talent to best serve future needs. We take a programmatic and focused approach to developing our people.

Achievement of business objectives and the fulfillment of individual career aspirations are reinforced by our competitive compensation and benefit programs, comprehensive training and development programs, health and safety programs that promote and safeguard employees' well-being, and work environments that are conducive to the successful application of skills and knowledge. In addition to traditional professional development, we offer a robust, cloud-based online training curriculum from one of the leading providers of development material for learning-focused organizations.

Employee safety is paramount. We have implemented our Road to Zero initiative, which utilizes teaming concepts to elevate employee involvement in project-based improvement activities. Participation drives a strong culture of safety and quality. Road to Zero provides a formal system for engagement, shared responsibility, leadership opportunities, meaningful contributions and accountability. We have and will continue to take the necessary daily precautions as recommended by local government authorities to keep our employees safe.

Strength Through Diversity & Inclusion

We create a positive and supportive work environment for our employees. Our approach emphasizes the need for impartial and just treatment of all individuals and the importance of having diverse perspectives and voices included in the decision-making process to maximize the achievement of innovative and successful outcomes.

Respecting Employees

Phibro employees are our greatest strength and most valuable asset. When we equip team members to apply their skills, talent and passions to contribute and make a positive impact, everyone succeeds. When we thrive as individuals and teams, the Company thrives. We promote from within wherever possible, safeguard the confidentiality of employee records and keep employees informed of issues affecting them.

Cultivating One Leader at a Time

Our proprietary Leadership Model is a framework that guides how our people plan and act to advance company priorities. We strive for each executive/manager/employee to be consistently challenged to:

- See what needs to be done (strategy, vision, growth);
- Get it done (execution); and
- Get it done the right way (how you do it).

Recognizing that leadership may be exhibited differently by an individual contributor versus a first-line manager versus an upper-level manager, all Phibro employees are consistently expected to demonstrate leadership behaviors.

Manufacturing

The Animal Health business segment manufactures many products internally and supplements that production with contract manufacturing organizations (“CMOs”) as necessary.

We manufacture active pharmaceutical ingredients for certain of our antibacterial and anticoccidial products in Guarulhos and Braganca Paulista, Brazil; Chicago Heights, Illinois, Eagle Grove, Iowa, and Salisbury, Maryland; Medolla, Italy; and Suzhou, China. We manufacture active pharmaceutical ingredients for certain of our anticoccidial and antimicrobial products in Neot Hovav, Israel and Willow Island, West Virginia. We produce vaccines in Beit Shemesh, Israel, Sligo, Ireland, Omaha, Nebraska, and Guarulhos, Brazil. We produce adjuvants in Omaha, Nebraska. We produce pharmaceuticals, disinfectants and other animal health products in Petach Tikva, Israel. We produce certain of our nutritional specialty products in Quincy and Chillicothe, Illinois and Sarasota, Florida. We produce certain of our mineral nutrition products in Quincy, Illinois and Omaha, Nebraska.

We supplement internal manufacturing and production capabilities with CMOs. We purchase certain active pharmaceutical ingredients for other medicated products from CMOs in China, India and other locations. We then formulate the final dosage form in our facilities and in contract facilities located in Argentina, Australia, Brazil, Canada, China, Israel, Malaysia, Mexico, South Africa, United Kingdom, and United States.

We purchase certain raw materials necessary for the commercial production of our products from a variety of third-party suppliers. Such raw materials are generally available from multiple sources, are purchased worldwide and are normally available in quantities adequate to meet the needs of the Company’s business.

We believe that our existing facilities, as supplemented by CMOs, are adequate for our current requirements and for our operations in the foreseeable future.

Research and Development

Most of our manufacturing facilities have chemists and technicians on staff involved in product development, quality assurance, quality control and providing technical services to customers. Research, development and technical service efforts are conducted by our veterinarians (DVMs) and nutritionists at various facilities.

We operate Animal Health R&D and product testing at several of our domestic and international facilities. We also engage various independent contract research organizations to undertake research and development activities.

These facilities provide R&D services relating to: fermentation development and micro-biological strain improvement; vaccine development; chemical synthesis and formulation development; nutritional specialty product development; and ethanol-related products.

Environmental, Health and Safety

Our operations and properties are subject to Environmental Laws (as defined below) and regulations. We have incurred, and will continue to incur, expenses to attain and maintain compliance with Environmental Laws. While we believe that our operations are currently in material compliance with Environmental Laws, we have, from time to time, received notices of violation from governmental authorities, and have been involved in civil or criminal action for such violations. Additionally, at various sites, our subsidiaries are engaged in continuing investigation, remediation and/or monitoring to address contamination associated with historical operations. We maintain accruals for costs and liabilities associated with Environmental Laws, which we currently believe are adequate. In many instances, it is difficult to predict the ultimate costs under Environmental Laws and the time period during which such costs are likely to be incurred.

Governmental authorities have the power to enforce compliance with their regulations. Violators of Environmental Laws may be subject to civil, criminal and administrative penalties, injunctions or both. Failure to comply with Environmental Laws may result in the temporary or permanent suspension of operations and/or permits, limitations on production, or increased operating costs. In addition, private plaintiffs may initiate lawsuits for personal injury, property damage, diminution in property value or other relief as a result of our operations. Environmental Laws, and the interpretation or enforcement thereof, are subject to change and may become more stringent in the future, potentially resulting in substantial future costs or capital or operating expenses. We devote considerable resources to complying with Environmental Laws and managing environmental liabilities. We have developed programs to identify requirements under and maintain compliance with Environmental Laws; however, we cannot predict with certainty the impact of increased and more stringent regulation on our operations, future capital expenditure requirements, or the cost of compliance. Based upon our experience to date, we believe that the future cost of compliance with existing Environmental Laws, and liabilities for known environmental claims pursuant to such Environmental Laws, will not have a material adverse effect on our financial position, results of operations, cash flows or liquidity.

Environmental, Health and Safety Regulations

The following summarizes the principal Environmental Laws affecting our business.

Waste Management. Our operations are subject to statutes and regulations addressing the contamination by, and management of, hazardous substances and solid and hazardous wastes. In the United States, the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended ("CERCLA"), also known as the "Superfund" law, and comparable state laws, generally impose strict joint and several liability for costs of investigation and remediation and related liabilities, on defined classes of "potentially responsible parties" ("PRPs"). PRPs can be required to bear all of such costs regardless of fault, the legality of the original disposal or ownership of the disposal site. We have been, and may become, subject to liability under CERCLA for cleanup costs or investigation or clean up obligations or related third-party claims in connection with releases of hazardous substances at or from our current or former sites or offsite waste disposal facilities used by us, including those caused by predecessors or relating to divested properties or operations.

We must also comply with the Resource Conservation and Recovery Act of 1976, as amended ("RCRA"), and comparable state laws regulating the treatment, storage, disposal, remediation and transportation of solid and hazardous wastes. These laws impose management requirements on generators and transporters of such wastes and on the owners and operators of treatment, storage and disposal facilities. As current or historic recyclers of chemical waste, certain of our subsidiaries have been, and are likely to be, the focus of extensive compliance reviews by environmental regulatory authorities under RCRA. Our subsidiary Phibro-Tech currently has a RCRA operating permit for its Santa Fe Springs, California facility, for which a renewal application is under review and a draft permit has been issued for public review and comment. Phibro-Tech initially submitted an application for renewal of its permit for the Santa Fe Springs facility in 1996. We are unable to predict when the State of California will make a final permitting decision. Until the State of California issues its final decision on the renewal application, the facility is continuing to operate under the exiting permit. Phibro-Tech has updated its permit application on several occasions, and Department of Toxic Substances Control has approved a number of permit modifications to the existing permit. In addition, because we or our subsidiaries have closed several facilities that had been the subject of RCRA permits, we or our subsidiaries have been and will be required to investigate and remediate certain environmental contamination conditions at these closed plant sites within the requirements of RCRA corrective action programs.

Federal Water Pollution Control Act, as amended. We must comply with regulations related to the discharge of pollutants to the waters of the United States without governmental authorization, including those pursuant to the Federal Water Pollution Control Act.

Chemical Product Registration Requirements. We must comply with regulations related to the testing, manufacturing, labeling, registration and safety analysis of our products in order to distribute many of our products, including, for example, in the United States, the federal Toxic Substances Control Act and Federal Insecticide, Fungicide and Rodenticide Act, and in the E. U., the Regulation on Registration, Evaluation, Authorization and Restriction of Chemical Substances ("REACH").

Air Emissions. Our operations are subject to the U.S. Clean Air Act (the "CAA") and comparable U.S. state and foreign statutes and regulations, which regulate emissions of various air pollutants and contaminants. Certain of the CAA's regulatory programs are the subject of ongoing review and/or are subject to ongoing litigation, such as the rules establishing new Maximum Achievable Control Technology for industrial boilers; significant expenditures may be required to meet current and emerging air quality standards. Regulatory agencies can also impose administrative, civil and criminal penalties for non-compliance with air permits or other air quality regulations. States may choose to set more stringent air emissions rules than those in the CAA. State, national and international authorities have also issued requirements focusing on greenhouse gas reductions. In the United States, the EPA has promulgated federal greenhouse gas regulations under the CAA affecting certain sources. In addition, a number of state, local and regional greenhouse gas initiatives are also being developed or are already in place. In Israel and Brazil, implementation of the Kyoto Protocol requirements regarding greenhouse gas emission reductions consists of energy efficiency regulations, carbon dioxide emissions allowances trading and renewable energy requirements.

Capital Expenditures

We have incurred and expect to continue to incur costs to maintain compliance with environmental, health and safety laws and regulations. Our capital expenditures relating to environmental, health and safety regulations were $2.6 million for the fiscal year ended June 30, 2025. See "Business — Environmental, Health and Safety Regulations" for further descriptions.

Contamination and Hazardous Substance Risks

Investigation, Remediation and Monitoring Activities. Certain of PAHC's subsidiaries that are currently or were historically engaged in recycling and other activities involving hazardous materials have been required to perform site investigations at their active, closed and former facilities and neighboring properties. Contamination of soil, groundwater and other environmental media has been identified or is suspected at several of these locations, including Santa Fe Springs, California; Powder Springs, Georgia; Union, Illinois; Sewaren, New Jersey; Sumter, South Carolina; and Joliet, Illinois, and regulatory authorities have required, and will continue to require, further investigation, corrective action and monitoring over future years. These subsidiaries also have been, and in the future may be, required to undertake additional capital improvements as part of these actions. In addition, RCRA and other applicable statutes and regulations require these subsidiaries to develop closure and post-closure plans for their facilities and in the event of a facility closure, obtain a permit that sets forth a closure plan for investigation, remediation and monitoring and requires post-closure monitoring and maintenance for up to 30 years. We believe we are in material compliance with these requirements and maintain adequate reserves to complete remediation and monitoring obligations at these locations.

In connection with past acquisitions and divestitures, we have undertaken certain indemnification obligations that require us, or may in the future require us, to conduct or finance environmental cleanups at sites we no longer own or operate. Under the terms of the sale of the former facility in Joliet, Illinois, Phibro-Tech remains responsible for any required investigation and remediation of the site attributable to conditions at the site at the time of the February 2011 sale date, and we believe we have sufficient reserves to cover the cost of the remediation.

Potential Claims. In addition to cleanup obligations, we could also be held liable for all consequences arising out of human exposure to hazardous substances or other environmental damage, which liability may not be covered by insurance.

Environmental Accruals and Financial Assurance. We have established environmental accruals to cover known remediation and monitoring costs at certain of our current and former facilities. Our accruals for environmental liabilities are recorded by calculating our best estimate of probable and reasonably estimable future costs using current information that is available at the time of the accrual. Our accruals for environmental liabilities totaled $4.3 million and $4.3 million as of June 30, 2025 and 2024, respectively.

In certain instances, regulatory authorities have required us to provide financial assurance for estimated costs of remediation, corrective action, monitoring and closure and post-closure plans. Our subsidiaries, in most instances, have chosen to provide the required financial assurance by means of surety bonds or letters of credit issued pursuant to our revolving credit facility. As of June 30, 2025, surety bonds and letters of credit provided $15.2 million of financial assurance.

Workplace Health and Safety

We are committed to manufacturing safe products and achieving a safe workplace. Our Environmental Health and Safety ("EHS") Global Director, along with regional and site-based EHS professionals, manage environmental, health and safety matters throughout the Company. The site managers are responsible for implementing the established EHS controls. To protect employees, we have established health and safety policies, programs and processes at all our manufacturing sites. An external EHS audit is performed at each of our sites as needed based on the conditions at the respective sites.

Where You Can Find More Information

We are subject to the information and periodic and current reporting requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and, in accordance therewith, will file periodic and current reports, proxy statements and other information with the Securities and Exchange Commission ("SEC"). Such periodic and current reports, proxy statements and other information will be available to the public on the SEC's website at www.sec.gov and through our website at www.pahc.com. None of the information accessible on or through our website is incorporated into this Annual Report on Form 10-K.

Item 1A. Risk Factors

Risk Factors Summary

For a summary of risk factors, see our "Forward-Looking Statements and Risk Factors Summary" on page 3.

Risk Factors

You should carefully consider all of the information set forth in this Annual Report on Form 10-K, including the following risk factors, before deciding to invest in our Class A common stock. If any of the following risks occurs, our business, financial condition, results of operation or cash flows could be materially adversely affected. In any such case, the trading price of our Class A common stock could decline, and you could lose all or part of your investment. The risks below are not the only ones the Company faces. Additional risks not currently known to the Company or that the Company presently deems immaterial may also impair its business operations. This Annual Report on Form 10-K also contains forward-looking statements that involve risks and uncertainties. The Company's results could materially differ from those anticipated in these forward-looking statements as a result of certain factors, including the risks it faces described below and elsewhere. See also "Forward-Looking Statements and Risk Factors Summary."

Risk Factors Relating to Our Business

Outbreaks of animal diseases could significantly reduce demand for our products.

Sales of our food animal products could be materially adversely affected by the outbreak of disease carried by food animals, which could lead to the widespread death or precautionary destruction of food animals as well as the reduced consumption and demand for animal protein. The demand for our products could be significantly affected by outbreaks of animal diseases, and such occurrences may have a material adverse impact on the sale of our products and our financial condition and results of operations. The outbreaks of disease are beyond our control and could significantly affect demand for our products and consumer perceptions of certain meat products. An outbreak of disease could result in governmental restrictions on the import and export of chicken, pork, beef or other products to or from our customers. This could also create adverse publicity that may have a material adverse effect on our ability to sell our products successfully and on our financial condition and results of operations. In addition, outbreaks of disease carried by animals may reduce regional or global sales of particular animal-derived food products or result in reduced exports of such products, either due to heightened export restrictions or import prohibitions, which may reduce demand for our products due to reduced herd or flock sizes.

In recent years, outbreaks of African Swine Fever, primarily in China, have reduced animal populations and have reduced consumer demand for pork in the affected markets. In the past decade, there has been substantial publicity regarding H1N1, known as North American (or Swine) Influenza and, H5N1, known as Highly Pathogenic Avian Influenza, in the human population, birds and, most recently, dairy cattle. According to the World Health Organization (WHO), in 2022, 67 countries in five continents reported H5N1 high pathogenicity avian influenza outbreaks in poultry and wild birds to the World Organization for Animal Health, with more than 131 million domestic poultry lost due to death or culling in affected farms and villages. In 2023, another 14 countries reported outbreaks, mainly in the Americas, as the disease continued to spread. There have also been concerns relating to E. coli in beef and Salmonella in poultry and other food poisoning micro-organisms in meats and other foods. Consumers may associate human health fears with animal diseases, food, food production or food animals whether or not it is scientifically valid, which may have an adverse impact on the demand for animal protein. Occurrences of this type could significantly affect demand for animal protein, which in turn could affect the demand for our products in a manner that has a significant adverse effect on our financial condition and results of operations. Also, the outbreak of any highly contagious disease near our main production sites could require us to immediately halt production of our products at such sites or force us to incur substantial expenses in procuring raw materials or products elsewhere. Outbreaks of an exotic or highly contagious disease in a country where we produce our products may result in other countries halting importation of our products for fear that our product may be contaminated with the exotic organism.

Perceived adverse effects on human health linked to the consumption of food derived from animals that utilize our products could cause a decline in the sales of those products.

Our business depends heavily on a healthy and growing livestock industry. Some in the public perceive risks to human health related to the consumption of food derived from animals that utilize certain of our products, including certain of our MFA products. In particular, there is increased focus in the United States, the E.U., China and other countries on the use of antimicrobials in the livestock industry. In the United States, this focus is primarily on the use of medically important antimicrobials, which include classes that are prescribed in animal and human health and are listed in the Appendix of the FDA-CVM Guidance for Industry (GFI) 152. As defined by the FDA, medically important antimicrobials ("MIAs") include classes that are prescribed in animal and human health and are listed in the Appendix of GFI 152. Our products that contain virginiamycin, oxytetracycline, neomycin, streptomycin, tiamulin, chlortetracycline, or sulfamethazine are classified by the FDA as medically important antimicrobials and are included in the GFI 152 list. The FDA announced its intention to further review the GFI 152 list and to review labeling directions of products on the GFI 152 list, which may lead to increased restrictions on the use of these products. In addition to the United States, the WHO, the E.U., Australia and Canada have promulgated rating lists for antimicrobials that are used in veterinary medicine and that include certain of our products. The classification of our products as MIAs or similar listings may lead to a decline in the demand for and production of food products derived from animals that utilize our products and, in turn, demand for our products. Rules or regulations adopted by any territory that restrict the use of our products, especially our antibacterial products, which require animals or animal origin products imported into that territory to be produced under the same conditions as are required within the territory could result in a reduction or elimination of the use of our products in countries that export animals or animal origin products to such territories. Livestock producers may experience decreased demand for their products or reputational harm as a result of evolving consumer views of nutrition and health-related concerns, animal rights and other concerns. Any reputational harm to the livestock industry may also extend to companies in related industries, including us. In addition, campaigns by interest groups, activists and others with respect to perceived risks associated with the use of our products in animals, including position statements by livestock producers and their customers based on non-use of certain medicated products in livestock production, whether or not scientifically supported, could affect public perceptions and reduce the use of our products. Those adverse consumer views related to the use of one or more of our products in animals could have a material adverse effect on our financial condition and results of operations.

Restrictions on the use of antibacterials in food-producing animals may become more prevalent, including limitation of use related to implementation and compliance with FDA Guidance 273 and similar initiatives globally.

The issue of the potential transfer of antibacterial resistance from bacteria from food-producing animals to human bacterial pathogens, and the causality and impact of that transfer, are the subject of global scientific and regulatory discussion. Antibacterials refer to molecules that can be used to treat or prevent bacterial infections and are a sub-categorization of the products that make up our medicated feed additives portfolios. In some countries, this issue has led to government restrictions on the use of specific antibacterials in some food-producing animals, regardless of the route of administration (in feed, water, intra-mammary, topical, injectable or other route of administration). These restrictions include prohibitions on use of antibacterials for non-therapeutic uses, preventative use, duration of use and requiring veterinary oversight to use products. These restrictions are more prevalent in countries where animal protein is plentiful and governments are willing to take action even when there is scientific uncertainty.

Effective January 1, 2017, we voluntarily removed non-therapeutic claims from several of our antibacterial products sold in the United States, in order to align with the FDA's GFI 209 and GFI 213. The FDA objective, as described in GFI 209 and GFI 213, was to eliminate the production (non-therapeutic) uses of medically important antimicrobials administered in feed or water to food producing animals while providing for the continued use of medically important antimicrobials in food-producing animals for treatment, control and prevention of disease ("therapeutic" use) under the supervision of a veterinarian. The FDA indicated that it took this action to help preserve the efficacy of medically important antimicrobials to treat infections in humans.

In September 2023, CVM published a draft guidance, GFI # 273 titled "Defining Durations of Use for Approved Medically Important Antimicrobial Drugs Fed to Food-Producing Animals". The FDA's stated objective in issuing this guidance was to provide specific recommendations to animal drug sponsors on how to revise the product use conditions (e.g., dosage regimen, instructions for use) of affected products to better target when and for how long a drug may be used to effectively treat, control, or prevent the disease(s) for which the product is indicated. Such revisions are intended to provide for the continued effective use of these products while minimizing the extent of antimicrobial drug exposure, thereby supporting efforts to mitigate the development of antimicrobial resistance. The framework in this guidance outlines the voluntary changes on the part of companies such as Phibro to have all medically important antimicrobial animal drugs administered in the feed or drinking water have defined durations of use. Implementation of this guidance may result in shorter durations of use for Phibro products compared to how the products are used today.

Our global sales of antibacterials, anticoccidials and other products, including our Mecadox product, were $646 million, $421 million and $387 million for the years ended June 30, 2025, 2024 and 2023, respectively. We cannot predict whether concerns regarding the use of antibacterials will result in additional restrictions, expanded regulations or consumer preferences to discontinue or reduce use of antibacterials in food-producing animals, which could materially adversely affect our operating results and financial condition.

If the FDA withdraws approval of our Mecadox (carbadox) product, the loss of sales of such product could have a material adverse effect on our business, financial condition and results of operations.

Our Mecadox (carbadox) product has been approved for use in food animals in the United States for over 50 years. Certain regulatory bodies have raised concerns about the possible presence of certain residues of our carbadox product in meat from animals that consume the product. The product was banned for use in the E.U. in 1998 and has been banned in several other countries outside the United States.

In April 2016, the FDA began initial steps to withdraw approval of carbadox (the active ingredient in our Mecadox product) via a regulatory process known as a Notice of Opportunity for Hearing ("NOOH"), due to concerns that certain residues from the product may persist in animal tissues for longer than previously determined. In the years following, Phibro has continued an ongoing process of responding collaboratively and transparently to the CVM inquiries and has provided extensive and meticulous research and data that confirmed the safety of carbadox. In July 2020, the FDA announced it would not proceed to a hearing on the scientific concerns raised in the 2016 NOOH, consistent with the normal regulatory procedure, but instead announced that it was withdrawing the 2016 NOOH and issuing a proposed order to review the regulatory method for carbadox. Phibro reiterated the safety of carbadox and the appropriateness of the regulatory method and offered to work with the CVM to generate additional data to support the existing regulatory method or select a suitable alternative regulatory method.

In March 2022, the FDA held a Part 15 virtual public hearing seeking data and information related to the safety of carbadox in which Phibro participated and again detailed the research and data that confirm the safety of carbadox. In November 2023, the FDA issued a final order to revoke the approved method for detecting carbadox residues. The FDA also provided notice in the Federal Register proposing to withdraw approval of all NADAs providing for use of carbadox in medicated swine feed and announcing an opportunity for Phibro to request a hearing on this proposal. This second action is based on CVM's determination that there is no approved regulatory method to detect carbadox residues in the edible tissues of the treated swine. Phibro is continuing to defend swine producers' ability to use Mecadox. We have requested a full evidentiary hearing on the merits before an administrative law judge. In January 2024, Phibro filed a lawsuit in the D.C. Federal District Court asking the court to invalidate the order which revoked the regulatory method for carbadox. Should we be unable to successfully defend the safety of the product, the loss of carbadox sales will have an adverse effect on our financial condition and results of operations. Sales of Mecadox (carbadox) for the year ended June 30, 2025 were approximately $20 million.

See also " — We are subject to product registration and authorization regulations in many of the jurisdictions in which we operate and/or distribute our products, including the United States and member states of the E. U."; "Business —Compliance with Government Regulation — United States — Carbadox"; and "Business — Compliance with Government Regulation — Global Policy and Guidance."

A material portion of our sales are generated by antibacterials and other related products.

Our medicated products business is comprised of a relatively small number of compounds and accounted for approximately 50% and 40% of net sales for the years ended June 30, 2025 and 2024, respectively. The significant loss of antibacterial or other related product sales for any reason, including product bans or restrictions, public perception, competition or any of the other risks related to such products as described in this Annual Report on Form 10-K, could have a material adverse effect on our business.

Our business may be negatively affected by weather conditions and the availability of natural resources.

The animal health industry and demand for many of our animal health products in a particular region are affected by changing disease pressures and by weather conditions, as usage of our products follows varying weather patterns and weather-related pressures from pests and diseases. As a result, we may experience regional and seasonal fluctuations in our results of operations.

In addition, livestock producers depend on the availability of natural resources, including abundant rainfall to sustain large supplies of drinking water, grasslands and grain production. Their animals' health and their ability to operate could be adversely affected if they experience a shortage of fresh water due to human population growth or floods, droughts or other weather conditions. In the event of adverse weather conditions or a shortage of fresh water, livestock producers may purchase less of our products.

Adverse weather conditions, including excessive cold or heat, natural disasters, floods, droughts and other events, could negatively impact our livestock customers by impairing the health or growth of their animals or the production or availability of feed. Such events can also interfere with our customers' operations due to power outages, fuel shortages, damage to their farms or facilities or disruption of transportation channels. In addition, droughts can lead to reduced availability of grazing pastures, forcing cattle producers to cull their herds. Fewer heads of cattle could result in reduced demand for our products. Further heat waves may cause stress in animals and lead to increased vulnerability to disease, reduced fertility rates and reduced milk production. Adverse weather conditions and natural disasters may also have a material impact on the aquaculture business. Changes in water temperatures could affect the timing of reproduction and growth of various fish species, as well as trigger the outbreak of certain water borne diseases.

Adverse weather events and natural disasters may also interfere with and negatively impact operations at our manufacturing sites, research and development facilities and offices, which could have a material adverse effect on our financial condition and results of operations, especially if the impact of an event or disaster is frequent or prolonged.

A pandemic, epidemic, or outbreak of an infectious disease in humans, such as COVID-19, may materially and adversely affect our business and our financial results.

Our business is exposed to risks associated with public health crises, including epidemics and pandemics such as the novel coronavirus and its variants (COVID-19). The COVID-19 pandemic adversely affected workforces, customers, suppliers, consumer sentiment, economies and financial markets and led to an economic downturn in many countries in which we operate. Disruptions due to a resurgence of COVID-19 or other similar health epidemics could negatively impact our manufacturing facilities, and our logistics and supply chain operations, as well as those of our customers, third-party manufacturers, suppliers and end users of our products who raise animals or who process meat, milk, eggs and seafood for human consumption and may result in a period of economic and business disruption and could have a material adverse impact on our business and financial results.

The COVID-19 pandemic and similar outbreaks could lead to decreased demand for protein, which may lead to end users of our products reducing their herd or flock sizes. In addition, demand for protein could be reduced because consumers may associate human health fears related to COVID-19 or other outbreaks with animal diseases, food, food production or food animals, whether or not it is scientifically valid. Reductions in demand for animal protein resulting from these factors could in turn affect the demand for our products in a manner that has a significant adverse effect on our financial condition and results of operations.

The impact of a pandemic or similar public health crises is uncertain and subject to change and could also exacerbate the other risks discussed in this "Risk Factors" section. We cannot predict with certainty the full scope and severity of any potential disruptions to our business, operating results, cash flows and/or financial condition, but we expect that the resulting adverse impact on our business and financial results could be material.

Climate change could have a material adverse impact on our operations and our customers' businesses.

Our operations, and the activities of our customers, could be disrupted by climate change. The physical impact of climate change may prompt shifts in regulations or consumer preferences which in turn could have negative consequences for our and our customers' businesses. Climate change may negatively impact our customers' operations, particularly those in the livestock industry, through climate-related impacts such as increased air and water temperatures, rising water levels and increased incidence of disease in livestock. Potential physical risks from climate change may include altered distribution and intensity of rainfall, prolonged droughts or flooding, increased frequency of wildfires and other natural disasters, rising sea levels and a rising heat index, any of which could cause negative impacts to our and our customers' businesses. If such events affect our customers' businesses, they may purchase fewer of our products, and our revenues may be negatively impacted. Climate driven changes could have a material adverse effect on our financial condition and results of operations.

There has been a broad range of proposed and promulgated state, national and international regulations aimed at reducing the effects of climate change. Such regulations could result in additional costs to maintain compliance and additional income or other taxes. Climate change regulations continue to evolve, and it is not possible to accurately estimate potential future compliance costs.

The testing, manufacturing and marketing of certain of our products are subject to extensive regulation by numerous government authorities in the United States and other countries, including, but not limited to, the FDA.

Among other requirements, FDA approval of antibacterials and other medicated products, including the manufacturing processes and facilities used to produce such products, is required before such products may be marketed in the United States. Further, cross-clearance approvals are generally required for such products to be used in combination in animal feed. Similarly, marketing approval by a foreign governmental authority is typically required before such products may be marketed in a particular foreign country. In addition to approval of the product and its labeling, regulatory authorities typically require approval and periodic inspection of the manufacturing facilities. In order to obtain FDA approval of a new animal health product, we must, among other things, demonstrate to the satisfaction of the FDA that the product is safe and effective for its intended uses and that we are capable of manufacturing the product with procedures that conform to FDA's current cGMP regulations, which must be followed at all times.

Audits related to cGMP standards are typically carried out by the FDA on a two-year cycle. We are routinely subject to these inspections and respond to the FDA to address any concerns they may make in their inspectional observations (Form 483). Although it is our objective to remain in full conformance with U.S. cGMP standards, there can be no assurance that future inspections will not raise adverse inspectional observations. Failure to comply with cGMP standards could have a material impact on our business and financial results.

The process of seeking FDA approvals can be costly, time-consuming, and subject to unanticipated and significant delays. There can be no assurance that such approvals will be granted to us on a timely basis, or at all. Any delay in obtaining or any failure to obtain FDA or foreign government approvals or the suspension or revocation of such approvals would adversely affect our ability to introduce and market medicated feed additive products and to generate product revenue. For more information on FDA and foreign government approvals and cGMP issues, see "Business — Compliance with Government Regulation."

We may experience declines in the sales volume and prices of our products as the result of the continuing trend toward consolidation of certain customer and distributor groups as well as the emergence of large buying groups.

We make a majority of our sales to integrated poultry, swine and beef and dairy cattle operations and to a number of regional and national feed companies, distributors, co-ops and blenders. Food animal producers, particularly, swine and poultry producers, and our distributors have seen recent consolidation in their industries. Significant consolidation of our customers and distributors may result in these groups gaining additional purchasing leverage and consequently increasing the product pricing pressures facing our business. Additionally, the emergence of large buying groups potentially could enable such groups to attempt to extract price discounts on our products. Moreover, if, as a result of increased leverage, customers require us to reduce our pricing such that our gross margins are diminished, we could decide not to sell our products to a particular customer, which could result in a decrease in our revenues. Consolidation among our customer base may also lead to reduced demand for our products and replacement of our products by the combined entity with those of our competitors. The result of these developments could have a material adverse effect on our business, financial condition and results of operations.

Our business is subject to risk based on customer exposure to rising costs and reduced customer income.

Livestock producers may experience increased feed, fuel, transportation and other key costs or may experience decreased animal protein prices or sales, inflationary pressures as a result of interest rate increases or otherwise and including as a result of the uncertainties and potential economic downturn relating to a resurgence of the COVID-19 pandemic or similar public health crises, or relating to armed conflicts, including the armed conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine. International sanctions, trade disputes and tariffs could reduce demand for our customers' products. These trends could cause deterioration in the financial condition of our livestock producer customers, potentially inhibiting their ability to purchase our products or pay us for products delivered. Our livestock producer customers may offset rising costs by reducing spending on our products, including by switching to lower-cost alternatives to our products.

Generic products may be viewed as more cost-effective than certain of our products.

We face competition from products produced by other companies, including generic alternatives to certain of our products. We depend primarily on trade secrets to provide us with competitive advantages for many of our products. The protection afforded is limited by the availability of new competitive products or generic versions of existing products that can successfully compete with our products. As a result, we may face competition from new competitive products or lower-priced generic alternatives to many of our products. Generic competitors are becoming more aggressive in terms of pricing, and generic products are an increasing percentage of overall animal health sales in certain regions. If animal health customers increase their use of new or existing generic products, our financial condition and results of operations could be materially adversely affected.

Advances in veterinary medical practices and animal health technologies could negatively affect the market for our products.

The market for our products could be impacted negatively by the introduction and/or broad market acceptance of newly developed or alternative products that address the diseases and conditions for which we sell products, including "green" or "holistic" health products or specially bred disease-resistant animals. In addition, technological breakthroughs by others may obviate our technology and reduce or eliminate the market for our products. Introduction or acceptance of such products or technologies could materially adversely affect our business, financial condition and results of operations.

The misuse or extra-label use of our products may harm our reputation or result in financial or other damages.

Our products have been approved for use under specific circumstances for, among other things, the prevention, control and/or treatment of certain diseases and conditions in specific species, in some cases subject to certain dosage levels or minimum withdrawal periods prior to the slaughter date. There may be increased risk of product liability if livestock producers or others attempt any extra-label use of our products, including the use of our products in species for which they have not been approved, or at dosage levels or periods prior to withdrawal that have not been approved. If we are deemed by a governmental or regulatory agency to have engaged in the promotion of any of our products for extra-label use, such agency could request that we modify our training or promotional materials and practices and we could be subject to significant fines and penalties. The imposition of such fines and penalties could also affect our reputation and position within the industry. Even if we were not responsible for having promoted the extra-label use, concerns could arise about the safety of the resulting meat in the human food supply. Any of these events could materially adversely affect our financial condition and results of operations.

The public perception of the safety, quality and efficacy of certain of our animal health products may harm our reputation.

The public perception of the safety, quality and efficacy of certain of our animal health products, whether or not these concerns are scientifically or clinically supported, may lead to product recalls, withdrawals, suspensions or declining sales as well as product liability and other claims.

Regulatory actions based on these types of safety, quality or efficacy concerns could impact all, or a significant portion of a product's sales and could, depending on the circumstances, materially adversely affect our results of operations.

In addition, we depend on positive perceptions of the safety, quality and efficacy of our products, and animal health products generally, by our customers, veterinarians and end-users, and such concerns may harm our reputation. In some countries, these perceptions may be exacerbated by the existence of counterfeit versions of our products, which, depending on the legal and law enforcement recourse available in the jurisdiction where the counterfeiting occurs, may be difficult to police or stop. These concerns and the related harm to our reputation could materially adversely affect our financial condition and results of operations, regardless of whether such reports are accurate.

We are dependent on suppliers having current regulatory approvals, and the failure of those suppliers to maintain these approvals or other challenges in replacing any of those suppliers could affect our supply of materials or affect the distribution or sale of our products.

Suppliers and third-party contract manufacturers for our animal health and mineral nutrition products or the active pharmaceutical ingredients or other materials we use in our products, like us, are subject to extensive regulatory compliance. If any one of these third parties discontinues its supply to us because of changes in the regulatory environment to which such third parties are subject, significant regulatory violations or for any other reason, or an adverse event occurs at one of their facilities, the interruption in the supply of these materials could decrease sales of our affected products. In this event, we may seek to enter into agreements with third parties to purchase active ingredients, raw materials or products or to lease or purchase new manufacturing facilities. We may be unable to find a third party willing or able to provide the necessary products or facilities suitable for manufacturing pharmaceuticals on terms acceptable to us or the cost of those pharmaceuticals may be prohibitive. If we have to obtain substitute materials or products, additional regulatory approvals will likely be required, as approvals are typically specific to a single product produced by a specified manufacturer in a specified facility and there can be no assurances that such regulatory approvals will be obtained. As such, the use of new facilities also requires regulatory approvals. While we take measures where economically feasible and available to secure back-up suppliers, the continued receipt of active ingredients or products from a sole source supplier could create challenges if a sole source was interrupted. We may not be able to provide adequate and timely product to eliminate any threat of interruption of supply of our products to customers and these problems may materially adversely impact our business.

The raw materials used by us and our third-party contract manufacturers in the manufacture of our products can be subject to price fluctuations and their availability can be limited.

While the selling prices of our products tend to increase or decrease over time with the cost of raw materials, such changes may not occur simultaneously or to the same degree. The costs of certain of our significant raw materials are subject to considerable volatility, and we generally do not engage in activities to hedge the costs of our raw materials and our third-party contract manufacturers may demand price increases related to increases in the costs of raw materials. In addition, we may be subject to new or increased tariffs on imported raw materials with limited ability to pass those increased costs through to our customers. Although no single raw material accounted for more than 5% of our cost of goods sold for the year ended June 30, 2025, volatility in raw material costs can result in significant fluctuations in our cost of goods sold of the affected products. The costs of raw materials used by our Mineral Nutrition business are particularly subject to fluctuations in global commodities markets and cost changes in the underlying commodities markets typically lead directly to a corresponding change in our revenues. Although we attempt to adjust the prices of our products to reflect significant changes in raw material costs, we may not be able to pass any increases in raw material costs through to our customers in the form of price increases. Significant increases in the costs of raw materials, if not offset by product price increases, could have a material adverse effect on our financial condition and results of operations. The supply of certain of our raw materials is dependent on third party suppliers. There is no guarantee that supply shortages or disruptions of such raw materials will not occur and the likelihood of such supply shortages and disruptions has been, and may continue to be, increased due to global supply chain disruptions, including those caused by health crises and the ongoing conflicts between Israel and Hamas and between Russia and Ukraine. In addition, if any one of these third parties discontinues its supply to us, or an adverse event occurs at one of their facilities, the interruption in the supply of these materials could decrease sales of our affected products. In the event that we cannot procure necessary major raw materials from other suppliers, the occurrence of any of these may have an adverse impact on our business.

Our revenues are dependent on the continued operation of our various manufacturing facilities.

Although presently all our manufacturing facilities are considered to be in good condition, the operation of our manufacturing facilities involves many risks which could cause product interruptions, including the breakdown, failure or substandard performance of equipment, construction delays, mislabeling, shortages of materials, labor problems, power outages, political and social instability, the improper installation or operation of equipment, natural disasters, terrorist activities, armed conflicts, the outbreak of any highly contagious diseases near our production sites and the need to comply with environmental and other directives of governmental agencies. In addition, regulatory authorities such as the FDA typically require approval and periodic inspection of the manufacturing facilities to confirm compliance with applicable regulatory requirements, and those requirements may be enforced by various means, including seizures and injunctions. Certain of our product lines are manufactured at a single facility, and certain of our product lines are manufactured at a single facility with limited capacity at a second facility, and production would not be easily transferable to another site. The occurrence of material operational problems, including but not limited to the above events, may adversely affect our financial condition and results of operations.

Our manufacturing network may be unable to meet the demand for our products or we may have excess capacity if demand for our products changes. The unpredictability of a product's regulatory or commercial success or failure, the lead time necessary to construct highly technical and complex manufacturing sites and shifting customer demand (including as a result of market conditions or entry of branded or generic competition) increase the potential for capacity imbalances. In addition, construction of manufacturing sites is expensive, and our ability to recover costs will depend on the market acceptance and success of the products produced at the new sites, which is uncertain.

We could be subject to changes in our tax rates, the adoption of new U.S. or foreign tax legislation or exposure to additional tax liabilities.

We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Changes in the relevant tax laws, regulations and interpretations could adversely affect our future effective tax rates. Modifications to key elements of the U.S. or international tax framework could have a material adverse effect on our consolidated financial statements.

On July 4, 2025, the U.S. Congress enacted "An Act to Provide for Reconciliation Pursuant to Title II of H. Con.Res. 14," (the "OBBBA"), also known as the "One Big Beautiful Bill Act" which includes significant amendments to the Internal Revenue Code. We are currently evaluating the potential impact of this legislation on our consolidated financial statements.

Our consolidated effective tax rate is subject to potential risks that various taxing authorities may challenge the pricing of our cross-border arrangements and subject us to additional tax, adversely affecting our expected consolidated effective tax rate and our tax liability. If our effective tax rates were to increase, particularly in the U.S. or other material foreign jurisdictions, our business, financial condition and results of operations could be materially adversely affected. In addition, our tax returns and other tax filings and positions are subject to review by the Internal Revenue Service (the "IRS") and other tax authorities and governmental bodies. We regularly assess the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of our provision for taxes. There can be no assurance as to the outcome of these examinations or the effects on our consolidated financial statements.

A significant portion of our operations are conducted in foreign jurisdictions and are subject to the economic, political, legal and business environments of the countries in which we do business.

Our international operations could be limited or disrupted by any of the following:

- volatility in the international financial markets;
- compliance with governmental controls;
- difficulties enforcing contractual and intellectual property rights;
- compliance with a wide variety of laws and regulations, such as the U.S. Foreign Corrupt Practices Act ("FCPA") and similar non-U.S. laws and regulations;
- compliance with foreign labor laws;
- compliance with Environmental Laws;
- burdens to comply with multiple and potentially conflicting foreign laws and regulations, including those relating to EHS requirements;
- changes in laws, regulations, government controls or enforcement practices with respect to our business and the businesses of our customers;
- political and social instability, including crime, civil disturbance, terrorist activities, outbreaks of disease and pandemics and armed conflicts, such as the ongoing conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine;
- trade restrictions, export controls and sanctions laws and restrictions on direct investments by foreign entities, including restrictions administered by the Office of Foreign Assets Control of the U.S. Department of the Treasury;
- government limitations on foreign ownership;
- government takeover or nationalization of businesses;
- changes in tax laws and tariffs;
- changes in the economic, business, competitive and regulatory environment, including changes in the value of foreign currencies relative to the U.S. dollar or high inflation;

- imposition of anti-dumping and countervailing duties or other trade-related sanctions;
- costs and difficulties and compliance risks in staffing, managing and monitoring international operations;
- corruption risk inherent in business arrangements and regulatory contacts with foreign government entities;
- longer payment cycles and increased exposure to counterparty risk; and
- additional limitations on transferring personal information between countries or other restrictions on the processing of personal information.

The multinational nature of our business subjects us to potential risks that various taxing authorities may challenge the pricing of our cross-border arrangements and subject us to additional tax, adversely impacting our effective tax rate and our tax liability.

In addition, international transactions may involve increased financial and legal risks due to differing legal systems and customs, as well as restrictions and sanctions that may be imposed on one or more persons and/or jurisdictions in which we operate, including those arising from armed conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine. Compliance with these requirements may prohibit the import or export of certain products and technologies or may require us to obtain a license before importing or exporting certain products or technology. A failure to comply with any of these laws, regulations or requirements could result in civil or criminal legal proceedings, monetary or non-monetary penalties, or both, disruptions to our business, limitations on our ability to import and export products and services, and damage to our reputation. In addition, variations in the pricing of our products in different jurisdictions may result in the unauthorized importation of our products between jurisdictions. While the impact of these factors is difficult to predict, any of them could materially adversely affect our financial condition and results of operations. Changes in any of these laws, regulations or requirements, or the political environment in a particular country, may affect our ability to engage in business transactions in certain markets, including investment, procurement and repatriation of earnings.

We are subject to product registration and authorization regulations in many of the jurisdictions in which we operate and/or distribute our products, including the United States and member states of the E.U.

We are subject to regulations related to testing, manufacturing, labeling, registration and safety analysis in order to lawfully distribute many of our products, including for example, in the United States, the Federal Toxic Substances Control Act and the Federal Insecticide, Fungicide, and Rodenticide Act, and in the E. U., the Regulation on REACH. We are also subject to similar requirements in many of the other jurisdictions in which we operate and/or distribute our products. In some cases, such registrations are subject to periodic review by relevant authorities. Such regulations may lead to governmental restrictions or cancellations of, or refusal to issue, certain registrations or authorizations, or cause us or our customers to make product substitutions in the future. Such regulations may also lead to increased third party scrutiny and personal injury or product liability claims. Compliance with these regulations can be difficult, costly and time consuming and liabilities or costs relating to such regulations could have a material adverse effect on our business, financial condition and results of operations.

We have significant assets located outside the United States and a significant portion of our sales and earnings is attributable to operations conducted abroad that may be adversely affected by foreign currency exchange rate fluctuations and other inherent risks.

As of June 30, 2025, we had manufacturing and direct sales operations in 26 countries and sold our products in approximately 90 countries. Our operations outside the United States accounted for 49% and 59% of our consolidated assets as of June 30, 2025 and 2024, respectively, and 43% and 43% of our consolidated net sales for the years ended June 30, 2025 and 2024, respectively. Our foreign operations are subject to currency exchange fluctuations and restrictions, political instability in some countries, and uncertainty of, and governmental control over, commercial rights.

Changes in the relative values of currencies take place from time to time and could in the future adversely affect our results of operations as well as our ability to meet interest and principal obligations on our indebtedness. To the extent that the U.S. dollar fluctuates relative to the applicable foreign currency, our results are favorably or unfavorably affected. We may from time to time manage this exposure by entering into foreign currency contracts. Such contracts generally are entered into with respect to anticipated costs denominated in foreign currencies for which timing of the payment can be reasonably estimated. No assurances can be given that such hedging activities will not result in, or will be successful in preventing, losses that could have an adverse effect on our financial condition or results of operations. There are times when we do not hedge against foreign currency fluctuations and therefore are subject to the risks associated with fluctuations in currency exchange rates.

In addition, international manufacturing, sales and raw materials sourcing are subject to other inherent risks, including possible nationalization or expropriation, labor unrest, political instability, price and exchange controls, limitation on foreign participation in local enterprises, health-care regulation, export duties and quotas, domestic and international customs and tariffs, compliance with export controls and sanctions laws, the Foreign Corrupt Practices Act and other laws and regulations governing international trade, unexpected changes in regulatory environments, difficulty in obtaining distribution and support, and potentially adverse tax consequences. Although such risks have not had a material adverse effect on us in the past, these factors could have a material adverse impact on our ability to increase or maintain our international sales or on our results of operations in the future.

We have manufacturing facilities located in Israel and a portion of our net sales and earnings is attributable to products produced and operations conducted in Israel.

Our Israeli manufacturing facilities and local operations accounted for 16% and 28% of our consolidated assets, as of June 30, 2025 and 2024, and 17% and 21% of our consolidated net sales for the years ended June 30, 2025 and 2024, respectively. We maintain manufacturing facilities in Israel, which manufacture:

- anticoccidials and antimicrobials, most of which are exported;
- vaccines, a substantial portion of which are exported; and
- animal health pharmaceuticals, nutritional specialty products and trace minerals for the domestic animal industry.

A substantial portion of this production is exported from Israel to major world markets. Accordingly, our Israeli operations are dependent on foreign markets and the ability to reach those markets. Hostilities between Israel and its neighbors, including the ongoing conflict between Israel and Hamas (and potential broader military conflict in the region), may hinder Israel's international trade. This, in turn, could have a material adverse effect on our business, financial condition and results of operations. See "Part II. Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Factors affecting our performance – Armed conflicts – Israel and Hamas."

Certain countries, companies and organizations continue to participate in a boycott of Israeli firms and other companies doing business in Israel or with Israeli companies. We do not believe that the boycott has had a material adverse effect on us, but we cannot provide assurance that restrictive laws, policies or practices directed toward Israel or Israeli businesses will not have an adverse impact on our operations or expansion of our business. Our business, financial condition and results of operations in Israel may be adversely affected by factors outside of our control, such as currency fluctuations, energy shortages and other political, social and economic developments in or affecting Israel, including as a result of the armed conflicts between Israel and Hamas (and potential broader military conflict in the region).

We have manufacturing facilities located in Brazil and a portion of our sales and earnings is attributable to products produced and operations conducted in Brazil.

Our Brazilian manufacturing facilities and local operations accounted for 10% and 14% of our consolidated assets, as of June 30, 2025 and 2024, and 11% and 16% of our consolidated net sales for the years ended June 30, 2025 and 2024. We maintain manufacturing facilities in Brazil, which manufacture virginiamycin, semduramicin, salinomycin and nicarbazin. Our Brazilian facilities also produce Stafac, Aviax, Aviax Plus, Coxistac, Nicarb, Kamoran®, and Terramycin granular formulations. A substantial portion of the production is exported from Brazil to major world markets. Accordingly, our Brazilian operations are dependent on foreign markets and the ability to reach those markets.

Our business, financial condition and results of operations in Brazil may be adversely affected by factors outside of our control, such as currency fluctuations, energy shortages, public health crises and other political, social and economic developments in or affecting Brazil.

Certain of our employees are covered by collective bargaining or other labor agreements.

As of June 30, 2025, approximately 320 of our Israeli employees and 550 of our Brazilian employees were covered by collective bargaining agreements. We believe we have satisfactory relations with our employees. There can be no assurance that we will not experience a work stoppage or strike at our manufacturing facilities. A prolonged work stoppage or strike at any of our manufacturing facilities could have a material adverse effect on our business, financial condition and results of operations.

The loss of key personnel may disrupt our business and adversely affect our financial results.

Our operations and future success are dependent on the continued efforts of our senior executive officers and other key personnel. Although we have entered into employment agreements with certain executives, we may not be able to retain all of our senior executive officers and key employees. These senior executive officers and other key employees may be hired by our competitors, some of which have considerably more financial resources than we do. The loss of the services of any of our senior executive officers or other key personnel, or the inability to hire and retain qualified employees, could have a material adverse effect on our business, financial condition and results of operations.

Our R&D relies on evaluations in animals, which may become subject to bans or additional regulations.

As a company that produces animal health medicines and vaccines, evaluation of our existing and new products in animals is required in order to be able to register our products. Animal testing in certain industries has been the subject of controversy and adverse publicity. Some organizations and individuals have attempted to ban animal testing or encourage the adoption of additional regulations applicable to animal testing. To the extent that the activities of such organizations and individuals are successful, our R&D, and by extension our financial condition and results of operations, could be materially adversely affected. In addition, negative publicity about us or our industry could harm our reputation.

Our operations, properties and subsidiaries are subject to a wide variety of complex and stringent federal, state, local and foreign environmental laws and regulations.

We are subject to environmental, health and safety laws and regulations, including those governing pollution; protection of the environment; the use, management and release of hazardous materials, substances and wastes; air emissions; greenhouse gas emissions; water use, supply and discharges; the investigation and remediation of contamination; the manufacture, distribution and sale of regulated materials, including pesticides; the importing, exporting and transportation of products; and the health and safety of our employees and the public (collectively, “Environmental Laws”). See “Business — Environmental, Health and Safety.”

Pursuant to Environmental Laws, certain of our subsidiaries are required to obtain and maintain numerous governmental permits, licenses, registrations, authorizations and approvals, including "RCRA Part B" hazardous waste permits, to conduct various aspects of their operations (collectively "Environmental Permits"), any of which may be subject to suspension, revocation, modification, termination or denial under certain circumstances or which may not be renewed upon their expiration for various reasons, including noncompliance. See "Business — Environmental, Health and Safety." These Environmental Permits can be difficult, costly and time consuming to obtain and may contain conditions that limit our operations. Additionally, any failure to obtain and maintain such Environmental Permits could restrict or otherwise prohibit certain aspects of our operations, which could have a material adverse effect on our business, financial condition and results of operations.

We have expended, and may be required to expend in the future, substantial funds for compliance with Environmental Laws. As recyclers of hazardous metal-containing chemical wastes, certain of our subsidiaries have been, and are likely to be, the focus of extensive compliance reviews by environmental regulatory authorities under Environmental Laws, including those relating to the generation, transportation, treatment, storage and disposal of solid and hazardous wastes under the RCRA. In the past, some of our subsidiaries have paid fines and entered into consent orders to address alleged environmental violations. See "Business — Environmental, Health and Safety." We cannot assure you that our operations or activities or those of certain of our subsidiaries, including with respect to compliance with Environmental Laws, will not result in civil or criminal enforcement actions or private actions, regulatory or judicial orders enjoining or curtailing operations or requiring corrective measures, installation of pollution control equipment or remedial measures or costs, revocation of required Environmental Permits, or fines, penalties or damages, which could have a material adverse effect on our business, financial condition and results of operations. In addition, we cannot predict the extent to which Environmental Laws, and the interpretation or enforcement thereof, may change or become more stringent in the future, each of which may affect the market for our products or give rise to additional capital expenditures, compliance costs or liabilities that could be material.

Our operations or products may impact the environment or cause or contribute to contamination or exposure to hazardous substances.

Given the nature of our current and former operations, particularly at our chemical manufacturing sites, we have incurred, are currently incurring and may in the future incur liabilities under CERCLA, or under other federal, state, local and foreign Environmental Laws related to releases of or contamination by hazardous substances, with respect to our current or former sites, adjacent or nearby third-party sites, or offsite disposal locations. See "Business — Environmental, Health and Safety." Certain Environmental Laws, including CERCLA, can impose strict, joint, several and retroactive liability for the cost of investigation and cleanup of contaminated sites on owners and operators of such sites, as well as on persons who dispose of or arrange for disposal of hazardous substances at such sites. Accordingly, we could incur liability, whether as a result of government enforcement or private claims, for known or unknown liabilities at, or caused by migration from or hazardous waste transported from, any of our current or former facilities or properties, including those owned or operated by predecessors or third parties. See "Business — Environmental, Health and Safety." Such liability could have a material adverse effect on our business, financial condition and results of operations.

The nature of our current and former operations also exposes us to the risk of claims under Environmental Laws. We could be subject to claims by environmental regulatory authorities, individuals and other third parties seeking damages for alleged personal injury, property damage and damages to natural resources resulting from hazardous substance contamination or human exposure caused by our operations, facilities or products, and there can be no assurance that material costs and liabilities will not be incurred in connection with any such claims. Our insurance may not be sufficient to cover any of these exposures, product, injury or damage claims.

Furthermore, regulatory agencies are showing increasing concern over the impact of animal health products and livestock operations on the environment. This increased regulatory scrutiny may necessitate that additional time and resources be spent to address these concerns for both new and existing products and could affect product sales and materially adversely affect our business, financial condition or results of operations.

We cannot assure you that our liabilities arising from past or future releases of, or exposure to, hazardous substances will not materially adversely affect our business, financial condition or results of operations.

We have been and may continue to be subject to claims of injury from direct exposure to certain of our products that constitute or contain hazardous substances and from indirect exposure when such substances are incorporated into other companies' products.

Because certain of our products constitute or contain hazardous substances, and because the production of certain chemicals involves the use, handling, processing, storage and transportation of hazardous substances, from time to time we are subject to claims of injury from direct exposure to such substances and from indirect exposure when such substances are incorporated into other companies' products. There can be no assurance that as a result of past or future operations, there will not be additional claims of injury by employees or members of the public due to exposure, or alleged exposure, to such substances. We are also party to a number of claims and lawsuits arising out of the normal course of business, including product liability claims and allegations of violations of governmental regulations, and face present and future claims with respect to workplace exposure, workers' compensation and other matters. In most cases, such claims are covered by insurance and, where applicable, workers' compensation insurance, subject to policy limits and exclusions; however, our insurance coverage, to the extent available, may not be adequate to protect us from all liabilities that we might incur in connection with the manufacture, sale and use of our products. Insurance is expensive and, in the future, may not be available on acceptable terms, if at all. A successful claim or series of claims brought against us in excess of our insurance coverage could have a materially adverse effect on our business, financial condition and results of operations. In addition, any claims, even if not ultimately successful, could adversely affect the marketplace's acceptance of our products.

We are subject to risks from litigation that may materially impact our operations.

We face an inherent business risk of exposure to various types of claims and lawsuits. We are involved in various legal proceedings that arise in the ordinary course of our business. Although it is not possible to predict with certainty the outcome of every pending claim or lawsuit or the range of probable loss, we believe these pending lawsuits and claims will not individually or in the aggregate have a material adverse impact on our results of operations. However, we could, in the future, be subject to various lawsuits, including intellectual property, product liability, personal injury, product warranty, environmental or antitrust claims, among others, and incur judgments or enter into settlements of lawsuits and claims that could have a material adverse effect on our results of operations in any particular period.

We are subject to risks that may not be covered by our insurance policies.

In addition to pollution and other environmental risks, we are subject to risks inherent in the animal health, mineral nutrition and performance products industries, such as explosions, fires, spills or releases. Any significant interruption of operations at our principal facilities could have a material adverse effect on us. We maintain general liability insurance, pollution legal liability insurance and property and business interruption insurance with coverage limits that we believe are adequate. Because of the nature of industry hazards, it is possible that liabilities for pollution and other damages arising from a major occurrence may not be covered by our insurance policies or could exceed insurance coverages or policy limits or that such insurance may not be available at reasonable rates in the future. Any such liabilities, which could arise due to injury or loss of life, severe damage to and destruction of property and equipment, pollution or other environmental damage or suspension of operations, could have a material adverse effect on our business.

We may fail to achieve the anticipated benefits from the acquisition of certain Zoetis products and assets.

In April 2024, we entered into the Purchase Agreement with Zoetis to acquire Zoetis's MFA product portfolio, certain water-soluble products and related assets (the "Acquisition"). On October 31, 2024, we completed the Acquisition at a purchase price of approximately $297.5 million ($286.5 million, as adjusted, net of cash acquired).

The success of the Acquisition will depend, in significant part, on our ability to successfully integrate the acquired business, establish and maintain good relationships with new and existing customers, suppliers, and other business partners, grow the revenue of the consolidated company and realize the anticipated strategic benefits and synergies. The combination of businesses is a complex, costly and time-consuming process. As a result, we have devoted, and will continue to devote, significant management attention and resources to fully integrate the business practices and operations. The ongoing integration process may disrupt the businesses and, if implemented ineffectively, would impair the realization of the full expected benefits. The growth and the anticipated benefits of the Acquisition may not be realized fully or at all, or may take longer to realize than we expect. Actual operating, strategic and revenue opportunities, if achieved at all, may be less significant than we expect or may take longer to achieve than anticipated. If we are not able to achieve these objectives and realize the anticipated benefits and synergies expected from the Acquisition within a reasonable time, our business, financial condition and operating results may be adversely affected.

Adverse U.S. and international economic and market conditions may adversely affect our product sales and business.

Current U.S. and international economic and market conditions are uncertain. The COVID-19 pandemic adversely affected international economic conditions and financial markets and led to economic downturns in many countries in which we operate. Our revenues and operating results may be affected by uncertain or changing economic and market conditions, including as a result of public health crises, and other challenges faced in the credit markets and financial services industry.

Economic, business, political and financial disruptions from armed conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine and the imposition of sanctions and business disruptions as well as inflation, could also have a material adverse effect on our operating results, financial condition, and liquidity. Certain of our customers and suppliers could be affected directly by an economic downturn and could face credit issues or cash flow problems that could give rise to payment delays, increased credit risk, bankruptcies and other financial hardships that could decrease the demand for our products or hinder our ability to collect amounts due from customers. Customers may seek lower price alternatives to our products if they are negatively impacted by poor economic conditions. Furthermore, our exposure to credit and collectability risk and cybersecurity risk is higher in certain international markets and as a result of the crisis resulting from armed conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine, our ability to mitigate such risks may be limited. While we have procedures to monitor and limit exposure to credit and collectability risk and we have defensive measures in place to prevent and mitigate cyberattacks, there can be no assurance that such procedures and measures will effectively limit such risks and avoid losses.

If domestic and global economic and market conditions remain uncertain or persist or deteriorate further, we may experience material impacts on our business, financial condition and results of operations. Adverse economic conditions impacting our customers, including, among others, increased taxation, higher unemployment, lower customer confidence in the economy, higher customer debt levels, lower availability of customer credit, higher interest rates and hardships relating to declines in the stock markets, could cause purchases of meat products to decline, resulting in a decrease in purchases of our products, which could adversely affect our financial condition and results of operation. Adverse economic and market conditions could also negatively impact our business by negatively affecting the parties with whom we do business, including among others, our customers, our manufacturers and our suppliers.

We may not be able to realize the expected benefits of our investments in emerging markets.

We have been taking steps to take advantage of the rise in global demand for animal protein in emerging markets, including by expanding our manufacturing presence, sales, marketing and distribution in these markets. Failure to continue to maintain and expand our business in emerging markets could also materially adversely affect our operating results and financial condition.

Some countries within emerging markets may be especially vulnerable to periods of local, regional or global economic, political or social instability or crisis. For example, our sales in certain emerging markets have suffered from extended periods of disruption due to natural disasters. Furthermore, we have also experienced lower than expected sales in certain emerging markets due to local, regional and global restrictions on banking and commercial activities in those countries. For all these and other reasons, sales within emerging markets carry significant risks.

Tariffs, trade protection measures or other modifications of foreign trade policy may harm our food animal product customers.

Changes in laws, agreements and policies governing trade in the territories and countries where our customers do business could negatively impact such customers' businesses and adversely affect our results of operations. A number of our customers, particularly U.S.-based food animal producers have benefited from free trade agreements, including, in the past, the North American Free Trade Agreement ("NAFTA"). The U.S., Canada and Mexico reached an agreement to replace NAFTA with the United States-Mexico-Canada Agreement. Any other changes to international trade agreements or policies could harm our customers, and as a result, negatively impact our financial condition and results of operations. Additionally, in response to new U.S. tariffs affecting foreign imports, some foreign governments, including China, have instituted or are considering instituting tariffs on certain U.S. goods. Additionally, countries are increasingly imposing protectionist measures in an effort to safeguard local industries, ensure domestic supply chain continuity for key products, such as medicines and nutritional feed additives, or advance other policy objectives. Countries may also use sanctions, export controls and other protectionist measures to deal with certain national security goals and challenges, which could result in decreased markets and/or demand for our products or make it more costly to supply our customers. While the scope and duration of these and any future tariffs or other trade protectionist measures remain uncertain, such measures imposed by the U.S. or foreign governments on our customers' products, or on our products or the active pharmaceutical ingredients or other components thereof, could negatively impact our financial condition and results of operations.

Our product approval, R&D, acquisition and licensing efforts may fail to generate new products and product lifecycle developments.

Our future success depends on both our existing product portfolio, including our ability to obtain cross-clearances enabling the use of our medicated products in conjunction with other products, approval for use of our products with new species, approval for new claims for our products, approval of our products in new markets and our pipeline of new products, including new products that we may develop through joint ventures and products that we are able to obtain through license or acquisition. The majority of our R&D programs focus on product lifecycle development, which is defined as R&D programs that leverage existing animal health products by adding new species or claims, achieving approvals in new markets or creating new combinations and reformulations. We commit substantial effort, funds and other resources to expanding our product approvals and R&D, both through our own dedicated resources and through collaborations with third parties.

We may be unable to determine with accuracy when or whether any of our expanded product approvals for our existing product portfolio or any of our products now under development will be approved or launched, or we may be unable to obtain expanded product approvals or develop, license or otherwise acquire product candidates or products. In addition, we cannot predict whether any products, once launched, will be commercially successful or will achieve sales and revenues that are consistent with our expectations. The animal health industry is subject to regional and local trends and regulations and, as a result, products that are successful in some of our markets may not achieve similar success when introduced into new markets. Furthermore, the timing and cost of our R&D may increase, and our R&D may become less predictable. For example, changes in regulations applicable to our industry may make it more time-consuming and/or costly to research, test and develop products.

Products in the animal health industry are sometimes derived from molecules and compounds discovered or developed as part of human health research. We may enter into collaboration or licensing arrangements with third parties to provide us with access to compounds and other technology for purposes of our business. Such agreements are typically complex and require time to negotiate and implement. If we enter into these arrangements, we may not be able to maintain these relationships or establish new ones in the future on acceptable terms or at all. In addition, any collaboration that we enter into may not be successful, and the success may depend on the efforts and actions of our collaborators, which we may not be able to control. If we are unable to access human health-generated molecules and compounds to conduct R&D on cost-effective terms, our ability to develop new products could be limited.

The actual or purported intellectual property rights of third parties may negatively affect our business.

A third party may sue us, our distributors or licensors, or otherwise make a claim, alleging infringement or other violation of the third-party's patents, trademarks, trade dress, copyrights, trade secrets, domain names or other intellectual property rights. If we do not prevail in this type of litigation, we may be required to:

- pay monetary damages;
- obtain a license in order to continue manufacturing or marketing the affected products, which may not be available on commercially reasonable terms, or at all; or
- stop activities, including any commercial activities, relating to the affected products, which could include a recall of the affected products and/or a cessation of sales in the future.

The costs of defending an intellectual property claim could be substantial and could materially adversely affect our operating results and financial condition, even if we successfully defend such claims. We may also incur costs in connection with an obligation to indemnify a distributor, licensor or other third party. Moreover, even if we believe that we do not infringe a validly existing third-party patent, we may choose to license such patent, which would result in associated costs and obligations.

The intellectual property positions of animal health medicines and vaccines businesses frequently involve complex legal and factual questions, and an issued patent does not guarantee us the right to practice the patented technology or develop, manufacture or commercialize the patented product. We cannot be certain that a competitor or other third party does not have or will not obtain rights to intellectual property that may prevent us from manufacturing, developing or marketing certain of our products, regardless of whether we believe such intellectual property rights are valid and enforceable or we believe we would be otherwise able to develop a more commercially successful product, which may harm our financial condition and results of operations.

If our intellectual property rights are challenged or circumvented, competitors may be able to take advantage of our R&D efforts. We are also dependent upon trade secrets, which in some cases may be difficult to protect.

Our long-term success largely depends on our ability to market technologically competitive products. We rely and expect to continue to rely on a combination of intellectual property, including patent, trademark, trade dress, copyright, trade secret and domain name protection laws, as well as confidentiality and license agreements with our employees and others, to protect our intellectual property and proprietary rights. If we fail to obtain and maintain adequate intellectual property protection, we may not be able to prevent third parties from using our proprietary technologies or from marketing products that are very similar or identical to ours. Our currently pending or future patent applications may not result in issued patents, or be approved on a timely basis, or at all. Similarly, any term extensions that we seek may not be approved on a timely basis, if at all. In addition, our issued patents may not contain claims sufficiently broad to protect us against third parties with similar technologies or products or provide us with any competitive advantage, including exclusivity in a particular product area. The scope of our patent claims also may vary between countries, as individual countries have their own patent laws. For example, some countries only permit the issuance of patents covering a novel chemical compound itself, and its first use, and thus further methods of use for the same compound, may not be patentable. We may be subject to challenges by third parties regarding our intellectual property, including claims regarding validity, enforceability, scope and effective term. The validity, enforceability, scope and effective term of patents can be highly uncertain and often involve complex legal and factual questions and proceedings. Our ability to enforce our patents also depends on the laws of individual countries and each country's practice with respect to enforcement of intellectual property rights. In addition, if we are unable to maintain our existing license agreements or

other agreements pursuant to which third parties grant us rights to intellectual property, including because such agreements expire or are terminated, our financial condition and results of operations could be materially adversely affected.

Patent law changes in the United States and other countries may also weaken our ability to enforce our patent rights or make such enforcement financially unattractive. Any such changes could result in increased costs to protect our intellectual property or limit our ability to obtain and maintain patent protection for our products in these jurisdictions.

Additionally, certain foreign governments have indicated that compulsory licenses to patents may be granted in the case of national emergencies, which could diminish or eliminate sales and profits from those regions and materially adversely affect our operating results and financial condition.

Likewise, in the United States and other countries, we currently hold issued trademark registrations and have trademark applications pending, any of which may be the subject of a governmental or third-party objection, which could prevent the maintenance or issuance of the same and thus create the potential need to rebrand or relabel a product. As our products mature, our reliance on our trademarks to differentiate us from our competitors increases and as a result, if we are unable to prevent third parties from adopting, registering or using trademarks and trade dress that infringe, dilute or otherwise violate our trademark rights, our business could be materially adversely affected.

Our competitive position is also dependent upon unpatented trade secrets, which in some cases may be difficult to protect. Others may independently develop substantially equivalent proprietary information and techniques or may otherwise gain access to our trade secrets and trade secrets may be disclosed or we may not be able to protect our rights to unpatented trade secrets.

Many of our vaccine products and other products are based on or incorporate proprietary information, including proprietary master seeds and proprietary or patented adjuvant formulations. We actively seek to protect our proprietary information, including our trade secrets and proprietary know-how, by requiring our employees, consultants, other advisors and other third parties to execute confidentiality agreements upon the commencement of their employment, engagement or other relationship. Despite these efforts and precautions, we may be unable to prevent a third party from copying or otherwise obtaining and using our trade secrets or our other intellectual property without authorization and legal remedies may not adequately compensate us for the damages caused by such unauthorized use. Further, others may independently and lawfully develop substantially similar or identical products that circumvent our intellectual property by means of alternative designs or processes or otherwise.

The misappropriation and infringement of our intellectual property, particularly in foreign countries where the laws may not protect our proprietary rights as fully as in the United States, may occur even when we take steps to prevent it. In the future, we may be party to patent lawsuits and other intellectual property rights claims that are expensive and time consuming, and if resolved adversely, could have a significant impact on our business and financial condition. In the future, we may not be able to enforce intellectual property that relates to our products for various reasons, including licensor restrictions and other restrictions imposed by third parties, and the costs of doing so may outweigh the value of doing so, and this could have a material adverse impact on our business and financial condition.

We are subject to the U.S. Foreign Corrupt Practices Act and other anti-corruption laws or trade control laws, as well as other laws governing our international operations. If we fail to comply with these laws, we could be subject to civil or criminal penalties, other remedial measures and legal expenses, which could adversely affect our business, financial condition and results of operations.

Our operations are subject to anti-corruption laws, including the FCPA and other anti-corruption laws that apply in countries where we do business. The FCPA, UK Bribery Act and other laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We operate in a number of jurisdictions that pose a high risk of potential FCPA violations, and we participate in relationships with third parties whose actions could potentially subject us to liability under the FCPA or local anti-corruption laws. In addition, we cannot predict the nature, scope or effect of future regulatory requirements to which our international operations might be subject or the manner in which existing laws might be administered or interpreted.

We are also subject to other laws and regulations governing our international operations, including regulations administered by the U.S. Department of Commerce's Bureau of Industry and Security, the U.S. Department of Treasury's Office of Foreign Asset Control and various non-U.S. government entities, including applicable export control regulations, economic sanctions on countries and persons, customs requirements, currency exchange regulations and transfer pricing regulations (collectively, the "Trade Control laws").

There is no assurance that we will be completely effective in ensuring our compliance with all applicable anticorruption laws, including the FCPA or other legal requirements, including Trade Control laws. If we are not in compliance with the FCPA and other anti-corruption laws or Trade Control laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations and liquidity. Likewise, any investigation of any potential violations of the FCPA other anti-corruption laws or Trade Control laws by U.S. or foreign authorities could also have an adverse impact on our reputation, business, financial condition and results of operations.

Increased regulation or decreased governmental financial support for the raising, processing or consumption of food animals could reduce demand for our animal health products.

Companies in the animal health industry are subject to extensive and increasingly stringent regulations. If livestock producers are adversely affected by new regulations or changes to existing regulations, they may reduce herd sizes or become less profitable and, as a result, they may reduce their use of our products, which may materially adversely affect our operating results and financial condition. Furthermore, adverse regulations related, directly or indirectly, to the use of one or more of our products may injure livestock producers' market position. More stringent regulation of the livestock industry or our products could have a material adverse effect on our operating results and financial condition. Also, many industrial producers, including livestock producers, benefit from governmental subsidies, and if such subsidies were to be reduced or eliminated, these companies may become less profitable and, as a result, may reduce their use of our products.

Increased or decreased inventory levels at our channel distributors can lead to fluctuations in our revenues and variations in payment terms extended to our distributors can impact our cash flows.

In addition to selling our products directly to customers, we also sell to distributors who, in turn, sell our products to third parties. Inventory levels at our distributors may increase or decrease as a result of various factors, including end customer demand, new customer contracts, the influence of competition, political and socio-economic climate, contractual obligations related to minimum inventory levels, changing perceptions, including those of alternative products, our ability to renew distribution contracts with expected terms, our ability to implement commercial strategies, regulatory restrictions, armed conflicts, unexpected customer behavior, proactive measures taken by us in response to shifting market dynamics and procedures and environmental factors beyond our control, including weather conditions or an outbreak of infectious disease such as COVID-19 or diseases carried by farm animals such as African Swine fever. These increases and decreases can lead to variations in our quarterly and annual revenues.

In addition, we have policies that govern the payment terms that we extend to our customers. From time to time, our distributors have requested exceptions to the payment term policies that we extend to them for various reasons, including consolidation amongst our distributors, changes in the buying patterns of end customers, as well as the perception of our distributors regarding the need to maintain certain inventory levels to avoid supply disruptions. Extensions of anticipated customer payment terms can impact our cash flows, liquidity and results of operations.

We have substantial debt and interest payment requirements that may restrict our future operations and impair our ability to meet our obligations under our indebtedness. Restrictions imposed by our outstanding indebtedness, including the restrictions contained in our 2024 Credit Facilities, may limit our ability to operate our business and to finance our future operations or capital needs or to engage in other business activities.

As of June 30, 2025, we had outstanding indebtedness (reflecting the principal amounts) of $344.6 million under Term A-1 Loans (as defined below), $293.5 million under Term A-2 Loans (as defined below), $87.0 million of outstanding borrowings under our revolving credit facility, and $2.5 million of outstanding letters of credit. Subject to restrictions in our 2024 Credit Facilities (as defined below), we may incur significant additional indebtedness. If we and our subsidiaries incur significant additional indebtedness, the related risks that we face could intensify.

Our substantial debt may have important consequences. For instance, it could:

- make it more difficult for us to satisfy our financial obligations, including those relating to the 2024 Credit Facilities;
- require us to dedicate a substantial portion of any cash flow from operations to the payment of interest and principal due under our debt, which will reduce funds available for other business purposes, including capital expenditures and acquisitions;
- increase our vulnerability to general adverse economic and industry conditions;
- limit our flexibility in planning for or reacting to changes in our business and the industry in which we operate;
- place us at a competitive disadvantage compared with some of our competitors that may have less debt and better access to capital resources; and
- limit our ability to obtain additional financing required to fund working capital and capital expenditures and for other general corporate purposes.

Our ability to satisfy our obligations and to reduce our total debt depends on our future operating performance and on economic, financial, competitive and other factors, many of which are beyond our control. Our business may not generate sufficient cash flow, and future financings may not be available to provide sufficient net proceeds, to meet these obligations or to successfully execute our business strategy.

The terms of the 2024 Credit Facilities contain certain covenants that limit our ability and that of our subsidiaries to create liens, merge or consolidate, dispose of assets, incur indebtedness and guarantees, repurchase or redeem capital stock and indebtedness, make certain investments or acquisitions, enter into certain transactions with affiliates or change the nature of our business. As a result of these covenants and restrictions, we will be limited in how we conduct our business, and we may be unable to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include more restrictive covenants. We may not be able to maintain compliance with the covenants in any of our debt instruments in the future and, if we fail to do so, we may not be able to obtain waivers from the lenders and/or amend the covenants.

We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful.

Our ability to make scheduled payments on or refinance our debt obligations depends on our financial condition and operating performance, which are subject to prevailing economic and competitive conditions and to certain financial, business, legislative, regulatory and other factors beyond our control, including the impact of any public health crises, such as the COVID-19 pandemic, armed conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine, and the related economic downturn in the debt markets. In connection with the Acquisition and corresponding refinancing of our previous indebtedness through the 2024 Credit Facilities, our debt interest payments have increased substantially. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to pay the principal and interest on our indebtedness.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures, or to dispose of material assets or operations, alter our dividend policy, seek additional debt or equity capital or restructure or refinance our indebtedness. We may not be able to effect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternative actions may not allow us to meet our scheduled debt service obligations. The instruments that govern our indebtedness may restrict our ability to dispose of assets and may restrict the use of proceeds from those dispositions and may also restrict our ability to raise debt or equity capital to be used to repay other indebtedness when it becomes due. We may not be able to consummate those dispositions or to obtain proceeds in an amount sufficient to meet any debt service obligations when due.

In addition, we conduct our operations through our subsidiaries. Accordingly, repayment of our indebtedness will depend on the generation of cash flow by our subsidiaries, including our international subsidiaries, and their ability to make such cash available to us, by dividend, debt repayment or otherwise. Our subsidiaries may not have any obligation to pay amounts due on our indebtedness or to make funds available for that purpose. Our subsidiaries may not be able to, or may not be permitted to, make distributions to enable us to make payments in respect of our indebtedness. Each subsidiary is a distinct legal entity, and under certain circumstances, legal, tax and contractual restrictions may limit our ability to obtain cash from our subsidiaries or may subject any transfer of cash from our subsidiaries to substantial tax liabilities. In the event that we do not receive distributions from our subsidiaries, we may be unable to make required principal and interest payments on our indebtedness.

Our inability to generate sufficient cash flows to satisfy our debt obligations, or to refinance our indebtedness on commercially reasonable terms or at all, may materially adversely affect our operating results, financial condition and liquidity and our ability to satisfy our obligations under our indebtedness or pay dividends on our common stock.

We are subject to change of control provisions.

We are a party to certain contractual arrangements that are subject to change of control provisions. In this context, “change of control” is generally defined as including (a) any person or group, other than Mr. Jack C. Bendheim and his family and affiliates (the current holders of approximately 90.9% of the combined voting power of all classes of our outstanding common stock), becoming the beneficial owner of more than 50% of the total voting power of our stock, and (b) a change in any twelve month period in the majority of the members of the Board that is not approved by Mr. Bendheim and/or his family and affiliates or by the majority of directors in office at the start of such period.

Mr. Bendheim and his family and affiliates may choose to dispose of part or all of their stakes in us and/or may cease to exercise the current level of control they have over the appointment and removal of members of our Board. Any such changes may trigger a “change of control” event that could result in us being forced to repay the 2024 Credit Facilities or lead to the termination of a significant contract to which we are a party. If any such event occurs, this may negatively affect our financial condition and operating results. In addition, we may not have sufficient funds to finance repayment of any of such indebtedness upon any such “change in control.”

We use machine learning and artificial intelligence (AI) in our business, and challenges with properly managing its use could result in operational, competitive or reputational harm.

We currently use and are expanding the use of machine learning and AI in our business. Machine learning and AI are new and rapidly evolving technologies, the use of which presents a number of operational, compliance and reputational risks. AI algorithms are currently known to sometimes produce unexpected results or behave in unpredictable ways that can generate irrelevant, nonsensical, deficient, factually inaccurate or biased content and results. Accordingly, AI presents emerging operational, legal and ethical issues. Any disruption or failure in our AI systems or those of third parties on whom we rely could result in delays and operational challenges, and the various operational, compliance and reputational issues could materially adversely affect our business, financial condition and results of operations.

We depend on sophisticated information technology and infrastructure.

We rely on various information systems to manage our operations, and we increasingly depend on third parties and applications on virtualized, or "cloud," infrastructure to operate and support our information technology systems. These third parties include large established vendors as well as small, privately owned companies. Failure by these providers to adequately service our operations or a change in control or insolvency of these providers could have an adverse effect on our business, which in turn may materially adversely affect our business, financial condition or results of operations.

We may be required to write down goodwill or identifiable intangible assets.

Under generally accepted accounting principles in the United States ("GAAP"), if we determine goodwill or identifiable intangible assets are impaired, we will be required to write down these assets and record a non-cash impairment charge. As of June 30, 2025, we had goodwill of $59.6 million and identifiable intangible assets, less accumulated amortization, of $36.5 million. Identifiable intangible assets consist primarily of developed technology rights and patents and customer relationships.

Determining whether an impairment exists and the amount of the potential impairment involves quantitative data and qualitative criteria that are based on estimates and assumptions requiring significant management judgment. Future events or new information may change management's valuation of goodwill or an intangible asset in a short amount of time. The timing and amount of impairment charges recorded in our consolidated statements of operations and write-downs recorded in our consolidated balance sheets could vary if management's conclusions change. Any impairment of goodwill or identifiable intangible assets could have a material adverse effect on our financial condition and results of operations.

We may be unable to adequately protect our customers' privacy or we may fail to comply with privacy laws.

The protection of customer, employee and company data is critical and the regulatory environment surrounding information security, storage, use, processing, disclosure and privacy is demanding, with the frequent imposition of new and changing requirements. In addition, our customers expect that we will adequately protect their personal information. Any actual or perceived significant breakdown, intrusion, interruption, cyber-attack or corruption of customer, employee or company data or our failure to comply with federal, state, local and foreign privacy laws could damage our reputation and result in lost sales, fines and lawsuits. Despite our considerable efforts and technology to secure our computer network, security could be compromised, confidential information could be misappropriated or system disruptions could occur. Any actual or perceived access, disclosure or other loss of information or any significant breakdown, intrusion, interruption, cyber-attack or corruption of customer, employee or company data or our failure to comply with federal, state, local and foreign privacy laws or contractual obligations with customers, vendors, payment processors and other third parties, could result in legal claims or proceedings, liability under laws or contracts that protect the privacy of personal information, regulatory penalties, disruption of our operations and damage to our reputation, all of which could materially adversely affect our business, revenue and competitive position.

We may be subject to information technology system failures, network disruptions and breaches in data security.

We are increasingly dependent upon information technology systems and infrastructure to conduct critical operations and generally operate our business, which includes using information technology systems to process, transmit and store electronic information in our day-to-day operations, including customer, employee and company data. A significant number of our employees work remotely at least part of the time, making us increasingly reliant on tools that support remote work and enable secure access to our information technology systems from outside the office. As a result, any disruption to our information technology systems, our industrial machinery, software used in our manufacturing facilities, firmware or software embedded in our equipment or machinery, including from cyber incidents, could have a material adverse effect on our business. The increased use of these tools could also make our information technology systems more vulnerable to breaches of data security and cybersecurity attacks. The size and complexity of our computer systems make them potentially vulnerable to breakdown, malicious intrusion and random attack. We also store certain information with third parties. Our information systems and those of our third-party vendors are subjected to computer viruses or other malicious codes, unauthorized access attempts, and cyber, phishing or ransomware attacks and also are vulnerable to an increasing threat of continually evolving cybersecurity risks and external hazards. Disruption, degradation, or manipulation of these systems and infrastructure through intentional or accidental means could impact key business processes. Cyber-attacks against the Company's systems and infrastructure could result in

exposure of confidential information, the modification of critical data and/or the failure of critical operations. Likewise, improper or inadvertent employee behavior, including data privacy breaches by employees and others with permitted access to our systems may pose a risk that sensitive data may be exposed to unauthorized persons or to the public. Any such breach could compromise our networks, and the information stored therein could be accessed, publicly disclosed, lost or stolen. Such attacks could result in our intellectual property and other confidential information being lost or stolen, disruption of our operations and other negative consequences, such as increased costs for security measures or remediation costs, and diversion of management attention. Although the aggregate impact on the Company's operations and financial condition has not been material to date, the Company has been the target of events of this nature and expects them to continue as cyber-attacks are becoming more sophisticated and frequent, and the techniques used in such attacks change rapidly. The Company monitors its data, information technology and personnel usage of Company systems to reduce these risks and continues to do so on an ongoing basis for any current or potential threats.

If any of our operational technologies, software or hardware or other control systems are compromised, fail or have other significant shortcomings, it could disrupt our business, require us to incur substantial additional expenses or result in potential liability or reputational damage. While we have invested in protection of data and information technology, there can be no assurance that our efforts will prevent such breakdowns, cybersecurity attacks or breaches in our systems that could cause reputational damage, business disruption and legal and regulatory costs; could result in third-party claims; could result in compromise or misappropriation of our intellectual property, trade secrets and sensitive information; and could otherwise adversely affect our business and financial results.

Implementing new business lines or offering new products and services may subject us to additional risks.

From time to time, we may implement new business lines or offer new products and services within existing lines of business. There may be substantial risks and uncertainties associated with these efforts. We may invest significant time and resources in developing, marketing, or acquiring new lines of business and/or offering new products and services. Initial timetables for the introduction and development or acquisition of new lines of business and/or the offering of new products or services may not be achieved, and price and profitability targets may prove to be unachievable. Our lack of experience or knowledge, as well as external factors, such as compliance with regulations, competitive alternatives and shifting market preferences, may also impact the success of an acquisition or the implementation of a new line of business or a new product or service. New business lines or new products and services within existing lines of business could affect the sales and profitability of existing lines of business or products and services. Failure to successfully manage these risks in the implementation or acquisition of new lines of business or the offering of new products or services could have a material adverse effect on our reputation, business, results of operations, and financial condition.

Risks Related to Ownership of Our Class A Common Stock

Our multiple class structure and the concentration of our voting power with certain of our stockholders will limit your ability to influence corporate matters, and conflicts of interest between certain of our stockholders and us or other investors could arise in the future.

As of August 22, 2025, BFI Co., LLC ("BFI") beneficially owns 59,480 shares of our Class A common stock and 20,166,034 shares of our Class B common stock, which together represent approximately 90.9% of the combined voting power of all classes of our outstanding common stock. As of August 22, 2025, our other stockholders collectively own interests representing approximately 9.1% of the combined voting power of all classes of our outstanding common stock. Because of our multiple class structure and the concentration of voting power with BFI, BFI will continue to be able to control all matters submitted to our stockholders for approval for so long as BFI holds common stock representing greater than 50% of the combined voting power of all classes of our outstanding common stock. BFI will therefore have significant influence over management and affairs and control the approval of all matters requiring stockholder approval, including the election of directors and significant corporate transactions, such as a merger or other sale of the Company or its assets, for the foreseeable future.

We are classified as a "controlled company" and, as a result, we qualify for, and intend to rely on, exemptions from certain corporate governance requirements. You will not have the same protections afforded to stockholders of companies that are subject to such requirements.

BFI controls a majority of the combined voting power of all classes of our outstanding common stock. As a result, we are a "controlled company" within the meaning of the Nasdaq corporate governance standards. Under Nasdaq rules, a company of which more than 50% of the voting power is held by an individual, group or another company is a "controlled company" and may elect not to comply with certain corporate governance requirements, including:

- the requirement that a majority of the Board consists of independent directors;
- the requirement that we have a nominating and corporate governance committee and that it is composed entirely of independent directors; and
- the requirement for an annual performance evaluation of the nominating and corporate governance and compensation committees.

We utilize and intend to continue to utilize these exemptions. As a result, while we currently have a majority of independent directors:

- we may not have a majority of independent directors in the future;
- we will not have a nominating and corporate governance committee; and
- we will not be required to have an annual performance evaluation of the compensation committee.

Accordingly, you will not have the same protections afforded to stockholders of companies that are subject to all of the Nasdaq corporate governance requirements.

Our stock price may be volatile or may decline regardless of our operating performance.

The market price of our Class A common stock may fluctuate significantly in response to a number of factors, many of which we cannot control, including those described under "— Risk Factors Relating to Our Business" and the following:

- changes in financial estimates by any securities analysts who follow our Class A common stock, our failure to meet these estimates or failure of those analysts to initiate or maintain coverage of our Class A common stock;
- downgrades by any securities analysts who follow our Class A common stock;
- future sales of our Class A common stock by our officers, directors and significant stockholders;
- market conditions or trends in our industry or the economy as a whole and, in particular, in the animal health industry;
- investors' perceptions of our prospects;
- announcements by us or our competitors of significant contracts, acquisitions, joint ventures or capital commitments; and
- changes in key personnel.

In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. The COVID-19 pandemic and armed conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine have contributed to significant volatility in stock and financial markets in the United States and globally. In the past, stockholders have instituted securities class action litigation following periods of market volatility. If we were involved in securities litigation, we could incur substantial costs, and our resources and the attention of management could be diverted from our business.

Our majority stockholder has the ability to control significant corporate activities and our majority stockholder's interests may not coincide with yours.

As of August 22, 2025, approximately 90.9% of the combined voting power of all classes of our outstanding common stock is held by BFI. As a result of its ownership, so long as it holds a majority of the combined voting power of all classes of our outstanding common stock, BFI will have the ability to control the outcome of matters submitted to a vote of stockholders and, through our Board of Directors, the ability to control decision-making with respect to our business direction and policies. Matters over which BFI, directly or indirectly, exercises control include:

- the election of our Board of Directors and the appointment and removal of our officers;
- mergers and other business combination transactions, including proposed transactions that would result in our stockholders receiving a premium price for their shares;
- other acquisitions or dispositions of businesses or assets;
- incurrence of indebtedness and the issuance of equity securities;
- repurchase of stock and payment of dividends; and
- the issuance of shares to management under our equity incentive plans.

Even if BFI's ownership of our shares falls below a majority of the combined voting power of all classes of our outstanding common stock, it may continue to be able to influence or effectively control our decisions.

Future sales of our Class A common stock, or the perception in the public markets that these sales may occur, may depress our stock price.

Sales of substantial amounts of our Class A common stock in the public market, or the perception that these sales could occur, could adversely affect the price of our Class A common stock and could impair our ability to raise capital through the sale of additional shares. In addition, subject to certain restrictions on converting Class B common stock into Class A common stock, all of our outstanding shares of Class B common stock may be converted into Class A common stock and sold in the public market by existing stockholders. As of August 22, 2025, we had 20,367,574 shares of Class A common stock and 20,166,034 shares of Class B common stock outstanding.

BFI, which holds all of our outstanding Class B common stock, has the right to require us to register the sales of its shares under the Securities Act under the terms of an agreement between us and the holders of these securities. In the future, we may also issue our securities in connection with investments or acquisitions. The amount of shares of our Class A common stock issued in connection with an investment or acquisition could constitute a material portion of our then-outstanding shares of our Class A common stock.

Anti-takeover provisions in our charter documents and Delaware law might discourage or delay acquisition attempts for us that you might consider favorable.

Our certificate of incorporation and bylaws contain provisions that may make the acquisition of the Company more difficult without the approval of our Board of Directors. These provisions:

- authorize the issuance of undesignated preferred stock, the terms of which may be established and the shares of which may be issued without stockholder approval, and which may include super voting, special approval, dividend, or other rights or preferences superior to the rights of the holders of Class A common stock;
- prohibit, at any time after BFI and its affiliates cease to hold at least 50% of the combined voting power of all classes of our outstanding common stock, stockholder action by written consent, without the express prior consent of the Board of Directors;
- provide that the Board of Directors is expressly authorized to make, alter or repeal our amended and restated bylaws;
- establish advance notice requirements for nominations for elections to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; and

- establish a classified Board of Directors, as a result of which our Board of Directors will be divided into three classes, with each class serving for staggered three-year terms, which prevents stockholders from electing an entirely new Board of Directors at an annual meeting; and require, at any time after BFI and its affiliates cease to hold at least 50% of the combined voting power of all classes of our outstanding common stock, the approval of holders of at least three quarters of the combined voting power of all classes of our outstanding common stock for stockholders to amend the amended and restated bylaws or amended and restated certificate of incorporation.

These anti-takeover provisions and other provisions under Delaware law could discourage, delay or prevent a transaction involving a change in control of the Company, even if doing so would benefit our stockholders. These provisions could also discourage proxy contests and make it more difficult for you and other stockholders to elect directors of your choosing and to cause us to take other corporate actions you desire.

Our certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or employees.

Our certificate of incorporation provides that, subject to limited exceptions, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers or other employees to us or our stockholders, (iii) any action asserting a claim against us arising pursuant to any provision of the Delaware General Corporation Law, our certificate of incorporation or our by-laws or (iv) any other action asserting a claim against us that is governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock shall be deemed to have notice of and to have consented to the provisions of our certificate of incorporation described above. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and employees. Alternatively, if a court were to find these provisions of our restated certificate of incorporation inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition and results of operations.

Provisions of our certificate of incorporation could have the effect of preventing us from having the benefit of certain business opportunities that we would otherwise be entitled to pursue.

Our certificate of incorporation provides that BFI and its affiliates are not required to offer corporate opportunities of which they become aware to us and could, therefore, offer such opportunities instead to other companies including affiliates of BFI. In the event that BFI obtains business opportunities from which we might otherwise benefit but chooses not to present such opportunities to us, these provisions of our certificate of incorporation could have the effect of preventing us from pursuing transactions or relationships that would otherwise be in the best interests of our stockholders.

We may not pay cash dividends in the future and, as a result, you may not receive any return on investment unless you are able to sell your Class A common stock for a price greater than your initial investment.

We have a paid a quarterly dividend since September 2014 on our Class A and Class B common stock and our Board of Directors has declared a cash dividend of $0.12 per share on our Class A common stock and Class B common stock that is payable September 24, 2025 to stockholders of record at the close of business on September 3, 2025. Any determination to pay dividends in the future will be at the discretion of our Board of Directors and will depend upon results of operations, financial condition, contractual restrictions and our ability to obtain funds from our subsidiaries to meet our obligations. Our 2024 Credit Facilities permit us to pay distributions to stockholders out of available cash subject to certain annual limitations and so long as no default or event of default under the 2024 Credit Facilities shall have occurred and be continuing at the time such distribution is declared. Realization of a gain on your investment will depend on the appreciation of the price of our Class A common stock.

General Risk Factors

We face competition in each of our markets from a number of large and small companies, some of which have greater financial, R&D, production and other resources than we have.

Many of our products face competition from alternative or substitute products. We are engaged in highly competitive industries and, with respect to all of our major products, face competition from a substantial number of global and regional competitors. Several new start-up companies also compete in the animal health industry. We believe many of our competitors are conducting R&D activities in areas served by our products and in areas in which we are developing products. Some competitors have greater financial, R&D, production and other resources than we have. Some of our principal competitors include Boehringer Ingelheim International GmbH, Ceva Santé Animale, Elanco Animal Health Incorporated, Huvepharma Inc., Merck & Co., Inc. (Merck Animal Health and MSD Animal Health), Southeastern Minerals, Inc. and Zoetis. To the extent these companies or new entrants offer comparable animal health, mineral nutrition or performance products at lower prices, our business could be adversely affected. New entrants could substantially reduce our market share or render our products obsolete. Furthermore, many of our competitors have relationships with key distributors and, because of their size, have the ability to offer attractive pricing incentives, which may negatively impact or hinder our relationships with these distributors.

In certain countries, because of our size and product mix, we may not be able to capitalize on changes in competition and pricing as fully as our competitors. In recent years, there have been new generic medicated products introduced to the livestock industry, particularly in the United States.

There has been and likely will continue to be consolidation in the animal health market, which could strengthen our competitors. Our competitors can be expected to continue to improve the formulation and performance of their products and to introduce new products with competitive price and performance characteristics. There can be no assurance that we will have sufficient resources to maintain our current competitive position or market share. We also face competitive pressures arising from, among other things, more favorable safety and efficacy product profiles, limited demand growth or a significant number of additional competitive products being introduced into a particular market, price reductions by competitors, the ability of competitors to capitalize on their economies of scale and the ability of competitors to produce or otherwise procure animal health products at lower costs than us. To the extent that any of our competitors are more successful with respect to any key competitive factor, or we are forced to reduce, or are unable to raise, the price of any of our products in order to remain competitive, our business, financial condition and results of operations could be materially adversely affected.

Failure to comply with requirements to design, implement and maintain effective internal controls could have a material adverse effect on our business and stock price.

As a public company, we have significant requirements for enhanced financial reporting and internal controls. The process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company. If we are unable to establish or maintain appropriate internal financial reporting controls and procedures, it could cause us to fail to meet our reporting obligations on a timely basis, result in material misstatements in our consolidated financial statements and harm our operating results. In addition, we are required, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. This assessment includes disclosure of any material weaknesses identified by our management in our internal control over financial reporting and a statement that our auditors have issued an attestation report on the effectiveness of our internal controls. Testing and maintaining internal controls may divert our management’s attention from other matters that are important to our business. We may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 or our independent registered public accounting firm may not issue an unqualified opinion. We cannot provide any assurance we will not identify material weaknesses in the future. If we suffer deficiencies or material weaknesses in our internal controls, we may be unable to report financial information in a timely and accurate manner and it could result in a material misstatement of our annual or interim financial statements that would not be prevented or detected on a timely basis, which could cause investors to lose confidence in our financial reporting, negatively affect the trading price of our common stock and could cause a default under the agreements governing our indebtedness. If either we are unable to conclude that we have effective internal

control over financial reporting or our independent registered public accounting firm is unable to provide us with an unqualified opinion, investors could lose confidence in our reported financial information, which could have a material adverse effect on the trading price of our stock.

As a public company, we are subject to financial and other reporting and corporate governance requirements that may be difficult for us to satisfy and may divert management's attention from our business.

As a public company, we are required to file annual and quarterly reports and other information pursuant to the Exchange Act with the SEC. We are required to ensure that we have the ability to prepare consolidated financial statements that comply with SEC reporting requirements on a timely basis. We are also subject to other reporting and corporate governance requirements, including the applicable stock exchange listing standards and certain provisions of the Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act and the regulations promulgated thereunder, which impose significant compliance obligations upon us.

As a public company, we are required to commit significant resources and management time and attention to these requirements, which cause us to incur significant costs and which may place a strain on our systems and resources. As a result, our management's attention might be diverted from other business concerns. Compliance with these requirements place significant demands on our legal, accounting and finance staff and on our accounting, financial and information systems and increase our legal and accounting compliance costs as well as our compensation expense as we have been or may be required to hire additional accounting, tax, finance and legal staff with the requisite technical knowledge.

We may not be able to expand through acquisitions or successfully integrate the products, services and personnel of acquired businesses.

From time to time, we may make selective acquisitions to expand our range of products and services and to expand the geographic scope of our business, such as the Acquisition. However, we may be unable to identify suitable targets in the future, and competition for acquisitions may make it difficult for us to consummate acquisitions on acceptable terms or at all. We may not be able to locate any complementary products that meet our requirements or that are available to us on acceptable terms or we may not have sufficient capital resources to consummate a proposed acquisition. In addition, assuming we identify suitable products or partners, the process of effectively entering into these arrangements involves risks that our management's attention may be diverted from other business concerns. Further, if we succeed in identifying and consummating appropriate acquisitions on acceptable terms, we may not be able to successfully integrate the products, services and personnel of any acquired businesses, including the Acquisition, on a basis consistent with our current business practice. In particular, we may face greater than expected costs, time and effort involved in completing and integrating such acquisitions and potential disruption of our ongoing business. Furthermore, we may realize fewer, if any, synergies than envisaged. Our ability to manage acquired businesses may also be limited if we enter into joint ventures or do not acquire full ownership or a controlling stake in the acquired business. In addition, continued growth through acquisitions may significantly strain our existing management and operational resources. As a result, we may need to recruit additional personnel, particularly at the level below senior management, and we may not be able to recruit qualified management and other key personnel to manage our growth. Moreover, certain transactions could adversely impact earnings as we incur development and other expenses related to the transactions and we could incur debt to complete these transactions. Debt instruments could contain contractual commitments and covenants that could adversely affect our cash flow and our ability to operate our business, financial condition and results of operations. See also "— Risk Factors Relating to Our Business — We may fail to achieve the anticipated benefits from the acquisition of certain Zoetis products and assets."

We may not successfully implement our business strategies or achieve expected gross margin improvements.

We are pursuing and may continue to pursue strategic initiatives that management considers critical to our long-term success, including, but not limited to, increasing sales in emerging markets, base revenue growth through new product development and value-added product lifecycle development; improving operational efficiency through manufacturing efficiency improvement and other programs; and expanding our complementary products and services. There are significant risks involved with the execution of these types of initiatives, including significant business, economic and competitive uncertainties, many of which are outside of our control. Accordingly, we cannot predict whether we will succeed in implementing these strategic initiatives. It could take several years to realize the anticipated benefits from these initiatives, if any benefits are achieved at all. We may be unable to achieve expected gross margin improvements on our products or technologies. Additionally, our business strategy may change from time to time, which could delay our ability to implement initiatives that we believe are important to our business.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk Management and Strategy

As a leading global, diversified animal health and mineral nutrition company, we are increasingly reliant on information technology systems and infrastructure to support critical operations and manage our business effectively. These systems process, transmit, and store electronic information, including customer, employee, and company data. This reliance exposes us to data security breaches and cybersecurity attacks. For more information on these risks, see “Item 1A. Risk Factors — Risk Factors Relating to Our Business — We may be subject to information technology system failures, network disruptions, and breaches in data security.”

Although the aggregate impact on our operations and financial condition has not been material to date, the Company has been the target of cybersecurity attacks and anticipates continued attempts as threats become more sophisticated and frequent. Future incidents may have a material effect on our business.

Our information security program is led by the Director of IT Cybersecurity and Compliance, who reports directly to the Chief Information Officer (the “CIO”). The program is aligned with the U.S. National Institute of Standards and Technology (NIST) Cybersecurity Framework and the Israel National Cyber Directorate. We are also members of the New Jersey Cybersecurity and Communications Integration Cell, which enhances our industry awareness and proactive response capabilities by facilitating information sharing, identifying attack profiles, and promoting continuous improvement.

We employ a range of tools and practices to assess, monitor, and mitigate cybersecurity risks. These practices extend to third-party service providers who have access to our systems and data. At least every two years, we engage an independent third party to conduct penetration testing and risk assessments of our cybersecurity posture.
Over the past year, we have made significant progress in strengthening our cyber defense capabilities. Our Security Operations Center and Managed Detection and Response services continue to evolve and improve daily. This progress is driven by real-time incident response, continuous team development, and the incorporation of lessons learned from both internal experiences and external industry intelligence. To complement these efforts, we have implemented an advanced cyber threat intelligence process that enhances our ability to detect threat actors, anticipate emerging risks, and align our detection and prevention strategies with global threat trends.

We also maintain a robust user education and awareness program, structured around an annual plan. Key elements include:

- Monthly cybersecurity training for all users;
- Bi-weekly phishing simulations; and
- A monthly interactive cyber awareness magazine.

The rapid emergence of AI technologies has had a notable impact on our operational and strategic environment. These technologies quickly entered our ecosystem, and we responded by implementing necessary user awareness programs and governance mechanisms. Responsible adoption of AI technologies remains a key focus area. Our efforts encompass raising organizational awareness, deploying suitable monitoring tools, and fostering innovation while ensuring compliance with privacy regulations and industry standards. Our program continues to evolve to ensure the safe, ethical, and compliant use of AI across the enterprise.

In parallel, we are enhancing our third-party cybersecurity and regulatory risk management framework. This includes a structured process for evaluating and monitoring external entities using standardized risk questionnaires, internal knowledge repositories, and validation procedures. These mechanisms are applied both prior to onboarding new suppliers, service providers, or technologies, and as part of periodic reviews of existing third-party relationships.

This proactive approach allows us to:

- Identify security and compliance gaps early in the vendor lifecycle;
- Prioritize suppliers based on their risk profile and level of exposure; and
- Ensure that third-party engagements align with our corporate, regulatory, and contractual obligations.

Together, these measures strengthen our organizational cyber resilience, regulatory preparedness, and long-term operational integrity.

In the event of a cybersecurity or data privacy incident, our triage team evaluates the probable frequency and magnitude of potential loss. Incidents are categorized by severity and escalated to the CIO, Chief Executive Officer, and the Senior Vice President, General Counsel, and Corporate Secretary (“Legal Counsel”), who determine any additional communication or disclosure requirements. The Board of Directors is notified of high-severity incidents. Each incident is followed by a formal investigation, root cause analysis, and remediation plan. Additionally, our cyber insurance program is reviewed regularly to ensure adequate coverage in support of our layered protection model.

Governance

Our CIO manages our information technology systems. He has over 45 years of experience in digital systems and technology in the animal health, bio-tech pharmaceutical, pharmaceutical, and oil and gas industries. He has held multiple leadership roles driving business value for investments in digital solutions. He also spent six years as a leader within internal auditing, providing experience and wisdom in business-driven risk management.

The CIO provides periodic reports to the Board of Directors, the executive management team, and our Legal Counsel. These reports include updates on our cybersecurity risks and threats, assessments of our information security program, and any changes in the threat landscape. Our information technology systems are regularly evaluated by internal and external consultants, with the results of the review reported to the executive management team and the Board of Directors.

Item 2. Properties

The following table lists our material properties:

Business Segment(s)	Location	Owned/ Leased	Approx. sq. Footage	Purpose(s)
Animal Health	Buenos Aires, Argentina	Owned	43,000	Manufacturing and Administrative
Animal Health	Braganca Paulista, Brazil	Owned	50,000	Manufacturing and Administrative
Animal Health	Guarulhos, Brazil	Owned	1,294,000	Manufacturing, Sales, Premixing, Research and Administrative
Animal Health	Heliópolis, Brazil	Owned	15,000	Manufacturing and Administrative
Animal Health	Sligo, Ireland	Owned	45,000	Manufacturing
Animal Health	Beit Shemesh, Israel	Owned/ land lease	79,000	Manufacturing and Research
Animal Health	Neot Hovav, Israel	Owned/land lease	140,000	Manufacturing and Research
Animal Health	Petach Tikva, Israel	Owned	60,000	Manufacturing
Animal Health	Sarasota, Florida	Leased	93,000	Manufacturing, Sales, Research and Administrative
Animal Health	Chillicothe, Illinois	Owned	19,000	Manufacturing
Animal Health	Mendon, Illinois	Owned	64,000	Research
Animal Health	St. Paul, Minnesota	Leased	5,000	Research
Animal Health	Omaha, Nebraska	Owned	60,000	Manufacturing, Sales and Research
Animal Health	State College, Pennsylvania	Owned	13,000	Research
Animal Health	Salisbury, Maryland	Leased	87,000	Manufacturing
Animal Health	Willow Island, West Virginia	Owned/land lease	1,220,000	Manufacturing
Animal Health	Chicago Heights, Illinois	Owned	215,000	Manufacturing
Animal Health	Eagle Grove, Iowa	Owned	112,000	Manufacturing
Animal Health	Suzhou, China	Owned	150,000	Manufacturing
Animal Health	Independence, Missouri	Leased	145,000	Warehousing
Animal Health	Medolla, Italy	Leased	6,000	Manufacturing
Animal Health and Mineral Nutrition	Quincy, Illinois	Owned	306,000	Manufacturing, Sales, Research and Administrative
Mineral Nutrition	Omaha, Nebraska	Owned	84,000	Manufacturing
Performance Products	Santa Fe Springs, California	Owned	108,000	Manufacturing
Corporate	Teaneck, New Jersey	Leased	50,000	Corporate and Administrative

Item 3. Legal Proceedings

We are from time to time subject to claims and litigation arising in the ordinary course of business. These claims and litigation may include, among other things, allegations of violation of United States and foreign competition law, labor laws, consumer protection laws, data protection laws and Environmental Laws and regulations, as well as claims or litigation relating to product liability, intellectual property, securities, breach of contract and tort. We operate in multiple jurisdictions and, as a result, a claim in one jurisdiction may lead to claims or regulatory penalties in other jurisdictions.

We do not believe that the ultimate resolution of existing claims and litigation will have a material adverse effect on our financial position, results of operations, liquidity or capital resources. However, one or more unfavorable outcomes in any claim or litigation against us could have a material adverse effect for the period in which they are resolved. In addition, regardless of their merits or their ultimate outcomes, such matters are costly, divert management's attention and may materially adversely affect our reputation, even if resolved in our favor.

See "Notes to Consolidated Financial Statements — Commitments and Contingencies" in Part II. Item 8 on this Annual Report on Form 10-K, which is incorporated herein by reference, for further information on our legal proceedings. For an additional discussion of certain risks associated with legal proceedings see "Risk Factors" above.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information for Common Stock

Our Class A common stock is traded on Nasdaq under the trading symbol "PAHC." Our Class B common stock is not listed or traded on any stock exchange. At June 30, 2025, there were 20,367,574 shares of Class A common stock outstanding.

During the fiscal year ended June 30, 2025, we did not sell any unregistered securities nor did we purchase any of our equity securities.

Holders of Record

As of August 22, 2025, there were 20,367,574 shares of our Class A common stock outstanding, which were held by one stockholder of record, not including beneficial owners of shares registered in nominee or street name. As of August 22, 2025, there were 20,166,034 shares of our Class B common stock outstanding, which were held by one stockholder of record. Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. Information about 5% beneficial owners of our common stock is incorporated by reference from the discussion in our 2025 Proxy Statement under the heading *Security Ownership of Certain Beneficial Owners and Management*.

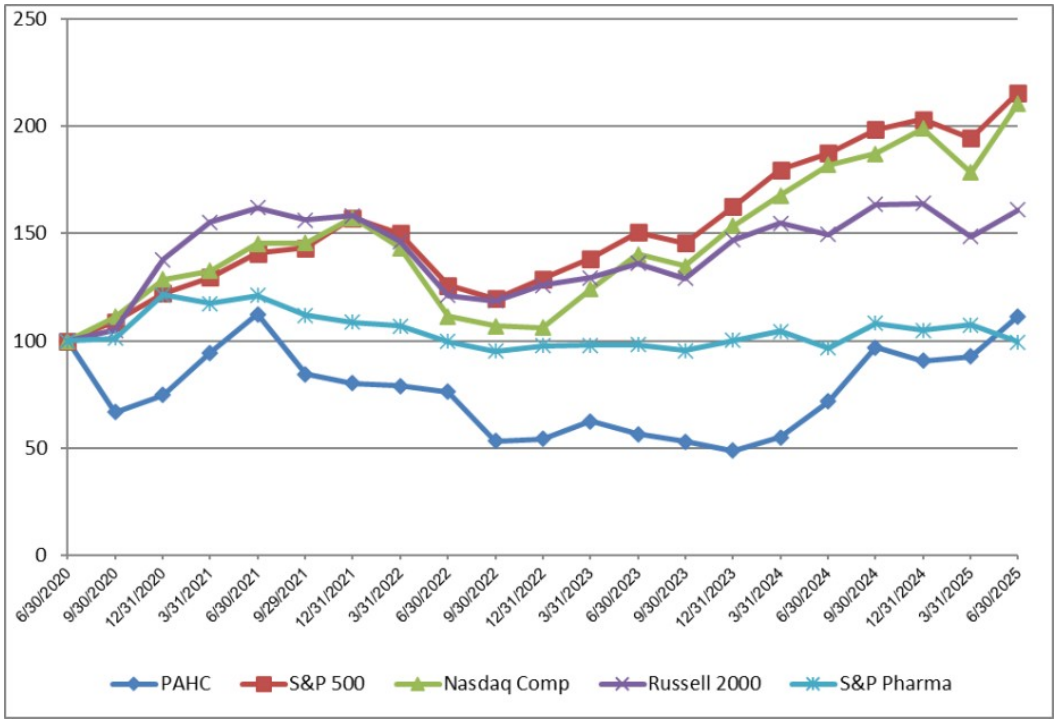
Dividend Policy

We intend to pay regular quarterly dividends to holders of our Class A and Class B common stock out of assets legally available for this purpose. Any future determination to pay dividends is subject to review and approval by our Board of Directors and will depend upon our results of operations, financial condition, capital requirements, our ability to obtain funds from our subsidiaries and other factors that our Board of Directors deem relevant. Additionally, the terms of our current and any future agreements governing our indebtedness could limit our ability to pay dividends or make other distributions.

Stock Performance Graph

This performance graph is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

The following graph shows a comparison from June 30, 2020 through June 30, 2025 of the cumulative stockholder return of our Class A common stock, the S&P 500 Index, the Nasdaq Composite Index, the Russell 2000 Index and the S&P Pharmaceuticals Index. The graph assumes that $100 was invested in our Class A common stock and each of the aforementioned indexes at the market close on June 30, 2020, and assumes dividends, if any, are reinvested. The stock price performance shown on the graph is not necessarily indicative of future stock price performance, and we do not make any projections of future stockholder returns.



Item 6. (Reserved)

Not applicable

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Introduction

Our management's discussion and analysis of financial condition and results of operations ("MD&A") is provided to assist readers in understanding our performance, as reflected in the results of our operations, our financial condition and our cash flows. The following discussion summarizes the significant factors affecting our consolidated operating results, financial condition, liquidity and cash flows as of and for the periods presented. This MD&A should be read in conjunction with our consolidated financial statements and related notes thereto included under the section entitled "Financial Statements and Supplementary Data." Our future results could differ materially from our historical performance as a result of various factors such as those discussed in "Risk Factors" and "Forward-Looking Statements and Risk Factors Summary."

Overview of our business

Phibro Animal Health Corporation is a leading global diversified animal health and mineral nutrition company. We develop, manufacture and market a broad range of products for food and companion animals including poultry, swine, beef and dairy cattle, aquaculture and dogs. Our products help prevent, control and treat diseases, and support nutrition to help improve animal health and well-being. In addition to animal health and mineral nutrition products, we manufacture and market specific ingredients for use in the personal care, industrial chemical and chemical catalyst industries. We market approximately 800 product lines in approximately 90 countries to approximately 4,500 customers.

Acquisition

In April 2024, the Company entered into a Purchase and Sale Agreement (the "Purchase Agreement") with Zoetis Inc., a Delaware corporation ("Zoetis") to acquire Zoetis's medicated feed additive ("MFA") portfolio, certain water-soluble products and related assets (the "Acquisition"). On October 31, 2024, the Company completed the Acquisition at a purchase price of approximately $297.5 million ($286.5 million, as adjusted, net of cash acquired), subject to certain further adjustments set forth in the Purchase Agreement. The Acquisition was funded by term loan borrowings under the 2024 Credit Agreement. The product portfolio acquired, which generated $407.6 million in revenue in 2023, is comprised of more than 37 product lines that are sold in approximately 80 countries. For the year ended June 30, 2025, this product portfolio contributed $208.2 million to our overall net sales. Also included in the Acquisition are six manufacturing sites, comprised of four in the U.S., one in Italy and one in China. The results of operations of the Acquisition are included in our consolidated statements of operations from the date of acquisition and reported within the Animal Health segment.

2024 Credit Agreement

In July 2024, we entered into a Credit Agreement (the "2024 Credit Agreement") with a group of lenders. Initial borrowings were used to refinance all our outstanding debt, to pay fees and expenses of the transaction, and for ongoing working capital requirements and general corporate purposes. Borrowings under the Delayed Draw Term A-1 and A-2 Loans were used to finance the purchase price of the Acquisition. See "Notes to Consolidated Financial Statements — Debt — 2024 Credit Agreement" for additional information.

Armed conflicts

Israel and Hamas

On October 7, 2023, Hamas militants crossed into Israel from Gaza in a large-scale, surprise terrorist attack. Hamas terrorists invaded Israel, first firing rockets into the country and then carrying out attacks inflicting mass casualties with hundreds more taken hostage. In order to provide immediate assistance to the victims of the attacks and their families, we and our employees provided monetary donations that were distributed to charities that offered relief services, welfare, equipment, food and other necessities. Since the October 2023 attack, there have been continued and escalating hostilities along Israel's northern border with Lebanon (with the Hezbollah terror organization) and southern border (with the Houthi movement in Yemen). Although a ceasefire was brokered between Israel and Hezbollah in November 2024, and in January 2025, and a temporary ceasefire went into effect between Israel and Hamas, hostilities in the region have recently resumed. The possibility of negotiations for renewed ceasefire agreements between Israel and Hamas, and Israel and Hezbollah remain uncertain and difficult to predict and until resolved, may continue to cause conflict in the region.

We have three manufacturing sites in Israel. A manufacturing plant in Neot Hovav that produces active pharmaceutical ingredients for certain of our anticoccidial and antimicrobial products, a facility in Beit Shemesh that produces vaccines and a plant in Petah Tikvah that manufactures premix products and nutritional products. In addition, we have an office location near Tel Aviv in Airport City. As of June 30, 2025, we had approximately 500 employees located in Israel. While we initially had some disruption to our operations at the onset of the Israel-Hamas conflict, at the current time, we have confidence in our ability to meet our supply commitment to customers and maintain sufficient inventory to continue regional support. Iran has threatened to continue to attack Israel. Iran is also believed to have a strong influence among extremist groups in the region, such as Hamas in Gaza, Hezbollah in Lebanon, the Houthi movement in Yemen and various rebel militia groups in Syria and Iraq. While the situation surrounding the ongoing conflict remains fluid, our operations in Israel have navigated numerous challenging situations over the years.

The resumption, prolonged continuation or escalation of this conflict may trigger bans, economic and other sanctions, as well as broader military conflict, which could include neighboring nations and their respective allies. The potential impact of the current conflict, or escalation thereof, on our business is unclear but may include, without limitation, the possible disruption of our operations, particularly at our facilities in Israel, supply chain and logistics disruptions, personnel and raw material shortages, and other consequences, including as a result of the actions of, or disruption of the operations of, certain regulatory and governmental authorities and of certain of our suppliers, collaborative partners, licensees, manufacturing sites, distributors and customers. Our Israeli manufacturing facilities and local operations account for 16% of our consolidated assets as of June 30, 2025, and 17% of our consolidated net sales for the twelve months ended June 30, 2025.

Russia and Ukraine

In response to the armed conflict between Russia and Ukraine that began in February 2022, we and our employees have provided support to Ukraine in the form of monetary donations, free products and humanitarian services. Our limited intent for the Russian market is to continue to provide medicines and vaccines, and related regulatory and technical support, to help existing customers combat disease challenges in the production of food animals on their farms. We have no production or direct distribution operations and no planned investments in Russia.

Since the conflict began, the United States and other North Atlantic Treaty Organization ("NATO") member states, as well as non-member states, announced targeted economic sanctions on Russia, including certain Russian citizens and enterprises. The continuation or escalation of the conflict may trigger additional economic and other sanctions, as well as broader military conflict. The potential impacts of any resulting bans, sanctions, boycotts or broader military conflicts on our business are uncertain. The potential impacts could include supply chain and logistics disruptions, macroeconomic impacts resulting from the exclusion of Russian financial institutions from the global banking system, volatility in foreign exchange rates and interest rates, inflationary pressures on raw materials and energy as well as heightened cybersecurity threats. Our sales to Russia and Ukraine for the twelve months ended June 30, 2025 represented approximately 1% of consolidated net sales.

We cannot know if the conflict could escalate and result in broader economic and security concerns that could adversely affect our business, financial condition, or results of operations.

Industry growth

We believe global population growth, the growth of the global middle class and the productivity improvements needed due to limitations of arable land and water supplies have supported and will continue to support growth of the animal health industry.

Regulatory developments

Our business depends heavily on a healthy and growing livestock industry. Some in the public perceive risks to human health related to the consumption of food derived from animals that utilize certain of our products, including certain of our MFA products. In particular, there is increased focus, in the United States and other countries, on the use of medically important antimicrobials. As defined by the FDA, medically important antimicrobials ("MIAs") include classes that are prescribed in animal and human health and are listed in the Appendix of the FDA-CVM Guidance for Industry (GFI) 152. Our products that contain virginiamycin, oxytetracycline, neomycin, streptomycin, tiamulin, chlortetracycline, or sulfamethazine are classified by the FDA as medically important antimicrobials. In addition to the United States, the World Health Organization (WHO), the E.U., Australia and Canada have promulgated rating lists for antimicrobials that are used in veterinary medicine and that include certain of our products.

The classification of our products as MIAs or similar listings may lead to a decline in the demand for and production of food products derived from animals that utilize our products and, in turn, demand for our products. Livestock producers may experience decreased demand for their products or reputational harm as a result of evolving consumer views of nutrition and health-related concerns, animal rights and other concerns. Any reputational harm to the livestock industry may also extend to companies in related industries, including us. In addition, campaigns by interest groups, activists and others with respect to perceived risks associated with the use of our products in animals, including position statements by livestock producers and their customers based on non-use of certain medicated products in livestock production, whether or not scientifically-supported, could affect public perceptions and reduce the use of our products. Those adverse consumer views related to the use of one or more of our products in animals could have a material adverse effect on our financial condition and results of operations.

In April 2016, the FDA began initial steps to withdraw approval of carbadox (the active ingredient in our Mecadox product) via a regulatory process known as a Notice of Opportunity for Hearing ("NOOH"), due to concerns that certain residues from the product may persist in animal tissues for longer than previously determined. In the years following, Phibro has continued an ongoing process of responding collaboratively and transparently to the FDA's CVM inquiries and has provided extensive and meticulous research and data that confirmed the safety of carbadox. In July 2020, the FDA announced it would not proceed to a hearing on the scientific concerns raised in the 2016 NOOH, consistent with the normal regulatory procedure, but instead announced that it was withdrawing the 2016 NOOH and issuing a proposed order to review the regulatory method for carbadox. Phibro reiterated the safety of carbadox and the appropriateness of the regulatory method and offered to work with the CVM to generate additional data to support the existing regulatory method or select a suitable alternative regulatory method.

In March 2022, the FDA held a Part 15 virtual public hearing seeking data and information related to the safety of carbadox in which Phibro participated and again detailed the research and data that confirm the safety of carbadox. In November 2023, the FDA issued a final order to revoke the approved method for detecting carbadox residues. The FDA also provided notice in the Federal Register proposing to withdraw approval of all NADAs providing for use of carbadox in medicated swine feed and announcing an opportunity for Phibro to request a hearing on this proposal. This second action is based on CVM's determination that there is no approved regulatory method to detect carbadox residues in the edible tissues of the treated swine. Phibro is continuing to defend swine producers' ability to use Mecadox. We have requested a full evidentiary hearing on the merits before an administrative law judge. In January 2024, Phibro filed a lawsuit in the D.C. Federal District Court asking the court to invalidate the order which revoked the regulatory method for carbadox. Should we be unable to successfully defend the safety of the product, the loss of carbadox sales will have an adverse effect on our financial condition and results of operations. Sales of Mecadox (carbadox) for the year ended June 30, 2025 were approximately $20 million. As of the date of this Annual Report on Form 10-K, Mecadox continues to be available for use by swine producers.

Macroeconomic developments, such as adverse economic conditions worldwide, international conflicts, or efforts of governments to stimulate or stabilize the economy or manage trade disputes, may adversely impact our business. For example, the Trump administration has instituted or proposed changes in trade policies that include the renegotiation or termination of existing trade agreements, the imposition of higher tariffs on imports into the United States, and other government regulations affecting trade between the United States and other countries. These measures could introduce supply chain inefficiencies, challenge current trade agreements with certain nations, and affect the cost and availability of materials critical to our products. Any such tariffs, if and when enacted, and any further legislation or actions taken by the U.S. federal government that restrict trade, such as additional tariffs, trade barriers, and other protectionist or retaliatory measures could adversely impact our ability to sell products and services in our markets. Countries may, in response to any U.S. actions, adopt retaliatory or other protectionist measures that could further limit our ability to offer our products and services. The ultimate impact of any tariffs will depend on various factors, including if any tariffs are ultimately implemented, the timing of implementation, and the amount, scope, and nature of the tariffs.

See also "Business — Compliance with Government Regulation — United States — Carbadox"; and "Business — Compliance with Government Regulation — Global Policy and Guidance."

Our global sales of antibacterials, anticoccidials and other products were $646 million, $421 million and $387 million for the years ended June 30, 2025, 2024 and 2023, respectively.

Competition

The animal health industry is highly competitive. We believe many of our competitors are conducting R&D activities in areas served by our products and in areas in which we are developing products. Our competitors include stand-alone animal health businesses and the animal health businesses of large pharmaceutical companies. In addition to competition from established participants, there could be new entrants to the animal health medicines and vaccines industry in the future. Principal methods of competition vary depending on the region, species, product category or individual products, including reliability, reputation, quality, price, service and promotion to veterinary professionals and livestock producers.

Foreign exchange

We conduct operations in many areas of the world, involving transactions denominated in a variety of currencies. For the year ended June 30, 2025, we generated approximately 43% of our net sales from operations outside the United States. Although a portion of our revenues are denominated in various currencies, the selling prices of the majority of our sales outside the United States are referenced in U.S. dollars, and as a result, our revenues have not been significantly affected by currency movements. We are subject to currency risk to the extent that our costs are denominated in currencies other than those in which we earn revenues. We manufacture some of our major products in Brazil and Israel and production costs are largely denominated in local currencies, while the selling prices of the products are largely set in U.S. dollars. As such, we are exposed to changes in cost of goods sold resulting from currency movements and may not be able to adjust our selling prices to offset such movements. In addition, we incur selling and administrative expenses in various currencies and are exposed to changes in such expenses resulting from currency movements. For the year ended June 30, 2025, our expenses were not significantly affected by currency movements. Because we have transactions denominated in various currencies, changes in currency exchange rates have had, and will continue to have, an impact on our results of operations.

Climate

Adverse weather events and natural disasters may interfere with and negatively impact operations at our manufacturing sites, research and development facilities and offices, which could have a material adverse effect on our financial condition and results of operations, especially if the impact of an event or disaster is frequent or prolonged.

Our operations, and the activities of our customers, could be disrupted by climate change. The physical changes caused by climate change may prompt changes in regulations or consumer preferences which in turn could have negative consequences for our and our customers' businesses. Climate change may negatively impact our customers' operations, particularly those in the livestock industry, through climate-related impacts such as increased air and water temperatures, rising water levels and increased incidence of disease in livestock. Potential physical risks from climate change may include altered distribution and intensity of rainfall, prolonged droughts or flooding, increased frequency of wildfires and other natural disasters, rising sea levels and a rising heat index, any of which could cause negative impacts to our and our customers' businesses. If such events affect our customers' businesses, they may purchase fewer of our products, and our revenues may be negatively impacted. Climate driven changes could have a material adverse effect on our financial condition and results of operations.

There has been a broad range of proposed and promulgated state, national and international regulations aimed at reducing the effects of climate change. Such regulations could result in additional costs to maintain compliance and additional income or other taxes. Climate change regulations continue to evolve, and it is not possible to accurately estimate potential future compliance costs.

Product development initiatives

Our future success depends on both the continued strength of our existing product portfolio and the advancement of our innovation pipeline. We are actively pursuing additional regulatory approvals for expanded claims, new species indications, and market access for our current products. These efforts also include cross-clearances that enable the concurrent use of our medicated products with other therapies.

We maintain a robust pipeline of new products, developed through internal research and development ("R&D"), strategic joint ventures, and targeted licensing or acquisition opportunities. A significant portion of our R&D investment is directed toward product lifecycle management, which includes expanding indications, reformulating existing products, and developing new combinations to meet evolving customer needs and regulatory requirements.

We are also investing in next-generation vaccine technologies and microbial solutions that address animal health, nutrition, and sustainability challenges across diverse sectors—including environmental, industrial, and agricultural applications.

Strategic Initiatives in Progress

Our current strategic initiatives include several projects:

- We continue to scale operations at our vaccine production facility in Sligo, Ireland, which began commercial poultry vaccine production in 2022. Plans are underway to expand into swine and cattle vaccines.
- In fiscal year 2023, we launched a new vaccine facility in Guarulhos, Brazil, focused on autogenous vaccines for swine, poultry, and aquaculture.
- Our microbial and bioproduct development programs are advancing, with applications spanning animal health, environmental resilience, and industrial performance.
- In the companion animal space, our Rejensa® joint care supplement continues to gain market traction. Our pipeline includes a potential treatment for mitral valve disease in dogs, a novel pain management product, and two oral care formulations.

We remain committed to advancing innovation through both internal capabilities and external collaborations, ensuring that our product development strategy supports long-term growth and customer value.

Analysis of the consolidated statements of operations

Summary Results of Operations

For the Year Ended June 30	2025	2024	2023	Change 2025 / 2024		Change 2024/ 2023	
	(in thousands, except per share amounts and percentages)						
Net sales	$ 1,296,215	$ 1,017,679	$ 977,889	$ 278,536	*27 %*	$ 39,790	*4 %*
Gross profit	399,942	313,092	298,237	86,850	*28 %*	14,855	*5 %*
Selling, general and administrative expenses	289,477	259,777	226,390	29,700	*11 %*	33,387	*15 %*
Operating income	110,465	53,315	71,847	57,150	*	(18,532)	*(26)%*
Interest expense, net	34,602	18,536	15,321	16,066	*87 %*	3,215	*21 %*
Foreign currency losses, net	7,870	23,863	2,455	(15,993)	*(67)%*	21,408	*
Income before income taxes	67,993	10,916	54,071	57,077	*	(43,155)	*(80)%*
Provision for income taxes	19,729	8,500	21,465	11,229	*	(12,965)	*(60)%*
Net income	$ 48,264	$ 2,416	$ 32,606	$ 45,848	*	$ (30,190)	*(93)%*
Net income per share							
Basic	$ 1.19	$ 0.06	$ 0.81	$ 1.13		$ (0.75)	
Diluted	$ 1.19	$ 0.06	$ 0.81	$ 1.13		$ (0.75)	
Weighted average number of shares outstanding							
Basic	40,515	40,504	40,504				
Diluted	40,678	40,523	40,504				
Ratio to net sales							
Gross profit	*30.9 %*	*30.8 %*	*30.5 %*				
Selling, general and administrative expenses	*22.3 %*	*25.5 %*	*23.2 %*				
Operating income	*8.5 %*	*5.2 %*	*7.3 %*				
Income before income taxes	*5.2 %*	*1.1 %*	*5.5 %*				
Net income	*3.7 %*	*0.2 %*	*3.3 %*				
Effective tax rate	*29.0 %*	*77.9 %*	*39.7 %*				

Certain amounts and percentages may reflect rounding adjustments.

* Calculation not meaningful

Changes in net sales from period to period primarily result from changes in volumes and average selling prices. Although a portion of our net sales is denominated in various currencies, the selling prices of the majority of our sales outside the United States are referenced in U.S. dollars, and as a result, currency movements have not significantly affected our revenues.

Our effective income tax rate has varied from period to period and from the federal statutory rate, due to the mix of taxable profits in various jurisdictions; changes in tax rates from period to period, including changes in income tax legislation in the United States and various international jurisdictions; and the effects of changes in uncertain tax positions and valuation allowances. Our future effective income tax rate will vary due to the relative amounts of taxable income in various jurisdictions, future changes in tax rates and legislation and other factors. We expect to repatriate approximately $5.0 million of international earnings, which will be subject to applicable non-U.S. withholding and related taxes, net of reductions in U.S. income taxes. We intend to continue to reinvest indefinitely all other undistributed earnings of our foreign subsidiaries where we could be subject to applicable non-U.S. withholding and related taxes if amounts are repatriated to the U.S. See “Notes to Consolidated Financial Statements — Income Taxes” for additional information.

Net sales, Adjusted EBITDA and reconciliation of GAAP net income to Adjusted EBITDA

We report Net sales and Adjusted EBITDA by segment to understand the operating performance of each segment. This enables us to monitor changes in net sales, costs and other actionable operating metrics at the segment level. See "— General description of non-GAAP financial measures" for descriptions of EBITDA and Adjusted EBITDA.

Certain of our costs and assets are not directly attributable to a segment or segments, and we refer to these items as Corporate. We do not allocate Corporate costs or assets to the other segments because they are not used to evaluate the segments' operating results or financial position. Corporate costs include certain costs related to executive management, information technology, legal, finance, human resources and business development.

Segment net sales and Adjusted EBITDA:

				Change			
For the Year Ended June 30	**2025**	**2024**	**2023**	**2025 / 2024**		**2024 / 2023**	
Net sales			(in thousands, except percentages)				
MFAs and other	$ 646,354	$ 420,959	$ 387,349	$ 225,395	*54 %*	$ 33,610	*9 %*
Nutritional specialties	179,289	164,671	172,504	14,618	*9 %*	(7,833)	*(5)%*
Vaccines	137,153	120,852	99,998	16,301	*13 %*	20,854	*21 %*
Animal Health	962,796	706,482	659,851	256,314	*36 %*	46,631	*7 %*
Mineral Nutrition	253,240	243,663	242,656	9,577	*4 %*	1,007	*0 %*
Performance Products	80,179	67,534	75,382	12,645	*19 %*	(7,848)	*(10)%*
Total	$ 1,296,215	$ 1,017,679	$ 977,889	$ 278,536	*27 %*	$ 39,790	*4 %*
Adjusted EBITDA							
Animal Health	$ 222,260	$ 145,606	$ 136,139	$ 76,654	*53 %*	$ 9,467	*7 %*
Mineral Nutrition	20,836	16,449	17,417	4,387	*27 %*	(968)	*(6)%*
Performance Products	10,547	7,662	9,346	2,885	*38 %*	(1,684)	*(18)%*
Corporate	(69,959)	(58,480)	(50,149)	(11,479)	*20 %*	(8,331)	*17 %*
Total	$ 183,684	$ 111,237	$ 112,753	$ 72,447	*65 %*	$ (1,516)	*(1)%*
Adjusted EBITDA as a percentage of segment net sales							
Animal Health	*23.1 %*	*20.6 %*	*20.6 %*				
Mineral Nutrition	*8.2 %*	*6.8 %*	*7.2 %*				
Performance Products	*13.2 %*	*11.3 %*	*12.4 %*				
Corporate[(1)]	*(5.4)%*	*(5.7)%*	*(5.1)%*				
Total[(1)]	*14.2 %*	*10.9 %*	*11.5 %*				

(1) Reflects ratio to total net sales.

Certain amounts and percentages may reflect rounding adjustments.

* Calculation not meaningful

A reconciliation of net income, as reported under GAAP, to Adjusted EBITDA:

For the Year Ended June 30	2025	2024	2023	Change 2025/ 2024		2024/ 2023	
			(in thousands, except percentages)				
Net income	$ 48,264	$ 2,416	$ 32,606	$ 45,848	*	$ (30,190)	*(93)%*
Interest expense, net	34,602	18,536	15,321	16,066	*87 %*	3,215	*21 %*
Provision for income taxes	19,729	8,500	21,465	11,229	*	(12,965)	*(60)%*
Depreciation and amortization	45,605	36,178	34,012	9,427	*26 %*	2,166	*6 %*
EBITDA	148,200	65,630	103,404	82,570	*	(37,774)	*(37)%*
Acquisition-related cost of goods sold	5,679	521	—	5,158	*	521	*
Acquisition-related transaction costs	13,322	6,405	—	6,917	*	6,405	*
Pension settlement cost	—	10,674	—	(10,674)	*	10,674	*
Brazil employment taxes	—	4,202	—	(4,202)	*	4,202	*
Stock-based compensation	717	475	—	242	*51 %*	475	*
Phibro Forward income growth initiatives implementation costs - cost of goods sold [1]	3,798	—	—	3,798	*	—	*
Phibro Forward income growth initiatives implementation costs - SG&A [1]	6,978	366	—	6,612	*	366	*
Insurance proceeds	(2,880)	(899)	—	(1,981)	*	(899)	*
Environmental remediation costs	—	—	6,894	—	*	(6,894)	*
Foreign currency losses, net	7,870	23,863	2,455	(15,993)	*(67)%*	21,408	*
Adjusted EBITDA	$ 183,684	$ 111,237	$ 112,753	$ 72,447	*65 %*	$ (1,516)	*(1)%*

(1) Phibro Forward is a company-wide initiative focused on unlocking additional areas of revenue growth and cost savings. For the year ended June 30, 2025, this included $5.3 million for non-cash asset write-offs, of which $3.8 million was recorded within cost of goods sold, and $1.5 million was recorded within selling, general, and administrative expenses, related to the closure of an immaterial business within the Animal Health segment.

Certain amounts and percentages may reflect rounding adjustments.

* Calculation not meaningful

Comparison of the years ended June 30, 2025 and 2024

Net sales

Net sales of $1,296.2 million for the year ended June 30, 2025 increased $278.5 million, or 27%, as compared to the year ended June 30, 2024. Animal Health increased $256.3 million, while Mineral Nutrition and Performance Products sales increased $9.6 million and $12.6 million, respectively.

Animal Health

Net sales of $962.8 million for the year ended June 30, 2025 increased $256.3 million, or 36%. Net sales of MFAs and other increased $225.4 million, or 54%, due to incremental revenues of $208.2 million from the Zoetis MFA portfolio acquired on October 31, 2024, increased demand for our MFAs in international regions, and higher demand for processing aids used in the ethanol fermentation industry.

Net sales of nutritional specialty products increased $14.6 million, or 9%, primarily due to increased domestic demand for dairy and higher sales of microbial and companion animal products.

Net sales of vaccines increased $16.3 million, or 13%, primarily due to continued growth of poultry products in Latin America and increased domestic demand for swine products.

Mineral Nutrition

Net sales of $253.2 million for the year ended June 30, 2025 increased $9.6 million, or 4%, primarily due to an increase in demand for copper and trace minerals.

Performance Products

Net sales of $80.2 million for the year ended June 30, 2025 increased $12.6 million, or 19%, as a result of higher demand for the ingredients used in personal care products.

Gross profit

Gross profit of $399.9 million for the year ended June 30, 2025 increased $86.9 million, or 28%, as compared to the year ended June 30, 2024. Gross margin increased 10 basis points to 30.9% of net sales for the year ended June 30, 2025 as compared to 30.8% for the year ended June 30, 2024. The comparison to the prior year included $3.8 million of current period inventory write-offs attributable to the closure of an immaterial business and a net increase of $5.2 million for acquisition-related cost of goods sold related to purchase accounting adjustments for acquisitions. Excluding these items, gross profit increased $95.8 million, or 30.6%, and gross margin increased 80 basis points to 31.6% of net sales due to increased sales, an increase in average selling prices, and a favorable impact of foreign currency exchange rates, partially offset by higher distribution costs.

Animal Health gross profit, excluding the inventory write-offs and purchase accounting adjustment discussed above, increased $86.9 million due to higher sales volume, higher average selling prices, and a favorable impact of foreign currency exchange rates, partially offset by higher distribution costs. Mineral Nutrition gross profit increased $5.1 million, driven by higher average selling prices. Performance Products gross profit increased $3.8 million, driven by increased sales volume.

Selling, general and administrative expenses

SG&A expenses of $289.5 million for the year ended June 30, 2025 increased $29.7 million, or 11%, as compared to the year ended June 30, 2024. SG&A for the year ended June 30, 2025 included $13.3 million for acquisition-related costs, $7.0 million of costs associated with Phibro Forward income growth initiatives, and $0.7 million in stock-based compensation expense, partially offset by $2.9 million related to an insurance settlement gain. SG&A for the year ended June 30, 2024 included a $10.7 million pension settlement charge, a $4.2 million cost for an unfavorable litigation result related to Brazil employment taxes, $6.4 million for acquisition-related costs, $0.5 million of stock-based compensation expense, and $0.4 million of costs associated with Phibro Forward income growth initiatives, partially offset by a $0.9 million insurance settlement gain. Excluding these items, SG&A increased $32.8 million, or 14%.

Animal Health SG&A increased $20.5 million, primarily due to an increase in employee-related costs due in part to incremental headcount added as part of the Acquisition and new product launches in Brazil. Mineral Nutrition and Performance Products SG&A each increased by $0.4 million due to an increase in employee-related costs. Corporate expenses increased $11.5 million due to higher incentive-related employee costs and strategic investments.

Interest expense, net

Interest expense, net of $34.6 million for the year ended June 30, 2025 increased $16.1 million, or 87%, as compared to the year ended June 30, 2024, due to higher debt levels associated with the financing of the Acquisition and costs associated with the refinancing of the Company’s debt.

Foreign currency losses, net

Foreign currency losses, net for the year ended June 30, 2025 were $7.9 million, as compared to net losses of $23.9 million for the year ended June 30, 2024. Current period losses were driven by fluctuations in certain currencies relative to the U.S. dollar, most prominently, in the Israeli New Shekel, the Brazil Real and the Argentine Peso. Prior year period losses were driven in large part by a major devaluation in the Argentine Peso and the weakening of the Brazilian Real.

Provision for income taxes

The provision for income taxes was $19.7 million and $8.5 million for the years ended June 30, 2025 and 2024, respectively. The effective income tax rate was 29.0% and 77.9% for the years ended June 30, 2025 and 2024, respectively.

The effective tax rate for the year ended June 30, 2025 was higher than our statutory rate of 21% primarily due to withholding taxes on planned repatriations and the impact of Global Intangible Low-Tax Income ("GILTI") on tax expense, partially offset by the impact of foreign tax credits. The provision for income taxes for the year ended June 30, 2025 was also impacted by various other items, including (i) certain non-deductible write-offs in connection with the closure of an immaterial business included as part of the Phibro Forward initiatives, (ii) various items with lower tax benefits, most prominently, foreign currency losses and stock-based compensation expense, (iii) a $0.9 million expense from changes in uncertain tax positions related to prior years, and (iv) $0.4 million expense for withholding taxes related to dividends received from an international affiliate. The effective income tax rate without these items would have been 25.0% for the year ended June 30, 2025.

The effective income tax rate for the year ended June 30, 2024 was unfavorably affected by the proportionally greater effect of certain items such as GILTI taxes when compared with reduced pre-tax income. The provision for income taxes for the year ended June 30, 2024 was also impacted by various other items, including (i) a $2.8 million expense for applicable non-U.S. withholding and related taxes, net of reductions in U.S. income taxes, related to the planned repatriation of approximately $80.0 million of international earnings in preparation for the Acquisition, (ii) a $1.2 million benefit related to the determination of whether a foreign tax is eligible for a U.S. foreign tax credit related to our fiscal year 2023, based on IRS guidance provided subsequent to June 30, 2023, (iii) a $1.2 million benefit related to the release of certain valuation allowances on non-U.S. companies, (iv) a $1.6 million expense from changes in uncertain tax positions related to prior years and certain other items, and (v) various items with lower tax benefits, most prominently, foreign currency losses and acquisition-related transaction costs. The effective income tax rate without these items would have been 26.9% for the year ended June 30, 2024.

We record the GILTI-related aspects of comprehensive U.S. income tax legislation as a period expense. The provision for income taxes for the years ended June 30, 2025 and 2024 included $3.2 million and $2.0 million, respectively, of federal tax expense from the effects of GILTI. Our effective income tax rate included 4.7% and 18.3% related to GILTI income tax expense for the years ended June 30, 2025 and 2024, respectively.

Net income

Net income of $48.3 million for the year ended June 30, 2025 increased $45.8 million, as compared to net income of $2.4 million for the year ended June 30, 2024. Operating income increased $57.2 million, driven by higher gross profit, partially offset by higher SG&A of $29.7 million, which included net increases of $6.9 million and $6.6 million in acquisition-related costs and costs related to Phibro Forward income growth initiatives, respectively. Interest expense, net increased $16.1 million due to higher debt levels and costs associated with the refinancing of the Company's debt. Foreign currency losses, net decreased $16.0 million. Income tax expense increased $11.2 million.

Comparison of the years ended June 30, 2024 and 2023

For a comparison of our results of operations for the years ended June 30, 2024 and 2023, and an analysis of our financial condition, liquidity and capital resources for the year ended June 30, 2024, see "Part II. Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended June 30, 2024, filed with the SEC on August 28, 2024.

Adjusted net income and adjusted diluted earnings per share

We report adjusted net income to portray the results of our operations prior to considering certain income statement elements. See "—General description of non-GAAP financial measures" for more information.

A reconciliation of net income, as reported under GAAP, to adjusted net income is as follows:

				Change			
For the Year Ended June 30	**2025**	**2024**	**2023**	**2025/ 2024**		**2024/ 2023**	
			(in thousands, except per share amounts and percentages)				
Reconciliation of GAAP Net Income to Adjusted Net Income							
Net income	$ 48,264	$ 2,416	$ 32,606	$ 45,848	* %	$ (30,190)	*(93)%*
Adjustments							
Acquisition-related items, net of income tax [1]	20,057	13,063	6,959	6,994	*54 %*	6,104	*88 %*
Certain significant items, net of income tax [1]	8,878	11,420	4,929	(2,542)	*(22)%*	6,491	*
Foreign currency losses, net of income tax [1]	6,366	19,429	2,936	(13,063)	*(67)%*	16,493	*
Certain income tax items [1]	1,375	2,035	1,533	(660)	*(32)%*	502	*33 %*
Total adjustments, net of income tax	36,676	45,947	16,357	(9,271)	*(20)%*	29,590	*
Adjusted net income	$ 84,940	$ 48,363	$ 48,963	$ 36,577	*76 %*	$ (600)	*(1)%*

(1) See table titled "Items Excluded from Adjusted Net Income" below for further details.

A reconciliation of reported diluted earnings per share (EPS), as reported under GAAP, to non-GAAP adjusted diluted EPS is:

				Change			
For the Year Ended June 30	**2025**	**2024**	**2023**	**2025/ 2024**		**2024/ 2023**	
			(in thousands, except per share amounts and percentages)				
Reconciliation of GAAP diluted EPS to Adjusted diluted EPS							
GAAP EPS, diluted	$ 1.19	$ 0.06	$ 0.81	$ 1.13	* %	$ (0.75)	*(93)%*
Adjustments							
Acquisition-related items, net of income tax	0.49	0.32	0.17	0.17	*53 %*	0.15	*88 %*
Certain significant items, net of income tax	0.22	0.28	0.12	(0.06)	*(21)%*	0.16	*
Foreign currency losses, net of income tax	0.16	0.48	0.07	(0.32)	*(67)%*	0.41	*
Certain income tax items	0.03	0.05	0.04	(0.02)	*(40)%*	0.01	*25 %*
Adjustments EPS, diluted	0.90	1.13	0.40	(0.23)	*(20)%*	0.73	*
Adjusted EPS, diluted	$ 2.09	$ 1.19	$ 1.21	$ 0.90	*76 %*	$ (0.02)	*(2)%*

Items excluded from adjusted net income consisted of:

For the Year Ended June 30	2025	2024	2023
		(in thousands)	
Items Excluded from Adjusted Net Income			
Acquisition-related items			
Acquisition-related intangible amortization in cost of goods sold	$ 5,468	$ 6,675	$ 6,651
Acquisition-related cost of goods sold	5,679	521	—
Acquisition-related intangible amortization in SG&A	2,375	2,986	3,045
Acquisition-related transaction costs in SG&A	13,322	6,405	—
Acquisition-related items - income taxes	(6,787)	(3,524)	(2,737)
Total acquisition-related items, net of income taxes	20,057	13,063	6,959
Certain significant items			
Pension settlement cost	—	10,674	—
Brazil employment taxes	—	4,202	—
Stock-based compensation	717	475	—
Phibro Forward income growth initiatives implementation costs - cost of goods sold	3,798	366	—
Phibro Forward income growth initiatives implementation costs - SG&A	6,978	—	—
Insurance proceeds	(2,880)	(899)	—
Refinancing expense	1,960	—	—
Environmental remediation costs	—	—	6,894
Certain items - income taxes	(1,695)	(3,398)	(1,965)
Total certain items, net of income taxes	8,878	11,420	4,929
Foreign currency losses, net			
Foreign currency losses, net	7,870	23,863	2,455
Foreign currency losses, net - income taxes	(1,504)	(4,434)	481
Total foreign currency losses, net, net of income taxes	6,366	19,429	2,936
Certain income tax items			
Non-U.S. withholding and related taxes, net, on planned repatriation	—	2,828	—
Foreign tax credit regulations	—	(1,223)	1,223
Change in valuation allowance	—	(1,204)	—
Changes in uncertain tax positions and certain other items	1,375	1,634	310
Total certain income tax items	1,375	2,035	1,533
Total adjustments, net of income taxes	$ 36,676	$ 45,947	$ 16,357

Analysis of financial condition, liquidity and capital resources

Net (decrease) increase in cash and cash equivalents was:

For the Year Ended June 30	2025	2024	2023	Change 2025/ 2024	Change 2024/ 2023
			(in thousands)		
Cash provided (used) by:					
Operating activities	$ 80,124	$ 87,594	$ 13,310	$ (7,470)	$ 74,284
Investing activities	(288,688)	(48,194)	(74,018)	(240,494)	25,824
Financing activities	207,134	(6,768)	26,987	213,902	(33,755)
Effect of exchange-rate changes on cash and cash equivalents	(1,144)	(3,300)	754	2,156	(4,054)
Net (decrease) increase in cash and cash equivalents	$ (2,574)	$ 29,332	$ (32,967)	$ (31,906)	$ 62,299

Operating activities

Operating activities provided $80.1 million of net cash for the year ended June 30, 2025. Cash provided by net income, adjusted for the non-cash items, including depreciation and amortization, was $101.7 million. Cash used in the ordinary course of business from changes in operating assets and liabilities, net of the impact of the net assets acquired from the Acquisition, was $21.6 million. Accounts receivable used $55.2 million of cash due to higher sales. Inventories used $44.3 million of cash due to increased quantities on hand due to timing of inventory purchases and forecasted future demand. Accounts payable provided $45.6 million of cash due to timing of purchases and payments. Accrued expenses and other liabilities provided cash of $47.2 million, primarily due to timing of incurrence.

Operating activities provided $87.6 million of net cash for the year ended June 30, 2024. Cash provided by net income, adjusted for non-cash items, including depreciation and amortization, was $54.5 million. Cash provided in the ordinary course of business from changes in operating assets and liabilities and other items was $33.1 million. Accounts receivable used $8.7 million of cash due to sales growth, partially offset by an improvement in days sales outstanding. Inventory provided $2.6 million of cash due to a decrease in quantities on hand, offset by increased raw materials and production costs. Other current assets provided $11.0 million due to timing of tax payments in international regions. Accounts payable provided $12.0 million of cash due to timing of purchases and payments. Accrued expenses and other liabilities provided cash of $12.2 million, primarily due to increased employee-related liabilities and accrued transaction costs.

Investing activities

Investing activities used $288.7 million of net cash for the year ended June 30, 2025, which included the purchase price paid for the Acquisition of $286.5 million, net of cash acquired. Capital expenditures were $38.3 million, as we continued to invest in expanding production capacity and productivity improvements. Purchases of our short-term investments used $14.0 million in cash, and maturities of our short-term investments provided $49.0 million in cash.

Investing activities used $48.2 million of net cash for the year ended June 30, 2024. Capital expenditures were $41.2 million, related primarily to continued investments in expanded production capacity and productivity improvements, Net purchases and maturities of short-term investments used $4.0 million in cash. We acquired a business for $3.3 million, net of cash acquired. Other investing activities provided $0.3 million of cash.

Financing activities

Financing activities provided $207.1 million of net cash for the year ended June 30, 2025 and reflect the impact of the refinancing of our debt portfolio in July 2024 and the financing of the Acquisition. Proceeds of $300.0 million from the refinancing, as well as revolving credit facility borrowings were used to pay the remaining principal balances of the then outstanding debt of $313.1 million, and we used the proceeds of $350.0 million in term loan borrowings to finance the purchase price of the Acquisition. Net revolver payments on our credit facilities used $89.0 million in cash. We paid $11.9 million in scheduled quarterly principal payments on long-term debt during the year ended June 30, 2025. We also paid $10.4 million in debt issuance costs related to the refinancing and $19.4 million in dividends to holders of our Class A common stock and Class B common stock.

Financing activities used $6.8 million of net cash for the year ended June 30, 2024. Net borrowings on our previous revolving credit facility provided $35.0 million in cash. We paid $22.3 million in scheduled long-term debt maturities. We paid $19.4 million in dividends to holders of our Class A common stock and Class B common stock.

Liquidity and capital resources

We believe our cash on hand, operating cash flows and financing arrangements, including the availability of borrowings under the 2024 Credit Facility, will be sufficient to support our ongoing cash needs. We have considered the current and potential future effects of the macroeconomic market conditions in the financial markets. At this time, we expect adequate liquidity for at least the next twelve months.

Aggregate maturities of long-term debt under the 2024 Credit Agreement are:

For the Years Ending June 30	Annual Maturities	Interest Payments
2026	$ 16,250	$ 45,467
2027	25,025	44,231
2028	25,025	42,665
2029	25,025	41,098
2030	325,549	21,139
Thereafter	308,251	20,629
Total	$ 725,125	$ 215,229

For purposes of estimating future interest payments until maturity, we assume long-term debt decreases in accordance with the scheduled amortization payments, the outstanding balance of the 2024 Revolver continues unchanged, the September 2024 and March 2025 interest rate swap agreements remain in place through their maturity dates, and future interest rates are the same as the rates at June 30, 2025.

We can provide no assurance that our liquidity and capital resources will be adequate for future funding requirements. We believe we will be able to comply with the terms of the covenants under the 2024 Credit Facilities based on our operating plan. In the event of adverse operating results and/or violation of covenants under the facilities, there can be no assurance we would be able to obtain waivers or amendments. Other risks to our meeting future funding requirements include global economic conditions and macroeconomic, business and financial disruptions that could arise, including armed conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine. There can be no assurance that a challenging economic environment or an economic downturn would not affect our liquidity or ability to obtain future financing or fund operations or investment opportunities. In addition, our debt covenants may restrict our ability to invest.

Certain relevant measures of our liquidity and capital resources are as follows:

				Change	
As of June 30	2025	2024	2023	2025 / 2024	2024 / 2023
	(in thousands, except ratios)				
Cash and cash equivalents and short-term investments	$ 77,039	$ 114,613	$ 81,281	$ (37,574)	$ 33,332
Working capital	456,344	312,031	350,737	144,313	(38,706)
Ratio of current assets to current liabilities	2.65:1	2.79:1	3.28:1		

We define working capital as total current assets (excluding cash and cash equivalents and short-term investments) less total current liabilities (excluding current portion of long-term debt). We calculate the ratio of current assets to current liabilities based on this definition.

At June 30, 2025, we had $87.0 million in outstanding borrowings under the 2024 Credit Facilities. We had outstanding letters of credit and other commitments of $2.5 million, leaving $220.5 million available for borrowings and letters of credit, subject to restrictions in our 2024 Credit Facilities.

We currently intend to pay quarterly dividends on our Class A and Class B common stock, subject to approval by the Board of Directors. Our Board of Directors has declared a cash dividend of $0.12 per share on Class A common stock and Class B common stock, payable on September 24, 2025 to stockholders of record at the close of business on September 3, 2025. Our future ability to pay dividends will depend upon our results of operations, financial condition, capital requirements, our ability to obtain funds from our subsidiaries and other factors that our Board of Directors deems relevant. Additionally, the terms of our current and any future agreements governing our indebtedness could limit our ability to pay dividends or make other distributions.

We do not expect to contribute to the domestic pension plan during 2026.

At June 30, 2025, our cash and cash equivalents and short-term investments included $71.5 million held by our international subsidiaries. There are no restrictions on cash distributions to PAHC from our international subsidiaries.

Contractual obligations

Our contractual obligations include maturities under the 2024 Credit Facilities, including future interest accruals, and also operating lease commitments. See “Notes to Consolidated Financial Statements — Debt and Leases.”

Off-balance sheet arrangements

We currently do not use off-balance sheet arrangements for the purpose of credit enhancement, hedging transactions, investment or other financial purposes.

In the ordinary course of business, we may indemnify our counterparties against certain liabilities that may arise. These indemnifications typically pertain to environmental matters. If the indemnified party were to make a successful claim pursuant to the terms of the indemnification, we would be required to reimburse the loss. These indemnifications generally are subject to certain restrictions and limitations.

Selected Quarterly Financial Data (Unaudited)

To facilitate quarterly comparisons, the following unaudited information presents the quarterly results of operations, including segment data, for the years ended June 30, 2025 and 2024. This quarterly financial data was prepared on the same basis as, and should be read in conjunction with, the audited consolidated financial statements and related notes included herein.

	Quarters				Year
For the Periods Ended	September 30, 2024	December 31, 2024	March 31, 2025	June 30, 2025	June 30, 2025
			(in thousands)		
Net sales					
MFAs and other	$ 107,844	$ 150,338	$ 181,645	$ 206,527	$ 646,354
Nutritional Specialties	42,649	45,909	43,350	47,381	179,289
Vaccines	32,030	33,171	33,382	38,570	137,153
Animal Health	$ 182,523	$ 229,418	$ 258,377	$ 292,478	$ 962,796
Mineral Nutrition	59,062	63,250	66,774	64,154	253,240
Performance Products	18,847	16,593	22,674	22,065	80,179
Total net sales	260,432	309,261	347,825	378,697	1,296,215
Cost of goods sold	176,937	207,391	243,257	268,688	896,273
Gross profit	83,495	101,870	104,568	110,009	399,942
Selling, general and administrative expenses	65,796	76,337	71,053	76,291	289,477
Operating income	17,699	25,533	33,515	33,718	110,465
Interest expense, net	7,641	8,996	9,355	8,610	34,602
Foreign currency losses (gains), net	438	11,699	(5,528)	1,261	7,870
Income before income taxes	9,620	4,838	29,688	23,847	67,993
Provision for income taxes	2,645	1,653	8,808	6,623	19,729
Net income	$ 6,975	$ 3,185	$ 20,880	$ 17,224	$ 48,264
Net income per share					
basic	$ 0.17	$ 0.08	$ 0.52	$ 0.42	$ 1.19
diluted	$ 0.17	$ 0.08	$ 0.51	$ 0.42	$ 1.19
Adjusted EBITDA					
Animal Health	$ 40,385	$ 58,177	$ 63,123	$ 60,575	$ 222,260
Mineral Nutrition	3,762	5,702	5,762	5,610	20,836
Performance Products	2,288	1,888	3,336	3,035	10,547
Corporate	(15,779)	(17,592)	(17,335)	(19,253)	(69,959)
Adjusted EBITDA	$ 30,656	$ 48,175	$ 54,886	$ 49,967	$ 183,684
Reconciliation of net income to Adjusted EBITDA					
Net income	$ 6,975	$ 3,185	$ 20,880	$ 17,224	$ 48,264
Interest expense, net	7,641	8,996	9,355	8,610	34,602
Provision for income taxes	2,645	1,653	8,808	6,623	19,729
Depreciation and amortization	9,004	11,574	12,616	12,411	45,605
EBITDA	26,265	25,408	51,659	44,868	148,200
Acquisition-related cost of goods sold	—	1,634	1,708	2,337	5,679
Acquisition-related transaction costs	3,424	8,815	636	447	13,322
Stock-based compensation	179	180	179	179	717
Phibro Forward income growth initiatives implementation costs - cost of goods sold	—	—	3,798	—	3,798
Phibro Forward income growth initiatives implementation costs - SG&A	350	1,696	3,980	952	6,978
Insurance settlement gain	—	(1,257)	(1,546)	(77)	(2,880)
Foreign currency losses (gains), net	438	11,699	(5,528)	1,261	7,870
Adjusted EBITDA	$ 30,656	$ 48,175	$ 54,886	$ 49,967	$ 183,684

For the Periods Ended	Quarters				Year
	September 30, 2023	December 31, 2023	March 31, 2024	June 30, 2024	June 30, 2024
			(in thousands)		
Net sales					
MFAs and other	$ 94,104	$ 101,941	$ 108,216	$ 116,698	$ 420,959
Nutritional Specialties	40,210	41,436	40,194	42,831	164,671
Vaccines	26,216	29,727	32,923	31,986	120,852
Animal Health	$ 160,530	$ 173,104	$ 181,333	$ 191,515	$ 706,482
Mineral Nutrition	56,026	61,347	64,228	62,062	243,663
Performance Products	14,793	15,492	17,662	19,587	67,534
Total net sales	231,349	249,943	263,223	273,164	1,017,679
Cost of goods sold	163,623	171,327	183,623	186,014	704,587
Gross profit	67,726	78,616	79,600	87,150	313,092
Selling, general and administrative expenses	68,452	62,915	59,676	68,734	259,777
Operating (loss) income	(726)	15,701	19,924	18,416	53,315
Interest expense, net	4,564	4,659	4,575	4,738	18,536
Foreign currency losses, net	6,689	7,477	2,427	7,270	23,863
(Loss) income before income taxes	(11,979)	3,565	12,922	6,408	10,916
Benefit (provision) for income taxes	(3,964)	2,291	4,517	5,656	8,500
Net (loss) income	$ (8,015)	$ 1,274	$ 8,405	$ 752	$ 2,416
Net (loss) income per share					
basic	$ (0.20)	$ 0.03	$ 0.21	$ 0.02	$ 0.06
diluted	$ (0.20)	$ 0.03	$ 0.21	$ 0.02	$ 0.06
Adjusted EBITDA					
Animal Health	$ 28,494	$ 39,299	$ 36,524	$ 41,289	$ 145,606
Mineral Nutrition	2,881	3,507	4,665	5,396	16,449
Performance Products	1,409	817	2,371	3,065	7,662
Corporate	(14,133)	(14,171)	(13,856)	(16,320)	(58,480)
Adjusted EBITDA	$ 18,651	$ 29,452	$ 29,704	$ 33,430	$ 111,237
Reconciliation of net (loss) income to Adjusted EBITDA					
Net (loss) income	$ (8,015)	$ 1,274	$ 8,405	$ 752	$ 2,416
Interest expense, net	4,564	4,659	4,575	4,738	18,536
Provision for income taxes	(3,964)	2,291	4,517	5,656	8,500
Depreciation and amortization	8,871	8,910	9,196	9,201	36,178
EBITDA	1,456	17,134	26,693	20,347	65,630
Acquisition-related cost of goods sold	—	310	211	—	521
Acquisition-related transaction costs	—	—	512	5,893	6,405
Pension settlement cost	10,425	249	—	—	10,674
Brazil employment taxes	—	4,202	—	—	4,202
Stock-based compensation	81	80	135	179	475
Phibro Forward income growth initiatives implementation costs - SG&A	—	—	—	366	366
Insurance proceeds	—	—	(274)	(625)	(899)
Foreign currency losses, net	6,689	7,477	2,427	7,270	23,863
Adjusted EBITDA	$ 18,651	$ 29,452	$ 29,704	$ 33,430	$ 111,237

General description of non-GAAP financial measures

Adjusted EBITDA

Adjusted EBITDA is an alternative view of performance used by management as our primary operating measure, and we believe that investors' understanding of our performance is enhanced by disclosing this performance measure. We report Adjusted EBITDA to reflect the results of our operations prior to considering certain income statement elements and to make financial and operating decisions. We calculate EBITDA as net income plus (i) interest expense, net, (ii) provision for income taxes or less benefit for income taxes and (iii) depreciation and amortization. We calculate Adjusted EBITDA as EBITDA plus (a) other expense or less other income, as separately reported on our consolidated statements of operations, including foreign currency (gains) losses, net and (b) certain items that we consider to be unusual, non-operational or non-recurring. The Adjusted EBITDA measure is not, and should not be viewed as, a substitute for GAAP reported net income and should not be viewed as a measure of liquidity.

The Adjusted EBITDA measure is an important internal measurement for us. We measure our overall performance on this basis in conjunction with other performance metrics. The following are examples of how our Adjusted EBITDA measure is utilized:

- senior management receives a monthly analysis of our operating results that is prepared on an Adjusted EBITDA basis;
- our annual budgets are prepared on an Adjusted EBITDA basis; and
- other goal-setting and performance measurements are prepared on an Adjusted EBITDA basis.

Despite the importance of this measure to management in goal setting and performance measurement, Adjusted EBITDA is a non-GAAP financial measure that has no standardized meaning prescribed by GAAP and, therefore, has limits in its usefulness to investors. Because of its non-standardized definition, Adjusted EBITDA, unlike GAAP net income, may not be comparable to the calculation of similar measures of other companies. Adjusted EBITDA is presented to permit investors to more fully understand how management assesses performance.

We also recognize that, as an internal measure of performance, the Adjusted EBITDA measure has limitations, and we do not restrict our performance management process solely to this metric. A limitation of the Adjusted EBITDA measure is that it provides a view of our operations without including all events during a period, such as the depreciation of property, plant and equipment or amortization of acquired intangibles, and does not provide a comparable view of our performance to other companies.

Adjusted net income and adjusted diluted earnings per share

Adjusted net income and adjusted diluted earnings per share represent alternative views of performance and we believe investors' understanding of our performance is enhanced by disclosing these performance measures. We report adjusted net income and adjusted diluted earnings per share to portray the results of our operations prior to considering certain income statement elements. We calculate adjusted net income as net income plus (i) acquisition-related intangible amortization and other acquisition-related items, (ii) certain items we consider to be unusual, non-operational or non-recurring, (iii) stock-based compensation expense, (iv) foreign currency (gains) losses, as separately reported on our consolidated statements of operations, and (v) the income tax effect of pre-tax income adjustments and certain income tax items. Adjusted diluted earnings per share is calculated using the adjusted net income divided by the diluted weighted average number of shares. The adjusted net income and adjusted diluted earnings per share measures are not, and should not be viewed as, a substitute for GAAP reported net income.

Adjusted net income and adjusted diluted earnings per share are non-GAAP financial measures that have no standardized meaning prescribed by GAAP and, therefore, have limits in their usefulness to investors. Because of its non-standardized definition, adjusted net income and adjusted diluted earnings per share, unlike GAAP net income, may not be comparable to the calculation of similar measures of other companies. Adjusted net income and adjusted diluted earnings per share are presented to permit investors to more fully understand how management assesses performance.

Certain significant items

Adjusted EBITDA, adjusted net income and adjusted diluted earnings per share are calculated prior to considering acquisition-related items and certain other items, as detailed in the table titled "Items Excluded from Adjusted Net Income" above. We evaluate such items on an individual basis. Such evaluation considers both the quantitative and the qualitative aspect of their unusual or non-operational or non-recurring nature. Unusual, in this context, may represent items that are not part of our ongoing business; items that, either as a result of their nature or size, we would not expect to occur as part of our normal business on a regular basis.

We consider acquisition-related activities and business restructuring costs related to productivity and cost saving initiatives to be unusual items that we do not expect to occur as part of our normal business on a regular basis. We consider foreign currency gains and losses to be non-operational because they arise principally from intercompany transactions and are largely non-cash in nature.

New accounting standards

For discussion of new accounting standards, see "Notes to Consolidated Financial Statements — Summary of Significant Accounting Policies and New Accounting Standards."

Critical accounting policies

Critical accounting policies are those that require application of management's most difficult, subjective and/or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods. Not all accounting policies require management to make difficult, subjective or complex judgments or estimates. In presenting our consolidated financial statements in accordance with GAAP, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Actual results that differ from our estimates and assumptions could have an unfavorable effect on our financial position and results of operations.

The following is a summary of accounting policies that we consider critical to the consolidated financial statements.

Revenue Recognition

We recognize revenue from product sales when control of the products has transferred to the customer, typically when title and risk of loss transfer to the customer. Certain of our businesses have terms where control of the underlying product transfers to the customer on shipment, while others have terms where control transfers to the customer on delivery.

Revenue reflects the total consideration to which we expect to be entitled, in exchange for delivery of products or services, net of variable consideration. Variable consideration includes customer programs and incentive offerings, including pricing arrangements, rebates and other volume-based incentives. We record reductions to revenue for estimated variable consideration at the time we record the sale. Our estimates for variable consideration reflect the amount by which we expect variable consideration to affect the revenue recognized. Such estimates are based on contractual terms and historical experience and are adjusted to reflect future expectations as new information becomes available. Historically, we have not had significant adjustments to our estimates of customer incentives. Sales returns and product recalls have been insignificant and infrequent due to the nature of the products we sell.

Business Combinations

Our consolidated financial statements reflect the operations of an acquired business beginning as of the date of acquisition. Assets acquired and liabilities assumed are recorded at their fair values at the date of acquisition; goodwill is recorded for any excess of the purchase price over the fair values of the net assets acquired.

Significant judgment may be required to determine the fair values of certain tangible and intangible assets and in assigning their respective useful lives. Significant judgment also may be required to determine the fair values of contingent consideration, if any. We typically utilize third-party valuation specialists to assist us in determining fair values of significant tangible and intangible assets and contingent consideration. The fair values are based on available historical information and on future expectations and assumptions deemed reasonable by management but are inherently uncertain. We typically use the direct cost, indirect cost and/or market approaches to measure the fair value of property, plant and equipment, as applicable, depending on the nature of the asset. Our estimates of the useful lives of such assets are based on a number of factors, including the asset's age and condition at acquisition, the degree of technological or economic obsolescence, expected maintenance requirements, and the asset's intended use within our operations. These estimates require significant management judgment and are based on historical experience with similar assets and independent valuations obtained at acquisition. We periodically review these estimates and adjust them prospectively when events or changes in circumstances indicate that a revision is warranted, which could materially affect depreciation expense in future periods.

We typically use an income method to measure the fair value of intangible assets, based on forecasts of the expected future cash flows attributable to the respective assets. Significant estimates and assumptions inherent in the valuations reflect consideration of other marketplace participants and include the amount and timing of future cash flows, specifically the expected revenue growth rate applied to the cash flows. Unanticipated market or macroeconomic events and circumstances could affect the accuracy or validity of the estimates and assumptions. Determining the useful life of an intangible asset also requires judgment. Our estimates of the useful lives of intangible assets are primarily based on a number of factors including the competitive environment, underlying product life cycles, operating plans and the macroeconomic environment of the countries in which the products are sold. Intangible assets are amortized over their estimated lives. Intangible assets associated with acquired in-process research and development activities ("IPR&D") are not amortized until a product is available for sale and regulatory approval is obtained.

Long-Lived Assets and Goodwill

We periodically review our long-lived and amortizable intangible assets for impairment and assess whether significant events or changes in business circumstances indicate that the carrying value of the assets may not be recoverable. Such circumstances may include a significant decrease in the market price of an asset, a significant adverse change in the manner in which the asset is being used or in its physical condition or a history of operating or cash flow losses associated with the use of an asset. We recognize an impairment loss when the carrying amount of an asset exceeds the anticipated future undiscounted cash flows expected to result from the use of the asset and its eventual disposition. The amount of the impairment loss is the excess of the asset's carrying value over its fair value. In addition, we periodically reassess the estimated remaining useful lives of our long-lived and amortizable intangible assets. Changes to estimated useful lives would affect the amount of depreciation and amortization recorded in the consolidated statements of operations.

Goodwill represents the excess of the purchase price over the fair value of the identifiable net assets acquired in a business combination. We assess goodwill for impairment annually during the fourth quarter, or more frequently if impairment indicators exist. Impairment exists when the carrying amount of goodwill exceeds its implied fair value. We may elect to assess our goodwill for impairment using a qualitative or a quantitative approach, to determine whether it is more likely than not that the fair value of goodwill is greater than its carrying value.

Income Taxes

The provision for income taxes includes U.S. federal, state and foreign income taxes and foreign withholding taxes. Our annual effective income tax rate is determined based on our income, statutory tax rates and tax planning opportunities available in the various jurisdictions in which we operate and the tax impacts of items treated differently for tax purposes than for financial reporting purposes. Tax law requires certain items be included in the tax return at different times than the items are reflected in the financial statements. Some of these differences are permanent, such as expenses that are not deductible in our tax return, and some differences are temporary, reversing over time, such as depreciation expense. These temporary differences give rise to deferred tax assets and liabilities. Deferred tax assets generally represent the tax effect of items that can be used as a tax deduction or credit in future years for which we have already recorded the tax benefit in our income statement. Deferred tax liabilities generally represent the tax effect of items recorded as tax expense in our income statement for which payment has been deferred, the tax effect of expenditures for which a deduction has already been taken in our tax return but has not yet been recognized in our income statement or the tax effect of assets recorded at fair value in business combinations for which there was no corresponding tax basis adjustment.

The recognition and measurement of a tax position is based on management's best judgment given the facts, circumstances and information available at the reporting date. Inherent in determining our annual effective income tax rate are judgments regarding business plans, planning opportunities and expectations about future outcomes. Realization of certain deferred tax assets, including research and development costs capitalized for income tax purposes and net operating loss carryforwards, is dependent upon generating sufficient future taxable income in the appropriate jurisdiction prior to the expiration of the amortization or carryforward periods. We establish valuation allowances for deferred tax assets when the amount of expected future taxable income is not likely to support the use of the deduction or credit.

We may take tax positions that management believes are supportable but are potentially subject to successful challenge by the applicable taxing authority in the jurisdictions where we operate. We evaluate our tax positions and establish liabilities in accordance with the applicable accounting guidance on uncertainty in income taxes. We review these tax uncertainties in light of changing facts and circumstances, such as the progress of tax audits, and adjust them accordingly.

We account for income tax contingencies using a benefit recognition model. If our initial assessment does not result in the recognition of a tax benefit, we regularly monitor our position and subsequently recognize the tax benefit if: (i) there are changes in tax law or there is new information that sufficiently raise the likelihood of prevailing on the technical merits of the position to "more likely than not"; (ii) the statute of limitations expires; or (iii) there is a completion of an audit resulting in a favorable settlement of that tax year with the appropriate agency. We regularly re-evaluate our tax positions based on the results of audits of federal, state and foreign income tax filings, statute of limitations expirations, and changes in tax law or receipt of new information that would either increase or decrease the technical merits of a position relative to the "more-likely-than-not" standard.

Our assessments concerning uncertain tax positions are based on estimates and assumptions that have been deemed reasonable by management, but our estimates of unrecognized tax benefits and potential tax benefits may not be representative of actual outcomes, and variation from such estimates could materially affect our financial statements in the period of settlement or when the statutes of limitations expire. Finalizing audits with the relevant taxing authorities can include formal administrative and legal proceedings, and, as a result, it is difficult to estimate the timing and range of possible changes related to our uncertain tax positions, and such changes could be significant.

Because there are a number of estimates and assumptions inherent in calculating the various components of our income tax provision, certain future events such as changes in tax legislation, geographic mix of earnings, completion of tax audits or earnings repatriation plans could have an impact on those estimates and our effective income tax rate.

We expect to repatriate approximately $5.0 million of international earnings, which will be subject to applicable non-U.S. withholding and related taxes, net of reductions in U.S. income taxes. We intend to continue to reinvest indefinitely all other undistributed earnings of our foreign subsidiaries where we could be subject to applicable non-U.S. withholding and related taxes if amounts are repatriated to the U.S.

For more information regarding our significant accounting policies, estimates and assumptions, see "Notes to Consolidated Financial Statements — Summary of Significant Accounting Policies and New Accounting Standards."

Contingencies

Legal matters

We are subject to numerous contingencies arising in the ordinary course of business, such as product liability and other product-related litigation, commercial litigation, environmental claims and proceedings and government investigations. Certain of these contingencies could result in losses, including damages, fines and/or civil penalties, and/or criminal charges, which could be substantial. We believe that we have strong defenses in these types of matters, but litigation is inherently unpredictable and excessive verdicts do occur. We do not believe that any of these matters will have a material adverse effect on our financial position. However, we could incur judgments, enter into settlements or revise our expectations regarding the outcome of certain matters, and such developments could have a material adverse effect on our results of operations or cash flows in the period in which the amounts are paid and/or accrued.

We have accrued for losses that are both probable and reasonably estimable. Substantially all of these contingencies are subject to significant uncertainties and, therefore, determining the likelihood of a loss and/or the measurement of any loss can be complex. Consequently, we are unable to estimate the range of reasonably possible loss in excess of amounts accrued. Our assessments are based on estimates and assumptions that have been deemed reasonable by management, but the assessment process relies heavily on estimates and assumptions that may prove to be incomplete or inaccurate, and unanticipated events and circumstances may occur that might cause us to change those estimates and assumptions.

Environmental

Our operations and properties are subject to Environmental Laws and regulations. As such, the nature of our current and former operations exposes us to the risk of claims with respect to such matters, including fines, penalties and remediation obligations that may be imposed by regulatory authorities. Under certain circumstances, we might be required to curtail operations until a particular problem is remedied. Known costs and expenses under Environmental Laws incidental to ongoing operations, including the cost of litigation proceedings relating to environmental matters, are generally included within operating results. Potential costs and expenses may also be incurred in connection with the repair or upgrade of facilities to meet existing or new requirements under Environmental Laws or to investigate or remediate potential or actual contamination and from time to time we establish reserves for such contemplated investigation and remediation costs. In many instances, the ultimate costs under Environmental Laws and the time period during which such costs are likely to be incurred are difficult to predict.

While we believe that our operations are currently in material compliance with Environmental Laws, we have, from time to time, received notices of violation from governmental authorities, and have been involved in civil or criminal action for such violations. Additionally, at various sites, our subsidiaries are engaged in continuing investigation, remediation and/or monitoring efforts to address contamination associated with historic operations of the sites. We devote considerable resources to complying with Environmental Laws and managing environmental liabilities. We have developed programs to identify requirements under, and maintain compliance with Environmental Laws; however, we cannot predict with certainty the impact of increased and more stringent regulation on our operations, future capital expenditure requirements, or the cost of compliance.

The nature of our current and former operations exposes us to the risk of claims with respect to environmental matters and we cannot assure we will not incur material costs and liabilities in connection with such claims. Based upon our experience to date, we believe that the future cost of compliance with existing Environmental Laws, and liabilities for known environmental claims pursuant to such Environmental Laws, will not have a material adverse effect on our financial position, results of operations, cash flows or liquidity.

For additional details, see “Business — Environmental, Health and Safety” and “Notes to Consolidated Financial Statements — Commitments and Contingencies.”

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Foreign exchange risk

Portions of our net sales and costs are exposed to changes in foreign exchange rates. Our products are sold in approximately 90 countries and, as a result, our revenues are influenced by changes in foreign exchange rates. Because we operate in multiple foreign currencies, changes in those currencies relative to the U.S. dollar could affect our revenue and expenses, and consequently, net income. Exchange rate fluctuations may also have an effect beyond our reported financial results and directly affect operations. These fluctuations may affect the ability to buy and sell our goods and services in markets affected by significant exchange rate variances.

Our primary foreign currency exposures are to the Brazilian and Israeli currencies. From time to time, we manage foreign exchange risk through the use of foreign currency derivative contracts. We use these contracts to mitigate the potential earnings effects from exposure to foreign currencies.

Interest rate risk

Our debt issued under the 2024 Credit Facilities carries floating interest rates based on the Secured Overnight Financing Rate ("SOFR") or the Prime Rate. Therefore, our profitability and cash flows are exposed to interest rate fluctuations. Our interest rates also include variable applicable rates in addition to the SOFR portion of our interest obligation. The applicable rates for SOFR borrowings vary from 2.00% to 3.25% based on the Net Leverage Ratio. As of June 30, 2025, we are a party to two interest rate swap agreements that hedge against interest rate risk on a portion of debt issued under the 2024 Credit Facilities as follows:

- On $150 million of notional principal that effectively converts the floating portion of our interest obligation on that amount of debt to a fixed rate of 3.18% through September 2029.
- On $275 million of notional principal that effectively converts the floating portion of our interest obligation on that amount of debt to a fixed rate of 3.64% through February 2030.

Based on our outstanding debt balances and the applicable rates in effect as of June 30, 2025, and considering the interest rate swap agreements, a 100-basis point increase in SOFR would increase annual interest expense and decrease cash flows by $3.0 million. For additional details, see "Notes to Consolidated Financial Statements — Debt" and "Notes to Consolidated Financial Statements — Derivatives."

Item 8. Financial Statements and Supplementary Data

PHIBRO ANIMAL HEALTH CORPORATION

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Phibro Animal Health Corporation

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Phibro Animal Health Corporation and its subsidiaries (the "Company") as of June 30, 2025 and 2024, and the related consolidated statements of operations, of comprehensive income, of changes in stockholders' equity and of cash flows for each of the three years in the period ended June 30, 2025, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of June 30, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 30, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2025 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Annual Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

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

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

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Acquisition of Zoetis' Medicated Feed Additives Portfolio and Certain Water-Soluble Products – Valuation of Personal and Real Property

As described in Note 3 to the consolidated financial statements, on October 31, 2024, the Company completed its acquisition of the medicated feed additives portfolio, certain water-soluble products, and related assets from Zoetis, Inc. for net consideration of $286.5 million. Of the acquired assets, $102.1 million of personal property (comprised of machinery and equipment) and $38.1 million of real property (comprised of buildings and improvements) were recorded. The estimate of fair value of personal and real property was determined by management using the direct cost or indirect cost approaches, depending on the nature of the asset. The amounts allocated to personal and real property are based on management's estimates and assumptions, as well as other information compiled by management, including third party analysis and market data. The process for determining the direct cost or indirect cost approaches requires management to make estimates and assumptions, including reproduction cost new, physical deterioration, utilization, replacement cost new, base cost, and square footage.

The principal considerations for our determination that performing procedures relating to the valuation of personal and real property acquired in the acquisition of Zoetis' medicated feed additives portfolio and certain water-soluble products is a critical audit matter are (i) the significant judgment by management when developing the fair value estimate of the personal and real property acquired; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to reproduction cost new, physical deterioration, utilization, and replacement cost new for personal property and base cost, square footage, and physical deterioration for real property; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the acquisition accounting, including controls over management's valuation of the personal and real property acquired. These procedures also included, among others (i) reading the purchase agreement; (ii) testing management's process for developing the fair value estimate of the personal and real property acquired; (iii) evaluating the appropriateness of the direct cost and indirect cost approaches used by management; (iv) testing the completeness and accuracy of the underlying data used in the direct cost and indirect cost approaches; and (v) evaluating the reasonableness of the significant assumptions used by management related to reproduction cost new, physical deterioration, utilization, and replacement cost new for personal property and base cost, square footage, and physical deterioration for real property. Evaluating management's assumptions related to utilization for personal property and square footage for real property involved considering (i) the current and past performance of the Zoetis business related to the medicated feed additives portfolio and certain water-soluble products; (ii) the consistency with external market and industry data; and (iii) whether the assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the direct cost and indirect cost approaches and (ii) the reasonableness of the reproduction cost new, physical deterioration, utilization, and replacement cost new assumptions for personal property and base cost and physical deterioration assumptions for real property.

/s/PricewaterhouseCoopers LLP
Florham Park, New Jersey
August 27, 2025

We have served as the Company's auditor since 1998.

PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

For the Year Ended June 30	2025	2024	2023
	(in thousands, except per share amounts)		
Net sales	$ 1,296,215	$ 1,017,679	$ 977,889
Cost of goods sold	896,273	704,587	679,652
Gross profit	399,942	313,092	298,237
Selling, general and administrative expenses	289,477	259,777	226,390
Operating income	110,465	53,315	71,847
Interest expense, net	34,602	18,536	15,321
Foreign currency losses, net	7,870	23,863	2,455
Income before income taxes	67,993	10,916	54,071
Provision for income taxes	19,729	8,500	21,465
Net income	$ 48,264	$ 2,416	$ 32,606
Net income per share			
basic	$ 1.19	$ 0.06	$ 0.81
diluted	$ 1.19	$ 0.06	$ 0.81
Weighted average common shares outstanding			
basic	40,515	40,504	40,504
diluted	40,678	40,523	40,504

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

PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

For the Year Ended June 30	2025	2024	2023
		(in thousands)	
Net income	$ 48,264	$ 2,416	$ 32,606
Change in fair value of derivative instruments	(15,458)	(11,485)	3,698
Foreign currency translation adjustment	10,552	(8,942)	3,972
Pension settlement recognition	—	10,674	—
Unrecognized net pension gains	619	310	212
Benefit (provision) for income taxes	3,796	126	(979)
Other comprehensive (loss) income	(491)	(9,317)	6,903
Comprehensive income (loss)	$ 47,773	$ (6,901)	$ 39,509

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

PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

As of June 30	2025	2024
	(in thousands, except share and per share amounts)	
ASSETS		
Cash and cash equivalents	$ 68,039	$ 70,613
Short-term investments	9,000	44,000
Accounts receivable, net	227,983	169,452
Inventories, net	444,425	265,911
Other current assets	61,159	51,021
Total current assets	810,606	600,997
Property, plant and equipment, net	354,690	203,300
Intangibles, net	36,469	45,033
Goodwill	59,645	54,557
Other assets	99,490	78,297
Total assets	$ 1,360,900	$ 982,184
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current portion of long-term debt	$ 16,250	$ 29,795
Accounts payable	138,201	85,567
Accrued expenses and other current liabilities	139,022	88,786
Total current liabilities	293,473	204,148
Revolving credit facility	87,000	176,000
Long-term debt	615,435	282,289
Other liabilities	79,310	63,106
Total liabilities	1,075,218	725,543
Commitments and contingencies (Note 13)		
Common stock, par value $0.0001 per share; 300,000,000 Class A shares authorized, 20,367,574 shares issued and outstanding at June 30, 2025, and 20,337,574 shares issued and outstanding at June 30, 2024; 30,000,000 Class B shares authorized, 20,166,034 shares issued and outstanding at June 30, 2025, and June 30, 2024	4	4
Preferred stock, par value $0.0001 per share; 16,000,000 shares authorized, no shares issued and outstanding	—	—
Paid-in capital	136,995	136,278
Retained earnings	272,701	243,886
Accumulated other comprehensive loss	(124,018)	(123,527)
Total stockholders' equity	285,682	256,641
Total liabilities and stockholders' equity	$ 1,360,900	$ 982,184

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

PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Year Ended June 30	2025	2024	2023
		(in thousands)	
OPERATING ACTIVITIES			
Net income	$ 48,264	$ 2,416	$ 32,606
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	45,605	36,178	34,012
Amortization of debt issuance costs	2,015	1,040	727
Deferred income taxes	(4,879)	(12,042)	(2,838)
Foreign currency losses (gains), net	600	13,114	(10,398)
Acquisition-related items	5,679	521	—
Non-cash impairment charges	5,328	—	—
Pension settlement cost	—	10,674	—
Brazil employment taxes	—	4,202	—
Stock-based compensation	717	475	—
Other	(1,643)	(2,098)	334
Changes in operating assets and liabilities, net of business acquisition:			
Accounts receivable, net	(55,208)	(8,678)	5,335
Inventories, net	(44,294)	2,641	(11,222)
Other current assets	(16,346)	11,040	(7,419)
Other assets	1,572	3,922	750
Accounts payable	45,555	12,000	(22,830)
Accrued expenses and other liabilities	47,159	12,189	(5,747)
Net cash provided by operating activities	80,124	87,594	13,310
INVESTING ACTIVITIES			
Purchases of short-term investments	(14,000)	(65,523)	(40,000)
Maturities of short-term investments	49,000	61,523	17,000
Capital expenditures	(38,293)	(41,238)	(51,794)
Business acquisition, net of cash acquired	(286,529)	(3,282)	—
Other, net	1,134	326	776
Net cash used by investing activities	(288,688)	(48,194)	(74,018)
FINANCING ACTIVITIES			
Revolving credit facility borrowings	532,000	276,000	264,000
Revolving credit facility repayments	(621,000)	(241,000)	(268,000)
Proceeds from long-term debt	650,000	—	62,000
Payments of long-term debt	(325,014)	(22,295)	(15,315)
Debt issuance costs	(10,377)	—	(1,473)
Proceeds from insurance premium financing and other short-term debt	7,530	8,593	6,356
Payments of insurance premium financing and other short-term debt	(6,556)	(8,624)	(1,139)
Dividends paid	(19,449)	(19,442)	(19,442)
Net cash provided (used) by financing activities	207,134	(6,768)	26,987
Effect of exchange rate changes on cash	(1,144)	(3,300)	754
Net (decrease) increase in cash and cash equivalents	(2,574)	29,332	(32,967)
Cash and cash equivalents at beginning of period	70,613	41,281	74,248
Cash and cash equivalents at end of period	$ 68,039	$ 70,613	$ 41,281
Supplemental cash flow information			
Interest paid, net	$ 32,073	$ 17,253	$ 14,575
Income taxes paid, net	13,400	15,430	20,410
Non-cash investing and financing activities			
Property, plant and equipment	6,849	2,367	2,764

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

PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(in thousands, except share and per share amounts)

	Shares of Common Stock	Common Stock	Preferred Stock	Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
As of June 30, 2022	40,503,608	$ 4	$ —	$ 135,803	$ 247,748	$ (121,113)	$ 262,442
Comprehensive income	—	—	—	—	32,606	6,903	39,509
Dividends declared ($0.48 per share)	—	—	—	—	(19,442)	—	(19,442)
As of June 30, 2023	40,503,608	$ 4	$ —	$ 135,803	$ 260,912	$ (114,210)	$ 282,509
Comprehensive income (loss)	—	—	—	—	2,416	(9,317)	(6,901)
Dividends declared ($0.48 per share)	—	—	—	—	(19,442)	—	(19,442)
Stock-based compensation expense	—	—	—	475	—	—	475
As of June 30, 2024	40,503,608	$ 4	$ —	$ 136,278	$ 243,886	$ (123,527)	$ 256,641
Comprehensive income (loss)	—	—	—	—	48,264	(491)	47,773
Shares issued pursuant to stock incentive plan	30,000	—	—	—	—	—	—
Dividends declared ($0.48 per share)	—	—	—	—	(19,449)	—	(19,449)
Stock-based compensation expense	—	—	—	717	—	—	717
As of June 30, 2025	40,533,608	$ 4	$ —	$ 136,995	$ 272,701	$ (124,018)	$ 285,682

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share amounts)

1. Description of Business

Phibro Animal Health Corporation ("Phibro" or "PAHC") and its subsidiaries (together, the "Company") is a diversified global developer, manufacturer and marketer of a broad range of animal health and mineral nutrition products for food and companion animals including poultry, swine, beef and dairy cattle, aquaculture and dogs. The Company is also a manufacturer and marketer of performance products for use in the personal care, industrial chemical and chemical catalyst industries. Unless otherwise indicated or the context requires otherwise, references in this report to "we," "our," "us," and similar expressions refer to Phibro and its subsidiaries.

2. Summary of Significant Accounting Policies and New Accounting Standards

Principles of Consolidation and Basis of Presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") and include the accounts of Phibro and its consolidated subsidiaries. Intercompany balances and transactions have been eliminated from the consolidated financial statements. The decision whether to consolidate an entity requires consideration of majority voting interests, as well as effective control over the entity.

We present our financial statements on the basis of our fiscal year ending June 30. All references to years in these consolidated financial statements refer to the fiscal year ending or ended on June 30 of that year.

Risks and Uncertainties

The issue of the potential for increased bacterial resistance to certain antibiotics used in certain food-producing animals is the subject of discussions on a worldwide basis and, in certain instances, has led to government restrictions on or banning of the use of antibiotics in food-producing animals. The sale of antibiotics and antibacterials is a material portion of our business. Should product bans or restrictions, public perception, competition or other developments result in restrictions on the sale of such products, it could have a material adverse effect on our financial position, results of operations and cash flows.

An outbreak of disease carried by food animals, which could lead to the widespread death or precautionary destruction of food animals as well as reduced consumption and demand for animal protein, could adversely affect demand for our products. Such occurrences could have a material adverse effect on our financial condition, results of operations and cash flows.

The testing, manufacturing, and marketing of certain of our products are subject to extensive regulation by numerous government authorities in the United States and other countries.

We have significant assets in Israel, Brazil and other locations outside of the United States and a significant portion of our sales and earnings are attributable to operations conducted abroad. Our assets, results of operations and future prospects are subject to currency exchange fluctuations and restrictions, energy shortages, other economic developments, political or social instability in some countries, and uncertainty of, and governmental control over, commercial rights, which could result in a material adverse effect on our financial position, results of operations and cash flows.

We are subject to environmental laws and regulations governing the use, storage, handling, generation, treatment, emission, release, discharge and disposal of certain materials and wastes, the remediation of contaminated soil and groundwater, the manufacture, sale and use of regulated materials, including pesticides, and the health and safety of employees. As such, the nature of our current and former operations and those of our subsidiaries expose Phibro and our subsidiaries to the risk of claims with respect to such matters.

Our business could be impacted by economic sanctions, bans, boycotts, or broader military conflicts, including armed conflicts between Israel and Hamas (and potential broader military conflict in the region) and between Russia and Ukraine. Other potential impacts include supply chain and logistics disruptions, macroeconomic impacts from the exclusion of Russian financial institutions from the global banking system, volatility in foreign exchange rates and interest rates, inflationary pressures on raw materials and energy, as well as heightened cybersecurity threats.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Pandemics and similar outbreaks could directly or indirectly impact our business, results of operations and financial condition. A pandemic or any other similar health crisis could have economic impacts on customers, suppliers and markets. A pandemic could affect our future revenues, expenses, reserves and allowances, manufacturing operations and employee-related costs.

Use of Estimates

The Company's consolidated financial statements have been prepared in accordance with GAAP. Preparation of these financial statements requires management to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and related disclosures. Actual results could differ from these estimates. Estimates are used when accounting for the valuation of intangible assets, depreciation and amortization periods of long-lived and intangible assets, recoverability of long-lived and intangible assets and goodwill, realizability of deferred income tax assets, sales discounts, rebates, allowances and incentives, contingencies, employee compensation and actuarial assumptions related to our pension plans. We regularly evaluate our estimates and assumptions using historical experience and other factors. Changes to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Our estimates are based on complex judgments, probabilities and assumptions that we believe to be reasonable.

Revenue Recognition

We recognize revenue from product sales when obligations under the terms of a contract with the customer are satisfied; generally, this occurs with the transfer of control (i.e. title and risk of loss) of goods to the customers. Certain of our businesses have terms where control of the underlying product transfers to the customer on shipment, while others have terms where control transfers to the customer on delivery.

Revenue reflects the total consideration to which we expect to be entitled in exchange for delivery of products or services, net of variable consideration. Variable consideration includes customer programs and incentive offerings, including pricing arrangements, rebates and other volume-based incentives. We record reductions to revenue for estimated variable consideration at the time we record the sale. Our estimates for variable consideration reflect the amount by which we expect variable consideration to affect the revenue recognized. Such estimates are generally based on contractual terms and historical experience and are adjusted to reflect future expectations as new information becomes available. Historically, we have not had significant adjustments to our estimates of variable consideration. Sales returns and product recalls have been insignificant and infrequent due to the nature of the products we sell.

Net sales include shipping and handling fees billed to customers. The associated costs are considered fulfillment activities and are included in cost of goods sold in the consolidated statements of operations when the related revenue is recognized. Net sales exclude value-added and other taxes based on sales.

Cash and Cash Equivalents

Cash equivalents include highly liquid investments with maturities of three months or less when purchased. Cash and cash equivalents held at financial institutions may at times exceed insured amounts. We believe we mitigate such risk by investing in or through major financial institutions.

Short-term Investments

Short-term investments include highly liquid investments with maturities greater than three months and less than one year at the time of purchase. We classify these investments as held to maturity and we record the related interest income as earned. We determine the appropriate balance sheet classification at the time of purchase and at each balance sheet date. Investments held at financial institutions may at times exceed insured amounts. We believe we mitigate such risk by investing in or through major financial institutions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Accounts Receivable and Reserve for Credit Losses

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. We grant credit terms in the normal course of business and generally do not require collateral or other security to support credit sales. Our ten largest customers represented, in aggregate, approximately 15% and 13% of accounts receivable at June 30, 2025 and 2024, respectively. No single customer receivable balance composed 10% of accounts receivable at June 30, 2025 and 2024.

The reserve for credit losses is our best estimate of the credit losses in existing accounts receivable. We monitor the financial performance, historical and expected collection patterns, and creditworthiness of our customers so that we can properly assess and respond to changes in their credit profile. We also monitor domestic and international economic conditions for the potential future effect on our customers. Past due balances are reviewed individually for collectability. The reserve for credit losses is adjusted as needed, based on the Company's historical loss experience, current conditions, and reasonable and supportable forecasts.

Inventories

Inventories are valued at the lower of cost or net realizable value. Cost is determined principally under weighted average and standard cost methods, which approximate first-in, first-out (FIFO) cost. Obsolete and unsalable inventories, if any, are reflected at estimated net realizable value. Inventory costs include materials, direct labor and manufacturing overhead. Capitalized inventory amounts are recognized as cost of goods sold when the inventory is considered sold.

Property, Plant and Equipment

Property, plant and equipment are stated at cost.

Depreciation is charged to results of operations using the straight-line method based upon the assets' estimated useful lives, ranging from two to thirty years for buildings and improvements, and three to ten years for machinery and equipment. Depreciation expense is recorded to either cost of goods sold or selling, general, and administrative expenses depending upon the nature and use of the underlying asset. We capitalize costs that extend the useful life or productive capacity of an asset. Repair and maintenance costs are expensed as incurred. In the case of disposals, the assets and related accumulated depreciation are removed from the accounts, and the net amounts, less proceeds from disposal, are included in the consolidated statements of operations.

Leases

We determine at the inception of an arrangement whether the arrangement contains a lease. If an arrangement contains a lease, we assess the lease term when the underlying asset is available for use ("lease commencement"). Individual lease terms reflect the non-cancellable period of the lease, reasonably certain renewal periods and consideration of termination options. We determine the lease classification as either operating or financing at lease commencement, which governs the pattern of expense recognition and presentation in our consolidated financial statements. Our current lease portfolio only includes operating leases.

We recognize a right-of-use ("ROU") asset and a corresponding lease liability at lease commencement for leases with terms exceeding twelve months. Short-term leases with terms of twelve months or less are not recognized on the consolidated balance sheet and lease payments are recognized on a straight-line basis over the term.

The values of the ROU assets and lease liabilities are calculated based on the present value of the fixed payment obligations over the lease term, using our incremental borrowing rate ("IBR"), determined at lease commencement. The IBR reflects the rate of interest we would expect to pay on a secured basis to borrow an amount equal to the lease payments under similar terms. The IBR incorporates the term and economic environment of the respective lease arrangements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

We have elected to account for lease and non-lease components together as a single lease component and include fixed payment obligations related to such non-lease components in the measurement of ROU assets and lease liabilities. Fixed lease payments are recognized on a straight-line basis over the lease term. Variable lease payments can include index-based lease payments, real estate taxes, maintenance costs, utilization charges and other non-lease services paid to lessors and are not determinable at lease commencement. Variable lease payments are not included in the measurement of ROU assets and lease liabilities and are recognized in the period incurred.

Debt Issuance Costs

Costs and original issue discounts or premiums related to issuance or modification of our debt are deferred on the consolidated balance sheet and amortized over the lives of the respective debt instruments. Amortization of debt issuance costs is included in interest expense in the consolidated statements of operations.

Business Combinations

Our consolidated financial statements reflect the operations of an acquired business beginning as of the date of acquisition. Assets acquired and liabilities assumed are recorded at their fair values at the date of acquisition; goodwill is recorded for any excess of the purchase price over the fair values of the net assets acquired.

Significant judgment may be required to determine the fair values of certain tangible and intangible assets and in assigning their respective useful lives. Significant judgment also may be required to determine the fair values of contingent consideration, if any. We typically utilize third-party valuation specialists to assist us in determining fair values of significant tangible and intangible assets and contingent consideration. The fair values are based on available historical information and on future expectations and assumptions deemed reasonable by management but are inherently uncertain. We typically use the direct cost, indirect cost and/or market approaches to measure the fair value of property, plant and equipment, as applicable, depending on the nature of the asset. Our estimates of the useful lives of such assets are based on a number of factors, including the asset's age and condition at acquisition, the degree of technological or economic obsolescence, expected maintenance requirements, and the asset's intended use within our operations. These estimates require significant management judgment and are based on historical experience with similar assets and independent valuations obtained at acquisition. We periodically review these estimates and adjust them prospectively when events or changes in circumstances indicate that a revision is warranted, which could materially affect depreciation expense in future periods.

We typically use an income method to measure the fair value of intangible assets, based on forecasts of the expected future cash flows attributable to the respective assets. Significant estimates and assumptions inherent in the valuations reflect consideration of other marketplace participants and include the amount and timing of future cash flows, specifically the expected revenue growth rate applied to the cash flows. Unanticipated market or macroeconomic events and circumstances could affect the accuracy or validity of the estimates and assumptions. Determining the useful life of an intangible asset also requires judgment. Our estimates of the useful lives of intangible assets are primarily based on a number of factors including the competitive environment, underlying product life cycles, operating plans and the macroeconomic environment of the countries in which the products are sold. Intangible assets are amortized over their estimated lives. Intangible assets associated with acquired in-process research and development activities ("IPR&D") are not amortized until a product is available for sale and regulatory approval is obtained.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Long-Lived Assets and Goodwill

We periodically review our long-lived and amortizable intangible assets for impairment and assess whether significant events or changes in business circumstances indicate that the carrying value of the assets may not be recoverable. Such circumstances may include a significant decrease in the market price of an asset, a significant adverse change in the manner in which the asset is being used or in its physical condition or a history of operating or cash flow losses associated with the use of an asset. We recognize an impairment loss when the carrying amount of an asset exceeds the anticipated future undiscounted cash flows expected to result from the use of the asset and its eventual disposition. The amount of the impairment loss is the excess of the asset's carrying value over its fair value. In addition, we periodically reassess the estimated remaining useful lives of our long-lived and amortizable intangible assets. Changes to estimated useful lives would affect the amount of depreciation and amortization recorded in the consolidated statements of operations.

Goodwill represents the excess of the purchase price over the fair value of the identifiable net assets acquired in a business combination. We assess goodwill for impairment annually during our fourth quarter, or more frequently if impairment indicators exist. Impairment exists when the carrying amount of goodwill exceeds its implied fair value. We may elect to assess our goodwill for impairment using a qualitative or a quantitative approach, to determine whether it is more likely than not that the fair value of goodwill is greater than its carrying value. During the three months ended June 30, 2025, we tested goodwill using the quantitative approach and determined goodwill was not impaired. We have not recorded any goodwill impairment charges in the periods included in the consolidated financial statements.

Foreign Currency Translation

We generally use local currency as the functional currency to measure the financial position and results of operations of each of our international subsidiaries. We translate assets and liabilities of these operations at the exchange rates in effect at the balance sheet date. We translate income statement accounts at the average rates of exchange prevailing during the period. Translation adjustments that arise from the use of differing exchange rates from period to period are included as a component of accumulated other comprehensive income (loss) in stockholders' equity. Certain of our Israeli operations have designated the U.S. dollar as their functional currency. Gains and losses arising from re-measurement of local currency accounts into U.S. dollars are included in determining net income.

Comprehensive Income

Comprehensive income consists of net income and the changes in: (i) the fair value of derivative instruments that qualify for hedge accounting; (ii) foreign currency translation adjustments; (iii) pension settlement recognition and unrecognized net pension gains (losses); and (iv) the related (provision) benefit for income taxes.

Derivative Financial Instruments

We record all derivative financial instruments on the consolidated balance sheets at fair value. Changes in the fair value of derivatives are recorded in results of operations or other comprehensive income (loss), depending on whether a derivative is designated and effective as part of a hedge transaction and, if so, the type of hedge transaction. Gains and losses on derivative instruments designated and effective as part of a hedge transaction are included in the results of operations in the periods in which operations are affected by the underlying hedged item.

From time to time, we use certain derivative instruments to mitigate the risk associated with certain economic factors, such as exchange rates and interest rates, which may potentially affect our future cash flows. During the years ended June 30, 2025 and 2024, we used (i) foreign currency option contracts to mitigate certain exposures related to changes in foreign currency exchange rates on forecasted inventory purchases, and (ii) interest rate swaps to manage future cash flow exposure resulting from variable interest rates on portions of our variable rate debt. To qualify a derivative as a hedge, we document the nature and relationships between hedging instruments and hedged items, the prospective effectiveness of the hedging instrument as well as the ultimate effectiveness, the risk-management objectives, the strategies for undertaking the various hedge transactions and the methods of assessing hedge effectiveness. We do not engage in trading or other speculative uses of financial instruments.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Environmental Liabilities

Expenditures for ongoing compliance with environmental regulations are expensed or capitalized as appropriate. We capitalize expenditures made to extend the useful life or productive capacity of an asset, including expenditures that prevent future environmental contamination. Other expenditures are expensed as incurred and are recorded in selling, general and administrative expenses in the consolidated statements of operations. We record the expense and related liability in the period an environmental assessment indicates remedial efforts are probable and the costs can be reasonably estimated. Estimates of the liability are based upon currently available facts, existing technology and presently enacted laws and regulations taking into consideration the likely effects of inflation and other societal and economic factors. All available evidence is considered, including prior experience in remediation of contaminated sites, other companies' experiences and data released by the U.S. Environmental Protection Agency and other organizations. The estimated liabilities are not discounted. We record anticipated recoveries under existing insurance contracts if probable.

Income Taxes

The provision for income taxes includes U.S. federal, state, and foreign income taxes and foreign withholding taxes. Our annual effective income tax rate is determined based on our income, statutory tax rates and tax planning opportunities available in the various jurisdictions in which we operate and the tax effects of certain items treated differently for tax purposes than for financial reporting purposes. Tax law requires certain items be included in the tax return at different times than the items are reflected in the financial statements. Some of these differences are permanent, such as expenses that are not deductible in our tax return, and some differences are temporary, reversing over time, such as depreciation expense. These temporary differences give rise to deferred tax assets and liabilities. Deferred tax assets generally represent the tax effect of items that can be used as a tax deduction or credit in future years for which we have already recorded the tax benefit in our income statement. Deferred tax liabilities generally represent the tax effect of items recorded as tax expense in our income statement for which payment has been deferred, the tax effect of expenditures for which a deduction has already been taken in our tax return but has not yet been recognized in our income statement, and the tax effect of assets recorded at fair value in business combinations for which there was no corresponding tax basis adjustment.

The recognition and measurement of a tax position is based on management's best judgment given the facts, circumstances and information available at the reporting date. Inherent in determining our annual effective income tax rate are judgments regarding business plans, planning opportunities and expectations about future outcomes. Realization of certain deferred tax assets, including net operating loss carryforwards and research and development costs capitalized for income tax purposes, is dependent upon generating sufficient future taxable income in the appropriate jurisdiction prior to the expiration of the amortization or carryforward periods. We establish valuation allowances for deferred tax assets when the amount of expected future taxable income is not likely to support the use of the deduction or credit and release these allowances when it is more likely than not that these deductions or credits will be used.

We may take tax positions that management believes are supportable but are potentially subject to successful challenge by the applicable taxing authority in the jurisdictions where we operate. We evaluate our tax positions and establish liabilities in accordance with the applicable accounting guidance on uncertainty in income taxes. We review these tax uncertainties in light of changing facts and circumstances, such as the progress of tax audits, and adjust them accordingly.

Because there are a number of estimates and assumptions inherent in calculating the various components of our income tax provision, future events such as changes in tax legislation, the geographic mix of earnings, status of tax audits or earnings repatriation plans could have an effect on those estimates and our effective income tax rate.

Advertising

Advertising and marketing costs are expensed as incurred and are reflected in selling, general and administrative expenses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Research and Development Expenditures

Research and development expenditures are expensed as incurred and are recorded in selling, general and administrative expenses in the consolidated statements of operations. Most of our manufacturing facilities have scientists and technicians on staff involved in product development, quality assurance and providing technical services to customers. Research, development and technical service efforts are conducted at various facilities. Our animal health research and development activities relate to: companion animal product development, fermentation development and microbiological strain improvement; vaccine development; chemical synthesis and formulation development; nutritional specialties development; and ethanol-related products.

Stock-Based Compensation

We recognize expense for stock-based compensation to employees, including grants of restricted stock units ("RSUs"), on a straight-line basis over the requisite service period based on the grant date fair value of the award. We determine the fair value of RSUs with a market condition (i.e., RSUs with a Company stock price target that must be met in order to vest) using Monte Carlo simulation models. The models use historical and current market data to estimate the fair value. The models incorporate various assumptions such as the risk-free interest rate, expected volatility, expected dividend yield and expected life of the awards. We determine the fair value of time-based RSUs (i.e., RSUs with only an employee service requirement to be met in order for the award to vest) as equal to the closing market price of the underlying common stock on the grant date, less the present value of expected dividends over the vesting period.

Net Income per Share and Weighted Average Shares

Basic net income per share is calculated by dividing net income by the weighted average number of common shares outstanding during the reporting period.

Diluted net income per share is calculated by dividing net income by the weighted average number of common shares outstanding during the reporting period after giving effect to dilutive common share equivalents resulting from the assumed vesting of RSUs, unless the effect would be antidilutive or if the minimum stock price targets for our performance-based RSUs were not achieved during the reporting period. Common share equivalents related to time- and performance-based RSUs were included in the calculation of diluted net income per share for the years ended June 30, 2025 and 2024. There were no common share equivalents for the year ended June 30, 2023, as there were no equity compensation awards outstanding during that period. For further information on RSUs, see "Note 9 — Stock Incentive Plan."

For the Year Ended June 30	2025	2024	2023
Net income	$ 48,264	$ 2,416	$ 32,606
Weighted average number of shares – basic	40,515	40,504	40,504
Dilutive effect of restricted stock units	163	19	—
Weighted average number of shares - diluted	40,678	40,523	40,504
Net income per share			
basic	$ 1.19	$ 0.06	$ 0.81
diluted	$ 1.19	$ 0.06	$ 0.81

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

New Accounting Standards

Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,* requires the disclosure of significant segment expenses that are included in segment profit or loss and how the segment measures are used for decision-making. The ASU is effective for Phibro's fiscal year ending June 30, 2025, including retrospective disclosure for all prior periods presented, and interim periods subsequent to June 30, 2025. See "Note 16 — Business Segments."

ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures,* enhances income tax disclosures primarily related to the rate reconciliation and income taxes paid information. The ASU outlines specific categories to be provided in the rate reconciliation and requires additional information for those reconciling items that meet a quantitative threshold. The ASU requires disaggregated disclosure of federal, state and foreign income taxes paid, including disaggregation by individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than five percent of total income taxes paid (net of refunds received). The ASU also requires disaggregated disclosure of federal, state and foreign income (loss) from continuing operations before income taxes. The enhanced disclosures will be applied on a prospective basis and are required for Phibro's fiscal year ending June 30, 2026. We are evaluating the impact of the additional income tax-related disclosures.

ASU 2024-03, *(Subtopic 220-40): Disaggregation of Income Statement Expenses and ASU 2025-01, Clarifying the Effective Date*, requires disclosure, in the notes to the financial statements, of certain costs and expenses, including purchases of inventory, employee compensation, depreciation, and intangible asset amortization included in each relevant expense caption, as well as a qualitative description of amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. ASU 2024-03 also requires disclosure of the total amount of selling expenses and, in annual periods, an entity's definition of selling expenses. The ASU will be effective for Phibro's fiscal year ending June 30, 2028 and for interim periods thereafter, and it can be applied on a prospective basis or on a retrospective basis to all periods presented. Early adoption is permitted. We are evaluating the impact of this standard on our footnote disclosures.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

3. Acquisition

On October 31, 2024, the Company completed its acquisition of the medicated feed additives portfolio, certain water-soluble products and related assets from Zoetis, Inc (the “Acquisition"). The Acquisition was accounted for as a business combination under the acquisition method of accounting. The acquisition method requires, among other things, that assets acquired and liabilities assumed in a business combination be recognized at their fair values as of the acquisition date. The determination of estimated fair value requires management to make significant estimates and assumptions. The results of operations of the Acquisition are included in our consolidated statements of operations from the date of acquisition and reported within the Animal Health segment.

The Acquisition has expanded our medicated feed additives and water-soluble products category, advanced our planned existing product portfolio enhancement and diversified our species and product offerings, which complements our commercial operations and international infrastructure while expanding our global presence.

The purchase price for the Acquisition was approximately $297.5 million ($286.5 million net of cash acquired), which was funded by Delayed Draw Term A-1 Loans and Delayed Draw Term A-2 Loans drawn on 2024 Credit Facilities (each as defined below in Note 6). The purchase and sale agreement underlying the transaction provides for closing working capital and other adjustments to be completed after the Acquisition. These adjustments were completed in May 2025.

For the years ended June 30, 2025 and 2024, we recognized transaction costs related to the Acquisition of $13.3 million, and $6.4 million, respectively. These costs were primarily associated with financial advisory, legal and other professional services related to the Acquisition and are reflected within selling, general and administrative expenses in our consolidated statements of operations.

The amount of revenue attributable to the Acquisition included in consolidated statements of operations for the twelve months ended June 30, 2025 is $208.2 million. Based on our current operational structure and the nature and mix of legal entities and assets acquired, we will not be able to complete a full cost identification and allocation assessment for activities related to the Acquisition. As a result, we are unable to accurately determine earnings or loss attributable to the Acquisition since the date of acquisition.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Since the initial measurement of the identified assets acquired and liabilities assumed, the Acquisition purchase price was adjusted for certain net working capital and other adjustments and progress was made in completing certain of our additional valuations and analyses. As such, we updated our initial allocation of the purchase price. Principal changes include: (i) decreasing the value of inventory to reflect final inventory receipts and net working capital adjustments; (ii) increasing the value attributed to property, plant and equipment primarily to reflect updated assumptions related to the estimated economic value of certain underlying assets; (iii) adjustments to other assets and accrued expenses and other liabilities primarily related to value-added taxes; and (iv) goodwill increasing the value attributed to a deferred tax liability (included in other noncurrent liabilities below) emanating from stepped up values for assets acquired in China. The following table summarizes the updated preliminary allocation of the purchase price to the fair values assigned to the assets acquired and liabilities assumed at the date of the Acquisition.

	Initial Purchase Price Allocation	Measurement Period Changes	Updated Purchase Price Allocation
Assets acquired:			
Cash and cash equivalents	$ 11,018	$ -	$ 11,018
Accounts receivable, net	350	-	350
Inventories, net	149,316	(10,335)	138,981
Property, plant and equipment	139,603	5,361	144,964
Other assets [1]	24,048	(10,840)	13,208
Goodwill [2]	-	4,948	4,948
Total fair value of assets acquired	324,335	(10,866)	313,469
Liabilities assumed:			
Accounts payable	1,411	-	1,411
Accrued expenses and other current liabilities	14,395	(10,230)	4,165
Other noncurrent liabilities	6,686	3,660	10,346
Total fair value of liabilities assumed	22,492	(6,570)	15,922
Fair value of net assets acquired	$ 301,843	$ (4,296)	$ 297,547

(1) Includes current and noncurrent amounts.

(2) Goodwill is reported within the Animal Health segment. Based on our preliminary assessment, an immaterial amount of the goodwill is currently expected to be deductible for tax purposes. Our assessment of the tax considerations regarding the Acquisition is not yet final and may be subject to change.

In the table above, the estimate of fair value of inventories, net was determined using the replacement cost method, which contemplates the costs to complete the manufacturing and sales process, a reasonable profit allowance from the sales process, and estimated holding costs. The cost basis of raw materials was determined to represent current replacement cost and therefore approximates fair value. The net fair value step-up adjustment to inventories of $7.6 million is being amortized to cost of sales as the inventory is sold to customers. The calculated value of the estimated step-up for inventory is preliminary, as management's valuation of the Acquisition and its allocation of the purchase price consideration and other adjustments are still in progress. While we use our best estimates and assumptions, fair value estimates are inherently uncertain and subject to refinement. Accordingly, the inventory, net step-up is subject to change and could vary materially from the final purchase price allocation. As a result, during the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Property, plant and equipment is composed of land, buildings, equipment (including machinery, equipment, furniture and fixtures, and computer equipment), and construction-in-progress. The estimate of fair value of property, plant and equipment was determined by the direct cost and indirect cost approaches, as applicable, depending on the nature of the asset. Of the acquired assets, $102.1 million of personal property (comprised of machinery and equipment) and $38.1 million of real property (comprised of buildings and improvements) were recorded. The amounts allocated to personal and real property are based on management's estimates and assumptions, as well as other information compiled by management, including third party analysis and market data. The process for determining the direct cost or indirect cost approaches requires management to make estimates and assumptions, including reproduction cost new, physical deterioration, utilization, replacement cost new, base cost, and square footage.

The step-up adjustment for property, plant and equipment of $43.5 million will be depreciated on a straight-line basis over the remaining useful life of the respective assets, which ranges from 1 year to 21 years. The calculated value of the estimated step-up for property, plant and equipment acquired is preliminary, as management's valuation of the Acquisition and its allocation of the purchase price consideration and other adjustments are still in progress. While we use our best estimates and assumptions, fair value estimates are inherently uncertain and subject to refinement. Accordingly, the step-up to property, plant, and equipment is subject to change, and the final purchase price allocation may result in a different allocation for property, plant and equipment, net, as well as a difference in the remaining average useful life from what is presented in this paragraph. As a result, during the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed.

Pro Forma Results

The following unaudited pro forma financial information presents the combined results of net sales and operating income of the Company as if the Acquisition had occurred as of July 1, 2023 and does not include any material non-recurring adjustments. The unaudited pro forma financial information is not necessarily indicative of what the Company's net sales and operating income actually would have been had the Acquisition occurred at the beginning of each year presented. In addition, the unaudited pro forma financial information does not attempt to project the future results of operations of the combined company. The pro forma information does not include any potential revenue enhancements, cost synergies or other operating efficiencies that could result from the Acquisition.

	Three Months		Twelve Months	
For the Periods Ended June 30,	**2025**	**2024**	**2025**	**2024**
Net sales	$ 378,697	$ 359,921	$ 1,446,572	$ 1,402,984
Operating income	33,718	46,082	153,863	125,303

4. Statements of Operations—Additional Information

Disaggregated revenue and customer payment terms

We develop, manufacture and market a broad range of products for food and companion animals including poultry, swine, beef and dairy cattle, aquaculture and dogs. The products help prevent, control and treat diseases and enhance nutrition to help improve animal health and well-being. We sell animal health and mineral nutrition products directly to integrated poultry, cattle and swine customers and through commercial animal feed manufacturers, distributors and veterinarians The animal health industry and demand for many of the animal health products in a particular region are affected by changing disease pressures and by weather conditions, as product usage follows varying weather patterns and seasons. Our operations are primarily focused on regions where the majority of livestock production is consolidated in large commercial farms.

We have a diversified portfolio of products that are classified within our three reportable business segments — Animal Health, Mineral Nutrition and Performance Products. Each segment has its own dedicated management and sales team.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Animal Health

The Animal Health business develops, manufactures and markets products in three main categories:

- MFAs and other: MFAs and other products primarily consist of concentrated medicated products administered through animal feeds, commonly referred to as Medicated Feed Additives ("MFAs"). Specific product classifications include antibacterials, which inhibit the growth of pathogenic bacteria that cause infections in animals; anticoccidials, which inhibit the growth of coccidia (parasites) that damage the intestinal tract of animals; and other related products. The MFAs and other category also includes antibacterials and other processing aids used in the ethanol fermentation industry.
- Nutritional specialties: Nutritional specialty products enhance nutrition to help improve health and performance in areas such as immune system function and digestive health. We are also a developer, manufacturer and marketer of microbial products and bioproducts for a variety of applications serving animal health and nutrition, environmental, industrial and agricultural customers.
- Vaccines: Vaccine products are primarily focused on preventing diseases in poultry, swine, beef and dairy cattle and aquaculture. They protect animals from either viral or bacterial disease challenges. We develop, manufacture and market conventionally licensed and autogenous vaccine products, as well as adjuvants for animal vaccine manufacturers. We have developed and market an innovative and proprietary delivery platform for vaccines.

Mineral Nutrition

The Mineral Nutrition business is comprised of formulations and concentrations of trace minerals such as zinc, manganese, copper, iron and other compounds, with a focus on customers in North America. Our customers use these products to fortify the daily feed requirements of their livestock's diets and maintain an optimal balance of trace elements in each animal. We manufacture and market a broad range of mineral nutrition products for food animals including poultry, swine, and beef and dairy cattle.

Performance Products

The Performance Products business manufactures and markets specialty ingredients for use in the personal care, industrial chemical and chemical catalyst industries.

The following tables present our revenues disaggregated by major product category and geographic region:

Net Sales by Product Type

For the Year Ended June 30	2025	2024	2023
Animal Health			
MFAs and other	$ 646,354	$ 420,959	$ 387,349
Nutritional specialties	179,289	164,671	172,504
Vaccines	137,153	120,852	99,998
Total Animal Health	$ 962,796	$ 706,482	$ 659,851
Mineral Nutrition	253,240	243,663	242,656
Performance Products	80,179	67,534	75,382
Total	$ 1,296,215	$ 1,017,679	$ 977,889

Net Sales by Region

For the Year Ended June 30	2025	2024	2023
United States	$ 739,919	$ 584,763	$ 578,773
Latin America and Canada	298,649	247,705	219,846
Europe, Middle East and Africa	160,232	121,977	117,815
Asia Pacific	97,415	63,234	61,455
Total	$ 1,296,215	$ 1,017,679	$ 977,889

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Net sales by region are based on country of destination.

Our customer payment terms generally range from 30 to 120 days globally and do not include any significant financing components. Payment terms vary based on industry and business practices within the regions in which we operate. Our average worldwide collection period for accounts receivable is approximately 60 days after the revenue is recognized.

Additional Information

For the Year Ended June 30	2025	2024	2023
Interest expense, net			
Credit Facilities	$ 32,779	$ 20,646	$ 17,302
2022 Term loan	12	862	589
Amortization of debt issuance costs	2,015	1,040	727
Refinancing expense	1,960	—	—
Other	458	462	58
Interest expense	37,224	23,010	18,676
Interest income	(2,622)	(4,474)	(3,355)
	$ 34,602	$ 18,536	$ 15,321

For the Year Ended June 30	2025	2024	2023
Depreciation and amortization			
Depreciation of property, plant and equipment	$ 37,762	$ 26,517	$ 24,316
Amortization of intangible assets	7,843	9,661	9,696
	$ 45,605	$ 36,178	$ 34,012

Depreciation of property, plant and equipment includes amortization of capitalized software costs of $1,421, $1,436 and $1,455 during 2025, 2024 and 2023, respectively.

Future amortization of intangible assets as of June 30, 2025 is expected to be:

For the Years Ending June 30	
2026	$ 6,789
2027	6,416
2028	6,205
2029	6,205
2030	4,805
Thereafter	6,048
Total	$ 36,469

For the Year Ended June 30	2025	2024	2023
Research and development expense	$ 23,726	$ 29,194	$ 24,395

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

5. Balance Sheets—Additional Information

As of June 30	2025	2024
Accounts receivable, net		
Trade accounts receivable	$ 230,240	$ 170,913
Reserve for credit losses	(2,257)	(1,461)
	$ 227,983	$ 169,452

As of June 30	2025	2024
Reserve for credit losses		
Balance at beginning of period	$ 1,461	$ 1,590
Provision for estimated credit losses	931	1,538
Effect of changes in exchange rates	17	(71)
Credit losses realized	(152)	(1,596)
Balance at end of period	$ 2,257	$ 1,461

As of June 30	2025	2024
Inventories, net		
Raw materials	$ 162,626	$ 72,799
Work-in-process	27,982	23,550
Finished goods	253,817	169,562
	$ 444,425	$ 265,911

As of June 30	2025	2024
Property, plant and equipment, net		
Land	$ 33,050	$ 30,624
Buildings and improvements	175,892	120,173
Machinery and equipment	391,992	273,965
Construction in progress	32,716	23,892
	633,650	448,654
Accumulated depreciation	(278,960)	(245,354)
	$ 354,690	$ 203,300

Certain of our facilities in Israel are on leased land. These leases expire in calendar years 2039, 2045 and 2062.

Property, plant and equipment, net includes internal-use software costs, net of accumulated amortization, of $3,672 and $3,123 at June 30, 2025 and 2024, respectively.

As of June 30	Weighted-Average Useful Life (Years)	2025	2024
Intangibles, net			
Cost			
Technology	12	$ 92,601	$ 94,259
Product registrations, marketing and distribution rights	9	18,935	18,117
Customer relationships	12	30,414	30,418
Trade names, trademarks and other	6	5,239	5,213
		147,189	148,007
Accumulated amortization			
Technology		(66,962)	(62,119)
Product registrations, marketing and distribution rights		(18,225)	(17,326)
Customer relationships		(20,667)	(19,001)
Trade names, trademarks and other		(4,866)	(4,528)
		(110,721)	(102,974)
		$ 36,469	$ 45,033

For the year ended June 30, 2025, the decrease in technology intangible assets is due in part to a $885 non-cash write-off related to the closure of an immaterial business within the Animal Health segment that was recorded within selling, general, and administrative expenses.

As of June 30	2025	2024
Goodwill		
Balance at beginning of period	$ 54,557	$ 53,274
Acquisition	4,948	1,397
Effect of changes in exchange rates	140	(114)
Balance at end of period	$ 59,645	$ 54,557

The entire goodwill balance is reported in the Animal Health segment.

As of June 30	2025	2024
Other assets		
ROU operating lease assets	$ 41,339	$ 37,604
Deferred income taxes	25,548	19,371
Deposits	610	1,646
Insurance investments	6,547	6,305
Equity method investments	5,142	5,183
Derivative instruments	89	—
Debt issuance costs	3,714	911
Other	16,501	7,277
	$ 99,490	$ 78,297

As of June 30	2025	2024
Accrued expenses and other current liabilities		
Employee related	$ 51,758	$ 37,612
Current operating lease liabilities	9,127	7,460
Commissions and rebates	23,274	7,875
Professional fees	8,098	8,918
Income and other taxes	8,397	2,931
Insurance-related	1,655	1,265
Insurance premium financing	5,476	5,185
Other	31,237	17,540
	$ 139,022	$ 88,786

In the table above, the liability for insurance premium financing has a fixed interest rate of 6.04% and requires monthly principal payments of $684 though March 2026.

As of June 30	2025	2024
Other liabilities		
Long-term operating lease liabilities	$ 33,740	$ 29,915
Long-term and deferred income taxes	19,471	14,218
Supplemental retirement benefits, deferred compensation and other	5,526	6,678
U.S. pension plan	1,795	2,237
International retirement plans	3,532	3,212
Derivative instruments	3,885	—
Other long-term liabilities	11,361	6,846
	$ 79,310	$ 63,106

As of June 30	2025	2024
Accumulated other comprehensive loss		
Derivative instruments	$ (2,354)	$ 13,104
Foreign currency translation adjustment	(113,452)	(124,004)
Unrecognized net pension losses	(12,392)	(13,012)
Provision for income taxes on derivative instruments	649	(3,304)
Benefit for income taxes on long-term intercompany investments	8,166	8,166
Provision for income taxes on net pension losses	(4,635)	(4,477)
	$ (124,018)	$ (123,527)

6. Debt

Term Loans and Revolving Credit Facilities

2024 Credit Agreement

In July 2024, we entered into a Credit Agreement, (the "2024 Credit Agreement") with a group of lenders. Initial borrowings were used to refinance all our outstanding debt, to pay fees and expenses of the transaction and for ongoing working capital requirements and general corporate purposes. Borrowings under the Delayed Draw Term A-1 Loans (as defined below) and Delayed Draw Term A-2 Loans (as defined below) were drawn on October 31, 2024 and used to finance the purchase price of the Acquisition discussed in "Note 3 — Acquisition."

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The 2024 Credit Agreement provides for: (i) Initial Term A-1 Loans in an initial aggregate principal amount of $162,000 (the "Initial Term A-1 Loans"), (ii) Delayed Draw Term A-1 Loans in an initial aggregate principal amount of $189,000 (the "Delayed Draw Term A-1 Loans" and, together with the Initial Term A-1 Loans, the "Term A-1 Loans"), (iii) Initial Term A-2 Loans in an initial aggregate principal amount of $138,000 (the "Initial Term A-2 Loans"), (iv) Delayed Draw Term A-2 Loans in an initial aggregate principal amount of $161,000 (the "Delayed Draw Term A-2 Loans" and, together with the Initial Term A-2 Loans, the "Term A-2 Loans"), and (v) Revolving Credit Commitments in an initial aggregate principal amount of $310,000 (the "Revolving Credit Commitments" and, together with the Term A-1 Loans and Term A-2 Loans, the "2024 Credit Facilities"). The 2024 Credit Facilities mature in July 2029 in the case of the Term A-1 Loans and the Revolving Credit Commitments and in July 2031 in the case of the Term A-2 Loans.

Borrowings under the 2024 Credit Facilities bear interest at rates based on the ratio of the Company and its subsidiaries' net consolidated indebtedness to the Company and its subsidiaries' consolidated EBITDA (the "Net Leverage Ratio"). The interest rates per annum for loans under the 2024 Credit Facilities are based on a fluctuating rate of interest as selected by the Company plus an applicable rate as set forth in the table below:

	Revolving Credit and Term A-1 Loans		Term A-2 Loans	
Net Leverage Ratio	**Base rate**	**SOFR**	**Base rate**	**SOFR**
≥ 4.00:1.00	1.75 %	2.75 %	2.25 %	3.25 %
≥ 3.50:1.00 and < 4.00:1.00	1.50 %	2.50 %	2.00 %	3.00 %
≥ 2.25:1.00 and < 3.50:1.00	1.25 %	2.25 %	1.75 %	2.75 %
< 2.25:1.00	1.00 %	2.00 %	1.50 %	2.50 %

The Company may receive patronage from the lenders providing the Term A-2 Loans, to the extent eligible under such lender's patronage program, as determined by such lender in its sole discretion. For the year ended June 30, 2025, the Company received patronage income of $853, which is reflected as a reduction of interest expense, net in the Company's consolidated statements of operations.

Pursuant to the terms of the 2024 Credit Agreement, the 2024 Credit Facilities are subject to various covenants that, among other things and subject to the permitted exceptions described therein, restrict us and our subsidiaries with respect to: (i) incurring additional debt; (ii) making certain restricted payments or making optional redemptions of other indebtedness; (iii) making investments or acquiring assets; (iv) disposing of assets (other than in the ordinary course of business); (v) creating any liens on our assets; (vi) entering into transactions with affiliates; (vii) entering into merger or consolidation transactions; and (viii) creating guarantee obligations; provided, however, that we are permitted to pay distributions to stockholders out of available cash subject to certain annual limitations and a quarterly maximum Net Leverage Ratio of 4.0x and so long as no default or event of default under the 2024 Credit Facilities shall have occurred and be continuing at the time such distribution is declared. Indebtedness under the 2024 Credit Facilities is collateralized by a first priority lien on substantially all assets of Phibro and certain of our domestic subsidiaries. The 2024 Credit Agreement contains an acceleration clause should an event of default (as defined therein) occur.

The 2024 Credit Agreement requires, among other things, compliance with financial covenants regarding: (i) a maximum Net Leverage Ratio and (ii) a minimum interest coverage ratio, each calculated on a trailing four-quarter basis, as follows:

Period	**maximum Net Leverage Ratio**	**minimum interest coverage ratio**
Prior to October 31, 2024	4.00:1.00	3.00:1.00
First fiscal quarter ending after October 31, 2024 through January 3, 2026	4.75:1.00	2.50:1.00
After January 3, 2026 to January 3, 2027	4.50:1.00	2.75:1.00
After January 3, 2027 to January 3, 2028	4.25:1.00	3.00:1.00
After January 3, 2028	4.00:1.00	3.00:1.00

As of June 30, 2025, we were in compliance with the financial covenants of the 2024 Credit Agreement.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

For the twelve months ended June 30, 2025, we paid $10,377 in lender and other fees related to the 2024 Credit Facilities, which are being amortized to interest expense through the maturity dates of the 2024 Credit Facilities. The payment of these debt issuance costs is reflected within the financing activities section of the consolidated statements of cash flows. For the twelve months ended June 30, 2025, we also incurred $1,960 in certain costs and charges resulting from the refinancing, which included $1,446 of new creditor and third-party financing costs and $514 in debt extinguishment costs resulting from the write-off of unamortized deferred financing costs on previously outstanding debt.

As of June 30, 2025, we had $87,000 in borrowings drawn under the 2024 Revolver and had outstanding letters of credit of $2,453, leaving $220,547 available for further borrowings and letters of credit under the 2024 Revolver, subject to restrictions in our 2024 Credit Facilities. We obtain letters of credit in connection with certain regulatory and insurance obligations, inventory purchases and other contractual obligations. The terms of these letters of credit are all approximately one year.

2021 Credit Agreement and Other Long-Term Debt

In April 2021, we entered into an amended and restated credit agreement (the "2021 Credit Agreement") under which we had a term A loan in an aggregate initial principal amount of $300,000 (the "2021 Term A Loan") and a revolving credit facility under which we could borrow up to an aggregate amount of $250,000, subject to the terms of the 2021 Credit Agreement (the "2021 Revolver"). In November 2022, we amended the 2021 Credit Facilities to increase the revolving commitments under the 2021 Revolver to an aggregate amount of $310,000 and to adopt Secured Overnight Financing Rate ("SOFR") as the reference for the fluctuating rate of interest on the 2021 Credit Facilities, replacing the London Interbank Offered Rate ("LIBOR") reference rate. In June 2023, we obtained an additional incremental term loan (the "2023 Incremental Term Loan") in the amount of $50,000 (the 2021 Revolver, the 2021 Term A Loan and the 2023 Incremental Term Loan are collectively referred to as the "2021 Credit Facilities").

The 2021 Revolver contains a letter of credit facility. The interest rate per annum applicable to the 2021 Revolver and the 2021 Term A Loan was based on a fluctuating rate of interest plus an applicable rate equal to 1.50%, 1.75%, 2.00% or 2.25%, in the case of adjusted SOFR rate loans and 0.50%, 0.75%, 1.00% or 1.25%, in the case of base rate loans. The interest rate per annum applicable to the 2023 Incremental Term Loan was based on a fluctuating rate of interest plus an applicable rate equal to 2.00%, 2.25%, 2.50% or 2.75% in the case of adjusted SOFR rate loans and 1.00%, 1.25%, 1.50% or 1.75% in the case of base rate loans. The applicable rates were based on the First Lien Net Leverage Ratio (as defined in the 2021 Credit Agreement, as amended). The 2021 Credit Facilities were scheduled to mature in April 2026. However, the remaining principal balances outstanding under the 2021 Credit Facilities of $301,875 were settled in full with proceeds from the 2024 Credit Facilities on July 3, 2024.

In September 2022, we entered into a credit agreement (the "2022 Term Loan") in the amount of $12,000, collateralized by certain facilities. The interest rate per annum applicable to the 2022 Term Loan was based on a fluctuating rate of interest, at the Company's election from time to time, equal to either (i) one-month adjusted SOFR plus 2.0%, or (ii) a base rate determined by reference to the greater of (a) the prime rate and (b) the Federal Funds Effective Rate plus 0.5%. The 2022 Term Loan was repayable in monthly installments of $35, with the balance payable at maturity and was scheduled to mature in September 2027. However, the remaining outstanding principal balance of $11,265 was repaid in full with proceeds from the 2024 Credit Facilities on July 3, 2024.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Debt Balances and Interest Rate Information

Long-Term Debt Balances

As of June 30	2025	2024
Term A-1 Loans due July 2029	$ 344,588	$ —
Term A-2 Loans due July 2031	293,537	—
2021 Term A Loan due April 2026	—	256,875
2023 Incremental Term Loan due April 2026	—	45,000
2022 Term Loan due September 2027	—	11,265
Gross term loan balances	638,125	313,140
Unamortized debt issuance costs	(6,440)	(1,056)
Term loan balances, net of unamortized debt issuance costs	631,685	312,084
Less: current maturities of long-term debt and other	(16,250)	(29,795)
Long-term debt	$ 615,435	$ 282,289

Interest Rates

Interest rates as of the balance sheet dates and the weighted-average rates for the periods presented were:

	June 30		Years Ended June 30		
	2025	2024	2025	2024	2023
Revolving Credit Facility	5.89 %	6.00 %	6.30 %	6.14 %	5.42 %
Initial Term A-1 Loan due July 2029	5.45 %	— %	2.85 %	— %	— %
Initial Term A-2 Loan due July 2031	6.39 %	— %	3.31 %	— %	— %
Delayed Draw Term A-1 Loan due July 2029	6.50 %	— %	6.39 %	— %	— %
Delayed Draw Term A-2 Loan due July 2031	7.20 %	— %	6.81 %	— %	— %
2021 Term A Loan	— %	2.36 %	— %	2.36 %	2.37 %
2023 Incremental Term Loan	— %	7.68 %	— %	7.64 %	7.40 %
2022 Term Loan	— %	7.43 %	— %	7.41 %	6.43 %

Interest rates as of the balance sheet dates are based on rates in effect as of those dates, including SOFR fluctuating rates of interest, applicable rates and the interest rate swap agreements.

In September 2024, we entered into an interest rate swap agreement on $150,000 of notional principal that effectively converts the floating SOFR portion of our interest obligation on that amount of debt issued under the 2024 Credit Facilities to a fixed rate of 3.18% through September 2029.

In March 2025, we entered into an interest rate swap agreement on $275,000 of notional principal that effectively converts the floating SOFR portion of our interest obligation on that amount of debt issued under the 2024 Credit Facilities to a fixed rate of 3.64% through February 2030.

In March 2025, we entered into a forward-starting interest rate collar agreement on $250,000 of notional principal that effectively puts a floor of 1.99% and a cap of 4.75% on the floating SOFR portion of our interest obligation on that amount of debt issued under the 2024 Credit Facilities. The individual option contracts of the collar mature monthly beginning July 2025 and through June 2026.

In addition, we were party to an interest rate swap of agreement on $300,000 of notional principal that effectively converted the floating SOFR portion of our interest obligation on that amount of debt to a fixed rate of 0.51% through June 2025 as a hedge against our existing variable rate debt issued under the 2024 Credit Facilities. This swap agreement expired on June 30, 2025.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

We designated the interest rate swaps and interest rate collar as highly effective cash flow hedges. For additional details, see "Note 14 — Derivatives."

Aggregate Maturities of Long-Term Debt and Revolver

For the Years Ending June 30	Annual Maturities	Interest Payments
2026	$ 16,250	$ 45,467
2027	25,025	44,231
2028	25,025	42,665
2029	25,025	41,098
2030	325,549	21,139
Thereafter	308,251	20,629
Total	$ 725,125	$ 215,229

For purposes of estimating future interest payments until maturity, we assume long-term debt decreases in accordance with the scheduled amortization payments, the outstanding balance of the 2024 Revolver continues unchanged, the September 2024 and March 2025 interest rate swap agreements remain in place through their maturity dates, and future interest rates are the same as the rates at June 30, 2025.

7. Leases

Our lease portfolio consists of real estate, vehicles and equipment ROU assets, classified as operating leases. The remaining non-cancelable lease terms, inclusive of renewal options reasonably certain of exercise, range from one to 20 years.

The following table summarizes the ROU assets and the related lease liabilities recorded on the consolidated balance sheet:

As of June 30	2025	2024	Balance Sheet Classification
Assets:			
Operating lease ROU assets	$ 41,339	$ 37,604	Other assets
Liabilities:			
Current portion	9,127	7,460	Accrued expenses and other current liabilities
Non-current portion	33,740	29,915	Other liabilities
Total operating lease liabilities	$ 42,867	$ 37,375	

The following table summarizes the composition of net lease expense:

For the Year Ended June 30	2025	2024	2023
Operating lease expense	$ 9,809	$ 8,888	$ 8,363
Variable lease expense	2,059	1,150	1,139
Short-term lease expense	1,477	1,397	1,522
Total lease expense	$ 13,345	$ 11,435	$ 11,024

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The following tables include other supplemental information:

For the Year Ended June 30	2025	2024	2023
Operating cash flows used for ROU operating leases	$ 9,670	$ 8,231	$ 7,798
Non-cash changes to ROU operating assets and lease liabilities	$ 11,458	$ 9,283	$ 5,114

As of June 30	2025	2024
Weighted average remaining lease term (in years) - operating leases	9.1	9.6
Weighted average discount rate - operating leases	5.01 %	4.73 %

At June 30, 2025 maturities of future lease liabilities were:

For the Years Ending June 30	
2026	$ 10,151
2027	8,157
2028	6,232
2029	4,459
2030	3,613
2031 and thereafter	19,315
Total lease payments	51,926
Less: interest	9,059
Total operating lease liabilities	$ 42,867

There were no significant future payment obligations related to executed lease agreements for which the related lease had not yet commenced as of June 30, 2025. Our lease agreements do not contain any material restrictive covenants or residual value guarantee provisions.

8. Common Stock, Preferred Stock and Dividends

Preferred stock and common stock at June 30, 2025 and 2024 were:

As of June 30	2025	2024		2025	2024
	Authorized Shares		Par value	Issued and outstanding shares	
Preferred stock	16,000,000	16,000,000	$ 0.0001	—	—
Common stock – Class A	300,000,000	300,000,000	$ 0.0001	20,367,574	20,337,574
Common stock – Class B	30,000,000	30,000,000	$ 0.0001	20,166,034	20,166,034

Holders of our Class B common stock converted zero shares of Class B common stock to Class A common stock in 2025 and 2024.

Common Stock

General

Except as otherwise provided by our amended and restated certificate of incorporation or applicable law, the holders of our Class A common stock and Class B common stock shall vote together as a single class. There are no cumulative voting rights.

Holders of our Class A common stock and Class B common stock are entitled to receive dividends when and if declared by our Board of Directors out of funds legally available therefore, subject to any statutory or contractual restrictions on the payment of dividends and to any restrictions on the payment of dividends imposed by the terms of any outstanding preferred stock.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Upon our dissolution or liquidation or the sale of all or substantially all of our assets, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of our Class A common stock and Class B common stock will be entitled to receive our remaining assets available for distribution.

Class A Common Stock

Holders of our Class A common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders.

Holders of our Class A common stock do not have preemptive, subscription or conversion rights. Our Class A common stock is not convertible and there are no redemption or sinking fund provisions applicable to our Class A common stock. Unless our Board of Directors determines otherwise, we will issue all of our capital stock in uncertificated form.

Class B Common Stock

Holders of our Class B common stock are entitled to 10 votes for each share held of record on all matters submitted to a vote of stockholders. BFI holds all of our outstanding Class B common stock.

Holders of our Class B common stock do not have preemptive or subscription rights. There are no redemption or sinking fund provisions applicable to our Class B common stock.

Each share of Class B common stock is convertible at any time at the option of the holder into one share of Class A common stock. In addition, each share of Class B common stock will convert automatically into one share of Class A common stock upon any transfer, whether or not for value, except for certain transfers by and among BFI, its affiliates and certain Bendheim family members, as described in the amended and restated certificate of incorporation. Once transferred and converted into Class A common stock, the Class B common stock will not be reissued. In addition, all shares of Class B common stock will automatically convert to shares of Class A common stock when the outstanding shares of Class B common stock and Class A common stock held by BFI, its affiliates and certain Bendheim family members, together, is less than 15% of the total outstanding shares of Class A common stock and Class B common stock, taken as a single class.

Holders of our Class B common stock have the right to require us to register the sales of their shares under the Securities Act, under the terms of an agreement between us and the holders.

Preferred Stock

We do not have any preferred stock outstanding. Our Board of Directors has the authority to issue shares of preferred stock from time to time on terms it may determine, to divide shares of preferred stock into one or more series and to fix the designations, preferences, privileges, and restrictions of preferred stock, including dividend rights, conversion rights, voting rights, terms of redemption, liquidation preference, sinking fund terms, and the number of shares constituting any series or the designation of any series to the fullest extent permitted by the General Corporation Law of the State of Delaware.

Dividends

We declared and paid quarterly cash dividends totaling $19,449 for the year ended June 30, 2025, and $19,442 for the years ended June 30, 2025 and 2024 to holders of our Class A common stock and Class B common stock.

On July 29, 2025, our Board of Directors declared a cash dividend of $0.12 per share on Class A common stock and Class B common stock, payable on September 24, 2025 to stockholders of record at the close of business on September 3, 2025.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

9. Stock Incentive Plan

In March 2008, our Board of Directors and stockholders adopted the 2008 Incentive Plan (the "Incentive Plan"). The Incentive Plan provides directors, officers, employees and consultants to the Company with opportunities to purchase common stock pursuant to options that may be granted and receive grants of restricted stock and other stock-based awards granted, from time to time by the Board of Directors or a committee approved by the Board. The Incentive Plan provides for grants of stock options, stock awards and other incentives for up to 6,630,000 shares. There were 4,481,620 Class A shares available for grant pursuant to the Incentive Plan as of June 30, 2025.

Restricted Stock Units

In fiscal year 2024, our Board of Directors approved grants of 600,000 restricted stock units ("RSUs") to certain officers of the Company, pursuant to the Company's Incentive Plan and the RSU award agreements. Each RSU represents the right to receive a share of our common stock upon vesting. Certain RSUs are subject to time-based vesting, and certain RSUs are subject to performance-based vesting. The time-based RSUs vest in five equal annual amounts on each anniversary of the February 2024 grant date, subject to continued employment through the applicable vesting date. The performance-based RSUs granted in fiscal year 2024 vest on the fourth anniversary of the July 2023 grant date and on the fifth anniversary of the February 2024 grant date, respectively, subject to continuation of employment on such dates, in increments of 10% (but no less than 20%) (with linear interpolation between increments) based upon the arithmetic average of the Company's closing stock price per share for each trading day in the 90-calendar day period ending on the vesting date (the "90-Day Average"). None of the RSUs will vest if the 90-Day Average is below $20, and 100% of the RSUs will vest if the 90-Day Average is $60 or above. In the event of a change in control of the Company, following which either (i) 100% of the shares of stock cease to be traded on a nationally recognized stock exchange and the Company is no longer listed on any such exchange or (ii) the holder is terminated by the Company without cause or resigns for good reason within 12 months following such change in control, all unvested RSUs will immediately vest in full.

During the year ended June 30, 2025, 30,000 time-based RSUs vested. The fair value of the time-based RSUs that vested was $711, and there were no excess tax benefits recognized on the vesting of these RSUs. As of June 30, 2025, a total of 570,000 RSUs remained outstanding and unvested.

We used Monte Carlo simulation models to determine the grant date fair values of the performance-based RSUs. Assumptions used by the models were based on information as of the grant date and included a risk-free rate of return, expected volatility and an expected dividend yield. The risk-free rate of return is based on U.S. treasury yields for bonds with similar maturities. Expected volatility is based on the historical volatility of the Company's common stock. The expected dividend yield considers estimated annual dividends and the grant date share price of the underlying common stock.

The fair value of the time-based RSUs is equal to the closing market price of the underlying common stock on the grant date, less the present value of expected dividends over the vesting period.

The weighted-average grant date fair value of the RSUs granted in 2024 was $5.44 per share. We recognize stock-based compensation expense for the RSUs on a straight-line basis over the vesting periods. Stock-based compensation expense related to RSUs was $717, $475, and $0 for the years ended June 30, 2025, 2024 and 2023, respectively. At June 30, 2025, there was $2,071 of unrecognized compensation expense related to the RSUs, which will be recognized over a weighted-average period of 3.1 years.

Subsequent Event

On August 15, 2025, the Company, granted 113,847 time-based RSUs with a fair value of $2,868 to certain senior-level employees. These RSUs vest in three equal annual amounts on each anniversary of August 1, 2025, subject to continued employment through the applicable vesting date, and the related compensation expense will be recognized on a straight-line basis over the three-year vesting period based on the grant date fair value.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

10. Related Party Transactions

Certain relatives of Jack C. Bendheim, our Chairman, President and Chief Executive Officer, provided services to the Company as employees or consultants and received aggregate compensation and benefits of $2,178, $1,590, and $1,924 during 2025, 2024 and 2023, respectively. Mr. Bendheim has sole authority to vote shares of our stock owned by BFI Co., LLC, an investment vehicle of the Bendheim family.

11. Employee Benefit Plans

Domestic Pension Plan

We maintain a noncontributory defined benefit pension plan for all domestic nonunion employees employed on or prior to December 31, 2013, who meet certain requirements of age, length of service and hours worked per year. We amended the plan to eliminate credit for future service and compensation increases, effective September 2016. Plan benefits are based upon years of service and average compensation, as defined. The measurement dates for the plan were as of June 30, 2025 and 2024.

In July 2023, we entered into an annuity purchase agreement to irrevocably transfer a portion of the pension benefit obligation to a third-party insurance company. The annuity purchase price was $26,381 and was approximately equal to the benefit obligation transferred. The annuity purchase was funded from pension assets. We recognized a partial settlement of the pension plan, resulting from the recognition of net pension losses previously included in Accumulated other comprehensive loss. We recorded $10,674 of expense related to this partial settlement in selling, general and administrative expenses in our consolidated statement of operations during the year ended June 30, 2024.

Changes in the projected benefit obligation were:

For the Year Ended June 30	2025	2024
Change in projected benefit obligation		
Projected benefit obligation at beginning of year	$ 33,261	$ 60,673
Interest cost	1,672	1,775
Benefits paid	(1,435)	(954)
Actuarial gain	(738)	(1,852)
Settlement payment	—	(26,381)
Projected benefit obligation at end of year	$ 32,760	$ 33,261

The discount rate used for the projected benefit obligation at June 30, 2025 and 2024, was 5.5% and 5.4%, respectively.

The projected benefit obligation for the year ended June 30, 2025 decreased slightly due to an increase in benefit payments relative to the prior year. The discount rate used each period is determined with reference to current long-term bond market rates. The projected benefit obligation also increases each year by the interest cost due to the passage of time and decreases each year by the benefits paid to plan participants.

Changes in the plan assets and funded status of the plan were:

For the Year Ended June 30	2025	2024
Change in plan assets		
Fair value of plan assets at beginning of year	$ 31,024	$ 58,387
Actual return on plan assets	1,376	(28)
Benefits paid	(1,435)	(954)
Settlement payment	—	(26,381)
Fair value of plan assets at end of year	$ 30,965	$ 31,024
Liability funded status at end of year	$ (1,795)	$ (2,237)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The actual return on plan assets for the year ended June 30, 2025 was higher than expected due to an increase in the market value of fixed income securities. Our investment strategy is to hold a significant portion of our plan assets in fixed income securities with maturities and amounts approximately matching projected future benefit payments.

The funded status is included in other liabilities in the consolidated balance sheets at June 30, 2025 and 2024, respectively. We seek to maintain an asset balance that meets the long-term funding requirements identified by actuarial projections while also satisfying ERISA fiduciary responsibilities. We do not expect to contribute to the domestic pension plan during 2026.

Accumulated other comprehensive loss related to the plan was:

For the Year Ended June 30	2025	2024
Accumulated other comprehensive loss related to pension plan		
Balance at beginning of period	$ (13,012)	$ (23,996)
Amortization of net actuarial loss	308	370
Current period net actuarial gain (loss)	312	(60)
Settlement expense recognized	—	10,674
Net change	620	10,984
Balance at end of period	$ (12,392)	$ (13,012)

Net periodic pension expense was:

For the Year Ended June 30	2025	2024	2023
Interest cost on benefit obligation	$ 1,672	$ 1,775	$ 2,608
Expected return on plan assets	(1,802)	(1,884)	(2,624)
Amortization of net actuarial loss and prior service costs	308	370	721
Settlement expense	—	10,674	—
Net periodic pension expense	$ 178	$ 10,935	$ 705

Significant actuarial assumptions used for the net periodic pension expense for the plan were:

For the Year Ended June 30	2025	2024	2023
Discount rate for interest cost	5.2 %	5.0 %	4.3 %
Expected rate of return on plan assets	6.0 %	5.8 %	4.4 %
Discount rate for benefit obligation	5.4 %	5.1 %	4.6 %

The plan used the Aon AA Bond Universe as a benchmark for its discount rate as of June 30, 2025, 2024 and 2023. The discount rate is determined by matching the plan's timing and amount of expected cash outflows to a bond yield curve constructed from a population of AA-rated corporate bond issues that are generally non-callable and have at least $250 million par value outstanding. From this, the discount rate that results in the same present value is calculated.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Estimated future benefit payments, based on the benefit obligation as of June 30, 2025 are:

For the Years Ending June 30	
2026	$ 1,460
2027	1,696
2028	1,864
2029	2,042
2030	2,132
2031 – 2035	11,563

The plan's target asset allocation for 2026 and the weighted-average asset allocation of plan assets as of June 30, 2025 and 2024 are:

	Target Allocation	Percentage of Plan Assets	
For the Year Ended June 30	2026	2025	2024
Debt securities	65% - 85%	77%	79%
Equity securities	10% - 30%	19%	18%
Global asset allocation/risk parity (1)	0% - 15%	3%	2%
Other	0% - 10%	1%	1%

(1) The global asset allocation/risk parity category consists of a variety of asset classes including, but not limited to, global bonds, global equities, real estate and commodities.

The expected long-term rate of return for the plan's total assets is generally based on the plan's asset mix. In determining the rate to use, we consider the expected long-term real returns on asset categories, expectations for inflation, estimates of the effect of active management and actual historical returns.

The investment policy and strategy is to earn a long-term investment return sufficient to meet the obligations of the plan, while assuming a moderate amount of risk in order to maximize investment return. In order to achieve this goal, assets are invested in a diversified portfolio consisting of debt securities, equity securities and other investments in a manner consistent with ERISA's fiduciary requirements.

The fair values of the plan assets by asset category were:

	Fair Value Measurements Using			
As of June 30, 2025	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 264	$ —	$ —	$ 264
Common-collective funds				
Global large cap equities	—	5,249	550	5,799
Fixed income securities	—	23,888	—	23,888
Mutual funds				
Global asset allocations/risk parity	1,014	—	—	1,014
	$ 1,278	$ 29,137	$ 550	$ 30,965

	Fair Value Measurements Using			
As of June 30, 2024	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 277	$ —	$ —	$ 277
Common-collective funds				
Global large cap equities	—	5,077	524	5,601
Fixed income securities	—	24,650	—	24,650
Mutual funds				
Global asset allocations/risk parity	496	—	—	496
	$ 773	$ 29,727	$ 524	$ 31,024

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The table below provides a summary of the changes in the fair value of Level 3 assets:

Change in Fair Value Level 3 assets	2025	2024
Balance at beginning of period	$ 524	$ 1,552
Redemptions	(202)	(1,316)
Purchases	130	200
Change in fair value	98	88
Balance at end of period	$ 550	$ 524

The following outlines the valuation methodologies used to estimate the fair value of plan assets:

- Cash and cash equivalents are valued at $1 per unit;
- Common-collective funds are determined based on current market values of the underlying assets of the fund;
- Mutual funds are valued using quoted market prices in active markets; and
- For Level 3 managed assets, business appraisers use a combination of valuations and appraisal methodologies, as well as a number of assumptions to create a price that brokers evaluate. For Level 3 non-managed assets, pricing is provided by various sources, such as issuer or investment manager.

Other employee benefit plans

We provide a 401(k) retirement savings plan, under which United States employees may make pre-tax and post-tax contributions. The Company contributes: (i) a matching contribution equal to 100% of the first 6.0% of an employee's contribution; and (ii) an additional discretionary contribution of up to 4.5% of compensation, depending on the employee's age and years of service, provided that such contributions comply with ERISA non-discrimination requirements. Employee and Company contributions are subject to certain ERISA limitations. Employees are immediately vested in Company contributions. Our contribution expense was $7,846, $5,395 and $6,214 in 2025, 2024 and 2023, respectively.

Our consolidated balance sheets include other employee-related liabilities of $9,058 and $9,990 as of June 30, 2025 and 2024, respectively, including international retirement plans, supplemental retirement benefits and long-term incentive arrangements. Expense under these plans was $4,340, $4,189 and $4,067 in 2025, 2024 and 2023, respectively.

12. Income Taxes

The components of income before income taxes consisted of the following:

For the Year Ended June 30	2025	2024	2023
Domestic	$ 3,304	$ (22,820)	$ 14,776
Foreign	64,689	33,736	39,295
Income before income taxes	$ 67,993	$ 10,916	$ 54,071

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Components of the provision for income taxes were:

For the Year Ended June 30	2025	2024	2023
Current provision:			
Federal	$ 5,557	$ 3,037	$ 9,801
State and local	2,448	1,718	1,810
Foreign	16,477	15,740	12,750
Total current provision	24,482	20,495	24,361
Deferred provision (benefit):			
Federal	(4,412)	(4,755)	(6,151)
State and local	(1,521)	(1,523)	(266)
Foreign	1,171	(4,468)	3,424
Change in foreign valuation allowances	9	(1,249)	97
Total deferred benefit	(4,753)	(11,995)	(2,896)
Provision for income taxes	$ 19,729	$ 8,500	$ 21,465

Reconciliations of the federal statutory rate to the Company's effective tax rate were:

For the Year Ended June 30	2025	2024	2023
U.S. federal statutory income tax rate	21.0 %	21.0 %	21.0 %
State and local taxes, net of federal benefit	0.6	(1.1)	2.0
Taxes on non-U.S. income	(0.6)	9.9	8.9
Changes in uncertain tax positions	—	30.7	5.1
Global Intangible Low-Taxed Income	4.7	18.3	3.3
Recognition of federal and foreign tax credits	(13.7)	(10.6)	(3.1)
Change in valuation allowance	(0.1)	(11.4)	0.2
Foreign derived intangible income	—	(3.8)	(3.7)
Non-U.S. withholding and related taxes, net, on planned repatriation	13.0	28.4	—
Impact of foreign tax credit regulations and related changes	—	(20.0)	1.9
Non-deductible operating expenses	2.9	11.3	0.9
Non-deductible acquisition costs	—	4.3	—
Other	1.1	0.9	3.2
Effective income tax rate	29.0 %	77.9 %	39.7 %

We record the GILTI aspects of comprehensive U.S. income tax legislation as a period expense. The provision for income taxes for the years ended June 30, 2025, 2024 and 2023, included $3,198, $2,003 and $1,775 of federal tax expense from the effects of GILTI, respectively.

The Company benefits from certain tax holidays in Israel; the impact of which are included within Taxes on non-U.S. income.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The tax effects of significant temporary differences that comprise deferred tax assets and liabilities were:

As of June 30	2025	2024
Deferred tax assets:		
Employee-related accruals	$ 5,940	$ 6,620
Inventory	10,681	1,521
Environmental remediation	783	767
Net operating loss carry forwards–domestic	689	777
Net operating loss carry forwards–foreign	2,705	3,813
Operating lease liabilities	8,399	6,788
R&D cost capitalization	8,647	7,227
Unrealized foreign exchange	—	1,470
Interest expense limitation	3,900	4,518
Accrued expenses	11,001	5,535
Acquisition related expenses	2,161	1,167
Other	4,703	522
	59,609	40,725
Valuation allowance	(1,279)	(1,288)
	58,330	39,437
Deferred tax liabilities:		
Property, plant and equipment and intangible assets	(18,989)	(5,282)
Operating lease ROU assets	(7,939)	(6,441)
Prepaid expenses	(1,728)	(1,505)
Unrealized foreign exchange	(1,601)	—
Non-U.S. withholding and related taxes, net, on planned repatriation	(250)	(2,828)
Other	(6,472)	(4,677)
	(36,979)	(20,733)
Net deferred tax asset	$ 21,351	$ 18,704

Deferred taxes are included in the consolidated balance sheets as follows:

As of June 30	2025	2024
Other assets	$ 25,548	$ 19,371
Other liabilities	(4,197)	(667)
	$ 21,351	$ 18,704

The valuation allowance established against deferred tax assets was:

As of June 30	2025	2024	2023
Balance at beginning of period	$ 1,288	$ 2,598	$ 2,618
Benefit for income taxes	(9)	(1,310)	(20)
Balance at end of period	$ 1,279	$ 1,288	$ 2,598

The Company records valuation allowances against certain foreign and state deferred tax assets when, after considering all of the available evidence, it is more likely than not that these assets will not be realized.

The Company has $18,748 of state net operating loss carry forwards, of which $11,359 that will expire in 2025 through 2044, and $7,389 that do not expire. The Company has $11,598 of foreign net operating loss carry forwards primarily in jurisdictions that have no expiration.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

If amounts are repatriated from certain of our foreign subsidiaries, we could be subject to additional non-U.S. income and withholding taxes. In connection with the Acquisition (see Note 3), we expect to repatriate approximately $5,000 of non-U.S. earnings, which will be subject to applicable non-U.S. withholding and related taxes. As of June 30, 2025, we recorded a liability of $250 related to undistributed earnings of our Suzhou subsidiary in China. We consider all other undistributed earnings of such foreign subsidiaries to be indefinitely reinvested. We do not provide income taxes for foreign currency translation adjustments relating to investments in international subsidiaries that will be held indefinitely.

As tax law is complex and often subject to varied interpretations, it is uncertain whether some of our tax positions will be sustained upon examination. Tax liabilities associated with uncertain tax positions represent unrecognized tax benefits, which arise when the estimated benefit recorded in our financial statements differs from the amounts taken or expected to be taken in a tax return because of the uncertainties described above. Substantially all of these unrecognized tax benefits, if recognized, would reduce our effective income tax rate.

Reconciliations of the beginning and ending amounts of gross unrecognized tax benefits are as follows:

As of June 30	2025	2024	2023
Unrecognized tax benefits–beginning of period	$ 11,861	$ 9,449	$ 7,832
Tax position changes–current period	(809)	2,066	2,181
Tax position changes–prior periods, including settlements with tax authorities	541	615	193
Lapse of statute of limitations	(637)	(58)	(194)
Effect of changes in exchange rates	1,514	(211)	(563)
Unrecognized tax benefits–end of period	12,470	11,861	9,449
Interest and penalties–end of period	2,804	1,689	981
Total liabilities related to uncertain tax positions	$ 15,274	$ 13,550	$ 10,430

We recognize interest and penalties associated with uncertain tax positions as a component of the provision for income taxes. We recognized and recorded interest and penalties expense of $888, $740 and $589 for 2025, 2024 and 2023, respectively.

Income tax returns for the following periods are no longer subject to examination by the relevant tax authorities:

- U.S. federal and significant states, through June 30, 2021;
- Brazil, through December 31, 2019; and
- Israel, through June 30, 2020.

On July 4, 2025, the United States enacted “An Act to Provide for Reconciliation Pursuant to Title II of H. Con. Res. 14,” (“OBBBA”), also known as the “One Big Beautiful Bill Act.,” OBBBA made significant changes to the Internal Revenue Code, including the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act, modifications to the international tax framework and the restoration of favorable tax treatment for certain business provisions such as 100% bonus depreciation, domestic research cost expensing, and adjusting the business interest expense limitation.

OBBBA has multiple effective dates, with certain international tax provisions not impacting the Company until July 1, 2026. The Company is currently evaluating the potential impact of this legislation on its consolidated financial statements. Any material effects of OBBBA, including remeasurement of deferred tax assets and liabilities and changes to current and future tax expense, will be reflected in the period of enactment and in future periods as additional guidance is issued and the Company completes its analysis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

13. Commitments and Contingencies

Environmental

Our operations and properties are subject to extensive federal, state, local and foreign laws and regulations, including those governing pollution; protection of the environment; the use, management, and release of hazardous materials, substances and wastes; air emissions; greenhouse gas emissions; water use, supply and discharges; the investigation and remediation of contamination; the manufacture, distribution, and sale of regulated materials, including pesticides; the importing, exporting and transportation of products; and the health and safety of our employees (collectively, "Environmental Laws"). As such, the nature of our current and former operations exposes us to the risk of claims with respect to such matters, including fines, penalties, and remediation obligations that may be imposed by regulatory authorities. Under certain circumstances, we might be required to curtail operations until a particular problem is remedied. Known costs and expenses under Environmental Laws incidental to ongoing operations, including the cost of litigation proceedings relating to environmental matters, are included within operating results. Potential costs and expenses may also be incurred in connection with the repair or upgrade of facilities to meet existing or new requirements under Environmental Laws or to investigate or remediate potential or actual contamination, and from time to time we establish reserves for such contemplated investigation and remediation costs. In many instances, the ultimate costs under Environmental Laws and the period during which such costs are likely to be incurred are difficult to predict.

While we believe that our operations are currently in material compliance with Environmental Laws, we have, from time to time, received notices of violation from governmental authorities, and have been involved in civil or criminal action for such violations. Additionally, at various sites, our subsidiaries are engaged in continuing investigation, remediation and/or monitoring efforts to address contamination associated with historic operations of the sites. We devote considerable resources to complying with Environmental Laws and managing environmental liabilities. We have developed programs to identify requirements under, and maintain compliance with Environmental Laws; however, we cannot predict with certainty the effect of increased and more stringent regulation on our operations, future capital expenditure requirements, or the cost of compliance.

The nature of our current and former operations exposes us to the risk of claims with respect to environmental matters and we cannot assure we will not incur material costs and liabilities in connection with such claims. Based on our experience, we believe that the future cost of compliance with existing Environmental Laws, and liabilities for known environmental claims pursuant to such Environmental Laws, will not have a material adverse effect on our financial position, results of operations, cash flows or liquidity.

Based upon information available, to the extent such costs can be estimated with reasonable certainty, we estimated the cost for further investigation and remediation of identified soil and groundwater problems at operating sites, closed sites and third-party sites, and closure costs for closed sites to be approximately $4,292 and $4,282 at June 30, 2025 and 2024, respectively, which is included in current and long-term liabilities on the consolidated balance sheets. However, future events, such as new information, changes in existing Environmental Laws or their interpretation, and more vigorous enforcement policies of regulatory agencies, may give rise to additional expenditures or liabilities that could be material. For all purposes of the discussion under this caption and elsewhere in this report, it should be noted that we take and have taken the position that neither PAHC nor any of our subsidiaries are liable for environmental or other claims made against one or more of our other subsidiaries or for which any of such other subsidiaries may ultimately be responsible.

Claims and Litigation

PAHC and its subsidiaries are party to various claims and lawsuits arising out of the normal course of business including product liabilities, payment disputes and governmental regulation. Certain of these actions seek damages in various amounts. In many cases, such claims are covered by insurance. We believe that none of the claims or pending lawsuits, either individually or in the aggregate, will have a material adverse effect on our financial position, results of operations, cash flows or liquidity.

Employment and Severance Agreements

We have entered into employment agreements with certain executive management and other employees that specify severance benefits of up to 12 months of the employee's compensation.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

14. Derivatives

We monitor our exposure to foreign currency exchange rates and interest rates and from time-to-time use derivatives to manage certain of these risks. We designate derivatives as a hedge of a forecasted transaction or of the variability of the cash flows to be received or paid in the future related to a recognized asset or liability (cash flow hedge). All changes in the fair value of a highly effective cash flow hedge are recorded in accumulated other comprehensive income (loss).

We routinely assess whether the derivatives used to hedge transactions are effective. If we determine that a derivative ceases to be an effective hedge, we discontinue hedge accounting in the period of the assessment for that derivative, and immediately recognize any unrealized gains or losses related to the fair value of that derivative in the consolidated statements of operations.

We record derivatives at fair value in the consolidated balance sheets. For additional details regarding fair value, see "Note 15—Fair Value Measurements."

In September 2024, we entered into an interest rate swap agreement on $150,000 of notional principal that effectively converts the floating SOFR portion of our interest obligation on that amount of debt issued under the 2024 Credit Facilities to a fixed rate of 3.18% through September 2029.

In March 2025, we entered into an interest rate swap agreement on $275,000 of notional principal that effectively converts the floating SOFR portion of our interest obligation on that amount of debt issued under the 2024 Credit Facilities to a fixed rate of 3.64% through February 2030.

In March 2025, we entered into a forward-starting interest rate collar agreement on $250,000 of notional principal that effectively puts a floor of 1.99% and a cap of 4.75% on the floating SOFR portion of our interest obligation on that amount of debt issued under the 2024 Credit Facilities. The individual option contracts of the collar mature monthly beginning July 2025 and through June 2026. As of June 30, 2025, the fair value of the interest rate collar was de minimis.

We were a party to an interest rate swap agreement on $300,000 of notional principal that effectively converted the floating SOFR portion of our interest obligation to a fixed rate of 0.51% through June 2025. This agreement expired on June 30, 2025.

We have designated the interest rate swaps and interest rate collar as highly effective cash flow hedges.

We were a party to foreign currency option contracts used to hedge cash flows related to monthly inventory purchases. The individual option contracts matured monthly through June 2025. The forecasted inventory purchases were probable of occurring, and the individual option contracts were designated as highly effective cash flow hedges.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The consolidated balance sheet includes the net fair values of our outstanding foreign currency option contracts within the respective line items, based on the net financial position and maturity date of the individual contracts. The consolidated balance sheet includes the net fair values of our outstanding interest rate swaps within the respective balance sheet line items, based on the expected timing of the cash flows. The consolidated balance sheet includes assets and liabilities for the fair values of outstanding derivatives that are designated and effective as cash flow hedges as follows:

As of June 30	2025	2024
Other current assets		
Foreign currency option contracts, net	$ —	$ 39
Interest rate swaps	1,442	13,151
Other assets		
Interest rate swaps	89	—
Accrued expense and other current liabilities		
Foreign currency option contracts, net	—	(41)
Other liabilities		
Interest rate swaps	(3,885)	—
Total Fair Value		
Foreign currency option contracts, net	—	(2)
Interest rate swaps	(2,354)	13,151

Notional amounts of the derivatives as of the balance sheet date were:

As of June 30	2025
Interest rate swaps	$ 425,000
Interest rate collar	$ 250,000

The consolidated statements of operations and statements of other comprehensive income ("OCI") for the years ended June 30, 2025 and 2024 included the effects of derivatives as follows:

For the Year Ended June 30	2025	2024
Foreign currency option contracts, net		
Income recorded in consolidated statements of operations	$ (1,142)	$ (1,126)
Consolidated statement of operations - total cost of goods sold	$ 896,273	$ 704,587
Consolidated statement of operations - total selling, general and administrative expenses	$ 289,477	$ 259,777
(Income) expense recorded in comprehensive income	$ (47)	$ 380
Interest rate swaps		
Income recorded in consolidated statements of operations	$ (14,933)	$ (14,503)
Consolidated statement of operations - total interest expense, net	$ 34,602	$ 18,536
Expense recorded in comprehensive income	$ 15,505	$ 11,105

We recognize gains and losses related to certain foreign currency derivatives as a component of cost of goods sold at the time the hedged item is sold. Inventory as of June 30, 2025 included realized net gains of $20 related to matured contracts. We anticipate the net gains included in inventory will be recognized in cost of goods sold within the next three months.

15. Fair Value Measurements

Fair value is defined as the exit price that would be received to sell an asset or paid to transfer a liability. Fair value is a market-based measurement that should be determined using assumptions that market participants would use in pricing an asset or liability. Financial assets and liabilities are measured at fair value using the three-level valuation hierarchy for disclosure of fair value measurements. The determination of the applicable level within the hierarchy of a particular asset or liability depends on the inputs used in the valuation as of the measurement date, notably the extent to which the inputs are market-based (observable) or internally derived (unobservable). Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from independent sources. Unobservable inputs are inputs based on a company's own assumptions about market participant assumptions developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 — Quoted prices in active markets for identical assets or liabilities.

Level 2 — Significant observable inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly through corroboration with observable market data.

Level 3 — Unobservable inputs for which there is little or no market data available, and that are significant to the overall fair value measurement, are employed that require the reporting entity to develop its own assumptions.

In assessing the fair value of financial instruments at June 30, 2025 and 2024, we used a variety of methods and assumptions that were based on estimates of market conditions and risks existing at the time.

Cash Equivalents

Our cash equivalents in the table below consist of time deposits with an original maturity of less than three months held at financial institutions. We consider the carrying amounts of these current assets to be recorded at their fair value because of the current nature of these items.

Short-Term Investments

Our short-term investments consist of cash deposits held at financial institutions. We consider the carrying amounts of these short-term investments to be representative of their fair value.

Current Assets and Liabilities

We consider the carrying amounts of current assets and current liabilities to be representative of their fair value because of the current nature of these items.

Debt

We record debt, including term loans and revolver balances, at amortized cost in our consolidated financial statements. We believe the carrying value of the debt is approximately equal to its fair value, due to the variable nature of the instruments and our evaluation of estimated market prices.

Derivatives

We determine the fair value of derivative instruments based upon pricing models using observable market inputs for these types of financial instruments, such as spot and forward currency translation rates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Non-Financial Assets

Our non-financial assets, which primarily consist of goodwill, other intangible assets, property and equipment, and lease-related ROU assets, are not required to be measured at fair value on a recurring basis, and instead are reported at carrying value in the consolidated balance sheet. Assets and liabilities may be required to be measured at fair value on a non-recurring basis, either upon initial recognition or for subsequent accounting or reporting, including the initial recognition of net assets acquired in a business combination. These fair value measurements involve unobservable inputs that reflect estimates and assumptions that represent Level 3 inputs.

Fair Value of Assets (Liabilities)

As of	June 30, 2025			June 30, 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Cash equivalents	$ 12,000	$ —	$ —	$ 35,000	$ —	$ —
Short-term investments	$ 9,000	$ —	$ —	$ 44,000	$ —	$ —
Foreign currency derivatives	$ —	$ —	$ —	$ —	$ (2)	$ —
Interest rate swaps	$ —	$ (2,354)	$ —	$ —	$ 13,151	$ —

There were no transfers between levels during the periods presented. There were no changes in the fair value of the Level 3 liabilities.

For a detailed discussion on the fair value of our pension plan assets, see “Note 11 — Employee Benefit Plans.”

16. Business Segments

We evaluate performance and allocate resources based on the Animal Health, Mineral Nutrition and Performance Products reporting segments. The Chief Executive Officer is the chief operating decision-maker (“CODM”) for the Company. We evaluate performance of our segments based on Adjusted EBITDA. Included in the segment Adjusted EBITDA analyses provided to the CODM is information on segment cost of sales and selling, general and administrative expenses. There are no other significant segment expense categories regularly provided to the CODM.

We calculate Adjusted EBITDA as net income plus (a) interest expense, net, (b) provision for income taxes or less benefit for income taxes, (c) depreciation and amortization, (d) other non-operating expense or less other income, as separately reported on our consolidated statements of operations, including foreign currency (gains) losses, net and (e) certain items that we consider to be unusual, non-operational or non-recurring. However, some of these items may not be applicable to the calculation of Adjusted EBITDA for our segments, as we do not typically include interest, other non-operating items, or income tax-related items in our segment results.

Certain of our costs and assets are not directly attributable to a segment or segments, and we refer to these items as Corporate. We do not allocate Corporate costs or assets to the other segments because they are not used to evaluate the segments’ operating results or financial position. Corporate costs include certain costs related to executive management, information technology, legal, finance, human resources and business development. The accounting policies of our segments are the same as those described in the summary of significant accounting policies included in Note 2 — Summary of Significant Accounting Policies and New Accounting Standards.

For all segments, the CODM uses segment Adjusted EBITDA in the annual budgeting and quarterly forecasting process and considers budget-to-actual and current period to prior period variances to evaluate performance and allocated resources for each segment.

For the Year Ended June 30	2025	2024	2023
Net sales			
Animal Health	$ 962,796	$ 706,482	$ 659,851
Mineral Nutrition	253,240	243,663	242,656
Performance Products	80,179	67,534	75,382
Total segments	$ 1,296,215	$ 1,017,679	$ 977,889

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

For the Year Ended June 30	2025	2024	2023
Animal Health			
Net sales	$ 962,796	$ 706,482	$ 659,851
Cost of sales	607,069	428,683	399,016
Selling, general and administrative expenses (1)	182,310	162,009	152,410
Add: Depreciation and amortization	40,475	30,194	27,714
Add: Acquisition-related cost of goods sold (2)	5,679	521	—
Add: Phibro Forward income growth initiatives implementation costs - cost of goods sold (3)	3,798	—	—
Add: Phibro Forward income growth initiatives implementation costs - SG&A (3)	1,771	—	—
Subtract: Insurance proceeds (4)	(2,880)	(899)	—
Adjusted EBITDA	222,260	145,606	136,139
Mineral Nutrition			
Net sales	253,240	243,663	242,656
Cost of sales	226,864	222,363	221,014
Selling, general and administrative expenses (1)	7,642	7,278	6,863
Add: Depreciation and amortization	2,102	2,427	2,638
Adjusted EBITDA	20,836	16,449	17,417
Performance Products			
Net sales	80,179	67,534	75,382
Cost of sales	62,364	53,519	59,631
Selling, general and administrative expenses (1)	8,405	8,041	15,079
Add: Depreciation and amortization	1,137	1,688	1,780
Add: Environmental remediation costs (5)	—	—	6,894
Adjusted EBITDA	10,547	7,662	9,346
Adjusted EBITDA – Total segments	$ 253,643	$ 169,717	$ 162,902
Reconciliation of Adjusted EBITDA to income before income taxes:			
Less:			
Interest expense, net	34,602	18,536	15,321
Depreciation and amortization – Total segments	43,714	34,309	32,132
Depreciation and amortization – Corporate	1,891	1,869	1,880
Corporate costs	69,959	58,480	50,149
Acquisition-related cost of goods sold	5,679	521	—
Acquisition-related transaction costs	13,322	6,405	—
Pension settlement cost	—	10,674	—
Brazil employment taxes	—	4,202	—
Stock-based compensation	717	475	—
Phibro Forward income growth initiatives implementation costs - cost of goods sold (3)	3,798	—	—
Phibro Forward income growth initiatives implementation costs - SG&A (3)	6,978	366	—
Insurance proceeds	(2,880)	(899)	—
Environmental remediation costs	—	—	6,894
Foreign currency losses, net	7,870	23,863	2,455
Income before income taxes	$ 67,993	$ 10,916	$ 54,071

(1) Selling, general, and administrative expenses primarily include compensation-related expenses for employees not directly involved in the production and sale of inventory, rent expense, research and development costs, marketing expenses, and other general and administrative expenses.

(2) Represents cost of goods sold related to the stepped up value of inventory obtained in acquisitions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

(3) Phibro Forward is a company-wide initiative focused on unlocking additional areas of revenue growth and cost savings. For the year ended June 30, 2025, this included charges of $5.6 million related to the closure of an immaterial business within the Animal Health segment, of which $5.3 million was related to non-cash asset write-offs. $3.8 million of the non-cash asset write-offs was recorded within cost of goods sold and $1.5 million was recorded within selling, general, and administrative expenses. For the year ended June 30, 2025, charges related to Phibro Forward also include $5.2 million for Corporate consulting and other costs recorded within selling, general, and administrative expenses. For the year ended June 30, 2024, this included $0.4 million for Corporate consulting costs recorded within selling, general, and administrative expenses.

(4) Represents insurance settlement gains.

(5) Represents remediation costs mostly related to the definitive settlement agreement related to the Omega Chemical Corporation Superfund Site.

The geographic location of property, plant and equipment, net and operating lease ROU assets was:

As of June 30	2025	2024
Property, plant and equipment, net and operating lease ROU assets		
United States	$ 239,874	$ 103,086
Israel	74,403	78,264
Brazil	34,504	32,266
Ireland	25,141	19,066
Other	22,107	8,222
	$ 396,029	$ 240,904

Asset information is not provided for reportable segments in the information regularly provided to the CODM. Accordingly, such information is not disclosed in this footnote.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our periodic reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act") are recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rules 13a-15(b) and 15d-15(b) of the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our CEO and CFO, of the effectiveness of our disclosure controls and procedures as of June 30, 2025. Based on this evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of June 30, 2025 to provide the reasonable assurance described above.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. Under the supervision and with the participation of our management, including the CEO and the CFO, we carried out an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2025 using the criteria established in "Internal Control-Integrated Framework" (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, management concluded that our internal control over financial reporting was effective as of June 30, 2025.

The effectiveness of our internal control over financial reporting as of June 30, 2025 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included under "Item 8 — Financial Statements and Supplementary Data."

Changes in Internal Control Over Financial Reporting

There have been no changes to our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

On May 30, 2025, BFI Co., LLC ("BFI") adopted a Rule 10b5-1 trading arrangement that is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act for the sale of up to 528,000 shares of Class A common stock through February 26, 2026. Jack C. Bendheim, our Chairman of the Board of Directors, President and Chief Executive Officer, has sole authority to vote shares of our stock owned by BFI.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated by reference to our 2025 Proxy Statement to be filed with the SEC within 120 days of the year ended June 30, 2025.

Our Board of Directors has adopted a Code of Business Conduct and Ethics applicable to all officers, directors and employees, which is available on our website (investors.pahc.com) under “Corporate Governance.”

Item 11. Executive Compensation

The information required by this item is incorporated by reference to our 2025 Proxy Statement to be filed with the SEC within 120 days of the year ended June 30, 2025.

Item 12. Security Ownership of Certain Beneficial Owners and Management Related Stockholder Matters

The information required by this item is incorporated by reference to our 2025 Proxy Statement to be filed with the SEC within 120 days of the year ended June 30, 2025.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated by reference to our 2025 Proxy Statement to be filed with the SEC within 120 days of the year ended June 30, 2025.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated by reference to our 2025 Proxy Statement to be filed with the SEC within 120 days of the year ended June 30, 2025.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) We have filed the following documents as part of this Annual Report on Form 10-K:

(1) Consolidated Financial Statements:

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Operations for the fiscal years ended June 30, 2025, 2024 and 2023

Consolidated Statements of Comprehensive Income for the fiscal years ended June 30, 2025, 2024 and 2023

Consolidated Balance Sheets at June 30, 2025 and 2024

Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2025, 2024 and 2023

Consolidated Statements of Changes in Stockholders' Equity for the fiscal years ended June 30, 2025, 2024 and 2023

Notes to Consolidated Financial Statements

(2) Schedules: None

(3) The exhibits filed are listed in the Index to Exhibits immediately preceding the signature page of this Annual Report on Form 10-K.

(b) Exhibits

Exhibit Number	Exhibit Description
Exhibit 2.1	Purchase and Sale Agreement, dated April 28, 2024, among Phibro Animal Health Corporation, Phibro Animal Health S.A. and Zoetis Inc. by reference to Exhibit 2.1 to Phibro Animal Health Corporation's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on August 28, 2024 (File No. 001-36410).
Exhibit 3.1	Amended and Restated Certificate of Incorporation of Phibro Animal Health Corporation (incorporated by reference to Exhibit 3.1 to Phibro Animal Health Corporation's Quarterly Report on Form 10-Q filed on May 13, 2014 (File No. 001-36410)).
Exhibit 3.2	Amended and Restated Bylaws of Phibro Animal Health Corporation (incorporated by reference to Exhibit 3.2 of Phibro Animal Health Corporation's Quarterly Report on Form 10-Q filed on May 13, 2014 (File No. 001-36410)).
Exhibit 4.1	Registration Rights Agreement between Phibro Animal Health Corporation and BFI Co., LLC, dated as of April 16, 2014 (incorporated by reference to Exhibit 4.9 of Phibro Animal Health Corporation's registration statement on Form S-1/A filed on March 31, 2014 (File No. 333-194467)).
Exhibit 4.2	Description of Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated by reference to Exhibit 4.2 of the Phibro Animal Health Corporation's 2019 Annual Report on Form 10-K, filed with the Securities and Exchange Commission on August 27, 2019 (File No. 001-36410)).
Exhibit 10.1	Credit Agreement dated July 3, 2024, among Phibro Animal Health Corporation, the guarantors party thereto, Coöperatieve Rabobank U.A., New York Branch ("Rabobank"), as Administrative Agent, Collateral Agent and Letter of Credit Issuer, and each lender party thereto (incorporated by reference to Exhibit 10.1 to Phibro Animal Health Corporation's Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 9, 2024 (File No. 001-36410)).
Exhibit 10.2	Unprotected Lease Agreement, dated January 26, 2011, by and between Samaria Carpets Ltd. and ABIC Biological Laboratories Ltd. (translated from Hebrew) (incorporated by reference to Exhibit 10.17 of Phibro Animal Health Corporation's registration statement on Form S-1 filed on March 10, 2014 (File No. 333-194467)).
Exhibit 10.3	Employment Agreement, dated March 27, 2014, by and between Jack C. Bendheim and Phibro Animal Health Corporation (incorporated by reference to Exhibit 10.18 of Phibro Animal Health Corporation's registration statement on Form S-1/A filed on March 31, 2014 (File No. 333-194467)).
Exhibit 10.4	Employment Offer Letter, dated May 2, 2008, by and between Larry L. Miller and Phibro Animal Health Corporation, including confidentiality and nondisclosure, employee invention, and noncompetition and nonsolicitation agreements dated as of May 2, 2008 (incorporated by reference to Exhibit 10.20 of Phibro Animal Health Corporation's registration statement on Form S-1 filed on March 10, 2014 (File No. 333-194467)).
Exhibit 10.5	Clarifying Amendment to Employment Offer Letter, dated December 21, 2009, by and between Larry L. Miller and Phibro Animal Health Corporation (incorporated by reference to Exhibit 10.21 of Phibro Animal Health Corporation's registration statement on Form S-1 filed on March 10, 2014 (File No. 333-194467)).

Exhibit 10.6	Amendment to Employment Offer Letter, dated December 15, 2011, by and between Larry L. Miller and Phibro Animal Health Corporation (incorporated by reference to Exhibit 10.22 of Phibro Animal Health Corporation's registration statement on Form S-1 filed on March 10, 2014 (File No. 333-194467)).
Exhibit 10.7	Phibro Animal Health Corporation 2008 Incentive Plan (incorporated by reference to Exhibit 10.23 of Phibro Animal Health Corporation's registration statement on Form S-1 filed on March 10, 2014 (File No. 333-194467)).
Exhibit 10.8	Phibro Animal Health Corporation Management Incentive Plan (incorporated by reference to Exhibit 10.24 of Phibro Animal Health Corporation's registration statement on Form S-1/A filed on March 31, 2014 (File No. 333-194467)).
Exhibit 10.9	Phibro Animal Health Corporation Retirement Income and Deferred Compensation Plan, as amended and restated as of April 15, 2009 (incorporated by reference to Exhibit 10.25 of Phibro Animal Health Corporation's registration statement on Form S-1 filed on March 10, 2014 (File No. 333-194467)).
Exhibit 10.10	Phibro Animal Health Corporation Executive Income Deferred Compensation Agreement, dated as of March 1, 1990 (incorporated by reference to Exhibit 10.26 of Phibro Animal Health Corporation's registration statement on Form S-1 filed on March 10, 2014 (File No. 333-194467)).
Exhibit 10.11	Form of 2009 Stock Option Grant Agreement (incorporated by reference to Exhibit 10.28 of Phibro Animal Health Corporation's registration statement on Form S-1/A filed on March 31, 2014 (File No. 333-194467)).
Exhibit 10.12	Form of 2013 Stock Option Grant Agreement (incorporated by reference to Exhibit 10.29 of Phibro Animal Health Corporation's registration statement on Form S-1/A filed on March 31, 2014 (File No. 333-194467)).
Exhibit 10.13	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.32 of Phibro Animal Health Corporation's registration statement on Form S-1/A filed on April 4, 2014 (File No. 333-194467)).
Exhibit 10.14*	Intellectual Property Purchase Agreement dated January 20, 2015 by and between MJ Biologics, Inc. and Phibro Animal Health Corporation (incorporated by reference to Exhibit 10.33 to Phibro Animal Health Corporation's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on May 11, 2015).
Exhibit 10.15*	First Amendment, dated July 31, 2018 to the Intellectual Property Purchase Agreement, drafted as of January 20, 2015, by and among MJ Biologics, Inc. and Phibro Animal Health Corporation (incorporated by reference to Exhibit 10.18 to Phibro Animal Health Corporation's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 6, 2018 (File No. 001-36410)).
Exhibit 10.16	Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to Phibro Animal Health Corporation's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 7, 2018 (File No. 13-1840497)).
Exhibit 10.17	Executive Long-Term Incentive Agreement dated May 11, 2015, by and between Phibro Animal Health Corporation and Richard G. Johnson (incorporated by reference to Exhibit 10.34 to Phibro Animal Health Corporation's 2015 Annual Report on Form 10-K, filed with the Securities and Exchange Commission on September 10, 2015 (File No. 001-36410)).

Exhibit 10.18	Employment Offer Letter, dated May 6, 2019, by and between Rob Aukerman and Phibro Animal Health Corporation, including confidentiality and nondisclosure, employee invention, and noncompetition and nonsolicitation agreements (incorporated by reference to Exhibit 10.18 to Phibro Animal Health Corporation's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on August 26, 2020 (File No. 001-36410).
Exhibit 10.19	Employment Offer Letter, dated October 10, 2023, by and between Glenn David and Phibro Animal Health Corporation, including noncompetition and nonsolicitation agreement (incorporated by reference to Exhibit 10.25 to Phibro Animal Health Corporation's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on August 28, 2024 (File No. 001-36410).
Exhibit 10.20	Severance Protection Letter, dated October 26, 2022, by and between Judith Weinstein and Phibro Animal Health Corporation.
Exhibit 10.21	Form of 2025 Restricted Stock Unit Agreement (U.S. and Brazil)
Exhibit 10.22	Form of 2025 Restricted Stock Unit Agreement (Israel)
Exhibit 19.1	Phibro Animal Health Corporation Insider Trading and Disclosure of Confidential Information Policy (incorporated by reference to Exhibit 19.1 to Phibro Animal Health Corporation's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on August 28, 2024 (File No. 001-36410).
Exhibit 21.1	List of Subsidiaries of Phibro Animal Health Corporation.
Exhibit 23.1	Consent of Independent Registered Public Accounting Firm.
Exhibit 31.1	Chief Executive Officer-Certification pursuant to Sarbanes-Oxley Act of 2002 Section 302.
Exhibit 31.2	Chief Financial Officer-Certification pursuant to Sarbanes-Oxley Act of 2002 Section 302.
Exhibit 32.1**	Chief Executive Officer-Certification pursuant to Sarbanes-Oxley Act of 2002 Section 906.
Exhibit 32.2**	Chief Financial Officer-Certification pursuant to Sarbanes-Oxley Act of 2002 Section 906.
Exhibit 97.1	Phibro Animal Health Corporation Clawback Policy (incorporated by reference to Exhibit 97.1 to Phibro Animal Health Corporation's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on August 28, 2024 (File No. 001-36410).
Exhibit 101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
Exhibit 101.SCH	Inline XBRL Taxonomy Extension Schema Document.
Exhibit 101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
Exhibit 101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
Exhibit 101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
Exhibit 101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
Exhibit 104	Cover Page Interactive Data File (embedded within the inline XBRL and contained in Exhibit 101)

* Confidential treatment of certain provisions of this exhibit has been requested with the Securities and Exchange Commission. Omitted material for which confidential treatment has been requested has been filed separately with the Securities and Exchange Commission.

** This certification is deemed not filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 16. Form 10-K Summary

Not applicable.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned thereunto duly authorized.

Phibro Animal Health Corporation

August 27, 2025 By: /s/ Jack C. Bendheim
Jack C. Bendheim
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Phibro Animal Health Corporation

August 27, 2025 By: /s/ Jack C. Bendheim
Jack C. Bendheim
Chairman, President and Chief Executive Officer

August 27, 2025 By: /s/ Glenn C. David
Glenn C. David
Chief Financial Officer

August 27, 2025 By: /s/ Daniel M. Bendheim
Daniel M. Bendheim
Director and Executive Vice President,
Corporate Strategy

August 27, 2025 By: /s/ Jonathan Bendheim
Jonathan Bendheim
Executive Vice President, Global Technologies and Talent

August 27, 2025 By: /s/ Alejandro Bernal
Alejandro Bernal
Director

August 27, 2025 By: /s/ E. Thomas Corcoran
E. Thomas Corcoran
Director

August 27, 2025 By: /s/ Sam Gejdenson
Sam Gejdenson
Director

August 27, 2025 By: /s/ Mary Lou Malanoski
Mary Lou Malanoski
Director

August 27, 2025 By: /s/ Carol A. Wrenn
Carol A. Wrenn
Director

August 27, 2025

By: /s/ Joyce J. Lee
Joyce J. Lee
Director

Phibro
ANIMAL HEALTH CORPORATION ™

October 26, 2022

Judith Weinstein
345 East 81st Street
Apt. 12J
New York, NY 10028

Dear Judy:

In recognition of your significant contributions for more than 14 years to Phibro Animal Health Corporation, a Delaware corporation (the "Company"), the Company wishes to provide you with severance protections in the event you experience a Qualifying Termination (as defined below), subject to the terms set forth in this letter agreement (this "Agreement"). Reference is made to that certain Offer Letter, dated as of March 3, 2008, by and between you and the Company (the "Offer Letter").

Severance

If your employment by the Company (or its successor(s)) is involuntarily terminated without "Cause" or you resign for "Good Reason" (each, a "Qualifying Termination"), then, in addition to any Accrued Amounts, the Company shall pay to you a lump-sum cash payment equal to the sum of (a) nine (9) months of your base salary in effect immediately prior to the date of your termination, plus (b) payment of your earned and yet unpaid bonus for any previously completed fiscal year, and a pro rata portion of your annual bonus under the Company's Management Incentive Plan for the year in which your termination occurs (pro-rated based on the number of days you are employed by the Company during the fiscal year in which such Qualifying Termination occurs and based on year-to-date results through the most recently completed calendar month, as determined by the board of directors (the "Board") of the Company in its sole discretion), plus (c) payment equal to nine (9) months' car allowance, less applicable taxes and withholding, payable within 60 days following such Qualifying Termination (the "Severance Amount"). Payment of the Severance Amount is subject to your (i) execution and non-revocation of a general release of claims in the form attached hereto as Exhibit A (the "Release"), and the Release becoming effective and irrevocable within 60 days following such termination, and (ii) continued compliance with any non-competition, non-solicitation, and other restrictive covenant obligations in favor of the Company and its affiliates to which you are subject. Any Accrued Amounts will be paid to you within 30 days following your termination of employment, or such earlier time as required by applicable law. In addition, (x) you will be allowed to retain your laptop computer and cell phone contingent upon the Company's inspection of the devices and its removal of any Company intellectual property or proprietary information, and (y) contingent upon your eligibility, timely election of COBRA coverage and completion of the necessary paperwork, the Company will pay for the premium for the COBRA coverage elected for you and your eligible dependents for nine (9) months; thereafter you will be responsible for payment of your COBRA premiums, should you elect to continue coverage.

Glenpointe Centre East, 3rd Floor / 300 Frank W. Burr Blvd., Ste. 21 / Teaneck, NJ 07666-6712
Direct: 201-329-7300 / Fax: 201-329-7399

Definitions

For purposes of this Agreement:

(a) "Accrued Amounts" means any (i) accrued but unpaid base salary through the date of your Qualifying Termination; (ii) unpaid or unreimbursed business expenses incurred in accordance with the Company's applicable policies then in effect (subject to substantiation and submission thereof); and (iii) accrued and vested benefits under the employee benefit plans of the Company, in accordance with the terms thereof.

(b) "Cause" means any of your (i) willful or repeated failure to substantially perform your duties to the Company and its affiliates, other than a failure resulting from your complete or partial incapacity due to physical or mental illness or impairment (as determined by the Board in good faith); (ii) material and willful violation of a federal or state law or regulation applicable to the business of the Company or that adversely affects the image of the Company; (iii) commission of a willful act that constitutes gross misconduct and is injurious to the Company; or (iv) a willful breach of a material provision of this Agreement or the Offer Letter.

(c) "Good Reason" means any of the following without your written consent (i) failure to appoint you to the position of Senior Vice President, General Counsel and Corporate Secretary of the Company, with commensurate compensation and benefits, no later than thirty (30) days after Thomas G. Dagger ceases to hold that position; (ii) a material reduction in your compensation or other benefits; (iii) a material adverse change in your duties, responsibilities or authority (including status, office, title, reporting relationships or working conditions) from those in effect on the date of this Agreement or subsequent to you becoming Senior Vice President, General Counsel and Corporate Secretary; or (iv) a relocation of your principal place of employment to a location more than 50 miles from Teaneck, New Jersey. The acquisition of the assets or capital stock of the Company by another company, entity or person, or any other change in control, shall not, by itself, constitute "Good Reason" for purposes of this Agreement. To invoke a termination for Good Reason, you must provide written notice to the Company of the existence of one or more of the conditions described above within 30 days following the initial existence of such condition or conditions, specifying in reasonable detail the condition or conditions constituting Good Reason, and the Company shall have 30 days following receipt of such written notice (the "Cure Period") during which it may remedy the condition(s). If the Company fails to remedy the condition(s) constituting Good Reason during the Cure Period, your "separation from service" (within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended (the "Code")) must occur, if at all, within 30 days following such Cure Period for such termination as a result of such condition to constitute a termination for Good Reason.

Section 409A

The intent of the parties is that payments and benefits under this Agreement comply with Section 409A of the Code ("Section 409A"), or an exemption therefrom, and, accordingly, to the maximum extent permitted, this Agreement shall be interpreted to be in compliance therewith or exemption therefrom. In no event whatsoever shall the Company be liable for any additional tax, interest or penalty that may be imposed on you by Section 409A or damages for failing to comply with Section 409A. A termination of employment shall not be deemed to have occurred for purposes of any provision of this letter agreement providing for the payment of any amounts or benefits that constitute nonqualified deferred compensation upon or following a termination of employment unless such termination is also a "separation from service" within the meaning of Section 409A and, for purposes of any such provision of this Agreement, references to a "termination," "termination of employment," or like terms shall mean "separation from service." Whenever a payment under this Agreement specifies a payment period with reference to a number of days, the actual date of payment within the specified period shall be within the sole discretion of the Company. Notwithstanding anything to the contrary in this Agreement, if you are deemed on the date of termination to be a "specified employee" within the meaning under Section 409A(a)(2)(B) of the Code, then with regard to any payment or the provision of any benefit that is considered deferred compensation under Section 409A payable on account of a "separation from service," such payment or benefit will not be made or provided until the date that is the earlier of (a) the expiration of the six-month period measured from the date of such "separation from service" of the Executive, and (b) the date of the Executive's death, to the extent required under Section 409A. Upon the expiration of the foregoing delay period, all payments and benefits delayed pursuant to this paragraph will be paid or reimbursed to you in a lump sum.

Governing Law; Counterparts

This Agreement will be governed by, and construed in accordance with, the laws of the State of Delaware, without reference to principles of conflicts of law. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which together will be considered one and the same agreement.

[*Signature Page Follows*]

We appreciate your contributions and look forward to continuing to work together.

Very truly yours,

PHIBRO ANIMAL HEALTH CORPORATION

By: DocuSigned by: B2885FA08ECA467...
Name: Jack C. Bendheim
Title: Chairman, CEO & President

Acknowledged and Agreed:

DocuSigned by: E78757E1792C4B7...
Judith Weinstein

[*Signature Page to Severance Protection Letter*]

Exhibit A

General Release of Claims

I, Judith Weinstein, in consideration of and subject to the performance by Phibro Animal Health Corporation (as such company's name may change from time to time and including such company's successors and assigns, the "Company"), of its obligations under that certain Severance Protection Letter Agreement, dated as of October 26, 2022 (the "Agreement"), do hereby release and forever discharge as of the date hereof the Company and its respective affiliates and all present, former and future managers, directors, officers, employees, successors and assigns of the Company and its affiliates and direct or indirect owners (collectively, the "Released Parties") to the extent provided below (this "General Release"). The Released Parties are intended to be third-party beneficiaries of this General Release, and this General Release may be enforced by each of them in accordance with the terms hereof in respect of the rights granted to such Released Parties hereunder. Terms used herein but not otherwise defined shall have the meanings given to them in the Agreement.

1. I understand that the Severance Amount granted to me under the Agreement (as defined therein), represents, in part, consideration for signing this General Release and is not salary, wages or benefits to which I was already entitled. I understand and agree that I will not receive payment of the Severance Amount specified in the Agreement unless I execute this General Release and do not revoke this General Release within the time period permitted hereafter. Such payments and benefits will not be considered compensation for purposes of any employee benefit plan, program, policy, or arrangement maintained or hereafter established by the Company or its affiliates.

2. Except as provided in paragraphs 4 and 5 below and except for the provisions of the Agreement that expressly survive the termination of my employment with the Company, I knowingly and voluntarily (for myself, my heirs, executors, administrators, and assigns) release and forever discharge the Company and the other Released Parties from any and all claims, suits, controversies, actions, causes of action, cross-claims, counter claims, demands, debts, compensatory damages, liquidated damages, punitive or exemplary damages, other damages, claims for costs and attorneys' fees, or liabilities of any nature whatsoever in law and in equity, both past and present (through the date that this General Release becomes effective and enforceable) and whether known or unknown, suspected, or claimed against the Company or any of the Released Parties that I, my spouse, or any of my heirs, executors, administrators, or assigns, may have, which arise out of or are connected with my employment with, or my separation or termination from, the Company (including, but not limited to, any allegation, claim or violation, arising under: Title VII of the Civil Rights Act of 1964, as amended; the Civil Rights Act of 1991; the Age Discrimination in Employment Act of 1967, as amended (including the Older Workers Benefit Protection Act); the Equal Pay Act of 1963, as amended; the Americans with Disabilities Act of 1990; the Family and Medical Leave Act of 1993; the Worker Adjustment Retraining and Notification Act; the Employee Retirement Income Security Act of 1974; any applicable Executive Order Programs; the Fair Labor Standards Act; or their state or local counterparts; or under any other federal, state or local civil or human rights law, or under any other local, state, or federal law, regulation or ordinance; or under any public policy, contract or tort, or under common law; or arising under the Agreement; or for compensation or equity or equity-based compensation; or arising under any policies, practices or procedures of the Company; or any claim for wrongful discharge, breach of contract, infliction of emotional distress, defamation; or any claim for costs,

fees, or other expenses, including attorneys' fees incurred in these matters) (all of the foregoing collectively referred to herein as the "Claims").

3. I represent that I have made no assignment or transfer of any right, claim, demand, cause of action, or other matter covered by paragraph 2 above.

4. I agree that this General Release does not waive or release any rights or claims that I may have under the Age Discrimination in Employment Act of 1967 that arise after the date I execute this General Release. I acknowledge and agree that my separation from employment with the Company in compliance with the terms of the Agreement shall not serve as the basis for any claim or action (including, without limitation, any claim under the Age Discrimination in Employment Act of 1967).

5. I agree that I hereby waive all rights to sue or obtain equitable, remedial, or punitive relief from any or all Released Parties of any kind whatsoever in respect of any Claim, including, without limitation, reinstatement, back pay, front pay, and any form of injunctive relief. Notwithstanding the above, I further acknowledge that I am not waiving and am not being required to waive any right that cannot be waived under law, including the right to file an administrative charge or participate in an administrative investigation or proceeding; provided, however, that I disclaim and waive any right to share or participate in any monetary award resulting from the prosecution of such charge or investigation or proceeding, excepting only any monetary award to which I may become entitled pursuant to Section 922 of the Dodd-Frank Wall Street Reform and Consumer Protection Act. Additionally, I am not waiving (a) any right to any accrued base salary earned by me prior to my termination of employment or any severance benefits to which I am entitled under the Agreement, or (b) any claim relating to directors' and officers' liability insurance coverage or any right of indemnification under the Company's organizational documents or otherwise, or (c) my rights as an equity or security holder in the Company or its affiliates.

6. In signing this General Release, I acknowledge and intend that it shall be effective as a bar to each and every one of the Claims hereinabove mentioned or implied. I expressly consent that this General Release shall be given full force and effect according to each and all of its express terms and provisions, including those relating to unknown and unsuspected Claims (notwithstanding any state or local statute that expressly limits the effectiveness of a general release of unknown, unsuspected, and unanticipated Claims), if any, as well as those relating to any other Claims hereinabove mentioned or implied. I acknowledge and agree that this waiver is an essential and material term of this General Release and that without such waiver the Company would not have agreed to the terms of the Agreement. I further agree that in the event I should bring a Claim seeking damages against the Company, or in the event I should seek to recover against the Company in any Claim brought by a governmental agency on my behalf, this General Release shall serve as a complete defense to such Claims to the maximum extent permitted by law. I further agree that I am not aware of any pending claim of the type described in paragraph 2 above as of the execution of this General Release.

7. I agree that neither this General Release, nor the furnishing of the consideration for this General Release, shall be deemed or construed at any time to be an admission by the Company, any Released Party or myself of any improper or unlawful conduct.

8. I agree that if I violate this General Release by suing the Company or the other Released Parties, I will pay all costs and expenses of defending against the suit incurred by the Released Parties, including reasonable attorneys' fees.

9. I agree that this General Release and the Agreement are confidential and agree not to disclose any information regarding the terms of this General Release or the Agreement, except to my immediate family and any tax, legal, or other counsel I have consulted regarding the meaning or effect hereof or as required by law, and I will instruct each of the foregoing not to disclose the same to anyone.

10. Any nondisclosure provision in this General Release does not prohibit or restrict me (or my attorney) from responding to any inquiry about this General Release or its underlying facts and circumstances by the Securities and Exchange Commission, the Financial Industry Regulatory Authority, any other self-regulatory organization, or any governmental entity.

11. I represent that, as of the effective date of this General Release, I am not aware of any Claim by me other than the Claims that are released by this General Release. I acknowledge that I may hereafter discover Claims or facts in addition to or different than those that I now know or believe to exist with respect to the subject matter of the release set forth in paragraph 2 above and that, if known or suspected at the time of entering into this General Release, may have materially affected this General Release and my decision to enter into it.

12. Whenever possible, each provision of this General Release shall be interpreted in, such manner as to be effective and valid under applicable law, but if any provision of this General Release is held to be invalid, illegal, or unenforceable in any respect under any applicable law or rule in any jurisdiction, such invalidity, illegality, or unenforceability shall not affect any other provision or any other jurisdiction, but this General Release shall be reformed, construed, and enforced in such jurisdiction as if such invalid, illegal, or unenforceable provision had never been contained herein.

By signing this General Release, I represent and agree that:

1. **I have read this General Release carefully[, including the attached Annex I];**[1]

2. **I understand all of its terms and know that I am giving up important rights, including, but not limited to, rights under the Age Discrimination in Employment Act of 1967, as amended; Title VII of the Civil Rights Act of 1964, as amended; the Equal Pay Act of 1963; the Americans with Disabilities Act of 1990; and the Employee Retirement Income Security Act of 1974, as amended;**

3. **I voluntarily consent to everything in it;**

[1] **Note to Draft**: To include if applicable.

4. **I have been advised to consult with an attorney before executing it and I have done so or, after careful reading and consideration, I have chosen not to do so of my own volition;**

5. **I have had at least [21][45] days from the date of my receipt of this General Release to consider it, and the changes made since my receipt of this General Release are not material or were made at my request and will not restart the required [21][45]-day period;**

6. **I understand that I have seven days after the execution of this General Release to revoke it and that this General Release shall not become effective or enforceable until the revocation period has expired;**

7. **I have signed this General Release knowingly and voluntarily and with the advice of any counsel retained to advise me with respect to it; and**

8. **I agree that the provisions of this General Release may not be amended, waived, changed, or modified except by an instrument in writing signed by an authorized representative of the Company and by me.**

Signed: _____ Dated: _____

Annex I[2]

Older Workers Benefit Protection Act of 1990 Disclosure Requirements for Group Termination or Severance Programs

The following information is provided in accordance with the Age Discrimination in Employment Act of 1967, as amended ("ADEA"), because the severance payments offered to you have been established in connection with an exit incentive program or other employment termination program offered to a group or class of employees of the Company.

The class, unit, or group of individuals covered by the program includes all employees of the Company located in [*Facility*] (the "Impacted Facility").

All such employees were selected for the program due to [*insert selection criteria*].

All employees terminated as part this program are being offered consideration under a release agreement and asked to waive claims under ADEA. To receive this consideration, employees must sign the release and return it to the Company within 45 days after receiving the release agreement. Once the signed release is returned to the Company, the employee has seven days to revoke the release.

The following is a listing of the ages and job titles of employees eligible or selected for the program:

Age	Job Title

[No employee of the Impacted Facility was not selected for the program.]

[2] **Note to Draft**: To include if applicable.

DocuSign

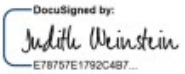
Certificate Of Completion

Envelope Id: 49369109C7DF4A398B34B4CF621A477E
Status: Completed
Subject: Complete with DocuSign: PAHC - Letter re Severance (Weinstein) (Execution 10-26-22).pdf
Source Envelope:
Document Pages: 9
Signatures: 2
Certificate Pages: 5
Initials: 0
AutoNav: Enabled
EnvelopeId Stamping: Enabled
Time Zone: (UTC-08:00) Pacific Time (US & Canada)

Envelope Originator:
Thomas Dagger
300 Frank W. Burr Blvd.
3rd Fl., Ste 21
Teaneck, NJ 07666
thomas.dagger@pahc.com
IP Address: 136.226.81.23

Record Tracking

Status: Original
10/26/2022 12:53:53 PM
Holder: Thomas Dagger
thomas.dagger@pahc.com
Location: DocuSign

Signer Events	Signature	Timestamp
Jack C. Bendheim Jack.Bendheim@pahc.com President Security Level: Email, Account Authentication (None) **Electronic Record and Signature Disclosure:** Accepted: 4/11/2021 10:00:19 AM ID: ec7562c4-5429-4805-8b5a-00f7db28fb16	DocuSigned by:  B2885FA08ECA467... Signature Adoption: Drawn on Device Using IP Address: 108.179.18.26 Signed using mobile	Sent: 10/26/2022 12:56:23 PM Viewed: 10/27/2022 9:00:11 AM Signed: 10/27/2022 9:00:25 AM
Judith Weinstein Judith.Weinstein@pahc.com VP and Associate General Counsel Phibro Animal Health Corporation Security Level: Email, Account Authentication (None) **Electronic Record and Signature Disclosure:** Not Offered via DocuSign	DocuSigned by:  E78757E1792C4B7... Signature Adoption: Pre-selected Style Using IP Address: 165.225.39.90	Sent: 10/26/2022 12:56:23 PM Viewed: 10/26/2022 12:57:00 PM Signed: 10/26/2022 12:57:45 PM

In Person Signer Events	Signature	Timestamp

Editor Delivery Events	Status	Timestamp

Agent Delivery Events	Status	Timestamp

Intermediary Delivery Events	Status	Timestamp

Certified Delivery Events	Status	Timestamp

Carbon Copy Events	Status	Timestamp
Thomas Dagger thomas.dagger@pahc.com SVP General Counsel and Corporate Secretariy Phibro Animal Health Corporation Security Level: Email, Account Authentication (None) **Electronic Record and Signature Disclosure:** Not Offered via DocuSign	COPIED	Sent: 10/26/2022 12:56:23 PM Resent: 10/27/2022 9:00:28 AM

Witness Events	Signature	Timestamp

Notary Events	Signature	Timestamp

Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	10/26/2022 12:56:23 PM
Certified Delivered	Security Checked	10/26/2022 12:57:00 PM
Signing Complete	Security Checked	10/26/2022 12:57:45 PM
Completed	Security Checked	10/27/2022 9:00:25 AM

Payment Events	Status	Timestamps

Electronic Record and Signature Disclosure

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, Phibro Animal Health Corporation (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a $0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact Phibro Animal Health Corporation:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:
To contact us by email send messages to: jennifer.cohen@pahc.com

To advise Phibro Animal Health Corporation of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at jennifer.cohen@pahc.com and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from Phibro Animal Health Corporation

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to jennifer.cohen@pahc.com and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with Phibro Animal Health Corporation

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;

ii. send us an email to jennifer.cohen@pahc.com and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: https://support.docusign.com/guides/signer-guide-signing-system-requirements.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

By selecting the check-box next to 'I agree to use electronic records and signatures', you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify Phibro Animal Health Corporation as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by Phibro Animal Health Corporation during the course of your relationship with Phibro Animal Health Corporation.

[THE AWARDS AND THE SECURITIES GRANTED UNDER THE PHIBRO ANIMAL HEALTH CORPORATION 2008 INCENTIVE PLAN (THE "PLAN") HAVE NOT BEEN AND WILL NOT BE PUBLICLY ISSUED, PLACED, DISTRIBUTED, OFFERED OR NEGOTIATED IN THE BRAZILIAN CAPITAL MARKETS AND, AS A RESULT, WILL NOT BE REGISTERED WITH THE BRAZILIAN SECURITIES COMMISSION (COMISSÃO DE VALORES MOBILIÁRIOS) ("CVM"). THEREFORE, THE AWARDS WILL NOT BE OFFERED OR SOLD IN BRAZIL, EXCEPT IN CIRCUMSTANCES WHICH DO NOT CONSTITUTE A PUBLIC OFFERING, PLACEMENT, DISTRIBUTION OR NEGOTIATION UNDER THE BRAZILIAN CAPITAL MARKETS REGULATIONS.

IF YOU ARE EMPLOYED IN BRAZIL, THEN BY ACCEPTING YOUR AWARD YOU AGREE AND ACKNOWLEDGE THAT (I) NEITHER YOUR EMPLOYER NOR ANY PERSON OR ENTITY ACTING ON BEHALF OF YOUR EMPLOYER HAS PROVIDED YOU WITH FINANCIAL ADVICE WITH RESPECT TO YOUR AWARD OR THE STOCK ACQUIRED UPON SETTLEMENT OF YOUR AWARD; AND (II) YOUR EMPLOYER DOES NOT GUARANTEE A SPECIFIED LEVEL OF RETURN ON YOUR AWARD OR THE STOCK.

CAPITALIZED TERMS USED BUT NOT DEFINED HEREIN SHALL HAVE THE MEANINGS ASCRIBED TO SUCH TERMS IN THE PLAN.][1]

[1] Applicable only to Form of 2025 Restricted Stock Unit Agreement (Brazil).

PHIBRO ANIMAL HEALTH CORPORATION
2008 INCENTIVE PLAN

RESTRICTED STOCK UNIT AWARD AGREEMENT

THIS AGREEMENT (this "Agreement"), made as of this [___] day of [_____], 2025 (the "Grant Date"), by and between Phibro Animal Health Corporation, a Delaware corporation (the "Company"), and [_____] (the "Grantee"), sets forth the terms and conditions of an Award granted to the Grantee under the Phibro Animal Health Corporation 2008 Incentive Plan (the "Plan").

W I T N E S S E T H:

Pursuant to the Plan, the Company desires to grant to the Grantee, and the Grantee desires to accept, the Restricted Stock Units (the "RSUs"), upon the terms and conditions set forth in this Agreement and the Plan. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

NOW, THEREFORE, the parties hereto agree as follows:

1. Grant. The Company hereby grants [_____] RSUs to the Grantee as of the Grant Date. Except as otherwise provided by the Plan, the Grantee agrees and understands that nothing contained in this Agreement provides, or is intended to provide, the Grantee with any protection against potential future dilution of the Grantee's interest in the Company for any reason, and no adjustments shall be made for dividends in cash or other property, distributions or other rights in respect of the shares of Stock underlying the RSUs, except as otherwise specifically provided for in the Plan or this Agreement.

2. Vesting. All of the RSUs shall be unvested at issuance and, subject to the provisions of Section 3 hereof or another event provided for by the Board or the Committee, shall vest in substantially equal installments on each of the first three (3) anniversaries of the Grant Date (each such date, or such earlier date set forth in Section 3, a "Vesting Date") (such that 100% of the RSUs shall become fully vested three (3) years from the Grant Date), provided that the Grantee's employment with the Company has not been terminated for any reason prior to each such Vesting Date, and shall be settled pursuant to Section 4 hereof.

3. Termination of Employment; Change in Control; Forfeiture.

(a) *Death and Disability*. In the event the Grantee's employment is terminated due to the Grantee's death or Disability, any unvested portion of the RSUs will accelerate and vest in full on the date of the Grantee's termination of employment due to death or Disability and shall be settled in accordance with Section 4 hereof.

(b) *Change in Control*. In the event that this Agreement is converted, assumed, substituted, continued or replaced by a successor or surviving corporation, or a parent or subsidiary thereof, in connection with a Change in Control, then the RSUs granted pursuant to this Agreement

shall continue to vest in the ordinary course upon and following such Change in Control, provided that all unvested RSUs granted pursuant to this Agreement shall immediately vest in the event of a Qualifying Termination that occurs during the twelve (12)-month period following such Change in Control, subject to the Release Requirement and continued compliance with all restrictive covenants, and shall be settled in accordance with Section 4 hereof. In the event that this Agreement is not converted, assumed, substituted, continued or replaced by a successor or surviving corporation, or a parent or subsidiary thereof, in connection with a Change in Control, then immediately prior to the effective date of such Change in Control, the RSUs granted pursuant to this Agreement shall vest automatically in full, subject to the Release Requirement, the Grantee's continued compliance with all restrictive covenants and the Grantee's continued service as an employee through the consummation of such Change in Control, and shall be settled in accordance with Section 4 hereof.

(c) Forfeiture. Subject to the Board's or Committee's discretion to accelerate vesting hereunder, all unvested RSUs granted pursuant to this Agreement shall be immediately forfeited upon the Grantee's termination of employment for any reason other than as set forth in this Section 3.

4. Delivery of Shares. Within thirty (30) days following the vesting of the RSUs (or, if later and as applicable, within ten (10) days following the fulfillment of the Release Requirement), the Grantee shall receive the number of shares of Stock that correspond to the number of RSUs that have become vested on the applicable Vesting Date. The issuance of shares of Stock may be effected by crediting shares in an account established on the Grantee's behalf with a brokerage firm engaged by the Company.

5. Dividends; Rights as Stockholder. Cash dividends on the number of shares of Stock issuable hereunder shall be credited to a dividend book entry account on behalf of the Grantee with respect to each share of Stock issuable in respect of an RSU granted to the Grantee that has become vested prior to the record date for such dividend, provided that such cash dividends shall not be deemed to be reinvested in shares of Stock and shall be held uninvested and without interest and paid in cash at the same time that the shares of Stock underlying the RSUs are delivered to the Grantee in accordance with the provisions hereof. Stock dividends on shares of Stock shall be credited to a dividend book entry account on behalf of the Grantee with respect to each share of Stock issuable in respect of an RSU granted to the Grantee that has become vested prior to the record date for such dividend, provided that such stock dividends shall be paid in shares of Stock at the same time that the shares of Stock underlying the RSUs are delivered to the Grantee in accordance with the provisions hereof. Except as otherwise provided herein, the Grantee shall have no rights as a stockholder with respect to any shares of Stock covered by any RSU unless and until the Grantee has become the holder of record of such shares.

6. Non-Transferability. No portion of the RSUs may be sold, assigned, transferred, encumbered, hypothecated or pledged by the Grantee, other than to the Company as a result of forfeiture of the RSUs as provided herein or for customary estate planning purposes or otherwise by will or pursuant to applicable laws of descent and distribution.

7. Governing Law. All questions concerning the construction, validity and interpretation of this Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to the choice of law principles thereof.

8. Withholding of Tax. The Grantee agrees and acknowledges that the Company shall have the power and the right to deduct or withhold, or require the Grantee to remit to the Company, an amount sufficient to satisfy any federal, state, local and foreign taxes of any kind (including, but not limited to, the Grantee's FICA and SDI obligations) which the Company, in its sole discretion, deems necessary to be withheld or remitted to comply with the Code and/or any other applicable law, rule or regulation with respect to the RSUs, and if the withholding requirement cannot be satisfied, the Company may otherwise refuse to issue or transfer any shares of Stock otherwise required to be issued pursuant to this Agreement. In furtherance of the foregoing, the Grantee agrees to satisfy any tax withholding obligations pursuant to this Section 8 through a broker-assisted sale if requested by the Company.

9. Securities Representations. This Agreement is being entered into by the Company in reliance upon the following express representations and warranties of the Grantee. The Grantee hereby acknowledges, represents and warrants that:

(a) The Grantee has been advised that the Grantee may be an "affiliate" within the meaning of Rule 144 under the Securities Act of 1933, as amended (the "Securities Act") and in this connection the Company is relying in part on the Grantee's representations set forth in this Section 9.

(b) If the Grantee is deemed an affiliate within the meaning of Rule 144 of the Securities Act, the shares of Stock issuable hereunder must be held indefinitely unless an exemption from any applicable resale restrictions is available or an effective registration statement is available.

(c) If the Grantee is deemed an affiliate within the meaning of Rule 144 of the Securities Act, the Grantee understands that (i) the exemption from registration under Rule 144 will not be available unless (A) a public trading market then exists for the Stock of the Company, (B) adequate information concerning the Company is then available to the public, and (C) other terms and conditions of Rule 144 or any exemption therefrom are complied with, and (ii) any sale of the shares of Stock issuable hereunder may be made only in limited amounts in accordance with the terms and conditions of Rule 144 or any exemption therefrom.

10. Entire Agreement; Amendment. This Agreement, together with the Plan, contains the entire agreement between the parties hereto with respect to the subject matter contained herein, and supersedes all prior agreements or prior understandings, whether written or oral, between the parties relating to such subject matter. In the event of any conflict between this Agreement and the Plan, this Agreement shall control. The Committee shall have the right, in its sole discretion, to modify or amend this Agreement from time to time in accordance with and as provided in the Plan. This Agreement may also be modified or amended by a writing signed by both the Company and the Grantee. The Company shall give written notice to the Grantee of any such modification or amendment of this Agreement as soon as practicable after the adoption thereof.

11. Notices. Any notice hereunder by the Grantee shall be given to the Company in writing and such notice shall be deemed duly given only upon receipt thereof by the General Counsel of the Company. Any notice hereunder by the Company shall be given to the Grantee in writing and such notice shall be deemed duly given only upon receipt thereof at such address as the Grantee may have on file with the Company.

12. No Right to Employment. Any questions as to whether and when there has been a termination of employment and the cause of such termination of employment shall be determined in the sole discretion of the Committee. Nothing in this Agreement shall interfere with or limit in any way the right of the Company, its subsidiaries or its Affiliates to terminate the Grantee's employment or service at any time, for any reason and with or without Cause.

13. Transfer of Personal Data. The Grantee authorizes, agrees and unambiguously consents to the transmission by the Company (or any subsidiary) of any personal data information related to the RSUs awarded under this Agreement for legitimate business purposes (including, without limitation, the administration of the Plan). This authorization and consent is freely given by the Grantee.

14. Compliance with Laws. The grant of RSUs and the issuance of shares of Stock hereunder shall be subject to, and shall comply with, any applicable requirements of any foreign and U.S. federal and state securities laws, rules and regulations (including, without limitation, the provisions of the Securities Act, the Exchange Act and in each case any respective rules and regulations promulgated thereunder) and any other law, rule regulation or exchange requirement applicable thereto. The Company shall not be obligated to issue the RSUs or any shares of Stock pursuant to this Agreement if any such issuance would violate any such requirements. As a condition to the settlement of the RSUs, the Company may require the Grantee to satisfy any qualifications that may be necessary or appropriate to evidence compliance with any applicable law or regulation.

15. Binding Agreement; Assignment. This Agreement shall inure to the benefit of, be binding upon, and be enforceable by the Company and its successors and assigns. The Grantee shall not assign any part of this Agreement without the prior express written consent of the Company.

16. Headings. The titles and headings of the various sections of this Agreement have been inserted for convenience of reference only and shall not be deemed to be a part of this Agreement.

17. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same instrument.

18. Further Assurances. Each party hereto shall do and perform (or shall cause to be done and performed) all such further acts and shall execute and deliver all such other agreements, certificates, instruments and documents as either party hereto reasonably may request in order to carry out the intent and accomplish the purposes of this Agreement and the Plan and the consummation of the transactions contemplated thereunder.

19. Severability. The invalidity or unenforceability of any provisions of this Agreement in any jurisdiction shall not affect the validity, legality or enforceability of the remainder of this Agreement in such jurisdiction or the validity, legality or enforceability of any provision of this Agreement in any other jurisdiction, it being intended that all rights and obligations of the parties hereunder shall be enforceable to the fullest extent permitted by law.

20. Acquired Rights. The Grantee acknowledges and agrees that: (a) the Company may terminate or amend the Plan at any time, provided, that, in accordance with the Plan, no such action may materially and adversely affect the rights of the Grantee under this Agreement; (b) the award of RSUs made under this Agreement is completely independent of any other award or grant and is made at the sole discretion of the Company; (c) no past grants or awards (including, without limitation, the RSUs awarded hereunder) give the Grantee any right to any grants or awards in the future whatsoever; and (d) any benefits granted under this Agreement are not part of the Grantee's ordinary salary, and shall not be considered as part of such salary in the event of severance, redundancy or resignation.

21. Section 409A of the Code. This Agreement and the Award are intended to comply with or be exempt from the applicable requirements of Section 409A of the Code and shall be limited, construed, and interpreted in accordance with such intent. To the extent that the Award is subject to Section 409A of the Code, it shall be paid in a manner that will comply with Section 409A of the Code, including proposed, temporary, or final regulations or any other guidance issued by the Secretary of the Treasury and the Internal Revenue Service with respect thereto. Notwithstanding anything herein to the contrary, any provision in this Agreement that is inconsistent with Section 409A of the Code shall be deemed to be amended to comply with or be exempt from Section 409A of the Code and, to the extent such provision cannot be amended to comply therewith or be exempt therefrom, such provision shall be null and void. Notwithstanding any contrary provision in the Plan or this Agreement, any payment(s) of "nonqualified deferred compensation" (within the meaning of Section 409A of the Code) that are otherwise required to be made under the Plan or this Agreement to a "specified employee" (as defined under Section 409A of the Code) as a result of such employee's separation from service (other than a payment that is not subject to Section 409A of the Code) shall be delayed for the first six (6) months following such separation from service (or, if earlier, until the date of death of the specified employee) and shall instead be paid (in a manner set forth in this Agreement) upon expiration of such delay period. Notwithstanding anything to the contrary set forth in this Agreement, with respect to a grant of RSUs that is subject to Section 409A, where the payment or settlement will accelerate as a result of the Grantee's Disability, solely for purposes of determining the timing of payment, no such event will constitute a Disability for purposes of this Agreement unless such event also constitutes a "disability" as defined under Section 409A. Notwithstanding the foregoing, the Company and its Affiliates make no representations that the RSUs provided under this Agreement are exempt from or compliant with Section 409A of the Code and in no event shall the Company or any Affiliate be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Grantee on account of non-compliance with Section 409A of the Code.

22. Company Recoupment of Awards. The Grantee's rights with respect to this Award shall in all events be subject to (a) any right that the Company may have under any Company recoupment or clawback policy or other agreement or arrangement with the Grantee, and (b) any

right or obligation that the Company may have regarding the clawback of "incentive-based compensation" under Section 10D of the Exchange Act and any applicable rules and regulations promulgated thereunder from time to time by the U.S. Securities and Exchange Commission or any other applicable law. The Grantee's acceptance of this Award will constitute the Grantee's acknowledgment of and consent to the Company's application, implementation and enforcement of any Company recoupment, clawback or similar policy that may apply to the Grantee and this Award, whether adopted before or after the Grant Date (whether though clawback, cancellation, recoupment, rescission, payback, reduction or other similar action in accordance therewith) and any applicable law relating to clawback, cancellation, recoupment, rescission, payback or reduction of compensation or other similar action, and the Grantee's agreement that the Company may take any actions that may be necessary to effectuate any such policy or applicable law, without further consideration or action.

23. Defined Terms.

(i) "Affiliate" means, with respect to any Person, any other Person controlling, controlled by or under common control with such particular Person, where "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person whether through the ownership of voting securities, as trustee, personal representative or executor, by contract, credit arrangement or otherwise.

(ii) "Cause" has the meaning set forth in the offer letter or similar agreement between the Grantee and the Company; provided, that, if no such agreement exists or if "Cause" is not defined therein, "Cause" shall mean: (A) any willful or repeated failure by the Grantee to substantially perform the Grantee's material duties hereunder, other than a failure resulting from the Grantee's complete or partial incapacity due to physical or mental illness or impairment; (B) a material and willful violation of applicable federal or state law or regulation; (C) commission of a willful act by the Grantee which constitutes gross misconduct and is injurious to the successor company; (D) material breach or material violation of any successor company policy; or (E) the Grantee's material violation of any provision of any agreement(s) between the Grantee and the successor company and/or its affiliates.

(iii) "Change in Control" means: (i) the acquisition (other than from the Company) by any Person of the beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 50% or more of (A) the then outstanding shares or other equity securities of the Company, or (B) the combined voting power of the then outstanding securities of the Company entitled to vote generally in the election of directors (the "Company Voting Stock"); (ii) the closing of a sale or other conveyance of all or substantially all of the assets of the Company; or (iii) the effective time of any merger, share exchange, consolidation, or other business combination involving the Company if immediately after such transaction persons who hold a majority of the outstanding voting securities entitled to vote generally in the election of directors of the surviving entity (or the entity owning 100% of such surviving entity) are not Persons who, immediately prior to such transaction, held the Company Voting Stock; provided, however, that a Change in Control shall not include (W) any consolidation or merger effected exclusively to change the domicile of the Company, (X) any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Company or indebtedness of the Company is cancelled or converted or a combination thereof, (Y) a public

offering of capital stock of the Company, or (Z) the ownership or acquisition of shares of capital stock of the Company by BFI Co., LLC or any "Qualified Stockholder" as defined in the Company's Amended and Restated Certificate of Incorporation as of the Grant Date. For purposes of this definition, a "Person" means any individual, entity or group within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act, other than: employee benefit plans sponsored or maintained by the Company and by entities controlled by the Company or an underwriter of the common stock of the Company in a registered public offering; provided, further, that no such event shall be a Change in Control unless such event would qualify as a "change in control" under Treasury Regulation Section 1.409A-3(i)(5).

(iv) "Disability" means, unless otherwise provided for by the Board or the Committee, that the Grantee would qualify to receive benefit payments under the long-term disability plan or policy, as it may be amended from time to time, of the Company or the Affiliate to which the Grantee provides services as an employee regardless of whether the Grantee is covered by such policy. If the Company or the Affiliate to which the Grantee provides services as an employee does not have a long-term disability policy, "Disability" means that the Grantee is unable to carry out the responsibilities and functions of the position held by the Grantee by reason of any medically determined physical or mental impairment for a period of not less than ninety (90) consecutive days. A Grantee shall not be considered to have incurred a Disability unless he or she furnishes proof of such impairment sufficient to satisfy the Committee in its discretion.

(v) "Good Reason" has the meaning set forth in the offer letter or similar agreement between the Grantee and the Company; provided, that, if no such agreement exists or if "Good Reason" is not defined therein, "Good Reason" shall mean a material adverse change in Grantee's duties, responsibilities or authority or compensation (defined as base salary plus target bonus) from those in effect on the date of the Change in Control without Grantee's written consent.

(vi) "Qualifying Termination" shall mean if the Grantee's employment is terminated (i) without Cause or (ii) by the Grantee for Good Reason.

(vii) "Release Requirement" means the Grantee's execution and non-revocation of a general release of claims in favor of the Company within sixty (60) days following the Grantee's termination of employment if requested by the Company.

[*signature page to follow*]

IN WITNESS WHEREOF, this Agreement has been executed as of the date first above written.

PHIBRO ANIMAL HEALTH CORPORATION

By: _____
Name:
Title:

GRANTEE

_____

Name: [_____]

Exhibit 10.22

PHIBRO ANIMAL HEALTH CORPORATION
2008 INCENTIVE PLAN

RESTRICTED STOCK UNIT AWARD AGREEMENT – CAPITAL GAIN AWARD

THIS AGREEMENT (this "Agreement"), made as of this [___] day of [_____], 2025 (the "Grant Date"), by and between Phibro Animal Health Corporation, a Delaware corporation (the "Company"), and [_____] (the "Grantee"), sets forth the terms and conditions of an Award granted to the Grantee under the Phibro Animal Health Corporation 2008 Incentive Plan and its Sub-Plan for Israeli Participants (the "Plan").

W I T N E S S E T H:

Pursuant to the Plan, the Company desires to grant to the Grantee, and the Grantee desires to accept, the Restricted Stock Units (the "RSUs"), upon the terms and conditions set forth in this Agreement and the Plan. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

NOW, THEREFORE, the parties hereto agree as follows:

1. Grant. The Company hereby grants [_____] RSUs to the Grantee as of the Grant Date. Except as otherwise provided by the Plan, the Grantee agrees and understands that nothing contained in this Agreement provides, or is intended to provide, the Grantee with any protection against potential future dilution of the Grantee's interest in the Company for any reason, and no adjustments shall be made for dividends in cash or other property, distributions or other rights in respect of the shares of Stock underlying the RSUs, except as otherwise specifically provided for in the Plan or this Agreement. The RSUs are intended to be a Capital Gain Award for Israeli tax purposes.

2. Vesting. All of the RSUs shall be unvested at issuance and, subject to the provisions of Section 3 hereof or another event provided for by the Board or the Committee, shall vest in substantially equal installments on each of the first three (3) anniversaries of the Grant Date (each such date, or such earlier date set forth in Section 3, a "Vesting Date") (such that 100% of the RSUs shall become fully vested three (3) years from the Grant Date), provided that the Grantee's employment with the Company has not been terminated for any reason prior to each such Vesting Date, and shall be settled pursuant to Section 4 hereof.

3. Termination of Employment; Change in Control; Forfeiture.

(a) *Death and Disability*. In the event the Grantee's employment is terminated due to the Grantee's death or Disability, any unvested portion of the RSUs will accelerate and vest in full on the date of the Grantee's termination of employment due to death or Disability and shall be settled in accordance with Section 4 hereof.

(b) *Change in Control*. In the event that this Agreement is converted, assumed, substituted, continued or replaced by a successor or surviving corporation, or a parent or subsidiary thereof, in connection with a Change in Control, then the RSUs granted pursuant to this Agreement shall continue to vest in the ordinary course upon and following such Change in Control, provided

that all unvested RSUs granted pursuant to this Agreement shall immediately vest in the event of a Qualifying Termination that occurs during the twelve (12)-month period following such Change in Control, subject to the Release Requirement and continued compliance with all restrictive covenants, and shall be settled in accordance with Section 4 hereof. In the event that this Agreement is not converted, assumed, substituted, continued or replaced by a successor or surviving corporation, or a parent or subsidiary thereof, in connection with a Change in Control, then immediately prior to the effective date of such Change in Control, the RSUs granted pursuant to this Agreement shall vest automatically in full, subject to the Release Requirement, the Grantee's continued compliance with all restrictive covenants and the Grantee's continued service as an employee through the consummation of such Change in Control, and shall be settled in accordance with Section 4 hereof.

(c) Forfeiture. Subject to the Board's or Committee's discretion to accelerate vesting hereunder, all unvested RSUs granted pursuant to this Agreement shall be immediately forfeited upon the Grantee's termination of employment for any reason other than as set forth in this Section 3.

4. Delivery of Shares. Within thirty (30) days following the vesting of the RSUs (or, if later and as applicable, within ten (10) days following the fulfillment of the Release Requirement), the Grantee shall receive the number of shares of Stock that correspond to the number of RSUs that have become vested on the applicable Vesting Date. The issuance of shares of Stock may be effected by crediting shares in an account established on the Grantee's behalf with a brokerage firm engaged by the Company. The shares of Stock shall be issued to or controlled by the Trustee under a supervisory trustee arrangement for the Grantee's benefit as required under Section 102 and any specific approval obtained by the Company from the ITA, at least until the end of the Holding Period, or any other period determined under the Ordinance as now in effect or as hereafter amended or by the ITA. Subject to the conclusion of the Holding Period and any further period included herein, shares of Stock will be held or controlled by the Trustee until their sale, unless released prior to such date, subject to the receipt by the Trustee of an acknowledgment from the ITA that all applicable taxes were paid pursuant to the Ordinance and Section 102. Notwithstanding the foregoing, in the event that a sale or release occurs prior to the conclusion of the Holding Period, the tax consequences under Section 102 shall apply to and shall be borne solely by the Grantee, as further set forth in the Sub-Plan for Israeli Participants.

5. Dividends; Rights as Stockholder. Cash dividends on the number of shares of Stock issuable hereunder shall be credited to a dividend book entry account on behalf of the Grantee with respect to each share of Stock issuable in respect of an RSU granted to the Grantee that has become vested prior to the record date for such dividend, provided that such cash dividends shall not be deemed to be reinvested in shares of Stock and shall be held uninvested and without interest and paid in cash at the same time that the shares of Stock underlying the RSUs are delivered to the Grantee in accordance with the provisions hereof. Stock dividends on shares of Stock shall be credited to a dividend book entry account on behalf of the Grantee with respect to each share of Stock issuable in respect of an RSU granted to the Grantee that has become vested prior to the record date for such dividend, provided that such stock dividends shall be paid in shares of Stock at the same time that the shares of Stock underlying the RSUs are delivered to the Grantee in accordance with the provisions hereof. Except as otherwise provided herein, the Grantee shall have no rights as a stockholder with respect to any shares of Stock covered by any RSU unless and

until the Grantee has become the holder of record of such shares. Such credited Stock dividends may be considered as a new award for the purpose of Section 102 including for the purpose of tax calculation and the Holding Period.

6. Non-Transferability. No portion of the RSUs may be sold, assigned, transferred, encumbered, hypothecated or pledged by the Grantee, other than to the Company as a result of forfeiture of the RSUs as provided herein or for customary estate planning purposes or otherwise by will or pursuant to applicable laws of descent and distribution.

7. Governing Law. All questions concerning the construction, validity and interpretation of this Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to the choice of law principles thereof.

8. Withholding of Tax. The Grantee agrees and acknowledges that the Company shall have the power and the right to deduct or withhold, or require the Grantee to remit to the Company, an amount sufficient to satisfy any federal, state, local and foreign taxes of any kind (including, but not limited to, the Grantee's FICA and SDI obligations) which the Company, in its sole discretion, deems necessary to be withheld or remitted to comply with the Code and/or any other applicable law, rule or regulation with respect to the RSUs, and if the withholding requirement cannot be satisfied, the Company may otherwise refuse to issue or transfer any shares of Stock otherwise required to be issued pursuant to this Agreement. In furtherance of the foregoing, the Grantee agrees to satisfy any tax withholding obligations pursuant to this Section 8 through a broker-assisted sale if requested by the Company. In addition, any fees associated with any vesting, sale, transfer or any act in relation to the RSUs and the shares of Stock, shall be borne by the Grantee. The Trustee and/or the Company and/or the Employer shall be entitled to withhold or deduct such fees from payments otherwise due to/from the Company, the Employer or the Trustee.

9. Securities Representations. This Agreement is being entered into by the Company in reliance upon the following express representations and warranties of the Grantee. The Grantee hereby acknowledges, represents and warrants that:

(a) The Grantee has been advised that the Grantee may be an "affiliate" within the meaning of Rule 144 under the Securities Act of 1933, as amended (the "Securities Act") and in this connection the Company is relying in part on the Grantee's representations set forth in this Section 9.

(b) If the Grantee is deemed an affiliate within the meaning of Rule 144 of the Securities Act, the shares of Stock issuable hereunder must be held indefinitely unless an exemption from any applicable resale restrictions is available or an effective registration statement is available.

(c) If the Grantee is deemed an affiliate within the meaning of Rule 144 of the Securities Act, the Grantee understands that (i) the exemption from registration under Rule 144 will not be available unless (A) a public trading market then exists for the Stock of the Company, (B) adequate information concerning the Company is then available to the public, and (C) other terms and conditions of Rule 144 or any exemption therefrom are complied with, and (ii) any sale

of the shares of Stock issuable hereunder may be made only in limited amounts in accordance with the terms and conditions of Rule 144 or any exemption therefrom.

(d) An exemption from filing a prospectus in relation to the Plan has been granted to the Company by the Israeli Securities Authority. Copies of the Plan and the Form S-8 registration statement for the Plan filed with the U.S. Securities and Exchange Commission are available by contacting the Grantee's local HR department.

10. Entire Agreement; Amendment. This Agreement, together with the Plan, contains the entire agreement between the parties hereto with respect to the subject matter contained herein, and supersedes all prior agreements or prior understandings, whether written or oral, between the parties relating to such subject matter. In the event of any conflict between this Agreement and the Plan, this Agreement shall control. The Committee shall have the right, in its sole discretion, to modify or amend this Agreement from time to time in accordance with and as provided in the Plan. This Agreement may also be modified or amended by a writing signed by both the Company and the Grantee. The Company shall give written notice to the Grantee of any such modification or amendment of this Agreement as soon as practicable after the adoption thereof.

11. Notices. Any notice hereunder by the Grantee shall be given to the Company in writing and such notice shall be deemed duly given only upon receipt thereof by the General Counsel of the Company. Any notice hereunder by the Company shall be given to the Grantee in writing and such notice shall be deemed duly given only upon receipt thereof at such address as the Grantee may have on file with the Company.

12. No Right to Employment. Any questions as to whether and when there has been a termination of employment and the cause of such termination of employment shall be determined in the sole discretion of the Committee. Nothing in this Agreement shall interfere with or limit in any way the right of the Company, its subsidiaries or its Affiliates to terminate the Grantee's employment or service at any time, for any reason and with or without Cause.

13. Transfer of Personal Data. The Grantee authorizes, agrees and unambiguously consents to the transmission by the Company (or any subsidiary) of any personal data information related to the RSUs awarded under this Agreement for legitimate business purposes (including, without limitation, the administration of the Plan). This authorization and consent is freely given by the Grantee.

14. Compliance with Laws. The grant of RSUs and the issuance of shares of Stock hereunder shall be subject to, and shall comply with, any applicable requirements of any foreign and U.S. federal and state securities laws, rules and regulations (including, without limitation, the provisions of the Securities Act, the Exchange Act and in each case any respective rules and regulations promulgated thereunder) and any other law, rule regulation or exchange requirement applicable thereto. The Company shall not be obligated to issue the RSUs or any shares of Stock pursuant to this Agreement if any such issuance would violate any such requirements. As a condition to the settlement of the RSUs, the Company may require the Grantee to satisfy any qualifications that may be necessary or appropriate to evidence compliance with any applicable law or regulation.

15. Binding Agreement; Assignment. This Agreement shall inure to the benefit of, be binding upon, and be enforceable by the Company and its successors and assigns. The Grantee shall not assign any part of this Agreement without the prior express written consent of the Company.

16. Headings. The titles and headings of the various sections of this Agreement have been inserted for convenience of reference only and shall not be deemed to be a part of this Agreement.

17. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same instrument.

18. Further Assurances. Each party hereto shall do and perform (or shall cause to be done and performed) all such further acts and shall execute and deliver all such other agreements, certificates, instruments and documents as either party hereto reasonably may request in order to carry out the intent and accomplish the purposes of this Agreement and the Plan and the consummation of the transactions contemplated thereunder.

19. Severability. The invalidity or unenforceability of any provisions of this Agreement in any jurisdiction shall not affect the validity, legality or enforceability of the remainder of this Agreement in such jurisdiction or the validity, legality or enforceability of any provision of this Agreement in any other jurisdiction, it being intended that all rights and obligations of the parties hereunder shall be enforceable to the fullest extent permitted by law.

20. Acknowledgments. The Grantee acknowledges, confirms and agrees that: (a) the Company may terminate or amend the Plan at any time, provided, that, in accordance with the Plan, no such action may materially and adversely affect the rights of the Grantee under this Agreement; (b) the award of RSUs made under this Agreement is completely independent of any other award or grant and is made at the sole discretion of the Company; (c) no past grants or awards (including, without limitation, the RSUs awarded hereunder) give the Grantee any right to any grants or awards in the future whatsoever; (d) any benefits granted under this Agreement are not part of the Grantee's ordinary salary, and shall not be considered as part of such salary in the event of severance, redundancy or resignation; (e) the RSUs and underlying shares of Stock will be subject to the trustee arrangement under Section 102(b)(3) and that therefore the RSUs and any shares of Stock issued thereunder shall be held in trust or controlled by the Trustee for the Grantee's benefit as required by the Ordinance, the Rules and any approval by the ITA; (f) he or she is familiar with the terms and provisions of Section 102 of the Ordinance, particularly the Capital Gains route described in subsection (b)(2) and (b)(3) thereof, and agrees that he or she will not require the Trustee to release the RSUs or Shares to him or her, or to sell the shares of Stock to a third party, during the Holding Period, unless permitted to do so by the Ordinance or the Rules; (g) accepts the provisions of the trust agreement signed between the Company and the Trustee, and agrees to be bound by its terms; (h) there is no guarantee that the RSUs and any shares of Stock shall be subject to beneficial tax treatment; and (i) the Company and Employer will provide the Trustee with any information required for the purpose of administering the Plan and RSUs including executing their obligations according to Section 102, the trust deed and the trust agreement, including without limitation information about the Grantee's RSUs, income tax rates,

salary bank account, contact details and identification number and acknowledges that the information might be shared with an administrator who is located outside of Israel, where the level of protection of personal data is different than in Israel.

21. Section 409A of the Code. This Agreement and the Award are intended to comply with or be exempt from the applicable requirements of Section 409A of the Code and shall be limited, construed, and interpreted in accordance with such intent. To the extent that the Award is subject to Section 409A of the Code, it shall be paid in a manner that will comply with Section 409A of the Code, including proposed, temporary, or final regulations or any other guidance issued by the Secretary of the Treasury and the Internal Revenue Service with respect thereto. Notwithstanding anything herein to the contrary, any provision in this Agreement that is inconsistent with Section 409A of the Code shall be deemed to be amended to comply with or be exempt from Section 409A of the Code and, to the extent such provision cannot be amended to comply therewith or be exempt therefrom, such provision shall be null and void. Notwithstanding any contrary provision in the Plan or this Agreement, any payment(s) of "nonqualified deferred compensation" (within the meaning of Section 409A of the Code) that are otherwise required to be made under the Plan or this Agreement to a "specified employee" (as defined under Section 409A of the Code) as a result of such employee's separation from service (other than a payment that is not subject to Section 409A of the Code) shall be delayed for the first six (6) months following such separation from service (or, if earlier, until the date of death of the specified employee) and shall instead be paid (in a manner set forth in this Agreement) upon expiration of such delay period. Notwithstanding anything to the contrary set forth in this Agreement, with respect to a grant of RSUs that is subject to Section 409A, where the payment or settlement will accelerate as a result of the Grantee's Disability, solely for purposes of determining the timing of payment, no such event will constitute a Disability for purposes of this Agreement unless such event also constitutes a "disability" as defined under Section 409A. Notwithstanding the foregoing, the Company and its Affiliates make no representations that the RSUs provided under this Agreement are exempt from or compliant with Section 409A of the Code and in no event shall the Company or any Affiliate be liable for all or any portion of any taxes, penalties, interest or other expenses that may be incurred by the Grantee on account of non-compliance with Section 409A of the Code.

22. Company Recoupment of Awards. The Grantee's rights with respect to this Award shall in all events be subject to (a) any right that the Company may have under any Company recoupment or clawback policy or other agreement or arrangement with the Grantee, and (b) any right or obligation that the Company may have regarding the clawback of "incentive-based compensation" under Section 10D of the Exchange Act and any applicable rules and regulations promulgated thereunder from time to time by the U.S. Securities and Exchange Commission or any other applicable law. The Grantee's acceptance of this Award will constitute the Grantee's acknowledgment of and consent to the Company's application, implementation and enforcement of any Company recoupment, clawback or similar policy that may apply to the Grantee and this Award, whether adopted before or after the Grant Date (whether though clawback, cancellation, recoupment, rescission, payback, reduction or other similar action in accordance therewith) and any applicable law relating to clawback, cancellation, recoupment, rescission, payback or reduction of compensation or other similar action, and the Grantee's agreement that the Company may take any actions that may be necessary to effectuate any such policy or applicable law, without further consideration or action.

23. Defined Terms.

(i) "Affiliate" means, with respect to any Person, any other Person controlling, controlled by or under common control with such particular Person, where "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of a Person whether through the ownership of voting securities, as trustee, personal representative or executor, by contract, credit arrangement or otherwise.

(ii) "Cause" has the meaning set forth in the offer letter or similar agreement between the Grantee and the Company; provided, that, if no such agreement exists or if "Cause" is not defined therein, "Cause" shall mean: (A) any willful or repeated failure by the Grantee to substantially perform the Grantee's material duties hereunder, other than a failure resulting from the Grantee's complete or partial incapacity due to physical or mental illness or impairment; (B) a material and willful violation of applicable federal or state law or regulation; (C) commission of a willful act by the Grantee which constitutes gross misconduct and is injurious to the successor company; (D) material breach or material violation of any successor company policy; or (E) the Grantee's material violation of any provision of any agreement(s) between the Grantee and the successor company and/or its affiliates.

(iii) "Change in Control" means: (i) the acquisition (other than from the Company) by any Person of the beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 50% or more of (A) the then outstanding shares or other equity securities of the Company, or (B) the combined voting power of the then outstanding securities of the Company entitled to vote generally in the election of directors (the "Company Voting Stock"); (ii) the closing of a sale or other conveyance of all or substantially all of the assets of the Company; or (iii) the effective time of any merger, share exchange, consolidation, or other business combination involving the Company if immediately after such transaction persons who hold a majority of the outstanding voting securities entitled to vote generally in the election of directors of the surviving entity (or the entity owning 100% of such surviving entity) are not Persons who, immediately prior to such transaction, held the Company Voting Stock; provided, however, that a Change in Control shall not include (W) any consolidation or merger effected exclusively to change the domicile of the Company, (X) any transaction or series of transactions principally for bona fide equity financing purposes in which cash is received by the Company or indebtedness of the Company is cancelled or converted or a combination thereof, (Y) a public offering of capital stock of the Company, or (Z) the ownership or acquisition of shares of capital stock of the Company by BFI Co., LLC or any "Qualified Stockholder" as defined in the Company's Amended and Restated Certificate of Incorporation as of the Grant Date. For purposes of this definition, a "Person" means any individual, entity or group within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act, other than: employee benefit plans sponsored or maintained by the Company and by entities controlled by the Company or an underwriter of the common stock of the Company in a registered public offering; provided, further, that no such event shall be a Change in Control unless such event would qualify as a "change in control" under Treasury Regulation Section 1.409A-3(i)(5).

(iv) "Disability" means, unless otherwise provided for by the Board or the Committee, that the Grantee would qualify to receive benefit payments under the long-term disability plan or policy, as it may be amended from time to time, of the Company or the Affiliate

to which the Grantee provides services as an employee regardless of whether the Grantee is covered by such policy. If the Company or the Affiliate to which the Grantee provides services as an employee does not have a long-term disability policy, "Disability" means that the Grantee is unable to carry out the responsibilities and functions of the position held by the Grantee by reason of any medically determined physical or mental impairment for a period of not less than ninety (90) consecutive days. A Grantee shall not be considered to have incurred a Disability unless he or she furnishes proof of such impairment sufficient to satisfy the Committee in its discretion.

(v) "Good Reason" has the meaning set forth in the offer letter or similar agreement between the Grantee and the Company; provided, that, if no such agreement exists or if "Good Reason" is not defined therein, "Good Reason" shall mean a material adverse change in Grantee's duties, responsibilities or authority or compensation (defined as base salary plus target bonus) from those in effect on the date of the Change in Control without Grantee's written consent.

(vi) "Qualifying Termination" shall mean if the Grantee's employment is terminated (i) without Cause or (ii) by the Grantee for Good Reason.

(vii) "Release Requirement" means the Grantee's execution and non-revocation of a general release of claims in favor of the Company within sixty (60) days following the Grantee's termination of employment if requested by the Company.

[*signature page to follow*]

IN WITNESS WHEREOF, this Agreement has been executed as of the date first above written.

PHIBRO ANIMAL HEALTH CORPORATION

By: _____
Name:
Title:

GRANTEE

_____

Name: [_____]

EXHIBIT 21.1

PHIBRO ANIMAL HEALTH CORPORATION LIST OF SUBSIDIARIES

SUBSIDIARY	JURISDICTION
8861 Dice Road LLC	California
First Dice Road Company, A California Limited Partnership	California
Western Magnesium Corp.	California
Phibro Animal Health Holdings, Inc.	Delaware
Phibro-Tech, Inc.	Delaware
PhibroWood, LLC	Delaware
Prince Agri Products, Inc.	Delaware
PMC Quincy, Inc.	Illinois
C P Chemicals, Inc.	New Jersey
Phibrochem, Inc.	New Jersey
OmniGen Research, LLC	Oregon
Phibro Animal Health de Argentina SRL	Argentina
Phibro Animal Health PTY Limited	Australia
Phibro Animal Health S.A.	Belgium
Phibro Saude Animal Internacional Ltda.	Brazil
Phibro Saude e Nutricao Animal Ltda.(1)	Brazil
Quimica Real Ltda.	Brazil
Phibro Animal Health Ltd.	Canada
Phibro Animal Health Holdings, Inc. Chile Limitada	Chile
Phibro Animal Health (Shanghai) Co., Ltd.	China
Phibro Suzhou Manufacturing Co., Ltd.	China
Phibro Animal Health Colombia S.A.S.	Colombia
Phibro Animal Health de Republica Dominicana, SRL	Dominican Republic
Phibro Animal Health (Egypt) LLC	Egypt
Phibro Animal Health For Trading (Egypt) S.A.E.	Egypt
Phibro Corporation Limited	Hong Kong
PT Phibro Animal Health	Indonesia
Phibro Animal Health Limited	Ireland
Abic Biological Laboratories Ltd.	Israel
Abic Veterinary Products Ltd.	Israel
Phibro Animal Health Ltd.(2)	Israel
Phibro Animal Nutrition Ltd.(3)	Israel
Phibro Israel Holdings Ltd.	Israel
pHi-Tech Animal Health Technologies Ltd.(4)	Israel
Zoetis Medolla Manufacturing S.R.L.	Italy
Phibro Corporation (M) Sdn. Bhd.	Malaysia
PB Animal Health de Mexico S. de R.L. de C.V.	Mexico
PBAH Peruana S.A.C.	Peru
Phibro Animal Health (Philippines), Inc.	Philippines
Phibro Animal Health (Poland) sp. z.o.o.	Poland
Phibro Animal Health (Proprietary) Limited	South Africa
Phibro Animal Health (Thailand) Limited	Thailand
Phibro Hayvan Sagligi Urunleri Sanayi ve Ticaret A.S	Turkey
Ferro Metal and Chemical Corporation Ltd.	United Kingdom
Phibro Animal Health SRL	Uruguay
Phibro Animal Health de Venezuela, C.A.	Venezuela
California Water Technologies LLC(5)	Michigan
North Field Extension, LLC(5)	New Jersey
Marion Bio-Tech, LLC(5)	Delaware
Hannibal Bio-Tech, LLC(5)	Delaware

(1) Formerly known as Planalquimica Industrial Ltda.

(2) Formerly known as Koffolk (1949) Ltd.

(3) Formerly known as Agrozan Ltd.

(4) Formerly known as Target Point-Technologies Ltd.

(5) We directly or indirectly own 50% of the entity.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-198809) of Phibro Animal Health Corporation of our report dated August 27, 2025 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Florham Park, New Jersey
August 27, 2025

EXHIBIT 31.1

CERTIFICATIONS

I, Jack C. Bendheim, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended June 30, 2025, of Phibro Animal Health Corporation;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 27, 2025

/s/ Jack C. Bendheim

Jack C. Bendheim

Chairman, President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATIONS

I, Glenn C. David, certify that:

1. I have reviewed this Annual Report on Form 10-K for the year ended June 30, 2025, of Phibro Animal Health Corporation;

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: August 27, 2025

/s/ Glenn C. David
Glenn C. David
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Dated: August 27, 2025

/s/ Jack C. Bendheim

Jack C. Bendheim
Chairman, President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION UNDER SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned certifies that this periodic report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in this periodic report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

Dated: August 27, 2025

/s/ Glenn C. David
Glenn C. David
Chief Financial Officer