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

FORM 10-Q

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

For the quarterly period ended: September 30, 2026
or

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

For the transition period from: to

Commission File No.: 001-34634

ICU MEDICAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	**33-0022692**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
951 Calle Amanecer , San Clemente , California	**92673**
(Address of principal executive offices)	(Zip Code)

(949) 366-2183
(Registrant's telephone number including area code)
N/A
(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, par value $0.10 per share	ICUI	The Nasdaq Stock Market LLC (Global Select Market)

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

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

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

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

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding at October 31, 2026
Common	25,010,099

ICU MEDICAL, INC. AND SUBSIDIARIES
Form 10-Q
September 30, 2026

Table of Contents

		Page Number
	Forward Looking Statements	1
PART I.	**Financial Information**	
Item 1.	Financial Statements (Unaudited)	
	Condensed Consolidated Balance Sheets at September 30, 2026 and December 31, 2025	3
	Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2026 and 2025	4
	Condensed Consolidated Statements of Comprehensive Income for the Three and Nine Months Ended September 30, 2026 and 2025	5
	Condensed Consolidated Statements of Stockholders' Equity for the Three and Nine Months Ended September 30, 2026 and 2025	6
	Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2026 and 2025	8
	Notes to Condensed Consolidated Financial Statements	10
Item 2.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	39
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	54
Item 4.	Controls and Procedures	54
PART II.	**Other Information**	
Item 1.	Legal Proceedings	55
Item1A.	Risk Factors	55
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	55
Item 5.	Other Information	56
Item 6.	Exhibits	56
	Signature	58

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements, other than statements of historical fact, contained in this Quarterly Report on Form 10-Q, including, without limitation, statements regarding: our future results of operations and financial position, including expected decreases in restructuring costs; our business strategy and approach; the anticipated benefits and costs associated with our purchase agreement with Otsuka Pharmaceutical Factory America, Inc. ("OPF"); expected capital expenditures; anticipated consumer demand; supply chain constraints; timing and resolution of the 2025 Warning Letter (as defined below); the expected impact of macroeconomic developments, such as foreign exchange, inflation and interest rates, and new accounting and tax regulations; the impact of the One Big Beautiful Bill Act (the "OBBBA"); as well as plans and objectives of management for future operations, are forward-looking statements. Without limiting the foregoing, in some cases, you can identify forward-looking statements by terms such as "aim," "may," "will," "should," "expect," "exploring," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential," "seeks," or "continue" or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. No forward-looking statement is a guarantee of future results, performance, or achievements, and one should avoid placing undue reliance on such statements.

The forward looking statements in this Quarterly Report on Form 10-Q are only predictions and are based largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are subject to a number of known and unknown risks, uncertainties and assumptions, including without limitation, the following:

- our failure to compete successfully with our competitors and maintain market share;
- significant decline in demand for our products;
- our inability to fund substantial investment in product development and recover such investment through commercial product sales;
- prolonged periods of inflation, rising interest rates and the impact of foreign currency exchange rates as a result of the current global macroeconomic and geopolitical conditions, for example, armed conflicts between Ukraine and Russia and in the Middle East;
- cost volatility or loss of supply of our raw materials could have an adverse effect on our profitability;
- significant changes in U.S. trade, tax or other policies that restrict imports or increase import tariffs for certain countries, particularly Mexico and Costa Rica;
- continuing pressures to reduce healthcare costs and inadequate coverage and reimbursement;
- our ability to comply with applicable laws, rules and regulations, including, without limitation, matters raised in a warning letter issued by the FDA in 2025, regarding modifications to our cleared MedFusion™ Model 4000 Syringe Infusion Pump and CADD™ Solis VIP Ambulatory Infusion Pump that could impact our continued commercial activity;
- disruptions at the FDA, other government agencies or notified bodies caused by funding shortages, policy changes, layoffs or turnover of personnel;
- failure to protect our information technology systems against security breaches, service interruptions, or misappropriation of data;
- our exposure to risks related to foreign currency exchange rates;
- damage to any of our manufacturing facilities or disruption to our supply chain network;
- our dependence on single and limited source third-party suppliers, which subjects our business and results of operations to risks of supplier business interruptions, and a loss or degradation in performance in our suppliers;
- our failure to achieve expected operating efficiencies or expense reductions associated with cost reduction and restructuring efforts;
- significant sales through our distributors;
- additional risks from international sales, related to competition with larger international companies and established local companies and our possibly higher cost structure;
- actual or perceived failures to comply with foreign, federal, and state data privacy and security laws, regulations and standards, or certain fraud and abuse and transparency laws;
- our failure to defend and enforce our patents or other proprietary rights and the cost of enforcing and of defending patent claims or claims of other proprietary rights; and expiration of our patents;

- our failure to effectively complete the integration of our business resulting from the Smiths Medical acquisition or manage our growth and changes to our business resulting from any other future acquisitions; and
- our use of a significant portion of our cash on hand and incurrence of a substantial amount of debt to finance the Smiths Medical acquisition, which could adversely affect our business, including by restricting our ability to engage in additional transactions or incur additional indebtedness;

For a more detailed discussion of these and other factors, see the information under the sections entitled "Summary Risk Factors," Part I. Item 1A. "Risk Factors" and Part II. Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the "2025 Annual Report on Form 10-K") filed with the Securities and Exchange Commission (the "SEC"), and the sections in this Quarterly Report on Form 10-Q entitled Part II. Item 1A "Risk Factors" and Part I. Item 2 "Management's Discussion and Analysis of Financial Condition and Results of Operations," in each case as updated by our periodic filings with the SEC.

Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified and some of which are beyond our control, you should not rely on these forward-looking statements as predictions of future events. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Moreover, we operate in an evolving environment. New risk factors and uncertainties may emerge from time to time, and it is not possible for management to predict all risk factors and uncertainties. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

PART I - FINANCIAL INFORMATION
Item1. Financial Statements (Unaudited)

ICU MEDICAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value data and treasury shares)

	September 30, 2026	December 31, 2025
	(Unaudited)	(1)
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 301,780	$ 307,963
Accounts receivable, net of allowance of $13,751 at September 30, 2026 and $14,383 at December 31, 2025	206,258	180,515
Inventories	607,268	615,859
Prepaid expenses and other current assets	104,559	86,217
TOTAL CURRENT ASSETS	1,219,865	1,190,554
PROPERTY, PLANT AND EQUIPMENT, net	444,991	451,817
OPERATING LEASE RIGHT-OF-USE ASSETS	36,170	54,470
GOODWILL	1,482,783	1,499,754
INTANGIBLE ASSETS, net	536,466	633,559
DEFERRED INCOME TAXES	25,437	25,891
OTHER ASSETS	69,161	62,877
INVESTMENTS IN UNCONSOLIDATED AFFILIATES	128,929	131,586
TOTAL ASSETS	$ 3,943,802	$ 4,050,508
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 142,989	$ 154,374
Accrued liabilities	342,805	315,337
Current portion of long-term debt	18,750	18,750
Income tax payable	10,089	10,400
TOTAL CURRENT LIABILITIES	514,633	498,861
LONG-TERM DEBT	1,133,096	1,265,917
OTHER LONG-TERM LIABILITIES	68,969	89,536
DEFERRED INCOME TAXES	8,764	37,756
INCOME TAX LIABILITY	26,922	34,613
COMMITMENTS AND CONTINGENCIES (Note 20)		
STOCKHOLDERS' EQUITY:		
Convertible preferred stock, $1.00 par value; Authorized — 500 shares; Issued and outstanding — none	—	—
Common stock, $0.10 par value; Authorized — 80,000 shares; Issued — 25,186 shares at September 30, 2026 and 24,688 shares at December 31, 2025; and outstanding — 25,010 shares at September 30, 2026 and 24,688 shares at December 31, 2025	2,519	2,469
Additional paid-in capital	1,487,156	1,465,118
Treasury stock, at cost 176,327 shares at September 30, 2026 and 172 shares at December 31, 2025)	(23,040)	(22)
Retained earnings	766,956	690,890
Accumulated other comprehensive loss	(42,173)	(34,630)
TOTAL STOCKHOLDERS' EQUITY	2,191,418	2,123,825
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 3,943,802	$ 4,050,508

(1) December 31, 2025 balances were derived from audited consolidated financial statements.
The accompanying notes are an integral part of these condensed consolidated financial statements.

ICU MEDICAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)
(In thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2026	**2025**	**2026**	**2025**
TOTAL REVENUES	$ 560,439	$ 536,990	$ 1,642,347	$ 1,690,558
COST OF GOODS SOLD	325,685	336,109	966,314	1,071,504
GROSS PROFIT	234,754	200,881	676,033	619,054
OPERATING EXPENSES:				
Selling, general and administrative	154,407	152,773	460,895	469,398
Research and development	21,754	21,251	65,736	66,409
Restructuring, strategic transaction and integration	6,271	13,138	44,374	46,053
TOTAL OPERATING EXPENSES	182,432	187,162	571,005	581,860
INCOME FROM OPERATIONS	52,322	13,719	105,028	37,194
INTEREST EXPENSE, NET	(15,240)	(19,808)	(47,481)	(62,388)
OTHER (EXPENSE) INCOME, NET	(3,142)	607	(4,438)	662
GAIN ON SALE OF BUSINESS	2,240	2,969	2,240	44,792
INCOME (LOSS) BEFORE INCOME TAXES AND EQUITY IN (LOSSES) EARNINGS OF UNCONSOLIDATED AFFILIATES	36,180	(2,513)	55,349	20,260
(PROVISION) BENEFIT FOR INCOME TAXES	(7,193)	658	20,451	(5,090)
NET INCOME (LOSS) FROM CONSOLIDATED COMPANIES	28,987	(1,855)	75,800	15,170
EQUITY IN (LOSSES) EARNINGS OF UNCONSOLIDATED AFFILIATES	(2,140)	(1,541)	266	1,296
NET INCOME (LOSS)	$ 26,847	$ (3,396)	$ 76,066	$ 16,466
NET INCOME (LOSS) PER SHARE				
Basic	$ 1.07	$ (0.14)	$ 3.05	$ 0.67
Diluted	$ 1.07	$ (0.14)	$ 3.02	$ 0.66
WEIGHTED AVERAGE NUMBER OF SHARES				
Basic	25,007	24,686	24,926	24,624
Diluted	25,145	24,686	25,153	24,783

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

ICU MEDICAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)
(In thousands)

	Three months ended September 30,		Nine months ended September 30,	
	2026	**2025**	**2026**	**2025**
NET INCOME (LOSS)	$ 26,847	$ (3,396)	$ 76,066	$ 16,466
Other comprehensive income (loss), net of tax:				
Cash flow hedge adjustments, net of tax of $0 and $0 for the three months ended September 30, 2026 and 2025, respectively, and $0 and $(2,247) for the nine months ended September 30, 2026 and 2025, respectively.	5,604	4,185	16,400	(10,515)
Foreign currency translation adjustment, net of tax of $0 for all periods	(4,441)	(4,520)	(23,988)	116,939
Other adjustments, net of tax of $0 for all periods	—	—	45	—
Other comprehensive income (loss), net of tax	1,163	(335)	(7,543)	106,424
COMPREHENSIVE INCOME (LOSS)	$ 28,010	$ (3,731)	$ 68,523	$ 122,890

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

ICU MEDICAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (Unaudited)
(Amounts in thousands)

	Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount					
Balance, January 1, 2026	**24,688**	**$ 2,469**	**$ 1,465,118**	**$ (22)**	**$ 690,890**	**$ (34,630)**	**$ 2,123,825**
Issuance of restricted stock and exercise of stock options	794	50	(13,665)	13,615	—	—	—
Tax withholding payments related to net share settlement of equity awards	(296)	—	—	(38,776)	—	—	(38,776)
Stock compensation	—	—	14,011	—	—	—	14,011
Other comprehensive loss, net of tax	—	—	3	—	—	(17,267)	(17,264)
Net income	—	—	—	—	30,132	—	30,132
Balance, March 31, 2026	**25,186**	**$ 2,519**	**$ 1,465,467**	**$ (25,183)**	**$ 721,022**	**$ (51,897)**	**$ 2,111,928**
Issuance of restricted stock and exercise of stock options	1	—	(1,364)	1,854	—	—	490
Tax withholding payments related to net share settlement of equity awards	(1)	—	—	(86)	—	—	(86)
Stock compensation	—	—	11,870	—	—	—	11,870
Other comprehensive income, net of tax	—	—	1	—	—	8,561	8,562
Net income	—	—	—	—	19,087	—	19,087
Balance, June 30, 2026	**25,186**	**$ 2,519**	**$ 1,475,974**	**$ (23,415)**	**$ 740,109**	**$ (43,336)**	**$ 2,151,851**
Issuance of restricted stock and exercise of stock options	2	—	(679)	679	—	—	—
Tax withholding payments related to net share settlement of equity awards	(2)	—	—	(304)	—	—	(304)
Stock compensation	—	—	11,863	—	—	—	11,863
Other comprehensive income, net of tax	—	—	(2)	—	—	1,163	1,161
Net income	—	—	—	—	26,847	—	26,847
Balance, September 30, 2026	**25,186**	**$ 2,519**	**$ 1,487,156**	**$ (23,040)**	**$ 766,956**	**$ (42,173)**	**$ 2,191,418**

	Common Stock		Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total
	Shares	Amount					
Balance, January 1, 2025	**24,518**	**$ 2,452**	**$ 1,412,118**	**$ (92)**	**$ 690,158**	**$ (139,401)**	**$ 1,965,235**
Issuance of restricted stock and exercise of stock options	152	9	(8,299)	8,423	—	—	133
Tax withholding payments related to net share settlement of equity awards	(59)	—	—	(8,391)	—	—	(8,391)
Stock compensation	—	—	12,179	—	—	—	12,179
Other comprehensive income, net of tax	—	—	3	—	—	34,006	34,009
Net loss	—	—	—	—	(15,476)	—	(15,476)
Balance, March 31, 2025	**24,611**	**$ 2,461**	**$ 1,416,001**	**$ (60)**	**$ 674,682**	**$ (105,395)**	**$ 1,987,689**
Issuance of restricted stock and exercise of stock options	77	8	5,480	351	—	—	5,839
Tax withholding payments related to net share settlement of equity awards	(2)	—	—	(297)	—	—	(297)
Stock compensation	—	—	14,457	—	—	—	14,457
Other comprehensive income, net of tax	—	—	(3)	—	—	72,753	72,750
Net income	—	—	—	—	35,338	—	35,338
Balance, June 30, 2025	**24,686**	**$ 2,469**	**$ 1,435,935**	**$ (6)**	**$ 710,020**	**$ (32,642)**	**$ 2,115,776**
Issuance of restricted stock and exercise of stock options	—	—	(25)	25	—	—	—
Tax withholding payments related to net share settlement of equity awards	—	—	—	(31)	—	—	(31)
Stock compensation	—	—	15,243	—	—	—	15,243
Other comprehensive loss, net of tax	—	—	(7)	—	—	(335)	(342)
Net loss	—	—	—	—	(3,396)	—	(3,396)
Balance, September 30, 2025	**24,686**	**$ 2,469**	**$ 1,451,146**	**$ (12)**	**$ 706,624**	**$ (32,977)**	**$ 2,127,250**

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

ICU MEDICAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(In thousands)

	Nine months ended September 30,	
	2026	**2025**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 76,066	$ 16,466
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	149,234	149,912
Noncash lease expense	11,341	13,739
Stock compensation	37,744	41,879
Loss on disposal and write-off of property, plant and equipment and other assets	2,074	3,211
Debt issuance costs amortization	2,398	5,112
Undistributed equity in earnings of unconsolidated affiliates	(266)	(1,296)
Net gain on sale of business	(2,240)	(44,792)
Other	20,473	18,217
Changes in operating assets and liabilities, net of amounts acquired:		
Accounts receivable	(29,548)	3,943
Inventories	2,319	(36,213)
Prepaid expenses and other current assets	(8,711)	(4,721)
Other assets	(1,737)	(7,149)
Accounts payable	(10,685)	23,328
Accrued liabilities	12,770	(28,887)
Income taxes, including excess tax benefits and deferred income taxes	(42,587)	(33,501)
Net cash provided by operating activities	218,645	119,248
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(45,999)	(63,397)
Proceeds from sale of business	5,931	211,185
Proceeds from sale of assets	39	42
Intangible asset additions	(5,245)	(7,210)
Net cash (used in) provided by investing activities	(45,274)	140,620
CASH FLOWS FROM FINANCING ACTIVITIES:		
Principal repayments of long-term debt	(134,688)	(272,750)
Proceeds from exercise of stock options	490	5,972
Payments on finance leases	(1,966)	(1,543)
Tax withholding payments related to net share settlement of equity awards	(39,166)	(8,719)
Net cash used in financing activities	(175,330)	(277,040)
Effect of exchange rate changes on cash	(4,224)	8,338
NET DECREASE IN CASH AND CASH EQUIVALENTS	(6,183)	(8,834)
CASH AND CASH EQUIVALENTS, beginning of period	307,963	308,566
CASH AND CASH EQUIVALENTS, end of period	$ 301,780	$ 299,732

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

ICU MEDICAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited) - CONTINUED
(In thousands)

	Nine months ended September 30,	
	2026	**2025**
SUPPLEMENTAL DISCLOSURES:		
Cash paid for income taxes	$ 20,502	$ 38,535
Cash paid for interest	$ 51,421	$ 64,537
NONCASH INVESTING ACTIVITIES:		
Purchases of property, plant, and equipment in accounts payable	$ 4,083	$ 5,544
Equity method investment - noncash (see Note 4)	$ —	$ 129,851

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

Note 1: Basis of Presentation

The accompanying unaudited interim condensed consolidated financial statements of ICU Medical, Inc. ("ICU" or the "Company"), a Delaware corporation, have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S.") and pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") and reflect all adjustments, consisting of only normal recurring adjustments, which are, in the opinion of management, necessary for a fair statement of the consolidated results for the interim periods presented. Results for the interim period are not necessarily indicative of results for the full year. Certain information and footnote disclosures normally included in annual consolidated financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. The condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K of ICU for the year ended December 31, 2025.

We develop, manufacture, and sell innovative medical products used in infusion therapy, vascular access, and vital care applications. Our product portfolio includes ambulatory, syringe, and large volume IV pumps and safety software; dedicated and non-dedicated IV sets; needlefree IV connectors; peripheral IV catheters; closed system transfer devices; pharmacy compounding systems; as well as a range of respiratory, anesthesia, patient monitoring, and temperature management products. We also offer IV Solutions products through a commercial relationship with the joint venture (as defined in Note 4: Disposal of Business). We sell the majority of our products globally through our direct sales force and through independent distributors throughout the U.S. and internationally. We also sell certain products on an original equipment manufacturer basis to other medical device manufacturers. All subsidiaries are wholly owned and are included in the condensed consolidated financial statements. All intercompany balances and transactions have been eliminated.

Certain reclassifications have been made to the prior year financial statements and footnotes to conform to the presentation used in the current year. In Note 12: Prepaid Expenses and Other Current Assets, amounts previously included in the "other" line item have been reclassified to separately present VAT/GST receivables, and prepaid insurance and property taxes and interest rate contracts have been combined with the "other" line item. In Note 6: Segment Data, amounts in the prior period significant segment expense table have been reclassified to conform to the current year presentation of standard cost of goods sold, other cost of goods sold, and tariffs and duties (income) expense, net. These reclassifications had no impact on the reported results of operations.

Note 2: New Accounting Pronouncements

Recently Issued Accounting Standards Not Yet Adopted

In October 2023, the FASB issued ASU 2023-06, Disclosure Improvements - Codification Amendments in Response to the SEC's Disclosure Update and Simplification Initiative. The amendments in this update modify the disclosure or presentation requirements of a variety of Topics in the Accounting Standards Codification ("ASC") in response to the SEC's Release No. 33-10532, Disclosure Update and Simplification Initiative, and align the ASC's requirements with the SEC's regulations. For entities within the scope, the guidance will be applied prospectively with the effective date for each amendment to be the date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. If the SEC has not removed the related disclosure from its regulations by June 30, 2027, the amendments will be removed from the Codification and will not become effective. We are currently assessing what impact this guidance will have on the Company's condensed consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, Disaggregation of Income Statement Expenses. The guidance requires disclosure of disaggregated income statement expense information about specific categories (including purchases of inventory, employee compensation, depreciation, and intangible asset amortization) in the notes to financial statements. In January 2025, FASB released ASU 2025-01 to clarify the guidance will be effective for annual periods beginning after December 15, 2026. This update will be applicable to our Annual Report on Form 10-K for the fiscal year December 31, 2027, with early application permitted. We are currently assessing the effect of this update on the Company's condensed consolidated financial statements and related disclosures.

In November 2025, the FASB issued ASU 2025-09, Derivatives and Hedging. The guidance aims to more closely align hedge accounting with the economics of an entity's risk management activities and to better reflect those strategies in financial reporting by enabling entities to achieve and maintain hedge accounting for highly effective economic hedges of forecasted transactions. This update will be effective for annual periods beginning after December 15, 2026, and interim periods

within those annual reporting periods. Early adoption is permitted. We are currently assessing the effect of this update on the Company's condensed consolidated financial statements and related disclosures.

There have been no other recent accounting pronouncements or changes in accounting pronouncements that are of significance or potential significance to us during the nine months ended September 30, 2026, as compared to the recent accounting pronouncements described in our 2025 Annual Report on Form 10-K.

Note 3: Restructuring, Strategic Transaction and Integration

Restructuring, strategic transaction and integration expenses were $6.3 million and $44.4 million for the three and nine months ended September 30, 2026, respectively, as compared to $13.1 million and $46.1 million for the three and nine months ended September 30, 2025, respectively.

Restructuring

During the three and nine months ended September 30, 2026, restructuring charges were $3.6 million and $23.5 million, respectively, as compared to $6.2 million and $21.2 million for the three and nine months ended September 30, 2025, respectively, and were primarily related to facility closure costs and severance costs.

The following table summarizes the activity in our restructuring-related accrual by major type of cost for the three and nine months ended September 30, 2026 (in thousands), which is included in accrued liabilities and other long-term liabilities on the condensed consolidated balance sheets:

	Employee & Related Costs	Facility & Other Closure Costs	Total
Accrued balance, January 1, 2026	$ 6,411	$ 5,737	$ 12,148
Charges incurred	2,233	4,663	6,896
Payments	(6,816)	(6,613)	(13,429)
Currency translation	(68)	(19)	(87)
Accrued balance, March 31, 2026	$ 1,760	$ 3,768	$ 5,528
Charges incurred	1,848	5,356	7,204
Payments	(2,625)	(4,275)	(6,900)
Currency translation	9	(32)	(23)
Accrued balance, June 30, 2026	$ 992	$ 4,817	$ 5,809
Charges incurred	1,229	2,344	3,573
Payments	(1,695)	(1,768)	(3,463)
Currency translation	—	(11)	(11)
Accrued balance, September 30, 2026	$ 526	$ 5,382	$ 5,908

The table above excludes $5.8 million of non-cash impairment charges related to operating lease right-of-use assets and property, plant and equipment, recorded during the nine months ended September 30, 2026, in connection with the early exit of certain facilities. These charges were classified to restructuring, strategic transaction and integration expense.

Strategic Transaction and Integration Expenses

We incurred and expensed $2.7 million and $20.9 million in strategic transaction and integration expenses during the three and nine months ended September 30, 2026, respectively, as compared to $6.9 million and $24.9 million in strategic transaction and integration expenses during the three and nine months ended September 30, 2025, respectively, which are included in restructuring, strategic transaction and integration expenses in our condensed consolidated statements of operations. The strategic transaction and integration expenses during the three and nine months ended September 30, 2026 and 2025 were primarily related to ongoing consulting expenses and employee costs incurred to integrate our Smiths Medical business acquired in 2022. For the nine months ended September 30, 2026, strategic transaction and integration expenses also included costs from certain facility consolidations incurred to integrate our Smiths Medical business acquired in 2022. For the nine

months ended September 30, 2025, transaction costs also included expenses related to the sale of a 60% ownership in our IV Solutions business that was completed during the second quarter of 2025.

Note 4: Disposal of Business

2025 Disposal of Business

On May 1, 2025, we sold to OPF a 60% ownership interest in Otsuka ICU Medical LLC (the "joint venture"), an entity we formed in 2025 and to which we contributed the net assets of our IV Solutions business. Upon the sale and as a result of a loss of control, we derecognized the net assets that comprised our IV Solutions business and recorded our retained 40% ownership interest at its estimated fair value as an equity method investment in the joint venture (see Note 11: Investment Securities). We have the ability to exercise significant influence over operating and financial policies of the joint venture, primarily through having two of the five seats on its Board of Directors.

Cash proceeds received from the sale, subject to conventional purchase price adjustments, were $211.2 million. We also are entitled to contingent consideration if the joint venture exceeds planned revenues or gross margin for the year ended December 31, 2026. Additionally, we have agreed to provide commercial, logistics, administrative, and other services, including continuing to provide certain manufacturing services for component parts for a period of up to five years from transaction close (see below table). Certain logistic and warehouse costs incurred on behalf of and reimbursed by the joint venture are pass-through expenses and net to zero within cost of goods sold in the condensed consolidated statement of operations. Other services are provided in exchange for fixed fee arrangements or reimbursement of our costs, depending on the respective terms of service negotiated. Fees charged for the services are recorded as reductions to the costs incurred to provide such services in the condensed consolidated statement of operations. Those services provided under fixed price arrangements were determined to be at less than fair value and, as such, we recognized an unfavorable contract liability of $20.2 million to account for the difference between the fair value of services to be provided and the estimated cost of providing such services over the five years from transaction close. The unfavorable contract liability is presented within other long-term liabilities in our condensed consolidated balance sheet, with the current portion included in accrued liabilities. This liability is being released to our condensed consolidated statement of operations as reduction to the costs incurred to provide the respective services within selling, general and administrative expenses.

For the three and nine months ended September 30, 2026, we recognized $3.8 million and $11.2 million, respectively, in fixed and variable service fees related to reimbursed expenses under the various transition service agreements and $1.1 million and $3.4 million, respectively, related to the release of the unfavorable contract liability. The fees, reimbursements and release of unfavorable contract liability serve to reduce the same line items as their respective incurred expenses within cost of goods sold or selling, general, and administrative expenses in our condensed consolidated statement of operations.

Fair value for our retained 40% ownership interest was determined using a market approach based on the proceeds received from OPF for its 60% controlling ownership interest. Fair value for services was estimated using a market approach based on observable margins for comparable services and the difference between the fair value of services and the estimated cost to provide the services through the term of the services agreement was discounted using our effective borrowing rate.

During the third quarter of 2025, upon finalizing the purchase price, the combined effect of the transaction for the nine months ended September 30, 2025 was a gain of $44.8 million, comprising the sum of a $45.6 million gain from the disposal of a 60% ownership interest in the joint venture, a $19.4 million gain from the difference between the fair value of our retained 40% ownership interest in the joint venture and our carrying value of that same proportionate ownership interest, and a $20.2 million unfavorable contract liability recorded upon disposition. The gain recognized in connection with the transaction during 2025 was presented as a separate line item in our condensed consolidated statement of operations. No gain related to contingent consideration was recorded. We will record such gain, if any, if and when the measurement period has ended and we have concluded that a payment will be received.

As part of the transaction, we provided OPF a call option to acquire our retained 40% ownership in the joint venture. Additionally, OPF provided us with a put option giving us the right to compel OPF to purchase our retained 40% ownership interest in the joint venture. The call and put options are exercisable at certain specified dates and for specified amounts based on certain historical financial metrics as set forth in the joint venture's Operating Agreement beginning five years after the closing. The call and put options were not recorded in our condensed consolidated financial statements since they do not meet the definition of a derivative specifically due to the absence of a net settlement feature.

Related Party Transactions

We account for our retained 40% interest in the joint venture as an equity method investment (see Note 11: Investment Securities), having the ability to exercise significant influence over operating and financial policies of the joint venture, primarily through having two of the five seats on its Board of Directors. Additionally, in connection with the closing of the transaction on May 1, 2025, we entered into certain agreements with OPF, which cover the governance of the joint venture and require us to provide certain commercial, logistics, manufacturing supply, administrative, and other services for a period of up to five years from transaction close.

The following table presents condensed consolidated financial statement data resulting from transactions with the joint venture (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Condensed consolidated statement of operations:				
Manufacturing services agreement revenue (total revenue)	$ 4,026	$ 3,632	$ 12,276	$ 7,145
Manufacturing services agreement cost of goods sold (costs of good sold)	$ 3,332	$ 3,428	$ 10,633	$ 6,529
Service fees - Otsuka ICU Medical LLC (cost of goods sold)	$ 516	$ 311	$ 1,577	$ 428
Service fees - Otsuka ICU Medical LLC (selling, general & administrative)	$ 3,236	$ 2,843	$ 9,582	$ 4,917
Equity in (losses) earnings of unconsolidated affiliates	$ (2,140)	— $ (1,541)	266	$ 1,296

The joint venture is a pass-through entity for income tax purposes and, as such, does not record income tax at the entity level. We record our equity in (losses) earnings of unconsolidated affiliates before any related income tax recognized as a separate line item in our condensed consolidated statements of operations. Income taxes on our share of the joint venture's earnings are included within provision for income taxes in our condensed consolidated statements of operations.

As of September 30, 2026 and December 31, 2025, a $0.7 million and $0.8 million related-party receivable, respectively, from the joint venture was included within prepaid expenses and other current assets in our condensed consolidated balance sheet.

2026 Disposal of Business

On March 6, 2026, we entered into a definitive agreement to divest certain assets constituting a business, as defined under ASC 805, *Business Combinations*. During the three and nine months ended September 30, 2026, we completed the sale of the business for total proceeds of $5.9 million, resulting in a recognized gain of $2.2 million.

Note 5: Revenue

Revenue Recognition

Our business units are Consumables, Infusion Systems and Vital Care. The vast majority of our sales of these products within these business units are made on a stand-alone basis to hospitals and distributors. Revenue is typically recognized upon transfer of control of the products, which we deem to be at point of shipment. For purposes of revenue recognition for our software licenses and renewals, we consider the control of these products to be transferred to a customer at a certain point in time; therefore, we recognize revenue at the start of the applicable license term.

Payment is typically due in full within 30 days of delivery or the start of the contract term. Revenue is recorded in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. We include variable consideration in net sales only to the extent that a significant reversal in revenue is not probable when the uncertainty is resolved. Our variable consideration includes distributor chargebacks, product returns and end customer rebates with distributor chargebacks representing the majority and subject to the greatest judgment.

Chargebacks are the difference between the prices we charge our distribution customers at the time they purchase our products and the contracted prices we have with the end customer, most often in the U.S. and Canada. When a distributor sells our products to one of our contracted end customers, the distributor typically will claim a refund from us for the chargeback amount which we process as a credit to the distributor.

In estimating the transaction price to present as net revenue for sales to distributors, we must estimate the expected chargeback amount that we will refund to the distributor after they sell our product to a contracted end customer. Determining the appropriate chargeback reserve requires judgment around the following assumptions:

(i) The estimated chargeback amount (the difference between the price we invoice the distributor and the contractually agreed price with specified end customers); and

(ii) The estimated period of time between the sale to the distributor and the receipt of a chargeback claim.

For purposes of estimating the expected chargeback amount, we utilize actual recent historical chargebacks paid to the specific distributor for similar products as determined at either a product or product-family level. While individual chargeback rates can vary significantly depending on the product and contracted prices with distributors and end customers, our chargeback reserve estimate is not overly sensitive to those individual price changes due to the long-term nature of our distributor and end customer contracts as well as consistency in purchasing patterns. Additionally, the use of the actual chargeback history to calculate an average chargeback rate has historically resulted in a reasonable estimation of overall current contract rates.

For purposes of estimating the period of time between the sale to the distributor and the receipt of a chargeback claim, we utilize several sources of information including actual inventory quantities of our products on hand at distributors. This inventory on hand information is received from the distributors or, when specific quantities are not provided, estimated by using the targeted days of inventory on hand for distributors. Historical experience of actual chargebacks paid has indicated that use of this information has reasonable predictive value of outstanding chargebacks and accounts for the variability of purchasing patterns and expected timing and volume of sales to end customers. The value of the chargeback reserve generally represents approximately two months of obligation due to the timing difference between the initial sale to a distributor and the processing of a chargeback claim after the product is sold to the end customer.

The chargeback reserve estimates change from period-to-period primarily based on changes in revenue from/and the inventory levels of distributors. Our judgments regarding the information used to calculate the chargeback reserve are consistent from period to period; however, on a regular basis, we evaluate the adequacy of the chargeback reserve to reassess and ensure that the variable consideration is appropriately constrained, and the likelihood of future revenue reversal is not probable. We use metrics including chargeback provision as a percentage of gross revenue, movements in inventory on hand at distributors, trends in accrued versus paid chargebacks and impacts from price changes and similar metrics.

The chargeback reserve reflects a reasonable estimate of the amount of consideration using the expected value method and is recorded as a reduction of accounts receivable, net on the consolidated balance sheets.

We also offer certain volume-based rebates to both our distribution and end customers, which is recorded as variable consideration when calculating the transaction price. Rebates are offered on both a fixed and tiered/variable basis. In both cases, we use information available at the time, including current contractual requirements, our historical experience with each customer and forecasted customer purchasing patterns, to estimate the most likely rebate amount.

We also warrant products against defects and have a policy permitting the return of defective products, for which we accrue and expense at the time of sale using information available at that time and our historical experience. We also provide for extended service-type warranties, which we consider to be separate performance obligations. We allocate a portion of the transaction price to the extended service-type warranty based on its estimated relative selling price, and recognize revenue over the period the warranty service is provided.

Arrangements with Multiple Performance Obligations

We also enter into arrangements which include multiple performance obligations. The most significant judgments related to these arrangements include:

- Identifying the various performance obligations of these arrangements.

- Estimating the relative standalone selling price of each performance obligation, typically using a directly observable method or calculated on a cost plus margin basis method.

Revenue Disaggregated

The following table represents our revenues disaggregated by product line (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
Product line	**2026**	**2025**	**2026**	**2025**
Consumables	$ 298,401	$ 285,089	$ 865,952	$ 824,448
Infusion Systems	192,526	173,909	561,128	507,905
Vital Care [(1)]	69,512	77,992	215,267	358,205
Total Revenues	$ 560,439	$ 536,990	$ 1,642,347	$ 1,690,558

[(1)] During May 2025, we completed the sale of 60% interest in our IV Solutions business (see Note 4: Disposal of Business).

The following table represents our revenues disaggregated by geography (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
Geography	**2026**	**2025**	**2026**	**2025**
United States	$ 361,225	$ 307,131	$ 1,026,629	$ 1,030,808
Europe, the Middle East and Africa	90,728	115,092	290,472	309,839
APAC	50,510	57,477	164,441	175,292
Other Foreign	57,976	57,290	160,805	174,619
Total Revenues	$ 560,439	$ 536,990	$ 1,642,347	$ 1,690,558

Contract Balances

The following table presents the changes in our contract balances for the nine months ended September 30, 2026 and 2025 (in thousands), which are included in accrued liabilities and other long-term liabilities on the condensed consolidated balance sheets:

	Contract Liabilities
Beginning balance, January 1, 2026	$ 41,233
Equipment revenue recognized	(82,594)
Equipment revenue deferred due to implementation	113,060
Software revenue recognized	(28,507)
Software revenue deferred due to implementation	27,348
Government grant income recognized[1]	(1,369)
Other deferred revenue recognized	(1,450)
Other deferred revenue	1,729
Ending balance, September 30, 2026	$ 69,450
Beginning balance, January 1, 2025	$ 39,403
Equipment revenue recognized	(46,677)
Equipment revenue deferred due to implementation	51,563
Software revenue recognized	(8,758)
Software revenue deferred due to implementation	4,293
Government grant income recognized[1]	(1,545)
Other deferred revenue recognized	(1,712)
Other deferred revenue	646
Ending balance, September 30, 2025	$ 37,213

[1] The government grant income deferred is amortized over the life of the related depreciable asset as a reduction to depreciation expense.

Our contract liabilities are included in accrued liabilities or other long-term liabilities in our condensed consolidated balance sheet based on the expected timing of revenue recognition.

As of September 30, 2026, revenue from remaining performance obligations is as follows:

	Recognition Timing	
(in thousands)	**< 12 Months**	**> 12 Months**
Equipment deferred revenue	$ 55,106	$ 371
Software deferred revenue	5,014	1,799
Government grant deferred income[1]	2,064	3,908
Other deferred revenue[2]	1,188	—
Total	$ 63,372	$ 6,078

[1] The government grant deferred income is amortized over the life of the related depreciable asset as a reduction to depreciation expense.

[2] Other deferred revenue includes pump development programs, purchased training and extended warranty.

Note 6: Segment Data

The Company has a single operating and reportable segment. The segment is organized by and derives revenues from the manufacture and sale of our medical products which are used in infusion therapy, vascular access, and vital care applications. Our product portfolio includes ambulatory, syringe, and large volume IV pumps and safety software; dedicated and non-dedicated IV sets, needlefree IV connectors, IV catheters, and sharps safety products; closed system transfer devices and pharmacy compounding systems; as well as a range of respiratory, anesthesia, patient monitoring, and temperature management products. We also offer IV Solutions products through a commercial relationship with the joint venture. Our product lines, as disclosed in Note 5: Revenue, were determined to be a single operating segment as discrete financial

information by product-line is limited to revenue and standard cost. Other cost of sale expenses, which include above-site manufacturing costs, manufacturing variances and supply chain costs including freight and warehousing are not allocated to individual product lines. Similarly, quality, regulatory and other operating expenses are only provided to our chief operating decision maker ("CODM") at the consolidated level.

For information on disaggregation of revenues by product-line and geography, see Note 5: Revenue.

Our chief executive officer is our CODM. Our CODM uses net profit (loss) to manage our business activities on a consolidated basis and to evaluate and assess the performance of the Company when determining how to allocate capital resources. Our segment performance is monitored and resource allocation is determined during the consolidated annual budget/forecast processes. The measure of segment assets is reported on the condensed consolidated balance sheets as total assets. Expenditures for additions to long-lived assets were $17.8 million and $51.2 million for the three and nine months ended September 30, 2026, respectively, and $31.7 million and $70.6 million for the three and nine months ended September 30, 2025, respectively.

The following table presents information about our segment revenue, segment profit or loss, and significant segment expenses (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
REVENUES	$ 560,439	$ 536,990	$ 1,642,347	$ 1,690,558
Less:				
Standard COGS[1]	220,187	230,009	658,675	771,638
Quality remediation/recall[2]	6,610	13,797	19,908	29,483
Other COGS[3]	99,749	80,655	283,458	249,683
Tariffs and duties (income) expense, net[4]	(861)	11,648	4,273	20,700
Selling, general and administrative	154,407	152,773	460,895	469,398
Research and development	21,754	21,251	65,736	66,409
Restructuring and integration	6,271	13,138	44,374	46,053
Other segment items[5]	(1,959)	(5,997)	(5,511)	(53,623)
Interest expense	18,101	22,229	55,190	70,557
Income (benefit) tax provision	7,193	(658)	(20,451)	5,090
Equity in losses (earnings) of unconsolidated affiliates	2,140	1,541	(266)	(1,296)
Net income (loss)	$ 26,847	$ (3,396)	$ 76,066	$ 16,466

(1) Represents the average annual budgeted cost of producing each good sold in the period.

(2) Represents significant labor and material costs to replace or repair a product outside the scope of standard warranty and compliance costs related to quality systems and manufacturing operations.

(3) Includes costs related to capitalized manufacturing variances to standard COGS, supply chain and logistics costs including freight, inventory management and reserves, hardware service, quality and regulatory, and operations and supply chain management costs.

(4) For the three and nine months ended September 30, 2026, tariff and duties (income) expense, net of ($0.9) million and $4.3 million, respectively, included $0.6 million and $2.5 million, respectively, typically grouped within standard COGS, and $8.9 million and $31.0 million, respectively, typically grouped within other COGS. The amounts typically grouped within Other COGS were net of $10.4 million and $29.2 million of tariff refunds recognized during the three and nine months ended September 30, 2026, respectively.
For the three and nine months ended September 30, 2025, tariff and duties (income) expense, net included $0.7 million and $2.3 million, respectively, typically grouped within standard COGS, and $10.9 million and $18.4 million, respectively, typically grouped within other COGS.

(5) Includes interest income, gain/loss on disposition of assets, gain/loss on foreign exchange, other miscellaneous income/expense, impairment on equity method investment, and gain on sale of business.

For information on depreciation expense, see Note 14: Property, Plant, & Equipment. For information on amortization expense, see Note 15: Goodwill and Intangible Assets, Net.

Significant Customers

We sell products worldwide, on credit terms on an unsecured basis, as an OEM supplier, to independent medical supply distributors and directly to end customers. The manufacturers and distributors, in turn, sell our products to healthcare providers. For the three and nine months ended September 30, 2026, our consolidated worldwide net sales to a single distributor were 20%, and 19%, respectively, and for the three and nine months ended September 30, 2025, were 17% and 17%.

Geographic Information

The table below presents our gross long-lived assets, consisting of property, plant and equipment, by country or region (in thousands):

	As of	
	September 30, 2026	**December 31, 2025**
Costa Rica	174,578	168,678
Mexico	133,172	127,389
Other LATAM	81,212	71,054
Canada	2,001	1,982
Italy	35,329	35,468
Spain	22,366	21,532
Czech Republic	744	14,111
Other Europe	10,861	11,485
APAC	28,999	28,239
Total Foreign	$ 489,262	$ 479,938
United States	646,017	617,792
Worldwide Total	$ 1,135,279	$ 1,097,730

Note 7: Leases

We determine if an arrangement is a lease at inception. Our operating lease assets are separately stated in operating lease right-of-use ("ROU") assets and our financing lease assets are included in other assets on our condensed consolidated balance sheets. Our lease liabilities are included in accrued liabilities and other long-term liabilities on our condensed consolidated balance sheets. We have elected not to recognize an ROU asset and lease liability for leases with terms of twelve months or less.

Lease ROU assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. Most of our leases do not provide an implicit rate; therefore, we use our incremental borrowing rate, which is the rate incurred to borrow on a collateralized basis over a similar term based on the information available at commencement date. Our lease ROU assets exclude lease incentives and initial direct costs incurred. Our lease terms include options to extend when it is reasonably certain that we will exercise that option. All of our leases have stated lease payments, which may include fixed rental increases. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term.

Our leases are for corporate, research and development and sales and support offices, manufacturing and distribution facilities, device service centers and certain equipment. Our leases have original lease terms of one year to fifteen years, some of which include options to extend the leases for up to an additional five years. For all of our leases, we do not include optional periods of extension in our current lease terms because we determined the exercise of options to extend is not reasonably certain.

The following table presents the components of our lease cost (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Operating lease cost	$ 3,177	$ 4,648	$ 11,523	$ 14,778
Impairment of operating lease ROU assets [1]	—	—	7,922	—
Finance lease cost — interest	132	136	355	296
Finance lease cost — reduction of ROU assets	629	617	1,905	1,429
Short-term lease cost	—	—	—	7
Total lease cost	$ 3,938	$ 5,401	$ 21,705	$ 16,510

[1] During the nine months ended September 30, 2026, we recorded non-cash impairment charges to reduce the carrying value of operating lease ROU assets to their estimated fair values, driven by the early exit of the facilities as we integrate the Smiths Medical business acquired in 2022. The impairment charges are included in restructuring, strategic transaction and integration expense in our condensed consolidated statements of operations and as a non-cash add back to net income included in the Other line item within net cash provided by operating activities on the condensed consolidated statement of cash flows.

Interest expense on our finance leases is included in interest expense, net in our condensed consolidated statements of operations. The reduction of the operating and finance ROU assets is included as noncash lease expense in costs of goods sold and selling, general and administrative expenses in our condensed consolidated statements of operations.

The following table presents the supplemental cash flow information related to our leases (in thousands):

	Nine months ended September 30,	
	2026	2025
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$ 12,368	$ 13,531
Operating cash flows from finance leases	$ 355	$ 296
ROU assets obtained in exchange for lease obligations:		
Operating leases	$ 3,735	$ 12,195
Finance leases	$ 4,704	$ 3,728
Non-cash operating lease terminations, modifications, and impairments:		
Operating lease ROU assets derecognized	$ (3,973)	$ —
Operating lease liabilities derecognized	$ (3,844)	$ —
Reduction in operating lease ROU assets due to impairment	$ (7,922)	$ —

The following table presents the supplemental balance sheet information related to our operating leases (in thousands, except lease term and discount rate):

	As of	
	September 30, 2026	December 31, 2025
Operating leases		
Operating lease ROU assets[1]	$ 36,170	$ 54,470
Accrued liabilities	$ 12,946	$ 13,825
Other long-term liabilities	33,768	43,951
Total operating lease liabilities	$ 46,714	$ 57,776
Weighted-Average Remaining Lease Term		
Operating leases	4.9 years	6.3 years
Weighted-Average Discount Rate		
Operating leases	5.69 %	5.40 %

[1] During the nine months ended September 30, 2026, we recorded non-cash impairment charges of $7.9 million to reduce the carrying value of operating lease ROU assets to their estimated fair values, driven by the early exit of the facilities.

The following table presents the supplemental balance sheet information related to our finance leases (in thousands, except lease term and discount rate):

	As of	
	September 30, 2026	December 31, 2025
Finance leases		
Finance lease ROU assets (other assets)	$ 8,352	$ 5,599
Accrued liabilities	$ 2,525	$ 2,095
Other long-term liabilities	6,101	3,729
Total finance lease liabilities	$ 8,626	$ 5,824
Weighted-Average Remaining Lease Term		
Finance leases	5.1 years	3.0 years
Weighted-Average Discount Rate		
Finance leases	6.66 %	6.29 %

As of September 30, 2026, the maturities of our operating and finance lease liabilities for each of the next five years and thereafter are approximately (in thousands):

	Operating Leases	Finance Leases
Remainder of 2026	$ 4,204	$ 816
2027	14,086	2,906
2028	10,667	2,329
2029	8,216	1,313
2030	4,870	543
2031	5,044	421
Thereafter	6,660	1,922
Total lease payments	53,747	10,250
Less imputed interest	(7,033)	(1,624)
Total	$ 46,714	$ 8,626

Note 8: Net Income (Loss) Per Share

Basic earnings per share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the period plus any dilutive securities. Dilutive securities include outstanding common stock options and unvested restricted stock units, less the number of shares that could have been purchased with the proceeds from the exercise of the options, using the treasury stock method. Options and restricted stock units that are anti-dilutive are not included in the treasury stock method calculation. A net loss for the three months ended September 30, 2025 causes all of the potentially dilutive common shares to be antidilutive and, accordingly, they were not included in the computation of diluted earnings per share, and basic and diluted net loss per share are equal for that period.

The following table presents the calculation of net earnings per common share ("EPS") — basic and diluted (in thousands, except per share data):

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Net income (loss)	$ 26,847	$ (3,396)	$ 76,066	$ 16,466
Weighted-average number of common shares outstanding (basic)	25,007	24,686	24,926	24,624
Dilutive securities[(1)]	138	—	227	159
Weighted-average common and common equivalent shares outstanding (diluted)	25,145	24,686	25,153	24,783
EPS — basic	$ 1.07	$ (0.14)	3.05	0.67
EPS — diluted	$ 1.07	$ (0.14)	3.02	0.66
Total anti-dilutive stock options and restricted stock awards	35	41	40	40

(1) Due to the net loss for the three months ended September 30, 2025, there are no potentially dilutive common shares included in the computation of diluted earnings per share.

Note 9: Derivatives and Hedging Activities

Hedge Accounting and Hedging Program

The purposes of our cash flow hedging programs are to manage the foreign currency exchange rate risk on forecasted revenues and expenses denominated in currencies other than the functional currency of the operating unit, and to manage floating interest rate risk associated with future interest payments on the variable-rate term loans issued in 2022 and refinanced in 2025. We do not issue derivatives for trading or speculative purposes.

To receive hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedge, and the hedges must be highly effective in offsetting changes to future cash flows on hedged transactions. The derivative instruments we utilize, including various foreign exchange contracts and interest rate swaps, are designated and qualify as cash flow hedges. Our derivative instruments are recorded at fair value on the condensed consolidated balance sheets and are classified based on the instrument's maturity date. We record gains or losses from changes in the fair values of the derivative instruments as a component of other comprehensive income (loss) and we reclassify those gains or losses into earnings in the same line item associated with the forecasted transaction and in the same period during which the hedged transaction affects earnings. If the underlying forecasted transaction does not occur, or it becomes probable that it will not occur, we reclassify the gain or loss on the related derivative instrument from accumulated other comprehensive loss into earnings immediately.

Foreign Currency Exchange Rate Risk

Foreign Exchange Forward Contracts

We enter into foreign exchange forward contracts to hedge a portion of our forecasted foreign currency-denominated revenues and expenses to minimize the effect of foreign exchange rate movements on the related cash flows. These contracts are agreements to buy or sell a quantity of a currency at a predetermined future date and at a predetermined exchange rate. Our foreign exchange forward contracts hedge exposures principally denominated in Mexican Pesos ("MXN"), Euros ("EUR"), Japanese Yen ("JPY"), Canadian Dollar ("CAD"), and Australian Dollar ("AUD") and have varying maturities with an average remaining term of approximately two months. The total notional amount of these outstanding derivative contracts as of September 30, 2026 was $75.3 million, which included the notional equivalent of $21.2 million in CAD, $27.2 million in EUR, $24.7 million in MXN, and $2.2 million in other foreign currencies, with terms currently through December 2026.

Floating Interest Rate Risk

In 2022, we entered into interest rate swaps to reduce the interest rate volatility on our variable-rate term loan A and variable-rate term loan B (see Note 18: Long-Term Debt). We exchange, at specified intervals, the difference between fixed and floating interest amounts calculated by reference to an agreed-upon notional amount. Effective March 30, 2022, the term loan A swap, as amended, has an initial notional amount of $300.0 million, reducing to $150.0 million evenly on a quarterly basis, excluding its final maturity on March 30, 2027. We pay a fixed rate of 1.32% and receive the greater of 3-months USD Secured Overnight Financing Rate ("SOFR") or (0.15)%. The total notional amount of this outstanding derivative as of September 30, 2026 was approximately $157.9 million. Effective March 30, 2022, the term loan B swap, as amended, had an initial notional amount of $750.0 million, reducing to $46.9 million evenly on a quarterly basis through its final maturity on March 30, 2026. We paid a fixed rate of 1.17% and received the greater of 3-months USD SOFR or 0.35%. This swap matured on March 30, 2026.

In June 2023, we entered into an additional interest rate swap that hedges both term loan A and term loan B interest payments. The total notional amount of the swap is $300.0 million. The hedge matures on June 30, 2028. We pay a fixed rate of 3.88% and receive 3-months USD SOFR.

In February 2026, we entered into an additional interest rate swap that hedges term loan A interest payments. Effective March 31, 2026, the swap has a notional amount of $225.0 million. The hedge matures on December 31, 2029. We pay a fixed rate of 3.30% and receive 3-months USD SOFR.

These swaps effectively convert the relevant portion of the floating-rate term loans to fixed rates.

The following table presents the fair values of our derivative instruments included within the Condensed Consolidated Balance Sheets (in thousands):

Condensed Consolidated Balance Sheet Location	Derivatives Designated as Cash Flow Hedging Instruments		
	Foreign Exchange Contracts	Interest Rate Swaps	Gross Derivatives
As of September 30, 2026			
Prepaid expenses and other current assets	$ 2,616	$ 6,096	$ 8,712
Other assets	—	8,362	8,362
Total assets	$ 2,616	$ 14,458	$ 17,074
Accrued liabilities	$ 876	$ —	$ 876
Total liabilities	$ 876	$ —	$ 876
As of December 31, 2025			
Prepaid expenses and other current assets	$ 1,093	$ 3,745	$ 4,838
Other assets	70	664	734
Total assets	$ 1,163	$ 4,409	$ 5,572
Accrued liabilities	$ 479	$ 1,508	$ 1,987
Other long-term liabilities	67	3,196	3,263
Total liabilities	$ 546	$ 4,704	$ 5,250

We recognized the following gains (losses) on our derivative instruments designated as cash flow hedges in other comprehensive income before reclassifications to net income (loss) (in thousands):

	Gains (Losses) Recognized in Other Comprehensive Income			
	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Derivatives designated as cash flow hedging instruments:				
Foreign exchange forward contracts	$ (386)	$ 858	$ 4,243	$ 2,515
Interest rate swaps	8,781	6,885	18,260	(5,181)
Total derivatives designated as cash flow hedging instruments	$ 8,395	$ 7,743	$ 22,503	$ (2,666)

The following table presents the effects of our derivative instruments designated as cash flow hedges on the Condensed Consolidated Statements of Operations (in thousands):

		Gains (Losses) Reclassified From Accumulated Other Comprehensive Income into Income			
		Three months ended September 30,		Nine months ended September 30,	
	Location of Gains (Losses) in the Condensed Consolidated Statements of Operations	2026	2025	2026	2025
Derivatives designated as cash flow hedging instruments:					
Foreign exchange forward contracts	Total revenues	$ 1,568	$ (79)	$ 2,877	$ 794
Foreign exchange forward contracts	Cost of goods sold	88	722	(270)	(685)
Interest rate swaps	Interest expense	1,153	2,915	3,507	9,987
Total derivatives designated as cash flow hedging instruments		$ 2,809	$ 3,558	$ 6,114	$ 10,096

As of September 30, 2026, we expect an estimated $1.7 million in deferred gains on the outstanding foreign exchange contracts and an estimated $6.1 million in deferred gains on the interest rate swaps will be reclassified from accumulated other comprehensive loss to net income during the next 12 months concurrent with the underlying hedged transactions also being reported in net income.

Note 10: Fair Value Measurements

Fair value is the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There are three levels of inputs that may be used to measure fair value:

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

Recurring Fair Value Measurements

Foreign Exchange Contracts and Interest Rate Contracts

The fair value of our Level 2 foreign exchange contracts is estimated using observable market inputs such as known notional value amounts, spot and forward exchange rates. These inputs relate to liquid, heavily traded currencies with active markets which are available for the full term of the derivative.

The fair value of our Level 2 interest rate swaps is estimated using a pricing model that reflects the terms of the contracts, including the period to maturity, and relies on observable market inputs such as known notional value amounts and USD interest rate curves.

Our assets and liabilities measured at fair value on a recurring basis consisted of the following Level 1, 2 and 3 inputs as defined above (in thousands):

	Fair value measurements as of September 30, 2026			
	Total carrying value	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)
Assets:				
Foreign exchange contracts:				
Prepaid expenses and other current assets	$ 2,616	$ —	$ 2,616	$ —
Interest rate contracts:				
Prepaid expenses and other current assets	6,096	—	6,096	—
Other assets	8,362	—	8,362	—
Total Assets	$ 17,074	$ —	$ 17,074	$ —
Liabilities:				
Foreign exchange contracts:				
Accrued liabilities	$ 876	$ —	$ 876	$ —
Total Liabilities	$ 876	$ —	$ 876	$ —

	Fair value measurements as of December 31, 2025			
	Total carrying value	Quoted prices in active markets for identical assets (level 1)	Significant other observable inputs (level 2)	Significant unobservable inputs (level 3)
Assets:				
Foreign exchange contracts:				
Prepaid expenses and other current assets	$ 1,093	$ —	$ 1,093	$ —
Other assets	70	—	70	—
Interest rate contracts:				
Prepaid expenses and other current assets	3,745	—	3,745	—
Other assets	664	—	664	—
Total Assets	$ 5,572	$ —	$ 5,572	$ —
Liabilities:				
Foreign exchange contracts:				
Accrued liabilities	$ 479	$ —	$ 479	$ —
Other long-term liabilities	67	—	67	—
Interest rate contracts:				
Accrued liabilities	1,508	—	1,508	—
Other long-term liabilities	3,196	—	3,196	—
Total Liabilities	$ 5,250	$ —	$ 5,250	$ —

Nonrecurring Fair Value Measurements

We measure certain items on a nonrecurring basis due to particular circumstances or when specific transactions occur such as a retained investment resulting from a partial sale. On May 1, 2025, we measured our retained equity method investment in Otsuka ICU Medical LLC (see Note 11: Investment Securities) at fair value in connection to the sale of a 60% interest of our IV Solutions business (see Note 4: Disposal of Business). The fair value was estimated using a market-based approach and is classified as a Level 3 fair value measurement.

Note 11: Investment Securities

Investments in Non-Marketable Equity Securities

Investments in Unconsolidated Affiliates

We hold equity method investments in certain entities. We apply the equity method of accounting for investments in unconsolidated affiliates when we determine we have a significant influence, but not a controlling interest in the investee. We determine whether we have significant influence by considering key factors such as ownership interest, representation on the board of directors, participation in policy making decisions, business relationship and material intra-entity transactions, among other factors. Our equity method investments are reported at cost and adjusted each period for our share of the investee's income or (loss) and dividend paid, if any. We eliminate any intra-entity profits to the extent of our beneficial interest. We assess our equity method investments for impairment on an annual basis or whenever events or circumstances indicate that the carrying value of the investment may not be recoverable.

Otsuka ICU Medical LLC

On April 24, 2025, the Company completed the formation of ICU Medical Pearl LLC (n/k/a Otsuka ICU Medical LLC (“joint venture”)) and transferred the assets, liabilities and operations that comprise the IV Solutions business to the joint venture. Pursuant to the agreement, we sold 60% of our IV Solutions business to OPF and the Company retained 40% ownership interest in the business. The initial investment, which includes a step up in basis on the retained 40% interest of $19.4 million, was recorded in the amount of $129.9 million. As provided under the joint venture's Operating Agreement, each of OPF and the ICU Medical Entities have been granted certain exclusive call and put options, respectively, with respect to the ICU Medical Entities' remaining ownership interest in the joint venture. Such options are exercisable at certain specified dates and for such amounts as are set forth in the Operating Agreement beginning five years after the transaction closing. If exercised, they could effectively eliminate the Company’s ownership interest. See Note 4: Disposal of Business for more information.

In July 2026, Otsuka ICU Medical LLC announced plans for an over $500 million expansion to its IV Solutions manufacturing plant in Austin, Texas. During the three and nine months ended September 30, 2026, our equity in (losses) earnings of unconsolidated affiliates related to our Otsuka ICU Medical LLC joint venture included $0.8 million in non-cash impairment charges related to the expansion.

Other Equity Method Investment

As of September 30, 2026, we owned an approximately 20% non-marketable equity interest in a nonpublic company. In connection with this investment, we had entered into a three-year distribution agreement where we have the exclusive rights to market, sell and distribute the company's products in exchange for a cash payment of $3.3 million. In addition, we were granted an exclusive license for all of the seller's intellectual property. At the expiration of the distribution agreement we have the right but not the obligation to acquire the remaining interest in the business. We report our proportionate share of the investee's income or (loss) resulting from this investment in other expense, net in our condensed consolidated statements of operations.

On October 13, 2026, we resolved a 2024 legal action in which we were named co-defendant. Under the terms of the settlement, we agreed to fully relinquish our approximately 20% non-marketable equity interest in the unconsolidated affiliate. As such, we evaluated the investment for impairment as of September 30, 2026, determined that the impairment became probable and reasonably estimable, and consequently, we recorded a full write-down of $2.8 million, recognized as an other-than-temporary impairment loss included in other (expense) income, net within the condensed consolidated statement of operations for the three and nine months ended September 30, 2026. On the condensed consolidated statement of cash flows for the nine months ended September 30, 2026, this non-cash impairment charge is included as an add back to net income in the other line item within operating activities. Our distribution agreement remains in effect until its various termination dates in 2027.

Our investment in unconsolidated affiliates consist of the following (in thousands):

	As of	
	September 30, 2026	December 31, 2025
Otsuka ICU Medical LLC	$ 128,929	$ 128,662
Other equity method investment	—	2,924
	$ 128,929	$ 131,586

Our recorded share of our investees' (loss) income was $(2.2) million and $0.2 million for the three and nine months ended September 30, 2026. Our recorded share of our investees' (loss) income was $(1.6) million and $1.2 million for the three and nine months ended September 30, 2025, respectively. We did not receive any dividend distributions from these investments during the three and nine months ended September 30, 2026 and 2025.

Note 12: Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consist of the following (in thousands):

	As of	
	September 30, 2026	December 31, 2025
Other prepaid expenses and receivables	$ 19,968	$ 23,390
Deferred costs	26,335	13,110
VAT/GST receivable	10,748	7,665
Prepaid income taxes	22,977	16,549
Other	24,531	25,503
	$ 104,559	$ 86,217

Note 13: Inventories

Inventories are stated at the lower of cost or net realizable value with cost determined using the first-in, first-out method. Inventory costs include material, labor and overhead related to the manufacturing of our products.

Inventories consist of the following (in thousands):

	As of	
	September 30, 2026	December 31, 2025
Raw materials	$ 268,994	$ 265,383
Work in process	53,473	38,097
Finished goods	284,801	312,379
Total inventories	$ 607,268	$ 615,859

Note 14: Property, Plant and Equipment

Property, plant and equipment consists of the following (in thousands):

	As of	
	September 30, 2026	December 31, 2025
Machinery and equipment	$ 456,812	$ 434,959
Land, building and building improvements	184,501	176,972
Molds	109,540	107,296
Computer equipment and software	117,004	116,259
Furniture and fixtures	21,844	23,055
Instruments placed with customers[1]	158,893	148,441
Construction in progress	86,685	90,748
Total property, plant and equipment, cost	1,135,279	1,097,730
Accumulated depreciation	(690,288)	(645,913)
Property, plant and equipment, net	$ 444,991	$ 451,817

(1) Instruments placed with customers consist of drug-delivery and monitoring systems placed with customers under operating leases.

Depreciation expense was $16.6 million and $50.2 million for the three and nine months ended September 30, 2026, respectively, as compared to $17.7 million and $51.5 million for the three and nine months ended September 30, 2025, respectively. Depreciation expense included in costs of goods sold was $15.1 million and $45.5 million for the three and nine months ended September 30, 2026, respectively, as compared to $16.0 million and $46.2 million for the three and nine months ended September 30, 2025, respectively.

Note 15: Goodwill and Intangible Assets, Net

Goodwill

The following table presents the changes in the carrying amount of our goodwill (in thousands):

	Total
Balance as of January 1, 2026	$ 1,499,754
Goodwill disposed[1]	(1,589)
Currency translation	(15,382)
Balance as of September 30, 2026	$ 1,482,783

(1) During the three months ended September 30, 2026, we completed the sale of certain assets constituting a business, as defined under ASC 805 Business Combinations, which included the disposal of related goodwill (see Note 4: Disposal of Business).

Intangible Assets, Net

Intangible assets, carried at cost less accumulated amortization and amortized on a straight-line basis, were as follows (in thousands):

	Weighted-Average Amortization Life in Years	September 30, 2026		
		Cost	Accumulated Amortization	Net
Patents	10	$ 41,979	$ 27,481	$ 14,498
Customer contracts	12	9,897	7,557	2,340
Non-contractual customer relationships	8	555,852	349,214	206,638
Trademarks	1	5,425	5,425	—
Trade name	15	18,254	10,485	7,769
Developed technology[1]	10	635,777	340,563	295,214
Non-compete	3	9,100	9,100	—
Total amortized intangible assets		$ 1,276,284	$ 749,825	$ 526,459
Internally developed software[2]		$ 10,007		$ 10,007
Total intangible assets		$ 1,286,291	$ 749,825	$ 536,466

(1) Developed technology primarily consists of acquired patented technologies and internally developed software. Upon completion of development, the assets are amortized over their estimated useful lives.
(2) Internally developed software will be reclassified to developed technology and amortized when the projects are complete and the assets are ready for their intended use. During the nine months ended September 30, 2026, no amounts were reclassified to developed technology.

	Weighted-Average Amortization Life in Years	December 31, 2025		
		Cost	Accumulated Amortization	Net
Patents	10	$ 40,582	$ 25,455	$ 15,127
Customer contracts	12	9,959	7,356	2,603
Non-contractual customer relationships	8	561,199	304,287	256,912
Trademarks	1	5,425	5,425	—
Trade name	15	18,249	9,574	8,675
Developed technology[1]	10	637,589	293,506	344,083
Non-compete	3	9,100	9,100	—
Total amortized intangible assets		$ 1,282,103	$ 654,703	$ 627,400
Internally developed software[2]		$ 6,159		$ 6,159
Total intangible assets		$ 1,288,262	$ 654,703	$ 633,559

(1) Developed technology primarily consists of acquired patented technologies and internally developed software. Upon completion of development, the assets are amortized over their estimated useful lives.
(2) Internally developed software will be reclassified to developed technology and amortized when the projects are complete and the assets are ready for their intended use. During 2025, we reclassified $11.4 million to developed technology.

Intangible assets with definite lives are amortized on a straight-line basis over their estimated useful lives. Amortization expense was $33.0 million and $99.1 million for the three and nine months ended September 30, 2026, respectively, as compared to $33.1 million and $98.4 million for the three and nine months ended September 30, 2025, respectively. Amortization expense included in cost of goods sold was $1.3 million and $3.8 million for the three and nine months ended September 30, 2026 and $1.2 million and $3.3 million for the three and nine months ended September 30, 2025, respectively.

As of September 30, 2026 estimated annual amortization for our intangible assets for each of the next five years and thereafter is approximately (in thousands):

Remainder of 2026	$ 30,402
2027	126,075
2028	119,227
2029	116,156
2030	54,123
2031	53,148
Thereafter	27,328
Total	$ 526,459

Note 16: Accrued Liabilities

Accrued liabilities consist of the following (in thousands):

	As of	
	September 30, 2026	December 31, 2025
Salaries and benefits	$ 86,453	$ 70,526
Incentive compensation	51,439	60,799
Deferred revenue	63,372	33,843
Italy medical device payback provision[1]	26,304	24,597
Field service corrective action[2]	21,657	27,777
Other	93,580	97,795
	$ 342,805	$ 315,337

[1] Related to potential payments associated with the Italy Medical Device Payback ("IMDP") as a result of 2015 legislation enacted requiring medical device companies to make payments to the Italian government based on regional expenditure ceilings (see Note 20: Commitments and Contingencies for further details).

[2] Primarily includes field corrective actions associated with certain products in connection with a 2021 Warning Letter (as defined below) received by Smiths Medical from the FDA following an inspection of Smiths Medical's Oakdale, Minnesota Facility (see Note 20: Commitments and Contingencies for further details).

Note 17: Income Taxes

Income taxes were accrued at an estimated effective tax rate of 20% and (37)% for the three and nine months ended September 30, 2026, respectively, as compared to 26% and 25% for the three and nine months ended September 30, 2025, respectively.

The effective tax rate for the three and nine months ended September 30, 2026 differs from the federal statutory rate of 21% principally because of the effect of the mix of U.S. and foreign incomes, section 162(m) excess compensation, federal and state valuation allowance, foreign-derived intangible income ("FDII"), and tax credits. Additionally, the effective tax rate for the three and nine months ended September 30, 2026 included the following:

- A discrete tax benefit of $0.0 million and $30.1 million, respectively, related to unrecognized tax benefits released as a result of the expiration of statutes of limitations.
- U.S. return-to-provision adjustments net of related tax reserves for the year ended December 31, 2025 resulted in a tax benefit of $3.3 million, for both the three and nine months ended September 30, 2026. The adjustments related primarily to a decrease to the U.S. valuation allowance.

The Company regularly assesses the realizability of deferred tax assets and records a valuation allowance to reduce the deferred tax assets to the amount that is more likely than not to be realized. In assessing the realizability of our deferred tax

assets, we weigh all available positive and negative evidence. This evidence includes, but is not limited to, historical earnings, scheduled reversal of taxable temporary differences, tax planning strategies and projected future taxable income. Due to the weight of objectively verifiable negative evidence, the Company recorded a change to the valuation allowance against certain U.S. federal and state deferred tax assets, resulting in a $2.5 million and $5.2 million tax benefit during the three and nine months ended September 30, 2026, respectively. The significant piece of objectively verifiable negative evidence evaluated was the recent U.S. cumulative losses. The Company's ability to use its deferred tax assets depends on the amount of taxable income in future periods.

The effective tax rate for the three and nine months ended September 30, 2025 differs from the federal statutory rate of 21% principally because of the effect of the mix of U.S. and foreign incomes, section 162(m) excess compensation, federal and state valuation allowance, and tax credits, and the following discrete items recognized during the interim period:

- Tax expense of $0.0 million and $6.1 million, respectively, related to the sale of a 60% interest in our IV solutions business during the three and nine months ended September 30, 2025.
- Unrecognized tax benefits released as a result of the expiration of statutes of limitations during the three and nine months ended September 30, 2025 of $0.0 million and $5.0 million, respectively.
- U.S. return-to-provision adjustments resulted in a tax benefit of $12.0 million during the three and nine months ended September 30, 2025.

The Company recorded a change to the valuation allowance against certain U.S. federal and state deferred tax assets, resulting in a $1.4 million tax benefit and $2.3 million tax expense during the three and nine months ended September 30, 2025, respectively.

Note 18: Long-Term Debt

Amended Credit Agreement

On October 31, 2025 (the "Closing Date"), ICU Medical, Inc., as Borrower, entered into Amendment No. 2 to the Existing Credit Agreement (the "Amendment") with Wells Fargo Bank and certain other financial institutions (the “Lenders”) to refinance the existing Term Loan A and the existing Revolving Credit Facility under the Credit Agreement dated as of January 6, 2022 (as amended by Amendment No. 1, dated as of October 5, 2022, the "Existing Credit Agreement," and as further amended by the Amendment, the "Amended Credit Agreement").

The Amendment includes new credit facilities (the "New Credit Facilities") that consists of a $750.0 million senior secured Term Loan A and a new $500.0 million revolving credit facility. The proceeds from the New Term Loan A were primarily used by the borrower to (i) directly repay the $559.7 million outstanding principal amount of the existing Term Loan A in full (the "Refinancing") under the Existing Credit Agreement, and (ii) directly repay $190.0 million of the outstanding balance of the Term Loan B under the Existing Credit Agreement.

In connection with the October 2025 refinancing, we capitalized approximately $4.4 million in new lender fees and third-party costs. As of September 30, 2026 and December 31, 2025, the unamortized debt discount and issuance costs related to the Term Loans and Revolving Credit Facility totaled $10.9 million and $13.3 million, respectively.

The portion of the unamortized balances related to the Term Loans are reflected as a direct deduction from the face amount of the corresponding term loans on the condensed consolidated balance sheets. These costs are being amortized to interest expense over the respective terms of the loans using the effective interest method. The Revolving Credit Facility unamortized balances are included in prepaid expenses and other current assets on our condensed consolidated balance sheets. These costs are being amortized to interest expense over the term of the Revolving Credit Facility using the straight-line method.

There were no penalties paid as a result of the early termination.

Maturity Dates

The final maturity date of the New Credit Facilities is October 31, 2030, subject to a springing maturity provision under which, if any of the Term Loan B tranche remains outstanding on the date that is 91 days prior to the Term Loan B maturity date (the "Springing Maturity Date"), the maturity date for the Term Loan A and the Revolving Credit Facility will automatically accelerate to the Springing Maturity Date, if earlier than October 31, 2030. Pursuant to the terms and conditions

of the Credit Agreement, the maturity dates of the Term Loans and the Revolving Credit Facility may be extended upon our request, subject to the consent of the Lenders.

Interest Rate Terms

The interest rates and fees under the New Credit Facilities are primarily the same as those under the existing credit facility under the Existing Credit Agreement, except that the New Credit Facilities do not include a credit spread adjustment and include an additional pricing tier applicable when the Company's leverage ratio is below 1.75x.

In general, the Term Loans and borrowings under the Revolving Credit Facility denominated in U.S. dollars bear interest, at our option, on either: (1) the Base Rate, as defined below, plus the applicable margin, as indicated below ("Base Rate Loans") or (2) the Adjusted Term Secured Overnight Financing Rate ("Adjusted Term SOFR"), as defined below, plus the applicable margin, as indicated below ("Term SOFR Loans").

The Base Rate is defined as the highest of (a) the Prime Rate, (b) the Federal Funds Rate plus 0.50% and (c) Adjusted Term SOFR (as defined below) for a one-month period plus, in each case, 1.00%.

Adjusted Term SOFR is the rate per annum equal to (a) the Term SOFR plus (b) the Term SOFR Adjustment. Term SOFR is the forward-looking term rate based on SOFR and is calculated separately for Term SOFR Loans and Base Rate Loans, as specified in the Credit Agreement. The Term SOFR Adjustment is a percentage per annum of 0.10% for Base Rate Loans and between 0.10% to 0.25% for Term SOFR Loans based on the applicable interest period.

Revolving Credit Facility Commitment Fee

The proceeds from any future borrowings under the Revolving Credit Facility may be used for working capital and other general corporate purposes. The Revolving Credit Facility has a per annum commitment fee determined by reference to the leverage ratio in effect from time to time as set forth in the table below.

Applicable Interest Margins

The Term Loan A and borrowings under the Revolving Credit Facility have an initial applicable margin of 0.75% per annum for Base Rate Loans and 1.75% per annum for Term SOFR Loans.

The applicable Interest Margins and the Commitment Fee with respect to the New Revolving Credit Facility and the New Term Loan A Facility is determined by reference to the leverage ratio in effect from time to time as set forth in the table below:

Leverage Ratio	Applicable Margin for Eurocurrency Rate Loans and RFR Loans	Applicable Margin for Base Rate Loans	Commitment Fee Rate
Greater than 4.00 to 1.0	2.25%	1.25%	0.35%
Less than or equal to 4.00 to 1.0 but greater than 3.00 to 1.0	2.00%	1.00%	0.30%
Less than or equal to 3.00 to 1.0 but greater than 2.50 to 1.0	1.75%	0.75%	0.25%
Less than or equal to 2.50 to 1.0 but greater than 2.00 to 1.0	1.50%	0.50%	0.20%
Less than or equal to 2.00 to 1.0 but greater than 1.75 to 1.0	1.25%	0.25%	0.15%
Less than or equal to 1.75 to 1.0	1.00%	—%	0.10%

The applicable margin for the Term Loan B is determined by reference to the leverage ratio in effect from time to time as set forth in the following table:

Leverage Ratio	Applicable Margin for Term SOFR Loans	Applicable Margin for Base Rate Loans
Greater than 2.75 to 1.0	2.50%	1.50%
Less than 2.75 to 1.0	2.25%	1.25%

Principal Payments

Principal payments on the Term Loans are due on the last day of each calendar quarter.

The Term Loan A amortizes in nineteen consecutive quarterly installments, each equal to 0.625% of the original principal amount in each of the first two years, 1.25% in each of the third and fourth years and 1.875% in the fifth year, with a final payment of the remaining outstanding principal balance due on the maturity date.

The Term Loan B matures in twenty-seven consecutive quarterly installments, each equal to 0.25% of the original principal amount, with a final payment of the remaining outstanding principal balance due on the maturity date.

We may borrow, prepay and re-borrow amounts under the Revolving Credit Facility, in accordance with the terms and conditions of the Credit Agreement, with all outstanding amounts due at maturity.

For the nine months ended September 30, 2026 and 2025, total principal payments on the Term Loans were $134.7 million and $272.8 million, respectively. The 2026 amount includes prepayments of $45.3 million and $75.3 million on Term Loan B made during the second and third quarter of 2026, respectively. The 2025 amount included a prepayment of $35.0 million on Term Loan B made during the first quarter of 2025, a prepayment of $200.0 million on Term Loan A made during the second quarter of 2025 using proceeds from the sale of our IV Solutions business (see Note 4: Disposal of Business), and a prepayment of $25.0 million on Term Loan B made during the third quarter of 2025.

Interest Payments

Interest payments on Base Rate Loans are payable quarterly in arrears on the last business day of each calendar quarter and the applicable maturity date. Interest periods on Term SOFR Loans are determined, at our option, as either one, three or six months and will be payable on the last day of each interest period and the applicable maturity date. In the case of any interest periods of more than three months' duration, the interest payment are payable on each day prior to the last day of such interest period that occurs at three-month intervals.

The commitment fee on the Revolving Credit Facility is payable quarterly in arrears on the third business day following the last day of each calendar quarter and at the maturity date. The commitment fee is included in interest expense in our condensed consolidated statements of operations.

Guarantors and Collateral

Our obligations under the Credit Agreement are unconditionally guaranteed, on a joint and several basis, by ICU Medical, Inc. and certain of our existing subsidiaries.

Debt Covenants

The Amended Credit Agreement contains affirmative and negative covenants, including certain financial covenants. The negative covenants include restrictions regarding the incurrence of liens and indebtedness, certain merger and acquisition transactions, asset sales and other dispositions, other investments, dividends, share purchases and payments affecting subsidiaries, changes in nature of business, fiscal year or organizational documents, prepayments and redemptions of subordinated and other junior debt, transactions with affiliates, and other matters.

The New Credit Facilities are subject to certain financial covenants, which include (i) a new Maximum Secured Net Leverage Ratio of 4.50 to 1.00, tested at the end of each quarter, with a step-down to 4.00 to 1.00 starting with the quarter ending June 30, 2027; provided that in the event the Borrower or its restricted subsidiaries consummate a material acquisition, the Borrower may elect (on no more than one occasion) to cause the Secured Net Leverage Ratio financial covenant level set forth above to be increased by 0.50x for each of the four fiscal quarters ending immediately after the consummation of such

material acquisition, and (ii) a Minimum Interest Coverage Ratio of 3.00 to 1.00, which remains unchanged from the Existing Credit Agreement.

We were in compliance with all financial covenants as of September 30, 2026.

The Credit Agreement contains customary events of default, including, among others: non-payments of principal and interest; breach of representations and warranties; covenant defaults; cross-defaults and cross-acceleration to certain other material indebtedness; the existence of bankruptcy or insolvency proceedings; certain events under ERISA; material judgments; and a change of control. If an event of default occurs and is not cured within any applicable grace period or is not waived, the administrative agent and the Lenders are entitled to take various actions, including, without limitation, the acceleration of all amounts due and the termination of commitments under the New Credit Facilities.

Prior Credit Facilities

Before the Refinancing, our Existing Credit Facility included (i) a five-year Tranche A term loan of $850.0 million (the "Term Loan A"), (ii) a seven-year Tranche B term loan of $850.0 million (the "Term Loan B") and (iii) a five-year revolving credit facility of $500.0 million (the "Revolving Credit Facility"), with separate sub-limits of $50.0 million for letters of credit and swingline loans. Whereas the Term Loan A and the Revolving Credit Facility were refinanced by the Amendment, the Term Loan B continues to be governed by the original terms of the Existing Credit Agreement. The maturity date for the Term Loan B is January 6, 2029. Pursuant to the terms and conditions of the Existing Credit Agreement, the maturity date of the Term Loan B may be extended upon our request, subject to the consent of the Lenders.

The carrying values of our long-term debt consist of the following (in thousands):

	Effective Interest Rate	As of September 30, 2026	Effective Interest Rate	As of December 31, 2025
Senior Secured Credit Facilities:				
New Credit Facilities:				
Term Loan A — principal	5.56 %	$ 735,938	7.02 %	$ 750,000
Revolving Credit Facility — principal	—	—	— %	—
Prior Credit Facilities:				
Term Loan B — principal	6.67 %	423,875	7.56 %	544,500
Less unamortized debt issuance costs[(1)]		(7,967)		(9,833)
Total carrying value of long-term debt		1,151,846		1,284,667
Less current portion of long-term debt		18,750		18,750
Long-term debt, net		$ 1,133,096		$ 1,265,917

(1) Comprised of $4.5 million and $3.5 million relating to the Term Loan A and the Term Loan B, respectively, as of September 30, 2026. Comprised of $5.3 million and $4.5 million relating to the Term Loan A and the Term Loan B, respectively, as of December 31, 2025.

As of September 30, 2026, the aggregate amount of principal repayments of our long-term debt (including any current portion) for each of the next five years and thereafter is approximately (in thousands):

Remainder of 2026	$ 4,688
2027	18,750
2028	37,500
2029	461,375
2030	637,500
2031	—
Total	$ 1,159,813

The following table presents the total interest expense related to our long-term debt (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Contractual interest	$ 17,723	$ 22,815	$ 54,131	$ 73,571
Amortization of debt issuance costs	824	1,629	2,397	5,112
Commitment fee — Revolving Credit Facility	255	319	792	1,036
Total long-term debt-related interest expense	$ 18,802	$ 24,763	57,320	79,719

We currently hedge against the contractual interest expense on our long-term debt (see Note 9: Derivatives and Hedging Activities).

Note 19: Stockholders' Equity

Treasury Stock

In August 2019, our Board approved a share purchase plan to purchase up to $100.0 million of our common stock. This plan has no expiration date. During the three months ended September 30, 2026 and 2025, we did not purchase any shares of our common stock under our share purchase plan. As of September 30, 2026, all of the $100.0 million available for purchase was remaining under the plan. We are currently limited on share purchases in accordance with the terms and conditions of our Credit Agreement (see Note 18: Long-Term Debt).

For the nine months ended September 30, 2026, we withheld 298,361 shares of our common stock from employee vested restricted stock units in consideration for $39.2 million in payments made on the employees' behalf for their minimum statutory income tax withholding obligations. For the nine months ended September 30, 2025, we withheld 61,304 shares of our common stock from employee vested restricted stock units in consideration for $8.7 million in payments made on the employees' behalf for their minimum statutory income tax withholding obligations. Treasury stock is used to issue shares for stock option exercises and restricted stock grants.

Accumulated Other Comprehensive (Loss) Income ("AOCI")

The components of AOCI, net of tax, were as follows (in thousands):

	Foreign Currency Translation Adjustments	Unrealized Gains (Losses) on Cash Flow Hedges	Other Adjustments	Total
Balance as of January 1, 2026	$ (27,025)	$ (9,484)	$ 1,879	$ (34,630)
Other comprehensive (loss) income before reclassifications	(20,242)	4,593	45	(15,604)
Amounts reclassified from AOCI	—	(1,663)	—	(1,663)
Other comprehensive (loss) income	(20,242)	2,930	45	(17,267)
Balance as of March 31, 2026	$ (47,267)	$ (6,554)	$ 1,924	$ (51,897)
Other comprehensive income before reclassifications	695	8,497	—	9,192
Amounts reclassified from AOCI	—	(631)	—	(631)
Other comprehensive income	695	7,866	—	8,561
Balance as of June 30, 2026	$ (46,572)	$ 1,312	$ 1,924	$ (43,336)
Other comprehensive (loss) income before reclassifications	(4,441)	8,414	—	3,973
Amounts reclassified from AOCI	—	(2,810)	—	(2,810)
Other comprehensive (loss) income	(4,441)	5,604	—	1,163
Balance as of September 30, 2026	$ (51,013)	$ 6,916	$ 1,924	$ (42,173)

	Foreign Currency Translation Adjustments	Unrealized Gains (Losses) on Cash Flow Hedges	Other Adjustments	Total
Balance as of January 1, 2025	$ (146,942)	$ 5,722	$ 1,819	$ (139,401)
Other comprehensive income (loss) before reclassifications	39,890	(3,260)	—	36,630
Amounts reclassified from AOCI	—	(2,624)	—	(2,624)
Other comprehensive income (loss)	39,890	(5,884)	—	34,006
Balance as of March 31, 2025	$ (107,052)	$ (162)	$ 1,819	$ (105,395)
Other comprehensive income (loss) before reclassifications	81,569	(6,524)	—	75,045
Amounts reclassified from AOCI	—	(2,292)	—	(2,292)
Other comprehensive income (loss)	81,569	(8,816)	—	72,753
Balance as of June 30, 2025	$ (25,483)	$ (8,978)	$ 1,819	$ (32,642)
Other comprehensive income (loss) before reclassifications	(4,520)	7,743	—	3,223
Amounts reclassified from AOCI	—	(3,558)	—	(3,558)
Other comprehensive income (loss)	(4,520)	4,185	—	(335)
Balance as of September 30, 2025	$ (30,003)	$ (4,793)	$ 1,819	$ (32,977)

Note 20: Commitments and Contingencies

Legal Proceedings

From time to time, we are involved in various legal proceedings, most of which are routine litigation, in the normal course of business. Our management does not believe that the resolution of the unsettled legal proceedings that we are involved with will have a material adverse impact on our financial position or results of operations.

Off-Balance Sheet Arrangements

In the normal course of business, we have agreed to indemnify our officers and directors to the maximum extent permitted under Delaware law and to indemnify customers as to certain intellectual property matters or other matters related to sales of our products. There is no maximum limit on the indemnification that may be required under these agreements.
Although we can provide no assurances, we have never incurred, nor do we expect to incur, any material liability for indemnification.

Contingencies

Prior to being acquired, during 2021, Smiths Medical received a Warning Letter from the U.S. Food and Drug Administration ("FDA") following an inspection of Smiths Medical's Oakdale, Minnesota Facility (the "2021 Warning Letter"). The 2021 Warning Letter cited, among other things, failures to comply with FDA's medical device reporting requirements and failures to comply with applicable portions of the Quality System Regulation. A provision for the estimated costs related to the field service corrective actions identified as of the closing date of the acquisition was recorded on the opening acquired balance sheet of Smiths Medical in the amount of $55.1 million. The initial estimate recorded was based on a probability-weighted estimate of the costs required to settle the obligation related to known field corrective actions. The actual costs to be incurred are dependent upon the scope of the work necessary to achieve regulatory clearance, including potential additional field corrective actions, and could differ from the original estimate. For the three and nine months ended September 30, 2026, we recorded a net reversal to the provision of $0.2 million and $0.6 million, respectively, to adjust the estimated cost to complete the field corrective actions to the amounts expected to be incurred based on historical experience. As of September 30, 2026, approximately $13.8 million of the $23.2 million accrued field service corrective action represents outstanding fulfillment costs to complete work under the 2021 Warning Letter. On February 5, 2026, the FDA notified us that the 2021 Warning Letter has been closed.

In April 2025, we received a warning letter from the FDA following an inspection of Smiths Medical's Oakdale, Minnesota Facility that occurred from July 23, 2024 through August 9, 2024 (the "2025 Warning letter"). The 2025 Warning Letter noted changes we made to the MedFusion™ Model 4000 Syringe Infusion Pump and CADD™ Solis VIP Ambulatory Infusion Pump that could affect the safety or effectiveness of these devices and therefore require new 510(k) clearance. In July 2025, we submitted 510(k) applications to the FDA seeking clearance for the next generation of MedFusion and updated CADD infusion pumps. As a result of discussions with the FDA and their requests for certain additional testing, we agreed to withdraw our 510(k) applications for MedFusion and CADD infusion pumps. We are actively planning to resubmit the applications as soon as possible after completing certain additional testing. Until the matters cited in the 2025 Warning Letter are resolved to the FDA's satisfaction, additional legal or regulatory action may be taken without further notice. As a result, the outcome and the financial impact of the 2025 Warning Letter cannot be predicted at this time. Accordingly, no loss contingency has been recorded for the 2025 Warning Letter, and the likelihood of loss is not considered probable and reasonably estimable as of September 30, 2026.

In 2015, legislation was enacted in Italy which requires medical device companies to make payments to the Italian government if Italy's medical device expenditures for certain years exceeded annual regional expenditure ceilings. Since its enactment, the legislation has been subject to appeals in the Italian court system. In the third quarter of 2024, Italy's Constitutional Court issued two judgments, one of which confirmed the legitimacy of the legislation on the IMDP. In September 2025, the Italian government enacted a law that allowed medical device companies to settle certain historical periods (2015-2018) for 25% of the original assessed value. During the third quarter of 2025, we settled the liability related to the 2015-2018 historical periods and paid $2.5 million. Additionally, we recorded a release of $3.8 million in previously established reserves. The release was included in total revenues in our condensed consolidated statements of operations. See Note 16: Accrued Liabilities for details on amounts accrued for potential payments related to the IMDP.

Commitments

We have non-cancelable operating lease agreements where we are contractually obligated to pay certain lease payment amounts (see Note 7: Leases).

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

You should read the following discussion and analysis of our financial condition and results of operations together with the condensed consolidated financial statements and accompanying notes in this Quarterly Report on Form 10-Q, as well as the audited consolidated financial statements and related notes thereto included in our 2025 Annual Report on Form 10-K. This discussion contains forward-looking statements based upon current plans, expectations and beliefs involving risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under the caption entitled "Forward-Looking Statements" in this Quarterly Report and Part I, Item 1A. "Risk Factors" in our 2025 Annual Report on Form 10-K as may be further updated from time to time in our other filings with the SEC.

When used in this Quarterly Report on Form 10-Q, the terms "we," "us," and "our" refer to ICU Medical, Inc. ("ICU" or the "Company") and its consolidated subsidiaries included in our condensed consolidated financial statements unless context requires otherwise.

Business Overview and Highlights

We develop, manufacture, and sell innovative medical products used in infusion systems, infusion consumables and high-value critical care products used in hospital, alternate site and home care settings. Our team is focused on providing quality, innovation and value to our clinical customers worldwide. Our product portfolio includes ambulatory, syringe, and large volume IV pumps and safety software; dedicated and non-dedicated IV sets, needlefree IV connectors, and peripheral IV catheters; closed system transfer devices and pharmacy compounding systems; as well as a range of respiratory, anesthesia, patient monitoring, and temperature management products. We also offer IV Solutions products through a commercial relationship with the joint venture.

Products

Our primary product offerings are described below.

Consumables

Our Consumables business unit includes Infusion Therapy, Oncology, Vascular Access and Tracheostomy products.

Infusion Therapy

Our Infusion Therapy products include non-dedicated infusion sets, extension sets, needle-free connectors, and disinfection caps. Infusion sets used in hospitals and ambulatory clinics consist of flexible sterile tubing running from an IV bag or bottle containing a drug product or solution to a catheter inserted in a patient's vein that may or may not be used with an infusion pump. Disinfection caps are used to actively disinfect access points into the infusion sets and catheters. Our primary Infusion Therapy products are:

- Clave™ needlefree products, including the MicroClave, MicroClave Clear, and NanoClave™ brand of connectors, accessories, extension and administration sets used for the administration of IV fluids and medications;
- Tego™ needlefree connector utilized to access catheters for hemodialysis and apheresis applications; and
- ClearGuard™, SwabCap™ and SwabTip™ disinfection caps.

Oncology

Closed System Transfer Devices ("CSTD") and hazardous drug compounding systems are used to prepare and deliver hazardous IV medications such as those used in chemotherapy, which, if released, can have harmful effects on the healthcare worker and environment. Our primary Oncology products are:

- ChemoLock™ CSTD ("Chemolock"), which utilizes a proprietary needlefree connection method, is used for the preparation and administration of hazardous drugs. ChemoLock is used to limit the escape of hazardous

drug or vapor concentrations, block the transfer of environmental contaminants into the system, and eliminates the risk of needlestick injury;

- ChemoClave™ ("Chemoclave"), an ISO Connection standard and universally compatible CSTD used for the preparation and administration of hazardous drugs. ChemoClave utilizes standard ISO luer locking connections, making it compatible with all brands of needlefree connectors and pump delivery systems. ChemoClave also is used to limit the escape of hazardous drug or vapor concentrations, block the transfer of environmental contaminants into the system, and eliminate the risk of needlestick injury; and

- Deltec® GRIPPER® non-coring needles for portal access.

The preparation of hazardous drugs typically takes place in a pharmacy where drugs are removed from vials and prepared for delivery to a patient. Those prepared drugs are then transferred to a nursing unit where the chemotherapy is administered via an infusion pump set to a patient. Components of the ChemoClave and ChemoLock product lines are used both in pharmacies and on the nursing floors for the preparation and administration of hazardous drugs.

Vascular Access

Our Vascular Access products are used by clinicians to access the patients' bloodstream to deliver fluids and medication or to obtain blood samples. Our primary Vascular Access products are:

- Jelco® safety and conventional peripheral IV catheters and sharps safety devices for hypodermic injection, designed to help prevent accidental needlestick injury;

- Safe-T Wing® venipuncture and blood collection devices;

- Port-A-Cath® implantable ports;

- Portex® arterial blood sampling syringes;

- Cleo® subcutaneous infusion catheters and sets.

Tracheostomy

Our tracheostomy products are used in the placement of a secure airway using both surgical and percutaneous insertion techniques. Our primary Tracheostomy products are:

- Portex BLUselect® PVC tracheostomy tubes, which feature an inner cannula as well as a Suctionaid option for above the cuff suctioning and vocalization capability;

- Portex Bivona® silicone tracheostomy tubes, which offer the added benefits of comfort and mobility and come in a variety of configurations suited to meet the clinical needs of neonatal through adult patients; and

- Portex BLUperc® percutaneous insertion kits, which allow for safe placement of the tracheostomy tube at the bedside.

Infusion Systems

We offer a comprehensive portfolio of infusion pumps, dedicated IV sets, software and professional services to meet the wide range of infusion needs. Our primary Infusion System products are:

Large Volume Pump ("LVP") Hardware:

- Plum Duo™ and Plum Solo™ precision infusion pumps (together, the "Plum precision pumps") are single-channel and dual-channel infusion pump systems that received FDA 510(k) clearance in April 2025. The Plum precision pumps are designed to deliver compatible intravenous medications through a single or dual channel, with the dual channel configuration capable of delivering up to four compatible medications through

a single pump. The Plum precision pumps are designed to provide delivery accuracy of ±3%, independent of medication bag, pump placement, or patient positioning. The systems incorporate features to support clinic workflows, including reduced alarm and setup requirements and on-screen guidance. Combined with LifeShield™ IV safety software, Plum precision pumps are designed to support IV-EHR interoperability and provide a platform intended to support safety and efficiency across all intravenous medication delivery processes.

- Plum 360™ infusion pumps feature the unique Plum cassette system that helps to enhance patient safety and workflow efficiency. PlumSet™ dedicated IV sets include an air trap to help minimize interruptions and a direct connection to the secondary line that eliminates the risk of common setup errors and enables concurrent delivery of two compatible medications through a single line. Plum 360 has been named Best in KLAS for eight years in a row (2018, 2019, 2020, 2023 – Best in KLAS Smart Pump Traditional; 2021, 2022, 2023, 2024, 2025 Best in KLAS Smart Pump EMR Integrated) and was the first medical device to be awarded UL Cybersecurity Assurance Program Certification.

Ambulatory Infusion Hardware:

- CADD™ ambulatory infusion pumps and disposables, including administration sets and medication cassette reservoirs, serve as a single pain management platform across all types of IV pain management therapies and all clinical care areas from the hospital to outpatient treatment.

Syringe Infusion Hardware:

- Medfusion™ syringe infusion pumps are designed for the administration of fluids and medication to address the needs of the most vulnerable patients requiring precisely controlled infusion rates. Focused on delivery accuracy, the Medfusion™ 4000 can deliver from a comprehensive portfolio of syringes to meet syringe pump guidance to deliver medication from the smallest syringe size possible.

IV Medication Safety Software:

- LifeShield™ infusion safety software for Plum precision pumps (Plum Solo, Plum Duo) is an enterprise-wide platform designed with the input of pharmacists, nurses and administrators. The software is designed to support intravenous medication management across health systems. The system utilizes hybrid architecture that includes cloud-based functionality for remote access and on-premise system management providing security and control.

- ICU Medical MedNet™ software is an enterprise-class medication management platform that can help reduce medication errors, improve quality of care, streamline workflows and maximize revenue capture. ICU Medical MedNet connects our industry-leading Plum 360 smart pumps to a hospital's electronic health record ("EHR"), asset tracking systems, and alarm notification platforms to further enhance infusion safety and efficiency.

- PharmGuard™ medication safety software for Medfusion 4000 syringe and CADD-Solis™ pumps allows for customized drug libraries to support the standardization of protocols for medication administration throughout the facility.

Professional Services:

- In addition to the products above, our teams of clinical and technical experts work with customers to develop safe and efficient infusion systems, providing customized and personalized configuration, implementation, and data analytics services to optimize our infusion hardware and software.

Vital Care

Our Vital Care business unit includes IV Solutions, General Anesthesia and Respiratory, Critical Care, Temperature Management and Regional Anesthesia/Pain Management products.

IV Solutions

On May 1, 2025, at the closing of our transaction with OPF (as defined below), we transferred certain interests, including our IV Solutions product line, to OPF. See "Disposition of our IV Solutions Business and Prepayment of a portion of our Long-term Obligations" further below for more information on this transaction. We sell and distribute IV Solutions products to customers on behalf of the joint venture pursuant to a commercial agreement.

General Anesthesia & Respiratory

Our General Anesthesia & Respiratory products include anesthesia, airway management, and respiratory care products.

Critical Care

Our Critical Care products include catheters, blood pressure transducers and related components used in hospital and acute care settings.

Temperature Management

Our Temperature Management products include rapid infusion, blood and fluid warming, irrigation fluid warming, convective patient warming and temperature monitoring products used in perioperative and critical care settings.

Regional Anesthesia/Pain Management

Our Pain Management products are used in regional anesthesia and pain management procedures.

In the U.S. a substantial amount of our products are sold to group purchasing organization member hospitals. We believe that as healthcare providers continue to either consolidate or join major buying organizations, the success of our products will depend, in part, on our ability, either independently or through strategic relationships, to secure long-term contracts with large healthcare providers and major buying organizations.

Global Economic Challenges

In recent years, we have experienced, and may continue to experience, significant impacts to our business as a result of global economic challenges, resulting from, among other events, health pandemics and geopolitical conflicts which have resulted in fluctuating inflation rates, especially with respect to increased cost and shortages of raw materials, supply chain disruptions, higher interest rates, volatility in foreign currency exchange rates, and freight costs driven by higher fuel prices.

2026 Events

In February 2026, the Supreme Court ruled that the U.S. Administration lacked the authority to impose tariffs under the International Emergency Economic Powers Act ("IEEPA"); the U.S. Court of International Trade subsequently ruled that companies are entitled to seek refunds for tariffs previously paid under that Act. We account for potential tariff refunds under the gain contingency model, recognizing recoveries in the period in which the contingency is resolved and realization is assured; during the nine months ended September 30, 2026, $29.2 million of tariff refunds were recognized in cost of goods sold and $1.1 million of related interest income was recognized in interest expense, net. We do not expect any additional refunds related to tariffs previously paid under IEEPA to be material. In response to the Supreme Court ruling, the Administration formally repealed the tariffs imposed under IEEPA while immediately implementing new broader tariff measures under Section 122 of the Trade Act of 1974. The Section 122 tariffs expired on July 24, 2026 and the Administration subsequently implemented new tariffs under Section 301 of the Trade Act of 1974, including tariffs ranging from 10% to 12.5% on imports from certain countries. In addition, the U.S. Department of Commerce continues to evaluate imports of medical consumables and equipment under a Section 232 national security investigation, which could result in additional tariffs and/or changes to currently available exemptions such as the United States-Mexico-Canada Agreement if the imports are determined to pose a national security risk. The applicability, duration, and resulting impact of these tariff measures, including ongoing legal challenges and potential changes to tariff levels or exemptions, remain uncertain. Any new tariffs, increases to existing tariff levels, or changes to currently available exemptions could increase the cost of products we import into the U.S. and adversely affect our business, financial condition and results of operations.

Based on current geopolitical conditions we expect foreign currency exchange rates, freight costs, oil prices, interest rates, and general inflation to remain subject to volatility in the market. For example, the conflict involving Iran has and could

continue to significantly disrupt the global oil and fuel supply-demand balance, increase commodity price volatility and heighten uncertainty in regional operating conditions. Higher fuel prices along with disruptions to transportation routes are expected to result in higher logistics costs and affect our operating results, liquidity, and cash flows, particularly if conditions persist or escalate. In addition, because resin is a primary petroleum-based raw material for our products, sustained increases in crude oil prices directly impact our manufacturing costs. While the situation remains fluid, adverse impacts could continue in future periods. We will continue to monitor developments and assess potential impacts on our business and financial position.

While we continually monitor the ongoing and evolving impact of the above events on our operations the overall impact remains uncertain and may not be fully reflected in our results of operations until future periods. The overall impact to our results of operations will depend on a number of factors, many of which are out of our control, none of which can be fully predicted at this time. See "Part I. Item 1A. Risk Factors" in our 2025 Annual Report on Form 10-K as updated in this Quarterly Report on Form 10-Q for a discussion of risks and uncertainties.

Disposition of our IV Solutions Business and Prepayment of a Portion of our Long-term Obligations

On April 24, 2025, pursuant to a purchase agreement (the "Agreement") with Otsuka Pharmaceutical Factory America, Inc., a Delaware corporation ("OPF") (described in Note 4: Disposal of Business to our accompanying condensed consolidated financial statements), we completed the formation of ICU Medical Pearl LLC (n/k/a Otsuka ICU Medical LLC (the "joint venture")) and transferred the assets, liabilities and operations that comprise our IV Solutions product line to the joint venture. At the closing of the transaction on May 1, 2025, under the Agreement, we sold a 60% interest in the joint venture to OPF. The total sales price, inclusive of our final purchase price adjustments, was $211.2 million, of which we used $200.0 million of the proceeds from the sale to pay down a portion of our outstanding Term Loan A (as defined below) long-term debt during the second quarter of 2025.

Consolidated Results of Operations

We present income statement data in Part I, Item 1. "Financial Statements." The following table shows, for the three and nine months ended September 30, 2026 and 2025, the percentages of each income statement caption in relation to total revenue:

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Total revenues	100 %	100 %	100 %	100 %
Gross profit	42 %	37 %	41 %	37 %
Selling, general and administrative expenses	28 %	28 %	28 %	28 %
Research and development expenses	4 %	4 %	4 %	4 %
Restructuring, strategic transaction and integration expenses	1 %	2 %	3 %	3 %
Total operating expenses	33 %	34 %	35 %	35 %
Income from operations	9 %	3 %	6 %	2 %
Interest expense, net	(3)%	(4)%	(3)%	(4)%
Other (expense) income, net	(1)%	— %	— %	— %
Gain on sale of business	— %	1 %	— %	3 %
Income (loss) before income taxes and equity in (losses) earnings of unconsolidated affiliates	5 %	— %	3 %	1 %
(Provision) benefit for income taxes	(1)%	— %	1 %	— %
Net income (loss) from consolidated companies	4 %	— %	4 %	1 %
Equity in (losses) earnings of unconsolidated affiliates	— %	— %	— %	— %
Net income (loss)	4 %	— %	4 %	1 %

Seasonality/Quarterly Results

There are no significant seasonal aspects to our business. We can experience fluctuations in net sales as a result of variations in the ordering patterns of our largest customers, which may be driven more by production scheduling and customer inventory levels, and less by seasonality. Our expenses often do not fluctuate in the same manner as net sales, which may cause

fluctuations in operating income that are disproportionate to fluctuations in our revenue. In addition, the results of our joint venture may be affected by seasonal factors, including planned facility shutdowns, which may result in lower earnings from the joint venture during the second half of the year.

Non-GAAP Financial Measures

In addition to comparing changes in revenue on a U.S. GAAP basis, we also compare the changes in revenue from one period to another using constant currency. The presentation of revenues on a constant currency basis is a non-GAAP financial measure that excludes the impact of fluctuations in foreign currency exchange rates that occurred between the comparative periods. We provide constant currency information to enhance the visibility of underlying business trends, excluding the effects of changes in foreign currency translation rates. We believe this information is useful to investors to facilitate comparisons and better identify trends in our business. Our constant currency revenues reflect current period local currency revenues at prior period's average exchange rates. We consistently apply this approach to revenues for all currencies where the functional currency is not the U.S. dollar. These results should be considered in addition to, not as a substitute for, results reported in accordance with GAAP. Revenues on a constant currency basis, as we present them, may not be comparable to similarly titled measures used by other companies and are not measures of performance presented in accordance with GAAP.

Consumables

The following table summarizes our total Consumables revenue (in millions, except percentages):

	Three months ended September 30,				Nine months ended September 30,			
	2026	2025	$ Change	% Change	2026	2025	$ Change	% Change
Consumables revenue (GAAP)	$ 298.4	$ 285.1	$ 13.3	4.7 %	$ 866.0	$ 824.4	$ 41.6	5.0 %
Impact of foreign currency exchange rate changes	(0.2)				(9.0)			
Consumables revenue on a constant currency basis (non-GAAP)	$ 298.2				$ 857.0			
$ Change in constant currency	$ 13.1				$ 32.6			
% Change in constant currency	4.6 %				4.0 %			

Consumables revenue increased for the three and nine months ended September 30, 2026, as compared to the same periods in the prior year. Price increases contributed approximately 1% to growth for both periods and higher sales volumes for our Infusion Therapy and Oncology product lines increased revenue by approximately $17 million and $38 million for the three and nine months ended September 30, 2026, respectively. These increases were partially offset by lower sales volumes in other product lines.

Infusion Systems

The following table summarizes our total Infusion Systems revenue (in millions, except percentages):

	Three months ended September 30,				Nine months ended September 30,			
	2026	2025	$ Change	% Change	2026	2025	$ Change	% Change
Infusion Systems (GAAP)	$ 192.5	$ 173.9	$ 18.6	10.7 %	$ 561.1	$ 507.9	$ 53.2	10.5 %
Impact of foreign currency exchange rate changes	$ —				(4.6)			
Infusion Systems on a constant currency basis (non-GAAP)	$ 192.5				$ 556.5			
$ Change in constant currency	$ 18.6				$ 48.6			
% Change in constant currency	10.7 %				9.6 %			

Infusion Systems revenue increased for the three and nine months ended September 30, 2026, as compared to the same periods in the prior year, primarily driven by approximately $16 million and $48 million, respectively, in increased sales volumes of LVP hardware.

Vital Care

The following table summarizes our total Vital Care revenue (in millions, except percentages):

	Three months ended September 30,				Nine months ended September 30,			
	2026	2025	$ Change	% Change	2026	2025	$ Change	% Change
Vital Care (GAAP)	$ 69.5	$ 78.0	$ (8.5)	(10.9)%	$ 215.2	$ 358.2	$ (143.0)	(39.9)%
Impact of foreign currency exchange rate changes	0.3				(1.0)			
Vital Care on a constant currency basis (non-GAAP)	$ 69.8				$ 214.2			
$ Change in constant currency	$ (8.2)				$ (144.0)			
% Change in constant currency	(10.5)%				(40.2)%			

Vital Care revenue decreased for the three and nine months ended September 30, 2026, as compared to the same periods in the prior year. The decrease for the three months ended September 30, 2026, was primarily due to lower sales volumes of Pain Management products of approximately $4 million. The decrease for the nine months ended September 30, 2026, was primarily due to the sale of our IV Solutions business on May 1, 2025 (see Note 4: Disposal of Business to our accompanying condensed consolidated financial statements), which reduced revenue by approximately $127 million. The remaining decrease of approximately $16 million was primarily due to lower sales volumes across the portfolio outside of the U.S.

Gross Margins

For the three and nine months ended September 30, 2026, gross margins were 41.9% and 41.2%, respectively, as compared to 37.4% and 36.6% for the same periods in the prior year.

The increase in gross margin for the three months ended September 30, 2026, as compared to the same period in the prior year, was primarily driven by (i) $10.4 million or 1.9% impact from tariff refunds that were received during the third quarter of 2026 and (ii) approximately 1.5% from price increases. The remaining net increase was related to integration synergies and product mix, partially offset by higher freight costs and the impact of foreign currency exchange rate changes.

The increase in gross margin for the nine months ended September 30, 2026, as compared to the same period in the prior year, was primarily driven by (i) $29.2 million or 1.8% impact from tariff refunds that were received during the second and third quarter of 2026 and (ii) approximately a 2.2% impact from the May 1, 2025 sale of a 60% interest in our lower margin IV Solutions business and (iii) approximately 1.5% from price increases. The remaining net increase was related to pricing changes, integration synergies and product mix, partially offset by a 0.8% unfavorable impact from tariff expense and the impact of foreign currency exchange rate changes.

We do not expect any additional refunds related to tariffs previously paid under IEEPA to be material and, therefore, do not expect such refunds to materially impact our future gross margins..

Selling, General and Administrative ("SG&A") Expenses

The following table summarizes our total SG&A Expenses (in millions, except percentages):

	Three months ended September 30,				Nine months ended September 30,			
	2026	2025	$ Change	% Change	2026	2025	$ Change	% Change
SG&A	$ 154.4	$ 152.8	$ 1.6	1.0 %	$ 460.9	$ 469.4	$ (8.5)	(1.8)%

SG&A expenses increased for the three months ended September 30, 2026, as compared to the same period in the prior year, primarily due to an increase of $1.3 million in professional fees and $1.2 million in dealer fees, combined with other smaller category increases, which were primarily offset by a decrease of $3.6 million in stock compensation. Professional services increased primarily due to increase in accounting and consulting fees. Dealer fees increased due to an increase in revenue to distributors. Stock based compensation decreased driven by the timing of our equity award vestings, which resulted in one less outstanding annual award during the second quarter of 2026, partially offset by the adoption of a retirement policy on the 2026 equity awards.

SG&A expenses decreased for the nine months ended September 30, 2026, as compared to the same period in the prior year, primarily due to a decrease of $4.7 million in stock compensation, $2.3 million in facilities expenses, $2.2 million in IT expenses, $1.7 million in marketing and promotion expenses, $1.6 million in loss contract amortization, which when combined with other smaller category increases, were primarily offset by an increase of $2.8 million in compensation costs. The stock based compensation decrease was driven by the timing of our equity award vestings, which resulted in one less outstanding annual award during the second quarter of 2026, partially offset by the adoption of a retirement policy on the 2026 equity awards. Facilities expenses decreased primarily due to a decrease in rent expense as a result of the expiration and exit of certain facility leases and due to lower operating lease expense driven by a lower amortization base following ROU asset impairments. IT expenses decreased primarily due to lower outsourced data processing costs as a result of integration synergies. Marketing and promotion expenses decreased primarily due to lower marketing materials and market research costs. Loss contract expense decreased due to higher amortization of the unfavorable contract liability in 2026 as compared to 2025, as the liability was recorded in connection with the sale of the IV Solutions business in the second quarter of 2025. Compensation increased due to an increase in employee benefits.

Research and Development ("R&D") Expenses

The following table summarizes our total R&D Expenses (in millions, except percentages):

	Three months ended September 30,				Nine months ended September 30,			
	2026	**2025**	**$ Change**	**% Change**	**2026**	**2025**	**$ Change**	**% Change**
R&D	$ 21.8	$ 21.3	$ 0.5	2.3 %	$ 65.7	$ 66.4	$ (0.7)	(1.1)%

R&D expenses slightly increased for the three months ended September 30, 2026, as compared to the same period in the prior year, primarily related to higher employment expense that support ongoing R&D projects. R&D expenses slightly decreased for the nine months ended September 30, 2026, as compared to the same period in the prior year, primarily related to organizational synergies and project reprioritization. R&D expenses for both periods presented generally include compensation and benefit expenses, consulting fees, production supplies, samples, travel costs, utilities and other miscellaneous administrative costs incurred in our ongoing R&D projects.

Restructuring, Strategic Transaction and Integration Expenses

Restructuring, strategic transaction and integration expenses were $6.3 million and $44.4 million for the three and nine months ended September 30, 2026, respectively, as compared to $13.1 million and $46.1 million for the three and nine months ended September 30, 2025, respectively.

Restructuring charges

Restructuring charges were $3.6 million and $23.5 million for the three and nine months ended September 30, 2026, respectively, as compared to $6.2 million and $21.2 million for the three and nine months ended September 30, 2025, respectively. The restructuring costs for the three and nine months ended September 30, 2026 were primarily related to facility closure costs and severance costs, which included $5.8 million of non-cash impairment charges related to operating lease right-of-use assets and property, plant and equipment. The restructuring costs for the three and nine months ended September 30, 2025 were primarily related to facility closure costs and severance costs. As of September 30, 2026, we expect to pay the majority of our outstanding restructuring charges during the next twelve months. We expect restructuring costs to decrease during the remainder of 2026.

Strategic transaction and integration expenses

Strategic transaction and integration expenses were $2.7 million and $20.9 million for the three and nine months ended September 30, 2026, respectively, as compared to $6.9 million and $24.9 million for the three and nine months ended September 30, 2025, respectively. The strategic transaction and integration expenses during the three and nine months ended September 30, 2026 and 2025 were primarily related to ongoing consulting expenses and employee costs incurred to integrate our Smiths Medical business acquired in 2022. For the nine months ended September 30, 2026, strategic transaction and integration expenses also included costs from certain facility consolidations incurred to integrate our Smiths Medical business acquired in 2022. For the nine months ended September 30, 2025, transaction costs also included expenses related to the sale of a 60% ownership in our IV solutions business that was completed during the second quarter of 2025.

Interest Expense, net

The following table presents interest expense, net (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2026	**2025**	**2026**	**2025**
Interest expense	$ (18,101)	$ (22,229)	$ (55,190)	$ (70,557)
Interest income	2,861	2,421	7,709	8,169
Interest expense, net	$ (15,240)	$ (19,808)	$ (47,481)	$ (62,388)

Interest expense, net for the three and nine months ended September 30, 2026 and 2025 primarily included the contractual interest incurred on borrowings under the Credit Agreement, as defined below, the per annum commitment fee charged on the available amount of the revolving credit facility contained in the Credit Agreement, the amortization of debt issuance costs incurred in connection with entering into the Credit Agreement (see Note 18: Long-Term Debt in our accompanying condensed consolidated financial statements), the impact of the interest rate swaps, and interest income. Additionally, interest expense includes the interest accretion on an unfavorable contract loss provision beginning in the second quarter of 2025.

The interest expense component decreased for the three and nine months ended September 30, 2026, as compared to the respective prior year periods, primarily due to lower obligation principal balances resulting from principal prepayments, including the $45.3 million prepayment of our Term Loan B in the second quarter of 2026. For the nine months ended September 30, 2026, the decrease in interest expense also reflected the $200.0 million paydown of our Term Loan A in May 2025 using proceeds from the sale of a 60% interest of our IV Solutions business.

Other (Expense) Income, net

The following table presents other (expense) income, net (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2026	**2025**	**2026**	**2025**
Foreign exchange (loss) gain, net	$ (423)	$ 1,827	(2,184)	1,967
Loss on disposition of assets	(232)	$ (1,458)	(935)	(1,685)
Impairment of equity method investment	(2,832)	—	(2,832)	—
Other miscellaneous income, net	345	238	1,513	380
Other (expense) income, net	$ (3,142)	$ 607	$ (4,438)	$ 662

For the three and nine months ended September 30, 2026, the foreign exchange losses were primarily related to the strengthening of the U.S. dollar relative to certain foreign currencies, including the Euro. For the three and nine months ended, September 30, 2025, the foreign exchange gains were primarily related to the weakening of the U.S. dollar relative
to certain foreign currencies, including the Euro and British Pound, partially offset by the strengthening of the U.S. dollar relative to the Mexican Peso.

For the three and nine months ended September 30, 2026, we recognized a $2.8 million impairment loss related to the full write-down of an equity method investment (see Note 11: Investment Securities to our accompanying condensed consolidated financial statements). For the nine months ended September 30, 2026, other miscellaneous income (expense), net primarily included the recognition of UK research and development tax credits.

Gain on Sale of Business

For the three and nine months ended September 30, 2026, we completed the sale of a business and recognized a gain on the sale of $2.2 million (see Note 4: Disposal of Business to our accompanying condensed consolidated financial statements)

For the three months ended September 30, 2025, we recorded a gain on the sale of business of $3.0 million related to the difference between the fair value of our retained 40% ownership interest in the joint venture and our carrying value of that same proportionate ownership interest. For the nine months ended September 30, 2025, the gain on the sale of business of $44.8 million comprised of the sum of a $45.6 million gain from the disposal of a 60% ownership interest in the joint venture, a $19.4 million gain from the difference between the fair value of our retained 40% ownership interest in the joint venture and our carrying value of that same proportionate ownership interest, and a $20.2 million unfavorable contract loss (see Note 4: Disposal of Business to our accompanying condensed consolidated financial statements).

Income Taxes

For the three and nine months ended September 30, 2026, income taxes were accrued at an estimated effective tax rate of 20% and (37)%, respectively, as compared to 26% and 25% for the three and nine months ended September 30, 2025, respectively.

The effective tax rate for the three and nine months ended September 30, 2026 differs from the federal statutory rate of 21% principally because of the effect of the mix of U.S. and foreign incomes, section 162(m) excess compensation, federal and state valuation allowance, FDII, and tax credits. The effective tax rate for the three and nine months ended September 30, 2026 included a tax benefit of $0.0 million and $30.1 million, respectively, related to unrecognized tax benefits released as a result of the expiration of statutes of limitations. Additionally, U.S. return-to-provision adjustments net of related tax reserves for the year ended December 31, 2025 resulted in a tax benefit of $3.3 million, for both the three and nine months ended September 30, 2026.

The Company regularly assesses the realizability of deferred tax assets and records a valuation allowance to reduce the deferred tax assets to the amount that is more likely than not to be realized. In assessing the realizability of our deferred tax assets, we weigh all available positive and negative evidence. This evidence includes, but is not limited to, historical earnings, scheduled reversal of taxable temporary differences, tax planning strategies and projected future taxable income. Due to the weight of objectively verifiable negative evidence, the Company recorded a change to the valuation allowance against certain U.S. federal and state deferred tax assets, resulting in a $2.5 million tax benefit and $5.2 million tax benefit during the three and nine months ended September 30, 2026, respectively. The significant piece of objectively verifiable negative evidence evaluated was the recent U.S. cumulative losses. The Company's ability to use its deferred tax assets depends on the amount of taxable income in future periods.

The effective tax rate for the three and nine months ended September 30, 2025 differs from the federal statutory rate of 21% principally because of the effect of the mix of U.S. and foreign incomes, section 162(m) excess compensation, federal and state valuation allowance, and tax credits. The effective tax rate during the three and nine months ended September 30, 2025 included a tax expense of $0.0 million and $6.1 million, respectively, related to the sale of a 60% interest in our IV solutions business. Additionally, there were unrecognized tax benefits released as a result of the expiration of statutes of limitations during the three and nine months ended September 30, 2025 of $0.0 million and $5.0 million, respectively. The effective tax rate during the three and nine months ended September 30, 2025 also included a tax benefit of $12.0 million related to U.S. return-to-provision adjustments.

The Company recorded a change to the valuation allowance against certain U.S. federal and state deferred tax assets, resulting in a $1.4 million tax benefit and $2.3 million tax expense during the three and nine months ended September 30, 2025, respectively.

Equity in Earnings of Unconsolidated Affiliates

For the three and nine months ended September 30, 2026, we recorded equity in (losses) earnings of unconsolidated affiliates of $(2.1) million and $0.3 million, respectively, as compared to equity in (losses) earnings of unconsolidated affiliates of $(1.5) million and $1.3 million, respectively for the three and nine months ended September 30, 2025, related to our 40% proportionate share of the joint venture's financial results (see Note 4: Disposal of Business to our accompanying condensed consolidated financial statements). The joint venture's earnings are typically lower in the second half of the year due to seasonality and planned facility shutdowns.

In July 2026, Otsuka ICU Medical LLC announced plans for an over $500 million expansion to its IV Solutions manufacturing plant in Austin, Texas. This capital project will be funded by OPF, and we have no commitment to provide cash in connection with the plant expansion. Our equity in (losses) earnings of unconsolidated affiliates related to our Otsuka ICU Medical LLC ("OIM") joint venture is expected to be impacted by anticipated non-cash impairment charges related to the write-off of certain historical plant assets and equipment as they are decommissioned or replaced prior to the end of their respective useful lives. Our proportionate share of these non-cash charges will temporarily and significantly impact our reported net income (loss) in the periods recognized. These charges are expected to be non-cash in nature. Further, our equity in (losses) earnings of unconsolidated affiliates may also be impacted by certain expenses incurred solely for the benefit of our joint venture partner that will be fully reimbursable under our contract exit provisions. Accordingly, these expenses and the non-cash charges should not impact our consolidated cash flows or our recoverability of our investment in OIM. During the three and nine months ended September 30, 2026, our equity in (losses) earnings of unconsolidated affiliates related to our Otsuka ICU Medical LLC joint venture included $0.8 million of these non-cash impairment charges.

Liquidity and Capital Resources

We regularly evaluate our liquidity and capital resources, including our access to external capital, to assess our ability to meet our principal cash requirements, which include working capital requirements, planned capital investments in our business, commitments, acquisition restructuring and integration expenses, investments in quality systems and quality compliance objectives, payment of interest expense, repayment of outstanding borrowings, income tax obligations, potential share repurchase opportunities and acquisition opportunities in accordance with our growth strategy.

Sources of Liquidity

Our current primary sources of liquidity are cash and cash equivalents, cash flows from our operations including access to borrowing arrangements.

Funds generated from operations are held in cash and cash equivalents. During the nine months ended September 30, 2026, our cash and cash equivalents decreased by $6.2 million from $308.0 million at December 31, 2025 to $301.8 million at September 30, 2026. This decrease was primarily due to principal payments in 2026, including a $45.3 million prepayment on our Term Loan B during the second quarter of 2026 and a $75.3 million prepayment on our Term Loan B during the third quarter of 2026, as well as $39.2 million of tax withholding payments made during 2026 to settle employee equity award vests. Tax withholding payments are typically highest during the first quarter due to the timing of employee equity vesting activity. These payments represent the value of the shares withheld by the Company to satisfy employee tax obligations, which effectively reduced the total number of shares issued upon vesting and minimized shareholder dilution.

Credit Facilities and Access to Capital

As discussed in Note 18: Long-Term Debt to our accompanying condensed consolidated financial statements, on October 31, 2025 (the "Closing Date"), we entered into an Amendment No. 2 to our Credit Agreement (the "Amendment"), whereby we refinanced our Term Loan A and our Revolving Credit Facility under our existing Credit Agreement dated as of January 6, 2022 (as amended by Amendment No. 1, dated as of October 5, 2022, the "Existing Credit Agreement" and as further amended by the Amendment, the "Amended Credit Agreement"). The Amended Credit Agreement includes new credit facilities (the "New Credit Facilities") that consists of a $750.0 million senior secured term loan A and a new $500.0 million revolving credit facility (the "New Revolving Facility"). The outstanding aggregate principal amount of the term loans is $1.2 billion as of September 30, 2026, which includes the Term Loan A that will mature in October 2030 and the Term Loan B that will mature in January 2029. There are no outstanding borrowings under the New Revolving Facility as of September 30, 2026.

As part of entering into the Senior Secured Credit Facilities, we were assigned issuer and Term Loan B credit ratings. At the date of issuance of this report, our issuer and Term Loan B credit ratings assigned and outlook were as follows:

	Issuer/Term Loan B Credit Ratings	Outlook
Moody's	Ba3/Ba3	Stable
Fitch	BB/BB+	Stable
Standard & Poor's	BB/BB	Stable

These credit ratings are not a recommendation by the rating agency to buy, sell, or hold our securities, are subject to revision or withdrawal at any time by the rating agency and should be evaluated independently of any other credit rating we may receive. In addition, credit rating agencies review their ratings periodically, and there is no guarantee our current credit rating will remain the same as described above. If our credit rating were to be lowered, our ability to access the debt markets, our cost of funds, and other terms for new incurrence of debt could be adversely impacted.

The Credit Agreement contains financial covenants that pertain to the Term Loan A and the New Revolving Facility. Specifically, we were required to maintain a Secured Net Leverage Ratio of no more than 4.50 to 1.00, with a step-down to 4.00 to 1.00 starting with the quarter ending June 30, 2027 and an Interest Coverage Ratio of no less than 3.00 to 1.00 (defined and discussed in greater detail in Note 18: Long-Term Debt to our accompanying condensed consolidated financial statements). We were in compliance with these financial covenants as of September 30, 2026.

In January 2023, we entered into a receivables purchase agreement with Bank of the West, which was subsequently acquired by BMO Bank, N.A. ("BMO") in February 2023. The program accelerates our access to capital and may be utilized as needed. The program was not utilized during the periods presented, and there were no outstanding sold receivables as of September 30, 2026 and December 31, 2025.

We believe that our existing cash and cash equivalents along with cash flows expected to be generated from future operations and the funds received and accessible under the New Credit Facilities will provide us with sufficient liquidity to finance our cash requirements for the next twelve months and the foreseeable future. In the event that we experience downturns, cyclical fluctuations in our business that are more severe or longer than anticipated, fail to achieve anticipated revenue and expense levels, or have significant unplanned cash expenditures, we may need to obtain or seek alternative sources of capital or financing, and we can provide no assurances that the terms of such capital or financing will be available to us on favorable terms, if at all. Our ability to generate cash flows from operations, issue debt or enter into other financing arrangements on acceptable terms could be adversely affected if there is a material decline in the demand for our products or in the solvency of our customers or suppliers, deterioration in our key financial ratios or credit ratings or other significantly unfavorable changes in economic conditions. See Part I. Item 1A. "Risk Factors" in our 2025 Annual Report on Form 10-K for discussion of the risks and uncertainties associated with our debt financing.

Uses of Liquidity

Capital Expenditures

As of September 30, 2026, we now expect capital expenditures to be approximately $75 million for estimated 2026 planned capital expenditures, which is lower than our previously disclosed $85 million to $100 million range in our 2025 Annual Report on Form 10-K, due to the timing of project spend.

Contractual Obligations

Our principal commitments at September 30, 2026 include both short and long-term future obligations.

Operating Leases

We have non-cancelable operating lease agreements where we are contractually obligated for certain lease payment amounts. For more information regarding our operating lease obligations, (see Note 7: Leases to our accompanying condensed consolidated financial statements).

Long-term Debt

The proceeds from and commitments under the New Credit Facilities, described above, were used to (i) repay the outstanding principal amount of the Term Loan A and refinance the existing Revolving Credit Facility (collectively, the "Refinancing") under the Existing Credit Agreement (ii) repay $190.0 million of the outstanding balance of the Term Loan B under the Existing Credit Agreement and (iii) to finance the payment of fees and expenses incurred in connection with the Refinancing. The proceeds of future borrowings under the New Revolving Facility, which expires in October 2030, may be used as a source of liquidity to support our ongoing working capital requirements and other general corporate purposes.

The New Credit Facilities mature on October 31, 2030, subject to a springing maturity provision under which, if any of the Term Loan B tranche remains outstanding on the date that is 91 days prior to the Term Loan B maturity date (the "Springing Maturity Date"), the maturity date for the Term Loan A and the Revolving Credit Facility will automatically accelerate to the Springing Maturity Date, if earlier than October 31, 2030. We are monitoring our liquidity position to ensure we can address this potential earlier repayment obligation.

Interest payments on the term loans were estimated using an Adjusted Term SOFR rate and an applicable margin of 1.50% for Term Loan A and 2.25% for Term Loan B and the revolver commitment fees were estimated using a rate of 0.20%. The applicable margin rate and commitment fee rate will change from time to time in accordance with a preset pricing grid based on the leverage ratio (see Note 18: Long-Term Debt to our accompanying condensed consolidated financial statements for pricing grids related to the Senior Secured Credit Facilities).

Term Loan B Principal Prepayments

As a result of principal prepayments made in 2025 and principal prepayments of $45.3 million during the second quarter of 2026 and $75.3 million during the third quarter of 2026, we have no mandatory principal payments on our Term Loan B until 2029.

The principal repayment obligations, estimated interest payments and revolver commitment fee payments are estimated in the below table. We expect to fund these obligations with our existing cash and cash equivalents and cash generated from our future operations.

	(in millions)					
	Remainder of 2026	**2027**	**2028**	**2029**	**2030**	**Thereafter**
Term Loan A Principal Payments*	$ 4.6	$ 18.8	$ 37.5	$ 37.5	$ 637.5	$ —
Term Loan A Interest Payments*	10.5	43.6	42.2	39.8	37.1	—
Term Loan B Principal Payments	—	—	—	423.9	—	—
Term Loan B Interest Payments	7.0	29.4	29.5	0.5	—	—
Revolver Commitment Fee	0.3	1.0	1.0	1.0	1.0	—
	$ 22.4	$ 92.8	$ 110.2	$ 502.7	$ 675.6	$ —

*The Term Loan A principal and interest payments in the above table are subject to the springing maturity clause described in Exhibit 10.1 as filed as an exhibit to our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2025.

Other Future Capital Investments

Other future capital investments include restructuring and integration expenses along with spending to support quality systems and quality compliance objectives, which includes acquired field action liabilities. As of September 30, 2026, there have been no material changes to our range of $60 million to $80 million for estimated 2026 other future capital investments previously disclosed in our 2025 Annual Report on Form 10-K.

Contingent Payments

In 2015, legislation was enacted in Italy, which requires medical device companies to make payments to the Italian government if Italy's medical device expenditures for certain years exceeded annual regional expenditure ceilings. Since its enactment, the legislation has been subject to appeals in the Italian court system. In the third quarter of 2024, Italy's

Constitutional Court issued two judgments, one of which confirmed the legitimacy of the legislation on the Italy Medical Device Payback ("IMDP"). In September 2025, the Italian government enacted a law that allows medical device companies to settle certain historical periods (2015-2018) for 25% of the original assessed value. During the third quarter of 2025, we settled the liability related to the 2015-2018 historical periods and paid $2.5 million. Additionally, we recorded a release of $3.8 million in previously established reserves. See Note 16: Accrued Liabilities to our accompanying condensed consolidated financial statements for details on remaining amounts accrued for potential payments related to the IMDP.

We expect to fund our capital expenditures and contractual obligations with our existing cash and cash equivalents and cash generated from our future operations.

Indemnifications

In the normal course of business, we have agreed to indemnify our officers and directors to the maximum extent permitted under Delaware law and to indemnify customers as to certain intellectual property matters related to sales of our products. There is no maximum limit on the indemnification that may be required under these agreements. Although we can provide no assurances, we have never incurred, nor do we expect to incur, any liability for indemnification.

Historical Cash Flows

Cash Flows from Operating Activities

Our net cash provided by operations for the nine months ended September 30, 2026 was $218.6 million. The changes in operating assets and liabilities included a $2.3 million decrease in inventories and $12.8 million increase in accrued liabilities. Offsetting these amounts were a $29.5 million increase in accounts receivable, an $8.7 million increase in prepaid expenses and other current assets, a $1.7 million increase in other assets, a $10.7 million decrease in accounts payable, and $42.6 million in net changes in income taxes, including excess tax benefits and deferred income taxes. The decrease in inventory was primarily due to strong sales volume of certain products and delays in inventory production as a result of plant transfers. The increase in accrued liabilities was primarily due to an increase in deferred revenue, offset by operating lease payments. The increase in accounts receivable was primarily due to the amount and timing of sales and collections. The increase in prepaid expenses and other current assets was primarily due to an increase in deferred costs related to infusion pumps sold. The increase in other assets was due to the purchase of spare parts. The decrease in accounts payable was due to the timing of payments. The net changes in income taxes was a result of the timing of payments, recording of the current deferred provision, and valuation allowance.

Our net cash provided by operations for the nine months ended September 30, 2025 was $119.2 million. The changes in operating assets and liabilities included a $3.9 million decrease in accounts receivable and a $23.3 million increase in accounts payable. Offsetting these amounts was a $36.2 million increase in inventories, a $4.7 million increase in prepaid expenses and other current assets, a $7.1 million increase in other assets, $28.9 million decrease in accrued liabilities, and $33.5 million in net changes in income taxes, including excess tax benefits and deferred income taxes. The decrease in accounts receivable was primarily due to the amount and timing of revenues. The increase in accounts payable was due to the timing of payments. The increase in inventory was primarily to build inventory safety stock levels and the impact of the capitalization of tariffs in our accounting. The increase in prepaid expenses and other current assets was primarily due to an increase in the payment of miscellaneous prepaid invoices. The increase in other assets was due to the purchase of spare parts. The decrease in accrued liabilities was primarily due to payout of annual bonuses and decrease in deferred revenue. The net changes in income taxes was a result of the timing of payments.

Cash Flows from Investing Activities

The following table summarizes the changes in our investing cash flows (in thousands):

	Nine months ended September 30,		
	2026	2025	Change
Investing Cash Flows:			
Purchases of property, plant and equipment	$ (45,999)	$ (63,397)	$ 17,398 (1)
Proceeds from sale of business	5,931	211,185	(205,254) (2)
Proceeds from sale of assets	39	42	(3)
Intangible asset additions	(5,245)	(7,210)	1,965
Net cash (used in) provided by investing activities	$ (45,274)	$ 140,620	$ (185,894)

(1) Our purchases of property, plant and equipment may vary from period to period based on additional investments needed to support new and existing products and expansion of our manufacturing facilities.

(2) During the three and nine months ended September 30, 2026, we completed the sale of a business. In 2025, we sold a 60% ownership interest in our IV Solutions business to OPF. See Note 4: Disposal of Business to our accompanying condensed consolidated financial statements.

Cash Flows from Financing Activities

The following table summarizes the changes in our financing cash flows (in thousands):

	Nine months ended September 30,		
	2026	2025	Change
Financing Cash Flows:			
Principal payments on long-term debt	$ (134,688)	$ (272,750)	$ 138,062 (1)
Proceeds from exercise of stock options	490	5,972	(5,482) (2)
Payments on finance leases	(1,966)	(1,543)	(423)
Tax withholding payments related to net share settlement of equity awards	(39,166)	(8,719)	(30,447) (3)
Net cash used in financing activities	$ (175,330)	$ (277,040)	$ 101,710

(1) Relates to scheduled principal payments and any prepayments on the Senior Secured Credit Facilities. In March 2025, we prepaid $35.0 million on our Term Loan B. In May 2025, we used $200.0 million received from the sale of a 60% interest in our IV Solutions business to pay down a portion of our Term Loan A. In June 2026, we prepaid $45.3 million on our Term Loan B. In September 2026, we prepaid an additional $75.3 million on our Term Loan B. Due to prepayments in 2025 and 2026, we do not have any mandatory principal payments on our Term Loan B until 2029.

(2) Proceeds from the exercise of stock options will vary from period to period based on the volume of options exercised and the exercise price of the specific options exercised.

(3) During the nine months ended September 30, 2026, our employees surrendered 298,361 shares of our common stock from vested restricted stock unit awards as consideration for approximately $39.2 million in minimum statutory withholding obligations paid on their behalf. During the nine months ended September 30, 2025, our employees surrendered 61,304 shares of our common stock from vested restricted stock unit awards as consideration for approximately $8.7 million in minimum statutory withholding obligations paid on their behalf.

Our common stock purchase plan, which authorizes the repurchase of up to $100.0 million of our common stock, was approved by our Board of Directors in August 2019. This plan has no expiration date. As of September 30, 2026, all of the $100.0 million available for purchase was remaining under the plan. We are limited on share purchases in accordance with the terms and conditions of our Credit Agreement (see Note 18: Long-Term Debt in our accompanying condensed consolidated financial statements).

Critical Accounting Policies

In our 2025 Annual Report on Form 10-K, we identified the critical accounting policies which affect our more significant estimates and assumptions used in preparing our consolidated financial statements. There have been no material changes to our critical accounting policies from those previously disclosed in our 2025 Annual Report on Form 10-K.

New Accounting Pronouncements

See Note 2: New Accounting Pronouncements to the accompanying condensed consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Risk

Our variable-rate term loans and revolving credit facility are exposed to changes in interest rates.

The term loan A facility currently bears interest based on Term SOFR plus an applicable margin of 1.50% per year. The term loan B facility currently bears interest based on Adjusted Term SOFR subject to a 0.50% floor plus an applicable margin of 2.25%. We used a sensitivity analysis to measure our interest rate risk exposure. If the SOFR rate increases or decreases 1% from September 30, 2026, the additional annual interest expense or savings related to the existing term loans would be approximately $11.6 million before considering any offsetting impacts of our interest rate swaps.

In order to mitigate and offset a portion of this interest rate risk exposure associated with these debt instruments, we entered into interest rate swaps to achieve a targeted mix of fixed and variable-rate debt. The term loan A swap has an initial notional amount of $300.0 million, reducing to $150.0 million evenly on a quarterly basis through its final maturity on March 30, 2027, and we pay a fixed rate of 1.32% and receive the greater of 3-month USD SOFR or (0.15)%. The term loan B swap, which matured on March 30, 2026, had an initial notional amount of $750.0 million that reduced to $46.9 million evenly on a quarterly basis. We paid a fixed rate of 1.17% and received the greater of 3-month USD SOFR or 0.35%. In June 2023, we entered into an additional swap with a notional amount of $300.0 million with a maturity date of June 30, 2028 and we pay a fixed rate of 3.8765% starting on June 30, 2023 and receive 3-month USD SOFR. In February 2026, we entered into an additional swap with a notional amount of $225.0 million with a maturity date of December 31, 2029 and we pay a fixed rate of 3.302% and receive 3-month USD SOFR. See Note 9: Derivatives and Hedging Activities to our accompanying condensed consolidated financial statements.

Foreign Currency Exchange Rate Risk

We transact business globally in multiple currencies, some of which are considered volatile. Our international revenues and expenses and working capital positions denominated in these foreign currencies expose us to the risk of fluctuations in foreign currency exchange rates against the U.S. dollar. As the receiver of foreign currencies we are adversely affected by the strengthening of the U.S. dollar and other currencies relative to the operating unit functional currency. Our hedging policy attempts to manage these risks to an acceptable level. We manage our foreign currency exposures on a consolidated basis to take advantage of net exposures and natural offsets, which are then further reduced by the gains and losses of our hedging instruments. Gains and losses on the hedging instruments offset gains and losses on the hedged forecasted transactions and reduce the earnings volatility related to foreign exchange, however we do not hedge our entire foreign exchange exposure and are still subject to potentially significant earnings volatility due to foreign currency exchange rate risk.

Our foreign currency exchange forward contracts hedge a portion of our forecasted foreign currency-denominated revenues and expenses (principally Mexican Pesos, Euros, Japanese Yen, Canadian Dollar, and Australian Dollar) that differ from the functional currency of the operating unit. These derivative contracts are designated and qualify as cash flow hedges (see Note 9: Derivatives and Hedging Activities to the condensed consolidated financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q). We performed a sensitivity analysis to estimate changes in the fair value of our foreign exchange derivatives due to potential changes in near-term foreign currency exchange rates. At September 30, 2026, the effect of a hypothetical 10% weakening in the foreign currencies for the prevailing currency pairs we have contracts in would result in an estimated increase in the fair value of these outstanding derivative contracts by approximately $2.2 million.

Item 4. Controls and Procedures

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our 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. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this Quarterly Report. Based on the evaluation, our principal executive officer and principal financial officer concluded that, as of September 30, 2026, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended September 30, 2026 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

Certain legal proceedings in which we are involved are discussed in Part I, Item 1. "Financial Statements" of this Form 10-Q in Note 20. Commitments and Contingencies to the Condensed Consolidated Financial Statements, which are incorporated herein by reference.

Item 1A. Risk Factors

In evaluating an investment in our common stock, investors should consider carefully, among other things, the risk factors previously disclosed in Part I, Item 1A of our 2025 Annual Report on Form 10-K, as well as the information contained in this Quarterly Report, in each case, as updated by our other filings with the SEC. There have been no material changes to the risk factors disclosed in Part I, Item 1A of our 2025 Annual Report on Form 10-K.

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

Purchase of Equity Securities

The following is a summary of our stock repurchasing activity during the third quarter of 2026:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of a publicly announced program	Approximate dollar value of shares that may yet be purchased under the program[1]
07/01/2026 — 07/31/2026	—	$ —	—	$ 100,000,000
08/01/2026 — 08/31/2026	—	$ —	—	$ 100,000,000
09/01/2026—09/30/2026	—	$ —	—	$ 100,000,000
Third quarter of 2026 total	—	$ —	—	$ 100,000,000

(1) Our common stock purchase plan, which authorized the repurchase of up to $100.0 million of our common stock, was authorized by our Board of Directors and publicly announced in August 2019. This plan has no expiration date. We are not obligated to make any

purchases under our stock purchase program. Subject to applicable state and federal corporate and securities laws and any restrictions on share purchases under our debt agreements, purchases under a stock purchase program may be made at such times and in such amounts as we deem appropriate. Purchases made under our stock purchase program can be discontinued at any time we feel additional purchases are not warranted. We are limited on share purchases in accordance with the terms and conditions of our Credit Agreement (see Note 18: Long-Term Debt in our accompanying condensed consolidated financial statements).

Item 5. Other Information

(a) None.

(b) None.

(c) During the three months ended September 30, 2026, none of the Company's directors or "officers" (as defined in Rule 16a-1(f) of the Exchange Act) adopted, modified, or terminated a "Rule 10b5-1 trading arrangement" intended to satisfy the affirmative defense of Rule 10b5-1(c) or a “non-Rule 10b5-1 trading arrangement,” each as defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

Exhibit Number	Exhibit Description	Filed/ Furnished Herewith
2.1	Share Sale and Purchase Agreement, dated September 8, 2021, by and between Smiths Group International Holdings Limited, a private limited company incorporated in England and Wales, and ICU Medical, Inc., a Delaware corporation. Filed as an Exhibit to Registrant's Current Report on Form 8-K filed on September 8, 2021 (File No. 001-34634).	
2.2	Put Option Deed from ICU Medical, Inc., a Delaware corporation to Smiths Group International Holdings Limited, a private limited company incorporated in England and Wales. Filed as an Exhibit to Registrant's Current Report on Form 8-K filed on September 8, 2021 (File No. 001-34634).	
2.3†	Purchase Agreement, dated November 12, 2024, by and between ICU Medical, Inc., a Delaware corporation, ICU Medical Sales, Inc., a Delaware corporation and Otsuka Pharmaceutical Factory America, Inc., a Delaware corporation. Filed as an Exhibit to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2024, filed on November 12, 2024 (File No. 001-34634).	
3.1	Registrant's Certificate of Incorporation, as amended and restated. Filed as an Exhibit to Registrant's Current Report on Form 8-K filed on May 18, 2026 (File No. 001-34634).	
3.2	Registrant's Bylaws, as amended and restated. Filed as an Exhibit to Registrant's Current Report on Form 8-K filed on May 18, 2026 (File No. 001-34634).	
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	*
32.1	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	**
101.INS	XBRL Instance Document - this instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.	*
101.SCH	XBRL Taxonomy Extension Schema Document	*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	*
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)	*

* Filed herewith.
** Furnished herewith.
† Pursuant to Item 601(a)(5) of Regulation S-K, certain schedules and similar attachments have been omitted. The registrant hereby agrees to furnish supplementally a copy of any omitted schedule or similar attachment to the SEC upon request.

Signature

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

ICU Medical, Inc.

(Registrant)

/s/ Brian M. Bonnell Date: November 5, 2026

Brian M. Bonnell
Chief Financial Officer
(Principal Financial Officer and Authorized Officer)

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Vivek Jain, certify that:

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

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

/s/ Vivek Jain
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Brian M. Bonnell, certify that:

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

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

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

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2026

/s/ Brian M. Bonnell
Chief Financial Officer

Exhibit 32.1

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

In connection with the Quarterly Report of ICU Medical, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Vivek Jain, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 5, 2026	/s/ Vivek Jain
Date	Vivek Jain Chief Executive Officer (principal executive officer)

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

In connection with the Quarterly Report of ICU Medical, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brian M. Bonnell, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 5, 2026	/s/ Brian M. Bonnell
Date	Brian M. Bonnell Chief Financial Officer (principal financial officer)