

REFINITIV

DELTA REPORT

10-Q

ESI - ELEMENT SOLUTIONS INC

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 731

█ CHANGES 192

█ DELETIONS 322

█ ADDITIONS 217

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

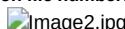
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended **September 30, 2023** **March 31, 2024**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number: 001-36272



Element Solutions Inc

(Exact name of Registrant as specified in its charter)

Delaware

37-1744899

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

500 East Broward Boulevard, Suite 1860

33394

Fort Lauderdale, Florida

(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: **(561) 207-9600**

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	ESI	New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

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

Number of shares of common stock outstanding at **October 19, 2023** **April 23, 2024:** **241,516,314** **242,063,821**

TABLE OF CONTENTS

	Page	
<u>Glossary of Defined Terms</u>	i	
<u>Forward-Looking Statements</u>	ii	
<u>Non-GAAP Financial Measures</u>	ii	
Part I.	Financial Information	
<u>Item 1.</u>	<u>Condensed Consolidated Financial Statements (Unaudited)</u>	
	<u>Condensed Consolidated Statements of Operations</u>	
	<u>Three and Nine Months Ended September 30, 2023 March 31, 2024 and 2022 2023</u>	1
	<u>Condensed Consolidated Statements of Comprehensive Loss Income</u>	
	<u>Three and Nine Months Ended September 30, 2023 March 31, 2024 and 2022 2023</u>	2
	<u>Condensed Consolidated Balance Sheets</u>	
	<u>September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023</u>	3
	<u>Condensed Consolidated Statements of Cash Flows</u>	
	<u>Nine Three Months Ended September 30, 2023 March 31, 2024 and 2022 2023</u>	4
	<u>Condensed Consolidated Statements of Changes in Stockholders' Equity</u>	
	<u>Three and Nine Months Ended September 30, 2023 March 31, 2024 and 2022 2023</u>	5
	<u>Notes to the Condensed Consolidated Financial Statements</u>	76
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	18 15
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	30 25
<u>Item 4.</u>	<u>Controls and Procedures</u>	30 25
Part II.	Other Information	
<u>Item 1.</u>	<u>Legal Proceedings</u>	31 26
<u>Item 1A.</u>	<u>Risk Factors</u>	31 26
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	31 26
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>	31 26
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	31 26
<u>Item 5.</u>	<u>Other Information</u>	31 26
<u>Item 6.</u>	<u>Exhibits</u>	32 27
Signatures	33 28	

GLOSSARY OF DEFINED TERMS

Terms	Definitions
Element Solutions; We; Us; Our; the Company	Element Solutions Inc, a Delaware corporation, and where the context requires, its subsidiaries or operating businesses.
Credit Agreement	Credit Agreement, dated as of January 31, 2019, as amended from time to time, among, inter alia, Element Solutions and MacDermid, Incorporated, as borrowers, certain subsidiaries of Element Solutions and the lenders from time to time parties thereto.
EBITDA	Earnings before interest, taxes, depreciation and amortization.
Exchange Act	Securities Exchange Act of 1934, as amended.
GAAP	U.S. Generally Accepted Accounting Principles.
HSO	HSO Herbert Schmidt GmbH & Co. KG, Dipl.-Ing. W. Schmidt GmbH and HSO Hong Kong Holding Limited and its subsidiary.
HSO Acquisition	Acquisition of HSO on January 26, 2022.
Kuprion Acquisition	Acquisition of Kuprion, Inc. on May 19, 2023.
Quarterly Report	This quarterly report on Form 10-Q for the three and nine months ended September 30, 2023 March 31, 2024.
RSUs	Restricted stock units issued by Element Solutions from time to time under its Amended and Restated 2013 Incentive Compensation Plan.
SEC	Securities and Exchange Commission.
ViaForm Distribution Rights	The rights to sell the Company's ViaForm® electrochemical deposition products in certain markets directly to customers.
WACC	Weighted average cost of capital.
2022 2023 Annual Report	Element Solutions' annual report on Form 10-K for the fiscal year ended December 31, 2022 December 31, 2023, filed with the SEC on February 22, 2023 February 21, 2024.
3.875% USD Notes due 2028	Element Solutions' \$800 million aggregate principal amount of 3.875% senior notes due 2028, denominated in U.S. dollars, issued on August 18, 2020.

i

Forward-Looking Statements

This Quarterly Report contains forward-looking statements that can be identified by words such as "expect," "anticipate," "project," "will," "should," "believe," "intend," "plan," "assume," "estimate," "predict," "seek," "continue," "outlook," "may," "might," "aim," "can have," "likely," "potential," "target," "hope," "goal," "priority" or "confident" and variations of such words and similar expressions. Many of the forward-looking statements include, but are not limited to, statements, beliefs, projections and expectations regarding the continuing economic impact of the coronavirus (COVID-19) and its variants on the global economy, our business, financial results, customers, suppliers, vendors and/or stock price, including the impact of related governmental responses; the efficacy of vaccines and treatments targeting COVID-19 and its variants; secular trends and expected growth of our businesses; the expected benefits of the reacquired ViaForm Distribution Rights and the Kuprion Acquisition; deferred payments related to the ViaForm Distribution Rights and the Kuprion Acquisition; the ongoing conflict between Russia and Ukraine and the evolving nature of the conflicts Israel-Hamas conflict and other hostilities in the Middle East as well as actions in response thereto and their impact on market conditions and the global economy; the continuing economic impact of the coronavirus (COVID-19) and its variants on the global economy, secular trends and expected growth of our businesses; capital requirements and need for and availability of financing; probability of achievement of the performance target related to certain performance-based RSUs; the impact of new accounting standards and accounting changes; potential share repurchases; our dividend policy and dividend declarations; our hedging activities; timing and outcome of environmental and legal matters; tax planning strategies and assessments; the impact of changes to privacy, cybersecurity, environmental, global trade, tax law changes; and other governmental regulations; impairments, including those on goodwill and other intangible assets; price volatility and cost environment; inflation and fluctuations in foreign exchange rates; our liquidity, cash flows and capital allocation; funding sources; expected capital expenditures; debt and debt leverage ratio; pension plan contributions; contractual obligations; general views about future operating results; sustainability goals; expected returns to stockholders; risk management programs; future prospects; and other events or developments that we expect or anticipate will occur in the future.

Although we believe these forward-looking statements are based upon reasonable assumptions regarding our business and expectations about future events, financial performance and trends, there can be no assurance that our actual results will not differ materially from any results expressed or implied in these forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in Part I, Item 1A, *Risk Factors*, of our 2022 2023 Annual Report. In addition, as we operate in a very competitive and rapidly changing environment, new risks may emerge from time to time. Any forward-looking statement included in this Quarterly Report is based only solely on information currently available and speaks only as of the date on which it is made. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. Please consult any further disclosures on related subjects in our SEC filings.

The invasion of Ukraine by Russia in early 2022 and the sanctions and other measures being imposed in response to this conflict have increased the level of economic and political uncertainty. While none of Russia, Ukraine or Belarus constitutes a material portion of our business and we do not have physical assets in these countries, a significant escalation or

expansion of economic disruption or the conflict's current scope could disrupt the global supply chain and increase our costs as well as amplify certain risks discussed in Part I, Item 1A, *Risk Factors*, of our 2022 Annual Report.

In addition, while progress has been made to contain the COVID-19 pandemic, it remains a global challenge. The long-term impact of the pandemic will depend on numerous and evolving factors that remain highly uncertain, vary by market and cannot be quantified at this time, such as the scope, severity and duration of the pandemic.

Non-GAAP Financial Measures

This Quarterly Report contains non-GAAP financial measures, such as Adjusted EBITDA and operating results on a constant currency and organic basis and Adjusted EBITDA basis. Non-GAAP financial measures should not be considered in isolation from, a substitute for, or superior to, performance measures calculated in accordance with GAAP. For additional information on these non-GAAP financial measures, including definitions, limitations and reconciliations to their most comparable applicable GAAP measures, see "Non-GAAP Financial Measures" in the Part I, Item 2 *Management's Discussion and Analysis of Financial Condition and Results of Operations* section in Part I, Item 2, and Note 12, *Segment Information*, to the unaudited Condensed Consolidated Financial Statements, both included in this Quarterly Report.

ii

PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(dollars in millions, except per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023		2022	
	\$	599.3	\$	618.5
Net sales				
Cost of sales		357.4		396.6
Gross profit		241.9		221.9
Operating expenses:				
Selling, technical, general and administrative		149.9		131.4
Research and development		12.9		11.3
Goodwill impairment		80.0		—
Total operating expenses		242.8		142.7
Operating (loss) profit		(0.9)		79.2
Other (expense) income:				
Interest expense, net		(13.3)		(12.3)
Foreign exchange (loss) gain		(5.3)		0.9
Other income, net		3.1		2.0
Total other expense		(15.5)		(9.4)
(Loss) income before income taxes and non-controlling interests		(16.4)		69.8
Income tax expense		(15.3)		(16.5)
Net (loss) income from continuing operations		(31.7)		53.3
Income from discontinued operations, net of tax		—		—
Net (loss) income		(31.7)		53.3
Net income attributable to non-controlling interests		(0.1)		(0.1)
Net (loss) income attributable to common stockholders	\$	(31.8)	\$	53.2
		(\$31.8)		\$53.2
(Loss) earnings per share				

Basic from continuing operations	\$ (0.13)	\$ 0.22	\$ 0.16	\$ 0.70
Basic from discontinued operations	—	—	0.01	0.01
Basic attributable to common stockholders	\$ (0.13)	\$ 0.22	\$ 0.17	\$ 0.71
Diluted from continuing operations	\$ (0.13)	\$ 0.22	\$ 0.16	\$ 0.70
Diluted from discontinued operations	—	—	0.01	0.01
Diluted attributable to common stockholders	\$ (0.13)	\$ 0.22	\$ 0.17	\$ 0.71
Weighted average common shares outstanding				
Basic	241.5	244.7	241.4	246.4
Diluted	241.5	245.0	241.8	247.2

	Three Months Ended March 31,	
	2024	2023
Net sales	\$ 575.0	\$ 574.4
Cost of sales	330.0	346.6
Gross profit	245.0	227.8
Operating expenses:		
Selling, technical, general and administrative	149.1	148.9
Research and development	18.1	12.5
Total operating expenses	167.2	161.4
Operating profit	77.8	66.4
Other (expense) income:		
Interest expense, net	(13.9)	(11.7)
Foreign exchange gains	7.9	4.9
Other (expense) income, net	(2.3)	0.3
Total other expense	(8.3)	(6.5)
Income before income taxes and non-controlling interests	69.5	59.9
Income tax expense	(13.5)	(16.9)
Net income	56.0	43.0
Net income attributable to non-controlling interests	—	(0.1)
Net income attributable to common stockholders	\$ 56.0	\$ 42.9
Earnings per share		
Basic	\$ 0.23	\$ 0.18
Diluted	\$ 0.23	\$ 0.18
Weighted average common shares outstanding		
Basic	241.8	241.1
Diluted	242.5	241.8

See accompanying notes to the Condensed Consolidated Financial Statements

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS INCOME
(Uaudited)
(dollars in millions)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net (loss) income	\$ (31.7)	\$ 53.3	\$ 41.0	\$ 175.1

Other comprehensive loss				
Foreign currency translation:				
Other comprehensive loss before reclassifications, net of tax expense of \$0.6 and \$5.4 for the three months ended September 30, 2023 and 2022 and \$0.6 and \$7.8 for the nine months ended September 30, 2023 and 2022, respectively	(21.8)	(107.4)	(80.4)	(233.8)
Total foreign currency translation adjustments	(21.8)	(107.4)	(80.4)	(233.8)
Available-for-sale debt securities:				
Other comprehensive loss before reclassifications, net of tax expense of \$0.0 for the three and nine months ended September 30, 2023, respectively	—	—	(1.0)	—
Total unrealized loss on available-for-sale debt securities	—	—	(1.0)	—
Derivative financial instruments:				
Other comprehensive income before reclassifications, net of tax (benefit) expense of \$(0.7) and \$4.3 for the three months ended September 30, 2023 and 2022 and \$(1.6) and \$16.0 for the nine months ended September 30, 2023 and 2022, respectively	7.3	15.1	20.5	43.7
Reclassifications, net of tax expense of \$0.0 for the three months ended September 30, 2023 and 2022 and \$0.0 for the nine months ended September 30, 2023 and 2022, respectively	(10.8)	(0.9)	(28.6)	6.9
Total unrealized (loss) gain on qualified hedging derivatives	(3.5)	14.2	(8.1)	50.6
Other comprehensive loss	(25.3)	(93.2)	(89.5)	(183.2)
Comprehensive loss	(57.0)	(39.9)	(48.5)	(8.1)
Comprehensive loss attributable to non-controlling interests	—	0.1	0.5	1.6
Comprehensive loss attributable to common stockholders	\$ (57.0)	\$ (39.8)	\$ (48.0)	\$ (6.5)

	Three Months Ended March 31,	
	2024	2023
Net income	\$ 56.0	\$ 43.0
Other comprehensive (loss) income		
Foreign currency translation:		
Other comprehensive (loss) income before reclassifications, net of tax expense (benefit) of \$5.4 and \$(3.0) for the three months ended March 31, 2024 and 2023, respectively	(46.3)	10.9
Total foreign currency translation adjustments	(46.3)	10.9
Derivative financial instruments:		
Other comprehensive income (loss) before reclassifications, net of tax expense (benefit) of \$4.7 and \$(3.0) for the three months ended March 31, 2024 and 2023, respectively	15.2	(1.5)
Reclassifications, net of tax benefit of \$1.9 and \$0.0 for the three months ended March 31, 2024 and 2023, respectively	(7.2)	(8.1)
Total unrealized income (loss) on qualified hedging derivatives	8.0	(9.6)
Other comprehensive (loss) income	(38.3)	1.3
Comprehensive income	17.7	44.3
Comprehensive income attributable to non-controlling interests	—	(0.1)
Comprehensive income attributable to common stockholders	\$ 17.7	\$ 44.2

See accompanying notes to the Condensed Consolidated Financial Statements

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(dollars in millions)

Assets	September December		Assets	March 31, 2024	March 31, 2023	December 31, 2023
	30,	31,				
	2023	2022				
Cash & cash equivalents	\$ 329.6	\$ 265.6				

Accounts receivable, net of allowance for doubtful accounts of \$14.0 and \$14.4 at September 30, 2023 and December 31, 2022, respectively	449.5	455.8
Accounts receivable, net of allowance for doubtful accounts of \$11.8 and \$12.6 at March 31, 2024 and December 31, 2023, respectively		
Inventories	Inventories	322.8
Prepaid expenses	Prepaid expenses	31.3
Other current assets	Other current assets	166.3
		138.1
Total current assets		
Total current assets		
Total current assets	Total current assets	1,299.5
Property, plant and equipment, net	Property, plant and equipment, net	279.2
Goodwill	Goodwill	2,281.5
Intangible assets, net	Intangible assets, net	889.6
Deferred income tax assets	Deferred income tax assets	49.8
Other assets	Other assets	169.2
		168.0
Total assets	Total assets	\$ 4,968.8
Total assets		
Total assets		
Liabilities and stockholders' equity	Liabilities and stockholders' equity	
Accounts payable	Accounts payable	\$ 143.8
Current installments of long-term debt	Current installments of long-term debt	11.5
Accrued expenses and other current liabilities	Accrued expenses and other current liabilities	221.4
		200.7
Total current liabilities		
Total current liabilities		
Total current liabilities	Total current liabilities	376.7
Debt	Debt	2,027.8
Pension and post-retirement benefits	Pension and post-retirement benefits	34.6
Deferred income tax liabilities	Deferred income tax liabilities	104.4
Other liabilities	Other liabilities	179.1
Total liabilities	Total liabilities	2,722.6
Commitments and contingencies (Note 9)		
Total liabilities		
Total liabilities		

Commitments and contingencies (Note 8)		Commitments and contingencies (Note 8)	
Stockholders' equity	Stockholders' equity		Stockholders' equity
Common stock: 400.0 shares authorized (2023: 266.2 shares issued; 2022: 265.1 shares issued)	2.7	2.7	
Common stock: 400.0 shares authorized (2024: 267.0 shares issued; 2023: 266.2 shares issued)			
Common stock: 400.0 shares authorized (2024: 267.0 shares issued; 2023: 266.2 shares issued)			
Common stock: 400.0 shares authorized (2024: 267.0 shares issued; 2023: 266.2 shares issued)			
Additional paid-in capital	Additional paid-in capital	4,197.7	4,185.9
Treasury stock (2023: 24.6 shares; 2022: 24.3 shares)		(341.9)	(334.2)
Treasury stock (2024: 25.0 shares; 2023: 24.6 shares)			
Accumulated deficit	Accumulated deficit	(1,241.2)	(1,223.8)
Accumulated other comprehensive loss	Accumulated other comprehensive loss		
Total stockholders' equity	Total stockholders' equity	2,230.2	2,332.5
Non-controlling interests	Non-controlling interests	16.0	16.6
Total equity	Total equity	2,246.2	2,349.1
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$ 4,968.8	\$ 4,903.7

See accompanying notes to the Condensed Consolidated Financial Statements

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Uaudited)
(dollars in millions)

		Nine Months Ended September 30,			
		Three Months Ended March 31,			
		2023	2022	2024	2023
Cash flows from operating activities:	Cash flows from operating activities:				
Net income	Net income	\$ 41.0	\$ 175.1		
Net income from discontinued operations, net of tax		2.9	1.8		
Net income from continuing operations		38.1	173.3		

Reconciliations of net income to net cash flows provided by operating activities:

Reconciliations of net income to net cash flows provided by operating activities:

Reconciliations of net income to net cash flows provided by operating activities:

Reconciliations of net income to net cash flows provided by operating activities:

Depreciation and amortization	Depreciation and amortization	124.7	122.0
Deferred income taxes	Deferred income taxes	(8.1)	3.9
Foreign exchange gain		(10.5)	(1.0)

Foreign exchange gains

Incentive stock compensation	Incentive stock compensation	10.6	12.8
Goodwill impairment		80.0	—

Other, net

Other, net

Other, net	Other, net	25.8	10.7
------------	------------	------	------

Changes in assets and liabilities, net of acquisitions:

Accounts receivable	Accounts receivable	(6.6)	(23.3)
Inventories	Inventories	(37.2)	(63.1)
Accounts payable	Accounts payable	13.3	32.1
Accrued expenses	Accrued expenses	(8.0)	(47.9)
Prepaid expenses and other current assets	Prepaid expenses and other current assets	3.4	(22.0)
Other assets and liabilities	Other assets and liabilities	(3.7)	(2.1)
Net cash flows provided by operating activities	Net cash flows provided by operating activities	221.8	195.4

Cash flows from investing activities:

Cash flows from investing activities:

Cash flows from investing activities:

Capital expenditures	Capital expenditures	(36.3)	(32.8)
Proceeds from disposal of property, plant and equipment	Proceeds from disposal of property, plant and equipment	1.4	3.4
Acquisitions, net of cash acquired	Acquisitions, net of cash acquired	(188.6)	(22.6)
Other, net	Other, net	(2.7)	(9.9)
Net cash flows used in investing activities	Net cash flows used in investing activities	(226.2)	(61.9)
Cash flows from financing activities:	Cash flows from financing activities:		Cash flows from financing activities:
Debt proceeds	Debt proceeds	150.0	—
Repayments of borrowings	Repayments of borrowings		
Repayments of borrowings	Repayments of borrowings		
Repayments of borrowings	Repayments of borrowings	(8.6)	(11.9)
Repurchases of common stock	Repurchases of common stock	—	(113.5)
Dividends	Dividends		
Dividends	Dividends	(58.1)	(59.2)
Payment of financing fees	Payment of financing fees	(1.0)	—
Other, net	Other, net	(7.7)	(27.0)
Net cash flows provided by (used in) financing activities	74.6	(211.6)	
Net cash flows used in financing activities			
Net cash flows provided by operating activities of discontinued operations	Net cash flows provided by operating activities of discontinued operations	2.9	1.8
Effect of exchange rate changes on cash and cash equivalents	Effect of exchange rate changes on cash and cash equivalents	(9.1)	(19.8)
Net increase (decrease) in cash and cash equivalents	64.0	(96.1)	
Effect of exchange rate changes on cash and cash equivalents	Effect of exchange rate changes on cash and cash equivalents		
Effect of exchange rate changes on cash and cash equivalents	Effect of exchange rate changes on cash and cash equivalents		
Net (decrease) increase in cash and cash equivalents			

Cash and cash equivalents at beginning of period	Cash and cash equivalents at beginning of period	265.6	330.1
Cash and cash equivalents at end of period	Cash and cash equivalents at end of period	\$329.6	\$234.0

See accompanying notes to the Condensed Consolidated Financial Statements

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)
(dollars in millions, except share amounts)

Three Months Ended	Common Stock		Additional Paid-in Capital		Treasury Stock		Accumulated Other Comprehensive Income				Total Stockholders' Equity		Non-controlling Interests		Total Equity		
	September 30, 2023		Shares	Amount	Shares	Amount	Accumulated Deficit	Comprehensive (Loss) Income	Stockholders' Equity	Non-controlling Interests	Stock	Capital	Treasury Stock	Accumulated Deficit	(Loss) Income	—	—
	September 30, 2023	266,130,782	\$ 2.7	\$ 4,194.4	24,641,709	—	\$(341.8)	\$(1,189.9)	\$(361.9)	\$ 2,303.5	\$ 16.2	\$ 2,319.7	—	—	—	—	—
Balance at June 30, 2023	—	—	—	—	—	—	—	(31.8)	—	(31.8)	0.1	(31.7)	—	—	—	—	—
Net (loss) income	—	—	—	—	—	—	—	(31.8)	—	(31.8)	0.1	(31.7)	—	—	—	—	—
Three Months Ended March 31, 2024	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Balance at December 31, 2023	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Balance at December 31, 2023	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Balance at December 31, 2023	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Net income	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Other comprehensive loss, net of taxes	Other taxes	—	—	—	—	—	—	—	—	(25.2)	(25.2)	(0.1)	(25.3)	—	—	—	—
Exercise/vesting of stock-based compensation	Exercise/stock-based compensation	10,107	—	—	3,046	(0.1)	—	—	—	(0.1)	—	(0.1)	—	—	—	—	—
Issuance of common stock under Employee Stock Purchase Plan	Issuance of common stock under Employee Stock Purchase Plan	20,180	—	0.3	—	—	—	—	—	0.3	—	0.3	—	—	—	—	—
Dividends (\$0.08 per share)	Dividends (\$0.08 per share)	—	—	—	—	—	—	(19.5)	—	(19.5)	—	(19.5)	—	—	—	—	—
Dividends (\$0.08 per share)	Dividends (\$0.08 per share)	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Equity compensation expense	Equity compensation expense	—	—	3.0	—	—	—	—	—	3.0	—	3.0	—	—	—	—	—
Changes in non-controlling interests	Changes in non-controlling interests	—	—	—	—	—	—	—	—	—	—	(0.2)	(0.2)	—	—	—	—

Accumulated													
Three Months Ended September 30, 2022	Common Stock			Additional		Treasury Stock		Other		Total		Non-controlling Interests	Total Equity
	Shares		Amount	Paid-in Capital		Shares	Amount	Accumulated Deficit	Comprehensive (Loss) Income	Stockholders' Equity			
	265,013,065	\$ 2.7	\$ 4,197.7	24,644,755	\$ (341.9)	19,221,388	\$ (244.9)	\$ (1,250.6)	\$ (285.4)	\$ 2,398.2	\$ 17.0	\$ 2,415.2	
Balance at June 30, 2022													
Net income	—	—	—	—	—	—	—	53.2	—	53.2	0.1	53.3	
Other comprehensive loss, net of taxes	—	—	—	—	—	—	—	—	(93.0)	(93.0)	(0.2)	(93.2)	
Exercise/ vesting of stock-based compensation	851	—	—	—	266	—	—	—	—	—	—	—	
Issuance of common stock under Employee Stock Purchase Plan	21,610	—	0.3	—	—	—	—	—	—	0.3	—	0.3	
Repurchases of common stock	—	—	—	3,018,851	(54.8)	—	—	—	—	(54.8)	—	(54.8)	
Dividends (\$0.08 per share)	—	—	—	—	—	—	(19.7)	—	—	(19.7)	—	(19.7)	
Equity compensation expense	—	—	4.1	—	—	—	—	—	—	4.1	—	4.1	
Changes in non-controlling interests	—	—	(0.2)	—	—	—	—	—	—	(0.2)	(0.3)	(0.5)	
Balance at September 30, 2022	265,035,526	\$ 2.7	\$ 4,180.6	22,240,505	\$ (299.7)	\$ (1,217.1)	\$ (378.4)	\$ 2,288.1	\$ 16.6	\$ 2,304.7			

See accompanying notes to the Condensed Consolidated Financial Statements

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)
(dollars in millions, except share amounts)

Nine Months Ended September 30, 2023	Common Stock			Additional		Treasury Stock		Accumulated				Non-controlling Interests	Total Equity
	Shares		Amount	Paid-in Capital		Shares	Amount	Accumulated Deficit	Comprehensive (Loss) Income	Stockholders' Equity			
	265,062,533	\$ 2.7	\$ 4,185.9	24,272,748	\$ (334.2)	\$ (1,223.8)	\$ (298.1)	\$ 2,332.5	\$ 16.6	\$ 2,349.1			
Balance at December 31, 2022													
Net income	—	—	—	—	—	—	41.0	—	41.0	—	—	41.0	
Other comprehensive loss, net of taxes	—	—	—	—	—	—	—	(89.0)	(89.0)	(0.5)	(89.5)		
Exercise/ vesting of stock-based compensation	1,038,192	—	—	372,007	(7.7)	—	—	—	—	(7.7)	—	(7.7)	
Issuance of common stock under Employee Stock Purchase Plan	60,344	—	1.0	—	—	—	—	—	—	1.0	—	1.0	
Dividends (\$0.24 per share)	—	—	—	—	—	—	(58.4)	—	(58.4)	—	—	(58.4)	
Equity compensation expense	—	—	10.8	—	—	—	—	—	—	10.8	—	10.8	
Changes in non-controlling interests	—	—	—	—	—	—	—	—	—	—	(0.1)	(0.1)	
Balance at September 30, 2023	266,161,069	\$ 2.7	\$ 4,197.7	24,644,755	\$ (341.9)	\$ (1,241.2)	\$ (387.1)	\$ 2,230.2	\$ 16.0	\$ 2,246.2			

Nine Months Ended September 30, 2022	Common Stock			Additional		Treasury Stock		Accumulated				Non-controlling Interests	Total Equity
	Shares		Amount	Paid-in Capital		Shares	Amount	Accumulated Deficit	Comprehensive (Loss) Income	Stockholders' Equity			
	265,013,065	\$ 2.7	\$ 4,197.7	24,644,755	\$ (341.9)	19,221,388	\$ (244.9)	\$ (1,250.6)	\$ (285.4)	\$ 2,398.2	\$ 17.0	\$ 2,415.2	
Balance at December 31, 2021													
2021	261,937,509	\$ 2.6	\$ 4,166.6	15,195,525	\$ (159.2)	\$ (1,331.9)	\$ (197.4)	\$ 2,480.7	\$ 20.1	\$ 2,500.8			
Three Months Ended March 31, 2023													
2023	265,062,533	\$ 2.7	\$ 4,185.9	24,272,748	\$ (334.2)	\$ (1,223.8)	\$ (298.1)	\$ 2,332.5	\$ 16.6	\$ 2,349.1			
Balance at December 31, 2022													

2022												
Balance at December 31, 2022												
Net income	Net income	—	—	—	—	—	174.5	—	174.5	0.6	175.1	
Other comprehensive loss, net of taxes		—	—	—	—	—	—	(181.0)	(181.0)	(2.2)	(183.2)	
Other comprehensive income, net of taxes												
Exercise/ vesting of stock-based compensation	Exercise/ vesting of stock-based compensation	3,040,841	0.1	—	1,033,035	(24.0)	—	—	(23.9)	—	(23.9)	
Issuance of common stock under Employee Stock Purchase Plan	Employee Stock Purchase Plan	57,176	—	1.0	—	—	—	—	1.0	—	1.0	
Repurchases of common stock		—	—	—	6,011,945	(116.5)	—	—	(116.5)	—	(116.5)	
Dividends (\$0.24 per share)		—	—	—	—	—	(59.7)	—	(59.7)	—	(59.7)	
Dividends (\$0.08 per share)												
Dividends (\$0.08 per share)												
Dividends (\$0.08 per share)												
Equity compensation expense	Equity compensation expense	—	—	13.1	—	—	—	—	13.1	—	13.1	
Changes in non-controlling interests	Changes in non-controlling interests	—	—	(0.1)	—	—	—	—	(0.1)	(1.9)	(2.0)	
Balance at September 30, 2022		265,035,526	\$ 2.7	\$4,180.6	22,240,505	\$ (299.7)	\$ (1,217.1)	\$ (378.4)	\$ 2,288.1	\$ 16.6	\$ 2,304.7	
Balance at March 31, 2023												

See accompanying notes to the Condensed Consolidated Financial Statements

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

1. BACKGROUND AND BASIS OF PRESENTATION

Background

Element Solutions was incorporated in Delaware in January 2014 and its shares of common stock, par value \$0.01 per share, trade on the New York Stock Exchange under the ticker symbol "ESI."

Element Solutions is a leading global specialty chemicals company whose businesses supply a broad range of solutions that enhance the performance of products people use every day. Developed in multi-step technological processes, these innovative solutions enable customers' manufacturing processes in several key industries, including consumer electronics, power electronics, semiconductor fabrication, communications and data storage infrastructure, automotive systems, industrial surface finishing, consumer packaging and offshore energy. Element Solutions' businesses provide products that, in substantially all cases, are consumed by customers as part of their production process,

providing the Company with reliable and recurring revenue streams as the products are replenished in order to continue production. Element Solutions delivers its products to customers through its sales and service workforce, regional distributors and manufacturing representatives.

Basis of Presentation

The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with GAAP and include the accounts of Element Solutions and all of its controlled subsidiaries. The Company consolidates the income, expenses, assets, liabilities and cash flows of its subsidiaries from the date it acquires control or becomes the primary beneficiary. All intercompany accounts and transactions have been eliminated upon consolidation.

In preparing the unaudited Condensed Consolidated Financial Statements in conformity with GAAP, management uses estimates and assumptions that may affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of net sales and expenses during the reporting period. Management applies judgment based on its understanding and analysis of the relevant circumstances, including historical experience and future expectations. These judgments, by their nature, are subject to an inherent degree of uncertainty and, accordingly, actual results could differ significantly from these estimates and assumptions.

These unaudited Condensed Consolidated Financial Statements reflect all adjustments that are normal, recurring and necessary for a fair statement of the Company's financial position, results of operations and cash flows for interim periods, but are not necessarily indicative of the results of operations that may be expected for the year ending **December 31, 2023** **December 31, 2024**. These unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Company's Consolidated Financial Statements and related notes included in its **2022** **2023** Annual Report.

In the first quarter of 2023, the Company transferred operational responsibility of its Films business from its Graphics Solutions business within its Industrial & Specialty segment to its Circuitry Solutions business in its Electronics segment. The financial results of this business are not material to the Company's Consolidated Financial Statements. In addition, the Company transferred certain product lines between its Assembly Solutions business and its Semiconductor Solutions business, both of which are part of its Electronics segment, to align more closely with its current business structure. Historical information has been reclassified to reflect these changes for all periods presented in the unaudited Condensed Consolidated Financial Statements included in this Quarterly Report.

Certain prior year amounts have **also** been reclassified to conform to the current year's presentation.

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

2. ACQUISITIONS

ViaForm Distribution Rights

On June 1, 2023, the Company terminated a long-standing distribution agreement related to its ViaForm® electrochemical deposition products for \$200 million, including \$170 million paid at closing and a deferred payment of \$30.0 million which remains contingent upon satisfaction of certain conditions during the applicable transition period. Following the transition period, the Company expects to manage all aspects of the ViaForm® product line in-house, which it believes will result in a more efficient supply chain and improved customer outcomes for leading semiconductor fabricators. This deferred payment is expected to be paid in the fourth quarter of 2023 and, as such, is included in the Condensed Consolidated Balance Sheets as "Accrued expenses and other current liabilities." The transaction did not meet the accounting definition of a business which precluded any goodwill from being recognized and allowed the Company to capitalize \$0.5 million of transaction costs. The financial results of this transaction are included in the Company's Semiconductor Solutions business within its Electronics segment.

In connection with the transaction, the Company recognized a reacquired distribution right intangible asset of \$187 million, which will be amortized over 15 years, and a receivable of \$13.5 million which will be settled in inventory and cash at the conclusion of the transition period and is included in the Condensed Consolidated Balance Sheets as "Other current assets." The amount paid, including future consideration, is deductible for tax purposes.

Kuprion Acquisition

On May 19, 2023, the Company completed the Kuprion Acquisition for \$15.9 million, net of cash, with potential additional payments in various installments, which are not to exceed \$259 million in aggregate, to be made upon the achievement of certain milestones associated with product qualification and revenue through December 31, 2030. The Company acquired Kuprion, Inc. to complement its next-generation nano-copper technology to the semiconductor, circuit board and electronics assembly markets. As the acquisition did not meet the accounting definition of a business and the technology acquired is still in development with no alternative future use, \$15.7 million was expensed to research and development in the Condensed Consolidated Statements of Operations. Any potential earn-out payments to be paid based on milestones will be recognized when probable and estimable and either expensed as additional research and development expense, if the technology did not yet meet the accounting definition of an asset, or capitalized as a developed technology intangible asset. The Company does not expect payments associated with the contingent consideration to be material for the remainder of 2023. Kuprion, Inc. is included in the Company's Semiconductor Solutions business within its Electronics segment. The amount paid, including future consideration, is not deductible for tax purposes.

3. INVENTORIES

The major components of inventory, on a net basis, were as follows:

(dollars in millions)	(dollars in millions)	September 30, 2023	December 31, 2022	(dollars in millions)	March 31, 2024	December 31, 2023
Finished goods	Finished goods	\$ 192.7	\$ 164.4			

Work in process	Work in process	36.5	25.9
Raw materials and supplies	Raw materials and supplies	93.6	100.4
Total inventories	Total inventories	\$ 322.8	\$ 290.7

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

4.3. PROPERTY, PLANT AND EQUIPMENT, NET

The major components of property, plant and equipment, net were as follows:

(dollars in millions)	September 30, 2023 (dollars in millions)	December 31, 2022 (dollars in millions)		March 31, 2024	December 31, 2023
		30, 2023	31, 2022		
Land and leasehold improvements	Land and leasehold improvements	\$ 50.1	\$ 52.0		
Buildings and improvements	Buildings and improvements	165.9	163.9		
Machinery, equipment, fixtures and software	Machinery, equipment, fixtures and software	315.7	299.8		
Construction in process	Construction in process	55.0	50.3		
Total property, plant and equipment	Total property, plant and equipment	586.7	566.0		
Accumulated depreciation	Accumulated depreciation	(307.5)	(288.8)		
Property, plant and equipment, net	Property, plant and equipment, net	\$ 279.2	\$ 277.2		

For the three months ended September 30, 2023 March 31, 2024 and 2022, 2023, the Company recorded depreciation expense of \$11.8 million \$10.1 million and \$10.6 million, respectively. For the nine months ended September 30, 2023 and 2022, the Company recorded depreciation expense of \$31.4 million and \$31.5 million \$9.5 million, respectively.

5.4. GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill

The changes in the carrying amount of goodwill by segment were as follows:

(dollars in millions)	Electronics	Industrial & Specialty	Total
Balance at December 31, 2022	\$ 1,304.0	\$ 1,108.8 ⁽¹⁾	\$ 2,412.8
Transfer of Films business ⁽²⁾	7.9	(7.9)	—
Goodwill impairment	—	(80.0)	(80.0)
Foreign currency translation and other	(43.2)	(8.1)	(51.3)
Balance at September 30, 2023	\$ 1,268.7	\$ 1,012.8	\$ 2,281.5

(dollars in millions)	Electronics	Industrial & Specialty	Total
Balance at December 31, 2023	\$ 1,298.7	\$ 1,038.0 ⁽¹⁾	\$ 2,336.7
Foreign currency translation and other	(21.0)	(13.4)	(34.4)
Balance at March 31, 2024	\$ 1,277.7	\$ 1,024.6	\$ 2,302.3

(1) Includes accumulated impairment losses of \$46.6 million.

(2) Goodwill was reallocated using a relative fair value approach and assessed for impairment both before and after the allocation. See Note 1, Background and Basis of Presentation, to the unaudited Condensed Consolidated Financial Statements for further information.

Goodwill is tested for impairment at the reporting unit level in the fourth quarter of each year or when events or changes in circumstances indicate that goodwill might be impaired. During the third quarter of 2023, given the lower-than-expected results of the Graphics Solutions reporting unit, the Company determined that it was more likely than not that the fair value of this reporting unit was less than its carrying value. As a result, the Company conducted an interim goodwill impairment test using the same quantitative methodologies used for its 2022 annual goodwill impairment test (as described in Note 2, *Summary of Significant Accounting Policies*, to the Consolidated Financial Statements to the 2022 Annual Report). This quantitative test confirmed that goodwill was impaired and the Company recorded an \$80.0 million impairment charge in the Condensed Consolidated Statement of Operations to reduce the carrying value of this reporting unit to its estimated fair value. This impairment charge was primarily driven by the reduction of the expected long-term cash flows for the business due to profit margin pressures from raw material inflation across the packaging supply chain, the recent loss of a significant newspaper customer, and a higher WACC as compared to the assumptions used for the 2022 annual goodwill impairment test.

As of September 30, 2023, following the impairment, the goodwill assigned to the Graphics Solutions reporting unit was approximately \$129 million. After recording the impairment, its carrying value was equal to its estimated fair value.

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Intangible Assets, Net

The major components of intangible assets, **net** were as follows:

		September 30, 2023			December 31, 2022			March 31, 2024			December 31, 2023		
		(dollars in millions)		Gross	Net	Gross	Net	(dollars in millions)		Gross	Net	(dollars in millions)	
		Carrying Amount	Accumulated Amortization	Book Value	Carrying Amount	Accumulated Amortization	Book Value	Carrying Amount	Accumulated Amortization	Book Value	Carrying Amount	Accumulated Amortization	Book Value
Customer relationships	Customer relationships	\$ 952.2	\$ (478.1)	\$ 474.1	\$ 967.5	\$ (434.1)	\$ 533.4						
Developed technology	Developed technology	398.8	(299.5)	99.3	408.9	(277.0)	131.9						
Trade names	Trade names	93.6	(28.5)	65.1	96.0	(23.8)	72.2						
Reacquired distribution rights	Reacquired distribution rights	187.0	(4.2)	182.8	—	—	—						
Other	Other	0.6	(0.3)	0.3	—	—	—						
Indefinite-lived trade name	Indefinite-lived trade name	68.0	—	68.0	68.0	—	68.0						
Total	Total	\$1,700.2	\$ (810.6)	\$ 889.6	\$ 1,540.4	\$ (734.9)	\$ 805.5						

For the three months ended **September 30, 2023** **March 31, 2024** and **2022, 2023**, the Company recorded amortization expense on intangible assets of **\$32.7 million** **\$30.2 million** and **\$29.2 million** **\$29.6 million**, respectively. For

In the **nine months ended September 30, 2023** and **2022**, first quarter of 2024, one of the product qualification milestones agreed to as part of the Kuprion Acquisition was achieved. As a result, the Company recorded amortization made a payment of \$3.9 million, which was recognized as research and development expense on intangible assets in the Condensed Consolidated Statement of **\$93.3 million** and **\$90.5 million**, respectively. Operations as the technology did not yet meet the accounting definition of an asset. The payment was included in "Acquisitions, net of cash acquired" in the Condensed Consolidated Statements of Cash Flows as a cash outflow from investing activities.

6.5. DEBT

The Company's debt obligations consisted of the following:

	(dollars in millions)	Maturity Date	Interest Rate	September 30, 2023		December 31, 2022		Maturity Date	Interest Rate	March 31, 2024	December 31, 2023
				30, 2023	31, 2022	(dollars in millions)					
Term Loans A ⁽¹⁾	2026	SOFR plus	1.75%	\$ 149.2	\$ —						

SOFR plus					
Term Loans B ⁽¹⁾	2026	2.00%	1,098.2	1,104.5	
Term Loans ⁽¹⁾					
Senior Notes -					
\$800 million ⁽²⁾	2028	3.875%	791.9	790.8	
Total debt	Total debt		2,039.3	1,895.3	
Total debt					
Total debt					
Less: current installments of long-term debt	Less: current installments of long-term debt		11.5	11.5	
Total long- term debt	Total long- term debt		\$ 2,027.8	\$ 1,883.8	

⁽¹⁾ Term loans, net of unamortized discounts and debt issuance costs of **\$8.0 million** \$9.5 million and **\$9.5 million** \$9.8 million at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively. The effective interest rate was **2.8%** 3.2% and **1.6%** 3.3% at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively, including the effects of interest rate swaps and net investment hedges. See Note **7** **6**, Financial Instruments, to the unaudited Condensed Consolidated Financial Statements for further information regarding the Company's interest rate swaps and net investment hedges.

⁽²⁾ Senior notes, net of unamortized debt issuance costs of **\$8.1 million** \$7.2 million and **\$9.2 million** \$7.7 million at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively. The effective interest rate was 4.1% at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively.

Credit Agreement

On June 1, 2023, The Company is a party to the Company amended its Credit Agreement, and borrowed U.S. dollar denominated term loans A which provides for senior secured credit facilities in an initial aggregate principal amount of \$150 million under an incremental term loan facility. The new \$1.53 billion, consisting of term loans A have identical terms as the B-2 of \$1.15 billion, maturing in 2030, and a revolving credit facility of \$375 million, maturing in 2027.

The Company's outstanding term loans B, including bear interest at a maturity date per annum rate based on an adjusted one-month SOFR (as described in the Credit Agreement) plus a spread of January 2026, except for 2.00%. The Company is required to pay a first lien net leverage ratio covenant, their SOFR spread adjustment and the lack of required quarterly principal payments. Proceeds of the transaction were used to finance a commitment fee on any undrawn portion of the reacquired ViaForm Distribution Rights, revolving credit facility which is not material.

Guarantees, Covenants and Events of Default

The obligations of the borrowers (the Company and its subsidiary, MacDermid, Incorporated) under the Credit Agreement are guaranteed, jointly and severally, by certain of their domestic subsidiaries and secured by a first-priority security interest in substantially all of their assets and the assets of the guarantors, including mortgages on material real property, subject to certain exceptions.

ELEMENT SOLUTIONS INC AND SUBSIDIARIES Notes to the Condensed Consolidated Financial Statements (Unaudited)

The Credit Agreement contains customary representations and warranties and affirmative and negative covenants, including limitations on additional indebtedness, dividends, and other distributions, entry into new lines of business, use of loan proceeds, capital expenditures, restricted payments, restrictions on liens on the assets of the borrowers or any guarantor, transactions with affiliates, amendments to organizational documents, accounting changes, sale and leaseback transactions and dispositions. Subject to certain exceptions, to the extent the borrowers are required to maintain a first lien net leverage ratio not to exceed 5.0 to 1.0 under the term loan A facility and any have total outstanding borrowings under the revolving credit facility in an aggregate amount greater than 30% of the commitment amount under the revolving credit facility, the Company's first lien net leverage ratio should not exceed 5.0 to 1.0, subject to a right to cure.

The Credit Agreement requires the borrowers are required to make mandatory prepayments of borrowings, subject to certain exceptions, as described in the Credit Agreement. In addition, the Credit Agreement contains customary events of default that include, among others, non-payment of principal, interest or fees, violation of covenants, inaccuracy of representations and warranties, failure to make payment on, or defaults with respect to, certain other material indebtedness, bankruptcy and insolvency events, material judgments

and change of control provisions. Upon the occurrence of an event of default, and after the expiration of any applicable grace period, payment of any outstanding loans under the Credit Agreement may be accelerated and the lenders could foreclose on their security interests in the assets of the borrowers and the guarantors.

At **September 30, 2023** **March 31, 2024**, the Company was in compliance with the debt covenants contained in the Credit Agreement and had full availability of its unused borrowing capacity of \$369 million, net of letters of credit, under the revolving credit facility. **The Company is required to pay a commitment fee on any undrawn portion of the revolving credit facility which is not material.**

Senior Notes

3.875% USD Notes due 2028

The indenture governing the 3.875% USD Notes due 2028 provides for, among other things, customary affirmative and negative covenants, events of default and other customary provisions. The notes accrue interest at a rate of 3.875% per annum, payable semi-annually in arrears, on March 1 and September 1 of each year, and will mature on September 1, 2028, unless earlier repurchased or redeemed. Pursuant to the indenture, the Company has the option to redeem the 3.875% USD Notes due 2028 prior to their maturity, subject to, in certain cases, the payment of an applicable make-whole premium, or to repurchase them by any means other than a redemption, including by tender offer, open market purchases or negotiated transactions. The 3.875% USD Notes due 2028 are fully and unconditionally guaranteed on a senior unsecured basis by generally all of the Company's domestic subsidiaries that guarantee the obligations of the borrowers under the Credit Agreement.

Lines of Credit and Other Debt Facilities

The Company has access to various revolving lines of credit, short-term debt facilities and overdraft facilities worldwide which are used to fund short-term cash needs. At **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, there were **\$0.3 million** and no material amounts outstanding under such facilities, respectively. The Company had letters of credit outstanding of **\$5.9 million** **\$5.8 million** and **\$6.0 million** **\$6.2 million** at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively, of which **\$5.9 million** **\$5.8 million** and **\$6.0 million** **\$6.2 million** at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively, reduced the borrowings available under the various facilities. At **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, the availability under these facilities totaled approximately **\$392 million** and **\$391 million**, respectively, net of outstanding letters of credit.

7.6. FINANCIAL INSTRUMENTS

Derivatives and Hedging

In the normal course of business, the Company is exposed to risks relating to changes in interest rates, foreign currency exchange rates and commodity prices. Derivative financial instruments, such as interest rate swaps, net investment hedges, foreign currency exchange forward contracts and commodities derivative contracts are used to manage the risks associated with changes in the conditions of those markets. **All derivatives are recognized in the Condensed Consolidated Balance Sheets at fair value.** The counterparties to the Company's derivative agreements are primarily major international financial institutions. The Company **continually** **regularly** monitors its derivative positions and the credit ratings of its counterparties and does not anticipate nonperformance on their part.

ELEMENT SOLUTIONS INC AND SUBSIDIARIES

Notes to All derivatives are recognized in the Consolidated Balance Sheets at fair value. Realized gains and losses on foreign currency forward contracts, commodity derivative contracts and the net periodic payments from interest rate swaps and cross-currency swaps are reflected as "Cash flows from operating activities" in the Condensed Consolidated Financial Statements
(Unaudited)

Statement of Cash Flows.

Interest Rate and Cross-Currency Swaps

The Company uses interest rate swaps and cross-currency swaps to reduce its exposure to interest rate risk and foreign currency risk. The Company has designated its interest rate swaps as cash flow hedges and its cross-currency swaps as net investment hedges of the foreign currency exposure of a portion of its net investment in **certain** euro functional subsidiaries. These swaps **as amended from time to time**, effectively convert the Company's **outstanding** term loans, **under the Credit Agreement**, which are U.S. dollar denominated debt obligations, into fixed-rate euro-denominated debt through their respective expiration dates.

In June 2023, the Company entered into interest rate swaps and cross-currency swaps to effectively convert the \$150 million of incremental term loans A from U.S. dollar denominated debt obligations into fixed-rate euro-denominated debt through January 2026.

In March 2023, the Company terminated and replaced \$360 million of its interest rate swaps and cross-currency swaps with swaps that mature in January 2026; which date is concurrent with the maturity date of the Company's term loans to which they relate. The fair value of the interest rate swaps on the date of termination was \$6.8 million and the amount recorded in "Accumulated other comprehensive loss" is being amortized as a reduction to "Interest expense, net" in the Condensed Consolidated Statements of Operations from March 2023 through January 2024. The fair value in "Accumulated other comprehensive loss" for the terminated cross-currency swaps will remain until the hedged net investment is sold or liquidated.

The total notional value of the interest rate swaps and cross-currency swaps **held** was \$1.15 billion at **September 30, 2023** **March 31, 2024** and **December 31, 2022** was approximately \$1.26 billion and \$1.11 billion **December 31, 2023**, respectively. As of **September 30, 2023** **March 31, 2024**, \$357 million approximately \$389 million in notional value matures in January 2024, \$391 million in January 2025 and \$507 million the remaining balance in January 2026.

December 2028. The proceeds from net result of these contracts are reflected as "Cash flows from operating activities" hedges is an interest rate of approximately 3.2% at March 31, 2024 on the term loans B-2, which could vary in the Condensed Consolidated Statement of Cash Flows. future due to changes in the euro and the U.S. dollar exchange rate.

Changes in the estimated fair value of interest rate swaps are recorded in "Accumulated other comprehensive loss" and reclassified to "Interest expense, net" in the Condensed Consolidated Statements of Operations as the underlying hedged item affects earnings. The fair value of the interest rate swaps was a net asset of \$24.0 million and \$11.9 million at March 31, 2024 and December 31, 2023, respectively.

Changes in the estimated fair value of cross-currency swaps are recorded in "Foreign currency translation" in "Accumulated other comprehensive loss."

The net result of these hedges, excluding the reduction to interest expense from the terminated interest rate swaps discussed above, is an interest rate of approximately 2.8% at September 30, 2023, which could vary in the future due to changes in the euro and the U.S. dollar exchange rate. The fair value of the interest rate swaps was a net asset of \$40.5 million and \$47.3 million at September 30, 2023 and December 31, 2022, respectively. The fair value of the cross-currency swaps was a net asset of \$73.1 million \$27.7 million and \$70.4 million \$4.8 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

For the three and nine months ended September 30, 2023 March 31, 2024, these interest rate swaps and cross-currency swaps were deemed highly effective. The Company expects to reclassify a \$30.5 million \$24.2 million benefit from "Accumulated other comprehensive loss" to "Interest expense, net" in the Condensed Consolidated Statements of Operations within the next twelve months.

Foreign Currency

The Company conducts a significant portion of its business in currencies other than the U.S. dollar and certain subsidiaries conduct business in currencies other than their functional currency, which is typically their local currency. As a result, the Company's operating results are impacted by foreign currency exchange rate volatility.

At September 30, 2023 March 31, 2024, the Company held foreign currency forward contracts to purchase and sell various currencies to mitigate foreign currency exposure primarily with the U.S. dollar, euro and British pound. The Company has not designated any foreign currency exchange forward contracts as eligible for hedge accounting and, as a result, changes in the fair value of foreign currency forward contracts are recorded in the Condensed Consolidated Statements of Operations as "Other (expense) income, net." The total notional value of foreign currency exchange forward contracts held at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 was approximately \$88.7 million \$110 million and \$105 million \$93.9 million, respectively, with settlement dates generally within one year. The fair value of the foreign currency forward contracts was an \$0.4 million a \$0.2 million net current asset and a \$0.3 million \$0.7 million net current liability at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

ELEMENT SOLUTIONS INC AND SUBSIDIARIES Notes to the Condensed Consolidated Financial Statements (Unaudited)

Commodities

As part of its risk management policy, the The Company enters into commodity derivative contracts for the purpose of mitigating its exposure to fluctuations in prices of certain metals used in the production of its finished goods. The Company held derivative contracts to purchase and sell various metals, primarily tin and silver, for a notional amount of \$57.3 million \$74.7 million and \$45.7 million \$63.8 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. The fair value of the metals derivative contracts was a net current asset of \$3.4 million and a net current liability of \$2.5 million \$1.9 million and \$1.2 million at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. Substantially all contracts outstanding at September 30, 2023 March 31, 2024 have delivery dates within one year. The Company has not designated these derivatives as hedging instruments and, accordingly, records changes in their fair values in the Condensed Consolidated Statements of Operations as "Other (expense) income, net."

Realized gains and losses on derivative contracts are accounted for in the Condensed Consolidated Statements of Cash Flows as "Operating activities".

Fair Value Measurements

The following table presents the Company's financial assets and liabilities measured at fair value on a recurring basis:

(dollars in millions)	(dollars in millions)	Balance sheet		September 30, 2023	December 31, 2022	(dollars in millions)	Balance sheet location	Classification	March 31, 2024	December 31, 2023
Asset Category	Asset Category	Location		Classification						
Foreign exchange contracts	Foreign exchange contracts	Other current assets	Level 2	\$ 0.6	\$ 0.2					
Metals contracts	Metals contracts	Other current assets	Level 2	3.8	2.5					

Interest rate swaps	Interest rate swaps	Other current assets	Level 2	30.5	32.7
Cross-currency swaps	Cross-currency swaps	Other current assets	Level 2	38.7	26.1
Interest rate swaps	Interest rate swaps	Other assets	Level 2	10.0	14.6
Cross-currency swaps	Cross-currency swaps	Other assets	Level 2	36.0	44.3
Available-for-sale debt securities	Available-for-sale debt securities	Other assets	Level 3	14.1	11.5
Total	Total			\$ 133.7	\$ 131.9
Liability Category	Liability Category				
Foreign exchange contracts	Foreign exchange contracts	Accrued expenses and other			
Metals contracts	Metals contracts	Accrued expenses and other			
Cross-currency swaps	Cross-currency swaps	Other liabilities	Level 2	1.6	—
Cross-currency swaps	Cross-currency swaps				
Interest rate swaps					
Cross-currency swaps					
Total	Total			\$ 2.2	\$ 5.5

The fair values of Level 1 and Level 2 derivative assets and liabilities are determined using pricing models based upon observable market inputs, such as market spot and futures prices on over-the-counter derivative instruments, market interest rates and consideration of counterparty credit risk. Level 3 investments are valued using a probability weighted methodology based on possible outcomes of potential liquidity events. Significant assumptions include the enterprise valuation, the timing and type of liquidation events and the risk-free interest rate.

There were no significant transfers of financial instruments between the fair value hierarchy levels for the three and nine months ended September 30, 2023 March 31, 2024.

The carrying value and estimated fair value of the Company's long-term debt totaled \$2.04 billion \$1.93 billion and \$1.95 billion \$1.88 billion, respectively, at September 30, 2023 March 31, 2024. At December 31, 2022 December 31, 2023, the carrying value and estimated fair value totaled \$1.90 billion \$1.93 billion and \$1.80 billion \$1.89 billion, respectively. The carrying values noted above include unamortized discounts and debt issuance costs. The estimated fair value of long-term debt is measured using quoted market

prices for similar instruments at the reporting date multiplied by the gross carrying amount of the related debt, which excludes unamortized discounts and debt issuance costs. Such instruments are valued using Level 2 inputs.

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

Non-Recurring Fair Value Measurement

As a result of the goodwill impairment test conducted in the third quarter 2023, the Industrial & Specialty segment recorded an impairment charge of \$80.0 million to reduce the carrying value of the Graphics Solutions reporting unit to its estimated fair value. This measurement was performed on a non-recurring basis as of August 31, 2023 using significant unobservable inputs (Level 3). See Note 5, *Goodwill and Intangible Assets*, to the unaudited Condensed Consolidated Financial Statements for further information.

8.7. EARNINGS PER SHARE

Basic and diluted earnings per share are based on the weighted average number of shares of the Company's common stock and potential common stock outstanding during the period. Potential common stock, for purposes of determining diluted earnings per share, assumes the issuance of all potentially dilutive share equivalents using the treasury stock method.

A computation of earnings per share and weighted average shares of the Company's common stock outstanding and earnings per share for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 is as follows:

	Three Months		Nine Months			
	Ended	Ended	Ended	Ended	2024	2023
March 31, (dollars in millions, except per share amounts)						March 31,
Net income Net income attributable to non-controlling interests						
Net income attributable to common stockholders						
	Three Months		Nine Months			
	Ended	Ended	Ended	Ended		
	September 30,	September 30,	September 30,	September 30,		
(dollars in millions, except per share amounts)	2023	2022	2023	2022		
Net (loss) income from continuing operations	\$(31.7)	\$53.3	\$38.1	\$173.3		
Net income attributable to non- controlling interests	(0.1)	(0.1)	—	(0.6)		
Net (loss) income attributable to common stockholders	\$(31.8)	\$53.2	\$38.1	\$172.7		
Basic weighted average common shares outstanding						
Basic weighted average common shares outstanding						
Basic weighted average common shares outstanding	241.5	244.7	241.4	246.4		

Denominator adjustments for diluted EPS:	Denominator adjustments for diluted EPS:			
Number of stock options and RSUs	Number of stock options and RSUs	0.3	0.4	0.8
Number of stock options and RSUs				
Number of stock options and RSUs				
Denominator adjustments for diluted EPS	Denominator adjustments for diluted EPS	—	0.3	0.4
Diluted weighted average common shares outstanding	Diluted weighted average common shares outstanding	241.5	245.0	241.8
(Loss) earnings per share from continuing operations attributable to common stockholders:		247.2		
Earnings per share attributable to common stockholders:				
Earnings per share attributable to common stockholders:				
Earnings per share attributable to common stockholders:				
Basic	Basic	\$(0.13)	\$0.22	\$0.16
Diluted	Diluted	\$(0.13)	\$0.22	\$0.16
				\$ 0.70

For the three and nine months ended September 30, 2023 March 31, 2024 and 2022, 2023, the following securities were not included in the computation of diluted shares outstanding because either the effect would be anti-dilutive or the applicable performance targets were not yet met for awards contingent upon such measures: met:

Three Months Ended	Nine Months Ended	September 30,	September 30,	March 31, 2024	March 31, 2023
(shares in millions)	(shares in millions)	2023	2022	2023	2022
Shares issuable upon vesting of RSUs and exercise of stock options	Shares issuable upon vesting of RSUs and exercise of stock options	3.3	3.5	3.7	3.6
		(shares in millions)			

Shares issuable upon vesting of RSUs and exercise of stock options
Shares issuable upon vesting of RSUs and exercise of stock options

9.8. CONTINGENCIES, ENVIRONMENTAL AND LEGAL MATTERS

Environmental Matters

The Company is involved in various claims relating to environmental matters at current and former plants and waste management sites. At certain of these sites, the Company engages or participates in remedial and other environmental compliance activities. At other sites, the Company has been named as a potential responsible party pursuant to the federal Superfund Act and/or state Superfund laws comparable to the federal law for site remediation. After analyzing each individual site, considering the number of parties involved, the level of its potential liability or contribution relating to the other parties, the

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

nature and magnitude of the hazardous waste involved, the method and extent of remediation, the potential insurance coverage, the estimated legal and consulting expense with respect to each site and the time period over which any costs would likely be incurred, the Company estimates the clean-up costs and related claims for each site. The estimates are based in part on discussions with other potential responsible parties, governmental agencies and engineering firms.

The Company accrues for environmental matters when it is probable that a liability has been incurred and the amount of the liability can be reasonably estimated based on current laws and existing technologies. The accruals are adjusted periodically as assessment and remediation efforts progress or as additional technical or legal information becomes available. The Company's environmental liabilities, which are included in the Condensed Consolidated Balance Sheets as "Accrued expenses and other current liabilities" and "Other liabilities," totaled \$11.2 million and \$11.3 million at March 31, 2024 and \$11.6 million at September 30, 2023 and December 31, 2022 December 31, 2023, respectively, primarily driven by environmental remediation, clean-up costs and monitoring of sites that were either closed or disposed of in prior years. While uncertainty exists with respect to the amount and timing of its ultimate environmental liabilities, the Company does not currently anticipate any material losses in excess of the amount recorded. However, new information about the sites, such as results of investigations, could make it necessary for the Company to reassess its potential exposure related to these environmental matters.

As of the date hereof, the Company believes it is not practicable to provide an estimated range of reasonably possible environmental losses in excess of its recorded liabilities, and, as liabilities. As a result, the Company is unable to ascertain the ultimate aggregate amount of monetary liability or financial impact that may be associated with these matters.

Legal Matters

From time to time, the Company is involved in various legal proceedings, investigations and/or claims in the normal course of its business. Although it cannot predict with certainty the ultimate resolution of these matters, which involve judgments that are inherently subjective, the Company believes that their resolutions, to the extent not covered by insurance, will not, individually or in the aggregate, have a material adverse effect on its consolidated financial position, results of operations or cash flows.

10.9. INCOME TAXES

The Company's quarterly income tax provision is measured using an estimate of its consolidated annual effective tax rate, which includes the impact of foreign withholding tax accruals and uncertain tax positions, adjusted for discrete items, within the periods presented. The comparison of the Company's income tax provision between periods can be significantly impacted by the level and mix of earnings and losses by tax jurisdiction and discrete items.

For the three months ended September 30, 2023 March 31, 2024, the Company recognized income tax expense of \$15.3 million \$13.5 million resulting in an effective tax rate of 19%, as compared to \$16.5 million \$16.9 million and an effective tax rate of 28% in the same period for 2022. For the nine months ended September 30, 2023, the Company recognized income tax expense of \$53.4 million, as compared to \$60.4 million in the same period for 2022.2023. Income tax expense for the three months ended March 31, 2024 includes a continued U.S. benefit related to claiming foreign tax credits consistent with our election in the fourth quarter of 2023, a benefit from a U.S. tax benefit provided with respect deduction related to foreign earnings and Foreign Derived Intangible Income ("FDII"), the negative impact of U.S. global intangible low-taxed income ("GILTI"), the impact of changes to the level and mix of earnings offset by an increase in foreign withholding tax accruals for and a benefit from the three and nine months ended September 30, 2023.

The effective tax rate for the three and nine months ended September 30, 2023 was adversely impacted by expenses, which will not be able ability to be deducted on the Company's 2023 tax return but which reduced the Company's pre-tax income, including a goodwill impairment of \$80.0 million utilize prior period losses in the third quarter of 2023 and the recognition of \$15.7 million of research and development costs associated with the Kupron acquisition United Kingdom based on improved profitability in the second quarter of 2023; both of which did not impact expenses in the prior year period. current year.

11.10. RELATED PARTY TRANSACTIONS

The Company is party to an Advisory Services Agreement with Mariposa Capital, LLC, an affiliate of one of its founder directors, whereby Mariposa Capital, LLC is entitled to receive an annual fee of \$3.0 million and reimbursement for expenses. This agreement is automatically renewed for successive one-year terms unless either party notifies the other in writing of its intention not to renew no later than 90 days prior to the expiration of the applicable term. Effective April 11, 2024, the advisory fee was decreased from an annualized amount of \$3.0 million to \$2.0 million. Amounts paid under this agreement are recorded in the Condensed Consolidated Statements of Operations as "Selling, technical, general and administrative" expense.

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

12.11. SEGMENT INFORMATION

The Company's operations are organized into two reportable segments: Electronics and Industrial & Specialty. These segments represent businesses for which separate financial information is utilized by the chief operating decision maker (or CODM) for purposes of allocating resources and evaluating performance. See Note 1, *Background and Basis of Presentation*, to the unaudited Condensed Consolidated Financial Statements for information about the transfer of the Company's Films business and other transfers of product lines that occurred in the first quarter of 2023.

The Company allocates resources and evaluates the performance of its operating segments based primarily on net sales and Adjusted EBITDA. Adjusted EBITDA for each segment is defined as EBITDA, as further adjusted for additional items included in earnings which the Company believes are not representative or indicative of each of its segments' ongoing business or are considered to be associated with the Company's capital structure. Adjusted EBITDA for each segment also includes an allocation of corporate costs, such as compensation expense and professional fees.

Results of Operations

The following table summarizes financial information regarding each reportable segment's results of operations, including disaggregated external net sales by product category:

(dollars in millions)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2023	2022	2023	2022
Net sales:				
Electronics				
Assembly Solutions	\$ 191.2	\$ 192.5	\$ 548.7	\$ 645.5
Circuitry Solutions	109.1	126.5	318.8	399.7
Semiconductor Solutions	66.7	70.4	194.9	226.6
Total Electronics	367.0	389.4	1,062.4	1,271.8
Industrial & Specialty				
Industrial Solutions	177.7	176.8	534.2	549.2
Graphics Solutions	35.9	36.1	107.5	106.3
Energy Solutions	18.7	16.2	55.7	48.3
Total Industrial & Specialty	232.3	229.1	697.4	703.8
Total net sales	\$ 599.3	\$ 618.5	\$ 1,759.8	\$ 1,975.6
Adjusted EBITDA:				
Electronics	\$ 90.4	\$ 90.9	\$ 239.4	\$ 293.0
Industrial & Specialty	43.7	42.6	123.1	125.7
Total Adjusted EBITDA	\$ 134.1	\$ 133.5	\$ 362.5	\$ 418.7

ELEMENT SOLUTIONS INC AND SUBSIDIARIES
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

(dollars in millions)	Three Months Ended	
	March 31,	2024
	2023	2023

Net sales:			
Electronics			
Assembly Solutions	\$ 167.5	\$ 173.5	
Circuitry Solutions	111.8	106.7	
Semiconductor Solutions	69.9	59.4	
Total Electronics	349.2	339.6	
Industrial & Specialty			
Industrial Solutions	166.5	180.7	
Graphics Solutions	37.0	34.9	
Energy Solutions	22.3	19.2	
Total Industrial & Specialty	225.8	234.8	
Total net sales	\$ 575.0	\$ 574.4	
Adjusted EBITDA:			
Electronics	\$ 83.9	\$ 72.7	
Industrial & Specialty	43.1	39.6	
Total Adjusted EBITDA	\$ 127.0	\$ 112.3	

The following table reconciles "Net (loss) income attributable to common stockholders" income" to Adjusted EBITDA:

		Three Months Ended		Nine Months Ended			
		September 30,	September 30,	September 30,	September 30,	September 30,	September 30,
March 31,						Three Months Ended	March 31,
(dollars in millions)	(dollars in millions)	2023	2022	2023	2022	(dollars in millions)	2024
Net (loss) income attributable to common stockholders		\$ (31.8)	\$ 53.2	\$ 41.0	\$ 174.5		2023
Net income							
Add (subtract): Add (subtract):							
Net income attributable to non-controlling interests		0.1	0.1	—	0.6		
Income from discontinued operations, net of tax		—	—	(2.9)	(1.8)		
Income tax expense							
Income tax expense							
Income tax expense	Income tax expense	15.3	16.5	53.4	60.4		
Interest expense, net	Interest expense, net	13.3	12.3	37.0	39.6		
Depreciation expense	Depreciation expense	11.8	10.6	31.4	31.5		
Amortization expense	Amortization expense	32.7	29.2	93.3	90.5		
EBITDA	EBITDA	41.4	121.9	253.2	395.3		
Adjustments to reconcile to Adjusted EBITDA:	Adjustments to reconcile to Adjusted EBITDA:						
Inventory step-up		—	—	—	0.5		
Restructuring expense							
Restructuring expense							

Restructuring expense	Restructuring expense	2.1	2.9	6.3	6.1
Acquisition and integration expense	Acquisition and integration expense	5.0	2.2	13.3	6.2
Foreign exchange loss (gain) on intercompany loans		6.5	2.5	(7.6)	3.2
Goodwill impairment		80.0	—	80.0	—
Foreign exchange gains on intercompany loans					
Kuprion Acquisition research and development charge	Kuprion Acquisition research and development charge	—	—	15.7	—
Adjustment of stock compensation previously not probable		—	—	—	1.3
Kuprion Acquisition research and development charge					
Kuprion Acquisition research and development charge					
Other, net					
Other, net					
Other, net	Other, net	(0.9)	4.0	1.6	6.1
Adjusted EBITDA	Adjusted EBITDA	\$134.1	\$133.5	\$362.5	\$418.7

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

This Management's Discussion and Analysis of Financial Condition and Results of Operations section should be read in conjunction with the unaudited Condensed Consolidated Financial Statements and related notes included in this Quarterly Report, and the Consolidated Financial Statements, related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations section and other disclosures contained in our **2022 2023** Annual Report. This discussion contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those discussed in these forward-looking statements as a result of several factors, including, but not limited to, those discussed in "Forward-Looking Statements" of this Quarterly Report, and in Part I, Item 1A, "Risk Factors" of our **2022 2023** Annual Report.

Overview

Our Business

Element Solutions, incorporated in Delaware in January 2014, is a leading global specialty chemicals company whose businesses supply a broad range of solutions that enhance the performance of products people use every day. Developed in multi-step technological processes, these innovative solutions enable customers' manufacturing processes in several key industries, including consumer electronics, power electronics, semiconductor fabrication, communications and data storage infrastructure, automotive systems, industrial surface finishing, consumer packaging and offshore energy. Our product innovation and product extensions are expected to continue to drive sales growth in both new and existing markets while expanding margins through a consistent focus on increasing customer value propositions.

We believe the majority of our businesses hold strong positions in the high-growth markets we serve. Our extensive global teams of specially trained scientists and engineers develop our products, and our expert sales and service organizations ensure our customers' needs are met every day. Our continuous focus on customer-centric innovation serves as a catalyst to drive changes to existing formulations and opportunities in adjacent markets within our industry. We believe that our customers place significant value on the consistency and quality of our brands, on which we capitalize through significant market share, customer loyalty and supply chain access. In addition, operational risks and switching costs make it difficult for our customers to change suppliers which allows us to retain customers and maintain our market positions.

Our customers use our innovation as a competitive advantage, relying on us to help them navigate through fast-paced, high-growth markets. To that end, we draw upon our broad and longstanding intellectual property portfolio and technical expertise, while working closely with both customers and original equipment manufacturers on an ongoing basis to develop proprietary solutions tailored to their manufacturing needs. We leverage these close relationships to win qualifications and specifications into their supply chains as well as to identify opportunities for new products; all of which provide potential additional revenue streams.

Our strategy is based on a balance of operational excellence and prudent capital allocation. Our operating teams focus on the strong execution of customer-led product development, superior technical sales support and continuous supply chain optimization. Our senior leadership aims to foster an environment of accountability and success for our operating teams while also evaluating and executing on high-return capital allocation opportunities that can drive improvements in long-term shareholder value.

Our Operations

Our operations are organized into two segments: Electronics and Industrial & Specialty, which are each described below:

Electronics – Our Electronics segment researches, formulates and sells specialty chemicals and material process technologies for all types of electronics hardware, from complex printed circuit board designs to advanced semiconductor packaging. In mobile communications, computers, automobiles and aerospace equipment, its products are an integral part of the electronics manufacturing process and the functionality of end-products. The segment's "wet chemistries" for metallization, surface treatments and solderable finishes form the physical circuitry pathways and its "assembly materials," such as solders, solder, pastes, fluxes and adhesives, join those pathways together.

Electronics provides solutions through the following businesses:

<i>Assembly Solutions</i>	As a global supplier of surface mount technologies ("SMT") (SMT), fluxes, thermal management materials, coatings resins, cleaners and other attachment materials, for the electronics assembly industry, we develop high-performing innovative materials that join electronic circuits in high volume device manufacturing. Our high-performing interconnect materials are used to assemble consumer electronics from circuit boards, discrete electronic components, connectors and integrated circuit substrates. We believe our growth in this business will be driven by the increasing use of electronics in consumer, automotive, telecommunications, memory, medical, aerospace and other markets.
<i>Circuitry Solutions</i>	As a global supplier of chemical formulations to the electronics industry, we design and manufacture proprietary liquid "wet" chemical processes and materials used by our customers to manufacture printed circuit boards and memory storage devices. Our product portfolio is focused on specialized consumable chemical processes and materials, such as surface treatments, circuit formation, primary metallization, electroplate, surface finishes and flexible/formable films. We believe our growth in this business will be driven by demand in wireless mobile devices, internet infrastructure, computers, high performance computing, and the increasing use of electronics in automobiles.
<i>Semiconductor Solutions</i>	As a global supplier to the semiconductor industry, we provide advanced copper interconnects, die attachment, sintered silver material, adhesives, wafer bump processes and photomask technologies to our customers for integrated circuit fabrication and semiconductor packaging. We believe our growth in this business will be driven by advanced electronics packaging, necessary to meet the growing needs of high performance computing, artificial intelligence, the internet of things, 5G next-generation wireless communications and the increasing content and complexity of electronics in automotive applications.

Industrial & Specialty – Our Industrial & Specialty segment researches, formulates and sells specialty chemicals and process technologies that enhance surfaces or improve industrial processes in diverse industrial sectors from automotive trim to transcontinental infrastructure and from high-speed printing to high-design faucets. Its products include chemical systems that protect and decorate metal and plastic surfaces; consumable chemicals that enable printing image transfer on flexible packaging materials; and chemistries used in water-based hydraulic control fluids in offshore energy production. These fully consumable The segment's products are used in the aerospace, automotive, construction, consumer electronics, consumer packaged goods and oil and gas production end-markets.

Industrial & Specialty provides solutions through the following businesses:

Industrial Solutions	<p>As a global supplier of industrial metal and plastic finishing chemistries, we primarily design and manufacture chemical systems that protect and decorate surfaces. Our high-performance functional coatings improve resistance to wear and tear, such as hard chrome plating of shock absorbers for cars, or provide corrosion resistance for appliance parts. Our decorative performance coatings apply finishes for parts in various end-markets, such as automotive interiors or jewelry surfaces. As part of our broader sustainable solutions platform, we also provide both chemistry and equipment for turnkey wastewater treatment, and recycle recycling and reuse solutions. Our industrial customer base is highly diverse and includes customers in the following end-markets: appliances and electronics equipment; automotive parts; industrial parts; plumbing goods; construction equipment and transportation equipment. We believe our growth in this industry will be primarily driven by increased worldwide automobile production with elevated fashion elements and higher content per vehicle as well as general economic growth.</p>
Graphics Solutions	<p>As a supplier of consumable materials used to transfer images on to onto consumer packaging materials, our products are used to improve print quality and printing productivity. We produce and market photopolymers through an extensive line of flexographic plates that are used in the consumer packaging and printing industries. Photopolymers are molecules that change properties upon exposure to light. Flexography is a printing process that utilizes flexible printing plates made of rubber or other flexible plastics. We believe growth in this business will be driven by consumer demand and market shifts favoring the use of package imaging technologies that, like ours, offer a lower total cost of ownership to customers.</p>
Energy Solutions	<p>As a global supplier of specialized fluids to the offshore energy industry, we produce water-based hydraulic control fluids for major oil and gas companies and drilling contractors to be used in offshore deep-water production and drilling applications. We believe our growth in this business will be driven by continued capital expenditures in energy exploration and production.</p>

Recent Accounting Pronouncements

Our recent accounting pronouncements have not changed materially from the summary disclosed in Note 3, *Recent Accounting Pronouncements*, to the Consolidated Financial Statements included in our **2022** **2023** Annual Report.

Non-GAAP Financial Measures

To supplement our financial results presented in accordance with GAAP in this Management's Discussion and Analysis of Financial Condition and Results of Operations section, we present certain non-GAAP financial measures, such as operating results on a constant currency and organic basis and Adjusted EBITDA. Management internally reviews these non-GAAP measures to evaluate performance on a comparative period-to-period basis in terms of absolute performance, trends and expected future performance with respect to our business. We believe these non-GAAP financial measures, **which are each further described below**, provide investors with an additional perspective on trends and underlying operating results on a period-to-period comparable basis. We also believe that investors find this information helpful in understanding the ongoing performance of our operations separate from items that may have a disproportionate positive or negative impact on our financial results in any particular period or are considered to be associated with our capital structure.

These non-GAAP financial measures, however, have limitations as analytical tools and should not be considered in isolation from, a substitute for, or superior to, the related financial information that we report in accordance with GAAP. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by GAAP to be recorded in our financial statements and may not be completely comparable to similarly titled measures of other companies due to potential differences in calculation methods. In addition, these measures are subject to inherent limitations as they reflect the exercise of judgment by management about which items are excluded or included in determining these non-GAAP financial measures. Investors are encouraged to review the definitions and reconciliations of these non-GAAP financial measures to their most comparable GAAP financial measures included in this Quarterly Report and not to rely on any single financial measure to evaluate our business. **Below is a more detailed description of these non-GAAP measures.**

Constant Currency

We disclose operating results, from net sales through operating profit and Adjusted EBITDA, on a constant currency basis by adjusting results to exclude the impact of changes due to the translation of foreign currencies of our international locations into U.S. dollars. Management believes this non-GAAP financial information facilitates period-to-period comparison in the analysis of trends in business performance, thereby providing valuable supplemental information regarding our results of operations, consistent with how we internally evaluate our financial results.

The impact of foreign currency translation is calculated by converting our current-period local currency financial results into U.S. dollars using the prior period's exchange rates and comparing these adjusted amounts to our prior period reported results. The difference between actual growth rates and constant currency growth rates represents the estimated impact of foreign currency translation.

Organic Net Sales Growth

Organic net sales growth is defined as net sales excluding the impact of foreign currency translation, changes due to the pass-through pricing of certain metals and acquisitions and/or divestitures, as applicable. Management believes this non-GAAP financial measure provides investors with a more complete understanding of the underlying net sales trends by providing comparable net sales over differing periods on a consistent basis.

For a reconciliation of GAAP net sales growth to organic net sales growth, see "Net Sales" within the "Results of Operations" section below.

Adjusted EBITDA

We define Adjusted EBITDA as EBITDA, excluding the impact of additional items included in GAAP earnings which we believe are not representative or indicative of our ongoing business or are considered to be associated with our capital structure.

Management believes Adjusted EBITDA provides investors with a more complete understanding of the long-term profitability trends of our business and facilitates comparisons of our profitability to prior and future periods.

For a reconciliation of "Net (loss) income attributable to common stockholders" income to Adjusted EBITDA and more information about the adjustments made, see Note 12,11, Segment Information, to the unaudited Condensed Consolidated Financial Statements included in this Quarterly Report.

Results of Operations

Three and nine months ended September 30, 2023 March 31, 2024 compared to three and nine months ended September 30, 2022 March 31, 2023

(dollars in millions)	Three Months Ended				Nine Months Ended			
	September 30,		% Change		September 30,		% Change	
	2023	2022	Reported	Constant Currency	2023	2022	Reported	Constant Currency
Net sales	\$ 599.3	\$ 618.5	(3)%	(3)%	\$ 1,759.8	\$ 1,975.6	(11)%	(9)%
Cost of sales	357.4	396.6	(10)%	(11)%	1,061.6	1,240.9	(14)%	(13)%
Gross profit	241.9	221.9	9%	10%	698.2	734.7	(5)%	(3)%
<i>Gross margin</i>	40.4 %	35.9 %	450 bps	490 bps	39.7 %	37.2 %	250 bps	260 bps
Operating expenses	242.8	142.7	70%	68%	580.1	469.5	24%	24%
Operating (loss) profit	(0.9)	79.2	(nm)	(nm)	118.1	265.2	(55)%	(50)%
<i>Operating margin</i>	(0.2)%	12.8 %	(nm)	(nm)	6.7 %	13.4 %	(670)bps	(610)bps
Other expense, net	(15.5)	(9.4)	65%		(26.6)	(31.5)	(16)%	
Income tax expense	(15.3)	(16.5)	(7)%		(53.4)	(60.4)	(12)%	
Net (loss) income from continuing operations	(31.7)	53.3	(nm)		38.1	173.3	(78)%	
Income from discontinued operations, net of tax	—	—	(nm)		2.9	1.8	61%	
Net (loss) income	\$ (31.7)	\$ 53.3	(nm)		\$ 41.0	\$ 175.1	(77)%	
Adjusted EBITDA	\$ 134.1	\$ 133.5	0%	2%	\$ 362.5	\$ 418.7	(13)%	(10)%
<i>Adjusted EBITDA margin</i>	22.4 %	21.6 %	80bps	110bps	20.6 %	21.2 %	(60)bps	(30)bps

(nm) Calculation not meaningful.

(dollars in millions)	Three Months Ended			
	March 31,		% Change	
	2024	2023	Reported	Constant Currency
Net sales	\$ 575.0	\$ 574.4	0%	2%
Cost of sales	330.0	346.6	(5)%	(3)%
Gross profit	245.0	227.8	8%	9%
<i>Gross margin</i>	42.6 %	39.7 %	290 bps	280 bps
Operating expenses	167.2	161.4	4%	4%
Operating profit	77.8	66.4	17%	22%
<i>Operating margin</i>	13.5 %	11.6 %	190bps	220bps
Other expense, net	(8.3)	(6.5)	28%	
Income tax expense	(13.5)	(16.9)	(20)%	
Net income	\$ 56.0	\$ 43.0	30%	

Net income margin	9.7 %	7.5 %	220bps
Adjusted EBITDA	\$ 127.0	\$ 112.3	13%
Adjusted EBITDA margin	22.1 %	19.5 %	260bps 290bps

Net Sales

Net sales in the **third** first quarter of **2023** decreased **3%** **2024** remained relatively flat on a reported basis **3%** and increased **2%** on a constant currency basis and **3% 1%** on an organic basis. Electronics' consolidated results were positively impacted by **\$1.4 million** **\$0.5 million** of pass-through metals pricing and negatively impacted by **\$0.3 million** **\$4.8 million** of acquisitions and Industrial & Specialty's consolidated results were positively impacted by **\$1.1 million** **\$0.5 million** of acquisitions.

The following table reconciles GAAP net sales growth to constant currency and organic net sales growth:

		Three Months Ended		September 30,		% Change				Three Months Ended	
		Three Months Ended		March 31,						Three Months Ended	
(dollars in millions)	(dollars in millions)	2023	2022	Reported Net Sales	Impact of Currency	Constant Currency	Pass-Through Metals Pricing	Organic Net Sales Acquisitions	2024	2023	Reported Net Sales Growth
Electronics:	Electronics:										
Assembly Solutions	Assembly Solutions										
Assembly Solutions	Assembly Solutions	\$ 191.2	\$ 192.5	(1)%	1%	1%	(1)%	—%	0%	\$ 167.5	\$ 173.5 (3)% (3)%
Circuitry Solutions	Circuitry Solutions	109.1	126.5	(14)%	1%	(12)%	—%	—%	(12)%	Circuitry Solutions 111.8 106.7 106.7 5%	5
Semiconductor Solutions	Semiconductor Solutions	66.7	70.4	(5)%	(1)%	(6)%	—%	0%	(6)%	Semiconductor Solutions 69.9 59.4 59.4 18% 18%	18
Total	Total	367.0	389.4	(6)%	1%	(5)%	0%	0%	(5)%	349.2 339.6 339.6 3% 3%	3
Industrial & Specialty:	Industrial & Specialty:										
Industrial Solutions	Industrial Solutions										
Industrial Solutions	Industrial Solutions	177.7	176.8	1%	(2)%	(1)%	—%	(1)%	(2)%	166.5 180.7 180.7 (8)% (8)%	(8)%
Graphics Solutions	Graphics Solutions	35.9	36.1	(1)%	(3)%	(4)%	—%	—%	(4)%	Graphics Solutions 37.0 34.9 34.9 6% 6%	6
Energy Solutions	Energy Solutions	18.7	16.2	15%	(4)%	11%	—%	—%	11%	Energy Solutions 22.3 19.2 19.2 16% 16%	16
Total	Total	232.3	229.1	1%	(2)%	(1)%	—%	0%	(1)%	225.8 234.8 234.8 (4)% (4)%	(4)
Total	Total	\$599.3	\$618.5	(3)%	0%	(3)%	0%	0%	(3)%	\$575.0 \$574.4 0%	

NOTE: Totals may not sum due to rounding.

Electronics' net sales in the **third** first quarter of **2023** decreased **6%** **2024** increased **3%** on a reported basis, **5%** on a constant currency basis and **5% 4%** on an organic basis.

- **Assembly Solutions:** net sales decreased 1% 3% on a reported basis and remained relatively flat 2% on an organic basis. Pass-through metals pricing had a positive an immaterial impact of 1% on reported net sales. Foreign exchange had a negative impact of 1% on reported net sales. Organic net sales were relatively flat as growth in automotive customers was offset by demand weakness in China.
- **Circuitry Solutions:** net sales decreased 14% on a reported basis and 12% on an organic basis. Foreign exchange had a negative impact of 1% 2% on reported net sales. The decrease in organic net sales was primarily due to demand weakness soft volume of solder and wire products, primarily in automotive end markets in the memory disk end market globally Americas and lower raw material surcharges in the third quarter of 2023 when compared to the same period in 2022.
- **Semiconductor Solutions:** net sales decreased 5% on a reported basis and 6% on an organic basis. The reacquired ViaForm Distribution Rights and the Kupron Acquisition had a relatively flat impact on organic growth which excludes the impact of ViaForm sales for the third quarters of 2022 and 2023 as the transition from our prior distributor negatively impacted trends which we believe were not indicative of the underlying end-market for these products. Foreign exchange had a positive impact of 1% on reported net sales. The decrease in organic net sales was primarily due to lower demand for precious metal based products, partially offset by growth in power electronics and plating chemistries for high-end electronics end markets.

Industrial & Specialty's net sales in the third quarter of 2023 increased 1% on a reported basis and decreased 1% on an organic basis.

- **Industrial Solutions:** net sales increased 1% on a reported basis and decreased 2% on an organic basis. Acquisitions had a positive impact of 1% on reported net sales. Foreign exchange had a positive impact of 2% on reported net sales. The

decrease in organic net sales was primarily due to lower demand from American and European construction and industrial manufacturing as well as lower raw material surcharges in the third quarter of 2023 when compared to the same period in 2022, partially offset by an equipment sale for a new production line under a multi-year chemistry sales agreement with an automotive customer which contributed approximately 5% to organic net sales.

- **Graphics Solutions:** net sales decreased 1% on a reported basis and 4% on an organic basis. Foreign exchange had a positive impact of 3% on reported net sales. The decrease in organic net sales was primarily due to lower newspaper net sales and rationalization of lower margin customers partially offset by the contribution of new customer wins.
- **Energy Solutions:** net sales increased 15% on a reported basis and 11% on an organic basis. Foreign exchange had a positive impact of 4% on reported net sales. The increase in organic net sales was primarily due to cost inflation driven pricing actions and increased energy production activity.

Year to date, net sales decreased 11% on a reported basis, 9% on a constant currency basis and 6% on an organic basis. Electronics' consolidated results were negatively impacted by \$73.5 million of pass-through metals pricing and positively impacted by \$1.1 million of acquisitions and Industrial & Specialty's consolidated results were positively impacted by \$3.8 million of acquisitions.

The following table reconciles GAAP net sales growth to constant currency and organic net sales growth:

(dollars in millions)	Nine Months Ended		% Change				
	September 30,						
	2023	2022	Reported Net Sales Growth	Impact of Currency	Constant Currency	Pass-Through Metals Pricing	Organic Net Sales Growth
Electronics:							
Assembly Solutions	\$ 548.7	\$ 645.5	(15)%	3%	(12)%	11%	—%
Circuitry Solutions	318.8	399.7	(20)%	3%	(18)%	—%	—%
Semiconductor Solutions	194.9	226.6	(14)%	1%	(13)%	—%	(1)%
Total	<u>1,062.4</u>	<u>1,271.8</u>	<u>(16)%</u>	<u>2%</u>	<u>(14)%</u>	<u>6%</u>	<u>0%</u>
Industrial & Specialty:							
Industrial Solutions	534.2	549.2	(3)%	2%	(1)%	—%	(1)%
Graphics Solutions	107.5	106.3	1%	0%	1%	—%	—%
Energy Solutions	55.7	48.3	15%	1%	16%	—%	—%
Total	<u>697.4</u>	<u>703.8</u>	<u>(1)%</u>	<u>1%</u>	<u>0%</u>	<u>—%</u>	<u>(1)%</u>
Total	<u>\$ 1,759.8</u>	<u>\$ 1,975.6</u>	<u>(11)%</u>	<u>2%</u>	<u>(9)%</u>	<u>4%</u>	<u>0%</u>

NOTE: Totals may not sum due to rounding.

Year to date, Electronics' net sales decreased 16% on a reported basis and 8% on an organic basis.

- **Assembly Solutions:** net sales decreased 15% on a reported basis and 1% on an organic basis. Pass-through metals pricing had a negative impact of 11% on reported net sales. Foreign exchange had a negative impact of 3% on reported net sales. The decrease in organic net sales was primarily due to lower SMT volumes due to demand weakness in Asia, primarily China, partially offset by growth in automotive customers Europe.
- **Circuitry Solutions:** net sales decreased 20% increased 5% on a reported basis and 18% 8% on an organic basis. Foreign exchange had a negative impact of 3% on reported net sales. The decrease increase in organic net sales was primarily due to lower demand from mobile phone market customers, primarily recovery in Asia, and the memory disk end market globally. globally driven by demand recovery in cloud and enterprise server markets.

- **Semiconductor Solutions:** net sales decreased 14% increased 18% on a reported basis and 11% on an organic basis. The reacquired ViaForm Distribution Rights and the Kuprion Acquisition had a net positive impact of 1% 8% on organic growth which excludes the impact of ViaForm sales for the third quarters of 2022 and 2023 as the transition from our prior distributor negatively impacted

trends which we believe were not indicative of the underlying end market for these products, reported net sales. Foreign exchange had a negative impact of 1% on reported net sales. The decrease increase in organic net sales was primarily due to lower increased demand for advanced wafer level packaging chemistries products in the mobile phone and high-end electronics end markets and precious metal based products partially offset by strong demand from power electronics customers. Asia.

Year to date, Industrial & Specialty's net sales in the first quarter of 2024 decreased 1% 4% on a reported basis, 3% on a constant currency basis and remained relatively flat 3% on an organic basis.

- **Industrial Solutions:** net sales decreased 3% 8% on a reported basis and 2% 6% on an organic basis. Acquisitions primarily the HSO Acquisition, had a positive an immaterial impact of 1% on reported net sales. Foreign exchange had a negative impact of 2% on reported net sales. The decrease in organic net sales was primarily due to lower demand from European construction and industrial manufacturing markets as well as lower automotive production raw material surcharges in China and India the first quarter of 2024 when compared to the same period in 2022, partially offset by an equipment sale for a new production line under a multi-year chemistry sales agreement with an 2023 as well as demand softness in both automotive customer in the third quarter of 2023 which contributed approximately 2% to organic net sales, and construction and industrial markets.

- **Graphics Solutions:** net sales increased 1% 6% on a reported basis and 1% on an organic basis. Foreign exchange remained relatively flat. The increase in organic net sales was primarily due to the contribution of new customer wins and cost inflation driven pricing actions partially offset by rationalization of lower-margin customers.

- **Energy Solutions:** net sales increased 15% on a reported basis and 16% 5% on an organic basis. Foreign exchange had a negative positive impact of 1% on reported net sales. The increase in organic net sales was primarily due to increased demand for flexographic plates in North America and new customer wins, partially offset by lower newspaper net sales.

- **Energy Solutions:** net sales increased 16% on a reported basis and 14% on an organic basis. Foreign exchange had a positive impact of 2% on reported net sales. The increase in organic net sales was primarily due to a continued increase in drilling and energy production activity and cost inflation driven pricing actions, driving higher utilization rates.

Gross Profit

		Three Months Ended				Nine Months Ended																	
		September 30,		September 30,																			
		Three Months Ended		Three Months Ended		Three Months Ended																	
		March 31,																					
		(dollars in millions)																					
		(dollars in millions)																					
(dollars in millions)	(dollars in millions)	2023	2022	Reported	Constant	2023	2022	Reported	Constant	2024	2023	Reported	Constant										
2023	2022			Currency				Currency					Currency										
Gross profit	Gross profit																						
Electronics	Electronics																						
Electronics	Electronics	Electronics	\$ 148.6	\$ 134.1	11%	13%	\$ 424.6	\$ 459.8	(8)%	(5)%	\$ 147.7	\$ 135.9	9%										
Industrial & Specialty	Industrial & Specialty	Industrial & Specialty	93.3	87.8	6%	5%	273.6	274.9	0%	1%	97.3	91.9	9%										
Total	Total	Total	\$ 241.9	\$ 221.9	9%	10%	\$ 698.2	\$ 734.7	(5)%	(3)%	Total \$ 245.0	\$ 227.8	8%										
Gross margin	Gross margin																						
Gross margin	Gross margin																						
Electronics	Electronics																						
Electronics	Electronics	Electronics	40.5 %	34.4 %	610 bps	640 bps	40.0 %	36.2 %	380 bps	390 bps	42.3 %	40.0 %	230 bps										
Industrial & Specialty	Industrial & Specialty	Industrial & Specialty	40.2 %	38.4 %	180 bps	240 bps	39.2 %	39.1 %	10 bps	40 bps	43.1 %	39.1 %	400 bps										
Total	Total	Total	40.4 %	35.9 %	450 bps	490 bps	39.7 %	37.2 %	250 bps	260 bps	Total 42.6 %	39.7 %	290 bps										

Electronics' gross profit in the **third** first quarter of **2023** **2024** increased by **11%** **9%** on a reported basis and **13%** **11%** on a constant currency basis. The constant currency increase in gross profit was primarily driven by lower raw material **costs** and **logistics costs**. **increased demand for higher margin product groups, particularly in China.** The increase in gross margin was primarily due to the recaptured margin on ViaForm Distributions Rights, **lower** **easing raw material costs** **cost pressures** and favorable product **mix**, **mix from growth in higher margin products.**

Industrial & Specialty's gross profit in the **third** first quarter of **2023** **2024** increased by 6% on a reported basis and 5% on a constant currency basis. The constant currency increase in gross profit was primarily driven by lower logistics costs, partially offset by declines in the Graphics Solutions business. The increase in gross margin was primarily due to lower logistics costs in the Industrial Solutions business as well as growth in our higher margin Energy Solutions business.

Year to date, Electronics' gross profit decreased by 8% on a reported basis and 5% on a constant currency basis. The constant currency decrease in gross profit was primarily driven by lower net sales across all businesses. The increase in gross margin was primarily due to lower pass-through metals pricing in the Assembly Solutions business, the recaptured margin on ViaForm Distributions Rights and the impact of inflationary price increases.

Year to date, Industrial & Specialty's gross profit remained relatively flat on a reported basis and increased 1% 7% on a constant currency basis. The constant currency increase in gross profit was primarily driven by lower raw material costs in the Industrial Solutions business and growth in the Energy Solutions business, partially offset by declines combined with higher net sales in the Graphics Solutions business, and Energy Solutions businesses. The increase in gross margin was primarily due to lower logistics costs and growth in our higher margin Energy Solutions business, favorable product mix and lower commodity surcharge-based revenue in our Industrial Solutions business.

Operating Expenses

(dollars in millions)	Three Months Ended				Nine Months Ended					
	September 30,		% Change		September 30,		% Change			
	2023	2022	Reported	Constant Currency	2023	2022	Reported	Constant Currency		
Selling, technical, general and administrative	\$ 149.9	\$ 131.4	14%	13%	\$ 445.8	\$ 431.3	3%	5%		
Research and development	12.9	11.3	15%	14%	54.3	38.2	42%	43%		
Goodwill impairment	80.0	—	(nm)	(nm)	80.0	—	(nm)	(nm)		
Total	\$ 242.8	\$ 142.7	70%	68%	\$ 580.1	\$ 469.5	24%	24%		
Operating expenses as % of net sales										
Selling, technical, general and administrative	25.0 %	21.2 %	380 bps	360 bps	25.3 %	21.8 %	350 bps	330 bps		
Research and development	2.2 %	1.8 %	40 bps	40 bps	3.1 %	1.9 %	120 bps	110 bps		
Goodwill impairment	13.3 %	— %	(nm)	(nm)	4.5 %	— %	(nm)	(nm)		
Total	40.5 %	23.1 %	1,740 bps	1,700 bps	33.0 %	23.8 %	920 bps	870 bps		

(nm) Calculation not meaningful.

During the third quarter of 2023, we recorded an impairment charge in our Industrial & Specialty segment of \$80.0 million related to our Graphics Solutions reporting unit. See Note 5, **Goodwill and Intangible Assets**, to the unaudited Condensed Consolidated Financial Statements for further information.

(dollars in millions)	Three Months Ended					
	March 31,		% Change			
	2024	2023	Reported	Constant Currency		
Selling, technical, general and administrative	\$ 149.1	\$ 148.9	0%	1%		
Research and development	18.1	12.5	44%	45%		
Total	\$ 167.2	\$ 161.4	4%	4%		
Operating expenses as % of net sales						
Selling, technical, general and administrative		25.9 %	25.9 %	0 bps	(30) bps	
Research and development		3.1 %	2.2 %	90 bps	90 bps	
Total		29.1 %	28.1 %	100 bps	60 bps	

Operating expenses in the **third** first quarter of **2023** **2024** increased **70%** **4%** on a reported basis and 68% on a constant currency basis. Excluding the goodwill impairment charge discussed above, operating expenses in the third quarter of 2023 increased 14% on a reported basis and 13% 4% on a constant currency basis. The constant currency increase was primarily driven by timing of incentive compensation accruals as the prior year period reflects a greater reduction of the accrual than the current year period and \$3.2 million higher amortization expense associated with the purchase accounting for the reacquired ViaForm Distribution Rights.

Year to date, operating expenses increased 24% on a reported basis and 24% on a constant currency basis. Excluding the goodwill impairment charge discussed above, year to date operating expenses increased 7% on a reported basis and 8% on a constant currency basis. The constant currency increase was primarily driven by \$15.7 million \$3.9 million

of research and development costs associated with contingent

consideration for the purchase accounting related Kuprion Acquisition. See Note 4, *Goodwill and Intangible Assets, Net*, to the Kuprion Acquisition, higher personnel costs and higher travel expenses. See Note 2, *Acquisitions*, to the unaudited Condensed Consolidated Financial Statements for further discussion of the research and development costs associated with the Kuprion Acquisition. information.

Other (Expense) Income

	Three Months Ended	Nine Months Ended			
	September 30,	September 30,			
	Three Months Ended				
	Three Months Ended				
	Three Months Ended				
	March 31,				March 31,
(dollars in millions)	(dollars in millions)	2023	2022	2023	2022
					(dollars in millions)
Other (expense) income	Other (expense) income				
Interest expense, net	Interest expense, net	\$(13.3)	\$(12.3)	\$(37.0)	\$(39.6)
Foreign exchange (loss) gain		(5.3)	0.9	8.6	2.9
Other income, net		3.1	2.0	1.8	5.2
Interest expense, net					
Interest expense, net					
Foreign exchange gains					
Other (expense) income, net					
Total	Total	\$(15.5)	\$(9.4)	\$(26.6)	\$(31.5)

Interest Expense, Net expense, net

For the three months ended September 30, 2023 March 31, 2024, interest expense, net increased \$1.0 million \$2.2 million primarily due to a higher effective interest rate on our outstanding term loan balances due to the interest applicable under syndication of the \$150 million incremental new term loans A incurred B-2 in the second fourth quarter of 2023. For the nine months ended September 30, 2023, interest expense, net decreased \$2.6 million driven primarily 2023 partially offset by higher interest income partially offset by the applicable interests related to the \$150 million incremental term loans A incurred in the second quarter of 2023. income.

Foreign Exchange (Loss) Gain exchange gains

For the three and nine months ended September 30, 2023 March 31, 2024, the fluctuations in foreign exchange (loss) gain gains were primarily driven by the remeasurement of working capital balances and intercompany loans.

Other Income, Net (expense) income, net

For the three and nine months ended September 30, 2023 March 31, 2024, other expense, net included \$1.3 million of charges due to highly inflationary accounting for our operations in Turkey and \$3.4 million of net losses associated with metals derivative contracts (\$2.8 million of realized and \$0.6 million of unrealized losses). For the three months ended March 31, 2023, other income, net included \$3.5 \$0.4 million of charges due to highly inflationary accounting for our operations in Turkey and \$0.7 million of net losses associated with metals derivative contracts (\$0.1 1.0 million of realized losses and \$3.6 \$0.3 million of unrealized gains) and \$2.1 million (\$3.7 million of realized losses and \$5.8 million of unrealized gains), respectively, of net gains associated with metals derivative contracts. For the three and nine months ended September 30, 2022, other income, net included \$3.1 million (\$5.4 million of realized gains and \$2.3 million of unrealized losses) and \$7.0 million (\$5.0 million of realized gains and \$2.0 million of unrealized gains), respectively, of net gains associated with metals derivative contracts. The metal derivative contracts primarily relate to inventory associated with pass-through metals pricing in our

Assembly Solutions business. See Note 7, *Financial Instruments*, to the unaudited Condensed Consolidated Financial Statements for further discussion of these derivative instruments.

Income Tax

The comparison income tax expense for the three months ended March 31, 2024 totaled \$13.5 million, as compared to \$16.9 million for the three months ended March 31, 2023. Income tax expense for the three months ended March 31, 2024, includes a continued U.S. benefit related to claiming foreign tax credits consistent with our election in the fourth quarter of 2023, the Company's income tax provision between periods can be significantly impacted by impact of changes to the level and mix of earnings and a benefit from the ability to utilize prior period losses by in the United Kingdom based on improved profitability in the current year. It is reasonably possible that adjustments will be made in 2024 to the valuation allowances established with respect to United Kingdom tax jurisdiction attributes, including interest and discrete items, net operating loss carryforwards.

Income tax expense for three months ended March 31, 2023, included current and deferred taxes based on jurisdictional earnings, withholding taxes, a U.S. tax deduction related to FDII and the impact of U.S. GILTI and subpart F income regimes.

See Note 10, *Income Taxes*, to the unaudited Condensed Consolidated Financial Statements for further information.

Segment Adjusted EBITDA Performance

		Three Months Ended				Nine Months Ended							
		September 30,		September 30,		September 30,		September 30,		September 30,		September 30,	
				% Change				% Change				% Change	
		March 31,										March 31,	
(dollars in millions)	(dollars in millions)	2023	2022	Reported	Constant Currency	2023	2022	Reported	Constant Currency	2024	2023	Reported	Constant Currency
(dollars in millions)													
Net income:													
Total													
Total													
Total													
Adjusted EBITDA:	Adjusted EBITDA:												
Adjusted EBITDA:													
Adjusted EBITDA:													
Electronics													
Electronics													
Electronics	Electronics	\$ 90.4	\$ 90.9	(1)%	1%	\$ 239.4	\$ 293.0	(18)%	(15)%	\$ 83.9	\$ 72.7	15%	15%
Industrial & Specialty	Industrial & Specialty	43.7	42.6	3%	2%	123.1	125.7	(2)%	1%	Industrial & Specialty	39.6	9%	9%
Total	Total	\$ 134.1	\$ 133.5	0%	2%	\$ 362.5	\$ 418.7	(13)%	(10)%	Total	\$ 127.0	\$ 112.3	13%
Net income margin:													
Net income margin:													
Net income margin:													
Adjusted EBITDA margin:	Adjusted EBITDA margin:												
Adjusted EBITDA margin:													
Electronics													
Electronics													
Electronics	Electronics	24.6 %	23.3 %	130 bps	150 bps	22.5 %	23.0 %	(50) bps	(20) bps	24.0 %	21.4 %	260 bps	300 bps

Industrial & Specialty	Industrial & Specialty	18.9 %	18.6 %	30 bps	70 bps	17.7 %	17.9 %	(20) bps	0 bps	Industrial & Specialty	19.1 %	16.9 %	220 bps	240 bps
Total	Total	22.4 %	21.6 %	80 bps	110 bps	20.6 %	21.2 %	(60) bps	(30) bps	Total	22.1 %	19.5 %	260 bps	290 bps

For the three months ended **September 30, 2023** **March 31, 2024**, Electronics' Adjusted EBITDA decreased 1% increased 15% on a reported basis and increased 1% 20% on a constant currency basis. The constant currency increase was primarily driven by higher gross profits. profits related to favorable product mix. Industrial & Specialty's Adjusted EBITDA increased 3% 9% on a reported basis and 2% 11% on a constant currency basis. The constant currency increase was primarily driven by higher gross profits related to lower raw material costs and growth in the our higher margin Energy Solutions business and lower logistics costs partially offset by declines in the Graphics Solutions business.

For the nine months ended September 30, 2023, Electronics' Adjusted EBITDA decreased 18% on a reported basis and 15% on a constant currency basis. The constant currency decrease was primarily driven by lower gross profits. Industrial & Specialty's Adjusted EBITDA decreased 2% on a reported basis and increased 1% on a constant currency basis. The constant currency increase was primarily driven by growth in the Energy Solutions business and easing cost pressures partially offset by declines in the Graphics Solutions business.

Liquidity and Capital Resources

Our primary **sources** **source** of liquidity during the **nine** **three** months ended **September 30, 2023** were the proceeds from the term loans A transaction and **March 31, 2024** was available cash generated from operations. Our primary uses of cash and cash equivalents were to **fund** the **reacquired** **ViaForm** **Distribution Rights** and the **Kuprian** **Acquisition**, pay cash dividends **capital expenditures**, and fund operations including working capital and **debt service obligations**. **capital expenditures**. A portion of our interest rate swaps and cross-currency swaps associated with our term loans mature in January **2024**, **2025**. Expiration of these hedges could result in a material increase to interest expense. Our first significant debt principal payment of approximately **\$1.23 billion**, **\$800 million** is related to the maturity of our **outstanding** **term loans** under the **Credit Agreement**, is not **3.875% USD Notes** due until **2026**.

2028. In the **third** **first** quarter of **2023**, **2024**, we paid a cash dividend of 8 cents per share. We currently expect to continue to pay a cash dividend on a quarterly basis; however, the actual declaration of any cash dividends as well as their amounts and timing, will be subject to the final determination of our Board of Directors based on factors including our future earnings and cash flow generation.

For the full year 2024, we expect our capital expenditures to be between **\$50.0 million** and **\$60.0 million**. We believe that our cash and cash equivalents and cash generated from operations, supplemented by our availability under our lines of credit, including our revolving credit facility under the Credit Agreement, will be sufficient to meet our working capital needs, interest payments, capital expenditures, potential dividend payments and other business requirements for at least the next twelve months. However, working capital cycles and/or future repurchases of our common stock and/or acquisitions may require additional funding, which may include future debt and/or equity offerings. Our long-term liquidity may be influenced by our ability to borrow additional funds, manage interest rates, renegotiate existing debt and/or raise new equity or debt under terms that are favorable to us.

We may from time to time seek to repurchase our equity and/or to retire or repurchase our outstanding debt through cash purchases and/or exchanges for equity, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions, applicable restrictions under our various financing arrangements and other factors.

During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, approximately **75%** **77%** of our net sales were generated from non-U.S. operations, and we expect a large portion of our net sales to continue to be generated outside of the U.S. As a result, our foreign subsidiaries will likely continue to generate a substantial portion of our cash. We expect to manage our worldwide cash requirements **based on** **with** **available funds** **among** **generated by** the many subsidiaries through which we conduct business and **the cost effectiveness with which** **efficient access to those funds** **can be accessed**, **funds**. We may transfer cash from certain international subsidiaries to the U.S. and/or other international subsidiaries when we believe it is cost effective to do so. Of our **\$330 million** **\$286 million** of cash and cash equivalents at **September 30, 2023** **March 31, 2024**, **\$256 million** **\$235 million** was held by our foreign subsidiaries.

The following is a summary of our cash flows provided by (used in) operating, investing, and financing activities during the periods indicated:

Nine Months Ended		Three Months Ended		Three Months Ended	
September 30,		March 31,		March 31,	
(dollars in millions)	(dollars in millions)	2023	2022	(dollars in millions)	2024
Cash provided by operating activities	Cash provided by operating activities	\$ 221.8	\$ 195.4		
Cash provided by operating activities					
Cash provided by operating activities					

Cash used in investing activities	Cash used in investing activities	\$ (226.2)	\$ (61.9)
Cash provided by (used in) financing activities		\$ 74.6	\$ (211.6)
Cash used in financing activities			

Operating Activities

The increase in net cash flows provided by operating activities of **\$26.4 million** was primarily driven by lower annual incentive compensation payments and improved management of working capital, partially offset by lower cash operating profits (net income adjusted for non-cash items), partially offset by higher levels of working capital.

Investing Activities

During the **nine three** months ended **September 30, 2023** **March 31, 2024**, we paid approximately **\$170 million** of higher capital expenditures compared to the same period in connection with the reacquired **ViaForm Distribution Rights 2023** and **\$15.9 million** of contingent consideration in connection with the Kuprion Acquisition. During See Note 4, **Goodwill and Intangible Assets, Net**, to the **nine months ended September 30, 2022**, we paid approximately **\$23 million** in connection with **unaudited Condensed Consolidated Financial Statements** for further information regarding the **HSO Acquisition**, Kuprion contingent consideration.

Financing Activities

During the **nine three** months ended **September 30, 2023** **March 31, 2024**, we borrowed **\$150 million** of incremental term loans A under our senior credit facility to finance the reacquired **ViaForm Distribution Rights**. We paid **\$58.1 million** of cash dividends on shares of our common stock and **\$7.7 million** for shares of our common stock withheld by the Company to satisfy the tax withholding requirements related to the vesting of RSUs included in "Other, net." During the **nine three** months ended **September 30, 2022** **March 31, 2023**, we paid approximately **\$114 million** in aggregate for the repurchase of shares of our common stock under our stock repurchase program, **\$59.2 million** of cash dividends on shares of our common stock and **\$24.0 million** for shares of our common stock withheld by the Company to satisfy the tax withholding requirements related to the vesting of RSUs included in "Other, net."

Financial Borrowings

Credit Facilities and Senior Notes

At **September 30, 2023** **March 31, 2024**, we had **\$2.04 billion** of indebtedness, net of unamortized discounts and debt issuance costs of **\$16.7 million**, which primarily included: was comprised of:

- **\$1.25 billion** of term debt arrangements outstanding under our term loans; and
- **\$792.800 million** of 3.875% USD Notes due 2028.

Availability under our revolving credit facility and various lines of credit and overdraft facilities totaled **\$392 million** at **September 30, 2023** **March 31, 2024** (net of **\$5.9 million** of stand-by letters of credit which reduce our borrowing capacity).

Covenants

At **September 30, 2023** **March 31, 2024**, we were in compliance with the customary affirmative and negative debt covenants events of default and other customary provisions of contained in the Credit Agreement as well as with the covenants included in and the indenture governing our 3.875% USD Notes due 2028.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The quantitative and qualitative disclosures about market risk required by this item have not changed materially from those disclosed in our **2022** **2023** Annual Report. For a discussion of our exposure to market risk, refer to Part II, Item 7A, **Quantitative and Qualitative Disclosures about Market Risk**, contained in our **2022** **2023** Annual Report.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

Based on management's evaluation (with the participation of our CEO and CFO), as of the end of the period covered by this Quarterly Report, our CEO and CFO have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are effective to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

(b) Changes to Internal Control Over Financial Reporting

Based on management's evaluation (with the participation of our CEO and CFO), there have been no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter covered by this Quarterly Report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we are involved in legal proceedings, investigations and/or claims that are incidental to the operation of our businesses. In particular, we are involved in various claims relating to environmental matters at a number of current and former plant sites and waste management sites. See Note 9, *Contingencies, Environmental and Legal Matters*, to the unaudited Condensed Consolidated Financial Statements included in this Quarterly Report for more information and updates.

Item 1A. Risk Factors

There have been no material changes in the risk factors from those set forth in Part I, Item 1A, *Risk Factors* of our 2022 Annual Report.

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

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

None

Item 5. Other Information

Director and Officer 10b5-1 Trading Arrangements

None

Item 6. Exhibits

The following exhibits are filed or furnished as part of this Quarterly Report:

Exhibit Number	Description
3.1(a)	Certificate of Incorporation dated January 22, 2014 (filed as Exhibit 3.1 of Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (File No. 333-192778) filed on January 24, 2014, and incorporated herein by reference)
3.1(b)	Certificate of Amendment of Certificate of Incorporation dated June 12, 2014 (filed as Exhibit 3.1 of the Current Report on Form 8-K filed on June 13, 2014, and incorporated herein by reference)
3.1(c)	Certificate of Amendment of Certificate of Incorporation dated January 31, 2019 (filed as Exhibit 3.1 of the Current Report on Form 8-K filed on February 5, 2019, and incorporated herein by reference)
3.2	Amended and Restated By-laws dated April 25, 2023 (filed as Exhibit 3.2 of the Quarterly Report on Form 10-Q filed on April 27, 2023, and incorporated herein by reference)
31.1*	Principal Executive Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Principal Financial Officer Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Principal Executive Officer and Principal Financial Officer Certifications pursuant to 18 U.S.C. Section 1350 as adopted pursuant to the Sarbanes-Oxley Act of 2002
101.SCH**	Inline XBRL Taxonomy Extension Schema Document
101.CAL**	Inline XBRL Extension Calculation Linkbase Document
101.DEF**	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE**	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101. INS**	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the inline XBRL documents
104**	Cover Page Interactive Data File (formatted as Inline XBRL and included in Exhibits 101)

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized this [October 26, 2023](#) [April 30, 2024](#).

ELEMENT SOLUTIONS INC

By: /s/ Michael Russnok
 Michael Russnok
 Chief Accounting Officer
 (Principal Accounting Officer)

3328

Exhibit 31.1

Certification of Principal Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002

I, Benjamin Gliklich, certify that:

- I have reviewed this Quarterly Report on Form 10-Q of Element Solutions 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: **October 26, 2023** **April 30, 2024**

/s/ Benjamin Gliklich

Benjamin Gliklich

President and Chief Executive Officer

Exhibit 31.2

Certification of Principal Financial Officer
Pursuant to Section 302 of Sarbanes-Oxley Act of 2002

I, Carey J. Dorman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Element Solutions 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: **October 26, 2023** **April 30, 2024**

/s/ Carey J. Dorman

Carey J. Dorman

Executive Vice President, Chief Financial Officer

Exhibit 32.1

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

I, Benjamin Gliklich, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Element Solutions Inc on Form 10-Q for the fiscal quarter ended **September 30, 2023** **March 31, 2024** fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Element Solutions Inc.

Date:	October 26, 2023 April 30, 2024
By:	/s/ Benjamin Gliklich
Name:	Benjamin Gliklich
Title:	President and Chief Executive Officer

I, Carey J. Dorman, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Element Solutions Inc on Form 10-Q for the fiscal quarter ended **September 30, 2023** **March 31, 2024** fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in such Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of Element Solutions Inc.

Date: **October 26, 2023** April 30, 2024
By: **/s/ Carey J. Dorman**
Name: **Carey J. Dorman**
Title: **Executive Vice President, Chief Financial Officer**

DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODIC REPORTS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON DATA AND TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2024, Refinitiv. All rights reserved. Patents Pending.