

# HILLENBRAND

2022  
ANNUAL  
REPORT

SHAPE WHAT  
MATTERS FOR  
TOMORROW™





# SHAPE WHAT MATTERS FOR TOMORROW™

Our Purpose, **Shape What Matters for Tomorrow**, was carefully crafted to highlight three key areas of Hillenbrand's unique position as an industry leader:

**SHAPE**—We are the engineers, designers, manufacturers, and molders, who take pride in their expertise and technical ability—and allow the company to put the right pieces together to bring forward new solutions for our customers.

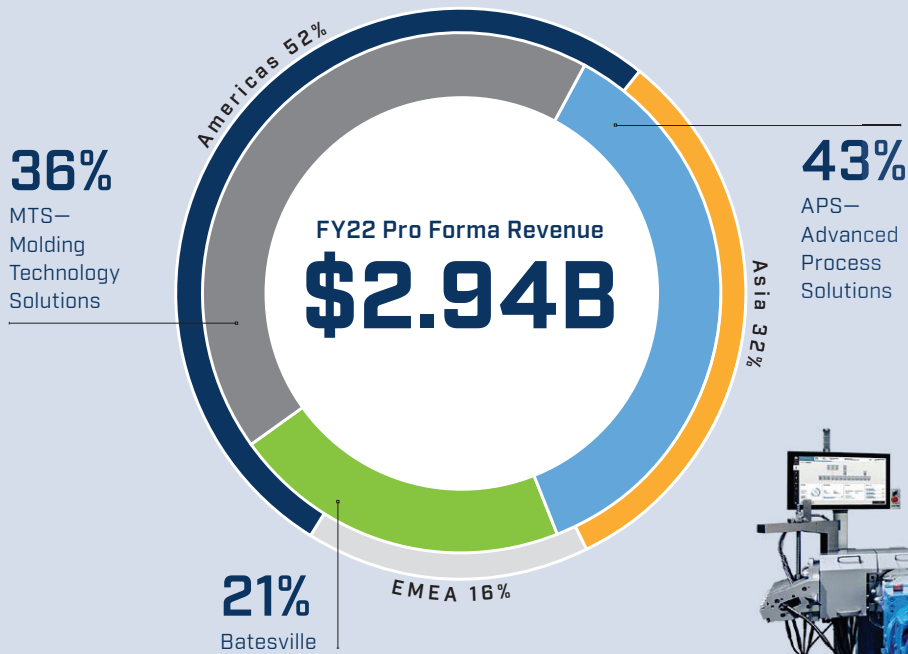
**WHAT MATTERS**—Our end products affect the world. They impact how people live, work, play, travel, eat, and heal.

**FOR TOMORROW**—We continue to look for what's next. As innovators in our respective industries, we work to shape a stronger future for our world.

# About Hillenbrand

Hillenbrand (NYSE: HI) is a global industrial company operating in over 40 countries with over 10,000 associates serving a wide variety of industries around the world. Guided by our Purpose—Shape What Matters For Tomorrow™—we pursue excellence, collaboration, and innovation to consistently shape solutions that best serve our associates, customers, communities, and other stakeholders. Hillenbrand’s portfolio includes brands such as Coperion, Milacron Injection Molding & Extrusion, Mold-Masters, and Batesville. To learn more, visit: [www.Hillenbrand.com](http://www.Hillenbrand.com).

## FY22 Financial Highlights



Backlog

**\$1.8B**

Adjusted EBITDA

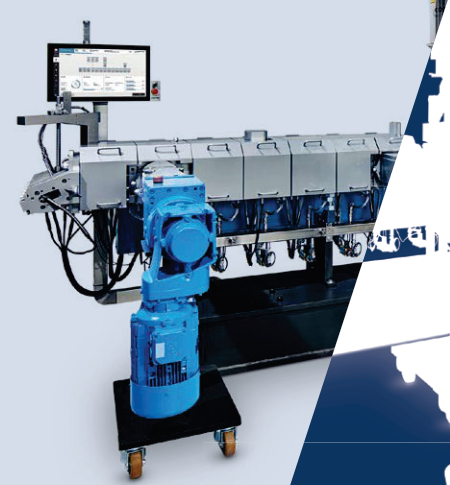
**\$527M**

Adjusted EPS

**\$3.93**

Cash Return to Shareholders

**\$266M**



## To My Fellow Shareholders, Associates, and Other Stakeholders:

It has been a great privilege to complete my first year as Hillenbrand's CEO. The last twelve months have been transformational for Hillenbrand, as we made remarkable progress in executing our strategy to grow as a world-class global industrial company.



I am proud of all we accomplished in the face of a continued challenging macroeconomic environment, which is a testament to our talented and dedicated associates around the globe. I am confident we are well positioned for a bright future, guided by our Purpose, leveraging our strong foundation, and enabled by the Hillenbrand Operating Model (HOM).

### Our Purpose

One of my first priorities as Hillenbrand's new CEO was to work with our stakeholders to define our company's Purpose and identify the role Hillenbrand plays in the world. We play a unique part in the development of a sustainable future, as a solutions provider to a wide range of customers who manufacture what the world needs to thrive today, while partnering with them to develop new solutions for a better tomorrow.

Our Purpose—Shape What Matters For Tomorrow—reflects our unique position as industry leaders who create innovative solutions for a wide variety of end markets that impact how people live, work, play, travel, eat, and heal.

Having a clear purpose not only helps retain and attract top-tier talent, but also inspires us to pursue exceptional performance and to generate long-term shareholder value, as we seek to innovate and grow in attractive end markets, such as durable plastics, food processing, and recycling.

## KEY ACCOMPLISHMENTS OVER LAST 12 MONTHS

Delivered strong operational performance

Surpassed Milacron integration synergy target

Defined our company Purpose, Shape What Matters for Tomorrow

Completed several strategic acquisitions in key end markets of recycling and food

Announced agreement to sell Batesville, which will complete our transformation into a pure-play industrial company

## Bringing our Purpose to Life

Last year's acquisition of Herbold Meckesheim, a leading recycling company, has enhanced our ability to help "close the loop" within the plastics value chain, from pellets to products to recycling back into pellets, and so on. The process starts with our Coperion brand, a leading provider of extrusion, feeding, and material handling equipment that serves large polyolefin and advanced chemical companies in creating plastic and polymer pellets. These pellets can then be melted and molded into products by our Milacron and Mold-Masters branded equipment. Coperion and Herbold now offer full solutions to recycle these products back into pellets through a variety of different recycling processes, which can then be re-molded into products. The increasing demand for circularity within the plastics value chain is being driven by consumers, customers, and regulators, and we are well positioned to innovate across our portfolio to be a continued leader in this effort, as all of our technologies are fully capable of processing recycled and bio-based content. This is just one example of how our businesses operate to help *Shape What Matters for Tomorrow*.

## FY 2022 Highlights

Fiscal year 2022 was a pivotal year for Hillenbrand as we made significant progress in executing our strategy for growth. Despite significant macro headwinds from inflation, supply chain disruptions, China's zero-COVID policy, and foreign currency, we achieved record levels for backlog, revenue, and adjusted EBITDA in our industrial segments.

This performance reflects the enduring value we create for our customers throughout the useful life of our highly-engineered, mission-critical processing technologies and solutions. We continued to leverage the HOM to drive efficiencies throughout the business while adding talent and enhancing the capabilities of the organization, such as in our Global Supply Management and Global Engineering Centers of Excellence.

In late November, we completed the third and final year of the Milacron integration. As we announced earlier in the fiscal year, we surpassed our \$75 million annual run-rate synergy target ahead of schedule (which was already increased from our initial target of \$50 million when we announced the acquisition in 2019). This integration has helped transform our company by providing us with a scalable foundation for growth.

We are now leveraging this foundation to drive value in our recent acquisitions of Gabler, Herbold, Linxis, and Peerless. We utilized our disciplined capital allocation and M&A framework to deploy approximately \$740 million towards these acquisitions and have hit the ground running to integrate these businesses, both operationally and culturally, as we utilize our proven playbook within the HOM.

Finally, through our disciplined capital allocation strategy, we continued our commitment to delivering value to our shareholders, returning approximately \$266 million to shareholders during the year through our share repurchase program and our quarterly dividends.

We enter fiscal year 2023 with record backlog and solid order momentum within our Advanced Process Solutions segment. While we continue to operate in an uncertain and challenging global macro environment, we are closely monitoring the demand environment and will execute our downturn playbook as needed. With our recent acquisitions, our net leverage is approximately 2.8x, and we remain committed to deleveraging and integrating the acquisitions over the near-term. We expect to be well within our net leverage targets of 1.7x to 2.7x by the end of fiscal year 2023, further supported with proceeds upon closing of the Batesville sale.

## Transforming into a World-Class, Pure-Play Global Industrial Company

Our focus on selling highly-engineered solutions designed to meet the complex needs of our customers is how we win. We continue to position Hillenbrand for long-term profitable growth through our commitment to innovation and organic investments for growth. We strive to accelerate our growth through strategic acquisitions that further strengthen our capabilities and build scale within existing and emerging markets supported by attractive secular growth trends. To that end, over the last 12 months, we made significant progress in the end markets of recycling and food, which have long been strategic focus areas of ours. These end markets have enduring, long-term growth characteristics, which we expect to exceed GDP, and require similar processing expertise to our existing plastics offering. The acquisitions we made this year provide scale and expand our capabilities in key areas of their respective value chains. We are able to leverage our global manufacturing and service footprint, our global engineering expertise, and our knowledge of developing complete processing systems to bring enhanced value to our customers across our combined portfolio of products.

# VALUE-CREATING ACQUISITIONS

Adding over \$400M in revenue from end markets growing > GDP



## Gabler Engineering—Acquired June 2022

Gabler, a long-time partner of Coperion, specializes in extrusion technology for the food and pharmaceutical industries.



## Herbold Meckesheim—Acquired September 2022

Herbold is a leader in the shredding, washing, separating, and drying of recycled plastic for both post-industrial and post-consumer applications. Combined with our Coperion recycling offerings in extrusion, feeding, and material handling, we now offer complete, global solutions in this fast-growing end market, where we have customer reference sites across all three recycling processes: mechanical, solvent, and chemical.



## Linxis Group—Acquired October 2022

Linxis Group is composed of six leading brands specializing in mixing, ingredient automation, and portioning for food, pharmaceuticals, and other end markets. The Linxis brands provide significant global scale with dedicated test labs and sales channels, and a breadth of mission-critical technologies across the food value chain. Highly complementary to our existing Coperion brand, this strategic acquisition is a critical enabler in unlocking value across various food applications, including baked goods, pet food, and alternative proteins, as well as pharmaceuticals.



## Peerless Food Equipment—Acquired December 2022

Peerless is a premier provider of mixing technologies for the food industry in North America.

In mid-December, we announced an agreement to sell our Batesville business segment to LongRange Capital for approximately \$762 million. As many of you know, I spent 17 years of my career at Batesville and I have a deep respect for this business and its role in Hillenbrand's history. I firmly believe divesting the business is the right decision for our shareholders, our customers, and our associates. Batesville is in a position of strength, as a longstanding leader within the death care industry, with an experienced and dedicated management team. We believe that LongRange is an excellent partner for Batesville's future.

This divestiture will complete Hillenbrand's transformation into a pure-play industrial processing equipment and solutions company, with a focused portfolio that is aligned to attractive secular growth trends and a strong financial profile, as reflected in the FY 2025 performance targets announced at our recent Investor Day.

## FY 2025 PERFORMANCE TARGETS

5%+  
Revenue  
CAGR

250bps  
Adjusted EBITDA  
margin expansion

10%+  
Adjusted  
EPS CAGR

100%  
Average Free  
Cash Flow  
Conversion

## Looking Forward with Confidence

Hillenbrand is well positioned for the future. We have a clear Purpose, a strong leadership team, and a focused portfolio of leading industrial brands and mission-critical technologies. In my 33-year career at Hillenbrand, I have never been more excited about the opportunities ahead of us to create significant value for all of our stakeholders.

I look forward to my continued work with the leadership team and our associates around the world to deliver on our priorities for fiscal year 2023 and our longer-term targets for 2025. I'm proud to be leading the charge to Shape What Matters for Tomorrow.

**Kim Ryan**  
President and Chief Executive Officer

# Our Business Segments

## ADVANCED PROCESS SOLUTIONS **APS**

Advanced Process Solutions is a leading global provider of compounding, extrusion, mixing, and material handling equipment and systems, as well as aftermarket parts and services for a wide variety of industries, including plastics, food, and recycling.

### FY22 FINANCIAL PERFORMANCE (PRO FORMA)

Revenue

**\$1,267M**

Adjusted EBITDA

**\$249M**

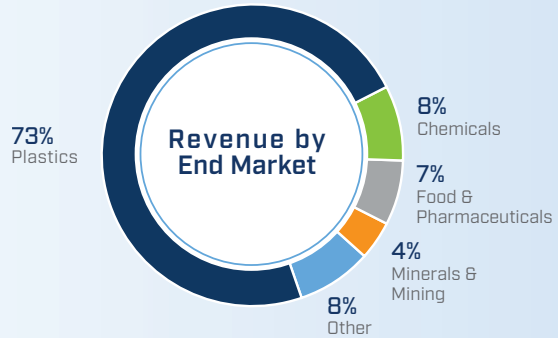
Adjusted EBITDA Margin

**19.6%**

### KEY BRANDS



### KEY END MARKETS



Note: FY22 Financial Performance metrics only include Herbold results for September, and do not include Linxis, as the transaction did not close out until FY23 (October 2022).

## MOLDING TECHNOLOGY SOLUTIONS **MTS**

Molding Technology Solutions is a global leader in highly engineered and customized equipment and systems in plastic technology and processing. Molding Technology Solutions has a full-line product portfolio that includes injection molding and extrusion equipment, hot runner systems, process control systems, mold bases and components, and maintenance, repair and operating ("MRO") supplies.

### FY22 FINANCIAL PERFORMANCE

Revenue

**\$1,046M**

Adjusted EBITDA

**\$216M**

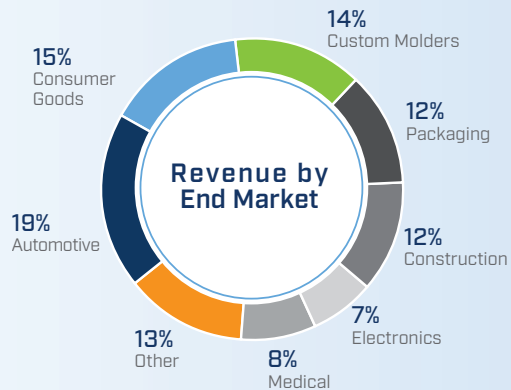
Adjusted EBITDA Margin

**20.7%**

### KEY BRANDS



### KEY END MARKETS



## BATESVILLE

Batesville is a leader in the death care industry in North America through the manufacture and sale of funeral service products, including burial caskets, cremation caskets, containers and urns, other personalization and memorialization products, and web-based technology applications.

### FY22 FINANCIAL PERFORMANCE

Revenue

**\$626M**

Adjusted EBITDA

**\$127M**

Adjusted EBITDA Margin

**20.3%**



# Hillenbrand Operating Model

## HOW WE OPERATE

The Hillenbrand Operating Model is firmly embedded in our culture and a key enabler of our strategy. It is a consistent and repeatable framework that is designed to produce sustainable and predictable results. The Hillenbrand Operating Model has also been a key driver of the success we've seen as part of the Milacron integration and our ability to accelerate the timing of synergy realization. As we continue to leverage the Hillenbrand Operating Model throughout the enterprise, we expect to drive further operational efficiencies, while also enhancing our growth tools, specifically around innovation, digitization, and commercial excellence. Our vision for developing Hillenbrand as a world-class, global industrial company is driven by the continued deployment of the Hillenbrand Operating Model across our existing product platforms and future acquisitions.





# Sustainability Progress Highlights

Sustainability is at the forefront of innovation and risk management, driven by the evolving macro trends shaping our industry, including consumer preferences, regulatory requirements, and energy and supply chain demands. Guided by our Purpose, we leverage the HOM to drive results and engage our people, our products, and our partnerships to deliver more sustainable solutions for all stakeholders.

## OUR PEOPLE

Our people shape Hillenbrand's success. Over the past year, we have focused on unifying our culture through our Purpose, while reaffirming our commitment to Diversity, Equity, and Inclusion (DEI) by developing additional governance measures and external DEI efforts. Some of these include:

- » Governance around DEI through our DEI Steering Committee and Inclusion at Hillenbrand Council
- » Company participation in the United Nations' Women's Empowerment Principles
- » Development of a Global DEI Policy
- » Participation in the Bloomberg Gender Equality Index
- » Development of a Global Health & Safety Policy

» Launching Business Resource Groups:

- **Women of Hillenbrand:** Advocating for the women of Hillenbrand and creating global connections that elevate women's voices and impact
- **NEXTGen:** Fostering career growth and building a global community of early career professionals
- **Culture Hlve:** Championing the gift of culture by fostering an environment where diversity of perspectives is celebrated
- **HI Pride:** Building a community for our LGBTQ+ associates and their allies through awareness, education, and outreach
- **SERVE:** Leveraging Veteran insights and increasing education about Veterans and the U.S. Military

## OUR PRODUCTS

Our companies are continuously working with our customers to solve their needs and innovate new products. To name a few:



As the industry leader in co-injection technology, Mold-Masters' newest co-injection system made it possible for customers to create products utilizing up to 50% post-consumer recycled material. This advancement significantly minimizes the amount of virgin materials the customer must use in their products. This technology can be used for a variety of applications such as buckets/pails, chemical containers, refrigerator handles, toilet seats, and more. Additionally, Mold-Masters' co-injection systems can be used with customers' existing tooling and equipment and do not affect cycle times or overall productivity.



Coperion's engineers are continuously working on ways to decrease energy consumption of their products to benefit customers' businesses and reduce environmental impact. Within the extrusion and compounding process, the extruder and its components typically consume a large amount of energy. To address this, these experts focus on ensuring that Coperion extruders reliably deliver the highest product quality at high throughput rates and that the amount of energy required for extrusion and compounding is as minimal as possible. With innovative technology, Coperion has found that its extruders have achieved an average energy savings of 8-14%.

## OUR PARTNERSHIPS

Sustainability-related opportunities cannot be achieved through business alone but require developing and maintaining partnerships with our customers and our communities. We take pride in developing and maintaining partnerships with organizations in the communities in which we operate to effect positive change. Some of these key partnerships this past year have been:



**Net Impact:** Hillenbrand and Net Impact, a global non-profit focused on engaging students on critical social and environmental issues, partnered to address circularity in plastics. This partnership calls upon student innovators at all levels of study in 2022 to ask, "how might we rethink the plastics supply chain to improve material circularity to keep plastics in the economy and out of the environment?"



**Girls Inc.:** Hillenbrand is a national sponsor of the STEM and College and Career Readiness program of Girls Inc., a national non-profit that equips girls with the skills to navigate through economic, gender, and social barriers.

## OUR SUSTAINABILITY EVOLUTION: Increasing Transparency & Accountability

### Building the Foundation

### Driving Results

**2016**

Launched Hillenbrand One Campaign designed to support communities

**2019**

Proactively engaged with key stakeholders to identify sustainability-related topics most important to our business  
Signed United Nations Global Compact (UNGC), a voluntary pledge to increase ESG programs and disclosure

**2021**

Deepened commitment to sustainability with hire of first Chief Sustainability Officer  
Published 2nd Sustainability Report reaffirming commitment to UNGC and highlighting progress of DEI, disclosed for the first time in GRI and UN SDGs

**2023 & Beyond**

Continue to expand Sustainability efforts to include Scope 3 emissions, double materiality assessment, supplier assessment, waste & water data, and additional disclosures

**2018**

Formed Sustainability Steering Committee to guide Company's efforts

**2020**

Published Inaugural Sustainability Report, summarizing perspectives and actions on governance, business ethics, and environmental responsibilities

**2022**

Published 3rd Sustainability Report disclosing energy and Scope 1 & 2 emissions, energy training, supplier reduction strategy, business resource groups, supplier diversity, and linked to new Company Purpose  
Participated in Bloomberg's Gender Equality Index, disclosed environmental data for first time in SASB

# Financial Highlights

## GAAP MEASURES

(in millions, except per share data)

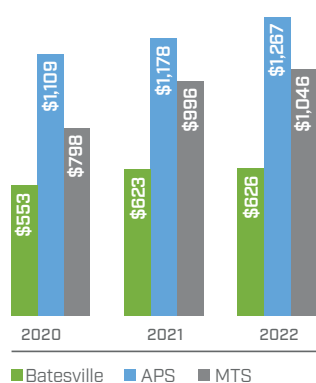
	2020	2021	2022
Revenue	\$2,517.0	\$2,864.8	\$2,940.9
Gross Profit	813.3	957.3	954.6
Gross Profit Margin	32.3%	33.4%	32.5%
Net Income/(loss)	(60.1)	249.9	208.9
Diluted EPS	(0.82)	3.31	2.89
Operating Cash Flow	354.8	528.4	191.1
Capital Expenditures	35.9	40.0	50.3
Dividends Per Share	\$ 0.85	\$ 0.86	\$ 0.87

## NON-GAAP & OTHER OPERATING MEASURES

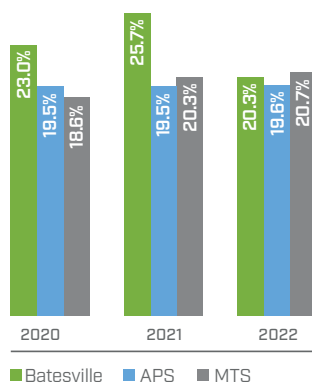
(in millions, except per share data) (See supplemental page included for a reconciliation of Non-GAAP measures to the most directly comparable GAAP measures, along with other related disclosures)

	2020	2021	2022
Pro Forma Revenue	\$2,459.4	\$2,796.7	\$2,938.5
Pro Forma Adjusted EBITDA	440.5	533.9	527.4
Pro Forma Adjusted EBITDA Margin	17.9%	19.1%	17.9%
Adjusted Diluted EPS	\$ 3.19	3.79	3.93
Free Cash Flow (Operating Cash Flow minus CapEx)	318.9	488.4	140.8
Pro Forma Backlog	\$ 1,182.9	\$ 1,678.4	\$ 1,762.0

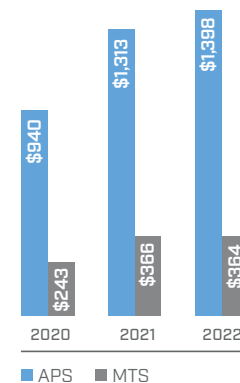
**Pro Forma Revenue by Segment**  
\$M



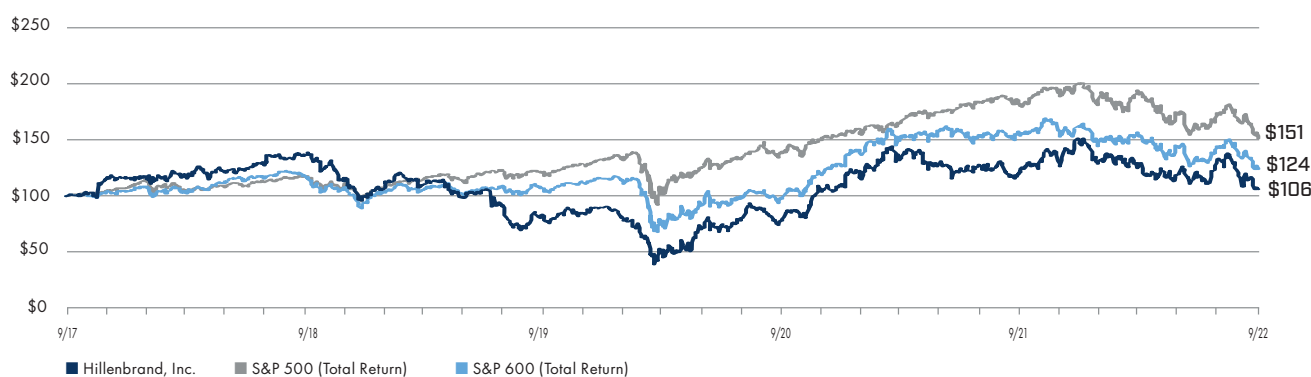
**Pro Forma Adjusted EBITDA Margins by Segment**  
%



**Pro Forma Backlog by Segment**  
\$M



## Value of \$100 Investment on September 30, 2017



## DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

Throughout this report, we make a number of “forward-looking statements,” including statements regarding the proposed sale of our Batesville business (the “Proposed Transaction”) and the expected timing, costs and benefits thereof, that are within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, and that are intended to be covered by the safe harbor provided under these sections. As the words imply, these are statements about future sales, earnings, cash flow, results of operations, uses of cash, financings, share repurchases, ability to meet deleveraging goals, and other measures of financial performance or potential future plans or events, strategies, objectives, beliefs, prospects, assumptions, expectations, projected costs or savings or transactions of Hillenbrand (the “Company”) that might or might not happen in the future, the anticipated costs and benefits of the Proposed Transaction, and the expected timing of completion of the Proposed Transaction, as contrasted with historical information. Forward-looking statements are based on assumptions that we believe are reasonable, but by their very nature are subject to a wide range of risks. If our assumptions prove inaccurate or unknown risks and uncertainties materialize, actual results could vary materially from Hillenbrand’s expectations and projections.

Words that could indicate that we are making forward-looking statements include the following: ■ intend ■ believe ■ plan ■ expect ■ may ■ goal ■ would ■ project ■ position ■ become ■ pursue ■ estimate ■ will ■ forecast ■ continue ■ could ■ anticipate ■ remain ■ target ■ encourage ■ promise ■ improve ■ progress ■ potential ■ should ■ impact

This is not an exhaustive list, but is intended to give you an idea of how we try to identify forward-looking statements. The absence of any of these words, however, does not mean that the statement is not forward-looking.

**Here is the key point:** Forward-looking statements are not guarantees of future performance or events, and actual results or events could differ materially from those set forth in any forward-looking statements. Any number of factors, many of which are beyond our control, could cause our performance to differ significantly from what is described in the forward-looking statements. These factors include, but are not limited to: global market and economic conditions, including those related to the financial markets; the impact of contagious diseases such as the COVID-19 pandemic and the escalation thereof due to variant strains of the

virus and the societal, governmental, and individual responses thereto, including supply chain disruption, loss of contracts and/or customers, erosion of some customers’ credit quality, downgrades of the Company’s credit quality, closure or temporary interruption of the Company’s or its suppliers’ manufacturing facilities, travel, shipping and logistical disruptions, domestic and international general economic conditions, such as inflation, exchange rates and interest rates, loss of human capital or personnel, and general economic calamities; risks related to the Russian Federation’s invasion of Ukraine (referred to herein as the “Ukraine War”) and resulting geopolitical instability and uncertainty, which could have a negative impact on our ability to sell to, ship products to, collect payments from, and support customers in certain regions, in addition to the potential effect of supply chain disruptions that could adversely affect profitability; the risk of business disruptions associated with information technology, cyber-attacks, or catastrophic losses affecting infrastructure; negative effects of the Linxis Group SAS (“Linxis”) acquisition or other acquisitions on the Company’s business, financial condition, results of operations and financial performance (including the ability of the Company to maintain relationships with its customers, suppliers and others with whom it does business); the possibility that the anticipated benefits from the Linxis acquisition and other acquisitions cannot be realized by the Company in full or at all or may take longer to realize than expected; risks that the integrations of Linxis or other acquired businesses disrupt current operations or pose potential difficulties in employee retention or otherwise affects financial or operating results; any failure to obtain, or delays in obtaining, required regulatory approvals or clearances for the Proposed Transaction; any failure by the parties to satisfy any of the other conditions to the Proposed Transaction; the possibility that the Proposed Transaction is ultimately not consummated; potential adverse effects of the announcement or results of the Proposed Transaction on the market price of the Company’s common stock or on the ability of the Company to develop and maintain relationships with its personnel and customers, suppliers and others with whom it does business or otherwise on the Company’s business, financial condition, results of operations and financial performance; risks related to diversion of management’s attention from our ongoing business operations due to the Proposed Transaction; the impact of the Proposed Transaction on the ability of the Company to retain and hire key personnel; increasing competition for highly skilled and talented workers as well as labor shortages; our level of international sales and operations; the impact of incurring significant amounts of indebtedness and any inability of the Company to respond to

changes in its business or make future desirable acquisitions; the ability of the Company to comply with financial or other covenants in debt agreements; cyclical demand for industrial capital goods; the ability to recognize the benefits of any acquisition or disposition, including potential synergies and cost savings or the failure of the Company or any acquired company to achieve its plans and objectives generally; impairment charges to goodwill and other identifiable intangible assets; competition in the industries in which we operate, including on price; impacts of decreases in demand or changes in technological advances, laws, or regulation on the revenues that we derive from the plastics industry; our reliance upon employees, agents, and business partners to comply with laws in many countries and jurisdictions; increased costs, poor quality, or unavailability of raw materials or certain outsourced services and supply chain disruptions; continued fluctuations in mortality rates and increased cremations; the dependence of our business units on relationships with several large customers and providers; competition faced by our Batesville business from non-traditional sources; the impact to the Company's effective tax rate of changes in the mix of earnings or tax laws and certain other tax-related matters; exposure to tax uncertainties and audits; involvement in claims, lawsuits and governmental proceedings related to operations; uncertainty in the United States political and regulatory environment or global trade policy; adverse foreign currency fluctuations; labor disruptions; and the effect of certain provisions of the Company's governing documents and Indiana law that could decrease the trading price of the Company's common stock. There can be no assurance that the Proposed Transaction will be consummated. Shareholders, potential investors, and other readers are urged to consider these risks and uncertainties in evaluating forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. For a more in-depth discussion of these and other factors that could cause actual results to differ from those contained in forward-looking statements, see the discussion under the heading "Risk Factors" in Part I, Item 1A of Hillenbrand's Form 10-K for the year ended September 30, 2022, filed with the Securities and Exchange Commission ("SEC") on November 16, 2022. The forward-looking information in this report speaks only as of the date hereof, and we assume no obligation to update or revise any forward-looking information.

## DISCLOSURE REGARDING NON-GAAP MEASURES AND OTHER OPERATING MEASURES

While we report financial results in accordance with United States generally accepted accounting principles (GAAP), we also provide certain non-GAAP operating performance measures. We believe this information provides a higher degree of transparency. These non-GAAP measures are referred to as "adjusted" measures and exclude the following items:

- business acquisition, disposition, and integration costs;
- restructuring and restructuring related charges;
- intangible asset amortization;
- certain debt financing activities;
- gains and losses on divestitures;
- other individually immaterial one-time costs;
- the related income tax impact for all of these items; and
- certain tax items related to the acquisition of Milacron and divestitures of TerraSource, ABEL, Red Valve, and Cimcool, the revaluation of deferred tax balances in connection with enacted statutory tax rate reductions in certain foreign jurisdictions, foreign income inclusion tax provisions, including the impact the Milacron loss carryforward attributes have on tax provisions related to the imposition of tax on Global Intangible Low-Taxed Income (GILTI) earned by certain foreign subsidiaries, the Foreign Derived Intangible Income Deduction (FDII), and the Base Erosion and Anti-Abuse Tax (BEAT).

One important non-GAAP measure Hillenbrand uses is adjusted earnings before interest, income tax, depreciation, and amortization ("adjusted EBITDA"). A part of our strategy is to pursue acquisitions that strengthen or establish leadership positions in key markets. Given that strategy, it is a natural consequence to incur related expenses, such as amortization from acquired intangible assets and additional interest expense from debt-funded acquisitions. Accordingly, we use adjusted EBITDA, among other measures, to monitor our business performance. We also use "adjusted net income" and "adjusted diluted earnings per share (EPS)," which are defined as net income and earnings per share, respectively, each excluding items described in connection with adjusted EBITDA. Adjusted EBITDA, adjusted net income, and adjusted diluted EPS are not recognized terms under GAAP and therefore do not purport to be alternatives to net (loss) income or to diluted EPS, as applicable. Further, Hillenbrand's measures of adjusted EBITDA, adjusted net income, or adjusted diluted EPS may not be comparable to similarly titled measures of other companies.

Pro forma revenue and pro forma adjusted EBITDA are defined respectively as net revenue and adjusted EBITDA excluding net revenue and adjusted EBITDA directly attributable to Red Valve which was divested on December 31, 2020, ABEL which was divested on March 10, 2021, and TerraSource Global which was divested on October 22, 2021. Hillenbrand uses pro forma measures to assess performance of its reportable segments and the Company in total without the impact of recent acquisitions and divestitures.

Free cash flow ("FCF") is defined as cash flow from operations less capital expenditures. Hillenbrand considers FCF an important indicator of the Company's liquidity, as well as its ability to fund future growth and to provide a return to shareholders. FCF does not include deductions for debt service (repayments of principal), other borrowing activity, dividends on the Company's common stock, repurchases of the Company's common stock, business acquisitions, and other items.

Hillenbrand calculates the foreign currency impact on net revenue in order to better measure the comparability of results between periods. We calculate the foreign currency impact by translating current year results at prior year foreign exchange rates. This information is provided because exchange rates can distort the underlying change in sales, either positively or negatively.

In addition, forward-looking adjusted earnings per share and other forward-looking adjusted measures exclude potential charges or gains that may be recorded during the fiscal year, including among other things, expected results and other items described above in connection with other "adjusted" measures. Hillenbrand thus also does not attempt to provide reconciliations of forward-looking non-GAAP earnings guidance to the comparable GAAP measure, as permitted by Item 10(e)(1)(i)(B) of Regulation S-K, because the impact and timing of these potential charges or gains or other adjustments is inherently uncertain and difficult to predict and is unavailable without unreasonable efforts. In addition, the Company believes such reconciliations would imply a degree of precision and certainty that could be confusing to investors. Such items could have a substantial impact on GAAP measures of Hillenbrand's financial performance.

Linxis and Peerless '22E figures are projections for their fiscal years ending December 31, 2022, based on unaudited prospective financial information prepared and provided to the Company by Linxis and Peerless, respectively. Linxis's and Peerless's actual results could differ materially from these projections. In addition, Linxis's financial statements are prepared in accordance with French GAAP, which differ in certain material respects from US GAAP. For instance, when compared to US GAAP, French GAAP (i) differs in its requirements for over time revenue recognition and (ii) consolidates only proportionally for less than 100% owned entities, which impact revenue and EBITDA as presented thereunder. French

GAAP may also (1) include amortization of capitalized research and development costs rather than immediate expense recognition; (2) requires recognition of actuarial gains or losses from pension plans immediately in the period incurred; (3) have potentially different timing of EBITDA recognition of foreign currency balances for non-monetary assets and liabilities; and (4) set different requirements for sale-leaseback transactions, resulting in differences in timing of expense recognition, each of which may impact EBITDA as presented thereunder. Linxis defines EBITDA as net income before interest, income tax, depreciation and amortization (in each case, determined in accordance with French GAAP). No quantitative reconciliation of these forward-looking measures is provided, as underlying factors are inherently uncertain and difficult to predict, and such a reconciliation would not be available without unreasonable efforts. In addition, the Company believes such reconciliations would imply a degree of precision and certainty that could be confusing to investors.

## **OTHER OPERATING MEASURES**

Another important operational measure used is backlog. Backlog is not a term recognized under GAAP; however, it is a common measurement used in industries with extended lead times for order fulfillment (long-term contracts), like those in which the Advanced Process Solutions and Molding Technology Solutions reportable operating segments compete. Backlog represents the amount of net revenue that we expect to realize on contracts awarded to Advanced Process Solutions and Molding Technology Solutions reportable operating segments. For purposes of calculating backlog, 100% of estimated net revenue attributable to consolidated subsidiaries is included. Backlog includes expected net revenue from large systems and equipment, as well as aftermarket parts, components, and service. The length of time that projects remain in backlog can span from days for aftermarket parts or service to approximately 18 to 24 months for larger system sales within the Advanced Process Solutions reportable operating segment. The majority of the backlog within the Molding Technology Solutions reportable operating segment is expected to be fulfilled within the next twelve months. Backlog includes expected revenue from the remaining portion of firm orders not yet completed, as well as net revenue from change orders to the extent that they are reasonably expected to be realized. Hillenbrand includes in backlog the full contract award, including awards subject to further customer approvals, which we expect to result in revenue in future periods. In accordance with industry practice, Hillenbrand's contracts may include provisions for cancellation, termination, or suspension at the discretion of the customer. Given that backlog is an operational measure and that the Company's methodology for calculating backlog does not meet the definition of a non-GAAP measure, as that term is defined by the SEC, a quantitative reconciliation is not required or provided.

## RECONCILIATION OF NON-GAAP MEASURES AND OTHER OPERATING MEASURES

### Reconciliation of Non-GAAP Measures

(\$ in millions, except per share data) [Year Ended September 30]	2022	2021	2020
Net income (loss) attributable to Hillenbrand	\$ 208.9	\$ 249.9	\$ (60.1)
Impairment charges	—	11.2	144.8
Business acquisition, disposition, and integration costs	31.3	35.4	77.2
Restructuring and restructuring-related charges	3.2	14.5	9.3
Inventory step-up	—	—	40.7
Intangible asset amortization	54.0	55.7	71.9
Loss (gain) on divestiture	3.1	(67.1)	3.5
Debt financing activities	—	2.9	2.7
Other	3.3	1.9	2.6
Tax effect of adjustments	(22.3)	(28.3)	(86.0)
Tax adjustments	2.1	9.6	28.0
Adjusted net income attributable to Hillenbrand	\$ 283.6	\$ 285.7	\$ 234.6
Diluted earnings (loss) per share	\$ 2.89	\$ 3.31	\$ (0.82)
Impairment charges	—	0.15	1.97
Business acquisition, disposition, and integration costs	0.43	0.47	1.05
Restructuring and restructuring-related charges	0.05	0.19	0.12
Inventory step-up	—	—	0.55
Intangible asset amortization	0.75	0.74	0.98
Loss (gain) on divestiture	0.04	(0.89)	0.05
Debt financing activities	—	0.04	0.04
Other	0.04	0.03	0.04
Tax effect of adjustments	(0.30)	(0.38)	(1.17)
Tax adjustments	0.03	0.13	0.38
Adjusted diluted earnings per share	\$ 3.93	\$ 3.79	\$ 3.19

### Reconciliation of Adjusted EBITDA to Consolidated Net Income (Loss)

(\$ in millions) [Year Ended September 30]	2022	2021	2020
Adjusted EBITDA:			
Advanced Process Solutions	\$ 249.1	\$ 234.5	\$ 234.5
Molding Technology Solutions	216.2	201.8	147.0
Batesville	127.1	160.2	127.1
Corporate	(65.0)	(58.3)	(44.2)
Less:			
Interest income	(5.5)	(3.4)	(3.2)
Interest expense	69.8	77.6	77.4
Income tax expense	98.8	98.6	34.9
Depreciation and amortization	108.2	115.2	130.6
Impairment charges	—	11.2	144.8
Business acquisition, disposition, and integration costs	31.3	34.5	77.2
Restructuring and restructuring-related charges	3.2	14.5	9.3
Inventory step-up	—	—	40.7
Loss (gain) on divestitures	3.1	(67.1)	3.5
Other	3.3	1.9	2.6
Consolidated net income (loss)	\$ 215.2	\$ 255.2	\$ (53.4)

## Reconciliation of Free Cash Flow to Net Cash Provided by Operating Activities

(\$ in millions) [Year Ended September 30]	2022	2021	2020
Net cash provided by operating activities	\$ 191.1	\$ 528.4	\$ 354.8
Less: Capital expenditures	(50.3)	(40.0)	(35.9)
<b>Free cash flow</b>	<b>\$ 140.8</b>	<b>\$ 488.4</b>	<b>\$ 318.9</b>

Note: Please see Form 10-K for further information on non-GAAP adjustments.

The following reconciliations include pro forma adjustments related to acquisitions and divestitures:

- The ABEL business, which was included within the Advanced Process Solutions reportable operating segment, was divested on March 10, 2021.
- The Red Valve business, which was included within the Advanced Process Solutions reportable operating segment, was divested on December 31, 2020.
- The TerraSource Global business, which was included within the Advanced Process Solutions reportable operating segment, was divested on October 22, 2021.
- The Cimcool business, which was included within the Molding Technology Solutions reportable operating segment, was divested on March 30, 2020.
- Milacron's results (inclusive of the Cimcool business) for the period of October 1, 2018 to November 20, 2019 were derived from Milacron's pre-acquisition accounting records.

## Reconciliation of Consolidated Net Income (Loss) to Pro Forma Adjusted EBITDA

(\$ in millions) [Year Ended September 30]	2022	2021	2020
Consolidated net income (loss)	\$ 215.2	\$ 255.2	\$ (53.4)
Interest income	(5.5)	(3.4)	(3.2)
Interest expense	69.8	77.6	77.4
Income tax expense	98.8	98.6	34.9
Depreciation and amortization	108.2	115.2	130.6
<b>EBITDA</b>	<b>486.5</b>	<b>543.2</b>	<b>186.3</b>
Impairment charges	—	11.2	144.8
Business acquisition, disposition, and integration costs	31.3	34.5	77.2
Restructuring and restructuring related charges	3.2	14.5	9.3
Inventory step-up	—	—	40.7
Loss (gain) on divestitures	3.1	(67.1)	3.5
Other	3.3	1.9	2.6
<b>Adjusted EBITDA</b>	<b>527.4</b>	<b>538.2</b>	<b>464.4</b>
Pro forma adjustments (see below)	—	(4.3)	(23.9)
<b>Pro forma adjusted EBITDA</b>	<b>\$ 527.4</b>	<b>\$ 533.9</b>	<b>\$ 440.5</b>
Pro forma adjustments:			
Less: ABEL adjusted EBITDA	\$ —	\$ (3.3)	\$ (8.9)
Less: Red Valve adjusted EBITDA	—	(1.4)	(3.5)
Less: TerraSource Global adjusted EBITDA	—	0.4	(5.8)
Less: Cimcool adjusted EBITDA	—	—	(10.2)
Add: Milacron adjusted EBITDA, pre-acquisition	—	—	4.5
<b>Pro forma adjustments to adjusted EBITDA</b>	<b>\$ —</b>	<b>\$ (4.3)</b>	<b>\$ (23.9)</b>
Pro forma adjusted EBITDA by segment and Corporate:			
Advanced Process Solutions	\$ 249.1	\$ 230.2	\$ 216.3
Molding Technology Solutions	216.2	201.8	148.6
Batesville	127.1	160.2	127.1
Corporate	(65.0)	(58.3)	(51.5)
<b>Pro forma adjusted EBITDA</b>	<b>\$ 527.4</b>	<b>\$ 533.9</b>	<b>\$ 440.5</b>

## Reconciliation of Reported Revenue to Pro Forma Revenue

(\$ in millions) [Year Ended September 30]	2022	2021	2020
Advanced Process Solutions net revenue	\$ 1,269.8	\$ 1,245.7	\$ 1,228.6
Less: ABEL net revenue	—	(15.5)	(34.2)
Less: Red Valve net revenue	—	(8.0)	(32.9)
Less: TerraSource Global net revenue	(2.4)	(44.6)	(52.9)
Advanced Process Solutions pro forma net revenue	1,267.4	1,177.6	1,108.6
Molding Technology Solutions net revenue	1,045.5	995.7	735.8
Less: Cimcool net revenue	—	—	(53.3)
Add: Milacron net revenue, pre-acquisition	—	—	115.7
Molding Technology Solutions pro forma net revenue	1,045.5	995.7	798.2
Batesville net revenue	625.6	623.4	552.6
Consolidated pro forma net revenue	\$ 2,938.5	\$ 2,796.7	\$ 2,459.4

## Reconciliation of Reported Backlog to Pro Forma Backlog

(\$ in millions) [Year Ended September 30]	2022	2021	2020
Advanced Process Solutions backlog	\$ 1,397.9	\$ 1,349.4	\$ 988.0
Less: ABEL backlog	—	—	(14.9)
Less: Red Valve backlog	—	—	(15.5)
Less: TerraSource Global backlog	—	(36.6)	(17.3)
Advanced Process Solutions pro forma backlog	1,397.9	1,312.8	940.3
Molding Technology Solutions backlog	364.1	365.6	242.6
Consolidated pro forma backlog	\$ 1,762.0	\$ 1,678.4	\$ 1,182.9





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HILLENBRAND

2022 FORM 10-K



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-K**

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the fiscal year ended September 30, 2022

OR

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_ to \_\_\_\_

Commission File No. 001-33794

**HILLENBRAND, INC.**

(Exact name of registrant as specified in its charter)

IN

(State or other jurisdiction of incorporation or organization)

26-1342272

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

**One Batesville Boulevard**

**Batesville, IN**

(Address of principal executive offices)

47006

(Zip Code)

Registrant's telephone number, including area code: **(812) 934-7500**

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, without par value	HI	NYSE

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

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

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

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

The aggregate market value of capital stock (consisting solely of shares of common stock) held by non-affiliates of the registrant as of March 31, 2022 was \$3,171,343,985. As of November 10, 2022, 68,880,011 shares of common stock were outstanding.

**Documents Incorporated by Reference**

Portions of our definitive proxy statement for the 2023 Annual Meeting of Shareholders are incorporated by reference into Part III of this report. The proxy statement will be filed no later than January 13, 2023.

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*(monetary amounts in millions, except per share data)*

## PART I

### DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

Throughout this Form 10-K, we make a number of “forward-looking statements,” including statements regarding the exploration of potential strategic alternatives for our Batesville reportable operating segment (the “Strategic Process”), that are within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, and that are intended to be covered by the safe harbor provided under these sections. As the words imply, these are statements about future sales, earnings, cash flow, results of operations, uses of cash, financings, share repurchases, ability to meet deleveraging goals, and other measures of financial performance or potential future plans or events, strategies, objectives, beliefs, prospects, assumptions, expectations, and projected costs or savings or transactions of the Company that might or might not happen in the future, as contrasted with historical information. Forward-looking statements are based on assumptions that we believe are reasonable, but by their very nature are subject to a wide range of risks. If our assumptions prove inaccurate or unknown risks and uncertainties materialize, actual results could vary materially from Hillenbrand’s expectations and projections.

Accordingly, in this Form 10-K, we may say something like,

*“We expect that future net revenue associated with Advanced Process Solutions and Molding Technology Solutions reportable operating segments will be influenced by order backlog.”*

That is a forward-looking statement, as indicated by the word “expect” and by the clear meaning of the sentence.

Other words that could indicate we are making forward-looking statements include the following:

intend	believe	plan	expect	may	goal	would	project	position
become	pursue	estimate	will	forecast	continue	could	anticipate	remain
target	encourage	promise	improve	progress	potential	should	impact	

This is not an exhaustive list, but is intended to give you an idea of how we try to identify forward-looking statements. The absence of any of these words, however, does not mean that the statement is not forward-looking.

**Here is the key point:** Forward-looking statements are not guarantees of future performance or events, and actual results or events could differ materially from those set forth in any forward-looking statements.

Any number of factors, many of which are beyond our control, could cause our performance to differ significantly from what is described in the forward-looking statements. These factors include, but are not limited to: global market and economic conditions, including those related to the financial markets; the impact of contagious diseases such as the COVID-19 pandemic and the escalation thereof due to variant strains of the virus and the societal, governmental, and individual responses thereto, including supply chain disruption, loss of contracts and/or customers, erosion of some customers’ credit quality, downgrades of the Company’s credit quality, closure or temporary interruption of the Company’s or its suppliers’ manufacturing facilities, travel, shipping and logistical disruptions, domestic and international general economic conditions, such as inflation, exchange rates and interest rates, loss of human capital or personnel, and general economic calamities; risks related to the Russian Federation’s invasion of Ukraine (referred to herein as the “Ukraine War”) and resulting geopolitical instability and uncertainty, which could have a negative impact on our ability to sell to, ship products to, collect payments from, and support customers in certain regions, in addition to the potential effect of supply chain disruptions that could adversely affect profitability; the risk of business disruptions associated with information technology, cyber-attacks, or catastrophic losses affecting infrastructure; negative effects of the Linxis Group SAS (“Linxis”) acquisition or other acquisitions on the Company’s business, financial condition, results of operations and financial performance (including the ability of the Company to maintain relationships with its customers, suppliers and others with whom it does business); the possibility that the anticipated benefits from the Linxis acquisition and other acquisitions cannot be realized by the Company in full or at all or may take longer to realize than expected; risks that the integrations of Linxis or other acquired businesses disrupt current operations or pose potential difficulties in employee retention or otherwise affect financial or operating results; the duration and outcome of the Strategic Process; the possibility that a transaction or proposed transaction resulting from the Strategic Process (a “Batesville Transaction”), if any, is ultimately not consummated; potential adverse effects of the announcement or results of the Strategic

Process or a Batesville Transaction, if any, on the market price of the Company's common stock, or on the ability of Batesville to develop and maintain relationships with its personnel and customers, suppliers and others with whom it does business or otherwise on the Company's business, financial condition, results of operations and financial performance; risks related to diversion of Batesville management's attention from Batesville's ongoing business operations due to the Strategic Process; the impact of the Strategic Process on the ability of the Company to retain and hire key personnel for the Batesville business; increasing competition for highly skilled and talented workers as well as labor shortages; our level of international sales and operations; the impact of incurring significant amounts of indebtedness and any inability of the Company to respond to changes in its business or make future desirable acquisitions; the ability of the Company to comply with financial or other covenants in debt agreements; cyclical demand for industrial capital goods; the ability to recognize the benefits of any acquisition or disposition, including potential synergies and cost savings or the failure of the Company or any acquired company to achieve its plans and objectives generally; impairment charges to goodwill and other identifiable intangible assets; competition in the industries in which we operate, including on price; impacts of decreases in demand or changes in technological advances, laws, or regulation on the revenues that we derive from the plastics industry; our reliance upon employees, agents, and business partners to comply with laws in many countries and jurisdictions; increased costs, poor quality, or unavailability of raw materials or certain outsourced services and supply chain disruptions; continued fluctuations in mortality rates and increased cremations; the dependence of our business units on relationships with several large customers and providers; competition faced by our Batesville business from non-traditional sources; the impact to the Company's effective tax rate of changes in the mix of earnings or tax laws and certain other tax-related matters; exposure to tax uncertainties and audits; involvement in claims, lawsuits and governmental proceedings related to operations; uncertainty in the United States political and regulatory environment or global trade policy; adverse foreign currency fluctuations; labor disruptions; and the effect of certain provisions of the Company's governing documents and Indiana law that could decrease the trading price of the Company's common stock.

There can be no assurance that the Strategic Process will result in a Batesville Transaction or that any Batesville Transaction or other transaction described above, if pursued, will be consummated on terms our investors view as favorable or at all. Shareholders, potential investors, and other readers are urged to consider these risks and uncertainties in evaluating forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements. For a more in-depth discussion of these and other factors that could cause actual results to differ from those contained in forward-looking statements, see the discussions under the heading "Risk Factors" in Part I, Item 1A of this Form 10-K. The forward-looking information in this report speaks only as of the date hereof, and we assume no obligation to update or revise any forward-looking information.

## **Item 1. BUSINESS**

In this section of the Form 10-K, we provide you a general overview of the Company, including a high-level review of our reportable segments and how we operate. We then present our reportable operating segments in greater detail, including the products we manufacture and sell, how those products are distributed and to whom, with whom we compete, the key inputs to production, and an explanation of our business strategies. We also provide you information on any key patents, trademarks, and regulatory matters important to our business. Finally, we provide you a brief background on our executive officers so that you can understand their experience and qualifications.

### **GENERAL**

Hillenbrand ([www.Hillenbrand.com](http://www.Hillenbrand.com)) is a global industrial company operating in over 40 countries with multiple leading brands that serve a wide variety of industries around the world. Guided by its Purpose, Shape What Matters For Tomorrow™, Hillenbrand pursues excellence, collaboration, and innovation to shape solutions that best serve our people, our customers, and our communities. Customers choose Hillenbrand due to its reputation for designing, manufacturing, and servicing highly engineered, mission-critical equipment and solutions that meet their unique product specifications.

Hillenbrand's portfolio is composed of three reportable operating segments: Advanced Process Solutions, Molding Technology Solutions, and Batesville®. Advanced Process Solutions is a leading global provider of compounding, extrusion, and material handling, screening and separating equipment and systems, and services for a wide variety of manufacturing and other industrial processes. Molding Technology Solutions is a global leader in highly engineered and customized equipment and systems and service in plastic technology and processing. Batesville is a recognized leader in the death care industry in North America.

Hillenbrand was incorporated on November 1, 2007, in the state of Indiana and began trading on the New York Stock Exchange under the symbol "HI" on April 1, 2008. "Hillenbrand," "the Company," "we," "us," "our," and similar words refer to Hillenbrand, Inc. and its subsidiaries unless context otherwise requires. Although Hillenbrand has been a publicly traded company since 2008, the brands owned by Hillenbrand have been in operation for many decades.

The Molding Technology Solutions reportable operating segment and the Advanced Process Solutions reportable operating segment have complementary product lines with excellent positions across the plastics value chain. This provides the opportunity to leverage and combine our shared technologies and capabilities to create innovative solutions that will have a positive impact for our customers around the world and provide new profitable growth opportunities for Hillenbrand in areas such as biodegradable plastics and recycling. We have an outstanding global footprint, which we expect to leverage to accelerate geographic and aftermarket growth. We believe our combined scale and purchasing power will generate procurement savings across the entire enterprise. Our complementary business process capabilities enable us to implement best practices across key functional areas to improve both our efficiency and effectiveness. Finally, the Hillenbrand Operating Model (“HOM”) provides a clear methodology and set of tools to improve our businesses.

On July 20, 2022, the Company announced its intention to explore strategic alternatives for the Batesville reportable operating segment. There can be no assurance that the Strategic Process will result in a Batesville Transaction or that any Batesville Transaction, if pursued, will be consummated on terms our investors view as favorable or at all. The Company does not intend to provide any additional information on the review of strategic alternatives for Batesville unless or until the process is completed or terminated.

#### *Divestitures*

On March 30, 2020, the Company completed the divestiture of its Cimcool business (“Cimcool”), which represented the former Fluid Technologies reportable segment of Milacron before its acquisition by the Company. The results of operations and cash flows of the Company include Cimcool from November 21, 2019 through March 30, 2020.

On December 31, 2020, the Company completed the divestiture of Red Valve Company, Inc. (“Red Valve”). The results of operations and cash flows of the Company include Red Valve through December 31, 2020.

On March 10, 2021, the Company completed the divestiture of ABEL GmbH (“ABEL”). The results of operations and cash flows of the Company include ABEL through March 10, 2021.

On October 22, 2021, the Company completed the divestiture of TerraSource Global (“TerraSource”). The results of operations and cash flows of the Company include TerraSource through October 22, 2021.

For further information, see Note 4 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K.

#### *Acquisitions*

On June 30, 2022, the Company completed the acquisition of Gabler Engineering GmbH and affiliate (“Gabler”). On August 31, 2022, the Company completed the acquisition of Herbold Meckesheim GmbH (“Herbold”). Both Gabler and Herbold are now included in our Advanced Process Systems reportable operating segment.

#### *Fiscal 2023 acquisitions*

On October 6, 2022, the Company completed the acquisition of LINXIS Group SAS (“Linxis”) from IBERIS INTERNATIONAL S.À R.L, an affiliate of IK Partners, and additional sellers (“Sellers”). As a result of the acquisition, the Company acquired from the Sellers all of the issued and outstanding securities of Linxis, and Linxis became a wholly owned subsidiary of the Company for total aggregate consideration of \$590.8 (€596.2) in cash, reflecting an enterprise value of approximately \$566.8 (€572.0) plus cash acquired at closing, subject to post-closing adjustments. We utilized borrowings, subsequent to September 30, 2022, under our Facility (defined below) to fund this acquisition.

Linxis has six leading brands – Bakon, Diosna, Shaffer, Shick Esteve, Unifiller, and VMI – that serve customers in over 100 countries. With a global manufacturing, sales and service footprint, Linxis specializes in design, manufacturing, and service of dosing, kneading, mixing, granulating, drying and coating technologies that are complementary to the equipment and solutions offered under Hillenbrand's Coperion brand. Linxis will be included in our Advanced Process Solutions reportable operating segment.

On November 3, 2022, the Company signed a definitive agreement to acquire from Illinois Tool Works Inc. its Peerless Food Equipment division (“Peerless”), a premier supplier of industrial food processing equipment, for a purchase price of \$59.0, subject to customary post-closing adjustments. Headquartered in Sidney, Ohio, Peerless is highly complementary to certain

Linxis brands. This transaction is expected to close during the fiscal first quarter of 2023. Peerless will be included in our Advanced Process Solutions reportable operating segment.

## **Reportable Operating Segments**

### ***Advanced Process Solutions***

Advanced Process Solutions is a leading global provider of compounding, extrusion, and material handling, screening and separating equipment and systems, and services for a wide variety of manufacturing and other industrial processes.

*We believe Advanced Process Solutions has attractive fundamentals including:*

- Proven products with substantial brand value and recognition;
- Industry-leading applications and engineering expertise;
- An aftermarket parts and service business with historically stable revenue and attractive margins;
- A customer base that is highly diversified and has a strong history of long-term relationships with blue-chip end user customers; and
- Geographic diversification.

### ***Molding Technology Solutions***

Molding Technology Solutions is a global leader in highly engineered and customized equipment and systems and service in plastic technology and processing. Molding Technology Solutions has a full-line product portfolio that includes injection molding and extrusion equipment, hot runner systems, process control systems, mold bases and components, and maintenance, repair, and operating (“MRO”) supplies.

*We believe Molding Technology Solutions has attractive fundamentals including:*

- Strong product and technology positions with substantial brand value and recognition;
- Strong market positions and engineering expertise;
- An aftermarket parts and service business with historically stable revenue and attractive margins;
- A customer base that is highly diversified and has a strong history of long-term relationships with blue-chip end user customers; and
- Geographic diversification, including established operations in high growth regions such as China and India.

### ***Batesville***

Batesville is a leader in the death care industry in North America through the manufacture and sale of funeral service products, including burial caskets, cremation caskets, containers and urns, other personalization and memorialization products, and web-based technology applications.

*We believe Batesville has attractive fundamentals including:*

- Historically predictable strong cash flow and attractive margins;
- Historically high return on invested capital; and
- Substantial brand value and recognition, combined with quality service, a nationwide distribution network, and a strong customer base.



## **How We Operate**

We strive to provide superior return for our shareholders, exceptional value for our customers, great professional opportunities for our employees, and to be responsible to our communities through deployment of the HOM. The HOM is a consistent and repeatable framework designed to produce sustainable and predictable results. The HOM describes our mission, vision, values and mindset as leaders; applies our management practices in Strategy Management, Segmentation, Lean, Talent Development, and Acquisitions; and prescribes three steps (Understand, Focus, and Grow) designed to make our businesses both bigger and better. Our goal is to continue developing Hillenbrand as a world-class global industrial company through the deployment of the HOM.

Our strategy is to leverage our historically strong financial foundation and the implementation of the HOM to deliver sustainable profit growth, revenue expansion and substantial free cash flow, and then reinvest available cash in new growth initiatives focused on building platforms with leadership positions in our core markets and near adjacencies, both organically and inorganically, in order to create shareholder value.

In fiscal 2021, we began integrating sustainability with the HOM. We believe sustainability to be a source of value creation that must be aligned with the core strategy of the Company. We expect to continue developing this part of our strategy as we grow in our sustainability practice. Among other things, we believe climate change will require meaningful action on a global scale, and we expect that further developing our understanding of our energy consumption and emissions will be an important part of examining the challenges posed by climate change. To date, our costs relating to addressing climate change have not been material.

## **Human Capital Resources**

### ***Purpose and Core Values***

Our employees shape Hillenbrand's success. They are the designers, engineers, manufacturers, makers, and shapers that bring our leading products and brands to life. Collectively, Hillenbrand plays a unique part in the development of a sustainable future, providing solutions to a wide variety of customers who manufacture what the world needs to thrive today, and partnering with them to develop new solutions for the needs of the future.

Our Purpose, Shape What Matters for Tomorrow™, reflects our unique position as industry leaders, creating innovative solutions and end products that impact how people live, work, play, travel, eat, and heal.

Our employees play a vital role in bringing our Purpose to life and are the life blood of a culture centered around our key unified Core Values: Win As One, Partner With Possibility, Make It Matter, and Drive to Deliver. Living these values empowers us to better serve one another, our communities, and our customers while we continue to pursue exceptional performance and long-term shareholder value.

### ***Workplace Demographics***

Hillenbrand is committed to the growth of our employees by developing talent and building a growth-minded culture. We believe our employees give us the strength and skills to compete, and we must in turn help our employees reach their potential. We continue to use our talent cycle process and supporting tools to guide our employee experience. The COVID-19 pandemic presented an opportunity to adapt our practices to match new expectations from current and future employees and meet the evolving dynamics of our business.

At September 30, 2022, we had approximately 11,000 employees worldwide. Approximately 3,800 employees were located within the United States ("U.S.") and 7,200 employees were located outside of the U.S., primarily throughout Europe and Asia. Approximately 66% of our workforce within the U.S. is composed of manufacturing direct labor, and the remaining population includes all other selling, general, and administrative professional employees.

Approximately 3,200 employees globally work under collective bargaining agreements and works councils. Hillenbrand strives to maintain satisfactory relationships with all its employees, including the unions and works councils representing those employees. As a result, we have not experienced a significant work stoppage due to labor relations in more than 20 years.

## ***Health and Safety***

The health and safety of our employees is our highest priority, and this is consistent with our Core Values and operating philosophy. In 2022, with both our people and our Core Values in mind, we expanded our focus to driving standardization of health and safety measures across our operations. Our Health & Safety Council (“Council”), which is composed of Environment, Health & Safety representatives from across the enterprise, leads our safety strategy and provides a forum for collaboration and data collection. The Council captures historic and ongoing safety data from our facilities, which is incorporated into our annual Sustainability Report. We have made a variety of safety improvements, including implementing a Global Health & Safety Policy which standardizes and implements enterprise-wide health and safety procedures and reinforces Hillenbrand’s commitment to providing a safe work environment. We track safety Company-wide, and all our sites, excluding our recent acquisitions Gabler, Herbold, and Linxis, report on Recordable Incident Rates.

Our operating companies manufactured products deemed essential during the COVID-19 pandemic, including those in health and safety, food and agriculture, as well as in the energy sector. We successfully continued operations during the pandemic through investments in creating a physically safe and healthy work environment for our employees.

## ***Talent***

Talent is one of the pillars of the HOM, and succession planning for critical roles is a cornerstone of our talent program. Our key talent philosophy is to develop talent from within and supplement with external hires. This approach has yielded a deep understanding among our employee base of our products and our customers, while encouraging new employees to bring new ideas in support of our continuous improvement mindset. We believe that our relatively long average employee tenure across the globe — 10 years as of the end of the fiscal year 2022 — reflects the high engagement and dedication of our employees. Our talent acquisition team uses internal and external resources to recruit highly skilled and talented employees, and we encourage employee referrals for open positions.

Once employees are hired, development plans are created and monitored for critical roles to ensure progress is made along established timelines. Development plans also intersect with our mission, helping us increase our commitment to serve the needs of the local communities in which we operate, while simultaneously providing leadership development opportunities for our employees. Effectively managing employee performance and linking pay to performance management is a critical part to our approach.

## ***Diversity, Equity and Inclusion***

We are committed to strengthening our culture through formalizing our diversity, equity, and inclusion (“DEI”) efforts. As part of that commitment, we officially launched our DEI Roadmap in 2021, which includes a clear focus on actions to attract and retain diverse talent. Our DEI initiatives support our goal that everyone throughout the Company is engaged in creating an inclusive workplace, and we continue to work on increasing workforce diversity. Specifically, our Compensation Committee has added the creation and execution of DEI business plans to our executive management team’s collective performance goal relating to diverse talent pools. The Company’s commitment to diversity is also embodied by our Board of Directors, as our Corporate Governance Standards specify that members of the Board will be diverse in terms of gender and of race and ethnicity, as well as other characteristics, including background, perspective, knowledge, skills and experience.

We believe that DEI is a journey that evolves with additional learning, transparency, data, and cultural adoption. In 2022, we continued this journey through the following:

- In an open letter to global stakeholders, Hillenbrand President and CEO Kim Ryan publicly expressed her commitment to embedding DEI in our internal operations, in our external business activities, and among our many partners and stakeholders. This commitment included the formation of a DEI Executive Steering Committee, an Inclusion at Hillenbrand Council, and the formation of Business Resource Groups (BRGs).
- Developed a global DEI policy that reinforces our mission to embed DEI in our way of doing business and that outlines our expectations for leaders and all employees to uphold as part of our organization. The policy also provides information about how we govern and report DEI progress to our internal and external stakeholders.
- Established our first five BRGs, which are led by employee volunteers and are important resources to foster cross-company connections, encourage belonging and champion employee voices.
- Strengthened internal measurement and external reporting, such as participating in Bloomberg Gender Equality Index.
- Drove leadership accountability by incorporating our new Core Values into our performance management process, reflecting inclusion as a key behavior and expectation of our senior leaders.

- Established a Supplier Diversity Policy to embed the practice of soliciting and including qualified diverse suppliers in strategic sourcing opportunities.

### ***Total Rewards***

Hillenbrand offers benefits focused on supporting employees and their families as they navigate work and life. Hillenbrand's compensation programs are designed to ensure employees are effectively compensated in terms of base salary, incentive compensation, and other benefits that support the health and wellness of our employees. Our compensation programs aim to attract and retain superior talent with pay for performance. We strive to pay within pay ranges developed based on market data and internal pay equity. We focus many benefit programs on employee wellness and have implemented solutions including onsite wellness centers, mental health support, telemedicine, and healthy weight loss programs. We believe that these solutions have helped us successfully manage healthcare and prescription drug costs for our employee population.

Hillenbrand recognizes the importance of preparing for retirement. Employees are encouraged to participate in their own retirement savings where available. In the U.S., employees are eligible to participate in one of two 401(k) savings plans. Features of the plans vary, but may include automatic Company contributions, Company matching contributions on associate contributions, and automatic enrollment. These plans provide a wide range of investment choices along with tax-deferred investment growth. We no longer provide new pension benefits for U.S. employees, but continue pensions in other jurisdictions, where required by law.

Outside of the U.S., Hillenbrand provides an array of benefits to support employees and their families. These include benefits such as paid leaves of absence, medical insurance, disability coverage and life insurance, among others.

Hillenbrand is committed to attracting, developing, engaging and retaining the best people from around the world to make our businesses run and grow. In everything we do, we strive to provide great professional opportunities for our people and recognize the critical role our human capital plays in supporting our strategy.

### **Cybersecurity**

Our approach to cybersecurity begins with our responsibility for strong governance and controls. Security begins at the top of our organization, where Company leadership consistently communicates the requirements for vigilance and compliance throughout the organization, and then leads by example. The cybersecurity program is led by Hillenbrand's Chief Information Security Officer, who provides quarterly updates to the Audit Committee of our Board of Directors, annual updates to the Board of Directors, and regular reports to the Executive Management Team about the program, including information about cyber risk management governance and the status of ongoing efforts to strengthen cybersecurity effectiveness.

We also educate and share best practices globally with our employees to raise awareness of cybersecurity threats. As part of our onboarding process, we train all new employees on cybersecurity and maintain an annual retraining for all employees on cybersecurity standards, as well as how to recognize and properly respond to phishing and social engineering schemes. Hillenbrand has deployed a phishing detection system to report suspicious emails, which are flagged for further review, as well as an automated monthly process to retrain employees who do not maintain an acceptable pass rate on our phishing recognition training. To round out our robust awareness program, we have specific and regular training for our IT professionals.

## **REPORTABLE OPERATING SEGMENTS**

### **Advanced Process Solutions**

Advanced Process Solutions designs, engineers, manufactures, markets, and services differentiated process and material handling equipment and systems for a wide variety of industries, including plastics, food and pharmaceuticals, chemicals, fertilizers, minerals, energy, recycling, and other general industrials. Advanced Process Solutions uses its strong applications and process engineering expertise to solve problems for customers. Its highly engineered capital equipment and systems offerings require aftermarket service and/or parts replacement, providing an opportunity for ongoing revenue at attractive margins.

#### Advanced Process Solutions: Products and Services

Advanced Process Solutions' product portfolio has grown through a series of acquisitions and includes products and services for compounding, extrusion, and material handling, as well as screening and separating. Advanced Process Solutions' product lines are supported by aftermarket parts and services, which represented approximately 30% of Advanced Process Solutions' total net revenue during 2022. Products are offered under brand names that are recognized among the leaders in their respective categories.

- ***Compounding, Extrusion, and Material Handling Equipment and Equipment System Design***

- Twin screw compounding and extrusion machines range from small laboratory compounding machines to high performance, high throughput extrusion systems. Small and mid-sized compounders are used by customers in engineered plastics, masterbatch, PVC, recycling, biodegradable products, and other applications for the plastics, chemical, food, and pharmaceutical industries. Extrusion systems are sold to customers in multiple industries. All of these extrusion products are sold under the Coperion® and Herbold® brands.
- Material handling equipment includes pneumatic and hydraulic conveying equipment for difficult-to-move materials; high-precision feeders that can operate at both very high and very low fill rates; blenders for pellets and powders; and rotary valves, diverter valves, and slide-gate valves used for feeding, dosing, discharge, and distribution during pneumatic conveying. The proprietary equipment is highly engineered and designed to solve the needs of customers for customized solutions. Material handling equipment is sold to a variety of industries, including plastics, food and pharmaceuticals, chemicals, and minerals. These products are sold under the Coperion®, Coperion K-Tron®, and Herbold® brands.
- Compounding, extrusion, and material handling equipment can be sold as a complete system, where strong application and process engineering expertise is used to design and create a broad system solution for customers. Systems can range from a single manufacturing line to large scale manufacturing lines and turnkey systems. Larger system sales are generally fulfilled over 18 to 24 months. A considerable portion of revenue for large system sales typically comes from third-party-sourced products that carry only a small up-charge. As a result, margin percentages tend to be lower on these large system sales when compared to the rest of the reportable operating segment. With the acquisition of Herbold in 2022, the Company now offers complete, innovative recycling solutions leveraging both Coperion and Herbold complementary technologies. From mechanical processing — shredding, washing, separating, drying, and agglomerating of plastics — to bulk material handling, feeding and extrusion, as well as compounding and pelletizing, our product offering encompasses the complete process chain. These products are sold under the Coperion® and Herbold® brands.

- ***Screening and Separating Equipment***

- Screening and separating equipment sorts dry, granular products based on the size of the particles being processed. This equipment is sold under the Rotex® and BM&M® brands to customers in a variety of industries including proppants, fertilizers, chemicals, agricultural goods, plastics, forest products, and food processing. A majority of the equipment uses a unique technology based on a specific gyratory-reciprocating motion that provides an optimal material distribution on the screens, gentle handling of particles, and accurate separations.

- ***Aftermarket parts and service***

- Aftermarket parts and service are a major component of most of Advanced Process Solutions' product lines. Service engineers and technicians are located around the globe to better respond to customers' machines and systems service needs. Advanced Process Solutions offers its customers services such as installation, consulting, training, maintenance and repairs, spare parts, and modernization solutions.

#### Advanced Process Solutions: Sales, Distribution, and Operations

Advanced Process Solutions sells equipment and systems throughout the world using a combination of direct sales and a global network of independent sales representatives and distributors. A part of Advanced Process Solutions' sales is made through independent sales representatives who are compensated by commission.

Equipment and systems orders are often for unique, engineered-to-order items. Products are either assembled and tested at an Advanced Process Solutions facility and then shipped to a customer or are assembled at the customer's desired location.

We expect that future net revenue associated with Advanced Process Solutions will be influenced by order backlog because of the lead time involved in fulfilling engineered-to-order equipment and solutions for customers. Backlog represents the amount of net revenue that we expect to realize on contracts awarded to Advanced Process Solutions. Though backlog can be an indicator of future net revenue, it does not include projects and aftermarket orders that are booked and shipped within the same quarter. The timing of order placement, size of order, extent of customization, and customer delivery dates can create fluctuations in backlog and revenue. Revenue attributable to backlog may also be affected by foreign exchange fluctuations for orders denominated in currencies other than U.S. dollars or by provisions for cancellation, termination, or suspension at the discretion of the customer.

#### Advanced Process Solutions: Customers

Advanced Process Solutions has customers in a wide range of industries, including plastics, food and pharmaceuticals, chemicals, fertilizers, minerals, and recycling. These customers range from large, Fortune 500 global companies to regional and local businesses. No one Advanced Process Solutions customer accounted for more than 10% of Hillenbrand's consolidated net revenue during 2022. For large or customized orders, customers generally pay a deposit and make progress payments in accordance with the project progress. Often, long-term relationships are established with these customers.

Advanced Process Solutions' sales are diversified by end markets, and further penetration of these end markets is an important element of its strategy. Geographically, approximately 24% of Advanced Process Solutions' net revenue in 2022 came from the Americas, 51% from Asia, and 25% from EMEA (Europe, the Middle East, and Africa).

We believe that long-term growth for this segment is driven by megatrends such as a rapidly growing middle class in China and India and a growing global population, resulting in rising demand for products sold in many of the end markets that Advanced Process Solutions serves, including durable plastic goods and food. These trends include increased use of lightweight plastics in the automotive industry to improve fuel efficiency; more effective packaging in emerging markets to improve food shelf life, freshness, and safety; innovation in a variety of applications in the medical space designed to improve safety, drug and therapy delivery, and durability; increased use of engineered plastics in construction that are more durable, lightweight and require little maintenance; increased use of biopolymers to help preserve the environment; and more sustainable food sources such as plant-based proteins. Additionally, we expect Advanced Process Solutions to be able to leverage its technical know-how to win in emerging end markets such as recycling and biodegradable plastics. While overall demand for these products is expected to increase over the long run, we expect short-term periodic fluctuations in demand from time-to-time.

#### Advanced Process Solutions: Competition

Advanced Process Solutions holds leading positions in key industries and has strong brand name recognition because of its commitment to serving the broad needs of customers through the design and quality of products, extensive application and process engineering expertise, product support services, and its unique ability to provide compounding, extrusion and material handling equipment as a complete system that optimizes output, quality, and energy efficiency to achieve a lower overall cost of ownership for its customers.

Advanced Process Solutions brands face strong competition. Competitors range in size from small, privately-held companies serving narrow market segments or geographical areas to larger, well-known global companies serving national and international markets with multiple product lines. We believe Advanced Process Solutions' diversification into multiple industries and markets, its base of aftermarket business, and its strong worldwide network of suppliers and dealers will allow it to maintain leadership positions even during economic downturns.

#### Advanced Process Solutions: Raw and Component Materials

The manufacturing of Advanced Process Solutions' products involves the machining and welding of raw materials (primarily sheet metals and steel) and castings that are assembled with other component parts purchased from third-party suppliers that generally require particular specifications or qualifications. Although most of these raw materials and components are generally available from several sources, some of these items are currently purchased from single sources. Volatility in the prices Advanced Process Solutions pays for raw materials used in its products has a direct effect on profitability. Advanced Process Solutions regularly takes steps designed to mitigate the impact of volatility in raw and component material prices, including executing Lean initiatives and various pricing and sourcing actions. In instances where third-party suppliers are depended upon for outsourced products or components, there is risk of customer dissatisfaction with the quality or performance of the products sold due to supplier failure. Difficulties experienced by third-party suppliers can interrupt our ability to obtain the outsourced product and ultimately to supply products to customers. While global supply chains have recently suffered from various

headwinds, those supporting our products have generally remained intact, providing access to sufficient inventory of the key materials needed for manufacturing. However, Advanced Process Solutions has experienced significant delays of certain raw materials and components, but has largely been able to mitigate the impact on our consolidated results of operations. Advance Process Solutions continues to identify and qualify alternative sources to mitigate risk associated to single or sole source supply continuity, and has and may continue to purchase certain materials in safety stock where we have supply chain continuity concerns. See Part I, Item 1A of this Form 10-K for a more in-depth discussion of Risk Factors that could impact Advanced Process Solutions' ability to fulfill customer obligations.

#### Advanced Process Solutions: Strategy

Advanced Process Solutions seeks profitable growth through the following strategic initiatives:

- ***Strengthen leadership positions and build targeted platforms***
  - Grow platforms to critical mass to achieve benefits of leadership and scale in attractive end markets organically and through acquisitions.
  - Capitalize on emerging trends in end markets such as food, recycling, and biopolymers.
  - Leverage global footprint to provide leading aftermarket support to customers.
- ***Drive innovation and new product development***
  - Provide innovative product and service solutions to solve customers' challenges.
  - Extend applications expertise to win in adjacent markets with high growth potential.
  - Develop new products driven by voice of customer input and changing needs.
  - Provide value-added end-to-end solutions from individual components to integrated systems.
- ***Leverage HOM to drive margin expansion and profitable growth***
  - Apply HOM principles and tools, including voice of customer and segmentation, for profitable growth.
  - Drive best-in-class lead times to grow share in aftermarket business.
  - Implement strategic supplier relationships to improve cost and quality.
  - Enhance productivity through process standardization.

#### **Molding Technology Solutions**

Molding Technology Solutions is a global leader in highly engineered and customized equipment and systems and service in plastic technology and processing. The product lines within Molding Technology Solutions have strong brand recognition and an established global footprint, and we believe are well-positioned to benefit from continued robust industry growth in both developed and emerging markets. Molding Technology Solutions' breadth of products, long history, and global reach have resulted in a large installed base of plastic processing equipment and hot runner systems.

#### Molding Technology Solutions: Products and Services

Molding Technology Solutions has a product portfolio that includes injection molding and extrusion equipment and hot runner systems and process controller technology. Molding Technology Solutions maintains leadership positions across these product lines, as well as leading positions in process control systems, mold bases and components, and MRO supplies. The Molding Technology Solutions product lines are supported by aftermarket parts and services, which represented approximately 25% of Molding Technology Solutions' total net revenue during 2022. Products are offered under brand names that are recognized as being among the leaders in their respective industries.

- ***Injection molding and extrusion equipment***
  - Molding Technology Solutions designs, manufactures and sells plastic processing equipment and systems, which include injection molding, extrusion and auxiliary systems. This equipment is sold under the Milacron® brand to a diverse set of customers, including companies in the automotive, consumer goods, electronics, construction, medical and packaging end markets.
- ***Hot runner and process control systems***
  - Molding Technology Solutions designs, manufactures and sells highly-engineered, technically advanced hot runner and process control systems. Hot runner and controller systems are sold under the Mold-Masters® brand and designed for each product a customer manufactures on an injection molding machine. Hot runner systems are product-specific and replaced frequently due to design changes and innovation in customers' end products, with a typical aftermarket cycle of one to five years. Recurring sales are supported by a large installed base of hot runner systems worldwide.
- ***Mold components***
  - Molding Technology Solutions designs, manufactures, and sells high-quality mold bases and plates available in various configurations to meet the needs of customers for a variety of applications under the DME® brand. Pre-engineered assemblies, plates and components provide the economic and technical benefits of interchangeability.
- ***Aftermarket parts and service***
  - Aftermarket parts and service are a major component of most of the Molding Technology Solutions product lines. Service engineers and technicians are located around the globe to better respond to customers' machines and systems service needs. Molding Technology Solutions offers its customers service, consulting, training, maintenance and repairs, spare parts, and retrofits and rebuilds.

#### Molding Technology Solutions: Sales, Distribution, and Operations

Molding Technology Solutions sells equipment and systems throughout the world using a combination of direct sales and a global network of independent sales representatives and distributors. A part of Molding Technology Solutions' sales is made through independent sales representatives who are compensated by commission.

Molding Technology Solutions does not typically have long-term supply agreements with customers, and terms are generally negotiated on an individual order basis. Pricing is set at the time of order, typically on a customized basis for each product. Raw materials and component purchases are managed based on order trends and mid-term contracts with strategic vendors, allowing Molding Technology Solutions to partially mitigate the risk of short-term changes in raw material and components pricing. The majority of hot runner and mold base equipment orders are fulfilled within three months. Injection molding and extrusion equipment orders are generally fulfilled within twelve months, but we expect some future net revenue associated with injection molding and extrusion equipment will be influenced by order backlog because of the lead time in fulfilling some engineered-to-order products. Backlog represents the amount of net revenue that we expect to realize on contracts awarded to Molding Technology Solutions. Though backlog can be an indicator of future revenue, it does not include projects and aftermarket parts orders that are booked and shipped within the same quarter. The timing of order placement, size of order, extent of customization, and customer delivery dates can create fluctuations in backlog and net revenue. Net revenue attributable to backlog may also be affected by foreign exchange fluctuations for orders denominated in currencies other than U.S. dollars, or by provisions for cancellation, termination, or suspension at the discretion of the customer.

#### Molding Technology Solutions: Customers

Molding Technology Solutions has customers in a wide range of industries, including automotive, medical, consumer goods, packaging, construction and electronics. These customers range from large, Fortune 500 global companies to regional and local businesses, including original equipment manufacturers ("OEMs"), molders and mold-makers. Molding Technology Solutions has long-standing relationships with its largest customers, having served many of them for over 30 years. No one Molding Technology Solutions customer accounted for more than 10% of Hillenbrand's consolidated net revenue during 2022. Customers purchasing injection molding or extrusion machines generally pay a deposit and make progress payments prior to shipment.

Molding Technology Solutions' sales are further diversified by end markets, and continued expansion into these end markets is an important element of its strategy. Geographically, approximately 56% of Molding Technology Solutions' net revenue in 2022 came from the Americas, 29% from Asia, and 15% from EMEA (Europe, the Middle East, and Africa).

Global population growth, coupled with continued urbanization, increased purchasing power and improved lifestyle in emerging markets and technical innovation has resulted in greater demand for a broad range of finished plastic products in many segments of the economy, including automotive, medical, construction and consumer products. We believe Molding Technology Solutions' strong global presence positions it well to benefit from this growth. Molding Technology Solutions has made significant investments in China and India in order to capitalize on the projected growth in plastics in these markets and expects to further expand in Mexico as well.

#### Molding Technology Solutions: Competition

Molding Technology Solutions holds leading positions in key industries because of design and quality of products, extensive application and process engineering expertise, product support services, brand name recognition, and commitment to serving the broad needs of customers.

Molding Technology Solutions brands face strong competition in the markets where they compete. Competitors range in size from small, privately-held companies serving niche industries or geographical areas to larger, well-known global companies serving national and international markets with multiple product lines. We believe Molding Technology Solutions' leading product quality and design inclusion in a number of flagship products, diversification into multiple industries and markets, its base of aftermarket parts business, and its strong worldwide network of suppliers and dealers will allow it to maintain leadership positions even during economic downturns.

#### Molding Technology Solutions: Raw and Component Materials

Steel, which Molding Technology Solutions sources both directly and indirectly through its component suppliers, is the primary material used in the manufacturing of its products. Molding Technology Solutions does not enter into derivative financial instruments to hedge its commodity price risk and currently does not have a significant number of long-term supply contracts with key suppliers. Molding Technology Solutions has developed a global network of reliable, low-cost suppliers in order to secure its supply needs. Difficulties experienced by third-party suppliers can interrupt our ability to obtain materials or components and ultimately to supply products to customers. While global supply chains have recently suffered from various headwinds, those supporting Molding Technology Solutions products have generally remained intact, providing access to sufficient inventory of the key materials needed for manufacturing. However, Molding Technology Solutions has experienced significant delays of certain raw materials and components, but has largely been able to mitigate the impact on our consolidated results of operations. Molding Technology Solutions continues to identify and qualify alternative sources to mitigate risk associated to single or sole source supply continuity, and has and may continue to purchase certain materials in safety stock where we have supply chain continuity concerns.

Volatility in the prices Molding Technology Solutions pays for raw materials used in its products, including sheet metals and steel, has a direct effect on profitability. Molding Technology Solutions regularly takes steps designed to mitigate the impact of volatility in raw and component material prices, including executing Lean initiatives and various pricing and sourcing actions. Where possible, Molding Technology Solutions seeks alternative sources and, in some situations, is able to reformulate product with alternative materials without impacting performance, environmental, and health and safety features. We believe that Molding Technology Solutions has taken reasonable steps to mitigate recent increases to these risks. See Part I, Item 1A of this Form 10-K for a more in-depth discussion of Risk Factors that could impact Molding Technology Solutions' ability to source the necessary materials to fulfill customer obligations.

#### Molding Technology Solutions: Strategy

Molding Technology Solutions seeks to execute its strategy through the following initiatives:

- ***Strengthen leadership positions in global markets***
  - Leverage core technologies and applications expertise to expand presence in current end markets.
  - Leverage Hillenbrand's strong positions across the plastics value chain to cross-sell product lines.



- Expand product offering in key end markets, including emerging markets and new segments for sustainability such as recycling and biodegradable plastics.
- ***Drive innovation and new product development***
  - Provide innovative product and service solutions to solve customers' challenges, leveraging shared research and development and technology across the enterprise.
  - Develop new products that are focused on solidifying Molding Technology Solutions' current market positions and expanding the market through the introduction of technology that displaces other materials, primarily metal and glass.
  - Provide value-added end-to-end solutions from individual components to integrated systems.
  - Enable the customer to fulfill sustainability requirements (e.g., reduction of virgin resin).
- ***Leverage HOM to drive margin expansion and profitable growth***
  - Apply HOM principles and tools, including voice of customer and segmentation with a goal to drive profitable growth.
  - Leverage Hillenbrand's global footprint and enhance support to customers through the entire lifecycle of their equipment usage to expand sales of aftermarket parts and services.
  - Drive global supply strategy to achieve supply chain and operating efficiencies to improve cost and quality.
  - Enhance productivity through process standardization.

## **Batesville**

Batesville® is a recognized leader in the death care industry in North America, where it has been designing, manufacturing, distributing, and selling funeral service products and solutions to licensed funeral directors operating licensed funeral homes for more than 115 years.

### Batesville: Products and Services

As the needs of funeral professionals and consumers have evolved, Batesville has expanded its offerings with innovative products, value-added services, and digital tools to help funeral directors assist families in creating meaningful services. Today, the company provides a portfolio of solutions including: (1) Burial Solutions, which includes burial caskets and accounts for the majority of Batesville's net revenue, (2) Cremation Options®, and (3) Technology Solutions.

- ***Burial Solutions***
  - As a recognized leader in the death care industry in North America, Batesville has been on the forefront of product innovation for more than 80 years. Batesville has introduced new interior and exterior design elements, materials, finishes, and proprietary features that align with consumer trends and preferences, while adding value for funeral professionals and consumers. Batesville's product portfolio covers the full spectrum in variety and value, with metal and wood caskets to appeal to different consumers. In addition to its product breadth, Batesville offers training, merchandising, and marketing materials to educate funeral directors and consumers on product and service options.
- ***Cremation Options®***
  - The Cremation Options® platform is focused on helping funeral professionals profitably serve the growing number of consumers choosing cremation. Batesville offers a broad line of cremation caskets, containers, urns, remembrance jewelry, and keepsakes. As with Burial Solutions, Batesville offers training, merchandising, and marketing resources to support funeral directors and consumers who select cremation.
- ***Technology Solutions***
  - Batesville's technology solutions enhance the consumer experience and create business efficiencies for approximately 7,000 funeral homes and cemeteries across North America. The company offers a suite of integrated, easy-to-use technology products and services, including funeral home websites, e-commerce solutions, digital selection and arrangement software, and business management systems for funeral homes and cemeteries.

Batesville also offers an expansive assortment of personalization and memorialization elements that can be incorporated into products and services to capture the individuality of the loved one and create a unique and meaningful experience for the family. Batesville's Family Choices® portfolio includes a wide spectrum of physical and digital personalization and memorialization offerings, including LifeSymbols® corners and display medallions, LifeView® panels, embroidered tribute panels, and the MemorySafe Drawer, which help families create memorable, meaningful funerals that celebrate a life well lived.

#### Batesville: Sales, Distribution, and Operations

Batesville-branded caskets are marketed by a direct sales force and through digital channels only to licensed funeral professionals operating licensed funeral establishments throughout the U.S., Puerto Rico, Canada, Mexico, and Australia. Batesville also markets its products to select independent distribution facilities as well as full-service funeral establishments offering funeral products in conformance with state law in states that do not have specific licensing requirements.

Batesville has sales contracts in place with certain national death care service providers and also serves approximately 11,000 independent, privately owned funeral homes across North America. None of Batesville's customers accounted for more than 10% of Hillenbrand's consolidated net revenue during 2022.

#### Batesville: Customer Preferences and Demographics

The death of a family member causes most people to seek the services of a state-licensed funeral director. Although caskets and urns can be purchased from a variety of sources, including internet sellers and casket stores, the overwhelming majority of consumers who arrange a funeral purchase these products directly from a funeral home. Historically, consumer spending on caskets and urns has not kept pace with inflation, negatively impacting product mix. This macroeconomic trend in consumer spending may continue, which would result in mix decline in the foreseeable future.

Demand for Batesville products and services is partially impacted by a few key external factors: U.S. and Canadian population demographics, the number of deaths annually, and the rate at which consumers select cremation. The combination of these primary factors has negatively impacted the burial volume trend over the past several decades, although periodic fluctuations in mortality rates such as seasonal outbreaks of illnesses or a pandemic can also impact demand and net revenue in a given quarter and year. As a percentage of total deaths, the estimated cremation rate at the end of calendar 2021 was approximately 58% in the U.S. and 75% in Canada (Source: Cremation Association of North America).

#### Batesville: Competition

Batesville is a recognized leader in the death care industry, competing with several national and regional casket manufacturers, as well as more than 100 independent casket distributors, most of whom serve fairly narrow geographic segments. Some non-traditional death care providers, such as large discount retail stores, casket stores, and internet casket retailers also sell caskets directly to consumers. The industry has seen foreign manufacturers, mostly from China, import caskets into the U.S. and Canada. It is estimated that sales from these non-traditional and foreign providers collectively currently represent less than 10% of total casket sales in North America. We expect declining casket demand and existing domestic over-capacity to continue to put added economic pressures on casket manufacturers and distributors.

#### Batesville: Raw Materials and Working Capital

Batesville uses carbon and stainless steel, copper and bronze sheets, wood, fabrics, finishing materials, plastic, and zinc in the manufacture of its caskets. Although most of these raw materials are generally available from several sources, some are currently procured from a single source.

Volatility in raw material prices due to inflation or tariffs, including steel, fuel, and petroleum-based products, has a direct effect on Batesville's profitability. Batesville generally does not engage in hedging transactions for these purchases but does enter into fixed-price supply contracts at times. Batesville regularly takes steps designed to mitigate the impact of volatility in raw material and fuel prices, including executing Lean initiatives and various sourcing actions. Although most of these raw materials and components are generally available from several sources, some of these items are currently purchased from single sources. We believe that Batesville has taken reasonable steps to mitigate the impact of recent increases in raw material and fuel prices as well as the recent increased risk from sole source supply continuity. See Part I, Item 1A of this Form 10-K for a more in-depth discussion of Risk factors that could impact Batesville's ability to source the necessary materials to fulfill customer obligations.

Most of Batesville's sales are made pursuant to supply agreements with its customers, and historically it has instituted annual price adjustments to help offset some, but not necessarily all, raw material cost increases.

Batesville maintains an adequate level of working capital to support the needs of its business. There are no unusual industry practices or requirements affecting working capital that are significant to understanding Batesville's business.

### Batesville: Strategy

While we believe there are opportunities to generate additional revenue within a wider range of death care products and services, sustaining volume in the burial casket space continues to be a top priority. Batesville's leadership team is focused on three strategic initiatives to sustain burial volume and support profitability:

- ***Grow leadership position in the death care industry***
  - Focus on building and delivering value propositions that align with the needs of each customer segment to continue Batesville's mission of *helping families honor the lives of those they love*<sup>®</sup>.
- ***Utilize technology to enhance consumer and customer experience***
  - Enable all customers to improve efficiencies and profitability through digital end-to-end platform, Batesville Connect<sup>™</sup>.
  - Offer a suite of integrated, easy-to-use technology products and services.
- ***Use the HOM principles and tools to strengthen our leadership position and maintain an optimal cost structure to support profitability***
  - Continually improve processes to be more consistent and efficient and to yield industry leading quality products and services that our customers value.

### **HILLENBRAND INTELLECTUAL PROPERTY**

We own a number of patents on our products and manufacturing processes and maintain trade secrets related to manufacturing processes. These are important patents and trade secrets, but we do not believe any single patent or trade secret, or related group of patents or trade secrets is of material significance to our business as a whole. We also own a number of trademarks and service marks relating to products and services which are of importance. We believe the marks Coperion<sup>®</sup>, Coperion K-Tron<sup>®</sup>, K-Tron<sup>®</sup>, Rotex<sup>®</sup>, BM&M<sup>®</sup>, and Herbold<sup>®</sup> were material to our Advanced Process Solutions reportable operating segment for the year ended September 30, 2022. As TerraSource was divested in early fiscal 2022, Advanced Process Solutions no longer owns the TerraSource Global<sup>®</sup>, Pennsylvania Crusher<sup>®</sup>, Gundlach<sup>®</sup>, and Jeffrey Rader<sup>®</sup> marks, and as a result we do not believe they were material for the year ended September 30, 2022. We believe the marks Milacron<sup>®</sup>, DME<sup>®</sup>, and Mold-Masters<sup>®</sup> are material to our Molding Technology Solutions reportable operating segment. We believe the trademark Batesville<sup>®</sup> is material to our Batesville reportable operating segment.

Our ability to compete effectively depends, to an extent, on our ability to maintain the proprietary nature of our intellectual property. In the past, certain of our products have been copied and sold by others and could continue to be. Hillenbrand vigorously seeks to enforce its intellectual property rights. However, we may not be sufficiently protected by our various patents, trademarks, and service marks, and they may be challenged, invalidated, cancelled, narrowed, or circumvented. Beyond that, we may not receive the pending or contemplated patents, trademarks, or service marks for which we have applied or filed.

### **HILLENBRAND REGULATORY MATTERS**

Advanced Process Solutions, Molding Technology Solutions, and Batesville reportable operating segments are subject to a variety of federal, state, local, and foreign laws and regulations relating to environmental, health, and safety concerns, including the handling, storage, discharge, and disposal of hazardous materials used in or derived from our manufacturing processes. We are committed to operating all our businesses in a manner that protects the environment and makes us good corporate citizens in the communities in which we operate. In 2021, we established an Environmental Council, which includes our top operational leaders to facilitate and drive environmental priorities including energy, emissions, and operational efficiency. With the help of our Environmental Council, we disclosed our Scope 1 and 2 emissions in our 2021 Sustainability Report, as well as normalized

emissions data against total working hours in order to have a better understanding of our operational impact. In addition, we adopted new standards for our global suppliers in support of critical environmental policies and other regulatory requirements. The Environmental Council is working to maintain environmental regulatory compliance while enhancing business performance, and Hillenbrand's Global Supply Management department engages with our suppliers to support compliance with applicable standards and legal requirements. While we believe that continued compliance with current federal, state, local and foreign laws relating to the protection of the environment and supply chain diligence will not have a material effect on our capital expenditures, earnings or competitive position, future events or changes in existing laws and regulations or their interpretation may require us to make additional expenditures in the future. The cost or need for any such additional expenditure is not known.

## INFORMATION ABOUT OUR EXECUTIVE OFFICERS

Our Board of Directors is responsible for electing the Company's executive officers annually and from time to time as necessary. Executive officers serve in the ensuing year and until their respective successors are elected and qualified. There are no family relationships between any of our executive officers or between any of them and any members of the Board of Directors. The following is a list of our executive officers as of November 16, 2022.

**Kimberly K. Ryan, 55**, has served as a director and as President and Chief Executive Officer of the Company since December 2021. Prior to becoming Chief Executive Officer, Ms. Ryan was the Company's Executive Vice President, beginning in June 2021. Prior to that role, she served as President of the Company's Coperion business beginning in September 2015, also overseeing Hillenbrand's Rotex business during part of that period. She previously served as President of Batesville beginning in April 2011, at which time she was also named a Senior Vice President of Hillenbrand. Ms. Ryan began her career with Batesville in 1989, holding positions of increasing responsibility within Batesville and the Company's former parent in finance, strategy, operations, logistics, and information technology.

Since 2014, Ms. Ryan has served on the Board of Directors of Kimball International, Inc., a public manufacturing company ("Kimball"), including as a member of the Audit Committee. She also served as Kimball's Board Chair from November 2018 to October 2021. She served on the Board of Directors of Conexus Indiana from December 2018 to July 2021, and in October 2022, joined the Board of the National Association of Manufacturers, a manufacturing industrial trade association.

**Robert M. VanHimbergen, 46**, has been the Company's Senior Vice President and Chief Financial Officer since April 2022. Mr. VanHimbergen joined the Company as Executive Vice President, Finance for a transition period in March 2022 from Johnson Controls International plc ("Johnson Controls"), where he was most recently Vice President, Corporate Controller beginning December 2017. Prior to that he served in various roles of increasing responsibility over approximately 15 years at Johnson Controls, including as Chief Financial Officer of Yangfeng Automotive Interiors in Shanghai, China. Prior to Johnson Controls, Mr. VanHimbergen spent nearly a decade at Pricewaterhouse Coopers LLP working with large multinational manufacturing companies. Mr. VanHimbergen also serves as the Chair of Ascension Wisconsin Foundation (since October 2015) and the Campaign Leader for the American Heart Association in Milwaukee (since January 2021).

**Ling An-Heid, 62**, has been President of Mold-Masters since 2017, and Senior Vice President of Hillenbrand since November 2019. Before then, she served as President of Mold-Masters Americas and Asia from 2013 to 2017. Ms. An-Heid joined the Applications Design Group at Mold-Masters in 1991 and was instrumental in developing the region as president of Mold-Masters Asia until 2013. Before Mold-Masters, she served as a General Manager and legal representative of Beijing Plastic Mechanical Co. Ltd. She holds a Bachelor of Science degree in Plastics Mechanical Engineering from the Beijing Chemical University and also acts as the Vice Director of the China Die and Mold Industry Association.

**Aneesha Arora, 44**, has served as the Company's Senior Vice President and Chief Human Resources Officer since January 2022. She brings to this role more than two decades of diverse experience in human resources across multiple industries. Prior to joining Hillenbrand, Ms. Arora was Vice President of Global HR Services for Honeywell International Inc. ("Honeywell"), a diversified technology and manufacturing company, from October 2019 through December 2021. Prior to that, she served as Vice President, Global Human Resources and Communications, Safety and Productivity Solutions at Honeywell from November 2016 to October 2019. Since September 2020, Ms. Arora has also served on the Board of Advisors of the Michigan State University School of Human Resources and Labor Relations.

**Ulrich Bartel, 62**, was elected President of Coperion and Senior Vice President of Hillenbrand in June 2021. Since June 2022, he has also served as President of Advance Process Solutions, in which role he also oversees the Company's Rotex business. Prior to these roles, Mr. Bartel served as President of Coperion's Polymer Division from March 2020 to June 2021 and Coperion's Vice President of Compounding Machines from October 2013 to February 2020. Mr. Bartel began his career at

Coperion in 1990 as a process engineer, holding positions of increasing responsibility within Coperion in sales, service, process technology, engineering, manufacturing, and research.

**Nicholas R. Farrell, 43**, is the Company's Senior Vice President, General Counsel, Secretary and Chief Compliance Officer. He has served as General Counsel since October 2015 and Chief Compliance Officer since December 2016. Mr. Farrell began his career with the Company in 2011 as Corporate and Securities Counsel, and in 2014 was named Vice President, Associate General Counsel and Assistant Secretary. Prior to joining Hillenbrand, Mr. Farrell was in private practice for six years with global law firm Troutman Pepper. Mr. Farrell is also Chair of the Board of Trustees of Cure SMA, an international not-for-profit organization committed to developing a treatment and cure for spinal muscular atrophy, the number one genetic cause of death for infants.

**Michael M. Jones, 47**, has been President of Milacron Injection Molding & Extrusion and Senior Vice President of Hillenbrand since November 2019. He previously served as President of the Milacron Advanced Plastics Processing Technologies (APPT) Americas and Europe businesses from January 2019 to November 2019. He has held a number of senior leadership positions within Milacron including roles as Vice President of Finance and Investor Relations from September 2018 to November 2019 and Senior Vice President Finance and Operations from October 2016 to September 2018. Before joining Milacron, he held finance positions at GE Aviation, the aerospace division of General Electric Company, from 2012-2015. Mr. Jones also held positions at Hill-Rom between 2004 and 2011. He is a Certified Public Accountant (inactive).

**Leo J. Kulmaczewski, Jr., 57**, has served as the Company's Senior Vice President, Operations Center of Excellence and HOM since February 2021. Mr. Kulmaczewski brings more than 20 years of technical and manufacturing experience, serving most recently as Senior Vice President of Operations and Lean Enterprise of Belden Inc., a manufacturer of networking, connectivity, and cable products, from October 2018 through November 2020. Prior to that, he served as Vice President of Operations, Global Supply Chain, and Danaher Business Systems at Leica Biosystems, a research, instrument, and medical device company that is a division of Danaher Corporation, from September 2016 through September 2018. During the time at Leica Biosystems, Mr. Kulmaczewski also served as Senior Director and Vice President of Operations and Site Leader, from May 2014 through September 2016. Mr. Kulmaczewski's experience before Leica Biosystems included technical and manufacturing roles with generally increasing levels of responsibility at various other public and private manufacturing companies.

**Christopher H. Trainor, 52**, was elected President of Batesville Casket Company effective September 2015, after having served as its Senior Vice President, CFO and Chief Administrative Officer. Mr. Trainor has also been a Senior Vice President of Hillenbrand since December 2015. Mr. Trainor joined Batesville in 2010 as Vice President and Chief Financial Officer and was later assigned additional responsibilities for oversight of Human Resources and Information Technology. Prior to joining Batesville, Mr. Trainor spent 17 years with Kraft Foods, a global food and beverage company, where he held a variety of finance roles in both the United States and United Kingdom.

**J. Michael Whitted, 50**, was elected Senior Vice President, Strategy and Corporate Development effective June 2018. Prior to joining the Company, Mr. Whitted served as Vice President, Corporate Development for SPX Corporation and SPX Flow, Inc., diversified, global suppliers of infrastructure equipment to various industries from 2001 to 2015. Prior to that, he served as a Vice President for Bear Stearns from 1998 to 2001, where he led corporate finance and M&A advisory transactions. Mr. Whitted's experience prior to Bear Stearns included corporate finance and M&A advisory roles at CIBC World Markets, Bankers Trust, and First Chicago NBD.

**Michael D. Prado, 65**, was elected Vice President, Global Supply Management effective June 2020. Mr. Prado joined the Company after providing supply management consulting services to the Company from February 2020 through June 2020. Prior to joining the Company in a consulting capacity, Mr. Prado served as Vice President, Global Supply Management and Chief Procurement Officer of Stanley, a global provider of power and hand tools, mechanical access solutions, and electronic monitoring systems. Mr. Prado served in this role from June 2000 to December 2019, capping nearly 20 years of service. From 1980 to 2000 Mr. Prado served in operations roles of increasing responsibility at Delta Air Lines, Inc., and United Technologies Corporation. Mr. Prado also sits on the Business Advisory Board of Clarkson University and has been an active faculty participant in their executive supply chain management education program.

**Bhavik N. Soni, 49**, was elected Vice President, Chief Information Officer effective May 2017, and promoted to the Company's Executive Management Team in May 2019. Mr. Soni joined the Company from Honda Aircraft Company, a jet airplane manufacturer, where he served as Chief Information Officer – IT & Engineering Systems Division from 2015 to 2017. Prior to that, he served as Chief Information Officer for Artificial Lift, GE Oil & Gas at General Electric Company ("GE"), an energy technology company from 2013 to 2015, preceded by fifteen years in other information technology related roles of increasing responsibility at GE. Mr. Soni's experience prior to GE included software engineering roles at Rockwell Collins, Inc. and General Dynamics Corporation.

**Megan A. Walke, 43**, was elected Vice President, Chief Accounting Officer in May 2022, after serving in an interim capacity beginning February 2022. Prior to that time, she served as the Company's Director, Financial Reporting since August 2014 and prior to that in roles of increasing responsibility in the Company's finance organization. Ms. Walke began her career with nearly a decade in public accounting at the firm of Ernst and Young LLP. Since 2013, she has also served as a member of the Board of Trustees of Oldenburg Academy, a private high school in Indiana.

## **AVAILABILITY OF REPORTS AND OTHER INFORMATION**

Our website is [www.hillenbrand.com](http://www.hillenbrand.com). We make available on this website, free of charge, access to press releases, conference calls, our annual and quarterly reports, and other documents filed with or furnished to the Securities and Exchange Commission ("SEC") as soon as reasonably practicable after these reports are filed or furnished. We also make available through the "Investors" section of this website information related to the corporate governance of the Company, including position specifications for the Chairperson and each of the members of the Board of Directors, as well as for committee chairpersons; the Corporate Governance Standards of our Board of Directors; the charters of each of the standing committees of the Board of Directors; our Code of Ethical Business Conduct; our Global Anti-Corruption Policy; and our Supply Chain Transparency Policy. All of these documents are also available to shareholders in print upon request.

All reports and documents filed with the SEC are also available via the SEC website, [www.sec.gov](http://www.sec.gov).

### **Item 1A. RISK FACTORS**

In this section of the Form 10-K, we describe the risks we believe are most important for you to think about when you consider investing in, selling, or owning our securities. This information should be assessed along with the other information we provide you in this Form 10-K and that we file from time to time with the SEC. Like most companies, our business involves risks. The risks described below are not the only risks we face, but these are the ones we currently think have the potential to significantly affect stakeholders in our Company if they were to develop adversely (due to size, volatility, or both). We exclude risks that we believe are inherent in all businesses broadly as a function of simply being "in business." As described herein, the Ukraine War and COVID-19 pandemic may adversely affect our business and financial results and may also have the effect of heightening many of the other risks described in this section. Additional risks not currently known or considered immaterial by us at this time and thus not listed below could also result in adverse effects on our business.

#### ***1. Global market and economic conditions, including those related to the financial markets, could have a material adverse effect on our operating results, financial condition, and liquidity.***

Our business is sensitive to changes in general economic conditions, both inside and outside the U.S. Conditions including continuing uncertainties in the eurozone, and in China and emerging markets, as well as the global effects of the COVID-19 pandemic, may depress demand in these areas and create additional risk to our financial results.

Instability in the global economy and financial markets can adversely affect our business in several ways, including limiting our customers' ability to obtain sufficient credit or to pay for our products within the terms of sale. Competition could further intensify among the manufacturers and distributors with whom we compete for volume and market share, resulting in lower net revenue due to steeper discounts and product mix-down. In addition, if certain key or sole suppliers were to become capacity constrained or insolvent, it could result in a reduction or interruption in supplies or a significant increase in the price of supplies.

Substantial losses in the equity markets could have an adverse effect on the assets of the Company's pension plans. Volatility of interest rates and negative equity returns could require greater contributions to the defined benefit plans in the future.

#### ***2. A pandemic, such as the COVID-19 pandemic, could have a material adverse effect on our business and results of operations, the nature and extent of which are highly uncertain and unpredictable.***

We have global operations, and the COVID-19 pandemic or other widespread pandemic, disease outbreak, or other health crisis, and the various government, industry and consumer actions related thereto could have negative impacts on our business and have created or could create or intensify adverse conditions described in our other risk factors. These impacts and conditions include, but may not be limited to, potential significant volatility or decreases in demand for our products, changes in customer behavior and preferences, disruptions in or closures of our manufacturing operations or those of our customers and suppliers, disruptions within our supply chain, limitations on our employees' ability to work and travel, potential increased vulnerability to cybersecurity incidents, including breaches of information systems security that could be due to widespread

remote working arrangements or other conditions, potential financial difficulties of customers and suppliers, significant changes in economic or political conditions, including rapidly changing government orders and regulations and our efforts to comply with them, and related financial and commodity volatility, including volatility in raw material and other input costs (including but not limited to oil prices), any of which could last for extended periods. Disruption caused by a pandemic and the Company's response thereto could also increase the Company's exposure to claims from customers, suppliers, financial institutions, regulators, payment card associations, employees and others, and to other workforce related risks, any of which could have a material adverse effect on the Company's financial condition and results of operations. Furthermore, the COVID-19 pandemic has impacted and may further impact the broader economies of affected countries, including negatively impacting economic growth, the proper functioning of financial and capital markets, foreign currency exchange rates, and interest rates.

The surge of any variant strain in China, and China's COVID-19 lockdowns that include mass testing, mandatory quarantines, and international travel bans, have at times closed, and could potentially in the future close commerce in the region and, if extended, could impact other areas where the Company has operations, suppliers, and sales.

Despite our efforts to manage through the current circumstances, the degree to which COVID-19 and related actions ultimately impact our business, financial position, results of operations, and cash flows may depend on certain factors beyond our control, including the duration, spread, and severity of the pandemic or the effects of any variants thereof, the actions taken to contain COVID-19 and mitigate its public health effects, the impact on the U.S. and global economies and demand for our products, and how quickly and to what extent normal economic and operating conditions resume or become impacted by long-lasting changes. This could be true of any other future widespread pandemic, disease outbreak, or health crisis. The extent to which COVID-19 could impact our business cannot be predicted with certainty.

### ***3. The Ukraine War and the related implications have negatively impacted and may continue to negatively impact our business and results of operations.***

As a result of the Ukraine War, the U.S. and other countries have imposed sanctions on Russia and Belarus, Russian allies, and certain businesses and individuals within Russia, and could impose further sanctions that could damage or more severely disrupt international commerce and the global economy. It is not possible to predict the broader or longer-term consequences of this conflict or the sanctions imposed to date, which could include further sanctions and embargoes against Russia, its allies, or other countries with which Russia has significant trade or financial ties, which may result in further regional and political instability, geopolitical shifts and adverse effects on macroeconomic conditions, security conditions, currency exchange rates and financial markets.

Any such effects could have a negative impact on our ability to sell to, ship products to, collect payments from, and support customers in certain regions. Additionally, supply chain disruptions and logistical challenges due to the Ukraine War and any indirect effects are expected to further complicate existing supply chain constraints that may adversely affect profitability. For example, if the Ukraine War continues to hinder our ability to source key materials from certain suppliers, our operations could be harmed, and our costs could increase. In addition, we have suspended all new business in Russia and Belarus, which may have a negative impact on our future operating results. Despite the suspension of new business in these countries, we may be contractually obligated to complete certain existing contracts, insofar as economic sanctions do not prevent us from doing so.

The potential effects of the Ukraine War also could impact many of the other risk factors described herein. These risk factors could include but are not limited to:

- Increased prices for, nonstandard quality of, or extended inability to source raw materials and energy used in our products or associated services, and supply chain disruptions could adversely affect profitability.
- The performance of the Company may suffer from business disruptions associated with information technology, cyber-attacks or unauthorized access, or catastrophic losses affecting infrastructure.
- Global market and economic conditions, including those related to the financial markets, could have a material adverse effect on our operating results, financial condition, and liquidity.
- International economic, political, legal, and business factors could negatively affect our operating results, cash flows, financial condition, and growth.
- Uncertainty in international trade policy could negatively impact our business.
- Direct and/or indirect impacts of gas shortages or the increase of fuel prices could negatively impact our business.

Given the evolving nature of the Ukraine War, the related sanctions, potential governmental actions and economic impact, such potential effects remain uncertain. While we may experience negative impacts on our business, financial condition and results of operations, we are unable to predict the ultimate extent or nature of these impacts at this time.

**4. *The performance of the Company may suffer from business disruptions associated with information technology, cyber-attacks or unauthorized access, or catastrophic losses affecting infrastructure.***

The Company relies heavily on computer systems to manage and operate its businesses and record and process transactions. Computer systems are important to production planning, customer service, and order management, as well as other critical processes.

Despite efforts to prevent such situations and the existence of established risk management practices that partially mitigate these risks, the Company's systems may be affected by damage or interruption from, among other causes, power outages, system failures, or computer viruses. Computer hardware and storage equipment that is integral to efficient operations, such as email, telephone and other functionality, is concentrated in certain physical locations in the various geographies in which the Company operates.

In addition, cybersecurity threats and sophisticated computer crime pose a potential risk to the security of the Company's information technology systems, operational technology systems, networks, and services, as well as the confidentiality and integrity of the Company's data. Cyber-attacks, security breaches, and other cyber incidents could include, among other things, computer viruses, malicious or destructive code, ransomware, social engineering attacks (including phishing and impersonation), hacking, denial-of-service attacks, and other attacks. These risks may be heightened given our employees' increased use of remote working environments. Sensitive information is also stored by our vendors and on the platforms and networks of third-party providers. Cyber-attacks on the Company, our vendors, or our third-party providers of service and software could result in inappropriate access to intellectual property, personally identifiable information of our global workforce, suppliers, or customers, or personal credit card or other payment information of our customers. Potential consequences of a successful cyber-attack or other cybersecurity incident include remediation costs, increased cybersecurity protection costs, lost revenue resulting from the unauthorized use of proprietary information or the failure to retain or attract customers following an attack, litigation and legal risks including governmental or regulatory enforcement actions, increased insurance premiums, reputational damage that adversely affects customer or investor confidence, and damage to the Company's competitiveness, stock price, and long-term shareholder value. The Company has been subject to cyber-attacks and unauthorized access in the past, which it deemed immaterial to its business and operations, and may be subject to cyber-attacks or unauthorized access of its systems in the future. There can be no assurance that any future cyber-attacks or unauthorized access to the Company's information systems will not be material to the Company's business, operations, or financial condition. While we believe that our insurance plan provides appropriate levels of coverage for cyber risks and have taken steps to maintain and enhance the appropriate cybersecurity and address these risks by implementing enhanced security technologies, internal controls, and business continuity plans, these measures may not be adequate to cover or prevent all potential losses nor remedy related damage to our reputation.

Regulators globally are increasingly imposing greater fines and penalties for privacy and data protection violations. For example, the European Union and other jurisdictions, including China and some U.S. states, have enacted, and others may enact, new and expanded sets of compliance requirements on companies, like ours, that collect or process personal data. Failure to comply with these or other data protection regulations could expose us to potentially significant liabilities. If the Company suffers a loss or disclosure of protected information due to security breaches or other reasons, and if business continuity plans do not effectively address these issues on a timely basis, the Company may incur fines or penalties, or suffer interruption in its ability to manage operations, as well as reputational, competitive, or business harm, which could have a material adverse effect on our business, financial condition, and results of operations.

**5. *We may be unable to successfully integrate with the businesses of Herbold, Linxis, or other acquired companies, or to realize the anticipated benefits of such acquisitions.***

On August 31, 2022, we completed the acquisition of Herbold, and on October 6, 2022, we completed the acquisition of Linxis. The successes of these acquisitions will depend, in part, on the Company's ability to successfully combine and integrate these and other acquired businesses and realize the anticipated benefits, including synergies, cost savings, revenue and innovation opportunities, and operational efficiencies, in a manner that does not materially disrupt existing customer, supplier, and employee relations, or result in decreased revenue due to losses of, or decreases in orders by, customers. If the Company is unable to achieve these objectives within the anticipated time frame, or at all, the anticipated benefits may not be realized fully or at all, or may take longer to realize than expected, and the value of the Company's common stock may decline.

The integration of these companies may result in material challenges, including, without limitation:



- the diversion of management’s attention from ongoing business concerns and performance shortfalls as a result of the devotion of management’s attention to the integration;
- managing a larger combined business;
- maintaining employee morale and retaining key management and other employees;
- retaining existing business and operational relationships, including customers, suppliers and other counterparties, and attracting new business and operational relationships;
- the possibility of faulty assumptions underlying expectations regarding the integration process;
- consolidating corporate and administrative infrastructures and eliminating duplicative operations;
- coordinating geographically separate organizations; and
- unanticipated issues in integrating information technology, communications and other systems.

Some of these factors are outside of the Company’s control, including certain impacts of the COVID-19 pandemic and Ukraine War discussed elsewhere in our risk factors, and any one of them could result in delays, increased costs, decreases in the amount of expected revenue or synergies, and diversion of management’s time and energy, which could materially affect our financial position, results of operations, and cash flows.

We have incurred substantial expenses in connection with the completion of the acquisitions of Herbold and Linxis, and we expect to incur further expenses in order to integrate a large number of processes, policies, procedures, operations, technologies, and systems of Herbold and Linxis in connection with the acquisitions.

**6. *We cannot assure you that our exploration of strategic alternatives for our Batesville business will result in us pursuing a transaction or that any such transaction would be successfully completed; and there may be negative impacts on our business and stock price as a result of the process of exploring strategic alternatives for our Batesville business.***

In July 2022, we announced that our Board of Directors was exploring strategic alternatives for our Batesville business, intended to on maximize shareholder value, and that we engaged a financial advisor to assist in the process. The strategic process is ongoing. Our Board of Directors has not set a timetable for the strategic process, nor has it made any decisions relating to any strategic alternatives at this time. No assurance can be given as to the outcome of the process, including whether the process will result in a transaction or that any transaction that is agreed to will be completed. Whether the process will result in a transaction, and our ability to complete a transaction, if our Board of Directors decides to pursue one, will depend on numerous factors, some of which are beyond our control, including the interest of potential acquirers or strategic partners in a potential transaction with our Batesville business, the value potential acquirers or strategic partners attribute to our Batesville business and its prospects, market conditions, and industry trends. Our stock price may be adversely affected if the process does not result in a transaction or if a transaction is consummated on terms that investors view as unfavorable to us. Even if a transaction is completed, there can be no assurance that it will be successful or have a positive effect on shareholder value. Our Board of Directors may also determine that no transaction is in the best interest of our shareholders.

In addition, our financial results and operations could be adversely affected by the strategic process and by the uncertainty regarding its outcome. The attention of management, including management of our Batesville business and of our Board of Directors, could be diverted from our core business operations, and we have diverted capital and other resources to the process that otherwise could have been used in our business operations, and we will continue to do so until the process is completed. We could incur substantial expenses associated with identifying and evaluating potential strategic alternatives, including those related to employee retention payments, equity compensation, severance pay and legal, accounting and financial advisor fees. In addition, the process could lead us to lose or fail to attract, retain and motivate key employees, and to lose or fail to attract customers or business partners, and could expose us to litigation. The public announcement of a strategic alternative for our Batesville business may also yield a negative impact on operating results if prospective or existing service providers are reluctant to commit to new or renewal contracts or if existing customers decide to move their business to a competitor.

We do not intend to disclose developments or provide updates on the progress or status of the strategic process until our Board of Directors deems further disclosure is appropriate or required. Accordingly, speculation regarding any developments related to the review of strategic alternatives and perceived uncertainties related to the future of the Company could cause our stock price to fluctuate significantly.

**7. *Increasing competition for highly skilled and talented workers, as well as labor shortages, could adversely affect our business.***

The successful implementation of our business strategy depends, in part, on our ability to attract and retain a skilled and talented workforce. Because of the complex nature of many of our products and services, we are generally dependent on a

thoroughly trained and highly skilled workforce, including, for example, our engineers. In many of the geographies where we operate, we face a potential shortage of qualified employees.

A number of factors may adversely affect the labor force available to us or increase labor costs, including high employment levels, and government regulations. Although we have not experienced any material labor shortages to date, we have recently observed an overall tightening and increasingly competitive labor market. The increasing competition for highly skilled and talented employees could result in higher compensation costs, difficulties in maintaining a capable workforce, and leadership succession planning challenges. Although we believe we will be able to attract and retain talented personnel and replace key personnel should the need arise, if we are unable to hire and retain employees capable of performing at a high-level, or if mitigation measures we may take to respond to a decrease in labor availability, such as overtime and third-party outsourcing, have unintended negative effects, our business could be adversely affected. A sustained labor shortage, lack of skilled labor, increased turnover or labor inflation, caused by a pandemic or as a result of general macroeconomic factors, could lead to increased costs, such as increased overtime to meet demand and increased wage rates to attract and retain employees, which could negatively affect our ability to efficiently operate our manufacturing and distribution facilities and overall business and have other material adverse effects on our business, financial condition, and results of operations.

**8. *International economic, political, legal, and business factors could negatively affect our operating results, cash flows, financial condition, and growth.***

We derived approximately 54%, 54%, and 52% of our net revenue from our operations outside the U.S. for the years ended September 30, 2022, 2021, and 2020, respectively. This net revenue is primarily generated in Europe, the Middle East, Asia, South America, and Canada. In addition, we have manufacturing operations, suppliers, and employees located outside the U.S. Since our growth strategy depends in part on our ability to further penetrate markets outside the U.S., we expect to continue to increase our revenue and presence outside the U.S., including in emerging markets.

Our international business is subject to risks that are often encountered in non-U.S. operations, including:

- interruption in the transportation of materials to us and finished goods to our customers, including conditions where recovery from natural disasters may be delayed due to country-specific infrastructure and resources;
- differences in terms of sale, including payment terms;
- local product preferences and product requirements;
- changes in a country's or region's political or economic condition, including with respect to safety and health issues;
- trade protection measures and import or export licensing requirements;
- unexpected changes in laws or regulatory requirements, including unfavorable changes with respect to tax, trade, sanctions compliance, or climate change related matters;
- limitations on ownership and on repatriation of earnings and cash;
- difficulty in staffing and managing widespread operations;
- differing labor regulations;
- difficulties in enforcing contract and property rights under local law;
- difficulties in implementing restructuring actions on a timely or comprehensive basis; and
- differing protection of intellectual property.

Such risks may be more likely or pronounced in emerging markets, where our operations may be subject to greater uncertainty due to increased volatility associated with the developing nature of their economic, legal, and governmental systems.

If we are unable to successfully manage the risks associated with expanding our global business or to adequately manage operational fluctuations, it could adversely affect our business, financial condition, or results of operations.

**9. *We may incur a significant amount of debt, which could adversely affect the Company and limit our ability to respond to changes in our business or make future desirable acquisitions.***

As of September 30, 2022, our outstanding debt was \$1,222.1. The amount of debt could increase if additional levels of liquidity are needed, such as the increase resulting from our acquisition of Linxis on October 6, 2022, or other changes to the Company's portfolio, or other global supply chain disruption and macroeconomic uncertainty. This level of debt (and additional debt we may incur after that date) has important consequences to our businesses. For example:

- We may be more vulnerable to general adverse economic and industry conditions, because we have lower borrowing capacity.

- We may be required to dedicate a larger portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow for other purposes, including business development efforts and acquisitions, working capital requirements, and capital expenditures.
- We could be exposed to the risk of increased interest rates, because our capital structure target normally includes a component of variable rate debt.
- We may be more limited in our flexibility in planning for, or reacting to, changes in our businesses and the industries in which they operate, thereby placing us at a competitive disadvantage compared to competitors that have less indebtedness.

We may be vulnerable to credit rating downgrades, such as those we experienced during fiscal 2020, which could have an impact on our ability to secure future financing on terms commercially acceptable to us, to access the credit and capital markets, or to negotiate favorable covenants in any future amendments to our financial documents or new financings.

**10. *If we are unable to comply with the financial and other covenants in our debt agreements, our business, financial condition, and liquidity could be materially adversely affected.***

Our Credit Agreement, the L/G Facility Agreement, and the Shelf Agreement (each as defined below) contain financial and other restrictive covenants. These covenants could adversely affect us by limiting our financial and operating flexibility as well as our ability to plan for and react to market conditions, including as a result of global financial, socioeconomic, and political uncertainty and the effect on our business, and to meet our capital needs. Our failure to comply with these covenants could result in events of default which, if not cured or waived, could result in us being required to repay indebtedness before its due date, and we may not have the financial resources or be able to arrange alternative financing to do so. Any event that requires us to repay any of our debt before it is due could require us to borrow additional amounts at unfavorable borrowing terms, cause a significant reduction in our liquidity, and impair our ability to pay amounts due on our indebtedness. Moreover, if we are required to repay any of our debt before it becomes due, we may be unable to borrow additional amounts or otherwise obtain the cash necessary to repay that additional debt when due, which could materially adversely affect our business, financial condition, and liquidity. Furthermore, interest rates we pay on our borrowings and our ability to borrow under the Facility or any other credit facility in the future, or pursuant to other available sources, could be adversely affected by matters including market volatility, economic downturns, or other instability or uncertainty. In addition, in light of the impacts to our ability to generate cash from operations during periods of global financial, socioeconomic, and political uncertainty, our results may be further negatively impacted by our payment obligations (including interest) with respect to our outstanding borrowings under the Facility and our other credit agreements (each as defined below).

**11. *We operate in cyclical industries.***

As an industrial capital goods supplier, we serve industries that are cyclical and sensitive to changes in general economic conditions, such as packaging, automotive, construction, consumer goods, electronics, chemicals, and plastics industries. The performance of many of our businesses is directly related to the production levels of our customers. In particular, prices for plastic resins used to make plastic products and parts tend to fluctuate to a greater degree than our customers can adjust for in the pricing of their products. When resin prices increase, certain of our customers' profit margins decrease, which may result in lower demand for our products. Therefore, our business is affected by fluctuations in the price of resin, which could have an adverse effect on our business and ability to generate operating cash flows.

During periods of economic expansion, when capital spending normally increases, the Advanced Process Solutions and Molding Technology Solutions reportable operating segments generally benefit from greater demand for their products. During periods of economic contraction, when capital spending normally decreases, Advanced Process Solutions and Molding Technology Solutions reportable operating segments generally are adversely affected by declining demand for new equipment orders, and may be subject to increases in uncollectible receivables from customers who become insolvent. There can be no assurance that economic expansion or increased demand will be sustainable, and our financial condition, results of operations, and cash flows could be materially adversely affected.

**12. *A key component of our growth strategy is making significant acquisitions, some of which may be outside the industries in which we currently operate. We may not be able to achieve some or all of the benefits that we expect to achieve from these acquisitions, including the Linxis acquisition. If an acquisition were to perform unfavorably, it could have an adverse impact on our business and results of operations.***

All acquisitions, including the Linxis acquisition, involve inherent uncertainties, which may include, among other things, our ability to:

- successfully identify the most suitable targets for acquisition;
- negotiate reasonable terms;
- properly perform due diligence and determine all the significant risks associated with a particular acquisition;
- successfully achieve the desired performance of the acquired company;
- avoid diversion of Company management’s attention from other important business activities; and
- where applicable, implement restructuring activities without an adverse impact to business operations.

We may acquire businesses with unknown liabilities, contingent liabilities, internal control deficiencies, or other risks. We have plans and procedures to review potential acquisition candidates for a variety of due diligence matters, including compliance with applicable regulations and laws prior to acquisition. Despite these efforts, realization of any of these liabilities or deficiencies may increase our expenses, adversely affect our financial position, or cause us to fail to meet our public financial reporting obligations.

We generally seek indemnification from sellers covering these matters; however, the liability of the sellers is often limited, and certain former owners may be unable to meet their indemnification responsibilities. We cannot be assured that these indemnification provisions will fully protect us, and as a result we may face unexpected liabilities that adversely affect our profitability and financial position.

We may not achieve the intended benefits of our acquisitions. Under such circumstances, management could be required to spend significant amounts of time and resources in the transition of the acquired business, and we may not fully realize benefits anticipated from application of the HOM. We may also decide to sell previously acquired businesses, or portions thereof, that no longer meet our strategic objectives, potentially resulting in a loss, accounting charge, or other negative impact. As a result of these factors, our business, cash flows, and results of operations could be materially impacted.

If we acquire a company that operates in an industry that is different from the ones in which we currently operate, our lack of experience with that company’s industry could have a material adverse impact on our ability to manage that business and realize the benefits of that acquisition.

***13. We have recently completed several divestitures, and we continually assess the strategic fit of our existing businesses, including as part of the ongoing exploration of strategic alternatives for our Batesville business. We may divest or otherwise dispose of businesses that are deemed not to fit with our strategic plan or are not achieving the desired return on investment, and we cannot be certain that our business, operating results and financial condition will not be materially and adversely affected.***

A successful divestiture depends on various factors, including reaching an agreement with potential buyers on terms we deem attractive, as well as our ability to effectively transfer liabilities, contracts, facilities, and employees to any purchaser, identify and separate the intellectual property to be divested from the intellectual property that we wish to retain, reduce fixed costs previously associated with the divested assets or business, and collect the proceeds from any divestitures. These efforts require varying levels of management resources, which may divert our attention from other business operations. If we do not realize the expected benefits of any divestiture transaction, our consolidated financial position, results of operations, and cash flows could be negatively impacted. In addition, divestitures of businesses involve a number of risks, including significant costs and expenses, the loss of customer relationships, potential adverse impacts to volume-based pricing under existing and future purchasing arrangements, and a decrease in net revenue and earnings associated with the divested business. Furthermore, divestitures potentially involve significant post-closing separation activities, which could involve the expenditure of material financial resources and significant employee resources. If our exploration of strategic alternatives for our Batesville business results in a divestiture, any of these risks may apply to such transaction. Furthermore, any divestiture may result in a dilutive impact to our future earnings if we are unable to offset the dilutive impact from the loss of revenue associated with the divestiture, as well as significant write-offs, including those related to goodwill and other intangible assets, which could have a material adverse effect on our results of operations and financial condition.

***14. Goodwill and other identifiable indefinite-lived intangible assets, which are subject to periodic impairment evaluations, represent a significant portion of our total assets. An impairment charge on these assets could have a material adverse impact on our financial condition and results of operations.***

We maintain intangible assets related to the acquisitions of Milacron, Coperion, K-Tron, Linxis, Rotex, Herbold, and Burnaby Machine and Mill Equipment Ltd. (“BM&M”), portions of which were identified as either goodwill or indefinite-lived assets. We periodically assess these assets to determine if they are impaired. Significant negative industry or economic trends, disruptions to our business, inability to effectively integrate acquired businesses, unexpected significant changes or planned

changes in use of the assets, divestitures, and market capitalization declines may impair these assets, and any of these factors may be increasingly present during a period of ongoing global supply chain disruption or macroeconomic uncertainty.

As required by applicable accounting standards, we review goodwill and other identifiable intangible assets for impairment either annually or whenever changes in circumstances indicate that the carrying value may not be recoverable. The risk of impairment to goodwill and other indefinite-lived intangible assets is higher during the early years following an acquisition. This is because the fair values of these assets align very closely with what we paid to acquire the reporting units to which these assets are assigned. As a result, the difference between the carrying value of the reporting unit and its fair value (typically referred to as “headroom”) is smaller at the time of acquisition. Until this headroom grows over time, due to business growth or lower carrying value of the reporting unit, a relatively small decrease in reporting unit fair value can trigger impairment charges. When impairment charges are triggered, they tend to be material due to the size of the assets involved. Future acquisitions could present the same risks.

Any charges relating to such impairments could adversely affect our results of operations in the periods recognized.

**15. *We operate in highly competitive industries, many of which are currently subject to intense price competition, and if we are unable to compete successfully, it could have a material adverse effect on our business, financial condition, and results of operations.***

Many of the industries in which we operate are highly competitive. Our products may not compete successfully with those of our competitors. The markets for plastic processing equipment and related products, material handling equipment, complete equipment systems, mold components, and burial caskets are highly competitive and include a number of North American, European, and Asian competitors. Principal competitive factors in the plastic processing industry, material handling equipment, and complete equipment systems include price, lead time, product features, technology, total cost of ownership, performance, reliability, quality, delivery, and customer service. Principal competitive factors in the mold components industry include technology, price, quality, performance, and delivery. Principal competitive factors in the burial caskets industry include product, price, quality, delivery, and customer service.

Our competitors may be positioned to offer more favorable pricing to customers, resulting in reduced volume and profitability. In certain cases, we have lost business to competitors who offered prices lower than ours. Competition may also limit our ability to pass on the effects of increases in our cost structure. In addition, some of our competitors may have greater financial resources and less debt than we do, which may place us at a competitive disadvantage in the future. These competitors may be better able to withstand and respond to changes in conditions within our industry.

Competition in any of these areas may reduce our sales and adversely affect our earnings or cash flow by resulting in decreased sales volumes, reduced prices, and increased costs of manufacturing, distributing and selling our products.

**16. *We derive significant revenue from the plastics industry. Decrease in demand for base resin or engineering plastics or equipment used in the production of these products, or changes in technological advances, or changes in laws or regulations could have a material adverse effect on our business, financial condition, and results of operations.***

The majority of Molding Technology Solutions’ net revenue is realized from the manufacture, distribution, and service of highly engineered and customized systems within the plastic technology and processing market. Advanced Process Solutions also sells equipment, including highly engineered extruders, feeders, and conveying systems, to the plastics industry for the production of base resins, durable engineering grade plastics, and other compounded plastics (including bioplastics and recycled plastic product). Sales volume is dependent upon the need for equipment used to produce these products, which may be significantly influenced by the demand for plastics, the capital investment needs of companies in the plastics industry, changes in technological advances, or changes in laws or regulations such as, but not limited to, those related to single-use plastics and recycling. Unfavorable developments in the plastics industry could impact our customers and, as a result, have a material adverse effect on our business, financial condition, and results of operations.

**17. *We rely upon our employees, agents, and business partners to comply with laws in many different countries and jurisdictions. We establish policies and provide training to assist them in understanding our policies and the regulations most applicable to our business; however, our reputation, ability to do business, and financial results may be impaired by improper conduct by these parties.***

We cannot provide assurance that our internal controls and compliance systems will always protect us from acts committed by our employees, agents, or business partners that would violate U.S. and/or non-U.S. laws, including laws governing payments to government officials, bribery, fraud, anti-kickback, false claims, competition, export and import compliance, including the U.S. Commerce Department’s Export Administration Regulations, trade sanctions promulgated by the Office of Foreign Asset

Control (“OFAC”), anti-money laundering, and data privacy. In particular, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries, including us, from making improper payments to government officials or other parties for the purpose of obtaining or retaining business, and we operate in many parts of the world that have experienced corruption to some degree. Consequently, we are subject to the jurisdiction of various governments and regulatory agencies outside of the U.S., which may bring our personnel into contact with foreign officials responsible for issuing or renewing permits, licenses or approvals or for enforcing other governmental regulations. In addition, some of the international locations in which we operate lack a developed legal system and have elevated levels of corruption. Our global operations expose us to the risk of violating, or being accused of violating, the foregoing or other anti-corruption laws. Any such improper actions could subject us to civil or criminal investigations in the U.S. and in other jurisdictions; could lead to substantial civil and criminal, monetary, and non-monetary penalties, and related shareholder lawsuits; could cause us to incur significant legal fees; and could damage our reputation.

**18. *Increased prices for, poor quality of, or extended inability to source raw materials used in our products or associated services, and supply chain disruptions could adversely affect profitability.***

Our profitability is affected by the prices of the raw materials used in the manufacture of our products. These prices fluctuate based on a number of factors beyond our control, including changes in supply and demand, general economic conditions, labor costs, fuel-related delivery costs, competition, import duties, tariffs, currency exchange rates, and, in some cases, government regulation. Significant increases in the prices of raw materials, similar to the inflationary increases we have experienced recently, that cannot be recovered through increases in the price of our products and services could adversely affect our results of operations and cash flows.

We cannot guarantee that the prices we are paying for raw materials today will continue in the future or that the marketplace will continue to support current prices for our products or that such prices can be adjusted to fully or partially offset raw material price increases in the future. Any increases in prices resulting from a tightening supply of these or other commodities or services could adversely affect our profitability. We do not engage in hedging transactions for raw material purchases, but we do enter into some fixed-price supply contracts.

Our dependency upon regular deliveries of supplies and the quality of those supplies upon delivery from particular suppliers means that interruptions, stoppages, or deterioration of quality in such deliveries could adversely affect our operations until arrangements with alternate suppliers could be made. Some of the raw materials used in the manufacture of our products currently are procured from a single source. In some cases, we also outsource certain services to suppliers, including but not limited to, engineering, assembly, shipping, and commissioning services. If a supplier were unable to deliver these materials or services, or unable to deliver quality materials or services, for an extended period of time as a result of financial difficulties, catastrophic events affecting their facilities, or other factors, including recent supply chain disruptions we have experienced, or if we were unable to negotiate acceptable terms for the supply of materials or services with these suppliers, our business could be adversely affected. We may not be able to find acceptable alternatives, and any such alternatives could result in increased costs. Extended inability to source a necessary raw material or service could cause us to cease manufacturing one or more products for a period of time, which could also lead to loss of customers, as well as reputational, competitive, or business harm, which could have a material adverse effect on our business, financial condition, and results of operations.

**19. *Continued fluctuations in mortality rates and increased cremations may adversely affect the sales volume of our burial caskets.***

The life expectancy of U.S. citizens has increased since the 1950s. However, we anticipate a modest increase in deaths for the foreseeable future driven by the aging U.S. population. Cremations as a percentage of total U.S. deaths have increased steadily since the 1960s and are expected to continue to increase for the foreseeable future. The increase in the number of cremations in the U.S. has resulted in a contraction in the demand for burial caskets and lower burial casket sales volumes for Batesville in the past several years. Given the ongoing and dynamic nature of the COVID-19 pandemic, we are currently not able to predict the extent and duration of the COVID-19 pandemic, or the potential negative impact that the estimated increase in deaths in North America due to the COVID-19 pandemic will have on future deaths when the COVID-19 pandemic has subsided. We expect the pre-COVID-19 historical trends to continue in the foreseeable future after the COVID-19 pandemic has subsided and will likely continue to impact burial casket volumes. If cremations as a percentage of total U.S. deaths increase at an accelerated pace, the demand for burial caskets could further contract.

In addition, the number of deaths can vary over short periods of time and among different geographical areas due to a variety of factors, including the timing and severity of seasonal outbreaks of illnesses such as pneumonia, influenza, or a pandemic like COVID-19. Such variations could cause the sale of burial caskets and cremation products to fluctuate, or more rapidly decrease,

from quarter to quarter and year to year, which could have a material adverse effect on our financial condition, results of operations, and cash flows.

***20. Batesville's business is dependent on several major contracts with large national funeral providers. The relationships with these customers pose several risks.***

Batesville has contracts with a number of national funeral home customers that constitute a sizeable portion of its overall sales volume. Also, while contracts with national funeral service providers give Batesville important access to purchasers of death care products, they may obligate Batesville to sell products at contracted prices for extended periods of time, therefore limiting Batesville's ability, in the short or medium term, to raise prices in response to significant increases in raw material prices or other factors. Any decision by national funeral home customers to discontinue or limit purchases from Batesville could have a material adverse effect on our financial condition, results of operations, and cash flows.

***21. Batesville is facing competition from caskets manufactured abroad and imported into North America and from a number of non-traditional sources.***

Some foreign casket manufacturers, mostly from China, import caskets into the U.S. and Canada. In addition, non-traditional death care product providers, such as large discount retail stores, casket stores, and internet casket retailers could present more of a competitive threat to Batesville and its sales channel than is currently anticipated. Sales from these foreign and non-traditional providers are estimated to represent less than 10% of total casket sales in North America, but this percentage could grow. It is not possible to quantify the financial impact that these competitors will have on Batesville in the future. These competitors and any new entrants into the funeral products business may drive pricing and other competitive actions in an industry that already has domestic production over-capacity. Such competitive developments could have a negative impact on our results of operations and cash flows.

***22. The effective tax rate of the Company may be negatively impacted by changes in the mix of earnings as well as future changes to tax laws in global jurisdictions in which we operate.***

We are subject to income taxes in the U.S. and various other global jurisdictions. Our effective tax rate could be adversely affected by changes in the mix of earnings by jurisdiction and the valuation of deferred tax assets and liabilities. There is a global effort among developed countries to enact international tax reform that would change the way multinational organizations are taxed. If the proposed tax reform proposals are enacted, they could have a material impact on our tax provision and value of deferred tax assets and liabilities. We recognize deferred tax assets and liabilities based on the differences between the consolidated financial statement carrying amounts and the tax basis of assets and liabilities. Significant judgment is required in determining our provision for income taxes. We regularly review our deferred tax assets for recoverability and establish a valuation allowance if it is more likely than not that some portion or all of a deferred tax asset will not be realized. If we are unable to generate sufficient future taxable income, if there is a material change in the actual effective tax rates, or if there is a change to the time period within which the underlying temporary differences become taxable or deductible, we could be required to increase our valuation allowance against our deferred tax assets, which could result in a material increase in our effective tax rate.

Changes in tax laws or tax rulings could have a material impact on our effective tax rate. Many countries in the European Union, as well as several other countries and organizations such as the Organization for Economic Cooperation and Development, are actively considering changes to existing tax laws. Certain proposals could include recommendations that could increase our tax obligations in those countries where we do business. Any changes in the taxation of our activities in such jurisdictions may result in a material increase in our effective tax rate.

***23. We are exposed to a number of different tax uncertainties, which could have a material adverse effect on our results of operations.***

We are required to pay taxes in multiple jurisdictions. We determine the tax liability we are required to pay based on our interpretation of applicable tax laws and regulations in the jurisdictions in which we operate. We may be subject to unfavorable changes, including retroactive changes, in the tax laws and regulations to which we are subject.

We are subject to tax audits by governmental authorities in the United States and numerous non-U.S. jurisdictions, which are inherently uncertain. Negative or unexpected results from one or more such tax audits could adversely affect our results of operations. Tax controls and changes in tax laws or regulations or the interpretation given to them may expose us to negative tax consequences, including interest payments and potential penalties, which could have a material adverse effect on our results of operations.

**24. *We are involved from time to time in claims, lawsuits, and governmental proceedings relating to our operations, including environmental, antitrust, patent infringement, business practices, commercial transactions, and other matters. The ultimate outcome of these claims, lawsuits, and governmental proceedings cannot be predicted with certainty but could have a material adverse effect on our financial condition, results of operations, and cash flows.***

We are also subject to other potential claims, including environmental, antitrust, patent infringement, business practices, commercial transactions, product and general liability, cybersecurity and privacy matters, workers' compensation, auto liability, employment-related, and other matters. While we maintain insurance for certain of these exposures, the policies in place are often high-deductible policies. It is difficult to measure the actual loss that might be incurred related to litigation or other potential claims, and the ultimate outcome of claims, lawsuits, and proceedings could have a material adverse effect on our financial condition, results of operations, and cash flows. For a more detailed discussion of claims, see Note 12 to our Consolidated Financial Statement included in Part II, Item 8, of this Form 10-K.

**25. *Uncertainty in the United States political and regulatory environment could negatively impact our business.***

The political environment in the United States has created significant uncertainty with respect to, and could result in additional changes in, or potential gridlock hindering legislation, regulation, international relations, and government policy, or possible civil unrest or other disturbances in connection therewith. While it is not possible to predict whether and when any such additional changes or disturbances could occur, any such events, including climate change regulation, or other events, whether at the local, state or federal level, could significantly impact our business and the industries in which we compete. To the extent such disturbances or changes in the political or regulatory environment have a negative impact on the Company or the markets in which we operate, it may materially and adversely impact our business, results of operations and financial condition in the periods to come.

**26. *Uncertainty in the United States global trade policy could negatively impact our business.***

The U.S. government has at times indicated a willingness to significantly change, and has in some cases significantly changed, trade policies and/or agreements. Specific legislative and regulatory developments and proposals that could have a material impact on us involve matters including (but not limited to) changes to existing trade agreements or entry into new trade agreements, sanctions policies, import and export regulations, tariffs, taxes and customs duties, public company reporting requirements, environmental regulation, and antitrust enforcement. In addition, certain countries that are central to our businesses have imposed and/or been subject to imposition or have threatened imposition of retaliatory tariffs in response to tariffs imposed by the U.S. upon various raw materials and finished goods, including steel and others that are important to our businesses. This exposes us to risks of disruption and cost increases in our established patterns for sourcing our raw materials, and creates increased uncertainties in planning our sourcing strategies and forecasting our margins. Changes in U.S. tariffs, quotas, trade relationships or agreements, or tax law could reduce the supply of goods available to us or increase our cost of goods. Although such changes would in many cases have implications across the entire industry, we may fail to effectively adapt to and manage the adjustments in strategy that would be necessary in response to those changes. In addition to the general uncertainty and overall risk from potential changes in U.S. laws and policies, as we make business decisions in the face of uncertainty, we may incorrectly anticipate the outcomes, miss out on business opportunities or fail to effectively adapt our business strategies and manage the adjustments that are necessary in response to those changes. These risks could materially and adversely impact our business, results of operations and financial condition in the periods to come.

Further, the level of impact from the COVID-19 pandemic and the reactions of governmental authorities and others thereto may have significant adverse effects on international trade policy and the impact of any changes in international trade policy on the economy or on the businesses of the Company and those of its customers and its suppliers remains uncertain.

**27. *We are subject to risks arising from currency exchange rate fluctuations, which may adversely affect our results of operations and financial condition.***

We are subject to currency exchange rate risk to the extent that our costs are denominated in currencies other than those in which we earn revenue. In addition, since our Consolidated Financial Statements are denominated in U.S. dollars, changes in currency exchange rates between the U.S. dollar and other currencies have had, and will continue to have, an impact on our results of operations. The Company's predominant exposures are the Euro, Canadian dollar, Swiss franc, Mexican peso, Chinese Renminbi, Japanese Yen, and Indian Rupee (along with others to a lesser degree). In preparing financial statements for foreign operations with functional currencies other than the U.S. dollar, asset and liability accounts are translated at current exchange rates and income and expenses are translated using weighted-average exchange rates. With respect to the effects on translated earnings, if the U.S. dollar strengthens relative to local currencies, such as it has in recent months, the Company's



earnings could be negatively impacted. Although we address currency risk management through regular operating and financing activities and through the use of derivative financial instruments, those actions may not prove to be fully effective.

**28. *The Company could face labor disruptions that would interfere with operations.***

As of September 30, 2022 and 2021, approximately 29% and 21%, respectively, of Hillenbrand's employees work under collective bargaining agreements or works councils. Although we have not experienced any significant work stoppages in the past 20 years as a result of labor disagreements, we will need to negotiate new labor agreements in coming years and cannot ensure that such a stoppage will not occur in the future. Inability to negotiate satisfactory new agreements or a labor disturbance at one or more of our facilities could have a material adverse effect on our operations.

**29. *Provisions in our Articles of Incorporation and By-laws and facets of Indiana law may prevent or delay an acquisition of the Company, which could decrease the trading price of our common stock.***

Our Articles of Incorporation and By-laws, as well as Indiana law, contain provisions that could delay or prevent changes in control if our Board of Directors determines that such changes in control are not in the best interests of our shareholders. While these provisions have the effect of encouraging persons seeking to acquire control of our Company to negotiate with our Board of Directors, they could enable our Board of Directors to hinder or frustrate a transaction that the Board of Directors believes is not in the best interests of shareholders, but which some, or a majority, of our shareholders might believe to be in their best interests.

These provisions include, among others:

- the division of our Board of Directors into three classes with staggered terms;
- the inability of our shareholders to act by less than unanimous written consent;
- rules regarding how shareholders may present proposals or nominate directors for election at shareholder meetings;
- the right of our Board of Directors to issue preferred stock without shareholder approval; and
- limitations on the right of shareholders to remove directors.

Indiana law also imposes some restrictions on mergers and other business combinations between the Company and any holder of 10% or more of our outstanding common stock.

We believe these provisions are important for a public company and protect our shareholders from coercive or otherwise potentially unfair takeover tactics by encouraging potential acquirers to negotiate with our Board of Directors and by providing our Board of Directors with appropriate time to assess any acquisition proposal. These provisions are not intended to make our Company immune from takeovers; however, they may apply if the Board of Directors determines that a takeover offer is not in the best interests of our shareholders, even if some shareholders believe the offer to be beneficial.

**Item 1B. UNRESOLVED STAFF COMMENTS**

We have not received any comments from the staff of the SEC regarding our periodic or current reports that remain unresolved.

**Item 2. PROPERTIES**

Our corporate headquarters is located in Batesville, Indiana, in a facility that we own. At September 30, 2022, Advanced Process Solutions operated 15 significant manufacturing facilities located in the U.S. (in Kansas, Ohio, and Virginia), Germany, Switzerland, China, India, Canada, and the United Kingdom. Six of these facilities are owned and nine are leased. Advanced Process Solutions also leases or owns a number of warehouse distribution centers, service centers, and sales offices located in the U.S., Europe, Asia, Canada, and South America.

At September 30, 2022, Molding Technology Solutions operated 12 significant manufacturing facilities located in the U.S. (in Ohio, Kansas, Georgia, and Michigan), Germany, China, India, and Canada. Six of these facilities are owned and six are leased. Molding Technology Solutions also leases or owns a number of warehouse distribution centers, service centers, and sales offices located in the U.S., Mexico, Canada, Europe, Asia, and South America.

At September 30, 2022, Batesville operated four significant manufacturing facilities located in the U.S. (in Indiana, Tennessee, and Mississippi) and Mexico. Three of these facilities are owned and one is leased. Batesville also leases or owns a number of warehouse distribution centers, service centers, and sales offices located in the U.S., Mexico, Canada, and Australia.

Facilities often serve multiple purposes, such as administration, sales, manufacturing, testing, warehousing, and distribution. We believe our current facilities will provide adequate capacity to meet expected demand for the next several years.

### Item 3. LEGAL PROCEEDINGS

Like most companies, we are involved from time to time in claims, lawsuits, and government proceedings relating to our operations, including environmental, antitrust, patent infringement, business practices, commercial transactions, product and general liability, cybersecurity and privacy matters, workers' compensation, auto liability, employment-related, and other matters. The ultimate outcome of any claims, lawsuits, and proceedings cannot be predicted with certainty. We carry various forms of commercial, property and casualty, product liability, and other forms of insurance; however, such insurance may not be applicable or adequate to cover the costs associated with a judgment against us, and in most instances have deductibles and self-funded retentions up to \$0.5 per occurrence or per claim, depending upon the type of coverage and policy period. It is difficult to measure the actual loss that might be incurred related to litigation, and the ultimate outcome of these claims, lawsuits, and proceedings could have a material adverse effect on our financial condition, results of operations, and cash flows.

For more information on various legal proceedings, see Note 12 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K. That information is incorporated into this Item 3 by reference.

### Item 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

### Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Hillenbrand common stock is traded on the New York Stock Exchange under the ticker symbol "HI."

As of November 10, 2022, we had approximately 1,580 shareholders of record.

#### Share Repurchases

The following table summarizes repurchases of common stock during the three months ended September 30, 2022.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Amount that May Yet be Purchased Under Plans or Programs
July (July 1-31)	291,389	\$ 40.79	291,389	\$ 150.0
August (August 1-31)	—	—	—	\$ 150.0
September (September 1-30)	622,254	40.18	622,254	\$ 125.0
Total	<u>913,643</u>	<u>\$ 40.37</u>	<u>913,643</u>	\$ 125.0

On December 2, 2021, our Board of Directors authorized a new share repurchase program of up to \$300.0, which replaced the previous \$200.0 share repurchase program authorized on December 7, 2018. The repurchase program has no expiration date but may be terminated by the Board of Directors at any time. As of September 30, 2022, we repurchased approximately 4,143,000 shares under the December 2, 2021 share repurchase program for approximately \$175.0 in the aggregate. Such shares were classified as treasury stock.

### **Dividend Policy**

We returned \$62.0 to shareholders in 2022 in the form of quarterly dividends. We increased our quarterly dividend in 2022 to \$0.2175 per common share from \$0.2150 per common share paid in 2021. We currently expect to pay approximately \$15.0 each quarter based on our outstanding common stock at September 30, 2022.

**Item 6.           Reserved**

**Item 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*(dollars in millions throughout Management’s Discussion and Analysis of Financial Condition and Results of Operations)*

*(unless otherwise stated, references to years relate to fiscal years)*

The following discussion compares our results for the year ended September 30, 2022, to the year ended September 30, 2021. The discussion comparing our results for the year ended September 30, 2021, to the year ended September 30, 2020, is included within Management’s Discussion and Analysis of Financial Condition and Results of Operation in our Annual Report on Form 10-K for the year ended September 30, 2021, filed with the SEC on November 17, 2021. We begin the discussion at a consolidated level and then provide separate detail about Advanced Process Solutions, Molding Technology Solutions, and Batesville reportable operating segments, as well as Corporate. These financial results are prepared in accordance with United States (“U.S.”) generally accepted accounting principles (“GAAP”).

We also provide certain non-GAAP operating performance measures. These non-GAAP measures are referred to as “adjusted” measures and primarily exclude the following items:

- business acquisitions, disposition, and integration costs;
- restructuring and restructuring-related charges;
- impairment charges;
- gains and losses on divestitures;
- the related income tax impact for all of these items; and
- certain tax items related to the acquisition of Milacron and divestitures of TerraSource, ABEL, Red Valve, and Cimcool, the revaluation of deferred tax balances in connection with enacted statutory tax rate reductions in certain foreign jurisdictions, foreign income inclusion tax provisions, including the impact the Milacron loss carryforward attributes have on tax provisions related to the imposition of tax on Global Intangible Low-Taxed Income (GILTI) earned by certain foreign subsidiaries, the Foreign Derived Intangible Income Deduction (FDII), and the Base Erosion and Anti-Abuse Tax (BEAT).

Non-GAAP information is provided as a supplement to, not as a substitute for, or as superior to, measures of financial performance prepared in accordance with GAAP.

We use this non-GAAP information internally to make operating decisions and believe it is helpful to investors because it allows more meaningful period-to-period comparisons of our ongoing operating results. The information can also be used to perform trend analysis and to better identify operating trends that may otherwise be masked or distorted by items such as the above excluded items. We believe this information provides a higher degree of transparency.

An important non-GAAP measure that we use is adjusted earnings before interest, income tax, depreciation, and amortization (“adjusted EBITDA”). A part of Hillenbrand’s strategy is to selectively acquire companies that we believe can benefit from the Hillenbrand Operating Model (“HOM”) to spur faster and more profitable growth. Given that strategy, it is a natural consequence to incur related expenses, such as amortization from acquired intangible assets and additional interest expense from debt-funded acquisitions. Accordingly, we use adjusted EBITDA, among other measures, to monitor our business performance. Adjusted EBITDA is not a recognized term under GAAP and therefore does not purport to be an alternative to consolidated net income. Further, the Company’s measure of adjusted EBITDA may not be comparable to similarly titled measures of other companies.

We expect that future net revenue associated with the Advanced Process Solutions and Molding Technology Solutions reportable operating segments will be influenced by order backlog because of the lead time involved in fulfilling engineered-to-order equipment and solutions for customers. Although backlog can be an indicator of future net revenue, it does not include projects and aftermarket parts orders that are booked and shipped within the same quarter. The timing of order placement, size, extent of customization, and customer delivery dates can create fluctuations in backlog and net revenue. Net revenue attributable to backlog may also be affected by foreign exchange fluctuations for orders denominated in currencies other than U.S. dollars.

We calculate the foreign currency impact on net revenue, gross profit, operating expenses, consolidated net income and consolidated adjusted EBITDA, in order to better measure the comparability of results between periods. We calculate the foreign currency impact by translating current year results at prior year foreign exchange rates. This information is provided because exchange rates can distort the underlying change in these metrics, either positively or negatively. The cost structures

for Corporate and Batesville are generally not significantly impacted by the fluctuation in foreign exchange rates, and we do not disclose the foreign currency impact in the Operations Review below where the impact is not significant.

Another important operational measure used is backlog. Backlog is not a term recognized under GAAP; however, it is a common measurement used in industries with extended lead times for order fulfillment (long-term contracts), like those in which the Advanced Process Solutions and Molding Technology Solutions reportable operating segments compete. Backlog represents the amount of net revenue that we expect to realize on contracts awarded to the Advanced Process Solutions and Molding Technology Solutions reportable operating segments. For purposes of calculating backlog, 100% of estimated net revenue attributable to consolidated subsidiaries is included. Backlog includes expected net revenue from large systems and equipment, as well as aftermarket parts, components, and service. The length of time that projects remain in backlog can span from days for aftermarket parts or service to approximately 18 to 24 months for larger system sales within the Advanced Process Solutions reportable operating segment. The majority of the backlog within the Molding Technology Solutions reportable operating segment is expected to be fulfilled within the next twelve months. Backlog includes expected net revenue from the remaining portion of firm orders not yet completed, as well as net revenue from change orders to the extent that they are reasonably expected to be realized. We include in backlog the full contract award, including awards subject to further customer approvals, which we expect to result in net revenue in future periods. In accordance with industry practice, our contracts may include provisions for cancellation, termination, or suspension at the discretion of the customer.

See page 48 for reconciliation of adjusted EBITDA to consolidated net income, the most directly comparable GAAP measure. We use non-GAAP measures in certain other instances and include information reconciling such non-GAAP measures to the respective most directly comparable GAAP measures. Given that backlog is an operational measure and that the Company's methodology for calculating backlog does not meet the definition of a non-GAAP measure, as that term is defined by the SEC, a quantitative reconciliation is not required or provided.

## **CRITICAL ACCOUNTING ESTIMATES**

Our financial results are affected by the selection and application of accounting policies and methods. Significant accounting policies which require management's judgment are discussed below. A detailed description of our accounting policies is included in the Notes to Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K.

### **Revenue Recognition**

Net revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services and is recognized when performance obligations are satisfied under the terms of contracts with customers.

A performance obligation is deemed to be satisfied by the Company when control of the product or service is transferred to the customer. The transaction price of a contract, or the amount the Company expects to receive upon satisfaction of the performance obligation, is determined by reference to the contract's terms and includes adjustments, if applicable, for any variable consideration, such as sales discounts, customer rebates, and sales incentives, all of which require us to make estimates for the portion of these allowances that have yet to be credited or paid to our customers. We estimate these allowances using the expected value method, which is based upon historical rates and projections of customer purchases toward contractual rebate or incentive thresholds. If a contract contains more than one distinct performance obligation, the transaction price is allocated to each performance obligation based on the standalone selling price of each performance obligation; however, these situations do not occur frequently and are not material to the Consolidated Financial Statements, as our contracts generally include one performance obligation for the transfer of goods or services.

The timing of revenue recognition for the contract's performance obligation is either over time or at a point in time. We recognize revenue over time for contracts that have an enforceable right to collect payment for performance completed to date upon customer cancellation and provide one or more of the following: (i) service over a period of time, (ii) highly customized equipment, or (iii) parts which are highly engineered and have no alternative use. Net revenue generated from standard equipment and highly customized equipment or parts contracts without an enforceable right to payment for performance completed to date, as well as non-specialized parts sales and sales of death care products, is recognized at a point in time.

We use the input method of "cost-to-cost" to recognize net revenue over time. Accounting for these contracts involves management judgment in estimating total contract revenue and cost. Contract revenue is largely determined by negotiated contract prices and quantities, modified by our assumptions regarding contract options, change orders, and incentive and award provisions associated with technical performance clauses. Contract costs are incurred over longer periods of time and, accordingly, the estimation of these costs requires judgment. We measure progress based on costs incurred to date relative to total estimated cost at completion. Incurred cost represents work performed, which corresponds with, and we believe thereby

best depicts, the transfer of control to the customer. Contract costs include labor, material, and certain overhead expenses. Cost estimates are based on various assumptions to project the outcome of future events, including labor productivity and availability, the complexity of the work to be performed, the cost of materials, and the performance of suppliers and subcontractors. Significant factors that influence these estimates include inflationary trends, technical and schedule risk, internal and subcontractor performance trends, business volume assumptions, asset utilization, and anticipated labor agreements. Revenue and cost estimates are regularly monitored and revised based on changes in circumstances. Anticipated losses on long-term manufacturing contracts are recognized immediately when such losses become evident. We maintain financial controls over the customer qualification, contract pricing, and estimation processes designed to reduce the risk of contract losses.

Standalone service revenue is recognized either over time proportionately over the period of the underlying contract or as invoiced, depending on the terms of the arrangement. Standalone service revenue is not material to the Company.

### **Retirement and Postretirement Benefit Plans**

We sponsor retirement and postretirement benefit plans covering some of our employees. Expense recognized for the plans is based upon actuarial valuations. Inherent in those valuations are key assumptions including discount rates, expected returns on assets, and projected future salary rates. The actuarial assumptions we use may differ significantly from actual results due to changing economic conditions, participant life span, and withdrawal rates. These differences may result in a material impact to the amount of net periodic pension cost to be recorded in our Consolidated Financial Statements in the future. The discount rates used in the valuation of our retirement and postretirement benefit plans are evaluated annually based on current market conditions. We use a full yield curve approach in the estimation of the service and interest cost components of our defined benefit retirement plans. Under this approach, we applied discounting using individual spot rates from a yield curve composed of the rates of return on several hundred high-quality, fixed income corporate bonds available at the measurement date. These spot rates align to each of the projected benefit obligations and service cost cash flows. The service cost component relates to the active participants in the plans, so the relevant cash flows on which to apply the yield curve are considerably longer in duration on average than the total projected benefit obligation cash flows, which also include benefit payments to retirees. Interest cost is computed by multiplying each spot rate by the corresponding discounted projected benefit obligation cash flows. The full yield curve approach reduces any actuarial gains and losses based upon interest rate expectations (e.g., built-in gains in interest cost in an upward sloping projected yield curve scenario), or gains and losses merely resulting from the timing and magnitude of cash outflows associated with our benefit obligations.

Our overall expected long-term rate of return on pension assets is based on historical and expected future returns, which are inflation-adjusted and weighted for the expected return for each component of the investment portfolio. Our rate of assumed compensation increase for pension benefits is also based on our specific historical trends of past wage adjustments in recent years and expectations for the future.

Changes in retirement and postretirement benefit expense and the recognized obligations may occur in the future as a result of a number of factors, including changes to key assumptions such as the expected long-term rate of return on pension assets and the weighted-average discount rate. Our expected long-term rate of return on domestic and international pension plan assets was 4.7% and 3.7% at September 30, 2022 and 2021, respectively. The weighted-average discount rate was 4.6% and 2.1% for the domestic and international defined benefit pension plans and 5.2% and 2.4% for the postretirement healthcare plans at September 30, 2022 and 2021, respectively. A 50 basis-point change in the expected long-term rate of return on domestic and international pension plan assets would change annual pension expense by \$1.6. A 50 basis-point change in the weighted-average discount rate would change the annual domestic and international pension expense by \$0.3 and the annual postretirement healthcare plan expense by less than \$0.1. Impacts from assumption changes could be positive or negative depending on the direction of the change in rates. Based upon rates and assumptions at September 30, 2022, we expect the aggregate expense associated with our retirement and postretirement benefit plans to decrease from \$1.7 in 2022 to \$1.2 in 2023. The expected decrease in expense is primarily due to decreasing amortization of actuarial loss.

See Note 7 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K, for key assumptions and other information regarding our retirement and postretirement benefit plans.

### **Asset Impairment Determinations**

#### ***Impairment of goodwill***

Goodwill is tested for impairment at least annually and upon the occurrence of certain triggering events or substantive changes in circumstances that indicate that the fair value may be below carrying value.

Impairment of goodwill is tested at the reporting unit level. A reporting unit is an operating segment or one level below an operating segment if discrete financial information is prepared and regularly reviewed by operating segment management. For the purpose of the goodwill impairment test, the Company can elect to perform a quantitative or qualitative analysis. If the qualitative test is elected, qualitative factors are assessed to determine whether it is more likely than not that the fair values of its reporting units are less than the respective carrying values of those reporting units. Such factors we consider in a qualitative analysis include, but are not limited to, macroeconomic conditions, industry and market considerations, cost factors, Company-specific events, events affecting the reporting unit, and the overall financial performance of the reporting unit. If after performing the qualitative analysis, the Company determines that it is more likely than not that the fair value of a reporting unit is less than its carrying value, then the Company must perform the quantitative goodwill impairment test.

If we elect to perform or are required to perform a quantitative analysis, we compare the carrying amount of the reporting unit's net assets, including goodwill, to the fair value of the reporting unit. If the fair value exceeds the carrying value, no further evaluation is required, and no impairment loss is recognized. If the carrying value exceeds the fair value, an impairment charge is recognized for the difference between carrying amount and fair value, not to exceed the original amount of goodwill.

In determining the estimated fair value of the reporting units when performing a quantitative analysis, we consider both the market approach and the income approach. For purposes of the goodwill impairment test, weighting is equally attributed to both the market and income approaches in arriving at the fair value of the reporting units.

Under the market approach, we utilize the guideline company method, which involves calculating valuation multiples based on operating data from comparable publicly traded companies. Multiples derived from these companies provide an indication of how much a knowledgeable investor in the marketplace would be willing to pay for a company. These multiples are then applied to the operating data for our reporting units to arrive at an indication of value.

Under the income approach, the fair value of the reporting unit is based on the present value of estimated future cash flows utilizing a market-based weighted-average cost of capital determined separately for each reporting unit.

To determine the reasonableness of the calculated fair values of our reporting units, the Company reviews the assumptions described below to ensure that neither the market approach nor the income approach yields significantly different valuations. We selected these valuation approaches because we believe the combination of these approaches, along with our best judgment regarding underlying assumptions and estimates, provides us with the best estimate of fair value of our reporting units. We believe these valuation approaches are appropriate for the industry and widely accepted by investors.

Determining the fair value of a reporting unit requires us to make significant judgments, estimates, and assumptions. The Company believes these estimates and assumptions are reasonable. However, future changes in the judgments, assumptions and estimates that are used in the impairment testing for goodwill, including discount and tax rates or future cash flow projections, could result in significantly different estimates of the fair values. As a result of these factors and the limited cushion (or headroom, as commonly referred) due to the acquisition of Milacron in fiscal 2020, goodwill for the reporting units within the Molding Technology Solutions reportable operating segment are more susceptible to impairment risk.

The key assumptions for the market and income approaches we use to determine fair value of our reporting units are updated at least annually. Those assumptions and estimates include macroeconomic conditions, competitive activities, cost containment, achievement of synergy initiatives, market data and market multiples (6.0-10.0 times adjusted EBITDA), discount rates (11.5-13.0%), and terminal growth rates (2.0%), as well as future levels of revenue growth, operating margins, depreciation, amortization, and working capital requirements, which are based upon the Company's strategic plan. Hillenbrand's strategic plan is updated as part of its annual planning process and is reviewed and approved by management and the Board of Directors. The strategic plan may be revised as necessary during a fiscal year, based on changes in market conditions or other changes in the reporting units. The discount rate assumption is based on the overall after-tax rate of return required by a market participant whose weighted-average cost of capital includes both equity and debt, including a risk premium. The discount rates may be impacted by adverse changes in the macroeconomic environment, volatility in the equity and debt markets or other factors. While the Company can implement and has implemented certain strategies to address these events, changes in operating plans or adverse changes in the future could reduce the underlying cash flows used to estimate reporting unit fair values and could result in a further decline in fair value that would trigger a future material impairment charge of the reporting units' goodwill balance.

Although there are always changes in assumptions to reflect changing business and market conditions, our overall valuation methodology and the types of assumptions we use have remained consistent. While we use the best available information to

prepare the cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances.

The Company is required to provide additional disclosures about fair value measurements as part of the Consolidated Financial Statements for each major category of assets and liabilities measured at fair value on a nonrecurring basis (including impairment assessments). Goodwill is valued using Level 3 inputs, which are unobservable by nature, and included internal estimates of future cash flows (income approach). Significant increases (decreases) in any of those unobservable inputs in isolation would result in a significantly higher (lower) fair value measurement.

#### *Annual impairment assessment*

The Company performed its annual July 1 goodwill impairment assessment during the fourth quarter of fiscal 2022 for all reporting units. For all reporting units, the fair value of goodwill was determined to exceed the carrying value, resulting in no impairment to goodwill as part of this test. As a result of the Milacron acquisition in fiscal 2020, there is less cushion or headroom for the reporting units with the Molding Technology Solutions reportable operating segment. The estimated fair value, as calculated at July 1, 2022, for the three reporting units within the Molding Technology Solutions reportable operating segment ranged from approximately 13% to 54% greater than their carrying value (9% to 45% at the previous impairment assessment date).

#### *Impairment recorded in 2020*

##### *Fourth quarter of 2020*

As a result of classifying certain reporting units within the Advanced Process Solutions reportable operating segment as held for sale at September 30, 2020, the Company recorded a goodwill impairment of \$16.9 during the fourth quarter of 2020. See Note 4 to the Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K for further information.

##### *Second quarter of 2020*

In connection with the preparation of the Consolidated Financial Statements for the second quarter of 2020, an interim impairment assessment was performed for select reporting units within the Advanced Process Solutions and Molding Technology Solutions reportable operating segments as a result of certain triggering events and changes in circumstances discussed in detail below. Additionally, based on the macroeconomic factors below, as well as the decline in the Company's common stock price during the second quarter of 2020, the Company performed a qualitative review for all remaining reporting units and determined that those reporting units did not require an interim impairment test as it was more likely than not that the current fair value of those reporting units exceeded their carrying value, based on their current and projected financial performance as well as the headroom from previous goodwill impairment tests.

For certain reporting units within the Advanced Process Solutions reportable operating segment, an interim impairment review was triggered during the second quarter of 2020 by the Company's decision to redirect its strategic investments as it focused on deleveraging following two major events: (1) the continued evaluation of the Company's operations following the acquisition of Milacron completed on November 21, 2019, and (2) adverse macroeconomic conditions primarily driven by the COVID-19 pandemic. In connection with these events, the Company made the decision to limit its future strategic investment in its two reporting units that primarily sold and manufactured products in the flow control sector. The decision to limit future investment, as well as the Company's updated forecasts, which considered the impact of the COVID-19 pandemic, reduced those reporting units' anticipated annual revenue growth rates and corresponding profitability and cash flows. The annual revenue growth rates utilized in the Company's fair value estimate are consistent with the reporting units' operating plans. As a result of the change to expected future cash flows, along with comparable fair value information, the Company concluded that the carrying value for these reporting units exceeded their fair value, resulting in goodwill impairment charges of \$72.3 during the second quarter of 2020. The pre-impairment goodwill balance for these reporting units was \$95.2. Additionally, under the relief-from-royalty fair value method, the Company concluded that the carrying value of a trade name associated with one of these reporting units exceeded its fair value. As a result, an impairment charge of \$0.7 was recorded for this trade name during the second quarter of 2020. The pre-impairment balance for this trade name was \$4.4.

For the reporting units within the Molding Technology Solutions reportable operating segment, an interim impairment review was triggered during the second quarter of 2020, due to adverse macroeconomic conditions primarily driven by the COVID-19 pandemic. Subsequent to the Company completing the acquisition of Milacron on November 21, 2019, the Company revised its forecasts for all reporting units within the Molding Technology Solutions reportable operating segment due to the deterioration in the overall global economy largely as a result of the COVID-19 pandemic. As a result of the decline in forecasted net



revenue, under the relief-from-royalty fair value method, the Company concluded that the carrying value of certain trade names and technology associated with these reporting units exceeded their fair value. As a result, impairment charges of \$9.5 were recorded for these intangible assets during the second quarter of 2020. The pre-impairment balance for these intangible assets was \$125.0.

The impairment charges to goodwill and the intangible assets were nondeductible for tax purposes. The following table summarizes the impairment charges by reportable segment recorded by the Company during the year ended September 30, 2020:

	Advanced Process Solutions	Molding Technology Solutions	Total
Goodwill	\$ 72.3	\$ —	\$ 72.3
Trade names	0.7	7.9	8.6
Technology, including patents	—	1.6	1.6
Total	<u>\$ 73.0</u>	<u>\$ 9.5</u>	<u>\$ 82.5</u>

### ***Impairment of long-lived assets***

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. For assets (disposal group) held for sale, the disposal group as a whole is measured at the lower of its carrying amount or fair value less cost to sell after adjusting the individual assets of the disposal group, if necessary. If the carrying value of assets, after the consideration of other asset valuation guidance, exceeds fair value less cost to sell, the Company establishes a valuation allowance which would offset the original carrying value of disposal group. This valuation allowance would be adjusted based on subsequent changes in our estimate of fair value less cost to sell. If the fair value less cost to sell increases, the carrying amount of the long-lived assets would be adjusted upward; however, the increased carrying amount cannot exceed the carrying amount of the disposal group before the decision to dispose of the assets was made. Estimates are required to determine the fair value, the disposal costs and the time period to dispose of the assets. The estimate of fair value incorporates the transaction approach, which utilizes pricing indications derived from recent acquisition transactions involving comparable companies. Such estimates are critical in determining whether any impairment charge should be recorded and the amount of such charge if an impairment loss is deemed to be necessary.

During the fourth quarter of 2020, the Company recognized a non-cash charge for TerraSource and the flow control businesses of \$62.3, which included a goodwill impairment of \$16.9 and a valuation adjustment of \$45.4, to recognize the assets of these businesses at fair value less estimated costs to sell. During the fourth quarter of 2021, the Company recognized a non-cash valuation adjustment of \$11.2 to recognize TerraSource at fair value less estimated cost to sell based on the definitive agreement the Company entered into to sell TerraSource. The non-cash charges of \$11.2 and \$62.3, for the years ended September 30, 2021 and 2020, respectively, were recorded within the impairment charges caption on the Consolidated Statements of Operations. For further information, see discussion below within the Executive Overview section and Note 4 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K.

For assets held and used, impairment may occur if projected undiscounted cash flows do not exceed the carrying value of the assets. In such cases, additional analysis is conducted to determine the amount of loss to be recognized, and the impairment loss is determined as the amount the carrying value of the asset or asset group exceeds the estimated fair value, measured by future discounted cash flows. The analysis requires estimates of the amount and timing of projected cash flows and, where applicable, judgment associated with, among other factors, the appropriate discount rate. Such estimates are critical in determining whether any impairment charge should be recorded and the amount of such charge if an impairment loss is deemed to be necessary. Our judgment regarding the existence of circumstances that indicate the potential impairment of an asset's carrying value is based on several factors, including, but not limited to, changes in business environment, a decline in operating cash flows or a decision to close a manufacturing facility. The variability of these factors depends on a number of conditions, including uncertainty about future events and general economic conditions.

### **Business Combinations**

Estimating fair value for acquired assets and liabilities as part of a business combination typically requires us to exercise judgment, particularly for those assets and liabilities that may be unique or not easily determined by reference to market data. Often estimates for these types of acquired assets and liabilities will be developed using valuation models that require both historical and forecasted inputs, as well as market participant expectations. Thus, the valuation is directly affected by the inputs we judge as best under the given circumstances. When material, we expect to seek assistance of competent valuation

professionals when the underlying valuation is more complex or unique. We anticipate that in most cases, we will exercise significant judgment in estimating the fair value of intangible assets, contingent liabilities, and contingent consideration. This list is not exhaustive, but is designed to give you a better understanding of where we think a larger degree of judgment will be required due to the nature of the item and the way it is typically valued.

The Company makes an initial allocation of the purchase price at the date of acquisition based upon its understanding of the fair value of the acquired assets, including identifiable intangible assets, and assumed liabilities. We obtain this information during due diligence and through other sources. In the months after closing, as we obtain additional information about these assets and liabilities, including through tangible asset appraisals, and learn more about the newly acquired business, we are able to refine the estimates of fair value and more accurately allocate the purchase price. The determination of intangible assets is subjective and generally requires complex valuation methodologies including the relief from royalty method and multi-period excess earnings method, for which we generally use a third-party valuation specialist. The intangible assets are impacted by a number of judgmental assumptions including future revenue growth rates and margins on such revenue, customer attrition rates, technology obsolescence factors and the discount rates.

See Note 4 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K, for further information on recent business combinations.

## **EXECUTIVE OVERVIEW**

Hillenbrand is a global industrial company operating in over 40 countries with multiple leading brands that serve a wide variety of industries around the world. Guided by its Purpose, Shape What Matters For Tomorrow™, Hillenbrand pursues excellence, collaboration, and innovation to shape solutions that best serve our people, our customers, and our communities. Customers choose Hillenbrand due to its reputation for designing, manufacturing, and servicing highly engineered, mission-critical equipment and solutions that meet their unique product specifications.

Hillenbrand's portfolio is composed of three reportable operating segments: Advanced Process Solutions, Molding Technology Solutions, and Batesville®. Advanced Process Solutions is a leading global provider of compounding, extrusion, and material handling, screening and separating equipment and systems, and services for a wide variety of manufacturing and other industrial processes. Molding Technology Solutions is a global leader in highly engineered and customized equipment and systems and service in plastic technology and processing. Batesville is a recognized leader in the death care industry in North America.

We strive to provide superior return for our shareholders, exceptional value for our customers, great professional opportunities for our employees, and to be responsible to our communities through deployment of the HOM. The HOM is a consistent and repeatable framework designed to produce sustainable and predictable results. The HOM describes our mission, vision, values and mindset as leaders; applies our management practices in Strategy Management, Segmentation, Lean, Talent Development, and Acquisitions; and prescribes three steps (Understand, Focus, and Grow) designed to make our businesses both bigger and better. Our goal is to continue developing Hillenbrand as a world-class global industrial company through the deployment of the HOM.

Our strategy is to leverage our historically strong financial foundation and the implementation of the HOM to deliver sustainable profit growth, revenue expansion and substantial free cash flow, and then reinvest available cash in new growth initiatives focused on building platforms with leadership positions in our core markets and near adjacencies, both organically and inorganically, in order to create shareholder value.

During the year ended September 30, 2022, the following operational decisions and economic developments had an impact on our current and may impact our future cash flows, consolidated results of operations, and financial position.

### ***Ukraine War***

As a result of the Ukraine War, various nations, including the U.S., have instituted economic sanctions and other responsive measures, which have resulted in an increased level of global economic and political uncertainty. Any such geopolitical instability and uncertainty could have a negative impact on our ability to sell to, ship products to, collect payments from, and support customers in certain regions.

We have suspended all new business in Russia and Belarus but may be contractually obligated to complete certain existing contracts, insofar as economic sanctions do not prevent us from doing so. The impacts of sanctions and other measures being imposed have not had a material impact to the consolidated results of operations. Russia, Belarus, and Ukraine do not constitute

a material portion of our business; however, a significant escalation or expansion of the Ukraine War's current scope and associated global economic disruption could have a negative effect on our cash flows and consolidated results of operations.

Additionally, supply chain disruptions and logistical challenges due to the Ukraine War and any indirect effects thereof are expected to further complicate existing supply chain constraints, which could adversely affect profitability. To date, we have experienced some inability to source certain raw materials and components, but we have largely been able to mitigate the impact on our consolidated results of operations.

Given the evolving nature of the Ukraine War, and the related sanctions, potential governmental actions, and economic impact, the scope and magnitude of any such potential effects remain uncertain. While we may experience negative impacts on our business, financial condition, and consolidated results of operations, we are unable to estimate the ultimate extent or nature of these impacts at this time.

### ***COVID-19 Impact***

The COVID-19 pandemic has impacted and is continuing to impact Hillenbrand very differently by business, geography, and function. The scope and nature of these impacts continue to evolve, sometimes rapidly, including through the resurgence of COVID-19 due to variant strains of the virus and related government actions, and we cannot reasonably estimate the duration, spread, or severity of the COVID-19 pandemic and related variants, nor the economic and governmental responses thereto.

It is difficult to quantify the complete impact the pandemic had for 2022, but the actions being undertaken to reduce the severity and spread of COVID-19 are currently creating disruptions, and could continue to create significant disruptions, with respect to consumer demand, our ability to continue to manufacture products, and the reliability and sufficiency of our supply chain. The surge of any variant strain in China, and China's COVID-19 lockdowns that include mass testing, mandatory quarantines, and international travel bans, have at times closed and could potentially in the future close commerce in the region and, if extended, could impact other areas where the Company has operations, suppliers, and sales. We cannot predict the extent or duration of any such measures or the associated impacts. While our inventory positions protect our ability to fulfill customer orders in the short term, a prolonged lockdown may unfavorably impact our ability to timely manufacture and distribute our products or negatively impact our supply chain and could also have a significant impact on the Company's consolidated net revenue, consolidated results of operations, and cash flows during fiscal 2023 and beyond.

As a result of the current circumstances, we may continue to experience adverse impacts during fiscal 2023 within our Advanced Process Solutions and Molding Technology Solutions reportable operating segments, although we cannot reasonably estimate these impacts. Should these conditions continue for Advanced Process Solutions or Molding Technology Solutions reportable operating segments, or should the severity of COVID-19 increase, the Company would similarly expect adverse impacts on its net revenue, results of operations, and cash flows, depending upon the severity and length of time such conditions persist. While the COVID-19 pandemic generally has had a favorable impact on the Batesville reportable operating segment's net revenue, results of operations, and cash flows, we are starting to see lower deaths associated with the declining effects of the COVID-19 pandemic. However, given the ongoing and dynamic nature of the COVID-19 pandemic, we are currently not able to predict the extent and duration of the impact for fiscal 2023 or the further potential negative impact that the increase in deaths in North America due to the COVID-19 pandemic will have on future deaths when the pandemic has subsided. The timing and effectiveness of further vaccine development and rollout, in addition to consequences of variants of the virus, could also have a significant impact on the Company's consolidated net revenue, results of operations, and cash flows during the remainder of fiscal 2023 and beyond.

We continue to take actions intended to help minimize the risk to our Company, employees, customers, and the communities in which we operate, as well as to lessen the financial impact on the business while protecting our ability to continue to generate profitable growth over the long-term. We continue to believe the Company has sufficient liquidity to operate in the current business environment as a result of these actions.

### ***Employees***

We have implemented a number of employee safety measures across our plants and other locations in an attempt to contain the spread of COVID-19, which we update as appropriate for the evolving COVID-19 situation depending on the geography and function.

In addition, we believe various factors have contributed to the current labor shortage, particularly in the U.S. We have continued to experience effects of this labor shortage at certain production facilities, and we are mitigating this impact through the use of overtime and third-party outsourcing as warranted. It is possible that a prolonged shortage of qualified, available

workers could result in a further increase in labor costs and could negatively affect our ability to efficiently operate our production facilities and our results of operations.

### *Supply Chain and Inflation*

While global supply chains have recently suffered from various headwinds, those supporting our products have generally remained intact, providing access to sufficient inventory of the key materials needed for manufacturing. However, we have experienced significant delays of certain raw materials and components, but we have largely been able to mitigate the impact on our consolidated results of operations. We continue to identify and qualify alternative sources to mitigate risk associated to single or sole source supply continuity, and we have purchased and may continue to purchase certain materials in safety stock where we have supply chain continuity concerns. It remains possible that we may experience some sort of interruption to our supply chains, and such an interruption could materially affect our ability to timely manufacture and distribute our products and could also have a significant impact on the Company's consolidated net revenue, results of operations, and cash flows during fiscal 2023 and beyond.

We also experienced material and supply chain inflation, including but not limited to higher transportation costs, in fiscal 2022 as further discussed in our Operations Review. Pricing actions and supply chain productivity initiatives have and are expected to continue to mitigate some of these inflationary pressures, but we may not be successful in fully offsetting these incremental costs, which could have a significant impact on the Company's consolidated results of operations, and cash flows during fiscal 2023 and beyond.

For additional information regarding labor, supply chain, and other risks, including those relating to the COVID-19 pandemic, see Item 1A of this Form 10-K.

### *Strategic Alternatives for Batesville*

On July 20, 2022, the Company announced its intention to explore strategic alternatives for the Batesville reportable operating segment. There can be no assurance that the Strategic Process will result in a Batesville Transaction or that any Batesville Transaction, if pursued, will be consummated on terms our investors view as favorable or at all. Based on the ongoing nature of the Company's process to explore strategic alternatives and there being no decisions made at September 30, 2022, or by the date of this Form 10-K, the pendency of this process had no impact on and did not result in any changes to the consolidated financial statement presentation of Batesville during the year ended September 30, 2022. The Company does not intend to provide any additional information on the review of strategic alternatives for Batesville unless or until the process is completed or terminated.

### *Subsequent acquisition of LINXIS Group SAS*

On October 6, 2022, the Company completed the acquisition of LINXIS Group SAS ("Linxis") from IBERIS INTERNATIONAL S.À R.L, an affiliate of IK Partners, and additional sellers ("Sellers"). As a result of the acquisition, the Company acquired from the Sellers all of the issued and outstanding securities of Linxis, and Linxis became a wholly owned subsidiary of the Company for total aggregate consideration of \$590.8 (€596.2) in cash, reflecting an enterprise value of approximately \$566.8 (€572.0) plus cash acquired at closing, subject to post-closing adjustments.

Linxis has six leading brands – Bakon, Diosna, Shaffer, Shick Esteve, Unifiller, and VMI – that serve customers in over 100 countries. With a global manufacturing, sales and service footprint, Linxis specializes in design, manufacturing, and service of dosing, kneading, mixing, granulating, drying and coating technologies that are complementary to the equipment and solutions offered under Hillenbrand's Coperion brand. Linxis will be included in our Advanced Process Solutions reportable operating segment.

### *Proposed acquisition of Peerless Food Equipment*

On November 3, 2022, the Company signed a definitive agreement to acquire from Illinois Tool Works Inc. its Peerless Food Equipment division ("Peerless"), a premier supplier of industrial food processing equipment, for a purchase price of \$59.0, subject to customary post-closing adjustments. Headquartered in Sidney, Ohio, Peerless is highly complementary to certain Linxis brands. This transaction is expected to close during the fiscal first quarter of 2023. Peerless will be included in our Advanced Process Solutions reportable operating segment.

### *Divestiture of flow control businesses*

On December 31, 2020, the Company completed the divestiture of Red Valve to DeZURIK, Inc. in a transaction valued at \$63.0. The sale included cash proceeds received at closing of \$59.4, including working capital adjustments, and a \$5.0 note receivable, included within other long-term assets on the Consolidated Balance Sheets as of September 30, 2022 and 2021.

As a result of the Red Valve divestiture, the Company recorded a pre-tax gain of \$31.6 in the Consolidated Statement of Operations during the year ended September 30, 2021. The related tax effect resulted in tax expense of \$9.3 and was included within income tax expense in the Consolidated Statement of Operations during the year ended September 30, 2021. The Company incurred \$2.9 of transaction costs associated with the sale during the year ended September 30, 2021, which were recorded within operating expenses in the Consolidated Statement of Operations. Red Valve's results of operations were included within the Advanced Process Solutions reportable operating segment until the completion of the sale on December 31, 2020.

On March 10, 2021, the Company completed the divestiture of ABEL to IDEX Corporation in a transaction valued at \$103.5. The divestiture included cash proceeds received at closing of \$106.3, including working capital adjustments.

As a result of the ABEL divestiture, the Company recorded a pre-tax gain of \$35.5, after post-closing adjustments, in the Consolidated Statement of Operations during the year ended September 30, 2021. The related tax effect resulted in tax expense of \$3.8 included within income tax expense in the Consolidated Statement of Operations during the year ended September 30, 2021. The Company incurred \$3.9 of transaction costs associated with the divestiture during the year ended September 30, 2021, which were recorded within operating expenses in the Consolidated Statement of Operations. ABEL's results of operations were included within the Advanced Process Solutions reportable operating segment until the completion of the sale on March 10, 2021.

#### ***Divestiture of TerraSource***

On October 22, 2021, the Company completed the divestiture of TerraSource pursuant to a Contribution Agreement ("Agreement") between the Company and certain affiliated companies of industrial holding company Right Lane Industries ("RLI"). Under the terms of the Agreement, Hillenbrand contributed TerraSource and its subsidiaries to a newly formed entity, TerraSource Holdings, LLC ("Holdings"), with RLI obtaining majority ownership and full operational control of TerraSource. In exchange for contributing the TerraSource business, the Company received consideration in the form of a five-year note with initial principal amount of \$25.6, subject to certain adjustments, and also retained a 49% equity interest in Holdings through one of the Company's indirect wholly-owned subsidiaries. The fair value of the total consideration received by the Company was \$27.7.

As a result of the TerraSource divestiture, the Company recorded a pre-tax loss of \$3.1, after post-closing adjustments, in the Consolidated Statement of Operations during the year ended September 30, 2022. The Company incurred \$0.4 of transaction costs associated with the divestiture during the year ended September 30, 2022, which were recorded within operating expenses in the Consolidated Statement of Operations. TerraSource's results of operations were included within the Advanced Process Solutions reportable operating segment until the completion of the divestiture on October 22, 2021. Subsequent to the divestiture, the Company's equity interest in Holdings is accounted for under the equity method of accounting as prescribed by GAAP.

## OPERATIONS REVIEW — CONSOLIDATED

	Year Ended September 30,			
	2022		2021	
	Amount	% of Net Revenue	Amount	% of Net Revenue
Net revenue	\$ 2,940.9	100.0	\$ 2,864.8	100.0
Gross profit	954.6	32.5	957.3	33.4
Operating expenses	522.1	17.8	526.4	18.4
Amortization expense	54.0		55.7	
Loss (gain) on divestitures	3.1		(67.1)	
Impairment charges	—		11.2	
Interest expense	69.8		77.6	
Other income, net	8.4		0.3	
Income tax expense	98.8		98.6	
Net income attributable to Hillenbrand	208.9		249.9	

### *Year Ended September 30, 2022 Compared to Year Ended September 30, 2021*

**Net revenue** increased \$76.1 (3%), which included unfavorable foreign currency impact (4%).

- Advanced Process Solutions' net revenue increased \$24.1 (2%) primarily due to an increase in large plastics systems sales, favorable pricing, and higher aftermarket parts and service net revenue, partially offset by the divestitures of Red Valve on December 31, 2020, ABEL on March 10, 2021, and TerraSource on October 22, 2021. Foreign currency impact decreased net revenue by 6%.
- Molding Technology Solutions' net revenue increased \$49.8 (5%), primarily driven by an increase in injection molding equipment sales and favorable pricing. Foreign currency impact decreased net revenue by 3%.
- Batesville's net revenue increased \$2.2 (0.4%) primarily due to an increase in average selling price driven by a commodity surcharge in 2022, mostly offset by a decrease in volume. Lower volume was driven by a decrease in burial casket sales primarily due to estimated lower deaths associated with the declining effects of the COVID-19 pandemic and an estimated increased rate at which families opted for cremation.

**Gross profit** decreased \$2.7 (0.3%). Gross profit margin decreased 90 basis points to 32.5%. On an adjusted basis, which excludes restructuring and restructuring-related charges (\$2.2 in 2022 and \$10.3 in 2021), business acquisition, integration, and development costs (\$0.4 in 2022 and \$3.8 in 2021), and other one-time costs (\$1.0 in 2022 and \$0.5 in 2021), gross profit decreased \$14.4 (2%), and adjusted gross profit margin decreased 140 basis points to 32.6%.

- Advanced Process Solutions' gross profit increased \$10.2 (2%), primarily due to favorable pricing, an increase in volume, and productivity improvements and synergies, partially offset by cost inflation, and the divestitures of Red Valve, ABEL, and TerraSource. Foreign currency impact decreased gross profit by 6%. Gross profit margin improved 10 basis points to 34.5% in 2022, primarily due to favorable pricing and productivity improvements, partially offset by cost inflation.

Advanced Process Solutions' gross profit included restructuring and restructuring-related charges (\$2.1 in 2022 and \$7.6 in 2021), business acquisition, disposition, and integration costs (\$0.1 in 2022 and \$1.9 in 2021), and other one-time costs (\$0.8 in 2022 and \$0.5 in 2021). Excluding these charges, adjusted gross profit increased \$3.2 (1%) and adjusted gross profit margin decreased 40 basis points to 34.8%.

- Molding Technology Solutions' gross profit increased \$21.3 (7%), primarily due to favorable pricing, an increase in volume, and productivity improvements and synergies, partially offset by cost inflation. Foreign currency impact decreased gross profit by 3%. Gross profit margin improved 60 basis points to 31.1% in 2022, primarily due to favorable pricing and productivity improvements including synergies, partially offset by cost inflation.

Molding Technology Solutions' gross profit included restructuring and restructuring-related charges (\$0.1 in 2022 and \$2.6 in 2021), and business acquisition, disposition, and integration costs (\$0.3 in 2022 and \$1.9 in 2021). Excluding these charges, adjusted gross profit increased \$16.9 (5%) and adjusted gross profit margin improved 20 basis points to 31.2%.

- Batesville's gross profit decreased \$34.2 (15%) and gross profit margin decreased 560 basis points to 30.5%. The decrease in gross profit and gross profit margin was primarily due to inflation in commodities, fuel, and wages and benefits, lower volume, and incremental costs driven by supply chain disruptions, partially offset by an increase in average selling price and productivity initiatives.

**Operating expenses** decreased \$4.3 (1%), primarily due to the divestitures of Red Valve, ABEL and TerraSource, synergy savings, and a decrease in variable compensation, partially offset by an increase in strategic investments, cost inflation, and an increase in one-time costs including reserves against certain receivables. Foreign currency impact decreased operating expenses by 3%. Our operating expense-to-revenue ratio improved 60 basis points to 17.8%. Operating expenses included the following items:

	<b>Year Ended September 30,</b>	
	<b>2022</b>	<b>2021</b>
Business acquisition, disposition, and integration costs	\$ 31.2	\$ 31.4
Restructuring and restructuring-related charges	1.5	4.1
Other one-time costs	2.6	—

On an adjusted basis, which excludes business acquisition, disposition, and integration costs, restructuring and restructuring-related charges, and other one-time costs including reserves against certain receivables, operating expenses decreased \$4.3 (1%), which included favorable foreign currency impact (3%). Adjusted operating expenses as a percentage of net revenue improved 50 basis points to 16.6%.

**Amortization expense** decreased \$1.7 (3%), primarily due to the impact of foreign currency (3%).

**Loss (gain) on divestitures** was a loss of \$3.1 in the current year due to the loss realized on the divestiture of TerraSource and a gain of \$67.1 in the prior year due to the gains realized on the divestitures of Red Valve and ABEL. For further information on divestitures, see Note 4 to our Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

**Impairment charges** decreased \$11.2 due to a one-time valuation adjustment related to TerraSource assets held for sale during 2021. For further information on the one-time valuation adjustment, see Note 4 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K.

**Other income, net** increased \$8.1, primarily due to increases in interest income and gains on the sale of property, plant, and equipment.

**The effective tax rate** was 31.5% in fiscal 2022 compared to 27.9% in fiscal 2021. The increase in the effective tax rate was primarily driven by an increase in tax expense associated with distributions from foreign subsidiaries, an increase in non-deductible executive compensation, and the impact of divestitures in the prior period, partially offset by a reduction of the provisions for uncertain tax positions in the prior period and the revaluation of deferred tax balances as a result of foreign currency fluctuations.

Our adjusted effective income tax rate was 29.1% in 2022 compared to 28.7% in 2021. The adjusted effective income tax rate primarily excludes the tax effect of the following items:

- The divestitures of TerraSource, ABEL and Red Valve (\$0.6 expense in 2022 and \$7.4 expense in 2021);
- The impact of Milacron tax loss carryforwards on net domestic taxes on foreign earnings (\$3.9 expense in 2022 and \$0.6 expense in 2021);
- The revaluation of deferred tax balances as a result of foreign currency fluctuations (\$1.8 benefit in 2022 and \$1.6 expense in 2021); and
- Adjustments previously discussed within this section (\$22.3 benefit in 2022 and \$28.3 benefit in 2021).

Excluding these items, the increase in the current year adjusted effective tax rate was primarily due to an increase in tax expense associated with distributions from foreign subsidiaries and an increase in non-deductible executive compensation, partially offset by a reduction of the provisions for uncertain tax positions in the prior period.

## **OPERATIONS REVIEW — ADVANCED PROCESS SOLUTIONS**

	Year Ended September 30,			
	2022		2021	
	Amount	% of Net Revenue	Amount	% of Net Revenue
Net revenue	\$ 1,269.8	100.0	\$ 1,245.7	100.0
Gross profit	438.4	34.5	428.2	34.4
Operating expenses	207.7	16.4	220.9	17.7
Amortization expense	17.6		19.4	
Impairment charge	—		11.2	

### ***Year Ended September 30, 2022 Compared to Year Ended September 30, 2021***

**Net revenue** increased \$24.1 (2%) primarily due to an increase in large plastics systems sales, favorable pricing, and higher aftermarket parts and service net revenue, partially offset by the divestitures of Red Valve on December 31, 2020, ABEL on March 10, 2021, and TerraSource on October 22, 2021. Foreign currency impact decreased net revenue by 6%.

We expect future net revenue for Advanced Process Solutions to continue to be influenced by order backlog because of the lead time involved in fulfilling engineered-to-order equipment and solutions for customers. Though backlog can be an indicator of future net revenue, it does not include projects and aftermarket parts orders that are booked and shipped within the same quarter. The timing of order placement, size of orders, extent of order customization, and customer delivery dates can create fluctuations in backlog and net revenue. Net revenue attributable to backlog is also affected by foreign exchange rate fluctuations for orders denominated in currencies other than U.S. dollars. Order backlog increased \$48.5 (4%) from \$1,349.4 at September 30, 2021, to \$1,397.9 at September 30, 2022. The increase in order backlog was primarily driven by an increase in large plastics systems, the acquisition of Herbold, and aftermarket parts and service, partially offset by unfavorable foreign currency impact (15%), and the divestiture of TerraSource. On a sequential basis, order backlog increased \$169.3 (14%) to \$1,397.9 at September 30, 2022, up from \$1,228.6 at June 30, 2022, primarily due to an increase in large plastics systems and the acquisition of Herbold, partially offset by the impact of foreign currency (6%).

**Gross profit** increased \$10.2 (2%), primarily due to favorable pricing, an increase in volume, and productivity improvements and synergies, partially offset by cost inflation, and the divestitures of Red Valve, ABEL, and TerraSource. Foreign currency impact decreased gross profit by 6%. Gross profit margin improved 10 basis points to 34.5% in 2022, primarily due to favorable pricing and productivity improvements, partially offset by cost inflation.

Advanced Process Solutions' gross profit included restructuring and restructuring-related charges (\$2.1 in 2022 and \$7.6 in 2021), business acquisition, disposition, and integration costs (\$0.1 in 2022 and \$1.9 in 2021), and other one-time costs (\$0.8 in 2022 and \$0.5 in 2021). Excluding these charges, adjusted gross profit increased \$3.2 (1%) and adjusted gross profit margin decreased 40 basis points to 34.8%.

**Operating expenses** decreased \$13.2 (6%), primarily due to the divestitures of Red Valve, ABEL, and TerraSource, synergy savings from restructuring actions, a decrease in restructuring and restructuring-related charges, and a decrease in business acquisition, disposition, and integration costs, partially offset by an increase in strategic investments and cost inflation. Foreign currency impact decreased operating expenses by 6%. Operating expenses as a percentage of net revenue improved 130 basis points to 16.4%.

Operating expenses included other one-time costs including reserves against certain receivables (\$2.6 in 2022), business acquisition, disposition, and integration costs (\$1.5 in 2022 and \$3.1 in 2021), and restructuring and restructuring-related charges (\$0.1 in 2022 and \$2.5 in 2021). Excluding these items, adjusted operating expenses decreased \$11.4 (5%), which included favorable foreign currency impact (6%). Adjusted operating expenses as a percentage of net revenue improved 130 basis points to 16.0%.

**Amortization expense** decreased \$1.8 (9%), primarily due to the impact of foreign currency (6%).



**Impairment charges** decreased \$11.2 due to a one-time valuation adjustment related to TerraSource assets held for sale during 2021. For further information on the one-time valuation adjustment, see Note 4 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K.

## **OPERATIONS REVIEW — MOLDING TECHNOLOGY SOLUTIONS**

	Year Ended September 30,			
	2022		2021	
	Amount	% of Net Revenue	Amount	% of Net Revenue
Net revenue	\$ 1,045.5	100.0	\$ 995.7	100.0
Gross profit	325.4	31.1	304.1	30.5
Operating expenses	149.5	14.3	142.4	14.3
Amortization expense	36.4		36.3	

### ***Year Ended September 30, 2022 Compared to Year Ended September 30, 2021***

**Net revenue** increased \$49.8 (5%), primarily driven by an increase in injection molding equipment sales and favorable pricing. Foreign currency impact decreased net revenue by 3%.

Order backlog decreased \$1.5 (0.4%) from \$365.6 at September 30, 2021, to \$364.1 at September 30, 2022. Foreign currency impact decreased order backlog by 3%. On a sequential basis, order backlog decreased \$56.1 (13%) to \$364.1 at September 30, 2022, down from \$420.2 at June 30, 2022. The decrease in order backlog was primarily driven by a decrease in orders within our injection molding, extrusion, and hot runner equipment product lines.

**Gross profit** increased \$21.3 (7%) primarily due to favorable pricing, an increase in volume, and productivity improvements and synergies, partially offset by cost inflation. Foreign currency impact decreased gross profit by 3%. Gross profit margin improved 60 basis points to 31.1% in 2022, primarily due to favorable pricing and productivity improvements including synergies, partially offset by cost inflation.

Molding Technology Solutions' gross profit included restructuring and restructuring-related charges (\$0.1 in 2022 and \$2.6 in 2021), and business acquisition, disposition, and integration costs (\$0.3 in 2022 and \$1.9 in 2021). Excluding these charges, adjusted gross profit increased \$16.9 (5%) and adjusted gross profit margin improved 20 basis points to 31.2%.

**Operating expenses** increased \$7.1 (5%), primarily due to cost inflation and an increase in strategic investments, partially offset by synergies and savings from restructuring actions. Foreign currency impact decreased operating expense by 2%. Operating expenses as a percentage of net revenue remained flat at 14.3%.

Operating expenses included business acquisition, disposition, and integration costs (\$1.3 in 2022 and \$1.1 in 2021) (including severance costs related to the Milacron integration) and restructuring and restructuring-related charges (\$0.5 in 2022 and \$0.7 in 2021). Excluding these charges, adjusted operating expenses as a percentage of net revenue remained flat at 14.1%.

## OPERATIONS REVIEW — BATESVILLE

	Year Ended September 30,			
	2022		2021	
	Amount	% of Net Revenue	Amount	% of Net Revenue
Net revenue	\$ 625.6	100.0	\$ 623.4	100.0
Gross profit	190.8	30.5	225.0	36.1
Operating expenses	70.8	11.3	75.0	12.0

### *Year Ended September 30, 2022 Compared to Year Ended September 30, 2021*

**Net revenue** increased \$2.2 (0.4%), primarily due to an increase in average selling price driven by a commodity surcharge in 2022, mostly offset by a decrease in volume. Lower volume was driven by a decrease in burial casket sales primarily due to estimated lower deaths associated with the declining effects of the COVID-19 pandemic and an estimated increased rate at which families opted for cremation.

**Gross profit** decreased \$34.2 (15%), and gross profit margin decreased 560 basis points to 30.5%. The decrease in gross profit and gross profit margin was primarily due to inflation in commodities, fuel, and wages and benefits, lower volume, and incremental costs driven by supply chain disruptions, partially offset by an increase in average selling price and productivity initiatives.

**Operating expenses** decreased \$4.2 (6%) to \$70.8 in 2022, primarily due to cost containment actions, a decrease in variable compensation, and a decrease in restructuring and restructuring-related charges, partially offset by inflation. Operating expenses as a percentage of net revenue improved 70 basis points to 11.3%.

Operating expenses included restructuring and restructuring related charges (\$0.1 in 2022 and \$0.8 in 2021). Excluding the charges adjusted operating expenses as a percentage of net revenue improved 50 basis points to 11.3%

## REVIEW OF CORPORATE EXPENSES

	Year Ended September 30,			
	2022		2021	
	Amount	% of Net Revenue	Amount	% of Net Revenue
Core operating expenses	\$ 65.3	2.2	\$ 62.0	2.2
Business acquisition, disposition, and integration costs	28.0	1.0	26.1	0.9
Restructuring and restructuring-related charges	0.8	—	—	—
Operating expenses	\$ 94.1	3.2	\$ 88.1	3.1

Corporate operating expenses include the cost of providing management and administrative services to each reportable operating segment. These services include treasury management, human resources, legal, business development, information technology, tax compliance, procurement, sustainability, and other public company support functions such as internal audit, investor relations, and financial reporting. Corporate operating expenses also include costs related to business acquisition, disposition, and integration, which we incur as a result of our strategy to grow through selective acquisitions. Core operating expenses primarily represent corporate operating expenses excluding costs related to business acquisition, disposition, and integration costs.

Business acquisition, disposition, and integration costs include legal, tax, accounting, and other advisory fees and due diligence costs associated with investigating opportunities (including acquisitions and dispositions) and integrating completed acquisitions (including severance).

## Year Ended September 30, 2022 Compared to Year Ended September 30, 2021

Operating expenses increased \$6.0 (7%) in 2022, primarily due to increase in strategic investments, cost inflation, and an increase in business acquisition, disposition, and integration costs, partially offset by a decrease in variable compensation. Operating expenses as a percentage of net revenue were 3.2%, an increase of 10 basis points from the prior year.

Core operating expenses increased \$3.3 (5%) in 2022, primarily due to an increase in strategic investments and cost inflation, partially offset by a decrease in variable compensation. Operating expenses as a percentage of net revenue remained flat at 2.2%.

### NON-GAAP OPERATING PERFORMANCE MEASURES

The following is a reconciliation from consolidated net income, the most directly comparable GAAP operating performance measure, to our non-GAAP adjusted EBITDA.

	Year Ended September 30,	
	2022	2021
Consolidated net income	\$ 215.2	\$ 255.2
Interest income	(5.5)	(3.4)
Interest expense	69.8	77.6
Income tax expense	98.8	98.6
Depreciation and amortization	108.2	115.2
EBITDA	486.5	543.2
Impairment charge <sup>(1)</sup>	—	11.2
Business acquisition, disposition, and integration costs <sup>(2)</sup>	31.3	34.5
Restructuring and restructuring-related charges <sup>(3)</sup>	3.2	14.5
Loss (gain) on divestiture <sup>(4)</sup>	3.1	(67.1)
Other	3.3	1.9
Adjusted EBITDA	\$ 527.4	\$ 538.2

<sup>(1)</sup> Hillenbrand recorded a \$11.2 valuation adjustment related to assets held for sale within the Advanced Process Solutions reportable operating segment during 2021. For further information on the impairment charge, see Note 4 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K.

<sup>(2)</sup> Business acquisition, disposition, and integration costs during 2022 primarily included professional fees related to the Gabler, Herbold, and Linxis acquisitions and professional fees and employee-related costs attributable to the integration of Milacron and the divestiture of TerraSource. Business acquisition, disposition, and integration costs during 2021 primarily included professional fees and employee-related costs attributable to the integration of Milacron and divestitures of Red Valve and ABEL.

<sup>(3)</sup> Restructuring and restructuring-related charges primarily included severance costs, unrelated to the acquisition and integration of Milacron, during 2022 and 2021.

<sup>(4)</sup> The current year amount represents the loss on divestiture of TerraSource. The prior year amount represents the gain on divestitures of Red Valve and ABEL.

Consolidated net income for 2022 compared to 2021 decreased \$40.0 (16%). The decrease was primarily driven by cost inflation, the gain on the divestitures of Red Valve and ABEL in 2021, a decrease in volume at the Batesville reportable operating segment, and an increase in strategic investments, partially offset by favorable pricing and productivity improvements, and an increase in demand for equipment within the Advanced Process Solutions and Molding Technology Solutions reportable operating segments. Foreign currency impact decreased consolidated net income \$13.9.

Consolidated adjusted EBITDA for 2022 compared to 2021 decreased \$10.8 (2%). The decrease was primarily driven by cost inflation, a decrease in volume at the Batesville reportable operating segment, and an increase in strategic investments, partially offset by favorable pricing and productivity improvements, and an increase in demand for equipment within the Advanced Process Solutions and Molding Technology Solutions reportable operating segments. Foreign currency impact decreased consolidated adjusted EBITDA by \$21.8.

## **LIQUIDITY AND CAPITAL RESOURCES**

In this section, we discuss our ability to access cash to meet business needs. We discuss how we see cash flow being affected for the next twelve months. We describe actual results in generating and using cash by comparing 2022 to 2021. Finally, we identify other significant matters, such as contractual obligations and contingent liabilities and commitments that could affect liquidity on an ongoing basis.

### **Ability to Access Cash**

Our debt financing has historically included revolving credit facilities, term loans, and long-term notes as part of our overall financing strategy. We regularly review and adjust the mix of fixed-rate and variable-rate debt within our capital structure in order to achieve a target range based on our financing strategy.

We have taken proactive measures to maintain financial flexibility within the landscape of the ongoing Ukraine War and other uncertainties. We believe the Company ended the fiscal year with and continues to have sufficient liquidity to operate in the current business environment.

As of September 30, 2022, we had \$1,174.3 of maximum borrowing capacity under the Credit Agreement (defined below), of which \$901.3 was immediately available based on our most restrictive covenant. The available borrowing capacity reflects a reduction of \$19.0 for outstanding letters of credit issued under the Credit Agreement. The Company may request an increase of up to \$600.0 in the total borrowing capacity under the Credit Agreement, subject to approval of the lenders.

In the normal course of business, operating companies within the Advanced Process Solutions and Molding Technology Solutions reportable operating segments provide to certain customers bank guarantees and other credit arrangements in support of performance, warranty, advance payment, and other contractual obligations. This form of trade finance is customary in the industry and, as a result, we maintain adequate capacity to provide the guarantees. As of September 30, 2022, we had guarantee arrangements totaling \$373.6, under which \$247.4 was utilized for this purpose. These arrangements include the L/G Facility Agreement (defined below) under which unsecured letters of credit, bank guarantees, or other surety bonds may be issued. The Company may request an increase to the total capacity under the L/G Facility Agreement by an additional €100, subject to approval of the lenders.

We have significant operations outside the U.S. We continue to assert that the basis differences in the majority of our foreign subsidiaries continue to be permanently reinvested outside of the U.S. We have recorded tax liabilities associated with distribution taxes on expected distributions of available cash and current earnings. The Company has made, and intends to continue to make, substantial investments in our businesses in foreign jurisdictions to support the ongoing development and growth of our international operations. As of September 30, 2022, we had a transition tax liability of \$16.9 pursuant to the 2017 Tax Cuts and Jobs Act (the "Tax Act"). The cash at our international subsidiaries, including U.S. subsidiaries participating in non-U.S. cash pooling arrangements, totaled \$218.0 at September 30, 2022. We continue to actively evaluate our global capital deployment and cash needs.

### **12-month Outlook**

#### *COVID-19 impact*

As discussed in the COVID-19 impact section above, the Company has taken actions aimed to safeguard its capital position during the COVID-19 pandemic. We believe the Company has sufficient liquidity to operate in the current business environment. The challenges posed by the COVID-19 pandemic on our businesses continue to evolve rapidly and could evolve further as the COVID-19 pandemic continues and vaccine rollouts continue around the world. Consequently, we will continue to evaluate our financial position in light of future developments, particularly those relating to COVID-19 and any of the variant strains of the virus, and we plan to take necessary steps to manage through such developments.

## *Ukraine War*

The Ukraine War that began in February 2022 continues as of the date of this Annual Report. We have suspended all new business in Russia and Belarus but may be contractually obligated to complete existing contracts, insofar as economic sanctions do not prevent us from doing so. Russia, Belarus, and Ukraine do not constitute a material portion of our customer and supplier portfolio, however, a significant escalation or expansion of economic disruption of the Ukraine War's current scope could have a negative effect on our consolidated results of operations and cash flows. However, we do not believe the impact will be material to our consolidated results of operations and cash flows. For more information about the Ukraine War and its effect on the Company's business and results of operations, see Part I Item 1A. Risk Factors within this Annual Report on Form 10-K.

## *Leverage update*

The Company's net leverage (defined as debt, net of cash, to adjusted EBITDA) at September 30, 2022 was 1.8x. Given the strength of the Company's Consolidated Balance Sheet and with leverage within our targeted range, the Company has resumed strategic acquisitions and opportunistic share repurchases in support of its capital structure objectives.

## *Subsequent event financing activities*

As discussed in Note 4 to our Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K, on October 6, 2022, the Company completed the acquisition of Linxis for total aggregate consideration of \$590.8 (€596.2) in cash, reflecting an enterprise value of approximately \$566.8 (€572.0) plus cash acquired at closing, subject to post-closing adjustments. We utilized borrowings, subsequent to September 30, 2022, under our Facility (defined below) to fund this acquisition.

## *Other activities*

The Company is required to pay a transition tax on unremitted earnings of its foreign subsidiaries, resulting in an estimated liability of \$16.9 recorded as of September 30, 2022. The transition tax liability is expected to be paid over the next three years.

On December 2, 2021, the Board of Directors authorized a new share repurchase program of up to \$300.0, which replaced the previous \$200.0 share repurchase program authorized on December 7, 2018. The repurchase program has no expiration date but may be terminated by the Board of Directors at any time. As of September 30, 2022, we repurchased approximately 4,143,000 shares under the December 2, 2021 share repurchase program for approximately \$175.0 in the aggregate. At September 30, 2022, we had approximately \$125.0 remaining for share repurchases under the existing authorization by the Board of Directors. During the year ended September 30, 2022, we repurchased approximately 4,767,000 shares for approximately \$203.9 in the aggregate. Such shares were classified as treasury stock.

Our anticipated contribution to our defined benefit pension plans in 2023 is \$9.5. We will continue to monitor plan funding levels, performance of the assets within the plans, and overall economic activity, and we may make additional discretionary funding decisions based on the net impact of the above factors.

We currently expect to pay approximately \$15.0 in cash dividends each quarter based on our outstanding common stock at September 30, 2022. We increased our quarterly dividend in 2022 to \$0.2175 per common share from \$0.2150 per common share paid in 2021.

We believe existing cash and cash equivalents, cash flows from operations, borrowings under existing arrangements, and the issuance of debt will be sufficient to fund our operating activities and cash commitments for investing and financing activities. Based on these factors, we believe our current liquidity position is sufficient and will continue to meet all of our financial commitments in the current business environment.

## **Key liquidity events**

### *Amendments to current financing agreements*

On June 8, 2022, the Company entered into a Fourth Amended and Restated Credit Agreement (the “Credit Agreement”), which governs our multi-currency revolving credit facility (the “Facility”). The Credit Agreement increases the maximum principal amount available for borrowing under the Facility to \$1,000. The Credit Agreement further provides for a delayed-draw term loan facility in an aggregate principal amount of up to \$200. The Credit Agreement extends the maturity date of the Facility to June 8, 2027. The Credit Agreement fully transitions interest rate benchmarks from LIBOR-based interest rates to SOFR-based interest rates for U.S. dollar borrowings.

On June 21, 2022, Hillenbrand and certain of its subsidiaries entered into a Syndicated L/G Facility Agreement (the “L/G Facility Agreement”), which replaced the Company’s Syndicated L/G Facility Agreement dated March 8, 2018, as amended (the “Prior L/G Facility Agreement”), and permits Hillenbrand and certain of its subsidiaries to request up to an aggregate of €225 in unsecured letters of credit, bank guarantees, or other surety bonds, an increase from €175 under the Prior L/G Facility Agreement. The L/G Facility Agreement also conformed certain terms with those contained in the Credit Agreement and the L/G Facility Agreement matures in June 2027.

On June 9, 2022, the Company and certain of the Company’s domestic subsidiaries entered into amendments to the Private Shelf Agreement (as amended, the “Shelf Agreement”), which conformed certain terms of the Shelf Agreement with those contained in the Credit Agreement.

See Note 6 to our Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K for further details on these amendments.

## Cash Flows

(in millions)	Year Ended September 30,	
	2022	2021
Cash flows provided by (used in)		
Operating activities	\$ 191.1	\$ 528.4
Investing activities	(143.4)	126.0
Financing activities	(244.2)	(523.3)
Effect of exchange rate changes on cash and cash equivalents	(16.8)	8.0
Net cash flows	<u>\$ (213.3)</u>	<u>\$ 139.1</u>

### *Operating Activities*

Operating activities provided \$191.1 of cash during 2022, and provided \$528.4 of cash during 2021, a \$337.3 (64%) decrease. The decrease in operating cash flow was primarily due to unfavorable timing of working capital requirements related to large plastics projects and an increase in inventory due to higher customer demand and supply chain disruptions.

Working capital requirements for the Advanced Process Solutions and Molding Technology Solutions reportable operating segments fluctuate and may continue to fluctuate in the future due primarily to the type of product and geography of customer projects in process at any point in time. Working capital needs are lower when advance payments from customers are more heavily weighted toward the beginning of the project. Conversely, working capital needs are higher when a larger portion of the cash is to be received in later stages of manufacturing.

### *Investing Activities*

The \$269.4 decrease in net cash flows from investing activities during 2022 was primarily due to proceeds received of \$165.8 from the divestitures of Red Valve and ABEL in fiscal 2021, the acquisitions of Gabler (\$12.9) and Herbold (\$77.7) in 2022, and an increase in capital expenditures. See Note 4 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K for further information on these acquisitions and divestitures.

### *Financing Activities*

Cash used in financing activities was largely impacted by net borrowing activity and share repurchases. Our general practice is to use available cash to pay down debt unless it is needed for an acquisition. Daily borrowing and repayment activity under the Credit Agreement may fluctuate significantly between periods as we fulfill the capital needs of our business units.

Cash used in financing activities during 2022 was \$244.2, including \$203.9 of common stock repurchases. Cash used in financing activities during 2021 was \$523.3, including \$338.8 of debt repayments, net of proceeds, which included \$350.0 of proceeds from senior unsecured notes issued in 2021. The decrease in cash used in financing activities was primarily due to higher debt repayment in 2021, partially offset by an increase in repurchases of common stock.

We returned \$62.0 to shareholders in 2022 in the form of quarterly dividends compared to \$64.0 in 2021. We increased our quarterly dividend in 2022 to \$0.2175 per common share from \$0.2150 paid during 2021.

### Off-Balance Sheet Arrangements

As part of its normal course of business, Hillenbrand is a party to various financial guarantees and other commitments. These arrangements involve elements of performance and credit risk that are not included in the Consolidated Balance Sheets. The possibility that Hillenbrand would have to make actual cash expenditures in connection with these obligations is largely dependent on the performance of the guaranteed party, or the occurrence of future events that Hillenbrand is unable to predict. We have no off-balance sheet financing agreements or guarantees at September 30, 2022, that we believe are reasonably likely to have a current or future effect on our financial condition, results of operations, or cash flows.

### Contractual Obligations and Contingent Liabilities and Commitments

The following table summarizes our future obligations not quantified and disclosed elsewhere in this Form 10-K as of September 30, 2022. This will help give you an understanding of the significance of cash outlays that are fixed beyond the normal accounts payable and other obligations we have already incurred, have recorded, and disclosed in the Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K.

(in millions)	Payment Due by Period				
	Total	Less Than 1 Year	1-3 Years	4-5 Years	After 5 Years
Interest on financing agreements <sup>(1)</sup>	260.1	60.6	110.2	44.5	44.8
Purchase obligations <sup>(2)</sup>	404.0	353.8	50.2	—	—
Other obligations <sup>(3)</sup>	25.7	9.6	13.9	1.0	1.2
Total contractual obligations <sup>(4)(5)</sup>	<u>\$ 689.8</u>	<u>\$ 424.0</u>	<u>\$ 174.3</u>	<u>\$ 45.5</u>	<u>\$ 46.0</u>

<sup>(1)</sup> Cash obligations for interest requirements relate to our fixed-rate debt obligations at the contractual rates as of September 30, 2022.

<sup>(2)</sup> Agreements to purchase goods or services that are enforceable and legally binding and that specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction.

<sup>(3)</sup> Primarily includes estimated payments for transition tax liability, the estimated liquidation of liabilities related to both our self-insurance reserves and severance payments.

<sup>(4)</sup> We have excluded from the table our \$33.9 liability related to uncertain tax positions as the current portion is not significant and we are not able to reasonably estimate the timing of the long-term portion.

<sup>(5)</sup> See Notes 5, 6, and 7 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K for lease, financing, and pension obligations, respectively.

## Summarized Financial Information for Guarantors and the Issuer of Guaranteed Securities

Summarized financial information of Hillenbrand (the “Parent”) and our subsidiaries that are guarantors of our senior unsecured notes (the “Guarantor Subsidiaries”) is shown below on a combined basis as the “Obligor Group.” The Company’s senior unsecured notes are guaranteed by certain of our wholly-owned domestic subsidiaries and rank equally in right of payment with all of our existing and financial information of the Obligor Group. All intercompany balances and transactions between the Parent and Guarantor Subsidiaries have been eliminated and all information excludes subsidiaries that are not issuers or guarantors of our senior unsecured notes, including earnings from and investments in these entities.

	<u>September 30, 2022</u>		<u>September 30, 2021</u>	
<b>Combined Balance Sheets Information:</b>				
Current assets <sup>(1)</sup>	\$	2,590.3	\$	1,311.6
Non-current assets		2,656.1		5,692.1
Current liabilities		623.2		581.8
Non-current liabilities		1,289.6		1,303.9
	<u>Year Ended September 30, 2022</u>		<u>Year Ended September 30, 2021</u>	
<b>Combined Statements of Operations Information:</b>				
Net revenue <sup>(2)</sup>	\$	1,042.0	\$	999.0
Gross profit		353.5		374.2
Net income attributable to Obligor		396.7		557.6

<sup>(1)</sup> Current assets include intercompany receivables from non-guarantors of \$1,868.7 and \$596.8 as of September 30, 2022 and September 30, 2021, respectively.

<sup>(2)</sup> Net revenue includes intercompany sales with non-guarantors of \$32.2 as of September 30, 2022 and \$35.8 as of September 30, 2021.

### Recently Issued and Adopted Accounting Standards

For a summary of recently issued and adopted accounting standards applicable to us, see Note 2 to our Consolidated Financial Statements included in Part II, Item 8, of this Form 10-K.

### Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In this section, we tell you about market risks we think could have a significant impact on our bottom line or the financial strength of our Company. The term “market risk” generally means how results of operations and the value of assets and liabilities could be affected by market factors such as interest rates, currency exchange rates, the value of commodities, and debt and equity price risks. If those factors change significantly, it could help or hurt our bottom line, depending on how we react to them.

We are exposed to various market risks. We have established policies, procedures, and internal processes governing our management of market risks and the use of financial instruments to manage our exposure to such risks. Our primary exposures are typically to: fluctuations in market prices for purchases of certain commodities; volatility in interest rates associated with the Facility; volatility in the fair value of the assets held by our pension plans; and variability in exchange rates in foreign locations.

We are subject to market risk from fluctuating market prices of certain purchased commodity raw materials including steel, wood, red metals, and fuel. While these materials are typically available from multiple suppliers, commodity raw materials are subject to market price fluctuations. We generally buy these commodities based upon market prices that are established with the supplier as part of the purchasing process. We generally attempt to obtain firm pricing from our larger suppliers for volumes consistent with planned production. To the extent that commodity prices increase and we do not have firm pricing from our suppliers, or if our suppliers are not able to honor such prices, we may experience a decline in our gross margins to the extent we are not able to increase selling prices of our products or obtain supply chain efficiencies, including as a result of current global supply chain disruptions, to offset increases in commodity costs.



At September 30, 2022, our variable rate debt obligations were \$6.7, which included borrowings on the Facility. We are subject to interest rate risk associated with such borrowings, which bear a variable rate of interest that is based upon, at the Company's option, (A) if denominated in US Dollars, at the Term SOFR Rate or the Alternate Base Rate (each as defined in the Credit Agreement), (B) if denominated in Japanese Yen, Canadian Dollars or Euros, at rates based on the rates offered for deposits in the applicable interbank markets for such currencies and (C) if denominated in Pounds Sterling or Swiss Francs, at SONIA and SARON, respectively (each as defined in the Credit Agreement), plus, in each case, a margin based on the Company's leverage ratio. The interest we pay on such borrowings is dependent on interest rate conditions and the timing of our financing needs. If we assumed borrowings under our variable rate debt obligations remained unchanged for the next fiscal year, a one percentage point change in the related interest rates would decrease or increase our annual interest expense by approximately \$0.1.

Our pension plans' assets are also subject to volatility that can be caused by fluctuations in general economic conditions. Plan assets are invested by the plans' fiduciaries, which direct investments according to specific policies. Those policies subject investments to the following restrictions in our domestic plan: short-term securities must be rated A1/P1, liability-hedging fixed income securities must have an average quality credit rating of investment grade, and investments in equities in any one company may not exceed 10% of the equity portfolio. Favorable or unfavorable investment performance over the long term will impact our pension expense if it deviates from our assumption related to future rate of return.

We are subject to variability in foreign currency exchange rates in our international operations. Exposure to this variability is periodically managed through the use of natural hedges and also by entering into currency exchange agreements. The aggregate notional amount of all derivative instruments was \$173.1 and \$186.4 at September 30, 2022 and 2021, respectively. The carrying value of all of the Company's derivative instruments at fair value resulted in assets of \$3.0 and \$1.9 (included in prepaid expenses and other current assets) and liabilities of \$8.0 and \$2.5 (included in other current liabilities and other long-term liabilities) at September 30, 2022 and 2021, respectively. The fair value of these financial instruments would hypothetically change by approximately \$9.2 and \$6.2 as of September 30, 2022 and 2021, respectively, if there were a 10% movement in end-of-period market rates.

The translation of the financial statements of our non-U.S. operations from local currencies into U.S. dollars is also sensitive to changes in foreign exchange rates. These translation gains or losses are recorded as cumulative translation adjustments ("CTA") within accumulated other comprehensive loss on our Consolidated Balance Sheets. The hypothetical change in CTA is calculated by multiplying the net assets of our non-U.S. operations by a 10% change in the applicable foreign exchange rates. The result of the appreciation or depreciation of all applicable currencies against the U.S. dollar would be a change in shareholders' equity of approximately \$120.8 and \$121.0 as of September 30, 2022 and 2021, respectively.

**Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. In order to evaluate the effectiveness of internal control over financial reporting, management has conducted an assessment, including testing, using the criteria set forth by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission in *Internal Control — Integrated Framework (2013 Framework)*. The Company's internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended, is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Based on our assessment under the criteria established in *Internal Control — Integrated Framework (2013 Framework)*, issued by the COSO, management has concluded that the Company maintained effective internal control over financial reporting as of September 30, 2022.

The effectiveness of the Company's internal control over financial reporting as of September 30, 2022, has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report included herein.

By: /s/ Megan A. Walke  
Megan A. Walke  
*Vice President and Chief Accounting Officer*

By: /s/ Robert M. VanHimbergen  
Robert M. VanHimbergen  
*Senior Vice President and Chief Financial Officer*

By: /s/ Kimberly K. Ryan  
Kimberly K. Ryan  
*President and Chief Executive Officer*

## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and Board of Directors of Hillenbrand, Inc.

### **Opinion on Internal Control over Financial Reporting**

We have audited Hillenbrand, Inc.'s internal control over financial reporting as of September 30, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Hillenbrand, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of September 30, 2022, based on the COSO criteria.

As indicated in the accompanying Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Herbold Meckesheim GmbH (Herbold), which is included in the 2022 consolidated financial statements of Hillenbrand, Inc. and constituted less than 5% of total consolidated assets as of September 30, 2022 and less than 1% of total consolidated net revenue for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of Herbold.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of September 30, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), shareholders' equity, and cash flows for each of the three years in the period ended September 30, 2022, and the related notes and consolidated financial statement schedule listed in the Index at Item 15(a)(2) and our report dated November 16, 2022, expressed an unqualified opinion thereon.

### **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ Ernst & Young LLP

Cincinnati, Ohio  
November 16, 2022

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Hillenbrand, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Hillenbrand, Inc. (the Company) as of September 30, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), shareholders' equity and cash flows for each of the three years in the period ended September 30, 2022, and the related notes and consolidated financial statement schedule listed in the Index at Item 15(a)(2) (collectively, "the consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at September 30, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of September 30, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated November 16, 2022, expressed an unqualified opinion thereon.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

*Description of the Matter* **Revenue Recognition - Over Time Revenue Recognition for Long-Term Manufacturing Contracts**  
As discussed in Note 3 to the consolidated financial statements, \$740.4 million of the Company's total net revenue for the year ended September 30, 2022, relates to net revenue recognized over time from long-term manufacturing contracts and is based on the cost-to-cost input method. Under this method, the Company recognizes net revenue, cost and gross margin over time based on costs incurred to date relative to total estimated cost at completion.

Auditing the Company's measurement of net revenue recognized over time on long-term manufacturing contracts is especially challenging because it involves subjective management assumptions regarding the estimated remaining costs of the long-term manufacturing contract that could span from several months to several years. These assumptions could be impacted by labor productivity and availability, the complexity of the work to be performed, the cost of materials, and the performance of suppliers and subcontractors and may be affected by future market or economic conditions.

*How We Addressed the Matter in Our Audit* We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's process to recognize net revenue over time on long-term manufacturing contracts, including controls over management's review of the significant underlying assumptions described above.

Our audit procedures also included, among others, evaluating the significant assumptions and the accuracy and completeness of the underlying data used in management's calculations. This included, for example, inspection of the executed contract and testing management's cost estimates by comparing the inputs to the Company's historical data or experience for similar contracts, the performance of sensitivity analyses and the performance of retrospective review analysis of prior management cost estimates to actual costs incurred for completed contracts. Additionally, procedures were performed to evaluate the timely identification of circumstances which may warrant a modification to a previous cost estimate, including changes in the Company's internal and subcontractor performance trends.

*Description of the Matter* **Evaluation of Goodwill Impairment for the Reporting Units within the Molding Technology Solutions reportable operating segment**  
At September 30, 2022, the Company has recorded goodwill of \$635.1 million within the Molding Technology Solutions reportable operating segment. As discussed in Note 2 to the consolidated financial statements, goodwill is tested for impairment annually on July 1st, or more frequently upon the occurrence of triggering events or substantive changes in circumstances that indicate that the fair value of the reporting unit may have decreased below the carrying value. The Company's annual impairment test on July 1, 2022, did not result in an impairment of goodwill for any of the Company's reporting units.

Auditing management's annual goodwill impairment test on July 1, 2022, related to the reporting units within the Molding Technology Solutions reportable operating segment was challenging due to the complexity of forecasting the long-term cash flows of these reporting units and the significant estimation uncertainty of certain assumptions included within such forecasts. The significant estimation uncertainty was primarily due to the sensitivity of the reporting units' fair value to changes in the significant assumptions used in the income approach, such as forecasted net revenue, EBITDA margins, long-term and terminal growth rates, and discount rates. These significant assumptions require a high degree of estimation and judgment based on an evaluation of historical performance, current and forecasted industry trends, and macroeconomic conditions.

*How We Addressed the Matter in Our Audit* We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's annual goodwill impairment process, including controls over management's review of the significant assumptions described above as well as controls over management's review of its financial forecasts and carrying values of its reporting units.

To test the estimated fair value of the reporting units within the Molding Technology Solutions reportable operating segment, we performed audit procedures that included, among others, using an internal valuation specialist to assist in our evaluation of the methodologies and certain significant assumptions used by the Company, specifically the discount rates. We assessed the reasonableness of the Company's assumptions around forecasted net revenue, EBITDA margins, long-term and terminal growth rates, and discount rates by comparing those assumptions to recent historical performance, current and forecasted economic and industry trends, and financial forecasts. We also assessed the reasonableness of estimates included in the Company's reporting units' financial forecasts by evaluating how such assumptions compared to economic, industry, and peer expectations. We evaluated management's historical accuracy of forecasting reporting unit net revenue and EBITDA margins by comparing past forecasts to subsequent actual activity. We performed various sensitivity analyses around these significant assumptions to understand the impact on the reporting units fair value calculations.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2019.

Cincinnati, Ohio  
November 16, 2022



**HILLENBRAND, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
*(in millions, except per share amounts)*

	Year Ended September 30,		
	2022	2021	2020
Net revenue	\$ 2,940.9	\$ 2,864.8	\$ 2,517.0
Cost of goods sold	1,986.3	1,907.5	1,703.7
Gross profit	954.6	957.3	813.3
Operating expenses	522.1	526.4	538.2
Amortization expense	54.0	55.7	71.9
Loss (gain) on divestitures	3.1	(67.1)	3.5
Impairment charges	—	11.2	144.8
Interest expense	69.8	77.6	77.4
Other income, net	8.4	0.3	4.0
Income (loss) before income taxes	314.0	353.8	(18.5)
Income tax expense	98.8	98.6	34.9
Consolidated net income (loss)	215.2	255.2	(53.4)
Less: Net income attributable to noncontrolling interests	6.3	5.3	6.7
Net income (loss) attributable to Hillenbrand	<u>\$ 208.9</u>	<u>\$ 249.9</u>	<u>\$ (60.1)</u>
Net income (loss) — per share of common stock			
Basic earnings (loss) per share	\$ 2.91	\$ 3.34	\$ (0.82)
Diluted earnings (loss) per share	\$ 2.89	\$ 3.31	\$ (0.82)
Weighted-average shares outstanding — basic	71.7	74.9	73.4
Weighted-average shares outstanding — diluted	72.2	75.4	73.4

*See Notes to Consolidated Financial Statements*

**HILLENBRAND, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
*(in millions)*

	Year Ended September 30,		
	2022	2021	2020
Consolidated net income (loss)	\$ 215.2	\$ 255.2	\$ (53.4)
Other comprehensive (loss) income, net of tax			
Currency translation	(129.0)	34.1	43.1
Pension and postretirement	16.4	20.4	(1.3)
Change in net unrealized gain on derivative instruments	1.1	1.9	1.5
Total other comprehensive (loss) income, net of tax	(111.5)	56.4	43.3
Consolidated comprehensive income (loss)	103.7	311.6	(10.1)
Less: Comprehensive income attributable to noncontrolling interests	4.1	5.2	6.2
Comprehensive income (loss) attributable to Hillenbrand	<u>\$ 99.6</u>	<u>\$ 306.4</u>	<u>\$ (16.3)</u>

*See Notes to Consolidated Financial Statements*

**HILLENBRAND, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
*(in millions)*

	September 30,	
	2022	2021
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	\$ 234.1	\$ 446.1
Trade receivables, net	312.3	323.5
Receivables from long-term manufacturing contracts	213.3	121.9
Inventories	533.8	411.6
Prepaid expenses and other current assets	109.4	131.4
Total current assets	1,402.9	1,434.5
Property, plant, and equipment, net	281.0	295.1
Operating lease right-of-use assets	123.5	138.1
Intangible assets, net	810.7	913.9
Goodwill	1,159.4	1,168.6
Other long-term assets	90.0	64.7
<b>Total Assets</b>	<b>\$ 3,867.5</b>	<b>\$ 4,014.9</b>
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Trade accounts payable	\$ 433.0	\$ 361.3
Liabilities from long-term manufacturing contracts and advances	290.3	296.6
Accrued compensation	110.6	123.5
Other current liabilities	243.9	253.7
Total current liabilities	1,077.8	1,035.1
Long-term debt	1,222.1	1,212.9
Accrued pension and postretirement healthcare	101.3	151.6
Operating lease liabilities	92.6	105.6
Deferred income taxes	210.2	206.7
Other long-term liabilities	55.5	70.8
<b>Total Liabilities</b>	2,759.5	2,782.7
Commitments and contingencies (Note 12)		
<b>SHAREHOLDERS' EQUITY</b>		
Common stock, no par value (75.8 and 75.8 shares issued, 68.9 and 72.7 shares outstanding)	—	—
Additional paid-in capital	723.8	725.4
Retained earnings	812.0	666.2
Treasury stock (6.9 and 3.1 shares), at cost	(297.3)	(135.7)
Accumulated other comprehensive loss	(155.6)	(46.3)
Hillenbrand Shareholders' Equity	1,082.9	1,209.6
Noncontrolling interests	25.1	22.6
<b>Total Shareholders' Equity</b>	1,108.0	1,232.2
<b>Total Liabilities and Equity</b>	<b>\$ 3,867.5</b>	<b>\$ 4,014.9</b>

See Notes to Consolidated Financial Statements

**HILLENBRAND, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
*(in millions)*

	Year Ended September 30,		
	2022	2021	2020
<b>Operating Activities</b>			
Consolidated net income (loss)	\$ 215.2	\$ 255.2	\$ (53.4)
Adjustments to reconcile consolidated net income (loss) to cash provided by operating activities:			
Depreciation and amortization	108.2	115.1	130.6
Impairment charges	—	11.2	144.8
Deferred income taxes	23.5	12.2	(19.5)
Amortization of deferred financing costs	3.6	7.2	3.9
Share-based compensation	21.3	19.7	14.0
Settlement of Milacron share-based equity awards	—	—	5.9
Loss (gain) on divestitures	3.1	(67.1)	3.5
Trade receivables and receivables from long-term manufacturing contracts	(115.9)	(24.2)	91.7
Inventories	(125.5)	(33.4)	58.5
Prepaid expenses and other current assets	(23.2)	(1.7)	19.0
Trade accounts payable	105.5	91.3	(68.2)
Liabilities from long-term manufacturing contracts and advances, accrued compensation, and other current liabilities	(14.1)	148.2	(2.5)
Income taxes payable	7.9	(5.9)	16.4
Defined benefit plan funding	(10.5)	(11.6)	(12.4)
Defined benefit plan expense	1.7	3.1	6.8
Other, net	(9.7)	9.1	15.7
Net cash provided by operating activities	191.1	528.4	354.8
<b>Investing Activities</b>			
Capital expenditures	(50.3)	(40.0)	(35.9)
Proceeds from sales of property, plant, and equipment	2.0	0.2	21.2
Acquisitions of businesses, net of cash acquired	(90.6)	—	(1,503.1)
Proceeds from divestitures, net of cash divested	(4.5)	165.8	221.9
Net cash (used in) provided by investing activities	(143.4)	126.0	(1,295.9)
<b>Financing Activities</b>			
Proceeds from issuance of long-term debt	—	350.0	1,125.2
Repayments of long-term debt	—	(688.8)	(186.3)
Proceeds from revolving credit facility	83.0	395.0	1,351.7
Repayments on revolving credit facility	(74.3)	(395.0)	(1,353.9)
Payment of deferred financing costs	(3.7)	(5.4)	(14.7)
Payment of dividends on common stock	(62.0)	(64.0)	(63.4)
Repurchases of common stock	(203.9)	(121.1)	—
Proceeds from stock option exercises and other	25.3	13.1	1.2
Payments for employee taxes on net settlement equity awards	(7.0)	(3.5)	(1.9)
Other, net	(1.6)	(3.6)	(3.0)
Net cash (used in) provided by financing activities	(244.2)	(523.3)	854.9
Effect of exchange rate changes on cash and cash equivalents	(16.8)	8.0	(1.4)
<b>Net cash flows</b>	<b>(213.3)</b>	<b>139.1</b>	<b>(87.6)</b>
<b>Cash, cash equivalents, and restricted cash:</b>			
At beginning of period	450.9	311.8	399.4
At end of period	<u>\$ 237.6</u>	<u>\$ 450.9</u>	<u>\$ 311.8</u>
Cash paid for interest	\$ 62.6	\$ 63.2	\$ 56.7
Cash paid for income taxes	\$ 71.5	\$ 93.2	\$ 39.2

The following table provides a reconciliation of cash and cash equivalents and restricted cash reported within the Consolidated Balance Sheets that sum to the total of the same amounts shown in the Consolidated Statements of Cash Flows:

	September 30,	
	2022	2021
Cash and cash equivalents	\$ 234.1	\$ 446.1
Short-term restricted cash included in other current assets	3.5	1.3
Cash and cash equivalents held for sale	—	3.5
Total cash, cash equivalents, and restricted cash shown in the Consolidated Statements of Cash Flows	<u>\$ 237.6</u>	<u>\$ 450.9</u>

See Notes to Consolidated Financial Statements

**HILLENBRAND, INC.**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
*(in millions)*

	Shareholders of Hillenbrand, Inc.							
	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total
	Shares			Shares	Amount			
<b>Balance at September 30, 2019</b>	<b>63.9</b>	<b>\$ 345.3</b>	<b>\$ 599.5</b>	<b>1.2</b>	<b>\$ (50.1)</b>	<b>\$ (140.6)</b>	<b>\$ 15.7</b>	<b>\$ 769.8</b>
Total other comprehensive income (loss), net of tax	—	—	—	—	—	43.8	(0.5)	43.3
Net (loss) income	—	—	(60.1)	—	—	—	6.7	(53.4)
Issuance/retirement of stock for stock awards/options	—	(7.6)	—	(0.2)	6.9	—	—	(0.7)
Share-based compensation	—	14.0	—	—	—	—	—	14.0
Dividends (\$0.8500 per share)	—	0.6	(64.0)	—	—	—	(1.5)	(64.9)
Common stock issued to acquire Milacron (see Note 4)	11.9	371.3	—	—	—	—	—	371.3
Reclassifications of certain income tax effects <sup>(1)</sup>	—	—	6.0	—	—	(6.0)	—	—
<b>Balance at September 30, 2020</b>	<b>75.8</b>	<b>723.6</b>	<b>481.4</b>	<b>1.0</b>	<b>(43.2)</b>	<b>(102.8)</b>	<b>20.4</b>	<b>1,079.4</b>
Total other comprehensive income (loss), net of tax	—	—	—	—	—	56.5	(0.1)	56.4
Net income	—	—	249.9	—	—	—	5.3	255.2
Issuance/retirement of stock for stock awards/options	—	(19.0)	—	(0.7)	28.6	—	—	9.6
Share-based compensation	—	19.7	—	—	—	—	—	19.7
Purchases of common stock	—	—	—	2.8	(121.1)	—	—	(121.1)
Dividends (\$0.8600 per share)	—	1.1	(65.1)	—	—	—	(3.0)	(67.0)
<b>Balance at September 30, 2021</b>	<b>75.8</b>	<b>725.4</b>	<b>666.2</b>	<b>3.1</b>	<b>(135.7)</b>	<b>(46.3)</b>	<b>22.6</b>	<b>1,232.2</b>
Total other comprehensive loss, net of tax	—	—	—	—	—	(109.3)	(2.2)	(111.5)
Net income	—	—	208.9	—	—	—	6.3	215.2
Issuance/retirement of stock for stock awards/options	—	(24.0)	—	(1.0)	42.3	—	—	18.3
Share-based compensation	—	21.3	—	—	—	—	—	21.3
Purchases of common stock	—	—	—	4.8	(203.9)	—	—	(203.9)
Dividends (\$0.8700 per share)	—	1.1	(63.1)	—	—	—	(1.6)	(63.6)
<b>Balance at September 30, 2022</b>	<b>75.8</b>	<b>\$ 723.8</b>	<b>\$ 812.0</b>	<b>6.9</b>	<b>\$ (297.3)</b>	<b>\$ (155.6)</b>	<b>\$ 25.1</b>	<b>\$1,108.0</b>

<sup>(1)</sup> Income tax effects were reclassified from accumulated other comprehensive loss to retained earnings due to the adoption of Accounting Standards Update (“ASU”) 2018-02 *Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. See Note 11 for more information.

See Notes to Consolidated Financial Statements

**HILLENBRAND, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
*(in millions, except share and per share data)*

## 1. Background

Hillenbrand, Inc. is a global industrial company with multiple leading brands that serve a wide variety of industries around the world. The Company strives to provide superior return for our shareholders, exceptional value for our customers, and great professional opportunities for our employees, and to be responsible to our communities through deployment of the Hillenbrand Operating Model (“HOM”). The HOM is a consistent and repeatable framework designed to produce sustainable and predictable results. The HOM describes the Company’s mission, vision, values, and mindset as leaders; applies our management practices in Strategy Management, Segmentation, Lean, Talent Development, and Acquisitions; and prescribes three steps (Understand, Focus, and Grow) designed to make the Company’s businesses both bigger and better. The Company’s goal is to continue developing Hillenbrand as a world-class global industrial company through the deployment of the HOM.

Hillenbrand’s portfolio is composed of three reportable operating segments: Advanced Process Solutions, Molding Technology Solutions, and Batesville®. Advanced Process Solutions is a leading global provider of compounding, extrusion, and material handling, screening and separating equipment and systems, and services for a wide variety of manufacturing and other industrial processes. Molding Technology Solutions is a global leader in highly engineered and customized equipment and systems in plastic technology and processing. Batesville is a recognized leader in the death care industry in North America. “Hillenbrand,” the “Company,” “we,” “us,” “our,” and similar words refer to Hillenbrand and its subsidiaries unless context otherwise requires.

As a result of the Russian Federation’s invasion of Ukraine in February 2022 (the “Ukraine War”), various nations, including the U.S., have instituted economic sanctions and other responsive measures, which have resulted in an increased level of global economic and political uncertainty. Any such geopolitical instability and uncertainty could have a negative impact on our ability to sell to, ship products to, collect payments from, and support customers in certain regions. The effects of the Ukraine War and such associated measures on management’s estimates and consolidated results of operations through September 30, 2022, are reflected in the Consolidated Financial Statements. As of and for the year-end September 30, 2022, the effects of the Ukraine War have not had a material impact on the Consolidated Financial Statements.

In addition, it has now been more than two years since March 11, 2020, when the World Health Organization declared the outbreak of the novel strain of coronavirus (“COVID-19”) a global pandemic and recommended containment and mitigation measures worldwide. The effects of the COVID-19 pandemic and such associated measures on management’s estimates and consolidated results of operations through September 30, 2022 are reflected in the Consolidated Financial Statements. Given the unprecedented nature of the COVID-19 pandemic, the Company cannot reasonably estimate the full extent of the impact that the COVID-19 pandemic will continue to have on its consolidated financial condition, and the consolidated results of operations, and cash flows in the foreseeable future. The ultimate impact of the COVID-19 pandemic on the Company is highly uncertain and will depend on future developments, and such impacts could exist for an extended period of time, even after the COVID-19 pandemic subsides or if variant strains of the virus further impacts the global economy or the Company. Events and changes in circumstances arising after September 30, 2022, including those resulting from the COVID-19 pandemic and Ukraine War, will be reflected in management’s estimates for future periods in subsequent periodic filings.

## 2. Summary of Significant Accounting Policies

**Basis of presentation** — The accompanying Consolidated Financial Statements include the accounts of Hillenbrand and its subsidiaries. They also include two subsidiaries where the Company’s ownership percentage is less than 100%. The portion of the businesses that are not owned by the Company is presented as noncontrolling interests within equity in the Consolidated Balance Sheets. Income attributable to the noncontrolling interests is separately reported within the Consolidated Statements of Operations. All significant intercompany accounts and transactions have been eliminated.

**Use of estimates** — The Company prepared the Consolidated Financial Statements in conformity with U.S. generally accepted accounting principles (“GAAP”). GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of net revenue and expenses during the reporting period. The Company’s results are affected by economic, political, legislative, regulatory and legal actions. Economic conditions, such as recessionary trends, inflation, interest and monetary exchange rates, government fiscal policies, government policies surrounding the containment of

the COVID-19 pandemic and changes in the prices of raw materials, can have a significant effect on operations. Actual results could differ from those estimates.

**Foreign currency translation** — The financial statements of the Company’s foreign subsidiaries are translated into U.S. dollars using period-end exchange rates for assets and liabilities and average exchange rates for operating results. Unrealized translation gains and losses are included in accumulated other comprehensive loss in shareholders’ equity. When a transaction is denominated in a currency other than the subsidiary’s functional currency, the Company recognizes a transaction gain or loss in other income, net within the Consolidated Statements of Operations when the transaction is settled.

**Cash and cash equivalents** include short-term investments with original maturities of three months or less. The carrying amounts reported in the Consolidated Balance Sheets for cash and cash equivalents are valued at cost, which approximates their fair value.

**Trade receivables** are recorded at the invoiced amount and generally do not bear interest, unless they become past due. The allowance for doubtful accounts is a best estimate of the amount of probable credit losses and collection risk in the existing trade receivables portfolio. The allowance for cash discounts is based upon historical experience and trends. Account balances are charged against the allowance when the Company believes it is probable the trade receivables will not be recovered. The Company generally holds trade receivables until they are collected. At September 30, 2022 and 2021, the Company had allowances against trade receivables of \$23.1 and \$26.0, respectively.

The Company specifically considered the impact of the Ukraine War and the COVID-19 pandemic on its trade receivables and determined there was no material impact on existing trade receivables at September 30, 2022 or 2021.

**Inventories** are valued at the lower of cost or net realizable value. Inventory costs that are determined by the last-in, first-out (“LIFO”) method represented approximately 10% of inventories at both September 30, 2022 and 2021. Costs of remaining inventories have been determined principally by the first-in, first-out (“FIFO”) and average cost methods. If the FIFO method of inventory accounting, which approximates current cost, had been used for inventories accounted for using the LIFO method, those inventories would have been \$22.7 and \$16.2 higher than reported at September 30, 2022 and 2021, respectively. Inventories are comprised of the following amounts:

	September 30,	
	2022	2021
Raw materials and components	\$ 216.8	\$ 153.1
Work in process	116.7	104.0
Finished goods	200.3	154.5
Total inventories	<u>\$ 533.8</u>	<u>\$ 411.6</u>

The Company specifically considered the impact of the Ukraine War and the COVID-19 pandemic on its inventories, and determined there was no material impact on existing inventories at September 30, 2022 or 2021.

**Property, plant, and equipment** are carried at cost less accumulated depreciation. Depreciation is computed using principally the straight-line method based on estimated useful lives of three to 50 years for buildings and improvements and three to 25 years for machinery and equipment. Major improvements that extend the useful lives of such assets are capitalized while expenditures for maintenance, repairs, and minor improvements are expensed as incurred. Upon disposal or retirement, the cost and accumulated depreciation of assets are eliminated. Any gain or loss is reflected within other income, net on the Consolidated Statements of Operations. The Company reviews these assets for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss would be recognized when estimated future undiscounted cash flows relating to the asset (i.e. fair value) are less than its carrying amount. The impairment loss is measured as the amount by which the carrying amount of an asset exceeds its fair value. There was no impairment loss during the years ended September 30, 2022, 2021, or 2020. Total depreciation expense for the years ended September 30, 2022, 2021, and 2020 was \$51.2, \$56.1, and \$55.7, respectively. Property, plant, and equipment are summarized as follows:

	September 30, 2022		September 30, 2021	
	Cost	Accumulated Depreciation	Cost	Accumulated Depreciation
Land and land improvements	\$ 26.7	\$ (4.3)	\$ 26.2	\$ (3.8)
Buildings and building equipment	165.8	(84.8)	164.7	(79.1)
Machinery and equipment	500.9	(323.3)	485.8	(298.7)
Total	<u>\$ 693.4</u>	<u>\$ (412.4)</u>	<u>\$ 676.7</u>	<u>\$ (381.6)</u>

**Goodwill** is not amortized, but is tested for impairment at least annually, or on an interim basis upon the occurrence of triggering events or substantive changes in circumstances. Goodwill has been assigned to reporting units. The Company assesses the carrying value of goodwill annually, or more often if events or changes in circumstances indicate there may be impairment. Impairment testing is performed at a reporting unit level.

The following table summarizes the changes in the Company's goodwill, by reportable operating segment, for the years ended September 30, 2022 and 2021:

	Advanced Process Solutions	Molding Technology Solutions	Batesville	Total
Balance September 30, 2020	\$ 485.1	\$ 644.4	\$ 8.3	\$ 1,137.8
Acquisitions <sup>(1)</sup>	—	19.6	—	19.6
Foreign currency adjustments	(0.2)	11.4	—	11.2
Balance September 30, 2021	484.9	675.4	8.3	1,168.6
Acquisitions <sup>(2)</sup>	74.9	—	—	74.9
Foreign currency adjustments	(43.8)	(40.3)	—	(84.1)
Balance September 30, 2022	<u>\$ 516.0</u>	<u>\$ 635.1</u>	<u>\$ 8.3</u>	<u>\$ 1,159.4</u>

<sup>(1)</sup> Final measurement period adjustments related to acquisition of Milacron Holdings Corp ("Milacron") in fiscal 2020.

<sup>(2)</sup> See Note 4 for further information on the acquisitions of Gabler Engineering GmbH and affiliate ("Gabler") and Herbold Meckesheim GmbH ("Herbold").

#### *Annual impairment assessment*

Testing for impairment of goodwill and indefinite-lived intangible assets must be performed annually, or on an interim basis upon the occurrence of triggering events or substantive changes in circumstances that indicate that the fair value of the asset or reporting unit may have decreased below the carrying value.

The Company performed its annual July 1 goodwill and indefinite-lived intangible asset impairment assessments for all reporting units. For all reporting units, the fair value was determined to exceed the carrying value, resulting in no impairment to goodwill as part of this test for the years ended September 30, 2022 and 2021. As a result of the Milacron acquisition in fiscal 2020, there is less cushion, or headroom, for the reporting units with the Molding Technology Solutions reportable operating segment. The estimated fair value, as calculated at July 1, 2022, for all three reporting units within the Molding Technology Solutions reportable operating segment ranged from approximately 13% to 54% greater than their carrying value (9% to 45% at the previous impairment assessment date).

Determining the fair value of a reporting unit requires the Company to make significant judgments, estimates, and assumptions. The Company believes these estimates and assumptions are reasonable. However, future changes in the judgments, assumptions and estimates that are used in the impairment testing for goodwill, including discount and tax rates and future cash flow projections, could result in significantly different estimates of the fair values.

The key assumptions for the market and income approaches we use to determine fair value of our reporting units are updated at least annually. Those assumptions and estimates include macroeconomic conditions, competitive activities, cost containment, achievement of synergy initiatives, market data and market multiples, discount rates, and terminal growth rates, as well as future levels of net revenue growth and operating margins, which are based upon the Company's strategic plan. The strategic plan is updated as part of its annual planning process and is reviewed and approved by management and the Board of Directors. The strategic plan may be revised as necessary during a fiscal year, based on changes in market conditions or other changes in the reporting units. The discount rate assumption is based on the overall after-tax rate of return required by a market participant whose weighted-average cost of capital includes both equity and debt, including a risk premium. The discount rates may be



impacted by adverse changes in the macroeconomic environment, volatility in the equity and debt markets or other factors. While the Company can implement and has implemented certain strategies to address these events, changes in operating plans or adverse changes in the future could reduce the underlying cash flows used to estimate reporting unit fair values and could result in a decline in fair value that would trigger a future material impairment charge of the reporting units' goodwill balance.

Although there are always changes in assumptions to reflect changing business and market conditions, our overall valuation methodology and the types of assumptions we use have remained consistent. While we use the best available information to prepare the cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances.

The Company is required to provide additional disclosures about fair value measurements as part of the Consolidated Financial Statements for each major category of assets and liabilities measured at fair value on a nonrecurring basis (including impairment assessments). Goodwill and indefinite-lived intangible assets were valued using Level 3 inputs, which are unobservable by nature, and included internal estimates of future cash flows (income approach). Significant increases (decreases) in any of those unobservable inputs in isolation would result in a significantly higher (lower) fair value measurement.

#### *Impairment recorded in 2020*

##### *Fourth quarter of 2020*

During the fourth quarter of 2020, the Company announced that it had initiated a plan to divest the TerraSource Global ("TerraSource") and flow control businesses, which included the Red Valve business ("Red Valve") and Abel Pumps business ("ABEL"), which operated within the Advanced Process Solutions reportable operating segment, as these businesses were no longer considered a strategic fit with the Company's long-term growth plan and operational objectives. The Company had determined that these businesses met the criteria to be classified as held for sale, and therefore classified the related assets and liabilities as held for sale. As a result of classifying these reporting units within the Advanced Process Solutions reportable operating segment as held for sale at September 30, 2020, the Company recorded a goodwill impairment of \$16.9 during the fourth quarter of 2020.

##### *Second quarter of 2020*

In connection with the preparation of the Consolidated Financial Statements for the second quarter of 2020, an interim impairment assessment was performed for select reporting units within the Advanced Process Solutions and Molding Technology Solutions reportable operating segments as a result of certain triggering events and changes in circumstances discussed in detail below. Additionally, based on the macroeconomic factors below, as well as the decline in the Company's common stock price during the second quarter of 2020, the Company performed a qualitative review for all remaining reporting units and determined that those reporting units did not require an interim impairment test as it was more likely than not that the current fair value of those reporting units exceeded their carrying value, based on their current and projected financial performance as well as the headroom from previous goodwill impairment tests.

For certain reporting units within the Advanced Process Solutions reportable operating segment, an interim impairment review was triggered during the second quarter of 2020 by the Company's decision to redirect its strategic investments as it remained focused on deleveraging following two major events: (1) the continued evaluation of the Company's operations following the acquisition of Milacron completed on November 21, 2019, and (2) adverse macroeconomic conditions primarily driven by the COVID-19 pandemic. In connection with these events, the Company made the decision to limit its future strategic investment in its two reporting units that primarily sell and manufacture products in the flow control sector. The decision to limit future investment, as well as the Company's updated forecasts, which considered the impact of the COVID-19 pandemic, reduced those reporting units' anticipated annual revenue growth rates and corresponding profitability and cash flows. The annual revenue growth rates utilized in the Company's fair value estimate were consistent with the reporting units' operating plans. As a result of the change to expected future cash flows, along with comparable fair value information, the Company concluded that the carrying value for these reporting units exceeded their fair value, resulting in goodwill impairment charges of \$72.3 during the second quarter of 2020. The pre-impairment goodwill balance for these reporting units was \$95.2. Additionally, under the relief-from-royalty fair value method, the Company concluded that the carrying value of a trade name associated with one of these reporting units exceeded its fair value. As a result, an impairment charge of \$0.7 was recorded for this trade name during the second quarter of 2020. The pre-impairment balance for this trade name was \$4.4.

For the reporting units within the Molding Technology Solutions reportable operating segment, an interim impairment review was triggered during the second quarter of 2020, due to adverse macroeconomic conditions primarily driven by the COVID-19

pandemic. Subsequent to the Company completing the acquisition of Milacron on November 21, 2019, the Company revised its forecasts for all reporting units within the Molding Technology Solutions reportable operating segment due to the deterioration in the overall global economy largely as a result of the COVID-19 pandemic. As a result of the decline in forecasted net revenue, under the relief-from-royalty fair value method, the Company concluded that the carrying value of certain trade names and technology associated with these reporting units exceeded their fair value. As a result, impairment charges of \$9.5 were recorded for these intangible assets during the second quarter of 2020. The pre-impairment balance for these intangible assets was \$125.0.

The impairment charges to goodwill and the intangible assets were nondeductible for tax purposes. The following table summarizes the impairment charges during the second quarter of 2020 by reportable operating segment recorded by the Company during the year ended September 30, 2020:

	Advanced Process Solutions	Molding Technology Solutions	Total
Goodwill	\$ 72.3	\$ —	\$ 72.3
Trade names	0.7	7.9	8.6
Technology, including patents	—	1.6	1.6
Total	<u>\$ 73.0</u>	<u>\$ 9.5</u>	<u>\$ 82.5</u>

**Intangible assets** are stated at the lower of cost or fair value. With the exception of certain trade names, intangible assets are amortized on a straight-line basis over periods ranging from three to 21 years, representing the period over which the Company expects to receive future economic benefits from these intangible assets. The Company assesses the carrying value of indefinite-lived trade names annually, or more often if events or changes in circumstances indicate there may be impairment. Estimated amortization expense related to intangible assets for the next five years is: \$52.8 in 2023, \$52.6 in 2024, \$49.9 in 2025, \$49.1 in 2026, and \$49.3 in 2027.

	September 30, 2022		September 30, 2021	
	Cost	Accumulated Amortization	Cost	Accumulated Amortization
Finite-lived assets:				
Customer relationships	740.6	(222.0)	798.8	(195.4)
Technology, including patents	132.9	(68.4)	137.6	(62.7)
Software	72.2	(62.1)	68.3	(59.4)
	<u>945.7</u>	<u>(352.5)</u>	<u>1,004.7</u>	<u>(317.5)</u>
Indefinite-lived assets:				
Trade names	217.5	—	226.6	—
Total	<u>\$ 1,163.2</u>	<u>\$ (352.5)</u>	<u>\$ 1,231.3</u>	<u>\$ (317.5)</u>

The net change in intangible assets during the years ended September 30, 2022 and 2021, was driven primarily by amortization and foreign currency adjustments.

#### *Annual impairment assessment*

As a result of the required annual impairment assessment performed in the fourth quarter of 2022 and 2021, as discussed in the goodwill section above, the fair value of indefinite-lived trade names was determined to exceed the carrying value for all indefinite-lived trade names, resulting in no impairment to indefinite-lived trade names as a result of the annual impairment tests during the years ended September 30, 2022 and 2021. The key assumptions used to determine the fair value of the Company's indefinite-lived trade names are consistent with those described in the Goodwill section above.

#### *Impairment recorded in 2020*

Impairment charges of \$10.2 were recorded to indefinite-lived intangible assets as a result of an interim impairment review triggered during the second quarter of 2020. See discussion of interim impairment assessments in the Goodwill section above for further information on the impairment charges.

**Environmental liabilities** — Expenditures that relate to an existing condition caused by past operations which do not contribute to current or future net revenue generation are expensed. A reserve is established when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These reserves are determined without consideration of possible loss recoveries. Based on consultations with an environmental engineer, the range of liability is estimated based on current interpretations of environmental laws and regulations. A determination is made of the specific measures that are believed to be required to remediate the site, the estimated total cost to carry out the remediation plan, and the periods in which the Company will make payments toward the remediation plan. The Company does not make an estimate of inflation for environmental matters because the number of sites is relatively small, the Company believes the magnitude of costs to execute remediation plans is not significant, and the estimated time frames to remediate sites are not believed to be lengthy.

Specific costs included in environmental expense and reserves include site assessment, remediation plan development, clean-up costs, post-remediation expenditures, monitoring, fines, penalties, and legal fees. The amount reserved represents the expected undiscounted future cash outflows associated with such plans and actions and the Company believes is not significant to Hillenbrand.

**Self-insurance** — The Company is self-funded up to certain limits in the U.S. for product and general liability, workers compensation, and auto liability insurance programs, as well as certain employee health benefits including medical, drug, and dental. Claims covered by insurance have in most instances deductibles and self-funded retentions up to \$0.5 per occurrence, depending upon the type of coverage and policy period. The Company's policy is to estimate reserves for product and general liability, workers compensation, and auto liability based upon a number of factors, including known claims, estimated incurred but not reported claims, and outside actuarial analysis. The outside actuarial analysis is based on historical information along with certain assumptions about future events. These reserves are classified as other current liabilities and other long-term liabilities within the Consolidated Balance Sheets.

**Pension and postretirement benefit plans** — We sponsor retirement and postretirement benefit plans covering some of our employees. The funded status of the Company's retirement and postretirement benefit plans is recognized in the Consolidated Balance Sheets. The funded status is measured as the difference between the fair value of plan assets and the benefit obligation at September 30, the measurement date. For defined benefit retirement plans, the benefit obligation is the projected benefit obligation ("PBO") and for the other postretirement benefit plans, the benefit obligation is the accumulated postretirement benefit obligation ("APBO"). The PBO represents the actuarial present value of benefits expected to be paid upon retirement based on estimated future compensation levels. The APBO represents the actuarial present value of postretirement benefits attributed to employee services already rendered. The measurement of the benefit obligation is based on the Company's estimates and actuarial valuations. These valuations reflect the terms of the plans and use participant-specific information such as compensation, age and years of service, as well as certain key assumptions that require significant judgment, including, but not limited to, estimates of discount rates, expected return on plan assets, rate of compensation increases, interest rates and mortality rates. The Company recognizes the change in the fair value of plan assets and net actuarial gains and losses annually in the fourth quarter of each fiscal year and whenever a plan is determined to qualify for a remeasurement. The remaining components of net pension (benefit) costs are recorded ratably on a quarterly basis.

**Treasury stock** consists of the Company's common shares that have been issued but subsequently reacquired. The Company accounts for treasury stock purchases under the cost method. When these shares are reissued, the Company uses an average-cost method to determine cost. Proceeds in excess of cost are credited to additional paid-in capital.

During the year ended September 30, 2022, we repurchased approximately 4,767,000 shares for approximately \$203.9 in the aggregate. Such shares were classified as treasury stock. The Company repurchased 2,792,205 shares of common stock during 2021, at a total cost of \$121.1. There were no shares repurchased during fiscal 2020. During the years ended September 30, 2022, 2021, and 2020, there were shares of approximately 1,000,000, 700,000, and 200,000, respectively, issued from treasury stock under stock compensation programs.

**Preferred stock** — The Company has authorized 1,000,000 shares of preferred stock (no par value), of which no shares were issued or outstanding at September 30, 2022 and 2021.

**Accumulated other comprehensive loss** — includes all changes in Hillenbrand shareholders' equity during the period except those that resulted from investments by or distributions to shareholders. Accumulated other comprehensive loss was comprised of the following amounts as of:

	September 30,	
	2022	2021
Currency translation	\$ (113.7)	\$ 13.1
Pension and postretirement (net of taxes of \$11.9 and \$17.8)	(32.8)	(49.2)
Unrealized loss on derivative instruments (net of taxes of \$1.2 and \$0.7)	(9.1)	(10.2)
Accumulated other comprehensive loss	<u>\$ (155.6)</u>	<u>\$ (46.3)</u>

**Revenue recognition** — Net revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring goods or providing services and is recognized when performance obligations are satisfied under the terms of contracts with customers.

A performance obligation is deemed to be satisfied by the Company when control of the product or service is transferred to the customer. The transaction price of a contract, or the amount the Company expects to receive upon satisfaction of the performance obligation, is determined by reference to the contract's terms and includes adjustments, if applicable, for any variable consideration, such as sales discounts, customer rebates, and sales incentives, all of which require us to make estimates for the portion of these allowances that have yet to be credited or paid to our customers. We estimate these allowances using the expected value method, which is based upon historical rates and projections of customer purchases toward contractual rebate or incentive thresholds. If a contract contains more than one distinct performance obligation, the transaction price is allocated to each performance obligation based on the standalone selling price of each performance obligation; however, these situations do not occur frequently and are not material to the Consolidated Financial Statements, as our contracts generally include one performance obligation for the transfer of goods or services.

The timing of revenue recognition for the contract's performance obligation is either over time or at a point in time. We recognize revenue over time for contracts that have an enforceable right to collect payment for performance completed to date upon customer cancellation and provide one or more of the following: (i) service over a period of time, (ii) highly customized equipment, or (iii) parts which are highly engineered and have no alternative use. Net revenue generated from standard equipment and highly customized equipment or parts contracts without an enforceable right to payment for performance completed to date, as well as non-specialized parts sales and sales of death care products, is recognized at a point in time.

We use the input method of "cost-to-cost" to recognize net revenue over time. Accounting for these contracts involves management judgment in estimating total contract revenue and cost. Contract revenue is largely determined by negotiated contract prices and quantities, modified by our assumptions regarding contract options, change orders, and incentive and award provisions associated with technical performance clauses. Contract costs are incurred over longer periods of time and, accordingly, the estimation of these costs requires judgment. We measure progress based on costs incurred to date relative to total estimated cost at completion. Incurred cost represents work performed, which corresponds with, and we believe thereby best depicts, the transfer of control to the customer. Contract costs include labor, material, and certain overhead expenses. Cost estimates are based on various assumptions to project the outcome of future events, including labor productivity and availability, the complexity of the work to be performed, the cost of materials, and the performance of suppliers and subcontractors. Significant factors that influence these estimates include inflationary trends, technical and schedule risk, internal and subcontractor performance trends, business volume assumptions, asset utilization, and anticipated labor agreements. Revenue and cost estimates are regularly monitored and revised based on changes in circumstances. Anticipated losses on long-term manufacturing contracts are recognized immediately when such losses become evident. We maintain financial controls over the customer qualification, contract pricing, and estimation processes designed to reduce the risk of contract losses.

Standalone service revenue is recognized either over time proportionately over the period of the underlying contract or as invoiced, depending on the terms of the arrangement. Standalone service revenue is not material to the Company.

#### *Contract balances*

In the Advanced Process Solutions and Molding Technology Solutions reportable operating segments, the Company often requires an advance deposit based on the terms and conditions of contracts with customers for many of its contracts. Payment terms generally require an upfront payment at the start of the contract, and the remaining payments during the contract or within a certain number of days of delivery. Typically, net revenue is recognized within one year of receiving an advance deposit. For certain contracts within the Advanced Process Solutions reportable operating segment where an advance payment is received

greater than one year from expected net revenue recognition, or a portion of the payment due extends beyond one year, the Company has determined it does not constitute a significant financing component.

The timing of revenue recognition, billings, and cash collections can result in trade receivables, advance payments, and billings in excess of revenue recognized. Customer receivables include amounts billed and currently due from customers and are included in trade receivables, net, as well as unbilled amounts (contract assets) which are included in receivables from long-term manufacturing contracts on the Consolidated Balance Sheets. Amounts are billed in accordance with contractual terms or as work progresses in accordance with contractual terms. Unbilled amounts arise when the timing of billing differs from the timing of net revenue recognized, such as when contract provisions require specific milestones to be met before a customer can be billed. Unbilled amounts primarily relate to performance obligations satisfied over time when the cost-to-cost method is used and the revenue recognized exceeds the amount billed to the customer as there is not yet a right to payment in accordance with contractual terms. Unbilled amounts are recorded as a contract asset when the net revenue associated with the contract is recognized prior to billing and derecognized when billed in accordance with the terms of the contract. Trade receivables are recorded at face amounts and represent the amounts the Company believes to be collectible. The Company maintains an allowance for doubtful accounts for estimated losses as a result of customers' inability to make required payments. Management evaluates the aging of the trade receivable balances, the financial condition of its customers, historical trends and the time outstanding of specific balances to estimate the amount of trade receivables that may not be collected in the future, and records the appropriate provision.

Advance payments and billings in excess of net revenue recognized are included in liabilities from long-term manufacturing contracts and advances on the Consolidated Balance Sheets. Advance payments and billings in excess of net revenue recognized represent contract liabilities and are recorded when customers remit contractual cash payments in advance of us satisfying performance obligations under contractual arrangements, including those with performance obligations satisfied over time. Billings in excess of net revenue recognized primarily relate to performance obligations satisfied over time when the cost-to-cost method is used and revenue cannot yet be recognized as the Company has not completed the corresponding performance obligation. Contract liabilities are derecognized when net revenue is recognized and the performance obligation is satisfied.

The balance in receivables from long-term manufacturing contracts at September 30, 2022 and 2021 was \$213.3 and \$121.9, respectively. The change was driven by the impact of net revenue recognized prior to billings. The balance in the liabilities from long-term manufacturing contracts and advances at September 30, 2022 and 2021 was \$290.3 and \$296.6, respectively, and consists primarily of cash payments received or due in advance of satisfying performance obligations. The net revenue recognized for the years ended September 30, 2022 and 2021 related to liabilities from long-term manufacturing contracts and advances as of September 30, 2021 and 2020 was \$203.8 and \$154.2, respectively. During the years ended September 30, 2022, 2021, and 2020, the adjustments related to performance obligations satisfied in previous periods were immaterial.

Costs incurred to obtain a customer contract are not material to the Company. The Company elected to apply the practical expedient to not capitalize contract costs to obtain contracts with a duration of one year or less, which are expensed as incurred.

**Cost of goods sold** consists primarily of purchased material costs, fixed manufacturing expense, variable direct labor, and overhead costs. It also includes costs associated with the distribution and delivery of products.

**Research and development costs** are expensed as incurred as a component of operating expenses and were \$20.9, \$21.4, and \$18.6 for the years ended September 30, 2022, 2021, and 2020, respectively.

**Warranty costs** — The Company records the estimated warranty cost of a product at the time net revenue is recognized. Warranty expense is accrued based upon historical information and may also include specific provisions for known conditions. Warranty obligations are affected by actual product performance and by material usage and service costs incurred in making product corrections. The Company's warranty provision takes into account the best estimate of amounts necessary to settle future and existing claims on products sold. The Company engages in extensive product quality programs and processes in an effort to minimize warranty obligations, including active monitoring and evaluation of the quality of component suppliers. Warranty reserves were \$22.4 and \$24.2 as of September 30, 2022 and 2021, respectively. Warranty costs are recorded as a component of cost of goods sold and were \$10.6, \$13.3, and \$12.6 during the years ended September 30, 2022, 2021, and 2020, respectively.

**Income taxes** — The Company establishes deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the Consolidated Financial Statements. Deferred tax assets and liabilities are determined in part based on the differences between the accounting treatment of tax assets and liabilities under GAAP and the tax basis of assets and liabilities using statutory tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in statutory tax rates on deferred tax assets and liabilities is recognized in net income in the period that includes the

enactment date. The Company continues to assert that most of the cash at its foreign subsidiaries represents earnings considered to be permanently reinvested for which deferred taxes have not been recorded in the Consolidated Financial Statements, as the Company does not intend, nor does the Company foresee a need, to repatriate these funds. The Company continues to actively evaluate its global capital deployment and cash needs.

The Company has a variety of deferred income tax assets in numerous tax jurisdictions. The recoverability of these deferred income tax assets is assessed periodically, and valuation allowances are recognized if it is determined that it is more likely than not that the benefits will not be realized. When performing this assessment, the Company considers the ability to carryback losses to prior tax periods, future taxable income, the reversal of existing temporary differences, and tax planning strategies. The Company accounts for accrued interest and penalties related to unrecognized tax benefits in income tax expense.

**Derivative financial instruments** — The Company has hedging programs in place to manage its currency exposures. The objectives of the Company’s hedging programs are to mitigate exposures in gross margin and non-functional-currency-denominated assets and liabilities. Under these programs, the Company uses derivative financial instruments to manage the economic impact of fluctuations in currency exchange rates. These include foreign currency exchange forward contracts, which generally have terms up to 24 months. Additionally, the Company periodically enters into interest rate swaps to manage or hedge the risks associated with indebtedness and interest payments. The Company’s objectives in using these interest rate swaps are to add stability to interest expense and to manage exposure to interest rate movements.

The Company measures all derivative instruments at fair value and reports them on the Consolidated Balance Sheets as assets or liabilities. Changes in the fair value of derivatives are accounted for depending on the intended use of the derivative, designation of the hedging relationship, and whether or not the criteria to apply hedge accounting have been satisfied. If a derivative is designated as a fair value hedge, the gain or loss on the derivative and the offsetting loss or gain on the hedged asset or liability are recognized in earnings. For derivative instruments designated as a cash flow hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of accumulated other comprehensive loss and reclassified to earnings in the same period that the hedged transaction affects earnings. The portion of the gain or loss that does not qualify for hedge accounting is immediately recognized in earnings.

The aggregate notional amount of all derivative instruments was \$173.1 and \$186.4 at September 30, 2022 and 2021, respectively. The carrying value of all of the Company’s derivative instruments at fair value resulted in assets of \$3.0 and \$1.9 (included in prepaid expenses and other current assets) and liabilities of \$8.0 and \$2.5 (included in other current liabilities and other long-term liabilities) at September 30, 2022 and 2021, respectively. See Note 14 for additional information on the fair value of the Company’s derivative instruments.

#### *Foreign currency derivatives*

Contracts designated as cash flow hedges for customer orders or intercompany purchases have an offsetting tax-adjusted amount in accumulated other comprehensive loss. Foreign exchange contracts intended to manage foreign currency exposures within the Consolidated Balance Sheets have an offsetting amount recorded in other income, net. The cash flows from such hedges are presented in the same category in the Consolidated Statement of Cash Flows as the items being hedged.

#### *Interest rate swap contracts*

The Company previously entered into interest rate swap contracts to hedge the interest rate associated with the forecasted issuance of \$150.0 ten-year, fixed-rate debt. In September 2019, the Company issued \$375.0 of senior unsecured notes (the “2019 Notes” as defined in Note 6) with a term of seven years. As a result of this issuance, Hillenbrand terminated and settled the interest rate swap contracts for a cash payment of \$20.2.

Upon the issuance of the 2019 Notes, Hillenbrand determined that it was probable that the originally forecasted issuance of ten-year, fixed-rate debt would not occur. As a result, the Company accelerated the release of accumulated other comprehensive loss related to the missed forecasted transaction, resulting in a loss on settlement of \$6.4. The loss on settlement was recorded within other income, net, on the Consolidated Statements of Operations during the year ended September 30, 2020. The remaining \$13.8 is classified within accumulated other comprehensive loss and will be amortized into interest expense over the seven-year term of the 2019 Notes. As of September 30, 2022, the Company expects to reclassify amounts of \$2.0 out of accumulated other comprehensive loss into interest expense over the next twelve months related to these interest rate swap contracts.

**Business acquisitions and related business acquisition and integration costs** — Assets and liabilities associated with business acquisitions are recorded at fair value, using the acquisition method of accounting. The Company allocates the

purchase price of acquisitions based upon the fair value of each component, which may be derived from observable or unobservable inputs and assumptions. The Company generally utilizes third-party valuation specialists to assist us in this allocation. Initial purchase price allocations are preliminary and subject to revision within the measurement period, generally not to exceed one year from the date of acquisition.

Business acquisition and integration costs are expensed as incurred and are reported as a component of cost of goods sold, operating expenses, and other income, net, depending on the nature of the cost. The Company defines these costs to include finder's fees, advisory, legal, accounting, valuation, and other professional or consulting fees, as well as travel associated with investigating opportunities (including acquisition and disposition). Business acquisition and integration costs also include costs associated with acquisition tax planning, retention bonuses, and related integration costs. These costs exclude the ongoing expenses of the Company's business development department.

**Businesses and assets held for sale** — Businesses and assets held for sale represent components that meet accounting requirements to be classified as held for sale and are presented as single asset and liability amounts in the Consolidated Financial Statements with a valuation allowance, if necessary, to recognize the net carrying amount at the lower of cost or fair value, less cost to sell.

For assets (disposal group) held for sale, the disposal group as a whole is measured at the lower of its carrying amount or fair value less cost to sell after adjusting the individual assets of the disposal group, if necessary. If the carrying value of assets, after the consideration of other asset valuation guidance, exceeds fair value less cost to sell, the Company establishes a valuation adjustment which would offset the original carrying value of disposal group. This valuation adjustment would be adjusted based on subsequent changes in our estimate of fair value less cost to sell. If the fair value less cost to sell increases, the carrying amount of the long-lived assets would be adjusted upward; however, the increased carrying amount cannot exceed the carrying amount of the disposal group before the decision to dispose of the assets was made. Estimates are required to determine the fair value, the disposal costs and the time period to dispose of the assets. The estimate of fair value incorporates the transaction approach, which utilizes pricing indications derived from recent acquisition transactions involving comparable companies. Such estimates are critical in determining whether any impairment charge should be recorded and the amount of such charge if an impairment loss is deemed to be necessary. The Company reviews all businesses and assets held for sale each reporting period to determine whether the existing carrying amounts are fully recoverable in comparison to estimated fair values, less cost to sell. See Note 4 for further information.

**Restructuring costs** may occur when the Company takes action to exit or significantly curtail a part of the Company's operations or change the deployment of assets or personnel. A restructuring charge can consist of an impairment or accelerated depreciation of affected assets, severance costs associated with reductions to the workforce, costs to terminate an operating lease or contract, and charges for legal obligations for which no future benefit will be derived.

**Recently adopted accounting standards** — In December 2019, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*. ASU 2019-12 clarifies and simplifies accounting for income taxes by eliminating certain exceptions for intraperiod tax allocation principles, the methodology for calculating income tax rates in an interim period, and recognition of deferred taxes for outside basis differences in an investment, among other updates. ASU 2019-12 became effective for the Company's fiscal year beginning on October 1, 2021. The adoption of ASU 2019-12 did not have a material impact on the Consolidated Financial Statements.

In October 2021, the FASB issued ASU 2021-08, *Business Combinations (Topic 805) - Accounting for Contract Assets and Contract Liabilities from Contracts with Customers*. ASU 2021-08 requires companies to apply ASC 606, Revenue from Contracts with Customers, to recognize and measure contract assets and contract liabilities from contracts with customers acquired in a business combination. This generally will result in an acquirer recognizing contract assets and contract liabilities at amounts consistent with those recorded by the acquiree immediately before the acquisition as compared to the ASC 805, *Business Combinations* requirement that an acquirer recognize and measure the assets it acquires and liabilities it assumes at fair value on the acquisition date. ASU 2021-08 is effective for the Company's fiscal year beginning October 1, 2023, with early adoption permitted. The Company elected to early adopt ASU 2021-08, and applied it to all acquisitions executed in the current year, as applicable.

No other new accounting pronouncements recently adopted or issued had or are expected to have a material impact on the Consolidated Financial Statements.

### 3. Revenue Recognition

Net revenue includes gross revenue less sales discounts, customer rebates, and sales incentives, all of which require the Company to make estimates for the portion of these allowances that have yet to be credited or paid to customers. The Company estimates these allowances using the expected value method, which is based upon historical rates and projections of customer purchases toward contractual rebate thresholds.

#### *Transaction price allocated to the remaining performance obligations*

As of September 30, 2022, the aggregate amount of transaction price of remaining performance obligations, which corresponds to backlog, as defined in Part II, Item 7 of this Form 10-K, for the Company was \$1,762.0. Approximately 75% of these remaining performance obligations are expected to be satisfied over the next twelve months, and the remaining performance obligations, primarily within one to three years.

#### *Disaggregation of net revenue*

The following tables present net revenue by end market:

End Market	Year Ended September 30, 2022				Year Ended September 30, 2021			
	Advanced Process Solutions	Molding Technology Solutions	Batesville	Total	Advanced Process Solutions	Molding Technology Solutions	Batesville	Total
Plastics	\$ 925.2	\$ —	\$ —	\$ 925.2	\$ 869.2	\$ —	\$ —	\$ 869.2
Automotive	—	196.7	—	196.7	—	171.8	—	171.8
Chemicals	101.0	—	—	101.0	85.6	—	—	85.6
Consumer goods	—	159.4	—	159.4	—	156.3	—	156.3
Food and pharmaceuticals	91.1	—	—	91.1	90.3	—	—	90.3
Custom molders	—	143.9	—	143.9	—	142.5	—	142.5
Packaging	—	130.3	—	130.3	—	131.5	—	131.5
Construction	—	121.3	—	121.3	—	108.0	—	108.0
Minerals	49.3	—	—	49.3	50.5	—	—	50.5
Electronics	—	77.6	—	77.6	—	72.7	—	72.7
Medical	—	82.2	—	82.2	—	86.0	—	86.0
Death care	—	—	625.6	625.6	—	—	623.4	623.4
Other industrial	103.2	134.1	—	237.3	150.1	126.9	—	277.0
Total	<u>\$ 1,269.8</u>	<u>\$ 1,045.5</u>	<u>\$ 625.6</u>	<u>\$ 2,940.9</u>	<u>\$ 1,245.7</u>	<u>\$ 995.7</u>	<u>\$ 623.4</u>	<u>\$ 2,864.8</u>



The following tables present net revenue by geographical market:

	Year Ended September 30, 2022				Year Ended September 30, 2021			
	Advanced Process Solutions	Molding Technology Solutions	Batesville	Total	Advanced Process Solutions	Molding Technology Solutions	Batesville	Total
<b>Geographical Markets</b>								
Americas	\$ 308.4	\$ 583.0	\$ 625.6	\$ 1,517.0	\$ 327.2	\$ 532.4	\$ 623.4	\$ 1,483.0
Asia	646.5	308.1	—	954.6	568.3	296.2	—	864.5
Europe, the Middle East, and Africa	314.9	154.4	—	469.3	350.2	167.1	—	517.3
Total	<u>\$ 1,269.8</u>	<u>\$ 1,045.5</u>	<u>\$ 625.6</u>	<u>\$ 2,940.9</u>	<u>\$ 1,245.7</u>	<u>\$ 995.7</u>	<u>\$ 623.4</u>	<u>\$ 2,864.8</u>

The following tables present net revenue by products and services:

	Year Ended September 30, 2022				Year Ended September 30, 2021			
	Advanced Process Solutions	Molding Technology Solutions	Batesville	Total	Advanced Process Solutions	Molding Technology Solutions	Batesville	Total
<b>Products and Services</b>								
Equipment	\$ 892.8	\$ 718.2	\$ —	\$ 1,611.0	\$ 862.2	\$ 666.0	\$ —	\$ 1,528.2
Parts and services	377.0	261.9	—	638.9	383.5	262.7	—	646.2
Death care	—	—	625.6	625.6	—	—	623.4	623.4
Other	—	65.4	—	65.4	—	67.0	—	67.0
Total	<u>\$ 1,269.8</u>	<u>\$ 1,045.5</u>	<u>\$ 625.6</u>	<u>\$ 2,940.9</u>	<u>\$ 1,245.7</u>	<u>\$ 995.7</u>	<u>\$ 623.4</u>	<u>\$ 2,864.8</u>

The following tables present net revenue by timing of transfer:

	Year Ended September 30, 2022				Year Ended September 30, 2021			
	Advanced Process Solutions	Molding Technology Solutions	Batesville	Total	Advanced Process Solutions	Molding Technology Solutions	Batesville	Total
<b>Timing of Transfer</b>								
Point in time	\$ 573.4	\$ 1,001.5	\$ 625.6	\$ 2,200.5	\$ 611.2	\$ 993.6	\$ 623.4	\$ 2,228.2
Over time	696.4	44.0	—	740.4	634.5	2.1	—	636.6
Total	<u>\$ 1,269.8</u>	<u>\$ 1,045.5</u>	<u>\$ 625.6</u>	<u>\$ 2,940.9</u>	<u>\$ 1,245.7</u>	<u>\$ 995.7</u>	<u>\$ 623.4</u>	<u>\$ 2,864.8</u>

#### 4. Acquisitions and Divestitures

##### *Acquisition of Herbold Meckesheim GmbH*

On August 31, 2022, the Company completed the acquisition of Herbold for \$77.7 (€77.5) in cash, pursuant to the definitive agreement dated June 30, 2022. Based in Meckesheim, Germany, Herbold is a leader in recycling systems, specializing in key process steps such as washing, separating, drying, shredding, and pulverizing.

##### *Preliminary Purchase Price Allocation and Other Items*

The determination of the preliminary purchase price allocation to specific assets acquired and liabilities assumed is incomplete for Herbold at this time, given the timing of the close of the transaction. It is anticipated that the majority of the purchase price allocation will ultimately be assigned to the fair value of the acquired property, plant and equipment, working capital assets and liabilities, identifiable intangible assets, and goodwill. The preliminary purchase price allocation will change in future periods as the fair value estimates of assets and liabilities and the valuation of the related tax assets and liabilities are completed. Any necessary adjustments will be finalized within one year from the date of acquisition. The Company expects to continue to obtain information for the purpose of determining the fair value of the assets acquired and liabilities assumed at the acquisition date throughout the remainder of the measurement period. Based on current fair value estimates and the timing of the close of

the transaction, the preliminary purchase price for Herbold has been allocated to individual assets acquired and liabilities assumed as follows:

<b>Assets acquired:</b>	
Current assets	\$ 38.2
Property, plant, and equipment	4.7
Goodwill	69.3
Other assets	5.3
Total assets acquired	<u>\$ 117.5</u>
<b>Liabilities assumed:</b>	
Current liabilities	33.9
Other long-term liabilities	5.9
Total liabilities assumed	<u>\$ 39.8</u>
<b>Net assets acquired</b>	<u><u>\$ 77.7</u></u>

The acquisition of Herbold advances the Company's long term growth strategy into the key end market of recycling. Herbold offers highly complementary technologies to Hillenbrand's Coperion branded products and enhances the Company's offering of complete recycling solutions. The Company incurred \$1.8 in acquisition expenses related to the Herbold acquisition which are included in operating expenses in the Consolidated Statements of Operations during the year ended September 30, 2022. Goodwill is not expected to be deductible for tax purposes

The results of Herbold are reported in the Advanced Process Solutions reportable operating segment and are not material to the Consolidated Financial Statements for the year ended September 30, 2022.

#### ***Acquisition of Gabler Engineering GmbH***

On June 30, 2022, the Company completed the acquisition of Gabler for \$12.9 (€12.6) in cash. Gabler, based in Malsch, Germany, specializes in the design, engineering, manufacturing, and implementation of plants and equipment for the confectionery and pharmaceutical industries. The determination of the preliminary purchase price allocation to specific assets acquired and liabilities assumed is incomplete for Gabler. It is anticipated that the majority of the preliminary purchase price allocation will be assigned to the fair value of the acquired property, plant and equipment, working capital assets and liabilities, and residual goodwill (which is currently estimated to be approximately \$5.0). Goodwill is not expected to be deductible for tax purposes. The results of Gabler are reported in the Advanced Process Solutions reportable operating segment and are not material to the Consolidated Financial Statements for the year ended September 30, 2022.

#### ***Supplemental Pro Forma Information***

The supplemental pro forma financial information presented below is for illustrative purposes only and is not necessarily indicative of the financial position or results of operations that would have been realized if the Milacron, Gabler and Herbold acquisitions had been completed on October 1, 2019, does not reflect synergies that might have been achieved, nor is it indicative of future operating results or financial position. The pro forma adjustments are based upon currently available information and certain assumptions that Hillenbrand believes are reasonable under the circumstances.

The supplemental pro forma financial information for the periods presented is as follows:

	<b>Year Ended September 30,</b>		
	<b>2022</b>	<b>2021</b>	<b>2020</b>
Net revenue	\$ 3,008.5	\$ 2,924.7	\$ 2,684.8
Net income attributable to Hillenbrand	214.5	253.3	0.6
Net income attributable to Hillenbrand — per share of common stock:			
Basic earnings per share	\$ 2.99	\$ 3.38	\$ 0.01
Diluted earnings per share	\$ 2.97	\$ 3.36	\$ 0.01

### *Assets and liabilities held for sale*

During the fourth quarter of 2020, the Company announced that it had initiated a plan to divest the TerraSource and flow control businesses, which included Red Valve and ABEL, which operated within the Advanced Process Solutions reportable operating segment, as these businesses were no longer considered a strategic fit with the Company's long-term growth plan and operational objectives. As discussed below, the Company completed the divestitures of Red Valve on December 31, 2020, ABEL on March 10, 2021, and TerraSource on October 22, 2021. The Company had determined that these businesses met the criteria to be classified as held for sale, and therefore classified the related assets and liabilities as held for sale on the Consolidated Balance Sheets in periods prior to their completed sale.

During the second quarter of 2020, the Company performed an interim impairment review for certain of these businesses and recognized impairment charges of \$73.0 to goodwill and trade names (see Note 2 for further information). Consistent with the Company's historical practice, the valuation methodology for purposes of the interim impairment review was based on an equal weighting of both the market and income approaches. As a result of classifying these assets and liabilities as held for sale during the fourth quarter of 2020, the Company recognized a valuation adjustment, as necessary, to recognize the net carrying amount at the lower of cost or fair value, less estimated costs to sell. For determining the fair value of these businesses, the Company incorporated the transaction approach, which utilizes pricing indications derived from recent acquisition transactions involving comparable companies. During the fourth quarter of 2020, the Company recognized a non-cash charge of \$62.3, which included a goodwill impairment of \$16.9 and a valuation adjustment of \$45.4, to recognize the assets of these businesses at fair value less estimated costs to sell. During the fourth quarter of 2021, the Company signed a definitive agreement to sell TerraSource, and as a result, recognized a non-cash valuation adjustment of \$11.2 to recognize TerraSource at fair value less estimated cost to sell. The non-cash charges of \$11.2 and \$62.3 for the year ended September 30, 2021 and 2020, respectively, were recorded within the impairment charges caption on the Consolidated Statements of Operations.

The following is a summary of the major categories of assets and liabilities that have been classified as held for sale as of September 30, 2021. The assets held for sale were included within prepaid expenses and other current assets and the liabilities held for sale were included within other current liabilities on the Consolidated Balance Sheet as of September 30, 2021.

Cash and cash equivalents	\$	3.5
Trade receivables, net		7.8
Inventories		12.0
Property, plant and equipment, net		12.0
Operating lease right-of-use assets, net		1.9
Intangible assets, net		49.5
Goodwill		12.4
Other assets		4.4
Valuation adjustment (allowance) on disposal group <sup>(1)</sup>		(47.1)
<b>Total assets held for sale</b>	<b>\$</b>	<b>56.4</b>
Trade accounts payable	\$	5.2
Liabilities from long-term manufacturing contracts and advances		7.5
Operating lease liabilities		2.0
Deferred income taxes		4.9
Other liabilities		2.3
<b>Total liabilities held for sale</b>	<b>\$</b>	<b>21.9</b>

<sup>(1)</sup> The Company adjusted the carrying value to fair value less costs to sell for certain assets held for sale during the year ended September 30, 2021. Those assets were sold during the year ended September 30, 2022.

The Company determined that the exit from these businesses did not represent a strategic shift that had a major effect on its Consolidated Results of Operations, and therefore these businesses were not classified as a discontinued operation. The results of operations up to the respective dates of sale for these businesses are included within the Advanced Process Solutions reportable operating segment for all periods presented.

### ***Divestiture of Flow Control Businesses***

On December 31, 2020, the Company completed the divestiture of Red Valve to DeZURIK, Inc. in a transaction valued at \$63.0. The divestiture included cash proceeds received at closing of \$59.4, including working capital adjustments, and a \$5.0 note receivable, included within other long-term assets on the Consolidated Balance Sheet at September 30, 2022 and 2021.

As a result of the Red Valve divestiture, the Company recorded a pre-tax gain of \$31.6 in the Consolidated Statement of Operations during the year ended September 30, 2021. The related tax effect resulted in tax expense of \$9.3 and was included within income tax expense in the Consolidated Statement of Operations during the year ended September 30, 2021. The Company incurred \$2.9 of transaction costs associated with the divestiture during the year ended September 30, 2021, which were recorded within operating expenses in the Consolidated Statement of Operations. Red Valve's results of operations were included within the Advanced Process Solutions reportable operating segment until the completion of the sale on December 31, 2020.

On March 10, 2021, the Company completed the divestiture of ABEL to IDEX Corporation, in a transaction valued at \$103.5. The divestiture included cash proceeds received at closing of \$106.3, including working capital adjustments.

As a result of the ABEL divestiture, the Company recorded a pre-tax gain of \$35.5, after post-closing adjustments, in the Consolidated Statement of Operations during the year ended September 30, 2021. The related tax effect resulted in tax expense of \$3.8 and was included within income tax expense in the Consolidated Statement of Operations during the year ended September 30, 2021. The Company incurred \$3.9 of transaction costs associated with the divestiture during the year ended September 30, 2021, which were recorded within operating expenses in the Consolidated Statement of Operations. ABEL's results of operations were included within the Advanced Process Solutions reportable operating segment until the completion of the sale on March 10, 2021.

### ***Divestiture of TerraSource***

On October 22, 2021, the Company completed the divestiture of TerraSource pursuant to a Contribution Agreement ("Agreement") between the Company and certain affiliated companies of industrial holding company Right Lane Industries ("RLI"). Under the terms of the Agreement, Hillenbrand contributed TerraSource and its subsidiaries to a newly formed entity, TerraSource Holdings, LLC ("Holdings"), with RLI obtaining majority ownership and full operational control of TerraSource. In exchange for contributing the TerraSource business, the Company received consideration in the form of a five-year note with initial principal amount of \$25.6, subject to certain adjustments, and also retained a 49% equity interest in Holdings through one of the Company's indirect wholly-owned subsidiaries. The fair value of the total consideration received by the Company was \$27.7. Subsequent to the divestiture, the Company's equity interest in Holdings is accounted for under the equity method of accounting as prescribed by GAAP.

As a result of the TerraSource divestiture, the Company recorded a pre-tax loss of \$3.1, after post-closing adjustments, in the Consolidated Statement of Operations during the year ended September 30, 2022. The Company incurred \$0.4 of transaction costs associated with the divestiture during the year ended September 30, 2022, which were recorded within operating expenses in the Consolidated Statement of Operations. TerraSource's results of operations were included within the Advanced Process Solutions reportable operating segment until the completion of the divestiture on October 22, 2021.

### ***Divestiture of Cimcool***

On March 30, 2020, the Company completed the divestiture of its Cimcool business ("Cimcool"), which represented the former Fluids Technologies reportable segment of Milacron before its acquisition by the Company, to DuBois Chemicals, Inc. The sale resulted in cash proceeds received of \$221.9, net of cash divested.

In addition, the Company may receive contingent consideration for the sale of Cimcool of up to an aggregate of \$26.0 based on multiple earn-out provisions. The Company accounts for contingent consideration under a loss recovery approach. Under a loss recovery approach, the Company records a contingent consideration asset only to the extent of the lesser of (1) the amount that the non-contingent consideration received is exceeded by the net assets deconsolidated, or (2) the amount of contingent consideration that it is probable will be received. As of the transaction date (and at September 30, 2022), the Company was unable to determine that it was probable that any of the contingent consideration would be received, and accordingly no amounts were recorded for contingent consideration. Subsequent measurement of contingent consideration will be based on the guidance for gain contingencies and any gain from contingent consideration will be recorded at the time the consideration is received.

As a result of the divestiture, the Company recorded a pre-tax loss of \$3.5, using Level 2 nonrecurring fair value measurements, within other income, net in the Consolidated Statement of Operations during the year ended September 30, 2020. The related tax effect resulted in tax expense of \$12.7 and was included within income tax expense in the Consolidated Statement of Operations during the year ended September 30, 2020. The Company incurred \$4.5 of transaction costs associated with the divestiture during the year ended September 30, 2020, which were recorded within operating expenses in the Consolidated Statements of Operations.

The Company determined that the divestiture of Cimcool did not represent a strategic shift that had a major effect on its consolidated results of operations, and therefore Cimcool was not classified as a discontinued operation. Cimcool's results of operations were included within the Molding Technology Solutions reportable operating segment until the completion of the sale on March 30, 2020.

### ***Sale of Molding Technology Solutions' facilities***

In December 2019, the Company completed the sale of a Molding Technology Solutions reportable operating segment manufacturing facility located in Germany. As a result of the sale, the Company received net cash proceeds of \$13.1 during the year ended September 30, 2020. There was no material impact to the Consolidated Statement of Operations resulting from the sale of the facility during the year ended September 30, 2020.

In September 2020, the Company completed the sale of a Molding Technology Solutions reportable operating segment manufacturing facility located in the Czech Republic. As a result of the sale, the Company received net cash proceeds of \$6.8 during the year ended September 30, 2020. There was no material impact to the Consolidated Statement of Operations resulting from the sale of the facility during the year ended September 30, 2020.

## **5. Leases**

The Company's lease portfolio is comprised of operating leases primarily for manufacturing facilities, offices, vehicles, and certain equipment. At the inception of an arrangement, the Company determines whether the arrangement is or contains a lease based on whether the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration. Leases are classified as operating or finance leases at the commencement date of the lease. Operating leases are recorded within operating lease right-of-use assets, other current liabilities, and operating lease liabilities in the Consolidated Balance Sheets. The Company's finance leases were insignificant as of September 30, 2022 and 2021. Leases with an initial term of 12 months or less are not recorded on the Consolidated Balance Sheets. The Company elected an accounting policy to combine lease and non-lease components for all leases.

Operating lease right-of-use assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. As the implicit rate is generally not readily determinable for most leases, the Company uses an incremental borrowing rate based on the information available at the commencement date in determining the present value of lease payments. The incremental borrowing rate reflects the estimated rate of interest that the Company would pay to borrow on a collateralized basis over a similar term in a similar economic environment. Lease expense for operating leases is recognized on a straight-line basis over the lease term.

Leases may include renewal options, and the renewal option is included in the lease term if the Company concludes that it is reasonably certain that the option will be exercised. A certain number of the Company's leases contain rent escalation clauses, either fixed or adjusted periodically for inflation of market rates, that are factored into the calculation of lease payments to the extent they are fixed and determinable at lease inception. The Company also has variable lease payments that do not depend on a rate or index, primarily for items such as common area maintenance and real estate taxes, which are recorded as variable costs when incurred.

For the years ended September 30, 2022 and 2021, the Company recognized \$37.9 and \$35.6 of operating lease expense, including short-term lease expense and variable lease costs, which were immaterial.

The following table presents supplemental Consolidated Balance Sheet information related to the Company's operating leases:

	September 30,	
	2022	2021
Operating lease right-of-use assets, net	\$ 123.5	\$ 138.1
Other current liabilities	28.7	30.7
Operating lease liabilities	92.6	105.6
Total operating lease liabilities	<u>\$ 121.3</u>	<u>\$ 136.3</u>
Weighted-average remaining lease term (in years)	7.0	7.2
Weighted-average discount rate	2.7 %	2.1 %

As of September 30, 2022, the maturities of the Company's operating lease liabilities were as follows:

2023	\$	31.5
2024		22.5
2025		15.9
2026		12.9
2027		11.0
Thereafter		38.6
Total lease payments		<u>132.4</u>
Less: imputed interest		(11.1)
Total present value of lease payments	<u>\$</u>	<u>121.3</u>

Supplemental Consolidated Statement of Cash Flow information is as follows:

	Year Ended September 30,	
	2022	2021
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 35.4	\$ 37.7
Operating lease right-of-use assets obtained in exchange for new operating lease liabilities	26.3	18.6
Operating leases acquired in a business combination	4.9	—

## 6. Financing Agreements

The following table summarizes Hillenbrand's current and long-term debt as of:

	September 30,	
	2022	2021
\$1,000.0 revolving credit facility (excluding outstanding letters of credit)	\$ 6.7	\$ —
\$400.0 senior unsecured notes <sup>(1)</sup>	397.1	395.8
\$375.0 senior unsecured notes, net of discount <sup>(2)</sup>	372.2	371.5
\$350.0 senior unsecured notes <sup>(3)</sup>	346.2	345.8
\$100.0 Series A Notes <sup>(4)</sup>	99.9	99.8
Total debt	<u>1,222.1</u>	<u>1,212.9</u>
Less: current portion	—	—
Total long-term debt	<u>\$ 1,222.1</u>	<u>\$ 1,212.9</u>

<sup>(1)</sup> Includes unamortized debt issuance costs of \$2.9 and \$4.2 at September 30, 2022 and 2021, respectively.

<sup>(2)</sup> Includes unamortized debt issuance costs of \$2.5 and \$3.1 at September 30, 2022 and 2021, respectively.

<sup>(3)</sup> Includes unamortized debt issuance costs of \$3.8 and \$4.2 at September 30, 2022 and 2021, respectively.

<sup>(4)</sup> Includes unamortized debt issuance costs of \$0.1 and \$0.2 at September 30, 2022 and 2021, respectively.

The following table summarizes the scheduled maturities of long-term debt for 2023 through 2027:

	<b>Amount</b>
2023	\$ —
2024	—
2025	500.0
2026	375.0
2027	6.7

### **Primary Financing Facilities**

#### ***\$1,000.0 Revolving Credit Facility and \$200.0 Term Loan Commitments***

On June 8, 2022, the Company entered into a Fourth Amended and Restated Credit Agreement (the “Credit Agreement”), which governs our multi-currency revolving credit facility (the “Facility”), by and among Hillenbrand and certain of its affiliates, the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent. The Credit Agreement increases the maximum principal amount available for borrowing under the Facility to \$1,000. The Credit Agreement further provides for a delayed-draw term loan facility in an aggregate principal amount of up to \$200. The term loan commitments will be subject to ticking fees if not drawn within 60 days of closing, and the term loan commitments will expire 180 days after closing. The term loans, if drawn, will be subject to quarterly amortization payments equal to 1.25% of the funded term loans for the first twelve calendar quarters following the funding date, and quarterly amortization payments equal to 1.875% of the funded term loans thereafter until the maturity date. The aggregate principal amount available for borrowing under the Credit Agreement may be expanded, subject to the approval of the lenders, by an additional \$600. The Credit Agreement extends the maturity date of the Facility to June 8, 2027.

The Credit Agreement fully transitions interest rate benchmarks from LIBOR-based interest rates to SOFR-based interest rates for U.S. dollar borrowings. Borrowings under the Credit Agreement may bear interest (A) if denominated in US Dollars, at the Term SOFR Rate or the Alternate Base Rate (each as defined in the Credit Agreement) at the Company’s option, (B) if denominated in Japanese Yen, Canadian Dollars or Euros, at rates based on the rates offered for deposits in the applicable interbank markets for such currencies and (C) if denominated in Pounds Sterling or Swiss Francs, at SONIA and SARON, respectively (each as defined in the Credit Agreement), plus, in each case, margin based on the Company’s leverage ratio, ranging from 0.00% to 0.525% for borrowings bearing interest at the Alternate Base Rate and from 0.90% to 1.525% for all other borrowings. The delayed-draw term loan facility will, once borrowed, accrue interest, at the Company’s option, at the Term SOFR Rate or the Alternate Base Rate plus a margin based on the Company’s leverage ratio, ranging from 1.00% to 1.75% for term loans bearing interest at the Term SOFR Rate and 0.00% to 0.75% for term loans bearing interest at the Alternate Base Rate. New deferred financing costs related to the Credit Agreement were \$3.0, which along with existing costs of \$1.9, are being amortized to interest expense over the term of the Facility.

Outstanding balances as of September 30, 2022 and 2021 were \$6.7 and \$0 under the Facility, along with \$19.0 and \$16.4, respectively, in outstanding letters of credit issued under the Facility. Under the Credit Agreement, the Company had \$1,174.3 of available borrowing capacity as of September 30, 2022, of which \$901.3 was immediately available based on our most restrictive covenant. The weighted-average interest rate on borrowings under the Facility was 1.18% and 2.28% at September 30, 2022 and 2021, respectively. The weighted average facility fee was 0.15% and 0.22% at September 30, 2022 and 2021, respectively. The weighted average ticking fees for Term Loan A (“TLA”) was 0.15% for the period ended September 30, 2022.

On June 9, 2022, Hillenbrand and certain of its domestic subsidiaries entered into the eighth amendment to the Shelf Agreement, which amends the private shelf agreement dated December 6, 2012, among Hillenbrand, the subsidiary guarantors, Prudential, and each Prudential Affiliate (as defined therein), pursuant to which the Company issued \$100, 4.60% Series A unsecured notes maturing December 15, 2024. The amendment conforms certain terms of the Shelf Agreement with those contained in the Credit Agreement.

## ***L/G Facility Agreement***

On June 21, 2022, Hillenbrand and certain of its subsidiaries entered into a Syndicated L/G Facility Agreement (the “L/G Facility Agreement”) with Commerzbank Aktiengesellschaft, as coordinator, mandated lead arranger, and bookrunner, the other financial institutions party thereto as lenders and issuing banks, and Commerzbank Finance & Covered Bond S.A., as agent. The L/G Facility Agreement replaced the Company’s Syndicated L/G Facility Agreement dated March 8, 2018 as amended (the “Prior L/G Facility Agreement”), and permits Hillenbrand and certain of its subsidiaries (collectively, the “Participants”) to request that one or more of the lenders issue, on the Participants’ behalf, up to an aggregate of €225 in unsecured letters of credit, bank guarantees or other surety bonds (collectively, the “Guarantees”), an increase from €175 under the Prior L/G Facility Agreement. New deferred financing costs related to the L/G Facility Agreement were \$1.0, which along with previous unamortized costs of \$0.2, are being amortized to interest expense over the term of the L/G Facility Agreement.

The Guarantees carry an annual fee that varies based on the Company’s leverage ratio. The L/G Facility Agreement also provides for a leverage-based commitment fee assessed on the undrawn portion of the facility. The L/G Facility Agreement matures in June 2027 but can be extended or terminated earlier under certain conditions. Unamortized deferred financing costs of \$1.1 are being amortized to interest expense over the remaining term of the L/G Facility Agreement.

In the normal course of business, Advanced Process Solutions and Molding Technology Solutions provide, to certain customers, bank guarantees and other credit arrangements in support of performance, warranty, advance payment, and other contractual obligations. This form of trade finance is customary in the industry and, as a result, the Company maintains adequate capacity to provide the guarantees. As of September 30, 2022, the Company had credit arrangements totaling \$373.6, under which \$247.4 was utilized for this purpose. These arrangements included the facilities under the L/G Facility Agreement and other ancillary credit facilities.

## **Long Term Notes**

### ***\$350.0 Senior Unsecured Notes***

On March 3, 2021, the Company issued \$350.0 of senior unsecured notes due March 2031 (the “2021 Notes”). The 2021 Notes were issued at par value and bear interest at a fixed rate of 3.75% per year, payable semi-annually in arrears beginning September 2021. Unamortized deferred financing costs associated with the 2021 Notes of \$3.8 are being amortized to interest expense on a straight-line basis (which approximates the effective interest method) over the term of the 2021 Notes. The 2021 Notes are unsecured unsubordinated obligations of the Company and rank equally in right of payment with all other existing and future unsubordinated obligations.

Subject to certain limitations, in the event of a change of control repurchase event (as defined in the 2021 Notes), the Company will be required to make an offer to purchase the 2021 Notes at a price equal to 101% of the principal amount of the 2021 Notes, plus any accrued and unpaid interest to, but excluding, the date of repurchase. The Company may redeem the 2021 Notes at any time in whole, or from time to time in part, prior to March 1, 2026, at its option at the “make-whole” redemption price, as described in the Indenture. The Company may also redeem the 2021 Notes at any time in whole, or from time to time in part, on or after March 1 of the relevant year listed, as follows: 2026 at a redemption price of 101.875%; 2027 at a redemption price of 101.250%; 2028 at a redemption price of 100.625%; and 2029 and thereafter at a redemption price of 100.000%. At any time prior to March 1, 2024, the Company may redeem up to 40% of the aggregate principal amount of the 2021 Notes with the proceeds of one or more Equity Offerings (as defined in the Indenture) at a redemption price of 103.750% of the principal amount of the 2021 Notes being redeemed. In each of the above cases, the Company will also pay any accrued and unpaid interest to, but excluding, the applicable redemption date.

### ***\$400 Senior Unsecured Notes***

On June 16, 2020, the Company issued \$400.0 of senior unsecured notes due June 2025 (the “2020 Notes”). The 2020 Notes were issued at par value and bear interest at a fixed rate of 5.75% per year, payable semi-annually in arrears beginning December 2020. Unamortized deferred financing costs associated with the 2020 Notes of \$2.9 are being amortized to interest expense on a straight-line basis (which approximates the effective interest method) over the remaining term of the 2020 Notes. The 2020 Notes are unsubordinated obligations of the Company and rank equally in right of payment with all other existing and future unsubordinated obligations.

Subject to certain limitations, in the event of a change of control repurchase event, the Company will be required to make an offer to purchase the 2020 Notes at a price equal to 101% of the principal amount of the 2020 Notes, plus any accrued and



unpaid interest to, but excluding, the date of repurchase. In addition, the 2020 Notes are redeemable with prior notice at a price equal to par plus accrued interest and a make-whole amount, as described in the Indenture. The Company may also redeem the 2020 Notes at any time in whole, or from time to time in part, on or after June 15 of the relevant year listed, as follows: 2023 at a redemption price of 101.438%; and 2024 at a redemption price of 100%.

### ***\$375 Senior Unsecured Notes***

On September 25, 2019, the Company issued \$375.0 of senior unsecured notes due September 2026 (“2019 Notes”). The 2019 Notes initially had a fixed coupon rate of 4.5% per year, payable semi-annually in arrears beginning March 2020. The coupon rate on the 2019 Notes is impacted by public bond ratings from Moody’s and S&P Global, as downgrades from either rating agency increases the coupon rate by 0.25% per downgrade level below investment grade. During the third quarter of 2020, Moody’s and S&P Global each downgraded the Company’s senior unsecured credit rating by one level. As such, the original coupon rate of 4.5% on the 2019 Notes increased to 5.0%, effective September 15, 2020.

The 2019 Notes were issued at a discount of \$0.6, resulting in an initial carrying value of \$374.4. The Company is amortizing the discount to interest expense over the term of the 2019 Notes using the effective interest rate method, resulting in an annual interest rate of 4.53%. Unamortized deferred financing costs associated with the 2019 Notes of \$2.5 are being amortized to interest expense on a straight-line basis (which approximates the effective interest method) over the remaining term of the 2019 Notes. The 2019 Notes are unsubordinated obligations of Hillenbrand and rank equally in right of payment with all of the Company’s other existing and future unsubordinated obligations. In conjunction with the issuance of the 2019 Notes, the Company terminated its interest rate swaps associated with the forecasted debt issuance. See Note 2 for further information on the termination of interest rate swaps.

Subject to certain limitations, in the event of a change of control, the Company will be required to make an offer to purchase the 2019 Notes at a price equal to 101% of the principal amount of the 2019 Notes, plus accrued and unpaid interest, if any, to but excluding the date of repurchase. In addition, the 2019 Notes are redeemable with prior notice at a price equal to par plus accrued interest and a make-whole amount.

### ***\$100 Series A Unsecured Notes***

On December 15, 2014, the Company issued \$100.0 in 4.60% Series A unsecured notes (“Series A Notes”) pursuant to the Private Shelf Agreement, dated as of December 6, 2012 (as amended, the “Shelf Agreement”), among the Company, Prudential Investment Management, Inc. (“Prudential”) and each Prudential Affiliate (as defined therein) that became a purchaser thereunder. The Series A Notes are unsecured, mature on December 15, 2024, and bear interest at 4.60% payable semi-annually in arrears. As a result of a January 10, 2020 amendment, the interest rate on the Series A Notes increased by 1.00%, payable semi-annually in arrears, based on the rating downgrades issued by Moody’s and S&P Global. The Company may at any time upon providing notice, prepay all or part of the Series A Notes at 100% of the principal amount prepaid plus a make-whole amount (as defined in the Shelf Agreement). Unamortized deferred financing costs of \$0.1 related to the Series A Notes are being amortized to interest expense over the remaining term of the Series A Notes.

### ***Covenants related to current Hillenbrand financing agreements***

The Credit Agreement, L/G Facility Agreement and the Shelf Agreement contain the following financial covenants: a maximum leverage ratio (as described above and defined in the agreements) of 3.50 to 1.00 and minimum ratio of EBITDA (as defined in the agreements) to interest expense of 3.00 to 1.00. The Company may elect to increase the maximum permitted leverage ratio to a ratio of 4.00 to 1.00 following certain acquisitions for four full fiscal quarters (plus the fiscal quarter in which the acquisition takes place). Additionally, the Credit Agreement, the L/G Facility Agreement, and the Shelf Agreement provide the Company with the ability to sell assets and to incur debt at its international subsidiaries under certain conditions.

All obligations of the Company arising under the Credit Agreement, the 2021 Notes, the 2020 Notes, the 2019 Notes, the Series A Notes, and the L/G Facility Agreement are fully and unconditionally, and jointly and severally, guaranteed by certain of the Company’s domestic subsidiaries.

The Credit Agreement, the Shelf Agreement and the L/G Facility Agreement each contains certain other customary covenants, representations and warranties and events of default. The indentures governing the 2021 Notes, 2020 Notes and 2019 Notes do not limit our ability to incur additional indebtedness. They do, however, contain certain covenants that restrict our ability to incur secured debt and to engage in certain sale and leaseback transactions. The indentures also contain customary events of

default. The indentures provide holders of the notes with remedies if the Company fails to perform specific obligations. As of September 30, 2022, the Company was in compliance with all covenants and there were no events of default.

## 7. Retirement Benefits

**Defined Benefit Retirement Plans** — Approximately 20% of the Company’s employees participate in one of eight defined benefit retirement programs, including defined benefit retirement plan in the U.S., the defined benefit retirement plans of certain of the Company’s German and Swiss subsidiaries, and the supplemental executive defined benefit retirement plan. The Company funds the retirement plan trusts in compliance with the Employment Retirement Income Security Act (ERISA) or local funding requirements and as necessary to provide for current service and for any unfunded projected future benefit obligations over a reasonable period. The benefits for these plans are based primarily on years of service and the employee’s level of compensation during specific periods of employment. All defined benefit retirement plans have a September 30 measurement date.

**Effect on the Consolidated Statements of Operations** — The components of net pension (benefit) costs under defined benefit retirement plans were:

	U.S. Pension Benefits Year Ended September 30,			Non-U.S. Pension Benefits Year Ended September 30,		
	2022	2021	2020	2022	2021	2020
Service cost	\$ 0.5	\$ 0.7	\$ 1.4	\$ 1.8	\$ 2.0	\$ 1.9
Interest cost	6.2	5.8	8.0	0.8	0.7	0.6
Expected return on plan assets	(10.8)	(10.9)	(12.8)	(0.9)	(0.9)	(0.8)
Amortization of unrecognized prior service cost, net	—	—	—	0.1	0.1	0.1
Amortization of actuarial loss	1.5	2.2	4.8	1.8	2.9	2.5
Settlement expense	—	—	—	0.1	0.3	1.0
Other one-time expense	—	—	—	0.3	—	—
Net pension (benefit) costs <sup>(1)</sup>	\$ (2.6)	\$ (2.2)	\$ 1.4	\$ 4.0	\$ 5.1	\$ 5.3

<sup>(1)</sup> Excluding service cost, the components of net pension (benefit) costs are recorded within other income, net on the Consolidated Statements of Operations.

The Company uses a full yield curve approach in the estimation of the service and interest cost components of our defined benefit retirement plans. Under this approach, the Company applies discounting using individual spot rates from a yield curve composed of the rates of return on several hundred high-quality, fixed income corporate bonds available at the measurement date. These spot rates align to each of the projected benefit obligations and service cost cash flows. The service cost component relates to the active participants in the plan, so the relevant cash flows on which to apply the yield curve are considerably longer in duration on average than the total projected benefit obligation cash flows, which also include benefit payments to retirees. Interest cost is computed by multiplying each spot rate by the corresponding discounted projected benefit obligation cash flows. The full yield curve approach reduces any actuarial gains and losses based upon interest rate expectations (e.g. built-in gains in interest cost in an upward sloping yield curve scenario), or gains and losses merely resulting from the timing and magnitude of cash outflows associated with the Company’s benefit obligations. The Company uses the full yield curve approach to improve the correlation between projected benefit cash flows and the corresponding yield curve spot rates and to provide a more precise measurement of service and interest rate costs.

During 2019, the Company completed all negotiations to transition all employees at U.S. facilities from a defined benefit-based model to a defined contribution structure over three-year sunset periods, the latest of which ends January 1, 2023. These changes caused remeasurements for the U.S. defined benefit retirement plan for the affected populations as they were implemented. The remeasurements did not cause material changes, as the assumptions did not materially differ from the assumptions prior to the remeasurements.

**Obligations and Funded Status** — The change in benefit obligation and funded status of the Company’s defined benefit retirement plans were:

	U.S. Pension Benefits September 30,		Non-U.S. Pension Benefits September 30,	
	2022	2021	2022	2021
Change in benefit obligation:				
Projected benefit obligation at beginning of year	\$ 302.3	\$ 316.6	\$ 171.7	\$ 184.8
Projected benefit obligation attributable to acquisitions	—	—	1.4	—
Service cost	0.5	0.7	1.8	2.0
Interest cost	6.2	5.8	0.8	0.7
Actuarial gain	(66.2)	(5.5)	(30.2)	(7.0)
Benefits paid	(16.0)	(15.3)	(5.1)	(5.4)
Gain due to settlement	—	—	(2.8)	(4.1)
Employee contributions	—	—	1.1	1.0
Other events	—	—	0.3	—
Effect of exchange rates on projected benefit obligation	—	—	(20.9)	(0.3)
Projected benefit obligation at end of year	226.8	302.3	118.1	171.7
Change in plan assets:				
Fair value of plan assets at beginning of year	303.2	297.9	47.6	43.8
Fair value of pension assets attributable to acquisitions	—	—	0.2	—
Actual (loss) return on plan assets	(63.9)	18.8	(4.1)	3.2
Employee and employer contributions	2.1	1.9	9.2	10.1
Benefits paid	(16.0)	(15.4)	(5.1)	(5.4)
Settlements	—	—	(2.8)	(4.1)
Effect of exchange rates on plan assets	—	—	(3.5)	—
Fair value of plan assets at end of year	225.4	303.2	41.5	47.6
Funded status:				
Plan assets less than benefit obligations	\$ (1.4)	\$ 0.9	\$ (76.6)	\$ (124.1)
Amounts recorded in the Consolidated Balance Sheets:				
Prepaid pension costs, non-current	\$ 19.6	\$ 28.0	\$ 5.4	\$ 1.6
Accrued pension costs, current portion	(2.0)	(2.0)	(5.7)	(7.2)
Accrued pension costs, long-term portion	(19.0)	(25.1)	(76.3)	(118.5)
Plan assets less than benefit obligations	\$ (1.4)	\$ 0.9	\$ (76.6)	\$ (124.1)

Net actuarial losses (\$46.5) and prior service costs (\$0.1), less an aggregate tax effect (\$12.4), are included as components of accumulated other comprehensive loss at September 30, 2022. Net actuarial losses (\$67.5) and prior service costs (\$0.2), less an aggregate tax effect (\$17.9), are included as components of accumulated other comprehensive loss at September 30, 2021. The amount that will be amortized from accumulated other comprehensive loss into net pension costs in 2023 is expected to be \$(0.4).

**Accumulated Benefit Obligation** — The accumulated benefit obligation for all defined benefit retirement plans was \$344.9 and \$469.7 at September 30, 2022 and 2021, respectively. Selected information for plans with accumulated benefit obligations in excess of plan assets was:

	U.S. Pension Benefits September 30,		Non-U.S. Pension Benefits September 30,	
	2022	2021	2022	2021
Projected benefit obligation	\$ 20.9	\$ 27.1	\$ 82.3	\$ 125.8
Accumulated benefit obligation	20.9	27.1	82.3	125.7
Fair value of plan assets	—	—	0.3	0.1

The weighted-average assumptions used in accounting for defined benefit retirement plans were:

	U.S. Pension Benefits Year Ended September 30,			Non-U.S. Pension Benefits Year Ended September 30,		
	2022	2021	2020	2022	2021	2020
Discount rate for obligation, end of year	5.3 %	2.8 %	2.6 %	3.3 %	0.8 %	0.6 %
Discount rate for (benefit) expense, during the year	3.0 %	3.9 %	3.0 %	1.1 %	0.7 %	0.3 %
Expected rate of return on plan assets	5.2 %	4.0 %	4.1 %	1.9 %	2.0 %	1.9 %
Rate of compensation increase	3.0 %	2.4 %	3.0 %	2.0 %	2.0 %	2.0 %

The discount rates are evaluated annually based on current market conditions. In setting these rates, the Company utilizes long-term bond indices and yield curves as a preliminary indication of interest rate movements, then makes adjustments to the indices to reflect differences in the terms of the bonds covered under the indices in comparison to the projected outflow of pension obligations. The overall expected long-term rate of return is based on historical and expected future returns, which are inflation-adjusted and weighted for the expected return for each component of the investment portfolio. The rate of assumed compensation increase is also based on the Company's specific historical trends of past wage adjustments in recent years.

U.S. Pension Plan Assets — Long-term strategic investment objectives utilize a diversified mix of equity and fixed income securities to preserve the funded status of the trusts and balance risk and return. Prior to July 2022, the primary investment strategy was a dynamic target allocation method that periodically rebalanced among various investment categories depending on the current funded position. This program was designed to actively move from return-seeking investments (such as equities) toward liability-hedging investments (such as long-duration fixed income) as funding levels improve. In July 2022, the Company moved to a 100% liability-hedging portfolio of investments in order to reduce the volatility associated with equity investments. Pension plan assets are invested by the plans' fiduciaries, which direct investments according to specific policies. Those policies subject investments to the following restrictions in the Company's domestic plan: short-term securities must be rated A1/P1, liability-hedging fixed income securities must have an average quality credit rating of investment grade and investments in equities in any one company may not exceed 10% of the equity portfolio.

Non-U.S. Pension Plan Assets — Long-term strategic investment objectives utilize a diversified mix of suitable assets of appropriate liquidity to generate income and capital growth that, together with contributions from participants, the Company believes will meet the cost of the current and future benefits that the plan provides. Long-term strategic investment objectives also seek to limit the risk of the assets failing to meet the liabilities over the long term.

None of Hillenbrand's common stock was directly owned by the defined benefit retirement plan trusts at September 30, 2022 or 2021.

The tables below provide the fair value of the Company's pension plan assets by asset category at September 30, 2022 and 2021. The accounting guidance on fair value measurements specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques (Level 1, 2, and 3). See Note 14 for definitions.

Fair values are determined as follows:

- Cash equivalents are stated at the carrying amount, which approximates fair value, or at the fund's net asset value.
- Equity securities are stated at the last reported sales price on the day of valuation.
- Fixed income securities, include government and corporate bonds, are generally classified within Level 1 or Level 2 of the fair value hierarchy because they are valued using quoted market prices, broker or dealer quotations, or alternative pricing sources, primarily matrix pricing, with reasonable levels of price transparency. Matrix pricing, primarily used for corporate bonds, is based on quoted prices for securities with similar coupons, ratings, and maturities, rather than on specific bids and offers for the specific security.
- Government index funds are stated at the closing price reported in the active market in which the fund is traded.
- Corporate bond funds and equity mutual funds are stated at the closing price in the active markets in which the underlying securities of the funds are traded.
- Real estate is stated based on a discounted cash flow approach, which includes future rental receipts, expenses, and residual values as the highest and best use of the real estate from a market participant view as rental property.

## U.S. Pension Plans

The pension plan assets of the Company's U.S. pension plans consist of certain investments (common collective trusts) that are measured at fair value using the net asset value per share (or its equivalent) as a practical expedient. The underlying investments of the common collective trusts are generally composed of marketable debt and equity securities. The underlying investments are subject to various risks including interest rate, market and credit risks. Because the common collective trusts are not readily marketable, the estimated carrying values are subject to uncertainty and, therefore, may differ from the value that would have been used had a public market existed. There are no liquidity restrictions with respect to the common collective trusts after appropriate sale notification is provided. Accordingly, these assets are not required to be classified and reported under the fair value hierarchy. At September 30, 2022 and 2021, the fair values of these investments were \$225.4 and \$303.2, respectively.

## Non-U.S. Pension Plans

	Fair Value at September 30, 2022 Using Inputs Considered as:			
	Total	Level 1	Level 2	Level 3
<b>Non-U.S. Pension Plans</b>				
Cash equivalents	\$ 4.0	\$ 4.0	\$ —	\$ —
Equity securities	10.9	10.9	—	—
Fixed income securities:				
Government bonds	4.1	4.1	—	—
Corporate bonds	16.7	—	16.7	—
Real estate and real estate funds	4.3	—	—	4.3
Other	1.5	—	1.5	—
Total Non-U.S. pension plan assets	<u>\$ 41.5</u>	<u>\$ 19.0</u>	<u>\$ 18.2</u>	<u>\$ 4.3</u>

	Fair Value at September 30, 2021 Using Inputs Considered as:			
	Total	Level 1	Level 2	Level 3
<b>Non-U.S. Pension Plans</b>				
Cash equivalents	\$ 4.8	\$ 4.8	\$ —	\$ —
Equity securities	16.3	16.3	—	—
Other types of investments:				
Government index funds	4.8	4.8	—	—
Corporate bond funds	13.7	13.7	—	—
Real estate and real estate funds	4.5	—	—	4.5
Other	3.5	—	3.5	—
Total Non-U.S. pension plan assets	<u>\$ 47.6</u>	<u>\$ 39.6</u>	<u>\$ 3.5</u>	<u>\$ 4.5</u>

**Cash Flows** — During 2022, 2021, and 2020 the Company contributed cash of \$10.0, \$11.0, and \$10.0, respectively, to defined benefit retirement plans. The Company expects to make estimated contributions of \$9.5 in 2023 to the defined benefit retirement plans.

**Estimated Future Benefit Payments** — The following represents estimated future benefit payments, including expected future service, which are expected to be paid from plan assets or Company contributions as necessary:

	U.S. Pension Plans Projected Pension Benefits Payout	Non-U.S. Pension Plans Projected Pension Benefits Payout
2023	\$ 16.4	\$ 8.0
2024	16.5	7.9
2025	16.8	7.8
2026	17.0	8.0
2027	17.0	7.9
2028-2032	84.1	37.2

Defined Contribution Plans — The Company sponsors a number of defined contribution plans. Depending on the plan, the Company may make contributions up to 4% of an employee’s eligible compensation and matching contributions up to 6% of eligible compensation. Company contributions generally vest over a period of zero to three years. Expenses related to the Company’s defined contribution plans were \$16.1, \$15.7, and \$15.3 for the years ended September 30, 2022, 2021, and 2020, respectively. See comments above regarding the Company’s retirement strategy to transition its U.S. employees to a defined contribution structure over three-year sunset periods, the latest of which ends January 1, 2023.

In connection with the Milacron acquisition, the Company assumed a defined contribution plan (the “401(k) Plan”) for eligible U.S. employees and defined contribution plans for eligible employees at certain foreign subsidiaries. For the 401(k) Plan, eligible employees are permitted to contribute a percentage of their compensation and employees are immediately vested in their voluntary contributions. The Company’s contributions to the 401(k) Plan are based on matching a portion of the employee contributions and employees become vested in the Company contributions once they attain a year of credited service. For the assumed foreign plans as part of the Milacron acquisition, employees are immediately vested in both their voluntary and Company matching contributions.

Postretirement Healthcare Plan — The Company offers a domestic postretirement healthcare plan that provides healthcare benefits to eligible qualified retirees and their spouses. The plan includes retiree cost-sharing provisions and generally extends retiree coverage for medical, prescription, and dental benefits beyond the COBRA continuation period to the date of Medicare eligibility. The Company uses a measurement date of September 30. The net postretirement healthcare cost for 2022 was \$0.3, cost for 2021 was \$0.2, and cost for 2020 was \$0.1.

	September 30,	
	2022	2021
Benefit obligation at beginning of year	\$ 8.5	\$ 8.5
Interest cost	0.1	0.1
Service cost	0.2	0.3
Actuarial loss	(1.6)	0.2
Benefits paid	(0.7)	(0.6)
Benefit obligation at end of year	<u>\$ 6.5</u>	<u>\$ 8.5</u>
Amounts recorded in the consolidated balance sheets:		
Accrued postretirement benefits, current portion	\$ 0.7	\$ 0.8
Accrued postretirement benefits, long-term portion	5.8	7.7
Net amount recognized	<u>\$ 6.5</u>	<u>\$ 8.5</u>

The weighted-average assumptions used in revaluing the Company’s obligation under the postretirement healthcare plan were:

	Year Ended September 30,		
	2022	2021	2020
Discount rate for obligation	5.2 %	2.4 %	2.1 %
Healthcare cost rate assumed for next year	7.1 %	6.4 %	6.6 %
Ultimate trend rate	4.5 %	4.5 %	4.5 %

Net actuarial gains of \$1.8 and \$0.2 and prior service costs of \$0.1 and \$0.2, less tax of \$0.5 and \$0.1, were included as a component of accumulated other comprehensive loss at September 30, 2022 and 2021, respectively.

The Company funds the postretirement healthcare plan as benefits are paid. Current plan benefits are expected to require net Company contributions for retirees of \$0.7 per year for the foreseeable future.

## 8. Income Taxes

The provision for taxes based on income consists of:

	Year Ended September 30,		
	2022	2021	2020
Domestic	\$ 48.3	\$ 64.1	\$ (40.3)
Foreign	265.7	289.7	21.8
Total earnings (loss) before income taxes	<u>\$ 314.0</u>	<u>\$ 353.8</u>	<u>\$ (18.5)</u>
Income tax expense (benefit):			
Current provision:			
Federal	\$ 8.8	\$ 6.0	\$ (2.4)
State	3.0	4.8	3.0
Foreign	63.5	75.6	53.8
Total current provision	<u>75.3</u>	<u>86.4</u>	<u>54.4</u>
Deferred provision (benefit):			
Federal	9.2	13.9	(6.6)
State	1.1	(0.5)	(2.4)
Foreign	13.2	(1.2)	(10.5)
Total deferred provision (benefit)	<u>23.5</u>	<u>12.2</u>	<u>(19.5)</u>
Income tax expense	<u>\$ 98.8</u>	<u>\$ 98.6</u>	<u>\$ 34.9</u>

A reconciliation of the statutory federal income tax rate and the effective tax rate is as follows:

	Year Ended September 30,		
	2022	2021	2020
Federal statutory rates	21.0 %	21.0 %	21.0 %
Adjustments resulting from the tax effect of:			
State income taxes, net of federal benefit	1.1	0.9	0.3
Foreign income tax rate differential	1.8	2.0	(14.3)
Share-based compensation	1.3	0.4	(19.1)
Foreign distribution taxes	4.7	3.1	(54.7)
Valuation allowance	—	0.3	(2.1)
Goodwill impairment charge	—	—	(14.1)
Impact of inclusion of foreign income <sup>(1)</sup>	1.5	0.5	(101.1)
Impact of foreign legislative rate changes	—	—	41.5
Transaction costs	—	—	(8.7)
Divestitures	0.2	(2.6)	—
Unrecognized tax benefits	0.1	1.7	(4.0)
Other, net	(0.2)	0.6	(33.3)
Effective income tax rate	<u>31.5 %</u>	<u>27.9 %</u>	<u>(188.6)%</u>

<sup>(1)</sup> Represents Subpart F income, GILTI (less Section 250 deduction), and FDII net of associated foreign tax credits

The tax effects of significant temporary differences that comprise tax balances were as follows:

	September 30,	
	2022	2021
Deferred tax assets:		
Employee benefit accruals	\$ 25.9	\$ 37.6
Loss and tax credit carryforwards	15.7	38.9
Interest limitation carryforward	19.3	23.2
Operating lease liabilities	30.4	37.0
Rebates and other discounts	4.2	5.2
Self-insurance reserves	2.9	2.9
Inventory, net	8.5	8.3
Other, net	26.0	20.0
Total deferred tax assets before valuation allowance	132.9	173.1
Less valuation allowance	(11.8)	(24.4)
Total deferred tax assets, net	121.1	148.7
Deferred tax liabilities:		
Depreciation	(21.2)	(24.5)
Amortization	(185.2)	(210.1)
Operating right-of-use assets	(31.0)	(37.4)
Long-term contracts and customer prepayments	(68.9)	(55.3)
Unremitted earnings of foreign operations	(14.7)	(15.0)
Other, net	(3.5)	(4.1)
Total deferred tax liabilities	(324.5)	(346.4)
Deferred tax liabilities, net	\$ (203.4)	\$ (197.7)
Amounts recorded in the Consolidated Balance Sheets:		
Deferred tax assets, non-current	6.8	9.0
Deferred tax liabilities, non-current	(210.2)	(206.7)
Total	\$ (203.4)	\$ (197.7)

At September 30, 2022 and 2021, respectively, the Company had \$3.9 and \$15.5 of deferred tax assets related to U.S. federal and state net operating losses and tax credit carryforwards, which will begin to expire in 2023, and \$28.9 and \$45.6 of deferred tax assets related to foreign net operating loss and interest carryforwards. The majority of the foreign net operating loss and interest carryforwards have unlimited carryforward periods. Portions of the net operating loss carryforwards with expiration periods will begin to expire in 2023. Deferred tax assets as of September 30, 2022 and 2021, were reduced by a valuation allowance of \$11.8 and \$24.4, respectively, relating to foreign net operating loss carryforwards and foreign tax credit carryforwards. At September 30, 2022 and 2021, the Company had \$34.1 and \$26.3, respectively, of current income tax payable included in other current liabilities on the Consolidated Balance Sheets. As of September 30, 2022 and 2021, the Company also had a transition tax liability of \$14.9 and \$16.9 included within other long-term liabilities on the Consolidated Balance Sheets.

The Company establishes a valuation allowance for deferred tax assets when it is determined that the amount of expected future taxable income is not likely to support the use of the deduction or credit.

As of September 30, 2022, and 2021, respectively, \$14.7 and \$15.0 of deferred tax liability on unremitted earnings of foreign subsidiaries was recognized, representing the assumed tax on the future distribution and tax withholdings on the distribution of such earnings among certain of the Company's foreign subsidiaries.

Deferred tax liabilities were not recorded for any additional basis differences inherent in the Company's foreign subsidiaries (i.e., basis differences in excess of those subject to the Transition Tax) as these amounts continue to be permanently reinvested outside of the U.S. If these amounts were not considered permanently reinvested, deferred tax liabilities would be recorded for any additional income taxes, distribution taxes, and withholding taxes payable in various countries. A determination of the unrecognized deferred tax liabilities on the permanently reinvested basis differences at September 30, 2022 is not practicable.



A reconciliation of the unrecognized tax benefits is as follows:

	September 30,		
	2022	2021	2020
Balance at September 30	\$ 40.5	\$ 35.7	\$ 9.7
Assumed and recognized tax positions as part of Milacron acquisition	—	—	29.2
Additions for tax positions related to the current year	—	6.5	0.6
Additions for tax positions of prior years	1.0	1.6	0.7
Reductions for tax positions of prior years	(6.9)	(3.3)	(4.4)
Settlements	(0.7)	—	(0.1)
Balance at September 30	<u>\$ 33.9</u>	<u>\$ 40.5</u>	<u>\$ 35.7</u>

The gross unrecognized tax benefit included \$33.9 and \$40.5 at September 30, 2022 and 2021, respectively, which, if recognized, would impact the effective tax rate in future periods. The assumed and recognized tax positions as part of the Milacron acquisition, includes historical unrecognized tax benefits related to Milacron, as well as certain unrecognized tax benefits recorded as part of purchase accounting.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as income tax expense. During 2022 and 2021, the Company recognized \$0.5 and \$1.2, respectively, in additional interest and penalties. Excluded from the reconciliation were \$3.8 and \$3.7 of accrued interest and penalties at September 30, 2022 and 2021, respectively.

The Company operates in multiple income tax jurisdictions both inside and outside the U.S. and are currently under examination in various federal, state, and foreign jurisdictions. There are ongoing audits in India, Canada, Germany, and the Czech Republic specifically which could prove to be significant for the Company. In addition, there are other ongoing audits in various stages of completion in several state and foreign jurisdictions.

It is possible that the liability associated with the unrecognized tax benefits will increase or decrease within the next 12 months. These changes may be the result of ongoing audits or the expiration of statutes of limitations and could range up to \$0.5 based on current estimates. Audit outcomes and the timing of audit settlements are subject to significant uncertainty. Although the Company believes that adequate provision has been made for such issues, it is possible that their ultimate resolution could affect earnings. Conversely, if these issues are resolved favorably in the future, the related provision would be reduced and yield a positive impact on earnings. The Company does not expect that the outcome of these audits will significantly impact the Consolidated Financial Statements.

## 9. Earnings (Loss) per Share

The dilutive effects of performance-based stock awards described in Note 10 are included in the computation of diluted earnings per share at the level the related performance criteria are met through the respective Consolidated Balance Sheet date. At September 30, 2022, 2021, and 2020, potential dilutive effects representing 373,000, 450,000, and 400,000 shares, respectively, were excluded from the computation of diluted earnings per share as the related performance criteria were not yet met, although the Company expects to meet various levels of criteria in the future.

	Year Ended September 30,		
	2022	2021	2020
Net income (loss) attributable to Hillenbrand	\$ 208.9	\$ 249.9	\$ (60.1)
Weighted average shares outstanding — basic (in millions)	71.7	74.9	73.4
Effect of dilutive stock options and unvested time-based restricted stock (in millions) <sup>(1)</sup>	0.5	0.5	—
Weighted average shares outstanding — diluted (in millions)	<u>72.2</u>	<u>75.4</u>	<u>73.4</u>
Basic earnings (loss) per share	\$ 2.91	\$ 3.34	\$ (0.82)
Diluted earnings (loss) per share	\$ 2.89	\$ 3.31	\$ (0.82)
Shares with anti-dilutive effect excluded from the computation of diluted earnings per share (millions)	0.3	0.8	2.8

(1) As a result of the net loss attributable to Hillenbrand during the year ended September 30, 2020, the effect of stock options and other unvested equity awards were antidilutive. In accordance with GAAP, they have been excluded from the diluted earnings per share calculation.

## 10. Share-Based Compensation

The Company has share-based compensation plans under which 15,385,436 shares are registered. As of September 30, 2022, 2,779,027 shares were outstanding under these plans and 8,946,245 shares had been issued, leaving 3,660,164 shares available for future issuance. Our primary plan, the Hillenbrand, Inc. Stock Incentive Plan, provides for long-term performance compensation for management and members of the Board of Directors. Under the Stock Incentive Plan, a variety of discretionary awards for employees and non-employee directors are authorized, including incentive or non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, and bonus stock. These programs are administered by the Board of Directors and its Compensation and Management Development Committee.

	Year Ended September 30,		
	2022	2021	2020
Stock-based compensation cost	\$ 21.3	\$ 19.7	\$ 14.0
Less impact of income tax	4.9	4.5	3.2
Stock-based compensation cost, net of tax	<u>\$ 16.4</u>	<u>\$ 15.2</u>	<u>\$ 10.8</u>

The Company realized current tax benefits of \$5.8, \$3.9 and \$1.9 from the exercise of stock options and the payment of stock awards during the years ended September 30, 2022, 2021 and 2020, respectively.

Stock Options — No stock options were issued during the year ended September 30, 2022 and 2021. For grants issued prior to 2021, fair values of were estimated on the date of grant using the Black-Scholes option-pricing model. The grants are contingent upon continued employment and generally vest over a three-year period. Expense is recognized on a straight-line basis over the applicable vesting periods. Option terms generally do not exceed 10 years. The weighted-average fair value of options granted was \$6.63 per share for 2020. The following assumptions were used in the determination of fair value for the year ended September 30, 2020:

Risk-free interest rate	1.6 %
Weighted-average dividend yield	2.7 %
Weighted-average volatility factor	27.9 %
Expected life (years)	5.8

The risk-free interest rate is based upon observed interest rates appropriate for the term of the employee stock options. The remaining assumptions require significant judgment utilizing historical information, peer data, and future expectations. The dividend yield is based on the history of dividend payouts and the computation of expected volatility is based on historical stock volatility. The expected life of employee stock options represents the weighted-average period the stock options are expected to remain outstanding based on historical exercise activity.

A summary of outstanding stock option awards as of September 30, 2022 and changes during the year is presented below:

	Number of Shares	Weighted-Average Exercise Price
Outstanding at September 30, 2020	2,436,443	\$ 35.00
Granted	—	—
Exercised	(453,059)	28.86
Forfeited	(9,783)	41.52
Expired/cancelled	(10,651)	41.74
Outstanding at September 30, 2021	1,962,950	36.35
Granted	—	—
Exercised	(702,712)	36.13
Forfeited	(544)	44.22
Expired/cancelled	(7,972)	35.91
Outstanding at September 30, 2022	1,251,722	\$ 36.47
Exercisable at September 30, 2022	1,184,283	\$ 36.73

As of September 30, 2022, there was no unrecognized stock-based compensation associated with unvested stock options. As of September 30, 2022, the average remaining life of the outstanding stock options was 4.1 years with an aggregate intrinsic value of \$3.8. As of September 30, 2022, the average remaining life of the exercisable stock options was 3.9 years with an aggregate intrinsic value of \$3.4. The total intrinsic value of options exercised by employees and directors during 2022, 2021, and 2020 was \$9.6, \$6.6, and \$0.6, respectively. The grant-date fair value of options that vested during 2022, 2021, and 2020 was \$11.5, \$15.9, and \$15.6, respectively.

Time-Based Stock Awards and Performance-Based Stock Awards — These awards are consistent with the Company’s compensation program’s guiding principles and are designed to (i) align management’s interests with those of shareholders, (ii) motivate and provide incentive to achieve superior results, (iii) maintain a significant portion of at-risk incentive compensation, (iv) delineate clear accountabilities, and (v) ensure competitive compensation. The Company believes that the blend of compensation components provides the Company’s management with the appropriate incentives to create long-term value for shareholders while taking thoughtful and prudent risks to grow the value of the Company. The Company’s stock plan enables us to grant several types of restricted stock unit awards including time-based, performance-based contingent on the creation of shareholder value (“SV”), and performance-based based on a relative total shareholder return formula (“TSR”).

The Company’s time-based stock awards provide an unconditional delivery of shares after a specified period of service. The Company records expense associated with time-based awards on a straight-line basis over the vesting period, net of estimated forfeitures.

The vesting of the SV awards granted in fiscal 2022 is contingent upon the creation of shareholder value as measured by the cumulative cash returns and final period net operating profit after tax compared to the established hurdle rate over a three-year period and a corresponding service requirement. The hurdle rate is a reflection of the weighted-average cost of capital and targeted capital structure. The number of shares awarded is based upon the fair value of the Company’s common stock at the date of grant adjusted for the attainment level at the end of the period. Based on the extent to which the performance criteria are achieved, it is possible for none of the awards to vest or for a range up to the maximum to vest. The Company records expense associated with the awards on a straight-line basis over the vesting period based upon an estimate of projected performance. The actual performance of the Company is evaluated quarterly, and the expense is adjusted according to the new projections. As a result, depending on the degree to which performance criteria are achieved or projections change, expenses related to the SV awards may become more volatile as the Company approaches the final performance measurement date at the end of the three-year period.

The vesting of TSR awards granted in fiscal 2022 will be determined by comparing the Company’s total shareholder return during a three-year period to the respective total shareholder returns of members of the Standard & Poor’s 400 Mid Cap Industrials index (the “Index Companies”). Based on the Company’s relative ranking within the Index Companies, performance below the 25th percentile earns a zero payout, a 25 percent minimum payout for achievement at the 25th percentile, 100 percent payout at 50th percentile achievement, and 175 percent payout at 75th percentile achievement and above. Compensation expense for the TSR awards is recognized over the vesting period regardless of whether the market conditions are expected to be achieved.

The Company estimates the fair value of TSR awards using a Monte-Carlo simulation model which included the following key assumptions:

	Year Ended Year Ended September 30,		
	2022	2021	2020
Expected term (years)	2.83	2.83	2.82
Risk-free interest rate	0.86 %	0.20 %	1.60 %
Share price volatility	43.90 %	43.04 %	25.61 %
Expected dividend yield	— %	— %	— %
Actual dividend yield	1.91 %	2.24 %	2.63 %

A summary of the non-vested stock awards, including dividends, as of September 30, 2022 (representing the maximum number of shares that could be vested) and changes during the year is presented below:

Time-Based Stock Awards	Number of Shares	Weighted-Average Grant Date Fair Value
Non-vested time-based stock awards at September 30, 2020	346,625	\$ 32.46
Granted	454,873	39.37
Vested	(117,370)	32.95
Forfeited	(66,993)	34.72
Non-vested time-based stock awards at September 30, 2021	617,135	37.21
Granted	408,467	45.46
Vested	(252,346)	35.36
Forfeited	(112,796)	40.28
Non-vested time-based stock awards at September 30, 2022	<u>660,460</u>	\$ 42.50

Performance-Based Stock Awards	Number of Shares	Weighted-Average Grant Date Fair Value
Non-vested performance-based stock awards at September 30, 2020	694,295	\$ 36.59
Granted	369,138	44.36
Vested	(135,569)	38.35
Forfeited	(194,215)	46.88
Non-vested performance-based stock awards at September 30, 2021	733,649	37.38
Granted	321,472	51.93
Vested	(242,117)	33.65
Forfeited	(274,652)	39.22
Non-vested performance-based stock awards at September 30, 2022	<u>538,352</u>	\$ 47.69

The total vest date fair value of shares held by Hillenbrand employees and directors which vested during 2022, 2021, and 2020 was \$23.0, \$11.1, and \$5.5 (including dividends), respectively.

As of September 30, 2022, \$16.0 and \$6.9 of unrecognized stock-based compensation was associated with the Company's unvested time-based and performance-based (including SV and TSR) stock awards, respectively. The unrecognized amount of compensation related to the SV awards is based upon projected performance to date. The unrecognized compensation cost of the time-based and performance-based awards is expected to be recognized over a weighted-average period of 2.3 and 1.8 years and includes a reduction for an estimate of potential forfeitures. As of September 30, 2022, the outstanding time-based stock awards and performance-based stock awards had an aggregate fair value of \$24.3 and \$18.5, respectively.

Dividends payable in stock accrue on both time-based and SV awards during the performance period and are subject to the same terms as the original grants. Dividends do not accrue on TSR awards during the performance period. As of September

30, 2022, a total of 40,729 shares had accumulated on unvested stock awards due to dividend reinvestments and were included in the tables above. The aggregate fair value of these shares at September 30, 2022 was \$1.5.

**Vested Deferred Stock** — Certain stock-based compensation programs allow or require deferred delivery of shares after vesting. As of September 30, 2022, there were 328,494 fully vested deferred shares, which were excluded from the tables above. The aggregate fair value of these shares at September 30, 2022 was \$12.1.

## 11. Other Comprehensive (Loss) Income

The following table summarize the changes in the accumulated balances for each component of accumulated other comprehensive loss during the year ended September 30, 2022:

	Pension and Postretirement	Currency Translation <sup>(1)</sup>	Net Unrealized Gain (Loss) on Derivative Instruments	Total Attributable to Hillenbrand, Inc.	Noncontrolling Interests	Total
Balance at September 30, 2021	\$ (49.2)	\$ 13.1	\$ (10.2)	\$ (46.3)		
Other comprehensive income (loss) before reclassifications						
Before tax amount	18.4	(126.8)	(0.6)	(109.0)	\$ (2.2)	\$ (111.2)
Tax benefit	(5.7)	—	0.3	(5.4)		(5.4)
After tax amount	12.7	(126.8)	(0.3)	(114.4)	(2.2)	(116.6)
Amounts reclassified from accumulated other comprehensive loss <sup>(2)</sup>	3.7	—	1.4	5.1	—	5.1
Net current period other comprehensive income (loss)	16.4	(126.8)	1.1	(109.3)	\$ (2.2)	\$ (111.5)
Balance at September 30, 2022	\$ (32.8)	\$ (113.7)	\$ (9.1)	\$ (155.6)		

<sup>(1)</sup> Includes gains and losses on intra-entity foreign currency transactions that are of a long-term investment nature.

<sup>(2)</sup> Amounts are net of tax.

Reclassifications out of accumulated other comprehensive loss include:

Affected Line in the Consolidated Statement of Operations:	Year Ended September 30, 2022				
	Amortization of Pension and Postretirement <sup>(1)</sup>		(Gain)/ Loss on Derivative Instruments	(Gain)/ Loss on Divestiture	Total
	Net Loss Recognized	Prior Service Costs Recognized			
Net revenue	\$ —	\$ —	\$ (0.1)	\$ —	\$ (0.1)
Cost of goods sold	—	—	(0.7)	—	(0.7)
Other income, net	4.0	—	1.9	—	5.9
Total before tax	\$ 4.0	\$ —	\$ 1.1	\$ —	\$ 5.1
Tax benefit					—
Total reclassifications for the period, net of tax					\$ 5.1

<sup>(1)</sup> These accumulated other comprehensive loss components are included in the computation of net pension cost (see Note 7).

The following table summarize the changes in the accumulated balances for each component of accumulated other comprehensive loss during the year ended September 30, 2021:

	Pension and Postretirement	Currency Translation <sup>(1)</sup>	Net Unrealized Gain (Loss) on Derivative Instruments	Total Attributable to Hillenbrand, Inc.	Noncontrolling Interests	Total
Balance at September 30, 2020	\$ (69.6)	\$ (21.1)	\$ (12.1)	\$ (102.8)		
Other comprehensive income (loss) before reclassifications						
Before tax amount	22.5	42.2	0.9	65.6	\$ (0.1)	\$ 65.5
Tax benefit	(5.6)	—	(0.2)	(5.8)	—	(5.8)
After tax amount	16.9	42.2	0.7	59.8	(0.1)	59.7
Amounts reclassified from accumulated other comprehensive loss <sup>(2)</sup>	3.5	(8.0)	1.2	(3.3)	—	(3.3)
Net current period other comprehensive income (loss)	20.4	34.2	1.9	56.5	\$ (0.1)	\$ 56.4
Balance at September 30, 2021	\$ (49.2)	\$ 13.1	\$ (10.2)	\$ (46.3)		

<sup>(1)</sup> Includes gains and losses on intra-entity foreign currency transactions that are of a long-term investment nature.

<sup>(2)</sup> Amounts are net of tax.

Reclassifications out of accumulated other comprehensive loss include:

	Year Ended September 30, 2021				
	Amortization of Pension and Postretirement <sup>(1)</sup>		(Gain)/ Loss on Derivative Instruments	(Gain)/ Loss on Divestiture	Total
	Net Loss Recognized	Prior Service Costs Recognized			
Affected Line in the Consolidated Statement of Operations:					
Net revenue	\$ —	\$ —	\$ 0.1	\$ —	\$ 0.1
Cost of goods sold	—	—	(1.0)	—	\$ (1.0)
Other income (expense), net	4.2	(0.1)	1.9	(8.0)	\$ (2.0)
Total before tax	\$ 4.2	\$ (0.1)	\$ 1.0	\$ (8.0)	\$ (2.9)
Tax benefit					(0.4)
Total reclassifications for the period, net of tax					\$ (3.3)

<sup>(1)</sup> These accumulated other comprehensive loss components are included in the computation of net pension cost (see Note 7).

The following table summarize the changes in the accumulated balances for each component of accumulated other comprehensive loss during the year ended September 30, 2020:

	Pension and Postretirement	Currency Translation <sup>(1)</sup>	Net Unrealized Gain (Loss) on Derivative Instruments	Total Attributable to Hillenbrand, Inc.	Noncontrolling Interests	Total
Balance at September 30, 2019	\$ (62.3)	\$ (64.7)	\$ (13.6)	\$ (140.6)		
Other comprehensive (loss) income before reclassifications						
Before tax amount	(8.5)	43.6	(1.2)	33.9	\$ (0.5)	\$ 33.4
Tax expense	2.0	—	0.2	2.2	—	2.2
After tax amount	(6.5)	43.6	(1.0)	36.1	(0.5)	35.6
Amounts reclassified from accumulated other comprehensive loss <sup>(2)</sup>	5.2	—	2.5	7.7	—	7.7
Net current period other comprehensive (loss) income	(1.3)	43.6	1.5	43.8	\$ (0.5)	\$ 43.3
Reclassification of certain income tax effects <sup>(3)</sup>	\$ (6.0)	\$ —	\$ —	\$ (6.0)		
Balance at September 30, 2020	\$ (69.6)	\$ (21.1)	\$ (12.1)	\$ (102.8)		

<sup>(1)</sup> Includes gains and losses on intra-entity foreign currency transactions that are of a long-term investment nature.

<sup>(2)</sup> Amounts are net of tax.

<sup>(3)</sup> Income tax effects of the Tax Act were reclassified from accumulated other comprehensive loss to retained earnings due to the adoption of ASU 2018-02.

Reclassifications out of accumulated other comprehensive loss include:

Affected Line in the Consolidated Statement of Operations:	Year Ended September 30, 2020			Total
	Amortization of Pension and Postretirement <sup>(1)</sup>			
	Net Loss Recognized	Prior Service Costs Recognized	(Gain)/Loss on Derivative Instruments	
Net revenue	\$ —	\$ —	\$ (0.2)	\$ (0.2)
Cost of goods sold	—	—	0.8	0.8
Other income, net	7.1	—	2.0	9.1
Total before tax	\$ 7.1	\$ —	\$ 2.6	9.7
Tax benefit				(2.0)
Total reclassifications for the period, net of tax				\$ 7.7

<sup>(1)</sup> These accumulated other comprehensive loss components are included in the computation of net pension cost (see Note 7).

## 12. Commitments and Contingencies

### Litigation

Like most companies, the Company is involved from time to time in claims, lawsuits, and government proceedings relating to its operations, including environmental, antitrust, patent infringement, business practices, commercial transactions, product and general liability, cybersecurity and privacy matters, workers' compensation, auto liability, employment-related, and other matters. The ultimate outcome of any claims, lawsuits, and proceedings cannot be predicted with certainty. An estimated loss from these contingencies is recognized when the Company believes it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated; however, it is difficult to measure the actual loss that might be incurred related to these matters. If a loss is not considered probable and/or cannot be reasonably estimated, the Company is required to make a disclosure if there is at least a reasonable possibility that a significant loss may have been incurred. Legal fees associated with claims and lawsuits are generally expensed as incurred.

Claims covered by insurance have in most instances deductibles and self-funded retentions up to \$0.5 per occurrence or per claim, depending upon the type of coverage and policy period. For auto, workers compensation, and general liability claims in the U.S., outside insurance companies and third-party claims administrators generally assist in establishing individual claim reserves. An independent outside actuary often provides estimates of ultimate projected losses, including incurred but not reported claims, which are used to establish reserves for losses. For all other types of claims, reserves are established when payment is considered probable and are based upon advice from internal and external counsel and historical settlement information for such claims.

The recorded amounts represent the best estimate of the costs the Company will incur in relation to such exposures, but it is possible that actual costs will differ from those estimates.

### 13. Other Income, Net

	Year Ended September 30,		
	2022	2021	2020
Interest income	\$ 5.5	\$ 3.4	\$ 3.2
Foreign currency exchange gain, net	0.2	0.1	1.2
Other, net	2.7	(3.2)	(0.4)
Other income, net	<u>\$ 8.4</u>	<u>\$ 0.3</u>	<u>\$ 4.0</u>

### 14. Fair Value Measurements

Fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. The authoritative guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are from sources independent of the Company. Unobservable inputs reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available in the circumstances. The categorization of financial assets and liabilities within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The hierarchy is broken down into three levels:

Level 1: Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs are unobservable for the asset or liability.

See the section below titled "Valuation Techniques" for further discussion of how Hillenbrand determines fair value for investments.



	Carrying Value at September 30, 2022	Fair Value at September 30, 2022		
		Using Inputs Considered as:		
		Level 1	Level 2	Level 3
<b>Assets:</b>				
Cash and cash equivalents	\$ 234.1	\$ 234.1	\$ —	\$ —
Restricted cash	3.5	3.5	—	—
Investments in rabbi trust	2.4	2.4	—	—
Derivative instruments	3.0	—	3.0	—
<b>Liabilities:</b>				
Revolving Credit Facility	6.7	—	6.7	—
2021 Notes	350.0	268.7	—	—
2020 Notes	400.0	394.5	—	—
2019 Notes	374.7	349.6	—	—
Series A Notes	100.0	—	97.6	—
Derivative instruments	8.0	—	8.0	—

	Carrying Value at September 30, 2021	Fair Value at September 30, 2021		
		Using Inputs Considered as:		
		Level 1	Level 2	Level 3
<b>Assets:</b>				
Cash and cash equivalents	\$ 446.1	\$ 446.1	\$ —	\$ —
Restricted cash	1.3	1.3	—	—
Cash and cash equivalents held for sale	3.5	3.5	—	—
Investments in rabbi trust	4.2	4.2	—	—
Derivative instruments	1.9	—	1.9	—
<b>Liabilities:</b>				
2021 Notes	350.0	349.0	—	—
2020 Notes	400.0	422.8	—	—
2019 Notes	374.6	421.3	—	—
Series A Notes	100.0	—	107.6	—
Derivative instruments	2.5	—	2.5	—

### Valuation Techniques

- Cash and cash equivalents, restricted cash, cash and cash equivalents held for sale, and investments in rabbi trust are classified within Level 1 of the fair value hierarchy. Financial instruments classified as Level 1 are based on quoted market prices in active markets. The types of financial instruments the Company classifies within Level 1 include most bank deposits, money market securities, and publicly traded mutual funds. The Company does not adjust the quoted market price for such financial instruments.
- The Company estimates the fair value of foreign currency derivatives using industry accepted models. The significant Level 2 inputs used in the valuation of derivatives include spot rates, forward rates, and volatility. These inputs were obtained from pricing services, broker quotes, and other sources.
- The fair values of the 2021 Notes, 2020 Notes, and 2019 Notes were based on quoted prices in active markets.
- The fair values of the Facility and Series A Notes were estimated based on internally-developed models, using current market interest rate data for similar issues, as there is no active market for the Facility or Series A Notes.

## 15. Segment and Geographical Information

The Company conducts operations through three reportable operating segments: Advanced Process Solutions, Molding Technology Solutions, and Batesville. The Company's segments maintain separate financial information for which results of operations are evaluated on a regular basis by the Company's chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company records the direct costs of business operations to the reportable operating segments, including stock-based compensation, asset impairments, restructuring activities, and business acquisition costs. Corporate provides management and administrative services to each reportable operating segment. These services include treasury management, human resources, legal, business development, and other public company support functions such as internal audit, investor relations, financial reporting, and tax compliance. With limited exception for certain professional services and back-office and technology costs, the Company does not allocate these types of corporate expenses to the reportable operating segments.

The following tables present financial information for the Company's reportable operating segments and significant geographical locations:

	Year Ended September 30,		
	2022	2021	2020
<b>Net revenue</b>			
Advanced Process Solutions	\$ 1,269.8	\$ 1,245.7	\$ 1,228.6
Molding Technology Solutions	1,045.5	995.7	735.8
Batesville	625.6	623.4	552.6
Total net revenue	<u>\$ 2,940.9</u>	<u>\$ 2,864.8</u>	<u>\$ 2,517.0</u>
<b>Adjusted EBITDA <sup>(1)</sup></b>			
Advanced Process Solutions	\$ 249.1	\$ 234.5	\$ 234.5
Molding Technology Solutions	216.2	201.8	147.0
Batesville	127.1	160.2	127.1
Corporate	(65.0)	(58.3)	(44.2)
<b>Net revenue</b>			
United States	\$ 1,351.4	\$ 1,312.8	\$ 1,202.8
China	573.1	503.6	349.1
India	196.3	178.9	122.3
Germany	140.9	139.0	149.4
All other countries	679.2	730.5	693.4
Total net revenue	<u>\$ 2,940.9</u>	<u>\$ 2,864.8</u>	<u>\$ 2,517.0</u>

<sup>(1)</sup> Adjusted earnings before interest, income tax, depreciation, and amortization ("adjusted EBITDA") is a non-GAAP measure used by management to measure segment performance and make operating decisions.

	September 30,	
	2022	2021
<b>Total assets assigned</b>		
Advanced Process Solutions	\$ 1,494.2	\$ 1,596.5
Molding Technology Solutions	2,052.6	2,103.0
Batesville	232.3	231.5
Corporate	88.4	83.9
Total assets assigned	<u>\$ 3,867.5</u>	<u>\$ 4,014.9</u>
<b>Tangible long-lived assets, net</b>		
United States	\$ 154.1	\$ 161.1
Germany	104.1	113.8
China	42.2	53.0
India	40.7	43.9
All other foreign business units	63.4	61.4
Tangible long-lived assets, net	<u>\$ 404.5</u>	<u>\$ 433.2</u>

The following schedule reconciles segment adjusted EBITDA to consolidated net income (loss)

	Year Ended September 30,		
	2022	2021	2020
Adjusted EBITDA:			
Advanced Process Solutions	\$ 249.1	\$ 234.5	\$ 234.5
Molding Technology Solutions	216.2	201.8	147.0
Batesville	127.1	160.2	127.1
Corporate	(65.0)	(58.3)	(44.2)
Less:			
Interest income	(5.5)	(3.4)	(3.2)
Interest expense	69.8	77.6	77.4
Income tax expense	98.8	98.6	34.9
Depreciation and amortization	108.2	115.2	130.6
Impairment charges	—	11.2	144.8
Business acquisition, disposition, and integration costs	31.3	34.5	77.2
Restructuring and restructuring-related charges	3.2	14.5	9.3
Inventory step-up	—	—	40.7
Loss (gain) on divestiture	3.1	(67.1)	3.5
Other	3.3	1.9	2.6
Consolidated net income (loss)	<u>\$ 215.2</u>	<u>\$ 255.2</u>	<u>\$ (53.4)</u>

## 16. Restructuring

Hillenbrand periodically undergoes restructuring activities in order to enhance profitability through streamlined operations and an improved overall cost structure. The following schedule details the restructuring charges by reportable operating segment and the classification of those charges on the Consolidated Statements of Operations.

	Year Ended September 30,								
	2022			2021			2020		
	Cost of goods sold	Operating expenses	Total	Cost of goods sold	Operating expenses	Total	Cost of goods sold	Operating expenses	Total
Advanced Process Solutions	\$ 1.8	\$ (0.2)	\$ 1.6	\$ 9.3	\$ 5.9	\$ 15.2	\$ 0.9	\$ 3.1	\$ 4.0
Molding Technology Solutions	—	0.2	0.2	4.1	1.0	5.1	2.0	2.0	4.0
Batesville	—	0.1	0.1	0.1	1.1	1.2	—	0.7	0.7
Corporate	—	0.8	0.8	—	0.7	0.7	—	1.8	1.8
Total	\$ 1.8	\$ 0.9	\$ 2.7	\$ 13.5	\$ 8.7	\$ 22.2	\$ 2.9	\$ 7.6	\$ 10.5

The restructuring charges within the Advanced Process Solutions and Batesville reportable operating segments during the years ended September 30, 2022, 2021, and 2020 related primarily to severance costs. The restructuring charges within the Molding Technology Solutions reportable operating segment and Corporate during the years ended September 30, 2022, 2021 and 2020 were primarily related to severance costs associated with the ongoing integration of Milacron, as well as productivity initiatives within the Molding Technology Solutions reportable operating segment. At September 30, 2022, \$1.4 of restructuring costs were accrued and are expected to be paid over the next twelve months.

During fiscal 2021, the Company's wholly-owned subsidiary Coperion GmbH entered into an agreement with its local works council setting forth a restructuring plan related to its manufacturing facilities in Stuttgart and Weingarten, Germany, whereby certain operational functions will be shifted to the Company's operations in Switzerland or to a third party provider (the "Plan"). As a result, the Company expects to incur severance and other related costs of approximately \$11.0 to \$12.0 and restructuring-related costs of \$3.0 to \$4.0 related to the Plan. Substantially all of these costs will result in future cash expenditures that are expected to be substantially paid by the end of calendar year 2022. As the employees are required to render service in order to receive termination benefits, the associated liability related to the Plan will be recognized ratably over the future service period. During the years ended September 30, 2022 and 2021, the Company recognized \$2.5 and \$7.3, respectively, of expense, and these amounts were included within cost of goods sold and operating expenses in the Company's Consolidated Statements of Operations. The total liability related to the Plan was \$1.0 as of September 30, 2022.

## 17. Subsequent Events

### *Acquisition of LINXIS Group SAS*

On October 6, 2022, the Company completed the acquisition of LINXIS Group SAS ("Linxis") from IBERIS INTERNATIONAL S.A R.L, an affiliate of IK Partners, and additional sellers ("Sellers"). As a result of the acquisition, the Company acquired from the Sellers all of the issued and outstanding securities of Linxis, and Linxis became a wholly owned subsidiary of the Company for total aggregate consideration of \$590.8 (€596.2) in cash, reflecting an enterprise value of approximately \$566.8 (€572.0) plus cash acquired at closing, subject to post-closing adjustments. We utilized borrowings, subsequent to September 30, 2022, under our Facility to fund this acquisition.

Linxis has six leading brands – Bakon, Diosna, Shaffer, Shick Esteve, Unifiller, and VMI – that serve customers in over 100 countries. With a global manufacturing, sales and service footprint, Linxis specializes in design, manufacturing, and service of dosing, kneading, mixing, granulating, drying and coating technologies that are complementary to the equipment and solutions offered under Hillenbrand's Coperion brand. Linxis will be included in our Advanced Process Solutions reportable operating segment.

### *Proposed Acquisition of Peerless Food Equipment*

On November 3, 2022, the Company signed a definitive agreement to acquire from Illinois Tool Works Inc. its Peerless Food Equipment division ("Peerless"), a premier supplier of industrial food processing equipment, for a purchase price of \$59.0, subject to customary post-closing adjustments. Headquartered in Sidney, Ohio, Peerless is highly complementary to certain Linxis brands. This transaction is expected to close during the fiscal first quarter of 2023. Peerless will be included in our Advanced Process Solutions reportable operating segment.

**SCHEDULE II**  
**HILLENBRAND, INC.**  
**VALUATION AND QUALIFYING ACCOUNTS**  
**FOR THE YEARS ENDED SEPTEMBER 30, 2022, 2021, AND 2020**

(in millions)	Balance at Beginning of Period	Additions			Deductions Net of Recoveries (a)	Balance at End of Period
		Charged to Revenue, Costs, and Expense	Charged to Other Accounts			
Allowance for doubtful accounts, early pay discounts, and sales returns:						
Year ended September 30, 2022	\$ 26.0	\$ 2.7	\$ (0.8)	\$ (4.8)	\$ 23.1	
Year ended September 30, 2021	\$ 24.0	\$ 3.5	\$ 0.1	\$ (1.6)	\$ 26.0	
Year ended September 30, 2020	\$ 22.5	\$ 0.7	\$ 0.2	\$ 0.6	\$ 24.0	
Allowance for inventory valuation:						
Year ended September 30, 2022	\$ 29.7	\$ 8.4	\$ (3.0)	\$ (4.4)	\$ 30.7	
Year ended September 30, 2021	\$ 25.6	\$ 5.4	\$ 3.0	\$ (4.3)	\$ 29.7	
Year ended September 30, 2020	\$ 16.2	\$ 6.6	\$ 1.4	\$ 1.4	\$ 25.6	

(a) Reflects the write-off of specific trade receivables against recorded reserves and other adjustments.

**Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**Item 9A. CONTROLS AND PROCEDURES**

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. In order to evaluate the effectiveness of internal control over financial reporting, management has conducted an assessment, including testing, using the criteria set forth by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission in *Internal Control — Integrated Framework (2013 Framework)*. The Company's internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Based on our assessment under the criteria established in *Internal Control — Integrated Framework (2013 Framework)*, issued by the COSO, management has concluded that the Company maintained effective internal control over financial reporting as of September 30, 2022.

The effectiveness of the Company's internal control over financial reporting as of September 30, 2022, has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which appears in Part II, Item 8, of this Form 10-K.

On August 31, 2022, we completed the acquisition of Herbold, which includes its existing information systems and internal controls over financial reporting. In conducting our evaluation of the effectiveness of our internal control over financial reporting for our fiscal year ended September 30, 2022, we have excluded Herbold from our evaluation as permitted under existing SEC Staff interpretive guidance for newly acquired businesses. We are currently in the process of evaluating and integrating Herbold's historical internal control over financial reporting with ours. The integration may lead to changes in future fiscal periods, but we do not expect these changes to materially affect our internal control over financial reporting. We expect to complete this integration in fiscal 2023. For the year ended and as of September 30, 2022, Herbold accounted for less than 1% of total consolidated net revenue and less than 5% of total consolidated assets.

Other than as noted above, there have been no changes to our internal control over financial reporting, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Management's report on our internal control over financial reporting is included under Item 8.

We have established disclosure controls and procedures and internal control over financial reporting to provide reasonable assurance that material information relating to us, including our consolidated subsidiaries, is made known on a timely basis to management and the Board of Directors. No control system, no matter how well designed and operated, can provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Our management, with the participation of our President and Chief Executive Officer and the Senior Vice President and Chief Financial Officer (the "Certifying Officers"), evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act. Based upon that evaluation, the Certifying Officers concluded that our disclosure controls and procedures as of the end of the period covered by this report are effective.

**Item 9B. OTHER INFORMATION**

None.

**Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

## **PART III**

### **Item 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

Information related to executive officers is included in this report under Part I, Item 1 within the caption “Information about our Executive Officers.” Information relating to the directors will appear in the section entitled “Election of Directors” in our Proxy Statement to be filed with the Securities and Exchange Commission relating to our 2023 Annual Meeting of Shareholders (the “2023 Proxy Statement”), which section is incorporated herein by reference. Information regarding our Code of Ethical Business Conduct, compliance with Section 16(a) of the Exchange Act, and the corporate governance matters covered by this Item is incorporated by reference to the 2023 Proxy Statement, where such information will be included under the headings “The Board of Directors and Committees” and “Delinquent Section 16(a) Reports.” Information related to corporate governance of the Company, including its Code of Ethics and Business Conduct, information concerning executive officers, directors and Board committees, and transactions in our securities by directors and executive officers, is also available free of charge on or through the “Investors” section of our website at [www.hillenbrand.com](http://www.hillenbrand.com).

### **Item 11. EXECUTIVE COMPENSATION**

The information required by this Item is incorporated herein by reference to the 2023 Proxy Statement, where such information will be included under the headings “The Board of Directors and Committees,” “Executive Compensation,” “Security Ownership of Beneficial Owners of More than 5% of the Company’s Common Stock,” and “Compensation of Directors.”

### **Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT, AND RELATED SHAREHOLDER MATTERS**

The information required by this Item is incorporated herein by reference to the 2023 Proxy Statement, where such information will be included under the headings “Election of Directors,” “Security Ownership of Directors and Management,” and “Equity Compensation Plan Information.”

### **Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item is incorporated herein by reference to the 2023 Proxy Statement, where such information will be included under the heading “The Board of Directors and Committees.”

### **Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item is incorporated herein by reference to the 2023 Proxy Statement, where such information will be included under the heading “Ratification of Appointment of the Independent Registered Public Accounting Firm.”

## **PART IV**

### **Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULE**

(a) The following documents have been filed as a part of this report or, where noted, incorporated by reference:

(1) Consolidated Financial Statements

The financial statements of the Company and its consolidated subsidiaries listed on the Index to Consolidated Financial Statements on page 55.

(2) Consolidated Financial Statement Schedule

The financial statement schedule on page 106 is filed in response to Item 8 and Item 15(d) of Form 10-K and is listed on the Index to Consolidated Financial Statements.

(3) Exhibits

The Exhibit Index sets forth a list of those exhibits filed herewith, and includes and identifies management contracts or compensatory plans or arrangements required to be filed as exhibits to this Form 10-K by Item 601(b)(10)(iii) of Regulation S-K.

In reviewing any agreements included as exhibits to this report, please remember that they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about us or the other parties to the agreements. The agreements may contain representations and warranties by the parties to the agreements, including us. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- may have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

#### Exhibit Index

<u>Exhibit 2.1</u>	***	Agreement and Plan of Merger, dated as of July 12, 2019, among Hillenbrand, Inc., Bengal Delaware Holding Corporation and Milacron Holdings Corp. (Incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K filed July 16, 2019)
<u>Exhibit 2.2</u>	***	Securities Purchase Agreement, dated as of September 15, 2022, among Hillenbrand France Acquisition Holdings SAS and the Sellers identified therein with respect to Linxis Group (Incorporated by reference to Exhibit 2.1 to Current Report on Form 8-K filed September 15, 2022)
<u>Exhibit 3.1</u>		Restated and Amended Articles of Incorporation of Hillenbrand, Inc., effective as of February 13, 2020 (Incorporated by reference to Exhibit 3.1 to Current Report on Form 8-K filed February 14, 2020)
<u>Exhibit 3.2</u>		Amended and Restated Code of By-Laws of Hillenbrand, Inc., effective as of May 5, 2022 (Incorporated by reference to Exhibit 3.2 to Quarterly Report on Form 10-Q filed May 9, 2022)
<u>Exhibit 4.1</u>		Form of Indenture between Hillenbrand, Inc. and U.S. Bank National Association as trustee, dated July 09, 2010 (Incorporated by reference to Exhibit 4.11 to Form S-3 filed July 6, 2010)
<u>Exhibit 4.2</u>		Supplemental Indenture dated as of January 10, 2013, by and among Hillenbrand, Inc., Batesville Casket Company, Inc., Batesville Manufacturing, Inc., Batesville Services, Inc., Coperion Corporation, K-Tron Investment Co., TerraSource Global Corporation, Process Equipment Group, Inc., Rotex Global, LLC, and U.S. Bank National Association, as trustee (the "Trustee") (Incorporated by reference to Exhibit 4.1 to Current Report on Form 8-K filed on January 11, 2013)
<u>Exhibit 4.3</u>		Supplemental Indenture No.3, dated as of September 25, 2019, by and among the Company, the subsidiary guarantors party thereto and the Trustee (Incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed September 25, 2019)
<u>Exhibit 4.4</u>		Form of the Company's 4.500% Senior Notes due 2026 (Incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed September 25, 2019)
<u>Exhibit 4.5</u>	*	Description of the Company's Securities Registered Pursuant to Section 12 of the Exchange Act
<u>Exhibit 4.6</u>		Supplemental Indenture No. 4, dated as of June 16, 2020, by and among the Company, the subsidiary guarantors party thereto and the Trustee (Incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed June 16, 2020)
<u>Exhibit 4.7</u>		Form of the Company's 5.7500% Senior Notes due 2025 (Incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed June 16, 2020)
<u>Exhibit 4.8</u>		Supplemental Indenture No. 5, dated as of December 15, 2020, by and among the Company, the subsidiary guarantors party thereto and the Trustee (Incorporated by reference to Exhibit 4.1 to Quarterly Report on Form 10-Q filed May 4, 2021)



<u>Exhibit 4.9</u>	Supplemental Indenture No. 6, dated as of December 15, 2020, by and among the Company, the subsidiary guarantors party thereto and the Trustee (Incorporated by reference to Exhibit 4.2 to Quarterly Report on Form 10-Q filed May 4, 2021)
<u>Exhibit 4.10</u>	Supplemental Indenture No. 7, dated as of March 3, 2021, by and among the Company, the subsidiary guarantors party thereto and the Trustee (Incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed March 3, 2021)
<u>Exhibit 4.11</u>	Form of the Company's 3.7500% Senior Notes due 2031 (Incorporated by reference to Exhibit 4.2 to Current Report on Form 8-K filed March 3, 2021)
<u>Exhibit 10.1</u>	** Form of Indemnity Agreement between Hillenbrand, Inc. and its non-employee directors (Incorporated by reference to Exhibit 10.11 to Registration Statement on Form 10)
<u>Exhibit 10.2</u>	** Hillenbrand, Inc. Board of Directors' Deferred Compensation Plan (Incorporated by reference to Exhibit 10.13 to Quarterly Report on Form 10-Q filed May 14, 2008)
<u>Exhibit 10.3</u>	** Hillenbrand, Inc. Executive Deferred Compensation Program (Incorporated by reference to Exhibit 10.16 to Registration Statement on Form 10)
<u>Exhibit 10.4</u>	** Hillenbrand, Inc. Supplemental Executive Retirement Plan (As Amended and Restated July 1, 2010) (Incorporated by reference as Exhibit 10.31 to Annual Report on Form 10-K filed November 23, 2010)
<u>Exhibit 10.5</u>	** Hillenbrand, Inc. Supplemental Retirement Plan effective as of July 1, 2010 (Incorporated by reference to Exhibit 10.32 to Annual Report on Form 10-K filed November 23, 2010)
<u>Exhibit 10.6</u>	** Employment Agreement dated as of December 30, 2021, between Hillenbrand, Inc. and Kimberly K. Ryan (Incorporated by reference to Exhibit 10.2 to Quarterly Report on Form 10-Q filed February 2, 2022)
<u>Exhibit 10.7</u>	** Change in Control Agreement dated as of December 30, 2021, between Hillenbrand, Inc. and Kimberly K. Ryan (Incorporated by reference to Exhibit 10.3 to Quarterly Report on Form 10-Q filed February 2, 2022)
<u>Exhibit 10.8</u>	** Employment Agreement dated as of March 14, 2022, by and between Hillenbrand, Inc. and Robert M. VanHimbergen (Incorporated by reference to Exhibit 10.1 to Quarterly Report on Form 10-Q filed May 9, 2022)
<u>Exhibit 10.9</u>	Private Shelf Agreement dated as of December 6, 2012, by and between Hillenbrand, Inc. and Prudential Investment Management, Inc. (Incorporated by reference to Exhibit 10.6 to Quarterly Report on Form 10-Q filed February 4, 2013)
<u>Exhibit 10.10</u>	** Amended and Restated Hillenbrand, Inc. Stock Incentive Plan (Amended and Restated as of December 3, 2020 (Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed February 11, 2021)
<u>Exhibit 10.11</u>	** Hillenbrand, Inc. Stock Incentive Plan (Incorporated by reference to Exhibit 10.3 to Current Report on Form 8-K filed February 27, 2014)
<u>Exhibit 10.12</u>	** Hillenbrand, Inc. Third Amended and Restated Short-Term Incentive Compensation Plan for Key Executives (Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed December 7, 2021)
<u>Exhibit 10.13</u>	*,** Employment Agreement, dated January 3, 2022, between Hillenbrand, Inc. and Aneesha Arora
<u>Exhibit 10.14</u>	*,** Restricted Stock Unit Award Agreement, dated as of January 3, 2022, between Hillenbrand, Inc. and Aneesha Arora
<u>Exhibit 10.15</u>	*,** Sign-on and Retention Agreement, dated as of November 17, 2021, between Hillenbrand, Inc. and Aneesha Arora
<u>Exhibit 10.16</u>	*,** Cash Award Agreement, dated as of January 3, 2022, between Hillenbrand, Inc. and Aneesha Arora
<u>Exhibit 10.17</u>	*,** Employment Agreement, dated as of October 1, 2015, between Hillenbrand, Inc. and Nicholas Farrell
<u>Exhibit 10.18</u>	*,** Form of Change in Control Agreement (2021 revision)
<u>Exhibit 10.19</u>	Amendment No. 1 to Private Shelf Agreement, dated December 15, 2014, by and among Hillenbrand, Inc., Prudential Investment Management, Inc. and each Prudential Affiliate (as therein defined) that has become or becomes bound thereby (Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K, filed December 19, 2014)
<u>Exhibit 10.20</u>	Amendment No. 2 to Private Shelf Agreement, dated December 19, 2014, by and among Hillenbrand, Inc., Prudential Investment Management, Inc. and each Prudential Affiliate (as therein defined) that has become or becomes bound thereby (Incorporated by reference to Exhibit 10.2 to Current Report on Form 8-K filed December 19, 2014)

<a href="#"><u>Exhibit 10.21</u></a>		Amendment No. 3 to Private Shelf Agreement, dated March 24, 2016, by and among Hillenbrand, Inc., PGIM, Inc. (f/k/a Prudential Investment Management, Inc.), and each Prudential Affiliate (as therein defined) that has become or becomes bound thereby (Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed March 30, 2016)
<a href="#"><u>Exhibit 10.22</u></a>		Amendment No. 4 to the Private Shelf Agreement, dated as of December 8, 2017, by and among Hillenbrand, Inc., PGIM, Inc. (f/k/a Prudential Investment Management, Inc.), the subsidiary guarantors named therein, and the additional parties thereto (Incorporated by reference as Exhibit 10.2 to Current Report on Form 8-K filed December 12, 2017)
<a href="#"><u>Exhibit 10.23</u></a>	**	Employment Agreement dated as of June 18, 2018, by and between Hillenbrand, Inc. and J. Michael Whitted (Incorporated by reference as Exhibit 10.33 to Annual Report on Form 10-K filed November 13, 2018)
<a href="#"><u>Exhibit 10.24</u></a>	**	Employment Agreement dated as of September 7, 2015, by and between Batesville Services, Inc. and Christopher Trainor (Incorporated by reference as Exhibit 10.34 to Annual Report on Form 10-K filed November 13, 2018)
<a href="#"><u>Exhibit 10.25</u></a>	**	Employment Agreement, dated March 30, 2020, by and between Mold-Masters (2007) Limited and Ling An-Heid (Incorporated by reference as Exhibit 10.1 to Quarterly Report on Form 10-Q filed February 3, 2021)
<a href="#"><u>Exhibit 10.26</u></a>		Fourth Amended and Restated Credit Agreement, dated as of June 8, 2022, among Hillenbrand, Inc., the subsidiary borrowers named therein, the lenders named therein, JPMorgan Chase Bank, N.A., as administrative agent for the lenders, and the co-syndication agents and co-documentation agents named therein (Incorporated by reference as Exhibit 10.1 to Current Report on Form 8-K filed June 13, 2022)
<a href="#"><u>Exhibit 10.27</u></a>		Amendment No. 5 to Private Shelf Agreement, dated as of September 4, 2019, by and among Hillenbrand, Inc., PGIM, Inc. (f/k/a Prudential Investment Management, Inc.), the subsidiary guarantors named therein, and the additional parties thereto (Incorporated by reference as Exhibit 10.2 to Current Report on Form 8-K filed September 4, 2019)
<a href="#"><u>Exhibit 10.28</u></a>		Amendment No. 6 to Private Shelf Agreement, dated as of January 10, 2020, among Hillenbrand, Inc., PGIM, Inc. (f/k/a Prudential Investment Management, Inc.), the subsidiary guarantors party thereto, and the additional parties thereto (Incorporated by reference as Exhibit 10.2 to Current Report on Form 8-K filed January 10, 2020)
<a href="#"><u>Exhibit 10.29</u></a>	***	Warranty Agreement, dated as of September 15, 2022, by and between Hillenbrand France Acquisition Holding SAS and the Sellers identified therein with respect to Linxis Group (Incorporated by reference to Exhibit 10.1 to Current Report on Form 8-K filed September 15, 2022)
<a href="#"><u>Exhibit 10.30</u></a>		Amendment No. 7 to Private Shelf Agreement, dated as of May 19, 2020, among Hillenbrand, Inc., PGIM, Inc. (f/k/a Prudential Investment Management, Inc.), the subsidiary guarantors party thereto, and the additional parties thereto (Incorporated by reference as Exhibit 10.2 to Current Report on Form 8-K filed May 20, 2020)
<a href="#"><u>Exhibit 10.31</u></a>	***	Syndicated L/G Facility Agreement, dated June 21, 2022, among Hillenbrand, Inc., certain of its subsidiaries party thereto, Commerzbank Aktiengesellschaft and other lenders party thereto, and Commerzbank Finance & Covered Bond S.A., acting as agent (Incorporated by reference as Exhibit 10.1 to Current Report on Form 8-K filed June 23, 2022)
<a href="#"><u>Exhibit 10.32</u></a>	**	Form of Performance-Based Unit Award Agreement (Shareholder Value Delivered) (2021 revision) (Incorporated by reference to Exhibit 10.2 to Current Report on Form 8-K filed February 11, 2021)
<a href="#"><u>Exhibit 10.33</u></a>	**	Form of Performance Based Unit Award Agreement (Relative Total Shareholder Return) (2021 revision) (Incorporated by reference to Exhibit 10.3 to Current Report on Form 8-K filed February 11, 2021)
<a href="#"><u>Exhibit 10.34</u></a>	**	Form of Restricted Stock Unit Award Agreement (2021 revision) (Incorporated by reference to Exhibit 10.4 to Current Report on Form 8-K filed February 11, 2021)
<a href="#"><u>Exhibit 10.35</u></a>	**	Form of Restricted Stock Unit Award Agreement (Non-Employee Director) (2021 revision) (Incorporated by reference to Exhibit 10.5 to Current Report on Form 8-K filed February 11, 2021)
<a href="#"><u>Exhibit 10.36</u></a>		Amendment No. 8 to Private Shelf Agreement, dated as of June 9, 2022, among Hillenbrand, Inc., PGIM, Inc. (f/k/a Prudential Investment Management, Inc.), the subsidiary guarantors party thereto, and the additional parties thereto (Incorporated by reference as Exhibit 10.2 to Current Report on Form 8-K filed June 13, 2022)
<a href="#"><u>Exhibit 10.37</u></a>	**	Key Employee Retention Agreement, dated as of July 2, 2021, between Hillenbrand, Inc. and Christopher H. Trainor (Incorporated by reference as Exhibit 10.45 to Annual Report on Form 10-K filed November 17, 2021)

<a href="#"><u>Exhibit 10.38</u></a>	**	Restricted Stock Unit Award Agreement, dated as of July 6, 2021, between Hillenbrand, Inc. and Christopher H. Trainor (Incorporated by reference as Exhibit 10.47 to Annual Report on Form 10-K filed November 17, 2021)
<a href="#"><u>Exhibit 21.1</u></a>	*	Subsidiaries of Hillenbrand, Inc.
<a href="#"><u>Exhibit 22</u></a>	*	List of Guarantor Subsidiaries of Hillenbrand, Inc.
<a href="#"><u>Exhibit 23.1</u></a>	*	Consent of Ernst & Young LLP
<a href="#"><u>Exhibit 31.1</u></a>	*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<a href="#"><u>Exhibit 31.2</u></a>	*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
<a href="#"><u>Exhibit 32.1</u></a>	*	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
<a href="#"><u>Exhibit 32.2</u></a>	*	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

The following documents are being filed pursuant to Inline XBRL:

Exhibit 101	The following financial statements from the Company's Annual Report on Form 10-K for the year ended September 30, 2022, formatted in Inline XBRL: (i) Consolidated Statements of Operations, (ii) Consolidated Statements of Comprehensive Income, (iii) Consolidated Balance Sheets, (iv) Consolidated Statements of Cash Flows, (v) Consolidated Statements of Shareholders' Equity, and (vi) Notes to Consolidated Financial Statements, tagged as blocks of text and including detailed tags.
Exhibit 104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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\* Filed herewith.

\*\* Management contracts or compensatory plans or arrangements required to be filed as exhibits to this form pursuant to Item 15(a)(3) of this Form 10-K.

\*\*\* Schedules and certain exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Hillenbrand hereby undertakes to furnish supplemental copies of any of the omitted schedules and exhibits upon request by the U.S. Securities and Exchange Commission.

**Item 16. Form 10-K Summary**

Not applicable.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

HILLENBRAND, INC.

By: /s/ Kimberly K. Ryan

Kimberly K. Ryan

*President and Chief Executive Officer*

November 16, 2022

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ F. Joseph Loughrey</u> F. Joseph Loughrey	Chairperson of the Board	November 16, 2022
<u>/s/ Kimberly K. Ryan</u> Kimberly K. Ryan	President, Chief Executive Officer, and Director (Principal Executive Officer)	November 16, 2022
<u>/s/ Robert M. VanHimbergen</u> Robert M. VanHimbergen	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	November 16, 2022
<u>/s/ Megan A. Walke</u> Megan A. Walke	Vice President and Chief Accounting Officer (Principal Accounting Officer)	November 16, 2022
<u>/s/ Gary L. Collar</u> Gary L. Collar	Director	November 16, 2022
<u>/s/ Helen W. Cornell</u> Helen W. Cornell	Director	November 16, 2022
<u>/s/ Joy M. Greenway</u> Joy M. Greenway	Director	November 16, 2022
<u>/s/ Daniel C. Hillenbrand</u> Daniel C. Hillenbrand	Director	November 16, 2022
<u>/s/ Neil S. Novich</u> Neil S. Novich	Director	November 16, 2022
<u>/s/ Dennis W. Pullin</u> Dennis W. Pullin	Director	November 16, 2022
<u>/s/ Jennifer W. Rumsey</u> Jennifer W. Rumsey	Director	November 16, 2022
<u>/s/ Inderpreet Sawhney</u> Inderpreet Sawhney	Director	November 16, 2022
<u>/s/ Stuart A. Taylor II</u> Stuart A. Taylor II	Director	November 16, 2022

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## BOARD OF DIRECTORS

**Helen W. Cornell** <sup>(1, 2, 4, 5, 6)</sup>

Chairperson and Chairperson of the Nominating/Corporate Governance Committee  
President and Chief Executive Officer and Chairman of the Board, Owensboro Grain Company

**Gary L. Collar** <sup>(4, 5)</sup>

Chairperson of Compensation and Management Development Committee  
Retired Senior Vice President and General Manager, Asia Pacific and Africa Region, AGCO Corporation

**Joy M. Greenway** <sup>(3, 5)</sup>

Retired Executive Director of Global Business Solutions, General Motors

**Daniel C. Hillenbrand** <sup>(3, 5)</sup>

Founder and Managing Partner, Clear Water Capital Partners, LLC

**Neil S. Novich** <sup>(3, 5, 6)</sup>

Chairperson of Audit Committee  
Former Chairman, President and Chief Executive Officer, Ryerson, Inc.

**Dennis W. Pullin** <sup>(4, 5)</sup>

President and Chief Executive Officer, Virtua Health

**Jennifer W. Rumsey** <sup>(4, 5)</sup>

President and Chief Executive Officer, Cummins, Inc.

**Kimberly K. Ryan**

President and Chief Executive Officer, Hillenbrand, Inc.

**Inderpreet Sawhney** <sup>(3, 5)</sup>

Group General Counsel and Chief Compliance Officer, Infosys Ltd.

**Stuart A. Taylor, II** <sup>(4, 5, 6)</sup>

Chairperson of Mergers & Acquisitions Committee  
Chief Executive Officer, The Taylor Group LLC

(1) As previously disclosed, F. Joseph Loughrey, the Company's former Chairperson, announced that he would retire no later than the 2023 Annual Meeting of shareholders, and he retired effective January 10, 2023

(2) Ms. Cornell has been elected to become Chairperson of the Board effective upon the retirement of Mr. Loughrey

(3) Audit Committee

(4) Compensation and Management Development Committee

(5) Nominating/Corporate Governance Committee

(6) Mergers & Acquisitions Committee

## HILLENBRAND OFFICERS

**Kimberly K. Ryan**

President and Chief Executive Officer

**Robert M. VanHimbergen**

Senior Vice President, Chief Financial Officer

**Ling An-Heid**

Senior Vice President and President, Mold-Masters

**Aneesha Arora**

Senior Vice President, Chief Human Resources Officer

**Ulrich Bartel**

Senior Vice President and President, Advanced Process Solutions and Coperion

**Nicholas R. Farrell**

Senior Vice President, General Counsel, Secretary, and Chief Compliance Officer

**Michael M. Jones**

Senior Vice President and President, Milacron Injection Molding & Extrusion

**Leo J. Kulmaczewski, Jr.**

Senior Vice President, Operations Center of Excellence and HOM

**Carole A. Phillips**

Senior Vice President, Chief Procurement Officer

**Bhavik N. Soni**

Senior Vice President, Chief Information Officer

**Christopher H. Trainor**

Senior Vice President and President, Batesville

**J. Michael Whitted**

Senior Vice President, Strategy and Corporate Development

**Megan A. Walke**

Vice President, Chief Accounting Officer



# HILLENBRAND

## CORPORATE INFORMATION

### Headquarters

One Batesville Boulevard  
Batesville, Indiana 47006  
Phone: (812) 934-7000  
Website: [www.hillenbrand.com](http://www.hillenbrand.com)

### Investor Relations

Requests for the Hillenbrand Annual Report, Form 10-K or other information about the company should be directed in writing to:

#### Sam Mynsberge

Senior Director, Investor Relations  
Phone: (812) 931-5036  
Website: [ir.hillenbrand.com](http://ir.hillenbrand.com)  
E-mail: [Investors@hillenbrand.com](mailto:Investors@hillenbrand.com)

### Annual Meeting

The annual meeting of shareholders of Hillenbrand, Inc. will be held at 10:00 a.m. Eastern Standard Time on Friday, February 24, 2023, at Hillenbrand's headquarters at One Batesville Boulevard, Batesville, Indiana.

### Independent Auditors

Ernst & Young LLP  
221 E. Fourth St., Suite 2900  
Cincinnati, Ohio 45202  
Phone: (513) 612-1400

### Transfer Agent

Our transfer agent, Computershare, can help you with a variety of shareholder related services, including change of address, transfer of stock to another person, lost stock certificates and additional administrative services. Please include your name, address, and telephone number with all correspondence, and specify the most convenient time to contact you.

Computershare  
P.O. Box 505005  
Louisville, KY 40233-5005

By Overnight Delivery:  
Computershare  
462 South 4th Street, Suite 1600  
Louisville, KY 40202  
Toll-free (877) 745-9349