# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# Form 10-Q

**(Mark One)**

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

**For the quarterly period ended November 30, 2024.**

**OR**

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

**For the transition period from to .**

**Commission file number 001-16583.**

# ACUITY BRANDS, INC.

*(Exact name of registrant as specified in its charter)*

| | |
|---|---|
| **Delaware** | **58-2632672** |
| *(State or other jurisdiction of incorporation or organization)* | *(I.R.S. Employer Identification No.)* |

**1170 Peachtree Street, N.E., Suite 1200, Atlanta, Georgia 30309**
*(Address of principal executive offices)*

**(404) 853-1400**
(*Registrant's telephone number, including area code*)

**None**
*(Former name, former address and former fiscal year, if changed since last report)*

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---|---|---|
| Common stock, $0.01 par value per share | AYI | New York Stock Exchange |

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

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

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

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

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

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

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

Common stock — $0.01 par value — 30,959,298 shares as of January 3, 2025.

## ACUITY BRANDS, INC.

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## PART I. FINANCIAL INFORMATION

### Item 1. *Financial Statements*

### ACUITY BRANDS, INC.
### CONSOLIDATED BALANCE SHEETS
*(In millions, except per-share data)*

| | November 30, 2024 (unaudited) | August 31, 2024 |
|---|---|---|
| **ASSETS** | | |
| Current assets: | | |
| Cash and cash equivalents | $ 935.6 | $ 845.8 |
| Accounts receivable, less reserve for doubtful accounts of $1.9 and $1.9, respectively | 534.7 | 563.0 |
| Inventories | 391.1 | 387.6 |
| Prepayments and other current assets | 75.9 | 75.1 |
| Total current assets | 1,937.3 | 1,871.5 |
| Property, plant, and equipment, net | 299.8 | 303.9 |
| Operating lease right-of-use assets | 61.1 | 65.6 |
| Goodwill | 1,091.8 | 1,098.7 |
| Intangible assets, net | 440.3 | 440.5 |
| Deferred income taxes | 2.4 | 2.3 |
| Other long-term assets | 31.6 | 32.1 |
| Total assets | $ 3,864.3 | $ 3,814.6 |
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| Current liabilities: | | |
| Accounts payable | $ 331.5 | $ 352.3 |
| Current operating lease liabilities | 18.9 | 19.2 |
| Accrued compensation | 72.7 | 110.1 |
| Other current liabilities | 227.5 | 206.3 |
| Total current liabilities | 650.6 | 687.9 |
| Long-term debt | 496.3 | 496.2 |
| Long-term operating lease liabilities | 54.4 | 58.1 |
| Accrued pension liabilities | 37.5 | 37.5 |
| Deferred income taxes | 25.6 | 26.0 |
| Other long-term liabilities | 136.5 | 130.1 |
| Total liabilities | 1,400.9 | 1,435.8 |
| Commitments and contingencies (see *Commitments and Contingencies* footnote) | | |
| Stockholders' equity: | | |
| Preferred stock, $0.01 par value per share; 50.0 shares authorized; none issued | — | — |
| Common stock, $0.01 par value per share; 500.0 shares authorized; 54.8 and 54.6 shares issued, respectively | 0.5 | 0.5 |
| Paid-in capital | 1,120.5 | 1,115.9 |
| Retained earnings | 4,012.0 | 3,909.8 |
| Accumulated other comprehensive loss | (131.7) | (114.9) |
| Treasury stock, at cost, of 23.8 and 23.8 shares, respectively | (2,537.9) | (2,532.5) |
| Total stockholders' equity | 2,463.4 | 2,378.8 |
| Total liabilities and stockholders' equity | $ 3,864.3 | $ 3,814.6 |

The accompanying *Notes to Consolidated Financial Statements* are an integral part of these statements.

**ACUITY BRANDS, INC.**
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)**
*(In millions, except per-share data)*

| | Three Months Ended | |
|---|---|---|
| | November 30, 2024 | November 30, 2023 |
| Net sales | $ 951.6 | $ 934.7 |
| Cost of products sold | 502.3 | 506.3 |
| Gross profit | 449.3 | 428.4 |
| Selling, distribution, and administrative expenses | 316.0 | 295.5 |
| Operating profit | 133.3 | 132.9 |
| Other (income) expense: | | |
| Interest (income) expense, net | (4.0) | 0.9 |
| Miscellaneous expense, net | 2.5 | 1.1 |
| Total other (income) expense | (1.5) | 2.0 |
| Income before income taxes | 134.8 | 130.9 |
| Income tax expense | 28.1 | 30.3 |
| Net income | $ 106.7 | $ 100.6 |
| | | |
| Earnings per share[1]: | | |
| Basic earnings per share | $ 3.45 | $ 3.25 |
| Basic weighted average number of shares outstanding | 30.930 | 31.005 |
| Diluted earnings per share | $ 3.35 | $ 3.21 |
| Diluted weighted average number of shares outstanding | 31.799 | 31.365 |
| Dividends declared per share | $ 0.15 | $ 0.13 |
| | | |
| Comprehensive income: | | |
| Net income | $ 106.7 | $ 100.6 |
| Other comprehensive income (loss) items: | | |
| Foreign currency translation adjustments | (17.3) | (2.1) |
| Defined benefit plans, net of tax | 0.5 | 0.6 |
| Other comprehensive loss items, net of tax | (16.8) | (1.5) |
| Comprehensive income | $ 89.9 | $ 99.1 |

[1] Earnings per share is calculated using unrounded numbers. Amounts in the table may not recalculate exactly due to rounding.

The accompanying *Notes to Consolidated Financial Statements* are an integral part of these statements.

**ACUITY BRANDS, INC.**
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**
*(In millions)*

| | Three Months Ended | |
|---|---|---|
| | November 30, 2024 | November 30, 2023 |
| Cash flows from operating activities: | | |
| Net income | $ 106.7 | $ 100.6 |
| Adjustments to reconcile net income to cash flows from operating activities: | | |
| Depreciation and amortization | 21.6 | 22.7 |
| Share-based payment expense | 12.1 | 11.1 |
| Changes in operating assets and liabilities, net of acquisitions and divestitures: | | |
| Accounts receivable | 25.2 | 37.8 |
| Inventories | (5.1) | 3.2 |
| Prepayments and other current assets | (1.8) | (5.3) |
| Accounts payable | (14.5) | 28.7 |
| Other operating activities | (12.0) | (8.8) |
| Net cash provided by operating activities | 132.2 | 190.0 |
| Cash flows from investing activities: | | |
| Purchases of property, plant, and equipment | (18.9) | (14.6) |
| Other investing activities | 0.5 | 0.1 |
| Net cash used for investing activities | (18.4) | (14.5) |
| Cash flows from financing activities: | | |
| Repurchases of common stock | (6.7) | (48.2) |
| Proceeds from stock option exercises and other | 15.6 | 1.6 |
| Payments of taxes withheld on net settlement of equity awards | (23.1) | (9.0) |
| Dividends paid | (4.5) | (4.1) |
| Net cash used for financing activities | (18.7) | (59.7) |
| Effect of exchange rate changes on cash and cash equivalents | (5.3) | (0.4) |
| Net change in cash and cash equivalents | 89.8 | 115.4 |
| Cash and cash equivalents at beginning of period | 845.8 | 397.9 |
| Cash and cash equivalents at end of period | $ 935.6 | $ 513.3 |
| Supplemental cash flow information: | | |
| Income taxes paid during the period | $ 9.6 | $ 7.1 |
| Interest paid during the period | $ 11.6 | $ 12.8 |

The accompanying *Notes to Consolidated Financial Statements* are an integral part of these statements.

## Note 1 — Description of Business and Basis of Presentation

Acuity Brands, Inc. (referred to herein as “we,” “our,” “us,” the “Company,” or similar references) is a market-leading industrial technology company. We use technology to solve problems in spaces and light. Through our two business segments, Acuity Brands Lighting and Acuity Intelligent Spaces, we design, manufacture, and bring to market products and services that make a valuable difference in people's lives. We achieve growth through the development of innovative new products and services, including lighting, lighting controls, building management solutions, and location-aware applications.

### *Acuity Brands Lighting Segment*

Our Acuity Brands Lighting strategy is to increase product vitality, elevate service levels, use technology to improve and differentiate both our products and how we operate the business, and drive productivity. Acuity Brands Lighting's portfolio of lighting solutions includes commercial, architectural, and specialty lighting in addition to lighting controls and components that can be combined to create integrated lighting controls systems. We offer devices such as luminaires that predominantly utilize light emitting diode (“LED”) technology designed to optimize energy efficiency and comfort for various indoor and outdoor applications. Acuity Brands Lighting's portfolio of products includes but is not limited to the following brands: A-Light™, Aculux™, American Electric Lighting®, Cyclone™, Dark to Light®, eldoLED®, Eureka®, Gotham®, Healthcare Lighting®, Holophane®, Hydrel®, IOTA®, Juno®, Lithonia Lighting®, Luminaire LED™, Luminis®, Mark Architectural Lighting™, nLight®, OPTOTRONIC®, Peerless®, RELOC® Wiring Solutions, and SensorSwitch™.

Principal customers of Acuity Brands Lighting include electrical distributors, retail home improvement centers, electric utilities, corporate accounts, original equipment manufacturer (“OEM”) customers, digital retailers, lighting showrooms, and energy service companies. Customers of Acuity Brands Lighting are located in North America and select international markets that serve new construction, renovation and retrofit, and maintenance and repair applications. Acuity Brands Lighting's lighting and lighting controls solutions are sold primarily through a network of independent sales agencies that cover specific geographic areas and market channels, by internal sales representatives, through consumer retail channels, directly to large corporate accounts, and directly to OEM customers. Products are delivered primarily through a network of distribution centers as well as directly from our manufacturing facilities using both common carriers and an internally-managed truck fleet.

### *Acuity Intelligent Spaces Segment*

Our mission in Acuity Intelligent Spaces is to make spaces smarter, safer, and greener through our strategy of connecting the edge with the cloud using disruptive technologies that leverage data interoperability. Acuity Intelligent Spaces offers building management solutions and building management software. Our building management solutions include products for controlling heating, ventilation, and air conditioning (“HVAC”), lighting, shades, refrigeration, and building access that deliver end-to-end optimization of those building systems. Our intelligent building management software enhances the occupant experience, improves building system management, and automates labor intensive tasks while delivering operational energy efficiency and cost reductions. Through a connected and converged building system architecture, our software delivers different applications, allows clients to upgrade over time with natural refresh cycles, and deploys new capabilities. Customers of Acuity Intelligent Spaces primarily include system integrators as well as retail stores, airports, and enterprise campuses throughout North America and select international locations. Acuity Intelligent Spaces products and solutions are marketed under multiple brand names, including but not limited to, Atrius® and Distech Controls®.

### *Basis of Presentation*

We have prepared the *Consolidated Financial Statements* in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”) to present the financial position, results of operations, and cash flows of Acuity Brands, Inc. and its wholly-owned subsidiaries.

These unaudited interim consolidated financial statements reflect all normal and recurring adjustments that are, in the opinion of management, necessary to present fairly our consolidated financial position as of November 30, 2024, our consolidated comprehensive income for the three months ended November 30, 2024 and November 30, 2023, and our consolidated cash flows for the three months ended November 30, 2024 and November 30, 2023. Certain information and footnote disclosures normally included in our annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. However, we believe that the disclosures included herein are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the audited consolidated financial statements as of and for the three years in the period ended August 31, 2024 and notes thereto included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on October 28, 2024 ("Form 10-K").

Our business exhibits some seasonality, with net sales being affected by weather and seasonal demand on construction and installation programs, particularly during the winter months, as well as the annual budget cycles of major customers. Historically, with certain exceptions, we have experienced our highest sales in the last two quarters of each fiscal year due to these factors.

**Note 2 — Significant Accounting Policies**

***Use of Estimates***

The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expense during the reporting period. Actual results could differ from those estimates.

***Reclassifications***

We may reclassify certain prior period amounts to conform to the current year presentation. No material reclassifications occurred during the current period.

**Note 3 — New Accounting Pronouncements**

***Accounting Standards Yet to Be Adopted***

*Accounting Standards Update ("ASU") 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Topic 220): Disaggregation of Income Statement Expenses ("ASU 2024-03")*

In November 2024, the Financial Accounting Standards Board ("FASB") issued ASU 2024-03, which requires public entities to disaggregate specific types of expenses, including disclosures for purchases of inventory, employee compensation, depreciation, and intangible asset amortization, as well as selling expenses. Annual disclosures are required for fiscal years beginning after December 15, 2026, or our fiscal 2028. Interim disclosures are required for periods within fiscal years beginning after December 15, 2027, or our fiscal 2029. Prospective application is required, and retrospective application is permitted. Early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.

*ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09")*

In December 2023, the FASB issued ASU 2023-09, which expands income tax disclosure requirements to include additional information related to the rate reconciliation of our effective tax rates to statutory rates as well as additional disaggregation of taxes paid. The amendments in the ASU also remove disclosures related to certain unrecognized tax benefits and deferred taxes. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024, or our fiscal 2026. The amendments may be applied prospectively or retrospectively, and early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.

*ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07")*

In November 2023, the FASB issued ASU 2023-07, which expands reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments in the ASU require that a public entity disclose, on an annual and interim basis, significant segment expenses that are regularly provided to an entity's chief operating decision maker ("CODM"), a description of other segment items by reportable segment, and any additional measures of a segment's profit or loss used by the CODM when deciding how to allocate resources. Annual disclosures are required for fiscal years beginning after December 15, 2023 or our fiscal

2025. Interim disclosures are required for periods within fiscal years beginning after December 15, 2024, or our fiscal 2026. Retrospective application is required for all prior periods presented, and early adoption is permitted. We are currently assessing the impact of the requirements on our consolidated financial statements and disclosures.

All other newly issued accounting pronouncements not yet effective have been deemed either immaterial or not applicable.

**Note 4 — Fair Value Measurements**

We determine fair value measurements based on the assumptions a market participant would use in pricing an asset or liability. ASC Topic 820, *Fair Value Measurement* ("ASC 820"), establishes a three-level hierarchy that distinguishes between market participant assumptions based on (i) unadjusted quoted prices for identical assets or liabilities in an active market (Level 1), (ii) quoted prices in markets that are not active or inputs that are observable either directly or indirectly for substantially the full term of the asset or liability (Level 2), and (iii) prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement (Level 3).

We utilize valuation methodologies to determine the fair values of our financial assets and liabilities in conformity with the concepts of "exit price" and the fair value hierarchy as prescribed in ASC 820. All valuation methods and assumptions are validated at least quarterly to ensure the accuracy and relevance of the fair values. There were no material changes to the valuation methods or assumptions used to determine fair values during the current period. No transfers between the levels of the fair value hierarchy occurred during the current fiscal period. In the event of a transfer in or out of a level within the fair value hierarchy, the transfers would be recognized on the date of occurrence. We may from time to time be required to remeasure the carrying value of certain assets and liabilities to fair value on a nonrecurring basis. Such adjustments typically arise if we determine that certain of our assets are impaired.

***Financial Instruments Recorded at Fair Value***

The following table summarizes balances and the fair value hierarchy level of our financial instruments recorded at fair value on a recurring basis as of the dates presented (in millions):

| | November 30, 2024 | | | | August 31, 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 | Total |
| Cash and cash equivalents | $ 935.6 | $ — | $ — | $ 935.6 | $ 845.8 | $ — | $ — | $ 845.8 |
| Other financial instruments | — | — | — | — | — | — | — | — |
| Assets in fair value hierarchy | 935.6 | — | — | 935.6 | 845.8 | — | — | 845.8 |
| Other investments[1] | | | | 5.1 | | | | 6.7 |
| Total assets at fair value | $ 935.6 | $ — | $ — | $ 940.7 | $ 845.8 | $ — | $ — | $ 852.5 |

[1] Includes strategic investments in privately-held entities over which we do not exercise significant influence or control and without readily determinable fair values. Amounts are recorded at cost less any impairment adjusted for observable price changes, if any.

***Disclosures of Fair Value of Financial Instruments***

Disclosures of fair value information about financial instruments, for which it is practicable to estimate that value, are required each reporting period in addition to any financial instruments carried at fair value on a recurring basis as prescribed by ASC Topic 825, *Financial Instruments* ("ASC 825"). In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, such as the discount rate and estimates of future cash flows.

Fair value for our outstanding debt obligations is estimated based on discounted future cash flows using rates currently available for debt of similar terms and maturity (Level 2). Our senior unsecured public notes are carried at the outstanding balance, net of unamortized bond discount and deferred costs, as of the end of the reporting period.

The estimated fair value of our senior unsecured public notes was $432.5 million and $429.7 million as of November 30, 2024 and August 31, 2024, respectively.

We had no short-term borrowings outstanding under our revolving credit facility as of November 30, 2024 and August 31, 2024. Such borrowings, if any, are variable-rate instruments that reset on a frequent short-term basis; therefore, we estimate that any outstanding carrying values of these instruments, which are equal to their face amounts, approximate their fair values. See *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* for further details on our outstanding borrowings.

ASC 825 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value to us. In many cases, the fair value estimates cannot be substantiated by comparison to independent markets, nor can the disclosed value be realized in immediate settlement of the instruments. In evaluating our management of liquidity and other risks, the fair values of all assets and liabilities should be taken into consideration, not only those presented above.

## Note 5 — Inventories

Inventories include materials, direct labor, inbound freight, customs, duties, tariffs, and related manufacturing overhead. Inventories are stated on a first-in, first-out basis at the lower of cost and net realizable value and consist of the following as of the dates presented (in millions):

| | November 30, 2024 | August 31, 2024 |
|---|---|---|
| Raw materials, supplies, and work in process [1] | $ 227.5 | $ 222.1 |
| Finished goods | 190.2 | 191.1 |
| Inventories excluding reserves | 417.7 | 413.2 |
| Less: Reserves | (26.6) | (25.6) |
| Total inventories | $ 391.1 | $ 387.6 |

[1] Due to the immaterial amount of estimated work in process and the short lead times for the conversion of raw materials to finished goods, we do not believe the segregation of raw materials and work in process is meaningful information.

We review inventory quantities on hand and record a provision for excess and obsolete inventory primarily based on estimated future demand and current market conditions. A significant change in customer demand and/or market conditions could render certain inventory obsolete and could have a material adverse impact on our operating results in the period the change occurs.

## Note 6 — Property, Plant, and Equipment

Property, plant, and equipment consist of the following as of the dates presented (in millions):

| | November 30, 2024 | August 31, 2024 |
|---|---|---|
| Land | $ 22.0 | $ 22.3 |
| Buildings and leasehold improvements | 219.0 | 218.7 |
| Machinery, equipment, and information technology | 764.0 | 758.7 |
| Total property, plant, and equipment, at cost | 1,005.0 | 999.7 |
| Less: Accumulated depreciation and amortization | (705.2) | (695.8) |
| Property, plant, and equipment, net | $ 299.8 | $ 303.9 |

## Note 7 — Goodwill and Intangible Assets

Through multiple acquisitions, we acquired definite-lived intangible assets consisting primarily of customer relationships, patented technology, distribution networks, and trademarks and trade names associated with specific products, which are amortized over their estimated useful lives. Indefinite-lived intangible assets consist of trade names that are expected to generate cash flows indefinitely.

We recorded amortization expense for definite-lived intangible assets of $8.7 million and $9.9 million during the three months ended November 30, 2024 and 2023, respectively.

The following table summarizes the changes in the carrying amount of goodwill by segment during the periods presented (in millions):

| | Acuity Brands Lighting | Acuity Intelligent Spaces | Total |
|---|---|---|---|
| Balance at August 31, 2024 | $ 1,015.1 | $ 83.6 | $ 1,098.7 |
| Foreign currency translation adjustments | (4.9) | (2.0) | (6.9) |
| Balance at November 30, 2024 | $ 1,010.2 | $ 81.6 | $ 1,091.8 |

| | Acuity Brands Lighting | Acuity Intelligent Spaces | Total |
|---|---|---|---|
| Balance at August 31, 2023 | $ 1,014.4 | $ 83.5 | $ 1,097.9 |
| Foreign currency translation adjustments | (0.2) | (0.2) | (0.4) |
| Balance at November 30, 2023 | $ 1,014.2 | $ 83.3 | $ 1,097.5 |

Further discussion of goodwill and intangible assets is included within the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

**Note 8 — Other Current Liabilities**

Other current liabilities consist of the following as of the dates presented (in millions):

| | November 30, 2024 | August 31, 2024 |
|---|---|---|
| Customer incentive programs[1] | $ 39.6 | $ 35.3 |
| Refunds to customers[1] | 27.6 | 28.2 |
| Deferred revenues[1] | 17.0 | 17.4 |
| Sales commissions | 31.9 | 35.3 |
| Freight costs | 17.7 | 18.1 |
| Product warranty costs[2] | 27.5 | 28.4 |
| Tax-related items[3] | 23.5 | 7.1 |
| Interest on long-term debt[4] | 5.0 | 2.3 |
| Other | 37.7 | 34.2 |
| Total other current liabilities | $ 227.5 | $ 206.3 |

(1) Refer to the *Revenue Recognition* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K for additional information.

(2) Refer to the *Commitments and Contingencies* footnote of the *Notes to Consolidated Financial Statements* for additional information.

(3) Includes accruals for income, property, sales and use, and value-added taxes.

(4) Refer to the *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* for additional information.

## Note 9 — Debt and Lines of Credit

### *Long-term Debt*

On November 10, 2020, Acuity Brands Lighting, Inc., a wholly-owned operating subsidiary of Acuity Brands, Inc., issued $500.0 million aggregate principal amount of 2.150% senior unsecured notes due December 15, 2030 (the “Unsecured Notes”) at a price equal to 99.737% of their face value. Interest on the Unsecured Notes is paid semi-annually in arrears on June 15 and December 15 of each year. At issuance we recorded $4.8 million of deferred issuance costs related to the Unsecured Notes as a direct deduction from the face amount of the Unsecured Notes. These issuance costs are amortized over the 10-year term of the Unsecured Notes.

The Unsecured Notes are fully and unconditionally guaranteed on a senior unsecured basis by Acuity Brands, Inc. and ABL IP Holding LLC, a wholly-owned subsidiary of Acuity Brands, Inc.

### *Lines of Credit*

On June 30, 2022, we entered into a credit agreement (the “Credit Agreement”) with a syndicate of banks that provides us with a $600.0 million five-year unsecured revolving credit facility (the “Revolving Credit Facility”) with the ability to request an additional $400.0 million of borrowing capacity. We had no short-term borrowings outstanding under the Revolving Credit Facility at November 30, 2024 and August 31, 2024.

On November 25, 2024, we entered into an amendment to the Credit Agreement that, among other things, provides for a delayed draw term loan facility of up to $600.0 million (the “Term Loan Facility”), which may be drawn in a single borrowing at any time through May 25, 2025, subject to certain conditions. The Credit Agreement permits the proceeds of the Term Loan Facility to be used for general corporate purposes, including working capital, permitted acquisitions, and repurchases of capital stock.

The Term Loan Facility will mature on June 30, 2027, which is the maturity date of the revolving loans and commitments under the existing Credit Agreement. Borrowings under the Term Loan Facility bear interest at an adjusted term Secured Overnight Financing Rate (“SOFR”), adjusted daily simple SOFR rate, or base rate, at the Company’s option, plus an applicable margin. The applicable margin is based on, at our option, the Company’s leverage ratio or ratings level, each as defined in the Credit Agreement, and ranges from 0.875% to 1.375% (for SOFR-based loans) and from 0.0% to 0.375% (for base rate loans). Undrawn commitments under the Term Loan Facility will accrue a commitment fee from and after February 24, 2025 at a per annum rate ranging from 0.075% to 0.175%, depending on, at our option, the Company’s leverage ratio or ratings level, each as defined in the Credit Agreement.

The covenants and events of default that apply to the revolving loans and commitments under the Credit Agreement also apply to the Term Loan Facility, and borrowings under the Term Loan Facility are guaranteed by the Company and the subsidiaries of the Company that guarantee the revolving loans and commitments. We had no borrowings outstanding under the Term Loan Facility at November 30, 2024.

We were in compliance with all financial covenants under the Credit Agreement as of the periods presented. At November 30, 2024, we had additional borrowing capacity under the Credit Agreement of $1.2 billion under the most restrictive covenant in effect at the time, which represents the full amount of the Revolving Credit Facility and the Term Loan Facility less outstanding letters of credit of $3.5 million issued under the Revolving Credit Facility, primarily for securing collateral requirements under our casualty insurance premiums.

None of our existing debt instruments include provisions that would require an acceleration of repayments based solely on changes in our credit ratings. Borrowings and repayments on our Revolving Credit Facility with terms of three months or less are reported on a net basis on our *Consolidated Statements of Cash Flows*.

**Note 10 — Commitments and Contingencies**

In the normal course of business, we are subject to the effects of certain contractual stipulations, events, transactions, and laws and regulations that may, at times, require the recognition of liabilities, such as those related to self-insurance estimated liabilities and claims, legal and contractual issues, environmental laws and regulations, guarantees, and indemnities. We establish estimated liabilities when the associated costs related to uncertainties or guarantees become probable and can be reasonably estimated. For the period ended November 30, 2024, no material changes have occurred in our estimated liabilities for self-insurance, litigation, environmental matters, guarantees, and indemnities, or relevant events and circumstances, from those disclosed in the *Commitments and Contingencies* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

***Product Warranty Costs***

Our products generally have a standard warranty term of five years that assure our products comply with agreed upon specifications. We record an accrual for the estimated amount of future warranty costs in accordance with ASC Topic 450, *Contingencies* (“ASC 450”) when the related revenue is recognized and when costs are deemed to be probable and can be reasonably estimated. Liabilities related to product warranty costs are subject to uncertainty because they require estimates of future costs. Estimated future warranty costs are primarily based on historical experience, including the number and costs of identified warranty claims as well as the period of time between the shipment of products and our settlement of related claims. Any estimated or actual loss recoveries that offset our costs and payments are reflected as assets and included within *Other current assets* or *Other long-term assets* based on the timing of receipt of recovery. Recoveries are recorded net of allowances for credit losses.

Although we assume that historical experience will continue to be the best indicator of future warranty costs, we cannot assure that future warranty costs will not exceed historical amounts, and/or loss recoveries will not be fully collectible. If actual future warranty costs exceed recorded amounts, or recoveries are no longer collectible, adjustments to our accruals and/or receivables may be warranted, which could have a material adverse impact on our results of operations and cash flows.

Estimated liabilities for product warranty costs are included in *Other accrued liabilities* or *Other long-term liabilities* on the *Consolidated Balance Sheets* based upon when we expect to settle the incurred warranty. The following table summarizes changes in the estimated liabilities for product warranty costs during the periods presented (in millions):

| | Three Months Ended | |
|---|---|---|
| | November 30, 2024 | November 30, 2023 |
| Beginning balance | $ 37.5 | $ 31.6 |
| Product warranty costs[1] | 6.3 | 12.4 |
| Payments and other deductions[1] | (9.3) | (11.3) |
| Ending balance | $ 34.5 | $ 32.7 |

[1] Amounts exclude any estimated or actual loss recoveries.

***Litigation***

We are subject to various other legal claims arising in the normal course of business, including patent infringement, employment matters, and product liability claims. Based on information currently available, it is the opinion of management that the ultimate resolution of pending and threatened legal proceedings will not have a material adverse effect on our financial condition, results of operations, or cash flows. However, in the event of unexpected future developments, it is possible that the ultimate resolution of any such matters, if unfavorable, could have a material adverse effect on our financial condition, results of operations, or cash flows in future periods. We establish estimated liabilities for legal claims when associated costs become probable and can be reasonably estimated. The actual costs of resolving legal claims may be substantially higher than the amounts accrued for such claims. However, we cannot make a meaningful estimate of actual costs to be incurred that could possibly be higher or lower than the accrued amounts.

## Note 11 — Changes in Stockholders' Equity

The following tables summarize changes in the components of stockholders' equity for the periods presented (in millions):

| | Common Stock Outstanding | | | | | | |
|---|---|---|---|---|---|---|---|
| | Shares[(1)] | Amount | Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Treasury Stock, at cost | Total |
| Balance, August 31, 2024 | 30.8 | $ 0.5 | $ 1,115.9 | $ 3,909.8 | $ (114.9) | $ (2,532.5) | $ 2,378.8 |
| Net income | — | — | — | 106.7 | — | — | 106.7 |
| Other comprehensive loss | — | — | — | — | (16.8) | — | (16.8) |
| Share-based payment amortization, issuances, and cancellations | 0.1 | — | (11.0) | — | — | — | (11.0) |
| Employee stock purchase plan issuances | — | — | 0.6 | — | — | — | 0.6 |
| Cash dividends of $0.15 per share paid on common stock | — | — | — | (4.5) | — | — | (4.5) |
| Stock options exercised | 0.1 | — | 15.0 | — | — | — | 15.0 |
| Repurchases of common stock | — * | — | — | — | — | (5.4) | (5.4) |
| Balance, November 30, 2024 | 31.0 | $ 0.5 | $ 1,120.5 | $ 4,012.0 | $ (131.7) | $ (2,537.9) | $ 2,463.4 |

(1) Share activity and balances above are calculated using rounded numbers.
* Represents shares of less than 0.1 million.

| | Common Stock Outstanding | | | | | | |
|---|---|---|---|---|---|---|---|
| | Shares[(1)] | Amount | Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Loss | Treasury Stock, at cost | Total |
| Balance, August 31, 2023 | 31.1 | $ 0.5 | $ 1,066.8 | $ 3,505.4 | $ (112.6) | $ (2,444.7) | $ 2,015.4 |
| Net income | — | — | — | 100.6 | — | — | 100.6 |
| Other comprehensive loss | — | — | — | — | (1.5) | — | (1.5) |
| Share-based payment amortization, issuances, and cancellations | 0.1 | — | 2.1 | — | — | — | 2.1 |
| Employee stock purchase plan issuances | — | — | 0.5 | — | — | — | 0.5 |
| Cash dividends of $0.13 per share paid on common stock | — | — | — | (4.1) | — | — | (4.1) |
| Stock options exercised | — | — | 1.1 | — | — | — | 1.1 |
| Repurchases of common stock | (0.3) | — | — | — | — | (50.0) | (50.0) |
| Balance, November 30, 2023 | 30.9 | $ 0.5 | $ 1,070.5 | $ 3,601.9 | $ (114.1) | $ (2,494.7) | $ 2,064.1 |

(1) Share activity and balances above are calculated using rounded numbers.

## Note 12 — Revenue

We recognize revenue when we transfer control of goods and services to our customers. Revenue is measured as the amount of consideration we expect to receive in exchange for goods and services and is recognized net of allowances for rebates, sales incentives, product returns, and discounts to customers. We allocate the expected consideration to be collected to each distinct performance obligation identified in a sale based on its standalone selling price. Sales and use taxes collected on behalf of governmental authorities are excluded from revenues.

Further details regarding revenue recognition are included within the *Revenue Recognition* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

### *Contract Balances*

Our rights related to collections from customers are unconditional and are reflected within *Accounts receivable* on the *Consolidated Balance Sheets* at net realizable value. Further details regarding our method for developing our estimate of expected credit losses over the contractual term of our receivables are included within the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

We do not have any other significant contract assets. Contract liabilities arise when we receive cash or an unconditional right to collect cash prior to the transfer of control of goods or services.

The amount of transaction price from contracts with customers allocated to our contract liabilities consists of the following as of the dates presented (in millions):

| | November 30, 2024 | August 31, 2024 |
|---|---|---|
| Current deferred revenues | $ 17.0 | $ 17.4 |
| Non-current deferred revenues | 39.6 | 41.5 |

Current deferred revenues primarily consist of service-type warranty and professional service fees collected prior to performing the related service as well as software licenses. Current deferred revenues are included within *Other current liabilities* on the *Consolidated Balance Sheets*. These services are expected to be performed within one year. Revenue recognized from beginning balances of contract liabilities during the three months ended November 30, 2024 totaled $5.4 million.

Non-current deferred revenues primarily consist of long-term service-type warranties, which are typically recognized ratably as revenue between five and ten years from the date of sale, and are included within *Other long-term liabilities* on the *Consolidated Balance Sheets.*

Unsatisfied performance obligations that do not represent contract liabilities are expected to be satisfied within one year from November 30, 2024 and consist primarily of orders for physical goods that have not yet been shipped.

***Disaggregated Revenues***

Our Acuity Brands Lighting segment's products are sold primarily through independent sales agents who cover specific geographic areas and market channels, by internal sales representatives, through consumer retail channels, directly to large corporate accounts, and through other distribution methods, including directly to OEM customers. Acuity Intelligent Spaces sells predominantly to system integrators. The following table shows revenue from contracts with customers by sales channel and reconciles to our segment information for the periods presented (in millions):

| | Three Months Ended | |
|---|---|---|
| | November 30, 2024 | November 30, 2023 |
| Acuity Brands Lighting: | | |
| Independent sales network | $ 643.9 | $ 625.2 |
| Direct sales network | 107.2 | 97.4 |
| Retail sales | 44.9 | 55.6 |
| Corporate accounts | 32.7 | 41.5 |
| OEM and other | 57.3 | 56.7 |
| Total Acuity Brands Lighting | 886.0 | 876.4 |
| Acuity Intelligent Spaces | 73.5 | 64.2 |
| Eliminations | (7.9) | (5.9) |
| Total | $ 951.6 | $ 934.7 |

**Note 13 — Share-based Payments**

We account for share-based payments through the measurement and recognition of compensation expense for share-based payment awards made to employees and directors over the related requisite service period, including restricted stock, performance stock units, and stock options (all part of our equity incentive plan), as well as stock units representing certain deferrals into our director deferred compensation plan or our supplemental deferred savings plan.

The following table presents share-based payment expense for the periods presented (in millions):

| | Three Months Ended | |
|---|---|---|
| | November 30, 2024 | November 30, 2023 |
| Share-based payment expense | $ 12.1 | $ 11.1 |

Further details regarding our share-based payments are included within the *Share-based Payments* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

**Note 14 — Pension Plans**

We have several pension plans, both qualified and non-qualified, covering certain hourly and salaried employees. Benefits paid under these plans are based generally on employees' years of service and/or compensation during the final years of employment. We make at least the minimum annual contributions to the plans to the extent indicated by actuarial valuations and statutory requirements. Plan assets are invested primarily in fixed income and equity securities.

Service cost of net periodic pension cost is allocated between *Cost of products sold* and *Selling, distribution, and administrative expenses* in the *Consolidated Statements of Comprehensive Income* based on the function of the employee's services. All other components of net periodic pension cost are included within *Miscellaneous expense, net* in the *Consolidated Statements of Comprehensive Income*. Net periodic pension cost included the following components before tax for the periods presented (in millions):

| | Three Months Ended | |
|---|---|---|
| | November 30, 2024 | November 30, 2023 |
| Service cost | $ 1.4 | $ 1.1 |
| Interest cost | 2.4 | 2.5 |
| Expected return on plan assets | (2.1) | (2.2) |
| Recognized actuarial loss | 0.7 | 0.8 |
| Net periodic pension cost | $ 2.4 | $ 2.2 |

Further details regarding our pension plans are included within the *Pension and Defined Contribution Plans* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K.

**Note 15 — Other (Income) Expense**

The following table summarizes the components of O*ther (income) expense*, *net* for the periods presented (in millions):

| | Three Months Ended | |
|---|---|---|
| | November 30, 2024 | November 30, 2023 |
| Interest (income) expense, net: | | |
| Interest expense | $ 6.1 | $ 6.4 |
| Interest income | (10.1) | (5.5) |
| Interest (income) expense, net | (4.0) | 0.9 |
| Miscellaneous expense, net: | | |
| Non-service components of net periodic pension cost | 1.0 | 1.1 |
| Foreign currency transaction losses | 0.1 | 0.6 |
| Other items | 1.4 | (0.6) |
| Miscellaneous expense, net | 2.5 | 1.1 |
| Other (income) expense, net | $ (1.5) | $ 2.0 |

## Note 16 — Earnings Per Share

Basic earnings per share is computed by dividing net earnings available to common stockholders by the weighted average number of common shares outstanding. Diluted earnings per share is computed similarly but reflects the potential dilution that would occur if dilutive options were exercised, unvested share-based payment awards were vested, and other distributions related to deferred stock agreements were incurred. Common stock equivalents are calculated using the treasury stock method. The dilutive effects of share-based payment awards subject to market and/or performance conditions that were not met during the period are excluded from the computation of diluted earnings per share.

The following table calculates basic earnings per common share and diluted earnings per common share for the periods presented (in millions, except per share data):

| | Three Months Ended | |
|---|---|---|
| | November 30, 2024 | November 30, 2023 |
| Net income | $ 106.7 | $ 100.6 |
| Basic weighted average shares outstanding | 30.930 | 31.005 |
| Common stock equivalents | 0.869 | 0.360 |
| Diluted weighted average shares outstanding | 31.799 | 31.365 |
| Basic earnings per share[1] | $ 3.45 | $ 3.25 |
| Diluted earnings per share[1] | $ 3.35 | $ 3.21 |

[1] Earnings per share is calculated using unrounded numbers. Amounts in the table may not recalculate exactly due to rounding.

Stock options, performance stock awards, and restricted stock awards that were excluded from the diluted earnings per share calculation as the effect of inclusion would have been antidilutive were immaterial for three months ended November 30, 2024 and 2023.

Further discussion of our share-based payment awards is included within the *Common Stock and Related Matters* and *Share-based Payments* footnotes of the *Notes to Consolidated Financial Statements* within our Form 10-K.

## Note 17 — Comprehensive Income

Comprehensive income represents a measure of all changes in equity that result from recognized transactions and other economic events other than transactions with owners in their capacity as owners. Comprehensive income includes our net income as well as other comprehensive (loss) income items, which are comprised of foreign currency translation and pension adjustments.

The following table presents the changes in each component of accumulated other comprehensive loss net of tax during the periods presented (in millions):

| | Foreign Currency Items | Defined Benefit Pension Plans | Accumulated Other Comprehensive Loss Items |
|---|---|---|---|
| Balance at August 31, 2024 | $ (70.9) | $ (44.0) | $ (114.9) |
| Other comprehensive loss before reclassifications | (17.3) | — | (17.3) |
| Amounts reclassified from accumulated other comprehensive loss [(1)] | — | 0.5 | 0.5 |
| Net current period other comprehensive (loss) income | (17.3) | 0.5 | (16.8) |
| Balance at November 30, 2024 | $ (88.2) | $ (43.5) | $ (131.7) |

| | Foreign Currency Items | Defined Benefit Pension Plans | Accumulated Other Comprehensive Loss Items |
|---|---|---|---|
| Balance at August 31, 2023 | $ (65.0) | $ (47.6) | $ (112.6) |
| Other comprehensive loss before reclassifications | (2.1) | — | (2.1) |
| Amounts reclassified from accumulated other comprehensive loss [(1)] | — | 0.6 | 0.6 |
| Net current period other comprehensive (loss) income | (2.1) | 0.6 | (1.5) |
| Balance at November 30, 2023 | $ (67.1) | $ (47.0) | $ (114.1) |

[(1)] The before tax amounts of the defined benefit pension plan items are included in net periodic pension cost. See the *Pension and Defined Contribution Plans* footnote of the *Notes to Consolidated Financial Statements* for additional details.

The following table summarizes the tax expense or benefit allocated to each component of other comprehensive loss for the periods presented (in millions):

| | Three Months Ended | | | | | |
|---|---|---|---|---|---|---|
| | November 30, 2024 | | | November 30, 2023 | | |
| | Before Tax Amount | Tax (Expense) Benefit | Net of Tax Amount | Before Tax Amount | Tax (Expense) Benefit | Net of Tax Amount |
| Foreign currency translation adjustments | $ (17.3) | $ — | $ (17.3) | $ (2.1) | $ — | $ (2.1) |
| Actuarial losses on defined benefit pension plans | 0.7 | (0.2) | 0.5 | 0.8 | (0.2) | 0.6 |
| Other comprehensive loss | $ (16.6) | $ (0.2) | $ (16.8) | $ (1.3) | $ (0.2) | $ (1.5) |

## Note 18 — Segment Information

We report our financial results of operations in two reportable segments, Acuity Brands Lighting and Acuity Intelligent Spaces, consistent with how our chief operating decision maker currently evaluates operating results, assesses performance, and allocates resources within the Company.

The accounting policies of our reportable segments are the same as those described in the *Significant Accounting Policies* footnote of the *Notes to Consolidated Financial Statements* within our Form 10-K. Corporate expenses that are primarily administrative in function and benefit the Company on an entity-wide basis are not allocated to segments. These include expenses related to governance, policy setting, compliance, and certain other shared services functions. Additionally, net interest expense, net miscellaneous expense, and income tax expense are not allocated to segments.

The following table presents financial information by operating segment for the periods presented (in millions):

| | Three Months Ended | |
|---|---|---|
| | November 30, 2024 | November 30, 2023 |
| **Net sales:** | | |
| Acuity Brands Lighting | $ 886.0 | $ 876.4 |
| Acuity Intelligent Spaces | 73.5 | 64.2 |
| Eliminations[1] | (7.9) | (5.9) |
| Total | $ 951.6 | $ 934.7 |
| | | |
| **Operating profit:** | | |
| Acuity Brands Lighting | $ 143.3 | $ 143.8 |
| Acuity Intelligent Spaces | 10.8 | 5.3 |
| Unallocated corporate amounts | (20.8) | (16.2) |
| Total | $ 133.3 | $ 132.9 |

[1] These amounts represent intersegment sales. Profit on these sales eliminates within gross profit on a consolidated basis.

The following table reconciles operating profit by segment to income before income taxes for the periods presented (in millions):

| | Three Months Ended | |
|---|---|---|
| | November 30, 2024 | November 30, 2023 |
| Operating profit - Acuity Brands Lighting | $ 143.3 | $ 143.8 |
| Operating profit - Acuity Intelligent Spaces | 10.8 | 5.3 |
| Unallocated corporate amounts | (20.8) | (16.2) |
| Operating profit | 133.3 | 132.9 |
| Interest (income) expense, net | (4.0) | 0.9 |
| Miscellaneous expense, net | 2.5 | 1.1 |
| Income before income taxes | $ 134.8 | $ 130.9 |

**Note 19 — Subsequent Event**

On January 1, 2025, Acuity Brands Technology Services, Inc., a wholly-owned subsidiary of Acuity Brands, Inc. acquired all of the equity interests of QSC, LLC ("QSC"), a leader in the design, engineering, and manufacturing of audio, video, and control solutions and services, for $1.215 billion. We funded the transaction using cash on hand and proceeds from our Term Loan Facility, under which we incurred an aggregate $600.0 million in indebtedness effective as of January 2, 2025.

## Item 2. *Management’s Discussion and Analysis of Financial Condition and Results of Operations*

The purpose of this discussion and analysis is to enhance the understanding and evaluation of the results of operations, financial position, cash flows, indebtedness, and other key financial information of Acuity Brands, Inc. (referred to herein as “we,” “our,” “us,” the “Company,” or similar references) and its subsidiaries as of November 30, 2024 and for the three months ended November 30, 2024 and November 30, 2023. The following discussion should be read in conjunction with the *Consolidated Financial Statements* and *Notes to Consolidated Financial Statements* included within this report. Also, please refer to Acuity Brands, Inc.'s Annual Report on Form 10-K for the fiscal year ended August 31, 2024, filed with the Securities and Exchange Commission (the “SEC”) on October 28, 2024 (“Form 10-K”).

### Overview

#### *Company*

We are a market-leading industrial technology company. We use technology to solve problems in spaces and light. Through our two business segments, Acuity Brands Lighting and Acuity Intelligent Spaces, we design, manufacture, and bring to market products and services that make a valuable difference in people's lives. We achieve growth through the development of innovative new products and services, including lighting, lighting controls, building management solutions, and location-aware applications.

Our business exhibits some seasonality, with net sales being affected by weather and seasonal demand on construction and installation programs, particularly during the winter months, as well as the annual budget cycles of major customers. Historically, with certain exceptions, we have experienced our highest sales in the last two quarters of each fiscal year due to these factors.

#### *Financial Condition, Capital Resources, and Liquidity*

We have numerous sources of capital, including cash on hand and cash flows generated from operations, as well as various sources of financing. Our ability to generate sufficient cash flows from operations or to access certain capital markets, including banks, is necessary to meet our capital allocation priorities, which are to invest in our current business for growth, to invest in mergers and acquisitions, to pay a dividend, and to make share repurchases. Sufficient cash flow generation is also critical to fund our operations in the short and long term and to maintain compliance with covenants contained in our financing agreements.

Our significant contractual cash requirements primarily include principal and interest on our unsecured notes, accounts payable, accrued employee compensation, operating lease liabilities, and certain purchase obligations incurred in the ordinary course of business that are enforceable and legally binding. Our obligations related to these items are described further within *Management’s Discussion and Analysis of Financial Condition and Results of Operations* within our Annual Report filed on Form 10-K. Refer to *Recent Developments* for a discussion of changes to our contractual obligations after November 30, 2024.

We believe that we will be able to meet our liquidity needs over the next 12 months based on our cash on hand, current projections of cash flows from operations, borrowing availability under financing arrangements, and current access to capital markets. Additionally, we believe that our cash flows from operations and sources of funding, including, but not limited to, future borrowings and borrowing capacity, will sufficiently support our long-term liquidity needs. In the event of a sustained market deterioration, we may need additional capital, which would require us to evaluate available alternatives and take appropriate actions.

*Cash*

Our cash position at November 30, 2024 was $935.6 million, an increase of $89.8 million from August 31, 2024. Cash generated from operating activities and cash on hand were used during the current year to fund our capital allocation priorities as discussed below.

We generated $132.2 million of cash flows from operating activities during the three months ended November 30, 2024, compared to $190.0 million in the prior-year period, a decrease of $57.8 million. This decrease was due primarily to timing of payments to suppliers as well as lower cash collections from customers.

*Financing Arrangements*

See the *Debt and Lines of Credit* footnote of the *Notes to Consolidated Financial Statements* for discussion of the terms of our various financing arrangements, including the $500.0 million aggregate principal amount of 2.150% senior unsecured notes due December 15, 2030 (the "Unsecured Notes"), the terms of our $600.0 million five-year unsecured revolving credit facility ("Revolving Credit Facility"), and the terms of our $600.0 million two-year unsecured term loan facility ("Term Loan Facility").

At November 30, 2024, our outstanding debt balance was $496.3 million, which consisted solely of our Unsecured Notes, compared to our cash position of $935.6 million. We were in compliance with all covenants under our financing arrangements as of November 30, 2024.

The Unsecured Notes were issued by Acuity Brands Lighting, Inc., a wholly-owned subsidiary of Acuity Brands, Inc. The Unsecured Notes are fully and unconditionally guaranteed on a senior unsecured basis by Acuity Brands, Inc. and ABL IP Holding LLC, a wholly-owned subsidiary of Acuity Brands, Inc. The following tables present summarized financial information for Acuity Brands, Inc., Acuity Brands Lighting, Inc., and ABL IP Holding LLC on a combined basis after the elimination of all intercompany balances and transactions between the combined group as well as any investments in non-guarantors as of the dates and during the period presented (in millions):

| ***Summarized Balance Sheet Information*** | **November 30, 2024** | **August 31, 2024** |
|---|---|---|
| Current assets | $ 1,588.0 | $ 1,517.6 |
| Amounts due from non-guarantor affiliates | 371.5 | 338.0 |
| Non-current assets | 1,340.2 | 1,337.7 |
| Current liabilities | 526.2 | 553.2 |
| Non-current liabilities | 750.9 | 746.5 |

| ***Summarized Income Statement Information*** | **Three Months Ended November 30, 2024** |
|---|---|
| Net sales | $ 789.4 |
| Gross profit | 382.2 |
| Net income | 111.6 |

On November 25, 2024, we entered into an amendment to our credit agreement (the "Credit Agreement") that, among other things, provides for a delayed draw term under the Term Loan Facility of up to $600.0 million, which may be drawn in a single borrowing at any time through May 25, 2025, subject to certain conditions. The Credit Agreement permits the proceeds of the Term Loan Facility to be used for general corporate purposes, including working capital, permitted acquisitions, and repurchases of capital stock.

We were in compliance with all financial covenants under the Credit Agreement as of the periods presented. At November 30, 2024, we had additional borrowing capacity under the Credit Agreement of $1.2 billion under the most restrictive covenant in effect at the time, which represents the full amount of the Revolving Credit Facility and the Term Loan Facility less outstanding letters of credit of $3.5 million issued under the Revolving Credit Facility, primarily for securing collateral requirements under our casualty insurance premiums. As of November 30, 2024, our cash on hand combined with the additional borrowing capacity under the Revolving Credit Facility and the Term Loan Facility totaled $2.1 billion.

***Capital Allocation Priorities***

Our capital allocation priorities are to invest in our current business for growth, to invest in mergers and acquisitions, to pay a dividend, and to make share repurchases.

*Investments in Current Business for Growth*

We invested $18.9 million and $14.6 million in property, plant, and equipment during the three months ended November 30, 2024 and November 30, 2023, respectively. We invested primarily in new and enhanced information technology, equipment, tooling, and facility improvements in fiscal 2025 to date.

*Strategic Acquisitions, Investments, and Divestitures*

We seek opportunities to strategically expand and enhance our portfolio of solutions. There were no acquisitions during the three months ended November 30, 2024 and November 30, 2023, respectively.

*Dividends*

We paid dividends on our common stock of $4.5 million ($0.15 per share) and $4.1 million ($0.13 per share) during the three months ended November 30, 2024 and November 30, 2023, respectively. All decisions regarding the declaration and payment of dividends are at the discretion of the Board of Directors (the “Board”) and are evaluated regularly in light of our financial condition, earnings, growth prospects, funding requirements, applicable law, and any other factors the Board deems relevant.

*Share Repurchases*

During the first three months of fiscal 2025 and 2024, we repurchased approximately 17,000 shares and 290,000 shares of our outstanding common stock for $5.4 million and $50.0 million, respectively. Total cash outflows for share repurchases during the three months ended November 30, 2024 and November 30, 2023 were $6.7 million and $48.2 million, respectively. We expect to repurchase shares on an opportunistic basis subject to various factors including stock price, Company performance, market conditions, and other possible uses of cash. On January 25, 2024, the Board approved an increase of three million shares to the maximum number of shares that may yet be repurchased under the share repurchase program. As of November 30, 2024, 3.8 million shares remained available within the program to repurchase.

*Recent Developments*

On January 1, 2025, Acuity Brands Technology Services, Inc., a wholly owned subsidiary of Acuity Brands, Inc. acquired all of the equity interests of QSC, LLC (“QSC”), a leader in the design, engineering, and manufacturing of audio, video, and control solutions and services, for $1.215 billion. We funded the transaction using cash on hand and proceeds from our Term Loan Facility, under which we incurred an aggregate $600.0 million in indebtedness effective as of January 2, 2025.

## Results of Operations

***First Quarter of Fiscal 2025 Compared with First Quarter of Fiscal 2024***

The following table sets forth information comparing the components of net income for the three months ended November 30, 2024 and November 30, 2023 (in millions except per-share data):

| | Three Months Ended | | | |
|---|---|---|---|---|
| | November 30, 2024 | November 30, 2023 | Increase (Decrease) | Percent Change |
| Net sales | $ 951.6 | $ 934.7 | $ 16.9 | 1.8 % |
| Cost of products sold | 502.3 | 506.3 | (4.0) | (0.8) % |
| Gross profit | 449.3 | 428.4 | 20.9 | 4.9 % |
| *Percent of net sales* | *47.2 %* | *45.8 %* | *140 bps* | |
| Selling, distribution, and administrative expenses | 316.0 | 295.5 | 20.5 | 6.9 % |
| Operating profit | 133.3 | 132.9 | 0.4 | 0.3 % |
| *Percent of net sales* | *14.0 %* | *14.2 %* | *(20) bps* | |
| Other (income) expense: | | | | |
| Interest (income) expense, net | (4.0) | 0.9 | (4.9) | (544.4) % |
| Miscellaneous expense, net | 2.5 | 1.1 | 1.4 | NM |
| Total other (income) expense | (1.5) | 2.0 | (3.5) | (175.0) % |
| Income before income taxes | 134.8 | 130.9 | 3.9 | 3.0 % |
| *Percent of net sales* | *14.2 %* | *14.0 %* | *20 bps* | |
| Income tax expense | 28.1 | 30.3 | (2.2) | (7.3) % |
| *Effective tax rate* | *20.8 %* | *23.1 %* | | |
| Net income | $ 106.7 | $ 100.6 | $ 6.1 | 6.1 % |
| Diluted earnings per share | $ 3.35 | $ 3.21 | $ 0.14 | 4.4 % |

NM - not meaningful

*Net Sales*

Net sales for the first quarter of fiscal 2025 increased $16.9 million, or 1.8%, to $951.6 million, compared with $934.7 million in the prior-year period due to increases in sales in both our Acuity Brands Lighting and Acuity Intelligent Spaces segments.

*Gross Profit*

Gross profit for the first quarter of fiscal 2025 increased $20.9 million, or 4.9%, to $449.3 million, compared with $428.4 million in the prior-year period, and gross profit margin increased 140 basis points to 47.2% from 45.8% compared with the prior-year period. Our gross profit increased compared with the prior period due primarily to the fall through of higher net sales and lower materials cost. This increase was partially offset by increased labor and overhead costs.

*Operating Profit*

Selling, distribution, and administrative expenses (“SD&A”) expenses for the first quarter of fiscal 2025 were $316.0 million, compared with $295.5 million in the prior-year period, an increase of $20.5 million, or 6.9%. The increase in SD&A expenses was due primarily to higher employee-related costs, sales-related costs, such as commissions, and sales and marketing costs. Additionally, we incurred acquisition-related costs of $4.6 million during the first quarter of 2025.

Operating profit for the first quarter of fiscal 2025 was $133.3 million (14.0% of net sales), compared with $132.9 million (14.2% of net sales) for the prior-year period, an increase of $0.4 million, or 0.3%. The increase in operating profit was due primarily to the increase in gross profit, partially offset by higher operating expenses.

*Interest (Income) Expense, net*

We reported net interest income of $4.0 million and net interest expense of $0.9 million for the first quarter of fiscal 2025 and 2024, respectively. Our fiscal 2025 net interest income reflects higher interest-bearing cash and cash equivalent balances and higher investing rates on those balances.

*Miscellaneous Expense, net*

Miscellaneous expense, net consists of non-service components of net periodic pension cost, gains and losses associated with foreign currency-related transactions, and non-operating gains and losses.

We reported net miscellaneous expense of $2.5 million and $1.1 million for the first quarter of fiscal 2025 and 2024, respectively. This year-over-year change is due primarily to a non-cash loss on an investment in a privately-held entity which we do not exercise significant influence or control.

*Income Taxes and Net Income*

Our effective income tax rate was 20.8% and 23.1% for the first quarter of fiscal 2025 and 2024, respectively. This decrease was due primarily to higher excess tax benefits on stock compensation in the first quarter of fiscal 2025. We recognized excess tax benefits of $4.3 million related to share-based payment awards for the first quarter of fiscal 2025 compared to $1.5 million for the first quarter of fiscal 2024.

Net income for the first quarter of fiscal 2025 increased $6.1 million, or 6.1%, to $106.7 million, from $100.6 million reported for the prior-year period. Diluted earnings per share for the first quarter of fiscal 2025 increased $0.14, or 4.4%, to $3.35 compared with diluted earnings per share of $3.21 for the prior-year period. This increase reflects higher net income.

*Segment Results*

The following table sets forth information comparing the operating results of our segments, Acuity Brands Lighting and Acuity Intelligent Spaces, for the three months ended November 30, 2024 and November 30, 2023 (in millions):

| | Three Months Ended | | | |
|---|---|---|---|---|
| | November 30, 2024 | November 30, 2023 | Increase (Decrease) | Percent Change |
| **Acuity Brands Lighting:** | | | | |
| Net sales | $ 886.0 | $ 876.4 | $ 9.6 | 1.1 % |
| Operating profit | 143.3 | 143.8 | (0.5) | (0.3) % |
| Operating profit margin | 16.2 % | 16.4 % | (20) | *bps* |
| | | | | |
| **Acuity Intelligent Spaces:** | | | | |
| Net sales | $ 73.5 | $ 64.2 | $ 9.3 | 14.5 % |
| Operating profit | 10.8 | 5.3 | 5.5 | 103.8 % |
| Operating profit margin | 14.7 % | 8.3 % | 640 | *bps* |

Acuity Brands Lighting net sales for the first quarter of fiscal 2025 increased $9.6 million, or 1.1%, to $886.0 million, compared with $876.4 million in the prior-year period. Sales within the Acuity Brands Lighting segment increased due to higher net sales within our independent sales network and direct sales network, partially offset by declines in the retail and corporate accounts channels.

Operating profit for Acuity Brands Lighting was $143.3 million (16.2% of Acuity Brands Lighting net sales) for the first quarter of fiscal 2025, compared with $143.8 million (16.4% of Acuity Brands Lighting net sales) in the prior-year period, a decrease of $0.5 million. The decrease in operating profit was due to higher labor and overhead costs, and employee-related costs, partially offset by the fall through of higher net sales and lower materials cost.

Acuity Intelligent Spaces net sales for the first quarter of fiscal 2025 increased $9.3 million, or 14.5%, to $73.5 million, compared with $64.2 million in the prior-year period. The increase in sales within the Acuity Intelligent Spaces segment is attributed to higher sales of Distech products. Acuity Intelligent Spaces operating profit was $10.8 million for the first quarter of fiscal 2025, compared with $5.3 million in the prior-year period, an increase of $5.5 million. This increase was due primarily to contributions from higher net sales and lower professional and consulting fees, partially offset by higher employee-related costs.

### Critical Accounting Estimates

*Management's Discussion and Analysis of Financial Condition and Results of Operations* addresses the financial condition and results of operations as reflected in our *Consolidated Financial Statements*, which have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"). As discussed in the *Description of Business and Basis of Presentation* footnote of the *Notes to Consolidated Financial Statements*, the preparation of financial statements in conformity with U.S. GAAP requires us 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 financial statements and reported amounts of revenue and expense during the reporting period. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition; inventory valuation; goodwill and indefinite-lived intangible assets; and product warranty costs. We base our estimates and judgments on our substantial historical experience and other relevant factors, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from those estimates. We discuss the development of critical accounting estimates with the Audit Committee of the Board of Directors on a recurring basis.

There have been no material changes in our critical accounting estimates during the current period. For a detailed discussion of other significant accounting policies that may involve a higher degree of judgment, refer to our Form 10-K.

### Cautionary Statement Regarding Forward-Looking Statements and Information

This filing contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the "Act"). Forward-looking statements include, but are not limited to, statements that describe or relate to the Company's plans, initiatives, projections, vision, goals, targets, commitments, expectations, objectives, prospects, strategies, or financial outlook, and the assumptions underlying or relating thereto. In some cases, we may use words such as "expect," "believe," "intend," "anticipate," "estimate," "forecast," "indicate," "project," "predict," "plan," "may," "will," "could," "should," "would," "potential," and words of similar meaning, as well as other words or expressions referencing future events, conditions, or circumstances, to identify forward-looking statements. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Act. Forward-looking statements are not guarantees of future performance. Our forward-looking statements are based on our current beliefs, expectations, and assumptions, which may not prove to be accurate, and are subject to known and unknown risks and uncertainties, assumptions, and other important factors, many of which are outside of our control and any of which could cause our actual results to differ materially from those expressed or implied by the forward-looking statements. These risks and uncertainties are discussed in our filings with the U.S. Securities and Exchange Commission, including our most recent annual report on Form 10-K (including, but not limited to, the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations"), quarterly reports on Form 10-Q, and current reports on Form 8-K. Any forward-looking statement speaks only as of the date on which it is made. This quarterly report is not comprehensive, and for that reason, should be read in conjunction with such filings. You are cautioned not to place undue reliance on any forward-looking statements. Except as required by law, we undertake no obligation to publicly update or release any revisions to these forward-looking statements to reflect any events or circumstances after the date of this quarterly report or to reflect the occurrence of unanticipated events, whether as a result of new information, future events, or otherwise.

## Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

We are exposed to market risks that may impact our *Consolidated Balance Sheets*, *Consolidated Statements of Comprehensive Income,* and *Consolidated Statements of Cash Flows* due primarily to fluctuations in interest and foreign exchange rates. We do not currently engage in significant commodity hedging transactions for raw materials. There have been no material changes to our exposure from market risks from those disclosed in *Part II, Item 7a. Quantitative and Qualitative Disclosures About Market Risk* of our Form 10-K.

**Item 4.** ***Controls and Procedures***

Disclosure controls and procedures are controls and other procedures that are designed to reasonably ensure that information required to be disclosed in the reports filed or submitted by us under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission (the “SEC”) rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to reasonably ensure that information required to be disclosed by us in the reports filed under the Exchange Act is accumulated and communicated to management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of November 30, 2024. This evaluation was carried out under the supervision and with the participation of management, including the principal executive officer and principal financial officer. Based on this evaluation, these officers have concluded that the design and operation of our disclosure controls and procedures are effective at a reasonable assurance level as of November 30, 2024.

However, because all disclosure procedures must rely to a significant degree on actions or decisions made by employees throughout the organization, such as reporting of material events, the Company and its reporting officers believe that they cannot provide absolute assurance that all control issues and instances of fraud or errors and omissions, if any, within the Company will be detected. Limitations within any control system, including our control system, include faulty judgments in decision-making or simple errors or mistakes. In addition, controls can be circumvented by an individual, by collusion between two or more people, or by management override of the control. Because of these limitations, misstatements due to error or fraud may occur and may not be detected.

There have been no changes in our internal control over financial reporting that occurred during our most recent completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

# PART II. OTHER INFORMATION

## Item 1. *Legal Proceedings*

Information regarding reportable legal proceedings is contained in *Part I, Item 3. Legal Proceedings* in our Form 10-K. Information set forth in this report's *Commitments and Contingencies* footnote of the *Notes to Consolidated Financial Statements* describes any legal proceedings that became reportable during the three months ended November 30, 2024, and updates any descriptions of previously reported legal proceedings in which there have been material developments during such period. The discussion of legal proceedings included within the *Commitments and Contingencies* footnote of the *Notes to Consolidated Financial Statements* is incorporated into this Item 1 by reference.

## Item 1A. *Risk Factors*

There have been no material changes in our risk factors from those disclosed in *Part I, Item 1A. Risk Factors* of our Form 10-K.

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

On January 25, 2024, the Board of Directors (the "Board") authorized the repurchase of up to an additional three million shares of our common stock. Under the current share repurchase authorization, we may repurchase shares of our common stock from time to time at prevailing market prices, depending on market conditions, through open market or privately negotiated transactions. No date has been established for the completion of the share repurchase program, and we are not obligated to repurchase any shares. Subject to applicable corporate securities laws, repurchases may be made at such times and in such amounts as management deems appropriate. Repurchases under the program can be discontinued at any time management feels additional repurchases are not warranted. As of November 30, 2024, the maximum number of shares that may yet be repurchased under the share repurchase program authorized by the Board equaled approximately 3.8 million shares. The following table reflects activity related to equity securities we repurchased during the quarter ended November 30, 2024:

**Purchases of Equity Securities**

| 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 Number of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| 9/1/2024 through 9/30/2024 | — | $ — | — | 3,775,637 |
| 10/1/2024 through 10/31/2024 | 1,000 | $ 300.21 | 1,000 | 3,774,637 |
| 11/1/2024 through 11/30/2024 | 15,822 | $ 322.14 | 15,822 | 3,758,815 |
| Total | 16,822 | $ 320.84 | 16,822 | 3,758,815 |

## Item 5. *Other Information*

During the first quarter of fiscal 2025, none of our directors or Section 16 officers adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as each term is defined in Item 408(a) of Regulation S-K).

## Item 6. *Exhibits*

Exhibits are listed on the Index to Exhibits.

**INDEX TO EXHIBITS**

| | | | |
|---|---|---|---|
| EXHIBIT 3 | (a) | Restated Certificate of Incorporation of Acuity Brands, Inc., dated as of January 25, 2024. | Reference is made to Exhibit 3.2 of registrant’s Form 8-K as filed with the Commission on January 26, 2024, which is incorporated herein by reference. |
| | (b) | Amended and Restated Bylaws of Acuity Brands, Inc., dated as of January 25, 2024. | Reference is made to Exhibit 3.4 of registrant’s Form 8-K as filed with the Commission on January 26, 2024, which is incorporated herein by reference. |
| EXHIBIT 10 | (a) | Amendment No. 1 to Credit Agreement, dated as of November 25, 2024, by and among Acuity Brands, Inc., Acuity Brands Lighting, Inc., J.P. Morgan Chase Bank, N.A., as administrative agent, and the lenders party thereto. | Reference is made to Exhibit 10.1 of registrant’s Form 8-K as filed with the Commission on November 27, 2024, which is incorporated herein by reference. |
| EXHIBIT 22 | | List of Guarantors and Subsidiary Issuers of Guaranteed Securities. | Reference is made to Exhibit 22 of registrant's Form 10-K as filed with the Commission on October 28, 2024, which is incorporated herein by reference. |
| EXHIBIT 31 | (a) | Certification of the Chief Executive Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | Filed with the Commission as part of this Form 10-Q. |
| | (b) | Certification of the Chief Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | Filed with the Commission as part of this Form 10-Q. |
| EXHIBIT 32 | (a) | Certification of the Chief Executive Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Filed with the Commission as part of this Form 10-Q. |
| | (b) | Certification of the Chief Financial Officer of the Company pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | Filed with the Commission as part of this Form 10-Q. |
| EXHIBIT 101 | .INS | XBRL Instance Document | The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. |
| | .SCH | XBRL Taxonomy Extension Schema Document. | Filed with the Commission as part of this Form 10-Q. |
| | .CAL | XBRL Taxonomy Extension Calculation Linkbase Document. | Filed with the Commission as part of this Form 10-Q. |
| | .DEF | XBRL Taxonomy Extension Definition Linkbase Document. | Filed with the Commission as part of this Form 10-Q. |
| | .LAB | XBRL Taxonomy Extension Label Linkbase Document. | Filed with the Commission as part of this Form 10-Q. |
| | .PRE | XBRL Taxonomy Extension Presentation Linkbase Document. | Filed with the Commission as part of this Form 10-Q. |
| EXHIBIT 104 | | Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101) | Filed with the Commission as part of this Form 10-Q |

**SIGNATURES**

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

ACUITY BRANDS, INC.

| | | |
|---|---|---|
| Date: January 8, 2025 | By: | /S/ NEIL M. ASHE |
| | | **NEIL M. ASHE**<br>**CHAIRMAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER** |
| Date: January 8, 2025 | By: | /S/ KAREN J. HOLCOM |
| | | **KAREN J. HOLCOM**<br>**SENIOR VICE PRESIDENT AND**<br>**CHIEF FINANCIAL OFFICER (Principal Financial and Accounting Officer)** |

**EXHIBIT 31(a)**

I, Neil M. Ashe, certify that:

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

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

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

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

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

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

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

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

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

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

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

Date: January 8, 2025

/s/ Neil M. Ashe

Neil M. Ashe
Chairman, President and Chief Executive Officer

[A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act has been provided to Acuity Brands, Inc., and will be retained by Acuity Brands, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

**EXHIBIT 31(b)**

I, Karen J. Holcom, certify that:

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

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

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

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

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

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

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

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

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

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

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

Date: January 8, 2025

/s/ Karen J. Holcom

Karen J. Holcom
Senior Vice President and Chief Financial Officer

[A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act has been provided to Acuity Brands, Inc., and will be retained by Acuity Brands, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

**EXHIBIT 32(a)**

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, and in connection with the Quarterly Report on Form 10-Q of Acuity Brands, Inc. (the “Corporation”) for the quarter ended November 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, the Chairman, President and Chief Executive Officer of the Corporation, certifies that:

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

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

/s/ Neil M. Ashe
Neil M. Ashe
Chairman, President and Chief Executive Officer
January 8, 2025

[A signed original of this written statement required by Section 906 has been provided to Acuity Brands, Inc., and will be retained by Acuity Brands, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]

**EXHIBIT 32(b)**

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, and in connection with the Quarterly Report on Form 10-Q of Acuity Brands, Inc. (the “Corporation”) for the quarter ended November 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, the Senior Vice President and Chief Financial Officer of the Corporation, certifies that:

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

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

/s/ Karen J. Holcom

Karen J. Holcom
Senior Vice President and Chief Financial Officer
January 8, 2025

[A signed original of this written statement required by Section 906 has been provided to Acuity Brands, Inc., and will be retained by Acuity Brands, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.]