

THE ESSENTIAL LINC TO HELP CUSTOMERS BUILD BETTER



LINCOLN[®]
ELECTRIC

2025 ANNUAL REPORT & 2026 PROXY STATEMENT

SUSTAINABILITY HIGHLIGHTS



Safety (TRCR)
2025 GOAL: 52% Reduction
43% REDUCTION*



Energy Intensity
2025 Goal: 16% Reduction
4% REDUCTION*



Recycling
2025 Goal: 80% rate
79% in 2025



GHG Emissions
2025 Goal: 10% Reduction
19% REDUCTION*



Water Use
2025 Goal: 14% Reduction
39% REDUCTION*



Landfill Avoidance
2025 Goal: 97% rate
96% in 2025

* (2025 vs 2018)



Recognized for Our Leadership

NEWSWEEK

World's Most Trustworthy Companies 2025
America's Most Responsible Companies 2025
America's Greatest Companies 2025
America's Greatest Workplaces for Manufacturing 2025
America's Greatest Workplaces for Culture, Belonging & Community 2025
America's Greenest Companies 2025

ETHISPHERE®

One of the World's Most Ethical Companies (7x Honoree)

USA TODAY®

America's Climate Leaders 2025

TIME

America's Best Mid-Size Company 2025

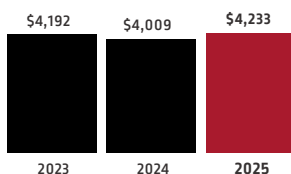
FORBES

America's Best Mid-Size Employers 2025
America's Best Employers for Company Culture 2025

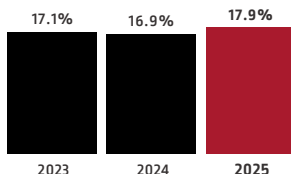
FINANCIAL HIGHLIGHTS

Years ended December 31 (dollars in millions, except per share)

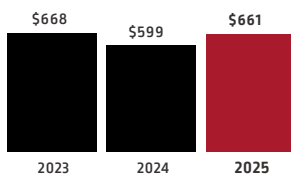
NET SALES



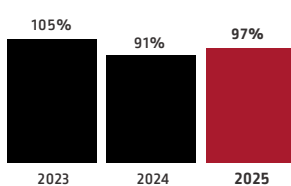
AVERAGE OPERATING WORKING CAPITAL RATIO*



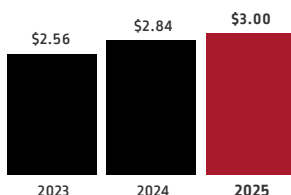
CASH FLOW FROM OPERATIONS



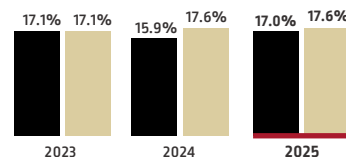
CASH CONVERSION RATIO*



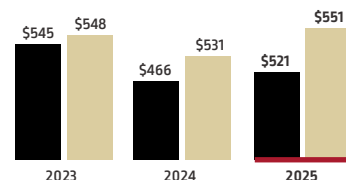
ANNUAL CASH DIVIDEND PER COMMON SHARE



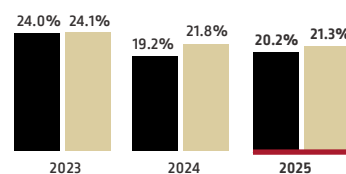
OPERATING INCOME MARGIN*



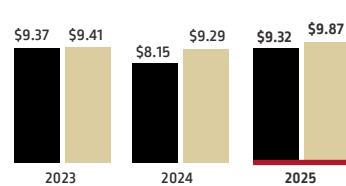
NET INCOME*



RETURN ON INVESTED CAPITAL*



EARNINGS PER COMMON SHARE*



■ Reported ■ Adjusted



WE ARE THE ESSENTIAL LINC HELPING CUSTOMERS BUILD BETTER

—Steven B. Hedlund Chairman and Chief Executive Officer

TO OUR SHAREHOLDERS,

2025 was a milestone year for Lincoln Electric as we proudly celebrated the 130th anniversary of the Company's founding and the 30th anniversary of our NASDAQ listing. These two achievements honored our rich legacy and the enduring strength of our business, our values, and our incredible team.

I am pleased to report that 2025 was another year of record performance. Throughout the year, our team remained resilient and agile responding to challenging end market conditions. We achieved record sales of \$4.2 billion, driven by acquisitions and price to offset rising input costs. We remained focused on disciplined cost management, serving customers, and long-term growth with the acquisition of Alloy Steel International in Australia and are excited about our ability to scale their proprietary wear plate technology in the years ahead. We also advanced innovation and increased our vitality index of equipment sales from new products by 800 basis points to 58% reflecting a strong product pipeline and new solutions from our acquisitions.

We continued to reshape the business through operational initiatives which generated approximately \$31 million in incremental permanent savings. These achievements enabled us to maintain last year's record adjusted operating income margin of 17.6% and deliver record adjusted earnings per share of \$9.87. Disciplined working capital management supported strong cash flows from operations, top quartile ROIC, a record return of \$507 million of cash to shareholders and 30% total shareholder return.

COMPLETION OF THE HIGHER STANDARD 2025 STRATEGY

Our 2025 results cap off a successful five year strategic cycle under our Higher Standard 2025 Strategy. I am proud that we achieved most of the targets we established five years ago despite extraordinary global volatility. These include the doubling of our automation sales and EBIT margin, the near doubling of our International Welding EBIT margins, and outperformance in acquisition growth and the Harris Products Group segment's EBIT margin. These accomplishments highlight our strong "say-do" reputation and the relentless commitment of our global teams to drive long-term value for our stakeholders. The Company has never been stronger as reflected by our 122% total shareholder return during the Higher Standard Strategy, which is more than double our proxy peers' performance.

Record Net Sales:

\$4.2 BILLION

Record Adjusted EPS:

\$9.87

Top Quartile Adjusted ROIC:

21.3%

RISE STRATEGY

INTRODUCING THE RISE STRATEGY

As we look ahead, we are excited to launch our next strategy: RISE. This strategy supports our mission to be the essential “Linc” to help customers build better and to expand our impact by solving more problems for more customers. It leverages our culture which is rooted in the guiding principle of the Golden Rule and through our shared commitment to promoting integrity, practicing candor, taking ownership, being agile, and winning together. The “RISE” acronym stands for four themes that we will be emphasizing from 2026 to 2030 to generate superior value for all stakeholders:



Driving greater standardization and digitization in our core business processes to make our operations safer, more efficient and more effective.



Accelerating product development, partnerships, and “techquisitions” to bring differentiated, higher value solutions to solve more problems for more customers.



Using market segmentation and customer intimacy to better understand and exceed customers’ expectations to drive customer satisfaction and growth.



Investing in enhanced development, training, and career-path programs to ensure that we continue to attract, retain and engage world class talent.

OUR 2030 FINANCIAL TARGETS

Under RISE, we are targeting:

- **\$6+ Billion in Sales by 2030**
- **20+% Operating Income Margin** with a high 20% incremental operating income margin
- **Mid-Teens % EPS CAGR**
- **100% Cash Conversion**
- **\$3.7+ Billion in Cash flow from operations** (Over the next five years)
- **Advancing safety and environmental performance**

We will continue to follow our balanced capital allocation strategy, including internal investments, disciplined M&A, and returning cash to shareholders through dividends and share repurchases.

LOOKING AHEAD

Our optimism for the future is grounded in the strength of our people, the trust of our customers, and the opportunities ahead in automation, and secular trends such as reshoring, electrification, infrastructure, energy, and defense, which we are well-positioned to capitalize on. With the RISE Strategy as our roadmap, we are confident in our ability to sustain high performance and create long-term value for our shareholders. On behalf of the Board, the enterprise leadership team and the 12,000 men and women across the Company - thank you for your continued support and partnership.

A handwritten signature in black ink that reads 'Steven B. Hedlund'.

Steven B. Hedlund

Chairman & Chief Executive Officer
Lincoln Electric Holdings, Inc.



2026 PROXY STATEMENT



LINCOLN[®]
ELECTRIC

LINCOLN ELECTRIC

Notice of Annual Meeting of Shareholders

Proposals to be Voted on

- 1 To elect 10 Director Nominees named in this Proxy Statement to our Board of Directors to serve until the 2027 Annual Meeting or until their successors are duly elected and qualified
- 2 To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2026
- 3 To approve, on an advisory basis, the compensation of our named executive officers (NEOs)

By Order of the Board of Directors,

Shareholders of record at the close of business on February 27, 2026, the record date, are entitled to vote at the Annual Meeting.

Your vote is very important! Please vote your shares promptly. We appreciate your continued confidence in Lincoln Electric!



Steven B. Hedlund

Chairman and Chief Executive Officer

Jennifer I. Ansberry

Executive Vice President, General Counsel and Secretary

Annual Meeting Details



DATE & TIME

Friday, April 17, 2026
11:00 AM ET



PLACE

Online at www.virtualshareholdermeeting.com/LECO2026



ACCESS & PARTICIPATION

Online at www.virtualshareholdermeeting.com/LECO2026. You must have your 16-digit control number which is printed on your proxy card.

Submit pre-meeting questions online by visiting www.proxyvote.com before Friday, April 10, 2026 at 5:00 pm ET.

Important

We will begin mailing this proxy statement on or about March 19, 2026.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to Be Held on April 17, 2026:

This Proxy Statement and the related form of proxy, along with our 2025 Annual Report on Form 10-K, are available free of charge at www.lincolnelectric.com/proxymaterials.

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Proxy Summary

This section provides an overview of important information related to this Proxy Statement and the 2026 Annual Meeting. We encourage you to read the entire Proxy Statement for more information before voting.

Annual Meeting Details



DATE

Friday, April 17, 2026



TIME

11:00 AM ET



PLACE

Online at www.virtualshareholdermeeting.com/LECO2026



RECORD DATE

Shareholders of record at the close of business on February 27, 2026 are entitled to vote at the 2026 Annual Meeting

How to Cast Your Vote



BY PHONE

Call 1-800-690-6903 by April 16, 2026



BY TABLET OR SMARTPHONE

Scan the QR code on your proxy card or voting instruction form to vote with your mobile device by April 16, 2026



BY MAIL

Sign, date and return your proxy card or voting instruction form by April 16, 2026



BY INTERNET

Visit www.proxyvote.com until April 16, 2026 or vote online on April 17, 2026 during the Annual Meeting at: www.virtualshareholdermeeting.com/LECO2026

Voting Recommendation

Proposals		Board Recommendation	Page
1	To elect 10 Director Nominees named in this Proxy Statement to our Board of Directors to serve until the 2027 Annual Meeting or until their successors are duly elected and qualified	FOR each Director Nominee	18
2	To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2026	FOR	96
3	To approve, on an advisory basis, the compensation of our named executive officers (NEOs)	FOR	98

References to our website or other publications are provided for convenience only. The information contained on our website or other publications, including our Sustainability Report, is not a part of this Proxy Statement or any of our other filings with the Securities and Exchange Commission (SEC).

Business Overview

Our Mission:

BE THE ESSENTIAL LINK TO HELP CUSTOMERS BUILD BETTER

Lincoln Electric is a high-performance industrial machinery and technology leader who helps customers manufacture and maintain vital equipment and infrastructure. Our innovative solutions enable higher quality and productivity across a variety of processes including welding, cutting, brazing, machining, process automation, and field repair.

We leverage proprietary technologies and expertise in materials science, power electronics, automation, and intelligent software to help customers build better and achieve greater resilience in their operations.

Our expertise, combined with our global footprint and a broad distribution network, allows us to solve more problems for more customers across various end markets. Key end markets include general metal fabrication, energy, structural steel for non-residential construction, heavy industries (agricultural, mining, construction, rail equipment, and shipbuilding), as well as transportation (primarily automotive).

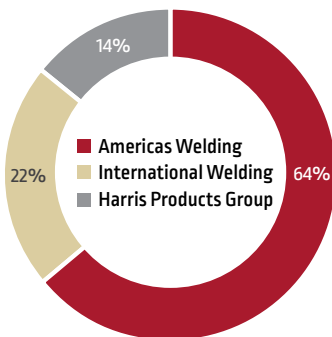
Headquartered in Cleveland, Ohio, U.S.A., we operate 71 manufacturing and automation facilities across 20 countries and serve customers in over 160 countries. In 2025, we generated \$4.2 billion in sales.

FAST FACTS

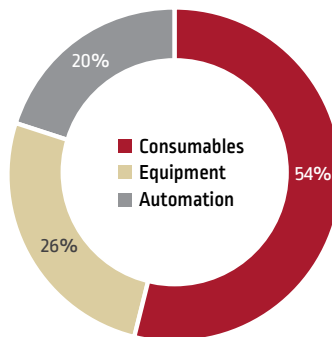


Revenue Mix

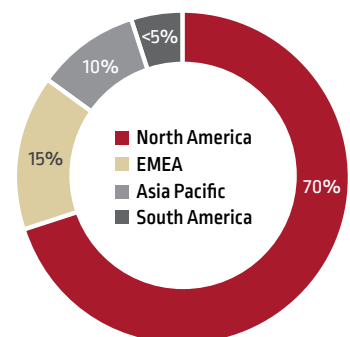
BY REPORTABLE SEGMENT



BY PRODUCT



BY GEOGRAPHY (END DESTINATION)



Business Overview (Continued)

Our Anchoring Principle: The Golden Rule

WE LIVE AND LEAD BY THE GOLDEN RULE, WHICH COMES TO LIFE THROUGH OUR VALUES

The Golden Rule: Treating others how you would like to be treated. For over a century, the Golden Rule has been our anchoring principle – guiding how we work and lead. It’s the foundation of our culture and the standard that connects us across generations, roles, and borders.

Our values are the practices that bring our Golden Rule to life. They are the non-negotiables that define how we treat people, serve customers, and help communities. They nurture a place of belonging, purpose and progress where our leaders listen, inspire and foster a culture of curiosity, candor and collaboration. The impact is tangible and is part of a legacy that is building a future of success for Lincoln Electric and for all our stakeholders.

We are the LINC in providing:

- **Customers** with market-leading solutions that are manufactured responsibly, in facilities that operate safely and efficiently, and are supported by our superior technical application capabilities and incorporate lifecycle principles to help them achieve their goals;
- **Employees** with an incentive and results-driven culture where engagement and professional growth and development is a priority;
- **Suppliers** with a shared commitment to responsible operations that are safe, compliant and efficient;
- **Communities** with a responsible and engaged partner who is focused on helping industry and neighbors thrive; and
- **Shareholders** with above-market returns.

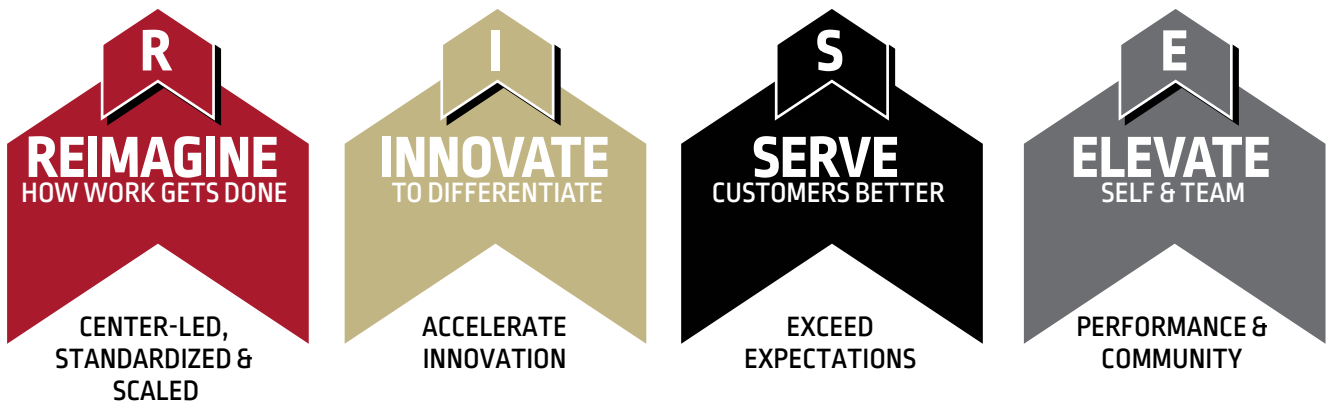
Business Overview (Continued)

Our RISE Strategy & 2030 Targets

RISE
STRATEGY

We are pursuing accelerated growth, higher profit performance, cash generation, earnings, and shareholder returns in our new RISE Strategy. Our strategy is comprised of four components that will focus on:

- Reimagining how work gets done to generate higher efficiency, safety and value creation from our work,
- Innovating to further differentiate our value proposition and extend our leadership position,
- Serving customers better and exceeding expectations and industry standards to grow faster, and
- Elevating the impact of our employees and cross functional teams worldwide through development and engagement.



We will be reimagining how we work through enterprise initiatives that focus on evolving the business from a regionally managed structure to a center-led enterprise. This will allow us to capitalize on our scale and improve operational efficiency as we harmonize work with standard tools, data management, and processes. New investments will accelerate digitization and automation to support engagement, innovation, productivity, safety and environmental performance in our operations. In addition, our new “Spotlight” process will leverage the benefits of standardization to improve supply, effectiveness and customer service levels to exceed customer expectations. These initiatives will reinforce our unique value proposition as the essential ‘Linc’ to help customers build better.

Our strategy will continue to prioritize innovation (internal and via acquisitions), enhanced human resource programming to ensure we attract and retain industry’s best talent and nurture an engaged workforce. We will achieve this while pursuing a disciplined financial approach with top quartile returns on invested capital and working capital management to increase cash flow generation, while maintaining a balanced capital allocation approach.

As customers pivot to growth, we are well-positioned to capture both secular and cyclical tailwinds through the strategy period. Our enterprise initiatives, diversified portfolio of solutions, an accelerated innovation engine, leadership position in automation, and diverse end market mix supports the following 2030 target framework.

Business Overview (Continued)

2030 Financial and Non-Financial Goals

Our financial targets are integrated into the Company's key short-term and long-term compensation metrics and are incorporated into the individual annual compensation goals of the Chief Executive Officer (CEO) and executive leadership team and are further cascaded through the organization.

2030 Key Financial Metrics	2030 Goal (2025 Baseline)	Short-Term Compensation Metrics ¹	Long-Term Compensation Metrics ¹
Sales Compound Annual Growth Rate (CAGR) (Volume, Price & Acquisitions)	High single-digit to Low double-digit percent		✓
Average Adjusted Operating Income Margin	19% (+/- 150 bps) At a high-20% incremental margin	✓ (Representative of Earnings before interest, taxes and bonus (EBITB))	✓
Adjusted Earnings per share CAGR	Mid-teens %		✓ (Three-Year Cumulative Growth of Adjusted Net Income for Compensation Purposes-utilized in the 2023-2025 and 2024-2026 plan designs)
Average Operating Working Capital Ratio	16% to 17% (Top decile performance vs. proxy peers)	✓	
Average Adjusted Return on Invested Capital	18% to 20% (Top quartile performance vs. proxy peers)		✓
Non-financial Metrics (components weighted equally)	Safety, Growth, Productivity, Teamwork and Talent-related annual metrics	✓	

¹ Performance measures used in the design of the executive compensation program are defined in Appendix A. See the CD&A for more information regarding our executive compensation program.






Our 2030 metrics include sustainability initiatives that are integrated within our compensation structure and are represented within our Non-financial metrics to ensure alignment across the business. Our Non-financial metrics focus on initiatives to improve safety performance, drive growth in targeted areas of the business, increase productivity, which includes environmental performance, and enhance employee engagement and career development outcomes.

2030 Sustainability Goals

We have established 2030 sustainability metrics and goals to amplify achievements and learnings from our prior strategy cycle and position the Company's performance in aggregate within the top-quartile of our proxy peers. Certain metrics, such as safety and water conservation, were refined to enhance the positive impact we make for our employees and communities. Our goals to further reduce our greenhouse gas emissions and source 20% of our energy from renewable energy sources reflect long-term investments and operational enhancements to reduce our carbon footprint. In addition, we are targeting the completion of lifecycle analyses (LCAs) for ten large product families by 2030. LCAs will not only differentiate our value proposition, but also help customers evaluate our product's environmental and operational impact, support their sustainability goals and ensure regulatory compliance. We believe our targets are appropriately challenging and align with our RISE Strategy investment roadmap.

Business Overview (Continued)

Goals reflect targeted 2030 performance versus our 2024 baseline:

<p>SAFETY</p>  <p>34%</p> <p>REDUCTION Total Recordable Case Rates</p>	<p>GREENHOUSE GAS (GHG) EMISSIONS</p>  <p>30%</p> <p>Absolute REDUCTION Scope 1 and 2</p>	<p>RENEWABLE ENERGY</p>  <p>20%</p> <p>ENERGY SOURCE</p>	<p>WATER INTENSITY</p>  <p>10%</p> <p>REDUCTION in areas of 'high or very high' water scarcity¹</p>	<p>WASTE DIRECTED TO DISPOSAL</p>  <p>10%</p> <p>REDUCTION</p>
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¹ Water Intensity of sites located in areas of high or very high levels of water scarcity per WRI Aqueduct Tool. Measured as water used per dollars of product manufactured.

2025 Performance & Financial Highlights

The business continued to set new records in 2025 as we successfully navigated dynamic operating conditions and soft demand in many of our end markets and geographies from lower industrial activity and capital spending. Net sales increased approximately 6% to a record \$4.2 billion primarily from a 2.5% increase in organic sales and 2.7% sales growth from acquisitions. Despite an approximate 4% decline in volumes, we maintained a record adjusted operating income margin of 17.6% (17% reported operating income margin) with an adjusted 17% incremental margin. Diligent cost management, combined with focused execution of our long-term strategic initiatives and permanent savings actions, offset inflation and lower operating leverage. These actions resulted in record adjusted earnings per share performance of \$9.87 (reported \$9.32), a near-record \$661 million in cash flow from operations and a 97% cash conversion ratio of adjusted net income.

In 2025, we integrated the use of five Non-financial metrics to further align our organization on short-term priorities that support our long-term strategic goals. In 2025, our Non-financial metrics included improved safety performance, growth in standard equipment sales, a net cost reduction in purchasing spend, higher employee engagement, and an increase in talent mobility among our top 100 high potential leaders. While we advanced across all categories in 2025, we successfully achieved our talent mobility target and will continue to drive improvements in these priority areas through 2026 and beyond.

During the year, our capital allocation strategy remained reasonably balanced with over \$500 million returned to shareholders and \$350 million invested in long-term, strategic growth initiatives across capital expenditures, R&D and acquisitions. This yielded top-quartile adjusted return on invested capital at 21.3% and a 30% total shareholder return.

Ultimately, 2025 demonstrated the resilience and focus of our team, the agility of our operations, and our commitment to serving customers with innovative solutions that drive productivity, quality and safety in their operations. This success demonstrates the effectiveness of our strategic initiatives and our strong aligned global team who can achieve improved long-term competitive positioning, compound earnings, and generate superior shareholder returns through the cycle.

Business Overview (Continued)

NET SALES Reported Organic Sales \$4.2B +6% +2.5% [Record] vs. 2024 vs. 2024			OPERATING INCOME MARGIN Reported Adjusted 17.0% 17.6% +110 bps vs. 2024 Steady vs. 2024 [Record]		DILUTED EPS Reported Adjusted \$9.32 \$9.87 +14% vs. 2024 +6% vs. 2024 [Record]	
CASH FLOW FROM OPERATIONS \$661M +10% vs. 2024		AVERAGE OPERATING WORKING CAPITAL TO NET SALES RATIO 17.9% -100 bps vs. 2024		RETURN ON INVESTED CAPITAL Reported Adjusted 20.2% 21.3%		
30th CONSECUTIVE DIVIDEND INCREASE > +5.3%				RETURNED TO SHAREHOLDERS \$507M [\$168M dividends + \$338M share repurchases]		
TOTAL SHAREHOLDER RETURN			+30% 1-Year	+73% 3-Year	+122% 5-Year	

See Appendix A for definitions and/or reconciliation of these metrics to results reported in accordance with GAAP. Performance measures used in the design of the executive compensation program are presented within the Compensation Discussion and Analysis section.

Strong Achievement of our Higher Standard 2025 Strategy Targets

2025 marked the completion of our Higher Standard 2025 Strategy (2020-2025) with substantially all financial targets achieved and strong progress made across our safety and environmental goals. This reflects strong execution of our initiatives, targeted investments, and the organization's agility in managing dynamic operating conditions that included a pandemic, supply chain challenges, inflation, and trade policy uncertainty over the strategy period. Our Higher Standard Strategy achievements position the Company to outperform in the next growth cycle and achieve our 2030 targets and superior value creation.

Key Financial Metrics	2025 Goal (vs. 2020 Baseline)	2020 to 2025 Achievement
Sales CAGR (Volume, Price & Acquisitions)	High single-digit to Low double-digit percent	11%
Average Adjusted Operating Income Margin	16% (+/- 150 bps)	16%
Adjusted Earnings per share CAGR	High-teens to Low-20%	19%
Average Operating Working Capital Ratio	15% in 2025	17.9% in 2025
Average Adjusted Return on Invested Capital	18% to 20% (Top quartile performance vs. proxy peers)	21.9%

Business Overview (Continued)

Key Safety & Environmental Sustainability Metrics	2025 Goal (vs. 2018 Baseline)	2025 Performance (vs. 2018 Baseline)
Safety (TRCR)	52% Reduction	43% Reduction
Greenhouse Gas Emissions (Absolute)	10% Reduction	19% Reduction
Energy Intensity (Gigajoules used/Hours worked)	16% Reduction	4% Reduction
Recycling (All Waste)	80% Rate	79% Rate (560bps improvement)
Water Use (Absolute)	14% Reduction	39% Reduction

In 2025, our ethical, environmental, social and governance practices were recognized as best-in-class across several media rankings, reinforcing the positive impact our initiatives are making in our industry and communities.



RECOGNIZED FOR OUR LEADERSHIP

NEWSWEEK

- World's Most Trustworthy Companies 2025
- America's Most Responsible Companies 2025
- America's Greatest Companies 2025
- America's Greatest Workplaces for Manufacturing 2025
- America's Greatest Workplaces for Culture, Belonging & Community 2025
- America's Greenest Companies 2025

ETHISPHERE®

One of the World's Most Ethical Companies (7x Honoree)

USA TODAY®

America's Climate Leaders 2025

TIME

America's Best Mid-Size Company 2025

FORBES

- America's Best Mid-Size Employers 2025
- America's Best Employers for Company Culture 2025

Corporate Governance Highlights

Lincoln Electric has a solid track record of integrity and corporate governance practices that promote thoughtful management by its officers and Board of Directors, which we believe facilitates profitable growth while strategically balancing risk to maximize shareholder value. The tables below summarize select Board and corporate governance information and highlight certain information about the ten Director Nominees that shareholders are being asked to elect to our Board at the 2026 Annual Meeting.

BOARD COMPOSITION AND PRACTICES			
Number of Director Nominees	10	Independent Directors meet without management	✓
Number of independent Directors	9	Director attendance at Board and committee meetings	>75%
Average age of Director Nominees	60	Mandatory retirement age (75)	✓
Ethnic Director Nominees	2	Stock ownership guidelines for Directors	✓
Number of Female Director Nominees	3	Annual Board and committee self-evaluations	✓
Board meetings held in 2025	5	Code of Conduct for Directors, officers & employees	✓
New Directors in the last 5 years	5	Succession planning and implementation process	✓
Average tenure (years) of Director Nominees	8	Strategy, sustainability and risk management oversight	✓
Annual election of Directors	✓	Culture & engagement oversight	✓
Majority voting policy for Directors	✓		
Lead Independent Director	✓		
Number of fully independent Board committees	4		
SHAREHOLDER PROTECTIONS		COMPENSATION PRACTICES	
One share, One vote standard	✓	Pay for Performance	✓
Dual-class common stock or Poison pill	✗	Annual Say-on-Pay Advisory Vote	✓
Cumulative voting	✗	Compensation aligned with strategic goals and individual performance	✓
Vote standard for Code of Regulations amendment	67%	Incentive plans do not encourage excessive risk taking	✓
Shareholder right to call a special meeting	✓*	No excessive perquisites	✓
Annual election of Directors	✓	Robust stock ownership guidelines for NEOs	✓
Majority voting policy for Directors	✓	Clawback policy	✓
Lead Independent Director	✓	Double-trigger change-in-control policy	✓
Executive sessions without management present	✓	Anti-hedging/pledging policy	✓

* Special meetings can be called by shareholders holding at least 25% of all the shares outstanding and entitled to vote at that meeting.

Corporate Governance Highlights (Continued)

SUSTAINABILITY POLICIES AND ENVIRONMENTAL GOALS	
Board oversight of sustainability matters	✓
Compensation and Executive Development Committee oversight of human capital policies and practices, including culture and engagement	✓
Audit Committee oversight of environmental, health & safety matters	✓
Audit Committee oversight of information security and cybersecurity matters	✓
Sustainability performance incorporated into CEO's annual performance goals and compensation metrics (and other executives)	✓
Global Code of Conduct	✓
Human Rights Policy	✓
No-Harassment Policy	✓
Anti-Corruption Policy	✓
Supplier and Channel Partner Codes of Conduct	✓
Environmental, Health, Safety & Quality Policy	✓
Environment management system	✓
Long-term safety and environmental goals	✓
Aligned with select UN Sustainable Development Goals (SDGs)	✓
Sustainability Accounting Standards Board (SASB) Index	✓
Task Force on Climate-related Financial Disclosures (TCFD) Index	✓
Carbon Disclosure Project (CDP) Submission	✓
Sustainability Report	✓
EEO-1 Disclosure	✓

Director Nominees and Board Summary

PROPOSAL 1 | ELECTION OF 10 DIRECTOR NOMINEES TO OUR BOARD OF DIRECTORS TO SERVE UNTIL THE 2027 ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED



THE BOARD RECOMMENDS A VOTE “FOR” ALL DIRECTOR NOMINEES. OUR NOMINATING AND CORPORATE GOVERNANCE COMMITTEE AND OUR BOARD OF DIRECTORS HAVE DETERMINED THAT EACH OF THE DIRECTOR NOMINEES POSSESSES THE RIGHT SKILLS, QUALIFICATIONS AND EXPERIENCE TO EFFECTIVELY OVERSEE LINCOLN ELECTRIC’S LONG-TERM BUSINESS STRATEGY.

See “Proposal 1—Election of Director Nominees” beginning on page 18 of this Proxy Statement.

You are being asked to vote on the election of ten Director Nominees to our Board of Directors. Selected biographical information of each Director Nominee, as well as committee membership and committee chair information is listed below. Additional information about each of our Director Nominees can be found in the Director biographies under Proposal 1.

DIRECTOR NOMINEES

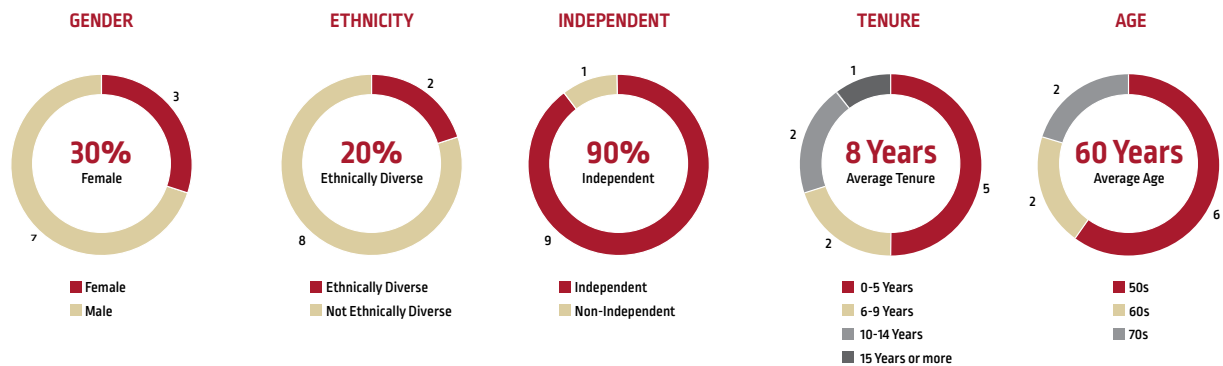
Name	Age	Director Since	Independent	Audit	Compensation & Executive Development	Nominating & Corporate Governance	Finance	Other Public Company Boards
Brian D. Chambers Chair, President and CEO, Owens Corning	59	2022	✓	●			●	1
Curtis E. Espeland (Lead Independent Director) Retired Executive Vice President and CFO, Eastman Chemical Company	61	2012	✓	●			●	1
N. Joy Falotico Former President, The Lincoln Motor Company	58	2025	✓	●		●		2
Bonnie J. Fetch Executive Vice President, President— Global Operations, Cummins Inc.	55	2023	✓		●		●	–
Patrick P. Goris Executive Vice President and Chief Financial & Strategy Officer, Carrier Global Corporation	54	2018	✓	●			●	–
Steven B. Hedlund (Chairman) CEO, Lincoln Electric Holdings, Inc.	59	2024						–
Michael F. Hilton Retired President and CEO, Nordson Corporation	71	2015	✓		●	●		3
Marc A. Howze Former Group President, Lifecycle Solutions and Chief Administrative Officer, Deere & Company	62	2023	✓		●	●		1
Kathryn Jo Lincoln Chair and Former CIO, Lincoln Institute of Land Policy	71	1995	✓		●	●		–
Ben P. Patel Former Chief Innovation and Science Officer, Smurfit Westrock	58	2018	✓	●		●		–

RETIRING DIRECTOR

Name	Age	Director Since	Independent	Audit	Compensation & Executive Development	Nominating & Corporate Governance	Finance	Other Public Company Boards
Phillip J. Mason Retired President, EMEA Sector of Ecolab, Inc.	75	2013	✓		●		●	–

● Committee Member ● Committee Chair

Composition of Director Nominees



Ratification of the Appointment of the Independent Registered Public Accounting Firm Summary

PROPOSAL 2 | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM



THE BOARD RECOMMENDS A VOTE **“FOR”** THIS PROPOSAL. OUR BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE **“FOR”** THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2026.

See “Proposal 2—Ratification of the Appointment of the Independent Registered Public Accounting Firm” beginning on page 96 of this Proxy Statement.

Executive Compensation Program Highlights

PROPOSAL 3 | APPROVAL, ON AN ADVISORY BASIS, OF NEO COMPENSATION



THE BOARD RECOMMENDS A VOTE **“FOR”** THIS PROPOSAL. OUR BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE **“FOR”** THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NEOs.

See “Proposal 3—Approval, on an advisory basis, of NEO compensation” beginning on page 98 of this Proxy Statement and “Compensation Discussion and Analysis” beginning on page 44 of this Proxy Statement.

We have a long history of driving an incentive management culture, emphasizing pay for performance to align compensation with the achievement of enterprise, segment and individual goals.

We believe our compensation program and practices provide an appropriate balance between profitability, cash flow and returns, on the one hand, and suitable levels of risk-taking, on the other. This balance, in turn, aligns compensation strategies with shareholder interests, as reflected by the consistently high level of shareholders voting for the compensation of our NEOs.

2025 NAMED EXECUTIVE OFFICERS

The Compensation Discussion and Analysis (CD&A) provides information regarding our executive compensation program for the following NEOs in 2025:



Steven B. Hedlund

Chairman and Chief Executive Officer



Gabriel Bruno

Executive Vice President, Chief Financial Officer and Treasurer



Jennifer I. Ansberry

Executive Vice President, General Counsel and Secretary



Michael J. Whitehead

Executive Vice President, President, Americas Welding



Susan C. Edwards

Executive Vice President, Chief Human Resources Officer

2025 EXECUTIVE COMPENSATION PRACTICES

What We Do		What We Don't Do	
We have long-term compensation programs focused on revenue growth, margin expansion, ROIC and stock price	✓	We do not allow hedging or pledging of our shares	✗
We use targeted performance metrics to align pay with performance	✓	We do not reprice stock options and do not issue discounted stock options without shareholder approval	✗
We maintain stock ownership guidelines (5x base salary for CEO; 3x base salary for other NEOs)	✓	We do not provide excessive perquisites	✗
We have a shareholder-approved equity incentive plan	✓		
We have a compliant clawback policy	✓	We do not provide excise tax gross-ups or tax reimbursements	✗
We have a double-trigger change in control policy	✓		

2025 ELEMENTS OF EXECUTIVE COMPENSATION

Type	Component	Overview
Fixed Compensation	Base Pay	<ul style="list-style-type: none"> Reflects the scope of our NEO's responsibilities, experience and performance.
Incentive-Based Compensation	Short-Term Incentive Compensation	<ul style="list-style-type: none"> Short-term annual cash incentive with payouts ranging from 0% to 200% based on the achievement of financial goals of the Company and team-oriented strategic performance goals tied into the Company long-term strategy.
	Long-Term Incentive Compensation	<ul style="list-style-type: none"> Consists of three components, (1) stock options (25% of intended grant value), (2) RSUs (25% of intended grant value) and (3) Performance Shares (50% of intended grant value).

We use the following key performance measures in our current short-term and long-term compensation programs.

Key Performance Metrics Tied to Executive Compensation		
Metric	Short-Term Compensation (Annual Bonus)	Long-Term Incentive Compensation Program (3-yr Performance Cycle)
EBITB ^{1,2} (Adjusted earnings before interest, taxes and bonus)	✓	
Average Operating Working Capital to Sales ¹ ratio	✓	
Non-financial metrics (includes sustainability-related metrics) ³	✓	
Individual Performance ⁴	✓	
Net Sales Growth		✓
Adjusted Operating Income Margin ¹ Expansion		✓
Return on Invested Capital (ROIC) ¹		✓

1 Both consolidated and segment financial performance measures are used in the design of the executive compensation program and are defined in Appendix A. EBITB, Average Operating Working Capital to Sales for Compensation Purposes, Adjusted Operating Income Margin for Compensation Purposes and Return on Investment Capital for Compensation Purposes have discrete definitions relative to our executive compensation program.

- 2 EBITB is an internal measure that tracks our adjusted operating income.
- 3 Non-financial metrics are team-oriented strategic goals focused on achieving near-term milestones of our long-term priorities. For 2025, these objectives were tied to metric targets within Safety, Growth, Productivity, Teamwork and Talent strategic initiatives.
- 4 Individual performance goals are set annually and a significant portion of our executive officers' individual performance goals are tied to one or more aspects of our 2025 Strategy including human capital and other sustainability related matters.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS:

This Proxy Statement contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 (Exchange Act), as amended, and Section 27A of the Securities Act of 1933, as amended, including statements regarding Lincoln Electric's strategy and current expectations as well as sustainability and related strategies, commitments, targets and goals, within the meaning of applicable federal securities laws and regulations. These forward-looking statements reflect management's current expectations and involve a number of risks, uncertainties and other factors, and actual results may differ materially from any results projected in these statements. Forward-looking statements generally can be identified by the use of words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "forecast," "guidance," "goal," "target" or words of similar meaning. Actual results (including the Company's performance with respect to any sustainability or other related targets and goals) may differ materially from such statements due to a variety of factors that could adversely affect the Company's operating results and ability to achieve its targets and goals. The factors include, but are not limited to: general economic, financial and market conditions; the effectiveness of commercial and operating initiatives; the effectiveness of information systems and cybersecurity programs; presence of artificial intelligence technologies; completion of planned divestitures; interest rates; disruptions, uncertainty or volatility in the credit markets that may limit our access to capital; currency exchange rates and devaluations; adverse outcome of pending or potential litigation; actual costs of the Company's rationalization plans; our ability to complete acquisitions, including the Company's ability to successfully integrate acquisitions; market risks and price fluctuations related to the purchase of commodities and energy; global regulatory complexity; the effects of changes in tax law; tariff rates in the countries where the Company conducts business; the Company's ability to achieve its sustainability-related targets and goals for a variety of reasons, including, among others, (i) technical and operating factors, (ii) assumptions not being realized, (iii) the outcome of current and future scientific research efforts and technological developments, and (iv) evolving sustainability strategies and best practices, and the possible effects of events beyond our control, including but not limited to, the ongoing geopolitical conflicts, political unrest, acts of terror, natural disasters and pandemics, on the Company or its customers, suppliers and the economy in general. For additional discussion, see "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2025. These forward-looking statements speak only as of the date on which such statements were made, and we undertake no obligation to update these statements except as required by federal securities law. Forward-looking and other statements in this Proxy Statement regarding our sustainability and other sustainability-related strategies, commitments, targets and goals are not an indication that these statements are necessarily material to investors or required to be disclosed in our filings with the SEC.

**PROPOSAL
01**

Election of Director Nominees



DIRECTOR NOMINEES

- Brian D. Chambers
- Curtis E. Espeland
- N. Joy Falotico
- Bonnie J. Fetch
- Patrick P. Goris
- Steven B. Hedlund
- Michael F. Hilton
- Marc A. Howze
- Kathryn Jo Lincoln
- Ben P. Patel

✓ **THE BOARD RECOMMENDS A VOTE “FOR” EACH DIRECTOR NOMINEE.**

Our shareholders are being asked to **ELECT 10 DIRECTOR NOMINEES** to serve until the 2027 Annual Meeting or until their successors are duly elected and qualified. All of the Director Nominees have been previously elected by our shareholders. Each of the Director Nominees has agreed to stand for re-election at the 2026 Annual Meeting.

If any Director Nominee is unable to stand for election, the Board may provide for a lesser number of nominees or designate a substitute. In the latter event, shares represented by proxies solicited by the Directors may be voted for the substitute. We have no reason to believe that any of the Nominees will be unable to stand for election.

Pursuant to the retirement policy contained in our Governance Guidelines, Mr. Mason is not being nominated for re-election and will retire as a Director effective as of the expiration of his term at the 2026 Annual Meeting. We thank Mr. Mason for his many years of service to the Company. Upon his retirement, the authorized number of Directors will be reduced from its current size of eleven and fixed at ten.

HOW WE SELECT DIRECTOR NOMINEES

In evaluating Director candidates, including persons nominated by shareholders, the Nominating and Corporate Governance Committee expects that any candidate must have these minimum qualifications:

- Demonstrates character, integrity and judgment
- High-level managerial experience or experience dealing with complex business matters
- Ability to work effectively with others
- Sufficient time to devote to the affairs of Lincoln Electric
- Specialized experience and background that will add to the depth and breadth of the Board
- Independence as defined by the Nasdaq listing standards (for non-employee Directors)
- Financial literacy

We are also committed to having Director candidates that can provide perspective on the industry challenges that we face and our long-term commitment to a pay for performance culture. The Nominating and Corporate Governance Committee's process for identifying and evaluating nominees for Director includes annually discussing prospective Director specifications, which serve as the baseline to evaluate candidates. When recruiting new Director candidates, we may involve a recognized search firm, and the CEO and/or a member of the Nominating and Corporate Governance Committee (usually, the Chair) will contact the prospective Director to assess interest and availability. The candidate will then meet with several members of the Board, including our Lead Independent Director. At the same time, references for the candidate will be contacted. A background check is completed before a final recommendation is made to the Board to elect a candidate to the Board.

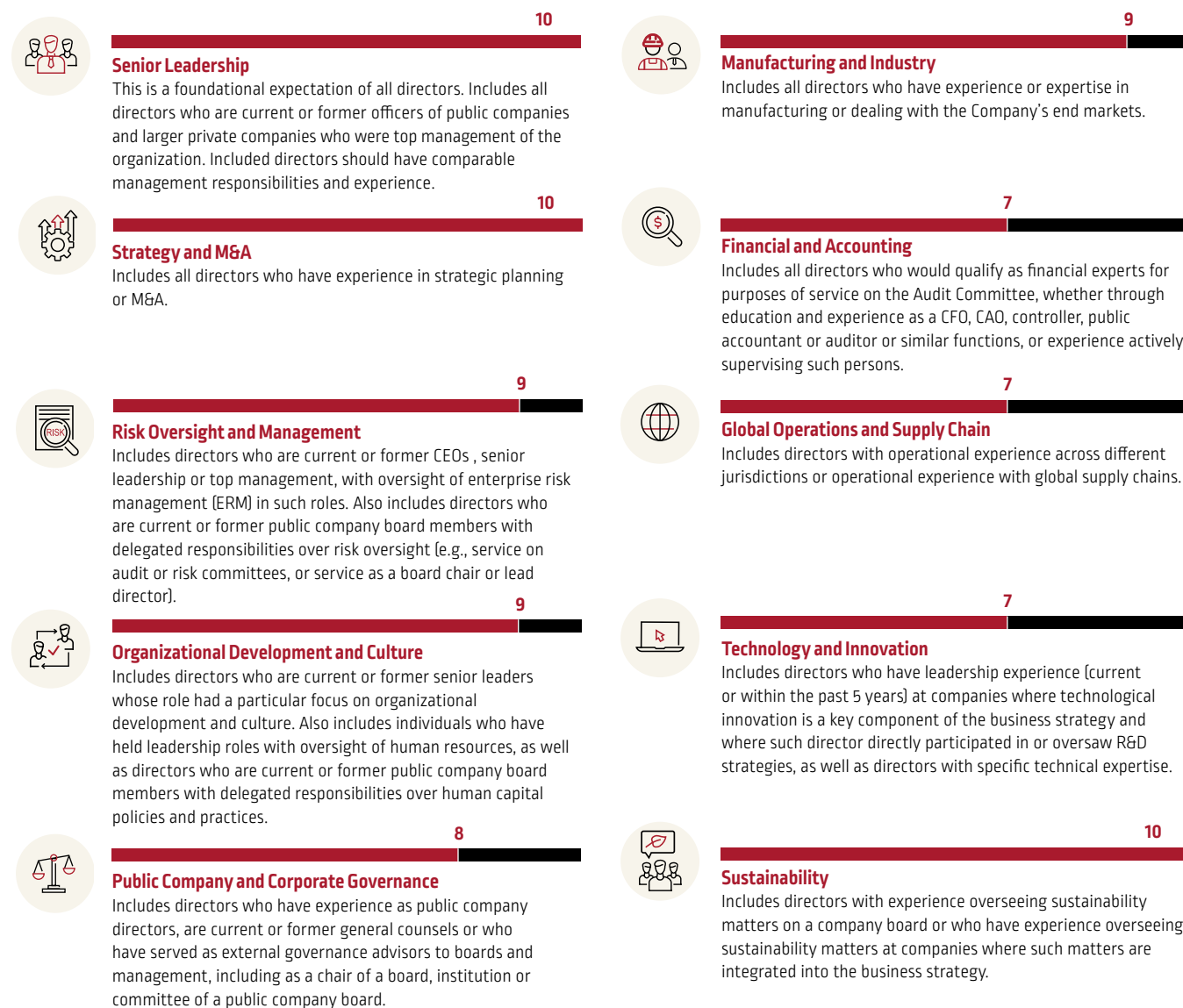
Shareholders may nominate one or more persons for election as Director of Lincoln Electric. The process for nominating Director candidates is set forth in the FAQs section of this Proxy Statement. Director candidates recommended by our shareholders will be considered by the Nominating and Corporate Governance Committee in the same manner as other director candidates and in accordance with the criteria outlined above.


Board Composition

The Nominating and Corporate Governance Committee believes that having an inclusive Board enhances overall corporate governance. The Nominating and Corporate Governance Committee considers a variety of characteristics, as well as professional experience, industry knowledge, and geographic background. Any search firm engaged is instructed to include individuals reflecting a broad range of these attributes.

Director Nominees' Skills, Experience and Background

Throughout 2025, the Nominating and Corporate Governance Committee reviewed the skills, qualifications and experience of each Director Nominee to ensure effective oversight of our long-term strategy. The Nominating and Corporate Governance Committee identified the skills, experience and background desired of our Director Nominees and thoughtfully defined them in a manner to identify Directors with more significant experience to help our stakeholders understand where the deeper experience lies. As shown below, our Director Nominees collectively have a balanced mix of strategic, operational, financial, industrial and governance experience that the Nominating and Corporate Governance Committee believes is well aligned with the Company's long-term strategy and success.



 **THE BOARD RECOMMENDS A VOTE "FOR" EACH DIRECTOR NOMINEE.**

Director Nominees



Brian D. Chambers

Director since 2022

COMMITTEES:

Audit
Finance

AGE: 59

**OTHER PUBLIC COMPANY
DIRECTORSHIPS:**

Owens Corning (NYSE: OC)
since 2019

CAREER HIGHLIGHTS

Mr. Chambers serves as the Chair, President and Chief Executive Officer of Owens Corning, a global building and construction materials company, since 2020, and as President and Chief Executive Officer since 2019. During his over twenty-year tenure with Owens Corning, Mr. Chambers has served in various leadership positions including Chief Operating Officer from 2018 to 2019, and President of the Roofing Division from 2014 to 2018. Mr. Chambers has also held several commercial and operational roles at Saint-Gobain, Honeywell, and BOC Gases.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- As a current CEO and Chair of a global, publicly traded company engaged in manufacturing operations, Mr. Chambers provides valuable insights across a range of matters, including risk oversight and management, business strategy development, and brings a global perspective, strategic and innovative mindset, and a focus on sustainability matters.
- The Board has determined that Mr. Chambers' extensive accounting and financial experience qualifies him as an "audit committee financial expert."
- Valuable knowledge of key governance matters, including sustainability matters, gained through executive leadership of various publicly traded companies and as a director of Owens Corning and Lincoln Electric.



Curtis E. Espeland

Director since 2012

Lead Independent Director
since 2018

COMMITTEES:

Audit
Finance

AGE: 61

**OTHER PUBLIC COMPANY
DIRECTORSHIPS:**

Huntsman Corporation
(NYSE: HUN) since 2022

CAREER HIGHLIGHTS

Mr. Espeland is the former Executive Vice President and Chief Financial Officer of Eastman Chemical Company, an advanced materials and specialty additives manufacturer, a position he held from 2014 until his retirement in 2020. Mr. Espeland joined Eastman Chemical Company in 1996 and, during his tenure, he also served as Vice President, Finance and Chief Accounting Officer from 2005 to 2008, and Senior Vice President and Chief Financial Officer from 2008 to 2014.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- With broad-based finance, accounting, and executive level experience, primarily as the former Chief Financial Officer of a large publicly traded company, Mr. Espeland brings robust experience related to enterprise risk management, including information technology and cybersecurity, capital allocation, internal controls and financial reporting, and corporate strategy and M&A.
- The Board has determined that Mr. Espeland's extensive accounting and financial experience qualifies him as an "audit committee financial expert."
- Valuable knowledge of key governance matters gained through his various directorships, including as a director of Lincoln Electric.



N. Joy Falotico

Director since 2025

COMMITTEES:

Audit
Nominating and Corporate
Governance

AGE: 58

OTHER PUBLIC COMPANY DIRECTORSHIPS:

Alliant Energy (NASDAQ: LNT)
since 2021
Lineage Holdings (NASDAQ: LINE)
since 2022

CAREER HIGHLIGHTS

Ms. Falotico is the former President of The Lincoln Motor Company, an automobile manufacturer, a position she held from March 2018 to November 2022, and she led the brand's global operations, including product development, marketing, sales, and service. Previously, Ms. Falotico served as Ford Motor Company's Chief Marketing Officer from March 2018 until January 2021. Prior to that, Ms. Falotico served as Chief Executive Officer of Ford Motor Credit Company, the financial services arm of Ford Motor Company, from October 2016 to February 2018 and Chief Operating Officer prior to that period.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- As a former President of The Lincoln Motor Company, Ms. Falotico has a wealth of experience in leading global operations and brand evolution. Overseeing both domestic and global business units, Ms. Falotico has wide-ranging experience in product development, marketing, sales and service.
- The Board has determined that Ms. Falotico's extensive accounting and financial experience qualifies her as an "audit committee financial expert."
- Valuable knowledge of key governance matters, including sustainability and strategic initiatives gained through executive leadership.



Bonnie J. Fetch

Director since 2023

COMMITTEES:

Compensation and Executive
Development
Finance

AGE: 55

OTHER PUBLIC COMPANY DIRECTORSHIPS:

None

CAREER HIGHLIGHTS

Ms. Fetch serves as Executive Vice President and President—Global Operations for Cummins Inc., a global power technology solutions leader, since March 2025. Prior to this, she served as Vice President and President—Distribution Business Unit, a position she held from January 2024 to March 2025. Ms. Fetch joined Cummins in 2018 and during her tenure she has served as Vice President, Global Supply Chain and Manufacturing from January 2022 to December 2023, Vice President— Global Distribution SC Services from January 2020 to January 2022, and Executive Director, Global Distribution Business Supply Chain from July 2018 to January 2020. Prior to joining Cummins, Ms. Fetch held numerous leadership roles during her 20 years at Caterpillar, Inc., including Human Resources Director and Chief Learning Officer and several General Manager roles.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- As a current senior executive for a publicly traded company engaged in manufacturing operations, Ms. Fetch provides valuable insights relating to advancing operational excellence in global supply chain and operational initiatives in the industrials machinery sectors.
- Running multibillion-dollar businesses has provided Ms. Fetch with a depth of experience related to strategic planning, logistics and manufacturing operations, business development, engineering, human resources, and advanced technology, including artificial intelligence and machine learning to advance supply chain strategies.
- Valuable knowledge of key governance matters, including sustainability matters, gained through executive leadership of various publicly traded companies.



Patrick P. Goris

Director since 2018

COMMITTEES:

Audit (Chair)

Finance

AGE: 54

OTHER PUBLIC COMPANY

DIRECTORSHIPS:

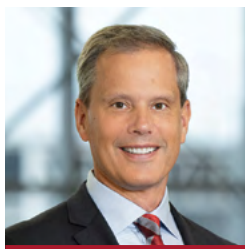
None

CAREER HIGHLIGHTS

Mr. Goris serves as the Executive Vice President and Chief Financial & Strategy Officer of Carrier Global Corporation, the global leader in intelligent climate and energy solutions since February 2026, and prior to that served as Senior Vice President and Chief Financial Officer from November 2020 to February 2026. Prior to joining Carrier Global Corporation, he served as Senior Vice President and Chief Financial Officer of Rockwell Automation, a global industrial automation and information solutions provider, from February 2017 to November 2020.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- As the current Chief Financial and Strategy Officer of a publicly traded multinational organization, Mr. Goris has extensive experience in accounting, financial planning and analysis, investor relations, M&A, corporate strategy, and government relations, and his experience with a global industrial automation and information solutions company provides him with broad exposure to digital operations and “smart” manufacturing solutions using data and analytics, which enhances operational intelligence, productivity and risk management in manufacturing processes.
- The Board has determined that Mr. Goris’ extensive accounting and financial experience qualifies him as an “audit committee financial expert.”
- Valuable knowledge of key governance matters gained as a director of Lincoln Electric.



Steven B. Hedlund

Director since 2024

Chairman since 2025

COMMITTEES: None

AGE: 59

OTHER PUBLIC COMPANY

DIRECTORSHIPS:

None

CAREER HIGHLIGHTS

Mr. Hedlund is the Chairman and Chief Executive Officer of Lincoln Electric. Mr. Hedlund has served as Chief Executive Officer and member of the Board since January 2024 and was appointed as Chairman of the Board effective January 1, 2025. In his over 15-year career with Lincoln Electric, Mr. Hedlund has served in a variety of operational leadership roles, including Chief Operating Officer from May 2022 to December 2023, President, Americas and International Welding from October 2020 to May 2022, President, International Welding from June 2017 to October 2020, President, Global Automation and Vice President, Strategy and Business Development. Prior to Lincoln Electric, Mr. Hedlund held various executive leadership roles at Fortune Brands, Inc. and served as principal with the management consulting firm Booz Allen & Hamilton.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- Mr. Hedlund’s vast experience as an executive-level leader of Lincoln Electric brings to the Board knowledge and valuable insight as to our Company’s global operations and a thorough understanding of our people, products, markets, and strategic direction.
- With his diverse experience within our organization, Mr. Hedlund has an extensive understanding of our strategic, operational, and organizational initiatives to accelerate growth, improve margins and enhance returns on investment.
- Valuable knowledge of key governance matters gained through executive leadership at Lincoln Electric.



Michael F. Hilton

Director since 2015

COMMITTEES:

Compensation and Executive Development (Chair)
Nominating and Corporate Governance

AGE: 71

OTHER PUBLIC COMPANY

DIRECTORSHIPS:

Ryder Systems, Inc. (NYSE: R) since 2012
Regal Rexnord Corporation (NYSE: RRX) since 2019
Jeld-Wen (NYSE: JELD) since August 2023

CAREER HIGHLIGHTS

Mr. Hilton is the former President and Chief Executive Officer of Nordson Corporation, a company that engineers, manufactures and markets differentiated products and systems used for precision dispensing of adhesives, coatings, sealants, biomaterials, polymers, plastics and other materials, fluid management, test inspection, UV curing and plasma surface treatment, a position he held from 2010 until his retirement in 2019. During his tenure at Nordson Corporation, Mr. Hilton also served as a director.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- With over 30 years of global manufacturing experience, Mr. Hilton brings to the Board an intimate understanding of management leadership, and provides valuable insights relative to strategy development, product line management, new product technology, talent development, distribution and other sales channels, business processes and global markets expertise.
- The Board has determined that Mr. Hilton's extensive accounting and financial experience qualifies him as an "audit committee financial expert."
- Valuable knowledge of key governance matters gained through his various directorships, including as a director of Lincoln Electric.



Marc A. Howze

Director since 2023

COMMITTEES:

Compensation and Executive Development
Nominating and Corporate Governance (Chair)

AGE: 62

OTHER PUBLIC COMPANY

DIRECTORSHIPS:

Dover Corporation (NYSE: DOV) since 2023

CAREER HIGHLIGHTS

Mr. Howze is the former Senior Advisor, Office of the Chairman, at Deere & Company, a global leader in the delivery of agricultural, turf, construction, and forestry equipment, a position he held from 2022 until his retirement in 2024. During his more than two-decade tenure at Deere & Company, Mr. Howze held numerous leadership roles, including Group President, Lifecycle Solutions and Chief Administrative Officer from 2020 to 2022 and Senior Vice President and Chief Administrative Officer from 2016 to 2020. Mr. Howze also served as Vice President of Global Human Resources and Employee Communication, as well as Associate General Counsel and Corporate Secretary at Deere & Company. Prior to joining Deere & Company, Mr. Howze served as an officer in the U.S. Army, attaining the rank of major. Mr. Howze also serves as a member of the board of directors of Nationwide Mutual Insurance Company since 2018.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- As an accomplished, versatile, and highly collaborative former senior executive of a global, publicly traded company engaged in manufacturing operations, Mr. Howze provides valuable insights across a range of matters, including corporate governance, strategic planning, and risk management.
- Through leading a variety of globally diverse businesses and cross-functional teams, Mr. Howze provides valuable insights on manufacturing, supply management and logistics, and human resources.
- Valuable knowledge of key governance matters, gained through executive leadership at Deere & Company and through various directorships.



Kathryn Jo Lincoln

Director since 1995

COMMITTEES:

Compensation and Executive Development
Nominating and Corporate Governance

AGE: 71

OTHER PUBLIC COMPANY

DIRECTORSHIPS:

None

CAREER HIGHLIGHTS

Ms. Lincoln serves as the Board Chair of the Lincoln Institute of Land Policy, an independent, global foundation focused on addressing significant policy issues through innovative land use and taxation methods, since 1996. She formerly served as the Chief Investment Officer, stepping down from that role in 2024. In that capacity, Ms. Lincoln managed and directed all aspects of the Institute's endowment, including strategic asset allocation and policy development, contributing to the development of its \$800 million asset base. In her role as Chair, she plays a crucial role in strategic direction and planning, with ongoing involvement in the development of education programs, demonstration projects and impact measurement initiatives. Ms. Lincoln also serves on the boards of HonorHealth Network and Claremont Lincoln University, and is the Co-Chair of the International Center for Land Policy Studies and Training in Taiwan, and is a director for The Hope Effect, a non-profit entity.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- With extensive leadership experience and a global mindset, Ms. Lincoln brings robust experience related to strategic planning, asset allocation matters and corporate governance, and as a Lincoln family member and long-standing director of the Company, Ms. Lincoln has a keen sense of knowledge about Lincoln Electric, its culture, and its founding principles.
- Ms. Lincoln's knowledge and experience in sustainability and environmental issues brings valuable insights to the Board, and she demonstrates a lasting commitment to board and corporate governance excellence, being named as a Board Leadership Fellow of the National Association of Corporate Directors and an influential corporate director by WomenInc.
- Valuable knowledge of key governance matters gained through her various directorships, including as a director of Lincoln Electric.



Ben P. Patel

Director since 2018

COMMITTEES:

Audit
Nominating and
Corporate Governance

AGE: 58

OTHER PUBLIC COMPANY

DIRECTORSHIPS:
None

CAREER HIGHLIGHTS

Dr. Patel served as the Chief Innovation and Science Officer at Smurfit Westrock, a global leader in sustainable paper and packaging, from April 2023 until December 2024. In this role, Dr. Patel led Smurfit Westrock's research and development efforts, and helped drive innovation to enhance current products and develop new sustainable packaging solutions. Prior to joining Smurfit Westrock, he served as Senior Vice President, Chief Technology Officer of Cooper Tire & Rubber Company, a global manufacturer of specialized passenger car, light truck, medium truck, motorcycle, and racing tires from November 2019 until July 2021, and as Senior Vice President and Chief Technology Officer of Tenneco, Inc., a manufacturer of automotive emission control and ride control products and systems from 2011 until 2019. During his tenure at Tenneco, he led regional advanced technology development and establishing a global research and development organization. Prior to joining Tenneco, Inc., Dr. Patel held numerous positions with increasing responsibility, including senior scientist, at the General Electric Company during his thirteen-year tenure with the organization.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- With over 20 years of experience serving with publicly traded, global products and technology companies, Dr. Patel brings to the Board broad expertise in material science, automation and “smart” systems, as well as extensive research and development experience and insights on sustainability matters.
- Dr. Patel has been a leader in global innovation and research initiatives, which lends tremendous support to our focus on being an innovation leader in our industry and our advanced manufacturing growth strategy, which helps customers identify value and efficiencies in their welding and cutting operations.
- Valuable knowledge of key governance matters gained as a director of Lincoln Electric.

Retiring Director



Phillip J. Mason

Director since 2013

COMMITTEES:

Compensation and Executive Development
Finance (Chair)

AGE: 75

OTHER PUBLIC COMPANY

DIRECTORSHIPS:

GCP Applied Technologies (NYSE: GCP) from 2016 through May 2020

CAREER HIGHLIGHTS

Mr. Mason is the former President of the Europe, Middle East & Africa Sector (EMEA Sector) of Ecolab, Inc., a leading provider of food safety, public health and infection prevention products and services, a position he held from 2010 until his retirement in 2012. Prior to leading Ecolab, Inc.'s EMEA Sector, Mr. Mason had responsibility for Ecolab, Inc.'s Asia Pacific and Latin America businesses as President of Ecolab's International Sector from 2005 to 2010 and as Senior Vice President, Strategic Planning in 2004.

KEY QUALIFICATIONS, EXPERIENCE AND SKILLS

- With broad executive leadership experience in an international business unit for a large publicly traded company, Mr. Mason brings to the Board extensive insight on international business operations, business-to-business and industrial sector matters, strategic planning, and M&A and integration matters.
- Leading international business units has provided Mr. Mason with a depth of experience starting, developing, and growing businesses abroad, in both mature and emerging markets.
- Valuable knowledge of key governance matters gained through various directorships, including as a director of Lincoln Electric.

Corporate Governance

Governance Framework

We are committed to effective corporate governance and high ethical standards. We adhere to our ethical commitments in every aspect of our business, including our commitments to each other, in the marketplace and in the global, governmental and political arenas. These commitments are spelled out in our Code of Conduct, which applies to all of our employees (including our CEO and our other NEOs) and Directors.

We encourage you to visit our website at www.lincolnelectric.com for detailed information about our corporate governance programs/policies including:

- Code of Conduct
- Governance Guidelines
- Charters for our Board Committees
- Director Independence Standards

Corporate Governance Highlights

BOARD OF DIRECTORS

- Our Board held five meetings in 2025
- During 2025, each of our Directors attended at least 75% of the total full Board meetings and meetings of committees on which he or she served during the time he or she served as a Director
- Size of Board: 11 members in 2025
- Plurality vote with director resignation policy for failure to receive a majority vote in uncontested director elections
- Lead Independent Director
- All Directors are expected to attend the Annual Meeting

BOARD COMPOSITION

- Number of independent Directors Nominees: 9
- Board includes a complementary mix of backgrounds, experiences and expertise, as well as balanced mix of ages, tenure of service and gender
- Several current and former CEOs
- Global experience
- Audit Committee has multiple financial experts

BOARD PROCESSES

- Independent Directors meet without management present, with Lead Independent Director presiding over such meetings
- Annual Board and Committee self-evaluations
- Board orientation program

- Governance Guidelines approved by Board
- Board has an active role in risk oversight
- Full Board review of succession planning annually
- Full Board oversight of sustainability matters

BOARD ALIGNMENT WITH SHAREHOLDERS

- Annual equity grants align interests of Directors and officers with shareholders
- Annual advisory approval of NEO compensation
- No poison pill
- Stock ownership guidelines for Directors and officers

COMPENSATION

- No employment agreements
- Executive compensation is tied to performance: 87% of CEO target pay and 73% of all of our other NEO target pay is performance-based (at risk)
- Anti-hedging and anti-pledging policies for Directors and officers
- Clawback policy

INTEGRITY AND COMPLIANCE

- Code of Conduct for employees, officers and Directors
- Environmental, health and safety guidelines and goals, including long-term sustainability goals
- Annual compliance training relative to ethical behavior
- Enterprise risk management program with Board oversight

OUR BOARD OF DIRECTORS

Our Board oversees management of the long-term interest of Lincoln Electric and our stakeholders. The Board's primary responsibilities include:

- Overseeing the conduct of our business
- Reviewing and approving key financial objectives, strategic and operating plans and other significant actions
- Evaluating CEO and senior management performance and determining executive compensation
- Planning for CEO succession and monitoring management's succession planning for other key executives
- Establishing an appropriate governance structure, including appropriate Board composition and succession planning
- Overseeing enterprise risk management and cybersecurity
- Overseeing the ethics and compliance program
- Overseeing sustainability and culture

DIRECTOR INDEPENDENCE

Each of our non-employee Directors, including Kellye Walker prior to her retirement from the Board on April 24, 2025, meets the independence standards set forth in the Nasdaq listing standards, which are reflected in our Director Independence Standards. To be considered independent, the Board must affirmatively determine that the Director has no material relationship with Lincoln Electric. In addition to outlining the independence standards set forth in the Nasdaq listing standards, the Director Independence Standards outline specific relationships that are deemed to be categorically immaterial for purposes of director independence. The Director Independence Standards are available on our website at www.lincolnelectric.com.

During 2025, the independent Directors met in regularly scheduled Executive Sessions in conjunction with each of the regular Board meetings. The Lead Independent Director presided over these sessions.

BOARD LEADERSHIP STRUCTURE

- **Chairman of the Board: Steven B. Hedlund**
- **Lead Independent Director: Curtis E. Espeland**
- **All four Board committees consist entirely of independent Directors**
- **Independent Directors met in Executive Session at each of the regular 2025 Board meetings**

CHAIRMAN OF THE BOARD

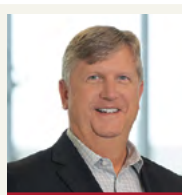
The Board periodically evaluates its leadership structure to ensure independent and effective oversight of management and our business. Mr. Hedlund, our CEO, serves as Chairman of the Board, in addition to his other responsibilities. The Board believes having one individual serve as Chairman and CEO is beneficial because the dual role enhances Mr. Hedlund's ability to provide direction and insight on strategic initiatives impacting us and our shareholders. The Board also believes the dual role is consistent with good corporate governance practices because it is complemented by a Lead Independent Director. As Chairman, Mr. Hedlund is responsible for planning, formulating and coordinating the development and execution of our corporate strategy, policies, goals and objectives. He is accountable for Lincoln Electric's performance and:

- Works closely with our senior management to develop our strategic plan;
- Works with our management on transactional matters by networking with strategic relationships;
- Promotes and monitors the Board's fulfillment of its oversight and governance responsibilities;
- Encourages the Board to set and implement our goals and strategies;
- Establishes procedures to govern our Board's work;
- Oversees the execution of the financial and other decisions of our Board;

- Makes available to all members of our Board opportunities to acquire sufficient knowledge and understanding of our business to enable them to make informed judgments;
- Provides input on the design of the Board, including Board and committee composition, size, membership, leadership, structure and oversight responsibilities, as part of the Board's and the Nominating and Corporate Governance Committee's periodic review of such matters;
- Presides over meetings of our shareholders;
- Represents the Board as appropriate in communications with shareholders and other stakeholders; and
- Sets the agenda (in conjunction with the Lead Independent Director) and presides over Board meetings.

LEAD INDEPENDENT DIRECTOR

To complement our Chairman, the Board has a strong Lead Independent Director, which we believe appropriately addresses the need for independent leadership and an organizational structure for our independent Directors. Our Lead Independent Director focuses on overseeing the Board's processes and prioritizing the right areas of focus. Our Lead Independent Director is appointed each year by the independent Directors and serves as a liaison between the Chairman of the Board and the independent Directors.



Mr. Curtis Espeland currently serves as our Lead Independent Director, a position he has held since 2018. Mr. Espeland was elected to our Board in February 2012. During his tenure on our Board, he has developed strong working relationships with his fellow Directors and assists with the onboarding of newly elected Directors.

In addition to the duties of all Directors, the Lead Independent Director has the following duties, responsibilities, and expectations:

- Collaborates with the Chairman, the Secretary and senior management on the format and adequacy of the information that Directors receive and on the effectiveness of the Board meeting process;
- Acts independently of the Chairman to review and approve Board meeting agendas and schedules, including to ensure there is sufficient time for discussion of all agenda items;
- Acts as a sounding board to the Chairman on key aspects of the business and assists in promoting sound corporate governance practices;
- Calls meetings of the independent Directors as he sees fit, presiding over such meetings;
- Coordinates, sets agendas and presides over executive sessions of the independent Directors;
- Actively participates in the CEO evaluation process and in interviewing candidates for the Board;
- Actively participates in the Board and committee evaluation process;
- Speaks on behalf of Lincoln Electric, as the Board determines necessary;
- Serves as a liaison between the Chairman and independent Directors when the Chairman is not present; and
- Ensures availability for consultation and direct communication with shareholders, if requested.

The Board will continue to periodically review the Board leadership structure, taking into consideration evolving market practices, feedback from shareholders and the corporate governance community and, most importantly, what the Board believes is in the best interests of our Company and its shareholders.

Our Board Committees

We have separately designated standing Audit, Compensation and Executive Development, and Nominating and Corporate Governance Committees established in accordance with applicable provisions of the Exchange Act and SEC and Nasdaq rules. The Board also has designated a standing Finance Committee.

Each Committee has a charter, which details all of the Committee's roles and responsibilities. The following summaries set forth the principal responsibilities of each of our Committees, as well as other information regarding their makeup and operations. A copy of each Committee's charter may be found on our website at www.lincolnelectric.com.

Audit Committee



Patrick P. Goris
CHAIR



Brian D. Chambers



Curtis E. Espeland



N. Joy Falotico



Ben P. Patel

6 meetings held in 2025

KEY RESPONSIBILITIES

- Engages with independent auditor
- Reviews financial statements and disclosures, interim financial reports and earnings press releases
- Reviews significant litigation and legal matters
- Reviews critical audit matters with independent auditor
- Reviews enterprise risk management policies and process
- Oversees ethics and compliance programs and risk assessment and mitigation processes for environmental, health and safety matters
- Reviews effectiveness of information technology security environment and oversees risk assessment and mitigation process for cybersecurity
- Reviews and evaluates the scope and performance of the internal audit function
- Reviews internal control over financial reporting

Each member of our Audit Committee meets the independence standards set forth in the Nasdaq listing standards and has likewise been determined by the Board to have the financial competency required by the Nasdaq listing standards. In addition, because of the professional training and employment experience of Messrs. Chambers, Espeland and Goris and Ms. Falotico, the Board has determined that they are financially sophisticated Audit Committee members under the Nasdaq listing standards and qualify as "audit committee financial experts" in accordance with SEC rules. Shareholders should understand that the designation of Messrs. Chambers, Espeland and Goris and Ms. Falotico as "audit committee financial experts" is a disclosure requirement and that it does not impose upon them any duties, obligations or liabilities that are greater than those generally imposed on them as members of the Audit Committee and the Board.

Compensation and Executive Development Committee



Michael F. Hilton
CHAIR



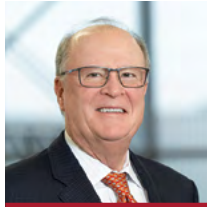
Bonnie J. Fetch



Marc A. Howze



Kathryn Jo Lincoln



Phillip J. Mason

5 meetings held in 2025

KEY RESPONSIBILITIES

- Reviews and recommends to the Board total compensation of our CEO, and reviews and establishes total compensation of our other executive officers
- Evaluates performance (along with the full Board) of our CEO and other executive officers
- Monitors development, selection process and succession planning of key management
- Oversees executive compensation policies, practices and programs, as further described in the CD&A
- Reviews and recommends to the Board new or amended executive compensation plans for our executive officers
- Oversees the implementation and effectiveness of the Company's human capital management matters
- Reviews initiatives and strategies related to employee recruitment, promotion, retention and attrition, talent development and progression, workplace culture, and employee engagement

Each member of our Compensation and Executive Development Committee meets the independence standards set forth in the Nasdaq listing standards and each is deemed to be a "non-employee director" within the meaning of Rule 16b-3 of the Exchange Act. The Compensation and Executive Development Committee may, in its discretion, delegate specific duties, responsibilities and authority to a subcommittee, one or more Committee members or one or more executive officers, to the extent permitted by applicable law, equity plan provisions and stock exchange rules and regulations.

Mr. Mason will retire as a Director at the end of his current term at the Annual Meeting.

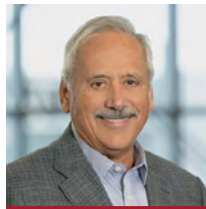
Nominating and Corporate Governance Committee



Marc A. Howze
CHAIR



N. Joy Falotico



Michael F. Hilton



Kathryn Jo Lincoln



Ben P. Patel

6 meetings held in 2025

KEY RESPONSIBILITIES

- Reviews our corporate governance framework, including compliance with stock exchange listing rules, other applicable legal or regulatory requirements and practices and external developments related to corporate governance matters
- Reviews and recommends guidelines with respect to size, composition and practices of the Board, identifies Board candidates and recommends Director nominees
- Reviews shareholder proposals and related shareholder engagement activities
- Reviews non-employee Director compensation program in light of best practices and makes recommendations to the Board
- Reviews Director independence and makes recommendations to the Board
- Oversees the self-evaluation process of the Board and its Committees

Each member of our Nominating and Corporate Governance Committee meets the independence standards set forth in the Nasdaq listing standards.

Finance Committee



Phillip J. Mason
CHAIR



Brian D. Chambers



Curtis E. Espeland



Bonnie J. Fetch



Ben P. Patel

5 meetings held in 2025

KEY RESPONSIBILITIES

- Reviews financial performance, including comparing financial performance to budgets and goals
- Reviews capital allocation, dividend and share repurchasing strategies
- Reviews operating budgets
- Reviews capital expenditures
- Reviews M&A activity and integration performance
- Oversees strategic planning and financial policy matters

Each member of our Finance Committee meets the independence standards set forth in the Nasdaq listing standards. All of our Board members typically attend the Finance Committee meetings, a practice that has been in place for the past several years.

Mr. Mason, the current Chair of the Finance Committee, will retire as a Director at the end of his term at the Annual Meeting. In connection with Mr. Mason's retirement, the Board will appoint a new Chair of the Finance Committee at its April 2026 meeting.

SHAREHOLDER ENGAGEMENT

We seek constructive discussions with shareholders and maintain an active investor relations program to nurture long-term relationships with the investment community.

During 2025, we met with 190 investment firms (holders and non-holders) and engaged with shareholders who represent approximately 63% of our outstanding common shares. As part of our investor outreach, we invited stewardship teams from shareholders representing over 50% of outstanding common shares to discuss strategic, financial and sustainability-related matters.

Our Investor Relations program also includes:

- Participation at investor conferences
- 1:1 and group meetings and tours hosted at our facilities
- An accessible, “open door” IR program throughout the year
- Nondeal roadshows (equity and stewardship teams)
- Tradeshow tours
- Perception studies

63%

In 2025, we engaged with shareholders representing over 63% of LECO's outstanding shares.

As part of our shareholder engagement, we provide access to company representatives beyond our Chairman and CEO, CFO, and Investor Relations Office, including our Lead Independent Director, General Counsel and Secretary, members of our executive leadership team, our Vice President of Environmental, Health, Safety & Sustainability, as well as product development and application experts from various departments.

Our engagement covers a variety of topics including business performance, growth opportunities, risk management, strategic initiatives, innovation, corporate governance practices, corporate sustainability initiatives, executive compensation, and other matters of shareholder interest. Specific topics discussed in 2025 included:

Corporate Governance Topics	Environmental & Social Topics	Strategic Topics
<ul style="list-style-type: none"> - Board composition - Board risk oversight - Expanded sustainability governance 	<ul style="list-style-type: none"> - Human capital topics including safety performance and engagement - Reporting frameworks and disclosures - Incorporation of sustainability-related metrics into compensation programs - Double materiality assessment learnings 	<ul style="list-style-type: none"> - Organic growth and M&A - Automation strategy - Managing inflation - Savings programs - Capital allocation strategy

The discussions yielded supportive feedback on the design and execution of our Higher Standard 2025 Strategy, our capital allocation strategy, our Board composition and practices, sustainability governance, and our disclosures. We also received positive feedback on the following sustainability matters:

- the alignment of our strategic plan with our sustainability goals, compensation and risk management program
- expanded Board oversight and corporate governance structure to advance sustainability initiatives and regulatory disclosures
- the expansion of our reporting frameworks and disclosures, which include alignment to UN SDGs, SASB and TCFD indices, a materiality assessment, EEO-1 disclosure, and enhanced CDP submissions.

Additionally, at our 2025 Annual Meeting, our shareholders voted, on an advisory basis, on the compensation of our NEOs. We achieved 97% approval for our NEO's compensation. This result helps guide our Compensation and Executive Development Committee during their ongoing review of compensation policies and decisions.

The Board values an active investor relations program as it believes that shareholder input strengthens its role as an informed and engaged fiduciary. Investment community feedback is shared regularly with the full Board of Directors and Lincoln Electric's leadership team and is considered as we progress our disclosures and strategic initiatives.

ANNUAL BOARD AND COMMITTEE EVALUATION PROCESS

The Board recognizes that a robust and constructive performance evaluation process is an essential component of Board effectiveness. Our Governance Guidelines require annual evaluation of the performance of the Board. The Nominating and Corporate Governance Committee, with the assistance of the Lead Independent Director, oversees the annual evaluation process. As part of this process, each Board member completes an evaluation relative to Committee and Board matters. The Lead Independent Director holds one-on-one calls with each Board member. A summary of the results of this process is presented to the Nominating and Corporate Governance Committee. The results are then reported to the full Board by the Lead Independent Director, which considers the results and ways in which Board processes and effectiveness may be enhanced.

Majority Voting Policy

The Director Nominees receiving the greatest number of votes will be elected (plurality standard). However, our majority voting policy requires any Director who does not receive a majority of votes cast in an uncontested director election to submit a resignation to the Board. The Nominating and Corporate Governance Committee would then consider each resignation and determine whether to accept or reject it, with full Board approval of such decision. Abstentions and broker non-votes will have no effect on the election of a Director and are not counted under our majority voting policy. Holders of common stock do not have cumulative voting rights with respect to the election of a Director.

Annual Meeting Attendance

Directors are expected to attend each annual meeting. The Director Nominees plan to attend this year's Annual Meeting. All of our then-current Directors attended our 2025 Annual Meeting.

No Special Arrangements

None of the Director Nominees has any special arrangement or understanding with any other person pursuant to which the Director Nominee was or is to be selected as a Director or Director Nominee. There are no family relationships, as defined by SEC rules, among any of our Directors or executive officers. SEC rules define the term "family relationship" to mean any relationship by blood, marriage or adoption, not more remote than first cousin.

Oversight of Our Company

BOARD OVERSIGHT OF STRATEGY

One of the Board's key responsibilities is overseeing the Company's strategic planning process, including reviewing the steps taken to develop strategic plans and approving the final plans. In 2025, this included receiving periodic updates regarding the Company's execution and performance against our 2025 Strategy, as well as the development of our RISE Strategy. Our Board regularly discusses the key priorities of our Company, taking into consideration global economic, consumer and other significant trends. The Company's long-term strategic plan is reviewed regularly with the Board, along with its annual operating plan, capital structure and sustainability performance.

BOARD OVERSIGHT OF ENTERPRISE RISK MANAGEMENT

The Company uses an enterprise risk management (ERM) process to identify and address strategic, operating, compliance and financial risks that may arise in the ordinary course of business. Our ERM process is a company-wide initiative that seeks to prioritize significant risks to the organization and allocate appropriate resources to address such risks. ERM risks are reported to our internal corporate Risk Committee, comprised of business units and functional leaders (e.g., IT, Finance, Legal), led by our Chief Financial Officer, working with our Vice President, Internal Audit. Critical risks facing the organization are each assigned an executive as “Risk Owner” to lead action planning to mitigate and monitor risks, where possible, and scheduled for periodic reviews with either the full Board or various Board Committees for further evaluation of risk trends and mitigation plans.

Our Board provides oversight of the ERM process and systematically reviews critical risks. Our Lead Independent Director promotes our Board’s engagement in ERM. The Audit Committee reviews the Company’s risk assessment and ERM process annually, ensuring that management has instituted sufficient processes to identify critical risks and has developed plans to manage such risks.

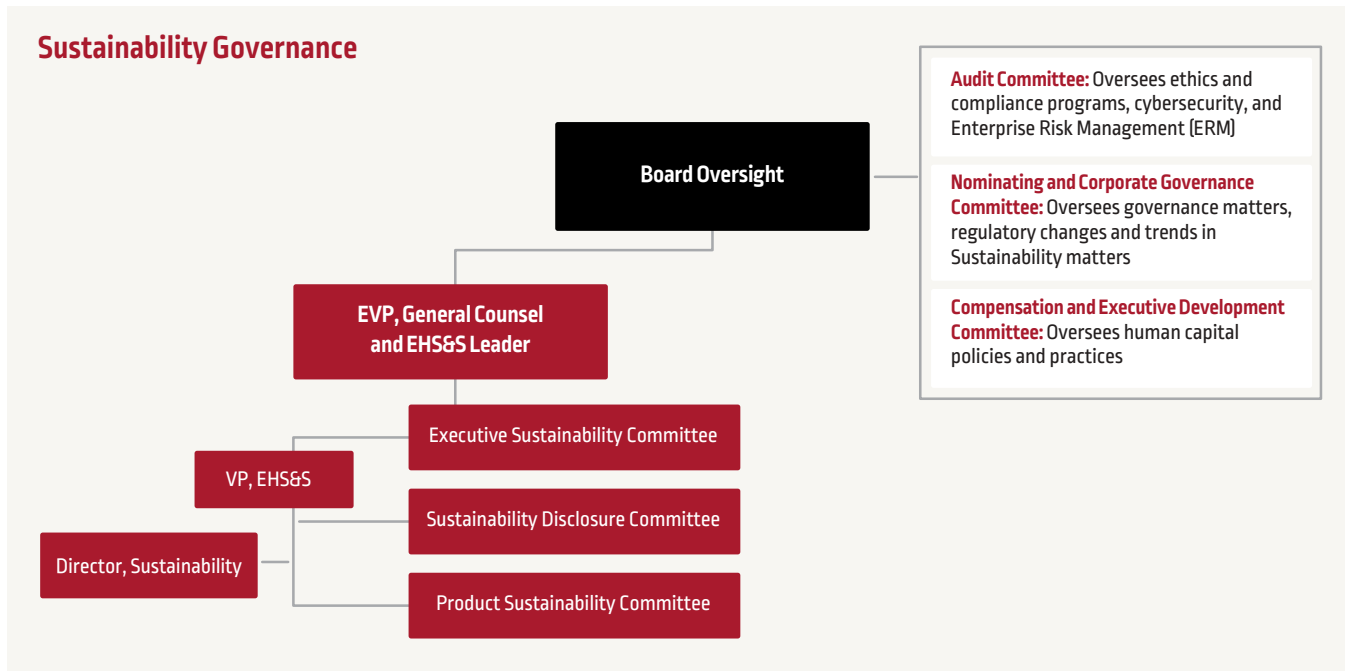
BOARD OVERSIGHT OF INFORMATION SECURITY, CYBERSECURITY AND ARTIFICIAL INTELLIGENCE

Cybersecurity has been identified as a critical risk and the Audit Committee receives updates at each regularly scheduled meeting on both cybersecurity and information security matters. The Company maintains cybersecurity insurance coverage and has undergone several simulation, preparedness and response exercises. The Company has not experienced a reportable information security breach within the last three years and is tested externally on its information security environment at least annually. The Company’s Vice President, Global Cyber & Information Security manages our cybersecurity program, and the Company maintains an information security training program that requires all computer-based employees to complete periodic training through various modules related to information security matters, including phishing simulation exercises to enhance cybersecurity awareness. The Audit Committee receives regular updates about artificial intelligence (AI) governance, and AI is reviewed with the Board as an emerging ERM risk. The Company has an AI governance committee and has developed policies and procedures related to AI development, deployment and management of AI systems.

BOARD OVERSIGHT OF SUSTAINABILITY MATTERS

Our sustainability programs include a range of initiatives around corporate responsibility, safety and environmental performance, and human capital topics, which reflect our Board’s recognition of the importance of achieving our goals responsibly and aligning with our key stakeholders to drive long-term value creation. Issues that we focus on include workplace health and safety, reduction of the impact of our operational footprint through reduced emissions, lower energy intensity, and conservation of natural resources, human capital management, workplace culture, employee development and engagement, corporate governance, business ethics and compliance, cybersecurity, and strong community partnerships.

Our Company has clear responsibilities and a robust governance structure related to sustainability matters. The Board’s oversight responsibility for sustainability is reflected in our Governance Guidelines. The Board receives a formal annual update on corporate governance matters, including sustainability developments and pending considerations. Additionally, sustainability metrics are incorporated into the annual individual goals of our CEO and other executives. Our Executive Vice President, General Counsel (GC), oversees corporate environmental, health, safety & sustainability (EHS&S) initiatives and global reporting, as well as an Executive Sustainability Committee. The GC also works closely with our Vice President of EHS&S, business unit leadership and local facilities to implement, monitor and measure our EHS&S results. EHS&S also oversees an internal Product Sustainability Committee with a primary focus on enhancing product stewardship with sustainable solutions and now oversees a multi-disciplinary Sustainability Disclosure Committee. We encourage you to review our Sustainability Report on our website at sustainability.lincolnelectric.com for more information on our sustainability matters including the Board’s oversight responsibility, our global workforce, employee engagement and development, community engagement.



Compensation-Related Risk

We regularly assess risks related to our compensation and benefit programs, including our executive compensation program, and our Compensation and Executive Development Committee is actively involved in those assessments. In addition, our independent executive compensation consultant completed a risk assessment of our executive compensation program for 2025. Although we have a long history of pay for performance and incentive-based compensation, we believe our compensation programs contain many mitigating factors to ensure that our employees are not encouraged to take unnecessary risks.

As a result of all these efforts, we do not believe the risks arising from our executive compensation policies and practices are reasonably likely to have a material adverse effect on Lincoln Electric.

Related-Party Transactions

The Board has adopted a policy regarding the review and approval of transactions between the Company and its subsidiaries and certain related parties that are required to be disclosed in proxy statements, which are referred to as “related-party transactions.” Related parties include our Directors, Director Nominees, executive officers, persons controlling 5% or more of our common shares, and the immediate family members of these individuals. Pursuant to the policy, the Audit Committee is responsible for reviewing and approving related-party transactions and will consider information it deems appropriate, including, but not limited to, whether the terms of the transaction are no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances, the approximate dollar value of the transaction, and the nature and extent of the related party’s interest in the transaction. No Director will participate in any discussion or approval of a related-party transaction for which he or she is a related party, other than to provide material information concerning the transaction.

We define “related-party transactions” generally as transactions collectively over \$120,000 in any calendar year, in which any related party had, has or will have a direct or indirect material interest and the Company was or is to be a participant. We have a monitoring and reporting program, which includes requirements to report all actual or potential related-party transactions during the year and information regarding all relationships with entities involving a related party.

The Company did not have any related-party transactions that required Audit Committee approval in 2025.

Director Compensation

OUR BOARD COMPENSATION PROGRAM

Based upon the recommendations of the Nominating and Corporate Governance Committee, the Board determines our non-employee Director compensation. The Nominating and Corporate Governance Committee periodically reviews all elements of Board compensation in relation to our proxy peer group (as identified in the CD&A), trends in Board compensation and other factors it deems appropriate. In October 2025, the Nominating and Corporate Governance Committee reviewed the non-employee Director compensation program, with Meridian Compensation Partners as independent advisor, and determined the overall compensation of our Directors was positioned below the median of our proxy peer group. The objectives of our non-employee Director compensation program are to help attract highly qualified individuals to serve on our Board and to align their interests with those of our shareholders. As a result, the Nominating and Corporate Governance Committee recommended certain changes to the non-employee Director compensation program to the Board. The Board approved the following adjustments to our non-employee Director compensation program:

- An increase in the value of the annual restricted stock unit award (and the initial equity award for any newly-elected director) from approximately \$155,000 to \$180,000 per year, effective with the December 2025 equity award.
- Additionally, changing the timing of the annual equity award to align with the Directors' election by shareholders at the annual meeting (April each year). As a result, the December 2025 equity grant would be prorated to cover service from December 2025 until the 2026 Annual Meeting, and starting with the 2026 Annual Meeting, and every year thereafter, the full value of the award will be granted.
- An increase in the annual Board retainer from \$95,000 to \$110,000, effective January 2026.

An employee of Lincoln Electric who also serves as a Director does not receive any additional compensation for serving as a Director.

All non-employee Directors receive cash retainers and an annual stock-based award for serving on our Board. Stock-based compensation is provided under our 2023 Stock Plan for Non-Employee Directors.

GOOD CORPORATE GOVERNANCE PRACTICES

Lincoln Electric seeks to attract and retain highly qualified individuals to serve on the Board. To that end, Lincoln Electric maintains the philosophy of paying non-employee Directors fairly and reasonably, considering external market factors, consistent with good governance practices. With respect to our non-employee Director compensation program, our corporate governance practices include:

What We Do		What We Don't Do	
Reasonable limits on non-employee Directors' annual equity awards included in 2023 Stock Plan for Non-Employee Directors	✓	No Hedging or Pledging of Lincoln Electric Common Shares	✗
Total compensation is generally positioned near the peer median	✓	No Perquisites	✗
Non-employee Director compensation approved by full Board	✓		
Full-value equity award granted at a fixed-value	✓	No Excise Tax Gross-Ups or Tax Reimbursements	✗
Double Trigger Provisions for Change in Control	✓		
Stock Ownership Guidelines	✓		
Independent Advisor	✓		

The following is a summary of our current non-employee Director compensation program:

DIRECTOR COMPENSATION PROGRAM		
Cash		
Annual Retainer ¹	All Board Members	\$110,000
	Audit Committee Chair	\$30,000
	All Other Committee Chairs	\$20,000
	Lead Independent Director	\$35,000
	Meeting Fees ²	—
Equity		
Equity	Annual Restricted Stock Unit (RSU) Award ³	\$180,000
	Initial RSU Award ^{3,4}	\$180,000
Other Arrangements		
	Expense Reimbursement ⁵	
	Continuing Education ⁶	

- 1 Directors have the ability to defer annual cash compensation under the Non-Employee Directors' Deferred Compensation Plan.
- 2 We do not have separate meeting fees, except if there are more than eight full Board or Committee meetings in any given year, Directors will receive \$1,500 for each full Board meeting in excess of eight meetings and Committee members will receive \$1,000 for each Committee meeting in excess of eight meetings in total.
- 3 Directors have the ability to defer RSUs under the Non-Employee Directors' Deferred Compensation Plan.
- 4 The initial award will be pro-rated based on the Director's length of service during the twelve-month period preceding the next regularly scheduled annual equity grant, which normally occurs when the Annual Meeting is held.
- 5 We reimburse Directors for reasonable out-of-pocket expenses incurred in connection with attendance at Board and Committee meetings, or when traveling in connection with the performance of their services for Lincoln Electric.
- 6 Directors are generally reimbursed up to \$5,000 each year for continuing education expenses (inclusive of travel expenses) for programs each Director may elect to attend. We also incorporate continuing education topics for Directors into our Board meetings throughout the year.

2025 Director Compensation Table

Name	Fees Earned or Paid in Cash (\$)	Stock Awards ¹ (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	Total (\$)
Brian D. Chambers	95,000 ²	63,520	19 ³	158,539
Curtis E. Espeland	130,000	63,520	—	193,520
N. Joy Falotico	82,069	188,310	—	270,380
Bonnie J. Fetch	95,000	63,520	6 ³	158,526
Patrick P. Goris	125,000 ²	63,520	1,350 ³	189,870
Michael F. Hilton	115,000	63,520	82 ³	178,602
Marc A. Howze	105,000	63,520	—	168,520
Kathryn Jo Lincoln	95,000 ²	63,520	86 ³	158,606
Phillip J. Mason	115,000	63,520 ⁴	—	178,520
Ben P. Patel	95,000	63,520	86 ³	158,606
Kellye L. Walker (retired) ⁵	40,014	—	8 ³	40,022

1 On December 10, 2025, 257 RSUs were granted to each then-serving non-employee Director under our 2023 Stock Plan for Non-Employee Directors. The 257 RSUs granted is the prorated amount to cover service from December 2025 until the 2026 Annual Meeting. For Ms. Falotico, 578 RSUs were also granted to her in February 2025 upon her initial appointment to the Board. The Stock Awards column represents the grant date fair value under FASB Accounting Standards Codification (ASC) Topic No. 718 based on a closing price of \$247.16 per share on December 10, 2025, and, with respect to the award granted to Ms. Falotico, a closing price of \$215.90 per share on February 19, 2025. Assumptions used in the calculation of these amounts are included in footnote 10 to our audited financial statements for the fiscal year ended December 31, 2025 included in our Annual Report on Form 10-K filed with the SEC on February 25, 2026.

As of December 31, 2025, the number of RSUs held by each then-serving non-employee Director was 257, except for Ms. Falotico, who held 835. Each of Messrs. Goris, Hilton, and Patel and Ms. Falotico and Lincoln elected to defer receipt of the RSUs that were granted in 2025 under our Non-Employee Directors' Deferred Compensation Plan.

- All of Messrs. Chambers' and Goris', and Ms. Lincoln's Board fees were deferred under our Non-Employee Directors' Deferred Compensation Plan.
- The amount shown for 2025 represents above-market non-qualified deferred compensation earnings calculated as the difference in earnings under the Moody's Corporate Bond Index fund in our Non-Employee Directors' Deferred Compensation Plan and a hypothetical rate.
- Mr. Mason will not receive an RSU award at the 2026 Annual Meeting due to Mr. Mason's retirement.
- Ms. Walker retired from the Board on April 24, 2025, the date of our 2025 Annual Meeting.

STOCK OWNERSHIP GUIDELINES

In keeping with the philosophy that Directors' interests should be aligned with the shareholders' interest and as part of the Board's continued focus on corporate governance, all of our non-employee Directors must adhere to our stock ownership guidelines. RSUs, including any RSUs that have been deferred under the Non-Employee Directors' Deferred Compensation Plan, count toward the stock ownership amount; shares held in another person's name (including a relative) do not.

With respect to 2025, the stock ownership guidelines can be met by satisfying one of the two thresholds noted in the chart below. Directors have five years from the date of election to the Board to satisfy the stock ownership guidelines. As of December 31, 2025 all of our non-employee Directors had satisfied the stock ownership guidelines, except for Ms. Fetch and Mr. Howze, who were appointed to the Board in 2023, and Ms. Falotico who was appointed to the Board in February 2025, who are each on track to meet the ownership guidelines within the 5 years.

Retainer Multiple		Number of Shares
Shares valued at 5x annual Board retainer (total of \$475,000)	OR	2,185*

* Represents shares equal to \$475,000 based on the closing price of Lincoln Electric stock as of December 29, 2023 (the last trading day of that calendar year) of \$217.46.

The Nominating and Corporate Governance Committee annually reviews the guidelines to help ensure that the components and values are appropriate. A review was conducted during 2025, with the assistance of Meridian Compensation Partners, and it was determined that no changes to the guidelines were necessary, other than the share floor amount being reset as of December 31, 2025 to reflect the increased Board retainer of \$110,000, as the five times annual retainer guideline remains consistent with the peer group median. With respect to 2026, the revised stock ownership guidelines can be met by satisfying one of the two thresholds noted in the chart below.

Retainer Multiple		Number of Shares
Shares valued at 5x annual Board retainer (total of \$550,000)	OR	2,296*

* Represents shares equal to \$550,000 based on the closing price of Lincoln Electric stock as of December 31, 2025 (the last trading day of 2025) of \$239.64.

The next review is anticipated to occur in 2026.

EQUITY AWARDS

The non-employee Directors' RSU awards are granted under the 2023 Stock Plan for Non-Employee Directors. Under the terms of the awards, RSUs generally vest in full one year after the date of grant. In addition, the awards vest in full in the event of a change in control of Lincoln Electric if the Director's service is terminated or if the award is not assumed upon the change in control. The awards also vest in full upon the death or disability of the Director, or generally vest pro rata, based on length of service from the date of grant, upon the retirement of the Director. However, because of the change of the timing of annual RSU grants to align with the annual meeting, the December 2025 RSUs were already pro-rated to cover service from December 2025 until the 2026 Annual Meeting. As a result, the December 2025 RSUs granted to Mr. Mason will vest in full upon his retirement. Dividend equivalents are sequestered until the shares underlying the RSUs are distributed, at which time the dividend equivalents are paid in cash.

DEFERRED COMPENSATION PLAN

The Non-Employee Directors' Deferred Compensation Plan allows the non-employee Directors to defer payment of all or a portion of their annual cash compensation and RSUs granted to them. This plan allows each participating non-employee Director to elect to begin payment of the deferred amounts as of the earlier of termination of service as a Director, death or a date not less than one full calendar year after the year the fees are initially deferred.

The investment elections available under the plan for cash compensation deferred are the same as those available to executives under our Top Hat Plan, which is discussed in the executive compensation narrative under 2025 Deferred Compensation Benefits. RSU deferrals are deemed invested solely in a Lincoln Electric Stock fund, and no other plan deferrals are eligible for investment into that fund.

Executive Compensation

Our long-term strategy is focused on key actions and initiatives that generate long-term profitable growth within our targeted markets through value-added solutions and operational excellence. We believe this approach engages our business team to create a long-term value proposition for shareholders that generates above-market returns through an economic cycle while maintaining a short-term focus on improving profitability and driving operating excellence. More information on our business and strategy can be found in the “Business Overview” section at the beginning of this Proxy Statement.

The Compensation Discussion and Analysis (CD&A) describes our executive compensation programs and how they apply to our NEOs. The CD&A contains statements regarding future performance targets and goals. These targets and goals are disclosed in the context of our compensation programs and should not be understood to be statements of management’s expectations or estimates of results or other guidance. We caution investors not to apply these statements in other contexts.

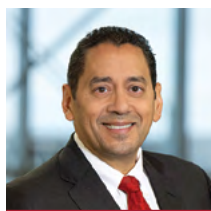
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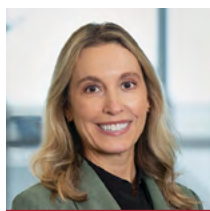
Steven B. Hedlund

Chairman and Chief Executive Officer



Gabriel Bruno

Executive Vice President, Chief Financial Officer and Treasurer



Jennifer I. Ansberry

Executive Vice President, General Counsel and Secretary



Michael J. Whitehead

Executive Vice President, President, Americas Welding



Susan C. Edwards

Executive Vice President, Chief Human Resources Officer

Compensation Discussion and Analysis

EXECUTIVE SUMMARY

Our approach to executive compensation is generally the same as our approach to employee-wide compensation, with a strong belief in pay for performance and a long-standing commitment to incentive-based compensation.

While maintaining our performance-driven culture, our executive compensation program is designed to achieve the following objectives:

<p>Align Interests</p> <p>Align the interests of management (and employees) with long-term interests of our shareholders and other stakeholders</p>	<p>Incentivize Management</p> <p>Design compensation elements to incentivize management to deliver above-market financial results</p>	<p>Support Long-Term Strategy</p> <p>Define performance drivers which support key financial and strategic business objectives</p>
<p>Good Corporate Governance Practices</p> <p>Help ensure we are following good corporate governance practices in the design and operation of our executive compensation program, including consideration of the risks associated with those practices</p>	<p>Retention & Succession Planning</p> <p>Reinforce executive retention to enable achievement of annual and long-term business goals through a stable management team</p>	<p>Pay for Performance</p> <p>Link incentive-based compensation to the Company's short-term and long-term financial and operational performance</p>



PERFORMANCE AND FINANCIAL HIGHLIGHTS

In 2025, the business continued to set new records as we successfully navigated dynamic operating conditions and soft demand in many of our end markets and geographies on lower industrial activity and capital spending. We continued to invest in long-term growth with the acquisition of Alloy Steel International and advanced the integration of three acquisitions completed in 2024, which expand our portfolio in automation, mobile power generation, and welding solutions. In addition, we expanded our standard equipment vitality index by 800 basis points to 58% of sales, which extends our competitive position in the market. While standard equipment sales were lower than target due to weak customer capital spending, our portfolio has advanced to better capitalize on demand once customers pivot to growth.

Our 2025 results demonstrated our business' resilience, the advantage of our team's customer-first approach, the agility of our operations, our financial discipline, and our commitment to developing innovative solutions through the cycle that drive productivity, quality, sustainability, and safety in their operations. We believe our initiatives and incentives are aligned with our stakeholders and have demonstrated a track record of superior value creation for our shareholders. We believe our short-term and long-term performance targets align with our executive compensation programs.

The following table highlights key 2025 financial performance highlights that are associated with executive compensation programs:

<p>NET SALES</p> <p>\$4.2B</p> <p>+6% vs. 2024 [Record]</p>	<p>OPERATING INCOME</p> <table border="1"> <thead> <tr> <th>Reported</th> <th>Adjusted</th> </tr> </thead> <tbody> <tr> <td>\$718M</td> <td>\$743M</td> </tr> <tr> <td>+13% vs. 2024</td> <td>+5% vs. 2024</td> </tr> </tbody> </table>	Reported	Adjusted	\$718M	\$743M	+13% vs. 2024	+5% vs. 2024	<p>OPERATING INCOME MARGIN</p> <table border="1"> <thead> <tr> <th>Reported</th> <th>Adjusted</th> </tr> </thead> <tbody> <tr> <td>17%</td> <td>17.6%</td> </tr> <tr> <td></td> <td>[Held 2024 Record]</td> </tr> </tbody> </table>	Reported	Adjusted	17%	17.6%		[Held 2024 Record]
Reported	Adjusted													
\$718M	\$743M													
+13% vs. 2024	+5% vs. 2024													
Reported	Adjusted													
17%	17.6%													
	[Held 2024 Record]													
<p>AVERAGE OPERATING WORKING CAPITAL</p> <p>17.9%</p> <p>[Top decile]</p>	<p>ADJUSTED ROIC</p> <p>21.3%</p> <p>[Top quartile]</p>													

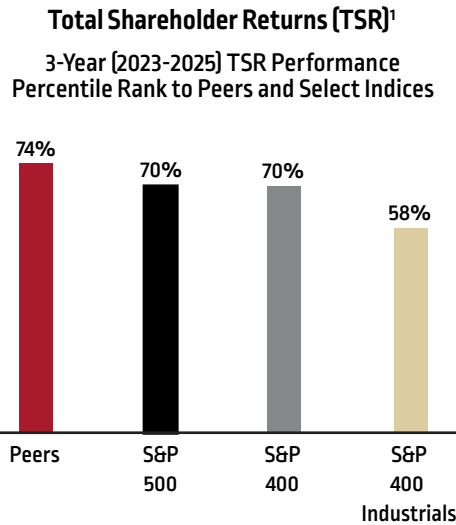
See Appendix A for definitions and/or reconciliation of these metrics to results reported in accordance with GAAP. Performance measures used in the design of the executive compensation program are presented within the CD&A section.

TOTAL SHAREHOLDER RETURN (TSR)

We believe that TSR is an important measure to demonstrate the Company's value creation for shareholders and our executives over the long-term. For 2025, approximately 68% of our CEO's and 48% of our other NEOs' compensation was tied to equity-based compensation, which can be favorably impacted when the TSR rate increases. In this case, the value of the compensation paid to our NEOs increases in line with the appreciation received by our shareholders.

<p>TOTAL SHAREHOLDER RETURN</p>	<p>+30%</p> <p>1-Year</p>	<p>+73%</p> <p>3-Year</p>	<p>+122%</p> <p>5-Year</p>
--	----------------------------------	----------------------------------	-----------------------------------

The following 3-Year (2023–2025) TSR Performance Percentile Rank chart illustrates our TSR performance compared to our peer group, the S&P Composite 500 Stock Index (S&P 500), the S&P 400 Index, and the S&P 400 Industrials Index. The TSR percentile rankings show the position of our TSR performance compared to the particular group, with a 50th percentile ranking indicating median (or market) performance. Percentiles below 50 indicate below-market performance, while percentiles above 50 indicate above-market performance.



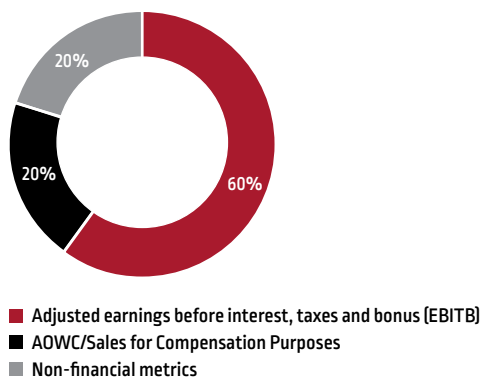
1 See Appendix A for definition of TSR

FINANCIAL AND STRATEGIC MEASURES USED FOR COMPENSATION PURPOSES

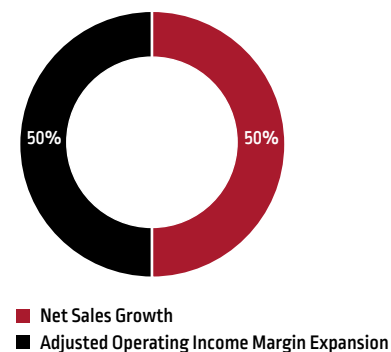
We consider various types of widely reported financial and strategic metrics to apply to our executive compensation program. Some of these financial metrics directly impact our executive compensation program, while in some cases we use the closest approximations for the metrics that we use in our compensation programs. We believe that all of these metrics are critical to the short-term and long-term growth and performance of our organization.

Financial metrics used to evaluate operational performance and used in our short-term annual bonus and our long-term incentive plan designs are:

SHORT-TERM METRICS AND WEIGHTING



LONG-TERM METRICS AND WEIGHTING*



* Total payout subject to maintaining top quartile ROIC performance.

PAY FOR PERFORMANCE, OBJECTIVES AND PROCESS

In designing our executive compensation program, a core philosophy is that our executives should be rewarded when they deliver financial results that provide value to our shareholders. Therefore, we have established a program that ties executive compensation to superior financial performance. To assess pay for performance, we evaluate the relationship between CEO and NEO realizable pay and key financial metrics including those measured in our annual and long-term incentive program and TSR. This allows us to understand the relative degree of alignment between the pay delivered and the performance achieved for shareholders. In 2025, this analysis was performed by our external advisors and reviewed with the Compensation and Executive Development Committee (the “Committee”), with the conclusion that our compensation program is working as intended in aligning pay with Company performance and shareholder returns.

2025 EXECUTIVE COMPENSATION ACTIONS

The Committee annually considers the overall design of our executive compensation program, aiming to achieve alignment with shareholder interests and our pay for performance philosophy. The Committee also reviews prevailing best practices across our industry and the broader market. Significant consideration is also given to shareholder feedback, including the say-on-pay vote. At our 2025 Annual Meeting, approximately 97% of our shareholders approved, on an advisory basis, the compensation of our NEOs. The Committee believes the voting results demonstrate significant support for our executive compensation program and determined that it did not need to make any substantial changes to the existing program simply in response to the say-on-pay vote. As prospectively disclosed in last year’s proxy statement, in light of the recent CEO transition and the transition to a new independent compensation consultant in 2024, the Committee was separately motivated to undertake a holistic review of our executive compensation program. Based on this review, the following program design changes were made for 2025:

Compensation Element	2024 Design		2025 Design		Rationale for Change
Short-Term Incentive Plan					
Financial Metrics	100% Overall Weighting	- 50% Adjusted EBITB - 25% AOWC/ Sales - 25% Revenue	80% Overall Weighting	- 60% Adjusted EBITB - 20% AOWC/ Sales	<ul style="list-style-type: none"> Continued focus on profitability and working capital efficiency to maximize cash flow generation remain priorities Revenue, as a primary incentive plan metric, was moved to Long-term Incentive Plan.
Non-financial Metrics	Individual Performance Modifier		20% Team Oriented Strategic Goals Weighting		<ul style="list-style-type: none"> The implementation of team-oriented strategic objectives encourages heightened focus on achieving the near-term building blocks of our long-term strategic priorities. For 2025, these included objectives tied to Safety, Growth, Productivity, Teamwork and Talent strategic initiatives, which are weighted equally for compensation purposes.
			Individual Performance Modifier		<ul style="list-style-type: none"> Continued use of an individual performance modifier will allow for payout differentiation, when warranted.

Compensation Element	2024 Design 2023-2025 Performance Cycle and 2024-2026 Performance Cycle	2025 Design 2025-2027 Performance Cycle	Rationale for Change
Long-Term Incentive Plan			
Equity Vehicles	- 33.3% Performance Shares - 33.3% Stock Options - 33.3% RSUs	- 50% Performance Shares - 25% Stock Options - 25% RSUs	<ul style="list-style-type: none"> • Additional emphasis on Performance Shares more closely aligns with predominant market practice and enhances line-of-sight and accountability on our leadership team to achieve our stated financial objectives • Continued use of stock options to help align our executives with shareholder interests (i.e., stock price appreciation) • Continued use of RSUs will aid in retention
Vesting Provisions	- 3-year ratable (annual) vesting for Stock Options - 3-year cliff vesting for RSUs - 3-year cliff vesting for Performance Shares	- 3-year ratable (annual) vesting for both Stock Options and RSUs - 3-year cliff vesting for performance shares	<ul style="list-style-type: none"> • With the change in RSU vesting to 3-year ratable (annual) vesting, our vesting provisions more closely align with peer and broader market practices, increasing our ability to attract and retain top talent
Performance Share Metrics	- 50% Adjusted Net Income Growth - 50% Relative ROIC	- 50% Net Sales Growth - 50% Adjusted Operating Income Margin Expansion - Total payout subject to maintaining top quartile ROIC performance	<ul style="list-style-type: none"> • We believe revenue (“Net sales”) growth is a key driver to long-term growth and a more appropriate measure over a longer-term (i.e., 3-year) • The use of margin expansion aligns with our stated long-term strategy to enhance profitability through operational excellence and a focus on higher margin business • To complement growth and profit margin expansion targets, the executive team is expected to maintain top quartile 3-year average ROIC performance otherwise payout under the plan will be capped at target, which is designed to drive long-term shareholder value

In addition, in 2025 the Committee, with advisory support from Meridian, our independent compensation consultant, conducted a detailed evaluation of our severance and change in control and retirement benefits. This review resulted in the development and adoption of the new Lincoln Electric Holdings, Inc. Executive Severance Plan (the “Executive Severance Plan”) which was designed to align these benefits with current market practices and shareholder expectations. Additional information about the Executive Severance Plan is provided in the “Termination and Change in Control Arrangements” section.

GOOD CORPORATE GOVERNANCE PRACTICES

In addition to our emphasis on above-market financial performance and pay for performance, we design our executive compensation program to be current with best practices and good corporate governance. We also consider the risks associated with any particular program, design or compensation decision. We believe these assessments result in sustained, long-term shareholder value. Some of those corporate governance practices are described in the “Compensation-Related Risk” section in this Proxy Statement.

The following table highlights certain of our good governance practices relative to our executive compensation program:

What We Do	What We Don't Do
Pay for Performance Focus (Compensation programs weighted heavily toward variable, “at risk,” compensation; perform annual reviews of market competitiveness and the relationship of compensation to financial performance) ✓	No Guaranteed Pay Increases (No multi-year guarantees for compensation increases, including base pay, and no guaranteed bonuses) ✗
Balanced Compensation (Compensation opportunities linked to both short-term and long-term periods of time with overlapping performance periods, while aligning compensation with several financial performance metrics that are critical to achievement of sustained growth and shareholder value creation) ✓	No Repricing or Replacement of Underwater Stock Options without Prior Shareholder Approval ✗
Double-Trigger Provisions for Change in Control ✓	No Payment of Dividends on Unvested Equity ✗
Stock Ownership Guidelines for all Executive Officers ✓	No Excessive Perquisites ✗
Clawback Policy ✓	No Excise Tax Gross-Ups or Tax Reimbursements ✗
Independent Compensation Committee and Consultant ✓	No Hedging or Pledging of Lincoln Electric Stock ✗

OUR COMPENSATION PHILOSOPHY

Our compensation program is designed to attract and retain exceptional employees, while maintaining our strong pay for performance culture. We design our compensation system to reflect current best practices and our performance-driven culture, including targeting all elements of compensation within a reasonable range of the market median. We believe these practices result in sustained, long-term shareholder value and promote quality corporate governance in compensation decisions.

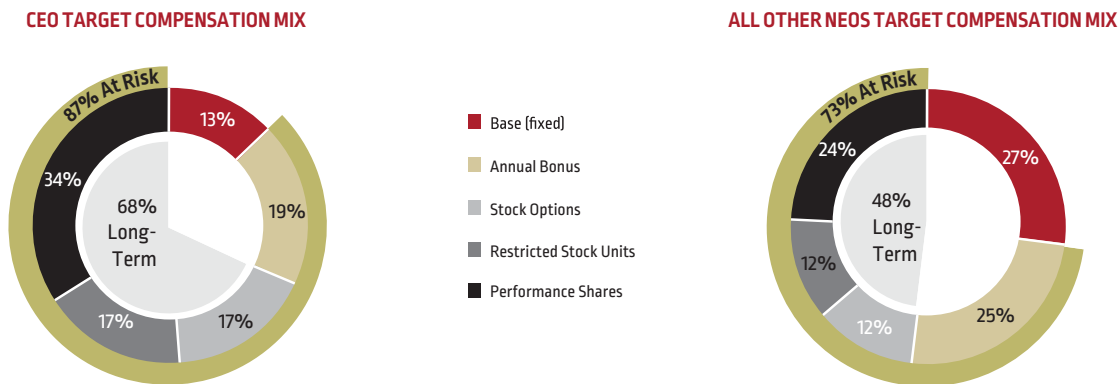
The primary components of our executive compensation program, summarized below, help ensure that we maintain our performance-driven culture:

Type	Component and Competitive Target	Philosophy and Objective
Fixed Compensation	Base Salary	<ul style="list-style-type: none"> Provide market-competitive fixed pay reflective of an officer's role, responsibilities and individual performance to order to help attract and retain the best talent
Incentive-Based Compensation	Short-Term Incentive	<ul style="list-style-type: none"> Cash incentive plan intended to recognize results in a single performance year Designed to link pay to annual financial and strategic results Financial metrics include adjusted EBITB and average operating working capital to net sales ratio Non-financial metrics include objectives focused on achieving near-term building blocks of our long-term strategic priorities in the areas of Safety, Growth, Productivity, Teamwork and Talent
	Long-Term Incentives	<ul style="list-style-type: none"> Equity based incentive granted 50% Performance Shares, 25% Restricted Stock and 25% Stock Options Designed to link pay to long-term performance, to align executive incentives with shareholder value creation, and to help facilitate stock ownership and retention

In addition to the primary components of our executive compensation program, we provide benefits and perquisites that we believe, taken as a whole, are at the market median.

Average Mix of Key Compensation Components

Individual performance also plays a key role in determining the amount of compensation delivered to an individual, with our philosophy being that the best performers should receive the greatest rewards. The following charts present the mix of 2025 target direct compensation for our CEO and all of our other NEOs (on an average basis), as established in the beginning of 2025. As shown below, 87% of the CEO's compensation mix was "at risk" and 73% of such other NEOs' compensation mix, on average, was "at risk," with the actual amounts realized based on annual and long-term performance as well as our stock price.



THE ROLES OF THE COMMITTEE, EXTERNAL ADVISORS AND MANAGEMENT

The Committee, which consists solely of non-employee Directors, has primary responsibility for reviewing, establishing and monitoring all elements of our executive compensation program. The Committee is advised by its independent executive compensation consultant, Meridian Compensation Partners, and independent legal counsel as it deems appropriate. Management provides recommendations and analysis to the Committee.

ROLE OF THE COMMITTEE

Compensation-Related Tasks	Organizational Tasks
Reviews, approves and administers all of our executive compensation plans, including our equity plans	Evaluates the performance of the CEO, including consideration of tone and embodiment of core values, with input from all non-employee Directors
Establishes performance objectives under our short-term and long-term incentive compensation programs ¹	Reviews the performance capabilities of the other executive officers, including consideration of tone and embodiment of core values, based on input from the CEO
Determines the attainment of performance objectives and the awards to be made to our executive officers under our short-term and long-term incentive compensation programs ¹	Reviews succession planning for officer positions, including the position of the CEO
Determines the compensation for our executive officers, including base pay and short-term and long-term incentive compensation opportunities ¹	Reviews proposed organization or responsibility changes at the officer level
Reviews compensation practices relating to key employees to confirm that these practices remain equitable and competitive	Reviews our practices for the recruitment and development of a broad talent pool
Reviews employee benefit plans that relate to executive officers and/or key employees	Retains the services of independent legal counsel from time to time to provide input on various matters

¹ The independent members of the Board take such action with respect to the CEO.

ROLE OF EXTERNAL ADVISORS**MERIDIAN COMPENSATION PARTNERS**

- Independent executive compensation consultant for the Committee
 - Advises on matters including competitive compensation analysis, executive compensation trends and plan design, peer group company configuration, competitive financial performance and financial target setting
 - Performs data analysis on competitive compensation, competitive financial performance and financial target setting
 - Reviews analysis and data collected by management (particularly the CEO, the CFO and the Chief Human Resources Officer)
 - Reports directly to the Chairperson of the Committee
 - Meets with the Committee in executive session without the participation of management
- Discusses the CEO's recommendations with the Committee to help ensure the compensation recommendations are in line with stated compensation philosophies and are reasonable when compared to the competitive market
 - In particular, with respect to 2025, Meridian provided peer analysis regarding severance, change in control and retirement benefits.
 - The Committee is not bound by Meridian's recommendations
 - Considering all relevant factors (as required by compensation consultant independence standards set forth in applicable SEC rules and Nasdaq listing standards), we have assessed Meridian's independence, and are not aware of any conflict of interest that has been raised by the work performed by Meridian

ROLE OF CEO AND MANAGEMENT

- Provide compensation-related recommendations to the Committee
 - The CEO recommends the compensation for other executive management positions and provides the Committee with assessments of their individual performance (both of which are subject to Committee review)
- Perform individual performance assessments based on achievement of various financial and leadership objectives set by the CEO
 - Receive suggestions from the Committee for modifications to financial and leadership objectives where warranted

Our Methodologies

SELECTION OF COMPENSATION ELEMENTS

As part of its annual review, the Committee evaluates whether changes in philosophy or structure are warranted in light of emerging trends, business needs and/or financial performance. The Committee then uses competitive market data, performance assessments, and independent executive compensation consultants and management recommendations to set the pay components along the targets described above. Actual pay for executive management will generally fall within a reasonable range of these targets, pending individual qualifications. Absent significant increases due to promotion, increases for break-through individual performance or significant changes in the competitive market data, pay increases are considered generally in line with market trends.

MARKET COMPARISON DATA

We collect competitive market compensation data from multiple nationally published surveys and from proxy data for a peer group of companies. Nationally published survey market compensation data is statistically determined (through regression analysis) to approximate our revenue size and aged to approximate more current data. The Company did not select the companies that comprise any of these survey groups. For our CEO and CFO, the Company utilizes 100% peer data for benchmarking. For the remaining NEO's, the Company generally blends 50% survey and 50% peer data, as appropriate.

PEER GROUP

We use a peer group of publicly traded industrial companies that are headquartered in the U.S. that serve a number of different market segments and that have significant foreign operations. These are companies with which Lincoln Electric competes for talent and shareholder investment. In addition, we only select companies with solid historical financial results (removing companies from the peer group when their financial performance has consistently fallen below a reasonable level). The Committee conducted an annual review of our peer group, with the assistance of our independent advisor.

In July 2024, the Committee, with the assistance of Meridian as an independent advisor, reviewed its peer group and determined to remove Terex Corporation and The Toro Company, which were considered less comparable to the Company, and to add Dover Corporation, Fortive Corporation and Ingersol Rand Inc. for the 2025 compensation planning cycle. The three additional peers are in adjacent markets with a focus on automation and industrial technology.

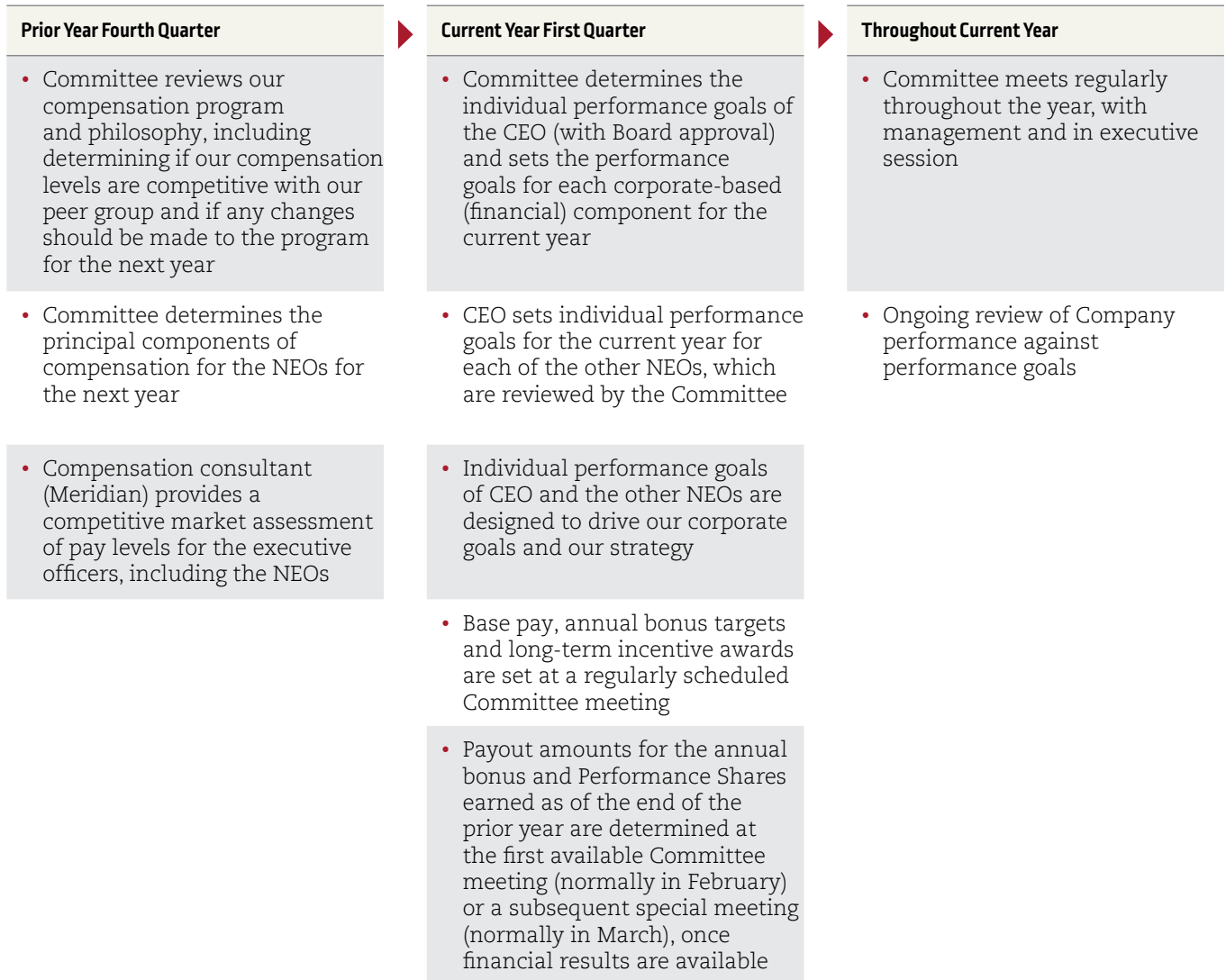
For 2025, our peer group consisted of the following 19 publicly traded industrial corporations:

Ametek Inc.	Dover Corporation	Ingersol Rand	Snap-On, Inc.
Carlisle Companies Inc.	Flowserve Corporation	ITT Inc.	The Timken Company
ESAB Corporation	Fortive Corporation	Kennametal Inc.	Woodward Inc.
Crane Co.	Graco Inc.	Nordson Corporation	Xylem Corporation
Donaldson Company, Inc.	IDEX Corporation	Regal Rexnord Corporation	

In July 2025, the Committee, with the assistance of Meridian as an independent advisor, reviewed its peer group and determined no changes to the peer group were needed for the 2026 compensation planning cycle.

TIMING OF COMPENSATION DECISIONS

The following chart highlights the process and timing of compensation determinations and payouts:



Key Elements of Executive Compensation

Each compensation component for our NEOs is described below, with specific actions that were taken during 2025 noted. For 2025 compensation amounts, please refer to the Summary Compensation Table and other accompanying tables.

BASE PAY

Base salary is provided to our executives to compensate them for their time and proficiency in their positions, as well as the value of their job relative to other positions at Lincoln Electric. Base salaries are set based on a subjective evaluation of the executive's experience, expertise, level of responsibility, leadership qualities, individual accomplishments and other factors.

- ① Level of responsibility and experience
- ② Individual performance and leadership qualities
- ③ Internal equity
- ④ Peer Data

We aim to set base salaries at approximately the 50th percentile of the market, with the ability to differentiate based on the factors noted above.

2025 BASE PAY

Ahead of 2025, the Committee reviewed officer pay, including all NEOs, as compared to the market. The Committee approved certain increases in NEO base salaries as detailed below.

NEO	Increase /(Decrease)%	2025 Base Salary ¹
Steven B. Hedlund	4.0%	\$ 1,050,000
Gabriel Bruno	3.4%	\$ 600,000
Jennifer I. Ansberry	5.0%	\$ 530,000
Michael J. Whitehead	7.9%	\$ 410,000
Susan C. Edwards	3.6%	\$ 485,000

¹ Base salaries effective as of January 1, 2025 for all NEOs.

In February 2025, in connection with the promotion of Mr. Whitehead to Senior Vice President, Americas Welding, the Committee approved an increase in Mr. Whitehead's base salary, establishing his new base salary at \$450,000 effective March 1, 2025. The base pay for the NEOs falls within the competitive benchmark.

ANNUAL BONUS

The annual bonus provides executive officers, including the NEOs, with an opportunity to receive an annual cash bonus. We believe that bonus compensation should be linked to superior performance. Therefore, we use a structure that provides payments of above-average bonuses only where the performance of both the Company and the individual warrant it.

ANNUAL BONUS PROGRAM STRUCTURE

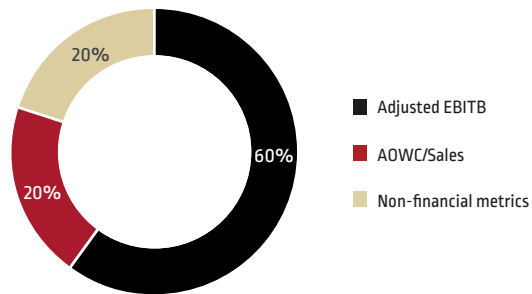
The formula to determine each NEOs actual bonus payout relative to target includes a Company Performance Factor and an Individual Performance Factor. To determine the bonus payout, the NEO's target bonus is multiplied by the Company Performance Factor and the Individual Performance Factor.

2025 ANNUAL BONUS CALCULATION



Company Performance Factor

The Company Performance Factor reflects performance against both Financial and Non-financial metrics. The final Company Performance Factor is determined by applying the applicable weightings to the ratings achieved for each Financial and Non-financial metric.



Financial Targets

Financial targets are established for the consolidated Company and for specific business units. Based on their role, each NEO is measured either entirely by the consolidated Company results or a blend of the results of the consolidated Company and the applicable business unit results. Each Financial target is measured independently and scored relative to budget, subject to predefined thresholds and ceilings. Achieving financial performance at budget results in a rating of 100%; exceeding budget generates a higher rating, while falling short of budget results in a reduced rating.

Non-Financial Metrics

Non-financial metrics are measured on a consolidated Company basis and are tied to the execution of key strategic initiatives. For each metric a “stretch” goal is established that can only be achieved with superior performance. Given this design, it is expected that only a portion of these targets will be met in a typical year. At the end of the year, the Committee, in consultation with the CEO, reviews actual performance relative to the goal for each metric and considers any exogenous factors that helped or hindered the Company’s progress towards the goal. The Committee then establishes an overall performance rating that reflects the Company’s achievement across all of the metrics. Achieving a majority of the goals results in a rating of 100%; meeting more of the objectives results in a higher rating, while meeting fewer of the objectives results in a reduced rating.

Individual Performance Factor

Once the Company Performance Factor is calculated, an Individual Performance Factor is applied to determine the final Bonus Payout.

The maximum Bonus Payout, considering both Company and Individual performance, will not exceed 200% of an individual’s annual Target Bonus Amount.

The Committee has discretion to approve payments outside of the strict application of this calculation, although no discretion was used for calculation of the 2025 annual bonuses.

2025 COMPANY PERFORMANCE FACTOR METRICS

In 2025, the Company Performance Factor was calculated using an 80% weighting of Financial targets and 20% weighting for Non-financial metrics.

For each of the NEOs, with the exception of Mr. Whitehead, Financial targets were based on the Company's consolidated results. Mr. Whitehead's Financial targets also reflected the results of the Global Automation portfolio and Americas Welding segment, prorated for the portions of the year that he supported those businesses.

2025 Financial Targets

The Financial targets for 2025 consisted of two metrics, weighted as follows:

- Adjusted EBITB (60% of total Company Performance Factor)
- AOWC/Sales for Compensation Purposes (20% of total Company Performance Factor)

For both metrics, actual results are measured against budget at budgeted exchange rates and adjusted for the results of businesses acquired during the year. Budgets are set aggressively (based on the local and global economic climate), at the beginning of the year, are reviewed by the Finance Committee and are approved by the full Board. Each metric is calculated and interpolated on a financial payout curve. The payout curves for each metric, considering threshold and maximum opportunities, are set at the beginning of the year and are approved by the Committee.

The following table summarizes the performance levels, weightings and payout percentages for the financial metrics used in the 2025 annual bonus. On a consolidated basis, the Company's 2025 target Adjusted EBITB was \$910.6 million, and the 2025 target AOWC/Sales for Compensation Purposes was 20.6%.

Financial Metric	Weighting	Achievement of Actual Results vs. Budget		
		Threshold	Target (Budget)	Maximum
Adjusted EBITB	60%	85%*	100%	115%
AOWC/Sales for Compensation Purposes	20%	90%	100%	110%
Rating		50%	100%	200%

* With respect to the Global Automation portfolio, the Threshold is 75%.

Non-Financial Metrics

The Non-financial metrics consisted of 5 metrics aligned to strategic initiatives around Safety, Growth, Productivity, Teamwork and Talent as summarized in the following table:

Non-financial Metrics (20%):	2025 Goal
Safety	Achieve a targeted reduction in Days Away, Restricted or Transferred (DART) rate
Growth	Achieve a targeted increase in sales of standard equipment
Productivity	Achieve a targeted reduction in the cost of purchased goods and services
Teamwork	Achieve a targeted improvement in the Collaboration component of the 2025 Employee survey
Talent	Achieve a targeted talent mobility rate for our high potential leaders

The Non-financial metrics are weighted as 20% of the Company Performance Factor.

2025 INDIVIDUAL PERFORMANCE FACTOR METRICS

Individual performance goals are set annually. A significant portion of our NEOs' individual performance goals is tied to one or more aspects of our 2025 Strategy.

The following table highlights the material 2025 individual performance goals for our CEO. The Committee chair, supported by the Lead Independent Director, leads the review and evaluation process to establish the CEO's performance goals for each year, which were approved by the Board at the beginning of 2025. The CEO's 2025 performance goals were cascaded throughout the organization, and many were also in the individual performance goals for our other NEOs.

Individual Performance Goals	CEO
Execution of the 2025 Strategy	✓
Human capital management, including employee engagement and development initiatives	✓
Sustainability, including environmental, health and safety metrics	✓
Financial and operating targets	✓
Operational optimization and expansion, and new business ventures	✓
Development of new long-term strategy	✓

In defining the individual performance goals, the Committee considered the goals to be strategically important to the Company and its 2025 Strategy. The goals for 2025 were particularly aimed at operational optimization, expansion and new business ventures, employee engagement, a connected culture, cybersecurity and achieving our EHS and Sustainability metrics. The CEO's individual performance rating is determined based on an evaluation of performance against the underlying goals with the final rating being approved by the independent Directors of the Board. In assessing the individual performance of our NEOs, the Committee reviews the performance rating recommended by the CEO with respect to each of the other NEOs and recommends revisions, as needed, prior to the Committee approval of such rating.

2025 ANNUAL BONUS CALCULATION AND PAYMENT

The 2025 annual bonus targets for the NEOs were established and approved by the Committee in February 2025 according to the principles discussed above. Mr. Whitehead's 2025 target bonus increased by 2.3% effective January 1, 2025 and then an additional 14.3% effective March 1, 2025 when he was promoted to Senior Vice President, Americas Welding. The remaining NEO's target bonus amounts stayed flat for 2025. The bonus targets for all the NEOs remain within the competitive benchmark.

2025 COMPANY PERFORMANCE FACTOR

In February 2026, in approving the 2025 payouts, the Committee assessed our financial performance against budget with respect to consolidated and applicable business unit performance, as applicable. Additionally, the Committee also reviewed the achievement of each Non-financial metric. While the Company made meaningful progress against all five Non-financial metrics and narrowly missed the target for two of them, it met or exceeded the target for only one of the five. At the recommendation of the CEO, the Committee decided to assign a 0% rating for this portion of the bonus calculation. On average, 2025 bonus payments for the NEOs were 9.5% below their 2025 target amounts, driven primarily by the 0% payout on the Non-financial metrics.

The following table illustrates actual results for the consolidated Company versus target and the interpolated Performance Factor (“Rating”) for each Financial target and Non-financial metric to arrive at the Weighted Company Performance Factor.

	EBITB (60% Weighting)		AOWC/Sales (20% Weighting)		Non-financial Metric (20% Weighting)		Weighted Company Performance Factor
	Actual vs. Target	Rating	Actual vs. Target	Rating	Actual vs. Target	Rating	
Lincoln Electric Holdings	100.5%	103.3%	98.8%	94.0%	1/5	0%	80.8%

Note: The Adjusted EBITB performance results were adjusted for the same types of special items that impact Adjusted Operating Income and Adjusted Net Income as disclosed in Appendix A.

2025 INDIVIDUAL PERFORMANCE FACTOR

The actual bonus payout to the NEOs considers the impact of individual performance. The Committee assessed the performance of each NEO against their Individual Performance Factor metrics and assigned a rating that impacts the annual bonus calculation as illustrated above. For the 2025 performance period, Individual Performance Factor ratings for the annual bonus for our officers ranged from 100 to 110. Payout determinations for the Individual Performance Factor for the 2025 performance period were made in the first quarter of 2026.

The following chart illustrates the actual calculated bonus considering both Company Performance Factor and Individual Performance Factor. Each of the NEOs, other than Mr. Whitehead, was measured entirely by the consolidated Company results. Mr. Whitehead’s annual bonus payout was measured 50% based on the consolidated Company results and 50% based on applicable business unit results.

NEO	Target Award Opportunity	Target Award as a % of Base Salary	Maximum Award Opportunity	Actual Award	Actual Award as a % of Target
Steven B. Hedlund	\$ 1,464,500	139%	\$ 2,929,000	\$1,301,615	89%
Gabriel Bruno	\$ 580,000	97%	\$ 1,160,000	\$ 515,491	89%
Jennifer I. Ansberry	\$ 454,500	86%	\$ 909,000	\$ 403,950	89%
Michael J. Whitehead	\$ 391,918	89%	\$ 783,836	\$ 379,416*	97%
Susan C. Edwards	\$ 430,560	89%	\$ 861,120	\$ 382,672	89%

* Mr. Whitehead’s annual bonus payout was pro-rated to reflect the financial performance results of the Global Automation portfolio business through February 28, 2025 and Americas Welding segment beginning March 1, 2025 aligned with his promotion to SVP, Americas Welding.

LONG-TERM INCENTIVE COMPENSATION

We believe that long-term incentive compensation should be provided to focus rewards on factors that deliver long-term sustainability and should be established within a reasonable range of the market median (or 50th percentile), with the ability to differentiate based on individual attributes. We have generally targeted the median of the market, in keeping with our pay for performance philosophy, because we believe that superior long-term financial growth itself should be the main driver of above-market long-term incentive compensation.

For 2025, our long-term incentive compensation program consists of three components: (1) stock options, (2) RSUs and (3) Performance Shares. Beginning with the 2025 grant, the value of each is weighted 25% stock options, 25% RSUs and 50% Performance Shares. This mix weighted towards Performance Shares provides a focus on the financial performance of the metrics tied to the Performance Share plan. Annual awards of all three components are made to eligible participants, including the NEOs.

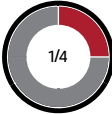
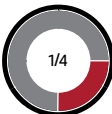
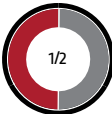
In evaluating 2025 long-term incentive compensation (at the beginning of 2025) for our NEO's, the Committee reviewed 2024 compensation versus the competitive benchmarks. The Committee concluded that the long-term incentive compensation program for the NEOs was within the competitive benchmark for most NEO's, but it was generally low in the range. As such, the long-term incentive targets for the NEOs increased on average 13.3%, placing their long-term incentive targets closer to market. All of these awards are subject to our Recovery of Funds Policy, which is discussed below.

Valuation of Equity Awards. We use standard valuation methods to convert long-term incentive compensation values to shares upon the grant date. These methods consider a 7-day historical average of our stock price, up to and including the grant date, for RSUs and Performance Shares and the grant date Black-Scholes valuation for stock options.

Normal Cycle and Out-of-Cycle Equity Awards. The Committee has discretion in awarding grants to the CEO and all other executives (including our other NEOs) and does not delegate its authority to management, nor does management select or influence the award dates. Occasionally, the Committee may approve limited, out-of-cycle special awards for specific business purposes or in connection with executive promotions or the hiring of new executive employees. However, the date used for normal cycle awards to the CEO and our senior executive participants, including the NEOs, is the date of a regularly scheduled Committee meeting, which is fixed well in advance and generally occurs at the same time each year.

The Committee has approved delegated authority to the CEO to designate awards through 2026 to certain employees under our equity plan, subject to specific limits established. The CEO can only grant RSU awards and cannot grant awards to any executive officers, Section 16 officers or greater-than-10% beneficial owners of the Company, and such awards must be granted pursuant to the agreements and vesting terms already approved by the Committee.

The following is a summary of the three components of our long-term incentive compensation program, in which all our NEOs participate, as in effect for 2025:

	Standard Vesting Provision	Accelerated Vesting Provisions
Stock Options 	<ul style="list-style-type: none"> Vest ratably over 3 years 	<ul style="list-style-type: none"> Full vesting upon death or disability. Full vesting upon retirement. Full vesting in the event of a change in control, if <ol style="list-style-type: none"> replacement awards are not provided or replacement awards are provided and there is a subsequent qualifying termination.
Restricted Stock Units (RSUs) 	<ul style="list-style-type: none"> Vest ratably over 3 years 	<ul style="list-style-type: none"> Full vesting upon death or disability. Full vesting upon retirement. Full vesting in the event of a change in control, if <ol style="list-style-type: none"> replacement awards are not provided or replacement awards are provided and there is a subsequent qualifying termination.
Performance Shares 	<ul style="list-style-type: none"> Vest based on performance during the applicable 3-year performance period 	<ul style="list-style-type: none"> Vest at target upon death or disability. Full vesting upon retirement, based on actual performance for the applicable 3-year performance period. Vest at greater of target or actual in the event of a change in control, if <ol style="list-style-type: none"> replacement awards are not provided or replacement awards are provided and there is a subsequent qualifying termination.

Following a review of market data, the Committee approved certain changes to the retirement vesting provisions of our equity awards. Commencing with grants made in February 2026, the NEOs must provide six months' notice of retirement, and, in such cases, the awards will continue to vest, subject to compliance with applicable restrictive covenants. This change was made to allow sufficient time for succession planning and ability to enforce restrictive covenants.

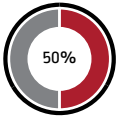
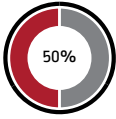
For more information about the quantities of the 2025 stock option, RSU and Performance Share awards actually granted to the NEOs, see the 2025 Grants of Plan-Based Awards table and the Outstanding Equity Awards at 2025 Fiscal Year-End table (and their related narrative disclosure) below.

PERFORMANCE SHARES

Our long-term incentive compensation program includes grants of Performance Shares, which are designed to offer award opportunities aligned with the long-term performance of Lincoln Electric. Target share amounts are set each year at the beginning of a three-year performance cycle based on a 7-day historical average of the stock price, up to and including the grant date. Because awards are granted each year and because each award relates to a three-year performance cycle, three different cycles will be running at any point in time. The percentage of the target shares actually paid at the end of the applicable three-year cycle will be based upon achievement of Company performance during the three-year performance cycle as interpolated against pre-established performance thresholds. Each plan has performance thresholds with percentage payouts attributable to those thresholds ranging from 0% to 200% of target.


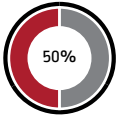
PERFORMANCE SHARES FINANCIAL METRICS

The Committee annually reviews and approves the performance metrics that are tied to the Performance Shares. For the 2025-2027 performance cycle, the Performance Share financial metrics are as follows:

Weighting	Performance Metric*	Measurement
	Net Sales Growth	<ul style="list-style-type: none"> Absolute metric based on the growth in Net Sales over the 3-year performance period. Annual Net Sales % growth target, threshold and maximum are set at the start of 3-year period, including an overarching three-year performance objective.
	Adjusted Operating Income Margin Expansion	<ul style="list-style-type: none"> Absolute metric based on the expansion of Adjusted Operating Income Margin over the 3-year performance period. Annual Adjusted Operating Income Margin basis points growth target, threshold and maximum are set at the start of 3-year period, including an overarching three-year performance objective.

* Total Payout subject to maintaining top quartile ROIC performance; otherwise, payout under the award will be capped at target.

For the 2024-2026 and 2023-2025 performance cycles, the Performance Shares' two financial metrics and the goal targets for the financial metrics in the plan that concluded in 2025 are as follows:

Weighting	Performance Metric	Measurement
	Adjusted Net Income	<ul style="list-style-type: none"> Absolute metric based on the growth in Adjusted Net Income for Compensation Purposes over the 3-year performance period versus goals set at the beginning of the performance cycle. For the 2023 to 2025 performance cycle the target is based on growth above \$472,239,000 (which was the Adjusted Net Income for Compensation Purposes for 2022, when the 2023 to 2025 performance cycle was set). For the 2023 to 2025 performance cycle, to pay 100% of target, Adjusted Net Income for Compensation Purposes over the 3-year cycle must be at or above 140% of \$472,239,000 (or \$661,135,000).
	Return on Invested Capital	<ul style="list-style-type: none"> Relative metric that is derived based on our 3-year average ROIC for Compensation Purposes relative to our proxy peer group. For the 2023 to 2025 performance cycle the target is based on achieving the 65th percentile in 3-Year Average ROIC for Compensation Purposes relative to our peers.

From time to time, the Committee has considered and approved certain limited adjustments to reported net income (both positive and negative) in determining achievement of performance against the thresholds. Each adjustment is reviewed in detail before it is made. The types of adjustments the Committee has considered include: rationalization charges, certain asset impairment charges, the gains and losses on certain transactions including the disposal of certain assets and other special items, which generally align with the special items disclosed in the Adjusted Net Income table in Appendix A. To the extent an adjustment relates to restructuring or rationalization charges that are intended to improve organizational efficiency, a corresponding charge (equal to the adjustment) is amortized against future years' adjusted net income until that adjustment is fully offset against the intended savings (generally this amortization occurs over a three-year period).

PERFORMANCE THRESHOLDS

In setting the performance ranges for a new three-year period (including the 2025 to 2027 performance cycle), the Committee considers various factors, including historical performance against established ranges, to try to achieve a 50% probability of attaining the target for any cycle. For the 2023 to 2025 cycle, the Committee did not make any adjustments to the three-year adjusted net income growth performance ranges or the three-year average ROIC relative to peer ranges.

TIMING FOR SETTING PERFORMANCE METRIC GOALS

Performance targets are set at the beginning of the first fiscal year in the cycle. This timing allows the Committee to see our final financial results for the prior year and allows for more current macro-economic projections to be used.

2023 to 2025 Performance Shares. For the 2023 to 2025 Performance Shares cycle, the performance level for Adjusted Net Income for Compensation Purposes was slightly above threshold with a 30.0% payout calculation and the maximum level for ROIC for Compensation Purposes was exceeded resulting in a 200% payout calculation. As noted above, the 2023 to 2025 Performance Shares cycle has a 50% weighting on each financial metric, which resulted in a combined payout of 115.0% of the target award opportunity.



The following is a summary of each of the performance metric goals and results for the most recently completed Performance Shares cycle (2023 to 2025):

3-Year Growth in Adjusted Net Income for Compensation Purposes

The potential payout levels as a percentage of target based on actual performance are summarized below (results are interpolated between individual levels):

(\$ in thousands) Performance Level	3-Year Growth in Adjusted Net Income for Compensation Purposes		Payout as a % of Target
Threshold	10%		25%
	25%		50%
Target	40%		100%
	50%		150%
Maximum	60%		200%
2025 Actual	13.0%	\$533,490	30.0%

Lincoln Electric's Adjusted Net Income for Compensation Purposes over the three-year period increased 13.0% to \$533 million, which generated a 15% of target payout for this metric after accounting for the weighting of the financial metric.

3-Year Average ROIC for Compensation Purposes Relative to Peer Group

The potential payout levels as a percentage of target based on actual performance are summarized below (results are interpolated between individual levels):

Performance Level	3-Year Average ROIC for Compensation Purposes Relative to LECO Peer Group		Payout as a % of Target
	%ile Rank in Peer Group	ROIC Result	
Threshold	40 th %ile	10.3%	25%
	50 th %ile	11.8%	50%
Target	65th %ile	12.6%	100%
	70 th %ile	14.2%	150%
Maximum	80 th %ile	15.1%	200%
2025 Actual	100 th %ile	20.4%	200%

Lincoln Electric's three-year average ROIC for Compensation Purposes, as compared to its peer group, was at the 100th percentile, which generated a 100% of target payout for this metric after accounting for the weighting of the financial metric.

The following chart shows the target and maximum number of shares of common stock that may be issued for the 2023 to 2025 Performance Shares based on actual performance. Combining the payouts for both metrics, the resulting final payout for the 2023 to 2025 Performance Shares was 115.0% of the target award opportunity.

NEO	Target Award Opportunity (# of shares)	Maximum Award Opportunity Based on Thresholds (# of shares)	Actual Performance Share Payout %	Actual Award (# of shares)
Steven B. Hedlund	2,767	5,534	115.0%	3,182
Gabriel Bruno	2,421	4,842	115.0%	2,784
Jennifer I. Ansberry	1,489	2,978	115.0%	1,712
Michael J. Whitehead	576	1,152	115.0%	662
Susan C. Edwards*	—	—	—	—

* Ms. Edwards was hired in 2024 and did not receive a PSU grant for the 2023 to 2025 cycle.

2026 EXECUTIVE COMPENSATION ACTIONS

In evaluating 2026 compensation (at the beginning of 2026), the Committee reviewed 2025 compensation versus the competitive benchmarks in consultation with Meridian. For 2026, base salary for Mr. Whitehead increased 14.7%, target bonus increased 6.8% and long-term annual incentives increased 62.9%, which was to continue to progress compensation within the competitive benchmark for his recently promoted role. Excluding Mr. Whitehead's increase, our NEOs base salary increased on average 3.7%, annual bonus targets were unchanged and long-term annual incentives increased on average 8.5%.

Other Arrangements, Policies and Practices

HEALTH & WELFARE BENEFITS

We intend to provide a competitive package of health and welfare benefits for all of our employees targeted at the 50th percentile of the market. NEOs receive the same benefits as other employees, with the exception that we provide annual executive physicals and related services as discussed in the “Perquisites” section below. Our benefits package for employees (including NEOs) and their eligible dependents, portions of which may be paid by the employee, include life, accidental death and dismemberment, health (including prescription drug), dental, vision, and disability insurance; dependent and healthcare reimbursement accounts; tuition reimbursement; paid time off; holidays; and a matching gifts program for charitable contributions.

PERQUISITES

Consistent with our pay for performance philosophy, we offer limited perquisites. We pay for an annual physical for officers and other senior management to preserve our investment in them by encouraging them to maintain healthy lifestyles and be proactive in preventative care. We also make available financial planning services to certain officers, enabling them to concentrate on business matters rather than on personal financial planning. However, the cost of these financial planning services is included in the income of the participants. We also pay the cost of certain club dues for some officers to encourage social interaction with peers from other companies, local leadership in the community and to provide the ability to hold business meetings at a convenient offsite location. All personal expenses are borne entirely by the executive, and the club dues are included in the income of the participants. Different perquisites are provided from time to time to non-U.S. based executives; however, they are customary and reasonable in nature and amount relative to local market practices (for example, a car lease). Company-paid travel expenses are primarily for business purposes, but occasionally spouses or other guests may accompany our executive officers on business trips. The aggregate incremental cost of such personal travel is attributed to the applicable NEO's income.

RETIREMENT PROGRAMS

Retirement benefits are provided to our NEOs through the following programs:

The Lincoln Electric Company Employee Savings Plan (401(k) Plan)

- Each eligible employee of The Lincoln Electric Company and certain affiliate companies is eligible to receive up to 6% of annual compensation in Company contributions through:
 - matching employer contributions equal to 100% of contributions made to the 401(k) Plan, but not in excess of 3% of annual compensation; and
 - automatic employer contributions equal to 3% of annual compensation;
- Matching and automatic contributions are 100% vested when made;
- Certain employees affected by the cessation of accruals under the defined benefit pension plan that we previously maintained are also eligible to receive employer contributions equal to 6% of annual compensation for a minimum period of five years, up to the end of the year in which they complete 30 years of service; and
- All of the NEOs deferred amounts under the 401(k) Plan in 2025.

Restoration Plan

- This unfunded plan is maintained primarily for the purpose of providing deferred compensation for eligible employees whose annual compensation is expected to be in excess of the Internal Revenue Code limit on compensation (Code Limit) applicable to the 401(k) Plan;
- Each participant's account is credited each year with deferred amounts generally as follows:
 - matching employer contributions equal to 3% of annual compensation in excess of the Code Limit; and
 - non-elective employer contributions equal to 3% of annual compensation in excess of the Code Limit;
- All amounts deferred are fully vested at all times;
- Certain employees affected by the cessation of accruals under the defined benefit pension plan that we previously maintained are also eligible to receive employer contributions equal to 6% of annual compensation in excess of the Code Limit for a minimum period of five years, up to the end of the year in which they complete 30 years of service;
- Upon a separation from service prior to age 55, distribution of the account will be made in a single lump sum on the first business day of the seventh month immediately following the separation from service;
- Upon a separation from service on or after age 55, distribution of the account will be made or commence on the first business day of the seventh month immediately following the separation from service in the form of (1) a single lump sum payment; or (2) substantially equal annual installments over a period of at least two but not more than 15 years, as elected; and
- All NEOs participated in the Restoration Plan in 2025.

Amended and Restated 2005 Deferred Compensation Plan for Executives (Top Hat Plan)

- Participants can defer current income on a pre-tax basis, receiving tax-deferred returns on those deferrals
 - Up to 80% of base salary and/or annual bonus can be deferred; and
 - Up to 100% of RSUs or Performance Shares can be deferred;
- For cash deferrals, 30 total investment options available, 29 of which mirror the funds available under the 401(k) Plan, plus the Moody's Corporate Bond Average Index (which provides "above market" earnings as reported in the Summary Compensation Table);
- RSUs and Performance Shares that are deferred are deemed invested in a Lincoln Electric Stock fund; these deferrals can be reallocated to other investment options on the later of 6 months after the date on which the amounts are allocated to the participant's account or the date the participant has satisfied his or her stock ownership guidelines;
- Plan includes a recovery of funds provision consistent with the requirements of Dodd-Frank;
- Distributions are permitted in the event of a separation from service, disability, death, change in control or unforeseeable emergency;
- Distributions can also be made at a specified time or under a fixed schedule; and
- Distributions may be made in a lump-sum, or by payment in five, ten or fifteen annual installments.

More information on these programs, including information regarding our NEOs' participation in the Top Hat Plan, can be found in the "2025 Deferred Compensation Benefits" section.

EXECUTIVE SEVERANCE PLAN

In October 2025, the Committee adopted the Executive Severance Plan, effective November 1, 2025. Prior to November 2025, we were a party to change in control severance agreements with our NEOs, which provided certain severance payments and benefits if the NEO's employment was terminated in connection with a change in control. The Executive Severance Plan superseded and replaced the individual severance agreements starting November 1, 2025. The Executive Severance Plan provides severance compensation and benefits for our senior executives (including our NEOs) in connection with certain involuntary terminations of employment, whether or not in connection with a "change in control" (as defined in the Executive Severance Plan) of the Company. The adoption of this plan was the culmination of a lengthy and thorough process to review and modernize the Company's executive severance program. The Executive Severance Plan provides our NEOs with the potential for continued employment following a change in control, which helps to retain these executives and provide for management continuity in the event of an actual or threatened change in control of the Company. It also helps ensure that our executives' interests remain aligned with shareholders' interests during a time when their continued employment may be in jeopardy. For a more detailed discussion of the Executive Severance Plan, see "Termination and Change in Control Arrangements" below. Outside of the Executive Severance Plan, we do not maintain written employment or other severance agreements for U.S.-based employees.

RECOVERY OF FUNDS POLICIES

We maintain a Clawback Policy to comply with the requirements of new SEC regulations and Nasdaq listing standards. We also maintain a Supplemental Recovery of Funds Policy that works in tandem with and as a supplement to the Clawback Policy. Our Clawback Policy and the Supplemental Recovery of Funds Policy are applicable to all of our executive officers, including our NEOs.

The Clawback Policy provides for the reasonably prompt recovery (or clawback) of certain excess incentive-based compensation received during an applicable three-year recovery period by current or former executive officers in the event we are required to prepare an accounting restatement due to our material noncompliance with any financial reporting requirement under the securities laws. Triggering events include accounting restatements to correct an error in previously issued financial statements that is material to such previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. Excess incentive-based compensation for these purposes generally means the amount of incentive-based compensation received (on or after October 2, 2023) by such executive officer that exceeds the amount of incentive-based compensation that would have been received by such executive officer had it been determined based on the restated amounts, without regard to any taxes paid. Incentive-based compensation potentially subject to recovery under the mandatory accounting restatement provisions of the Clawback Policy is generally limited to any compensation granted, earned or vested based wholly or in part on the attainment of one or more financial reporting measures.

In general, we may utilize a broad range of recoupment methods under the Clawback Policy for mandatory accounting restatement clawbacks. The Clawback Policy does not condition such clawback on the fault of the executive officer, but we are not required to clawback amounts in limited circumstances where the Compensation and Executive Development Committee has made a determination that recovery would be impracticable and (1) we have already attempted to recover such amounts but the direct expense paid to a third party in an effort to enforce the Clawback Policy would exceed the amount to be recovered, (2) the recovery of amounts would violate applicable home country law, or (3) the recovery would likely cause the non-compliance of a tax-qualified retirement plan under the Internal Revenue Code of 1986, as amended, and applicable regulations. Operation of the mandatory accounting restatement provisions of the Clawback Policy is subject to a brief phase-in process during the first few years after its effectiveness. We may not indemnify any such executive officer against the loss of such recovered compensation in the event of a mandatory accounting restatement.

The Supplemental Recovery of Funds Policy in general provides for compensation recovery on terms substantially similar to the Clawback Policy, but specifically for compensation that is not covered by or subject to the Clawback Policy (for example, that pre-dates the scope or effectiveness of the Clawback Policy). The Supplemental Recovery of Funds Policy is also triggered if we are required to prepare an accounting restatement due to our material noncompliance with any financial reporting requirement under the securities laws, and applies to our current or former executive officers and their incentive-based compensation (as described above) received during an applicable three-year recovery period.

INSIDER TRADING POLICY AND ANTI-HEDGING/PLEDGING POLICY

We maintain an insider trading policy applicable to our Directors, executive officers and other employees, and have implemented processes for the Company, that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations, including Nasdaq rules, in connection with the purchase, sale, and/or other dispositions of Company securities or the securities of other companies with which we do business.

Consistent with our philosophy to encourage long-term investment in our common stock, our Directors, executive officers and certain other employees are prohibited from engaging in any speculative transactions involving our securities, including buying or selling puts or calls, or engaging in any derivative or hedging transaction that has the effect of limiting or hedging economic exposure with respect to such person's position in our securities, short sales and margin purchases. In addition, our insider trading policy prohibits future pledging of Lincoln Electric securities by our Directors, executive officers and certain other employees. There are no pledges of our common stock in place for any of our Directors or executive officers.

STOCK OWNERSHIP GUIDELINES

In keeping with our philosophy that officers should maintain an equity interest in Lincoln Electric, we have stock ownership guidelines for officers. The guidelines were reviewed in 2024 and no changes were recommended based on a review of our peer group. Under the current guidelines, our officers are required to own and hold a certain number of our common shares, currently at the levels set forth in the table below:

Executive Group	Ownership Guideline
Chairman and Chief Executive Officer ¹	5 times base salary
Executive Vice Presidents ²	3 times base salary

¹ Mr. Hedlund.

² Includes Messrs. Bruno and Whitehead and Mses. Ansberry and Edwards.

Each officer has five years to satisfy his or her applicable stock ownership guideline. An officer must satisfy the applicable stock ownership guideline before he or she is permitted to sell shares, including shares issued as a result of RSUs vesting or Performance Shares vesting (other than shares withheld to cover taxes) and shares obtained from the exercise of stock options (other than shares withheld to cover exercise cost and taxes). Unless an officer is promoted into a higher guideline level, the stock ownership guideline will reset every 5 years utilizing updated base pay and stock price information. RSU awards count towards an officer's stock ownership amount; however, common shares underlying stock options, Performance Shares and shares held in another person's name (including a relative) do not. As of December 31, 2025, all of our NEOs met the applicable stock ownership guidelines with the exception of Ms. Edwards, who was hired in 2024 and is currently considered on track to meet her ownership guideline within the 5 years.

POLICIES AND PRACTICES REGARDING THE GRANT OF STOCK OPTIONS

Under the Company's policies and practices, while the Committee does not have predetermined fixed dates upon which grants must be made, stock options (including those granted to our NEOs) are generally granted as part of annual award opportunities at a regularly scheduled Committee meeting or via a unanimous written consent executed by the Committee during January or February of each year. Such Committee meetings are generally scheduled at least one year in advance. Grants for any new hire or promoted employee who would otherwise receive a relevant grant of stock options after such February grant date in any year are generally made on an ad hoc basis, from time to time as determined by the Committee, as needed under the particular circumstances of such new hire or promotion, and at a special Committee meeting or via unanimous written consent of the Committee. All such stock options are granted under a shareholder-approved plan and with an exercise price equal to the closing market price of the Company's common shares on the date of grant.

As a general matter, the Committee does not take material nonpublic information into account when determining the timing and terms of such stock option awards. Due to the grant timing described above, grants may be made both during or outside of open trading windows. This grant timing is used to provide for a routine and regular grant practice regarding all employees' stock options, and in order to make sure that the existence (or lack thereof) of material nonpublic information is not a factor in decisions about the timing or size of stock option grants. In this sense, the Committee acts in a neutral manner with respect to the existence (or lack thereof) of material nonpublic information when making stock option grants. In 2025, stock option grants were made during a designated time period that triggered proxy statement disclosure of such grants under certain new disclosure requirements in Regulation S-K Item 402(x)(1), but the Company has not timed the disclosure of material nonpublic information for the purpose of affecting the value of executive compensation. During 2025, the Company granted stock options to NEOs on February 19, 2025, which was during the period beginning four business days before and ending one business day after the filing a Form 8-K on February 24, 2025 that disclosed material nonpublic information. Pursuant to SEC rules, we are providing the following information relating to the stock options awarded to NEOs during the designated time period.

Name (a)	Grant Date (b)	Number of Securities Underlying the Award (c)	Exercise Price of the Award (\$/Sh) (d)	Grant Date Fair Value of the Award (\$) ¹ (e)	Percentage change in the Closing Market Price of the Securities Underlying the Award between the Trading Day Ending Immediately Prior to the Disclosure of Material Nonpublic Information and the Trading Day beginning Immediately Following the Disclosure of Material Nonpublic Information (%) (f)
Steven B. Hedlund	2/19/2025	24,620	215.90	1,375,027	0.26
Gabriel Bruno	2/19/2025	7,162	215.90	399,998	0.26
Jennifer I. Ansberry	2/19/2025	3,760	215.90	209,996	0.26
Michael J. Whitehead	2/19/2025	3,021	215.90	168,723	0.26
Susan C. Edwards	2/19/2025	2,910	215.90	162,524	0.26

¹ The amounts reported in this column reflect the grant date fair value under FASB ASC Topic 718 for the stock option awards. Assumptions used in the calculations of these amounts are included in footnote 10 to our audited financial statements for the fiscal year ended December 31, 2025 included in our Annual Report on Form 10-K filed with the SEC on February 25, 2026.

DEDUCTIBILITY OF COMPENSATION

Our general philosophy has historically been to qualify future compensation for tax deductibility wherever applicable and appropriate. Although a portion of the amount we recorded as compensation to our NEOs in 2025 was non-deductible, this did not have a significant impact to our income tax position.

As part of the 2017 Tax Cuts and Jobs Act (the “Tax Reform Act”), the ability to rely on the performance-based compensation exception under Section 162(m) of the U.S. Internal Revenue Code (“Section 162(m)”) was generally eliminated, and the limitation on deductibility generally was expanded to include all NEOs (as well as certain former officers). As a result of the Tax Reform Act, after 2017 and subject to certain grandfathered provisions, we are no longer able to deduct any compensation paid to our NEOs in excess of \$1 million.

COMPENSATION COMMITTEE REPORT

The Compensation and Executive Development Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with our management and, based on this review and discussion, recommended to the Board of Directors that it be included in our Annual Report on Form 10-K for the year ended December 31, 2025 and this Proxy Statement.

By the Compensation and Executive Development Committee:



Michael F. Hilton
CHAIR



Bonnie J. Fetch



Marc A. Howze



Kathryn Jo Lincoln



Phillip J. Mason

Executive Compensation Tables

SUMMARY OF 2025 COMPENSATION ELEMENTS

		Purpose	Financial Metrics Used	When the 2025 Amount Was Set	The Period to Which the Amount Relates	Where Reported in the SCT ¹
Short-Term	Base Pay	Rewards responsibility, experience and individual performance	—	Beginning of 2025	2025	Salary column
	Annual Bonus	Rewards strong annual financial results and individual performance	EBITB ² and AOWC/Sales ²	Beginning of 2025	2025 Performance	Non-Equity Incentive Plan Compensation column
Long-Term	Stock Options	Rewards the creation of shareholder value	—	Beginning of 2025	2025 Based Award	Option Awards column
	RSUs	Rewards the creation of shareholder value and strong long-term financial results	—	Beginning of 2025	2025 Based Award	Stock Awards column
	Performance Shares	Rewards the creation of long-term growth and the efficient use of capital	Net Sales Growth and Adjusted Operating Income Margin Expansion. Total payout subject to maintaining top quartile ROIC performance ²	Beginning of 2025	2025 through 2027 Performance	Stock Awards column
Other	Employer-Provided Benefits	Includes 401(k) contributions, Restoration Plan contributions, insurance and standard expatriate benefits	—	Various	2025	All Other Compensation column
	Deferred Compensation Benefits	Includes above-market earnings in the Top Hat Plan	—	Various	For above-market earnings, shows 2025 amounts	Change in Pension Value and Nonqualified Deferred Compensation Earnings column
	Perquisites	Meets specific business needs—includes financial planning, annual physical and certain club dues	—	Various	2025	All Other Compensation column

¹ Summary Compensation Table.

² Financial metrics used for compensation purposes are defined in Appendix A.

2025 SUMMARY COMPENSATION TABLE

This table details total compensation for our NEOs for 2025, 2024 and 2023.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) ¹	Option Awards (\$) ¹	Non-Equity Incentive Plan Compensation (\$) ²	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) ³	All Other Compensation (\$) ⁴	Total (\$)
Steven B. Hedlund Chairman and Chief Executive Officer	2025	1,050,000	4,326,636	1,375,027	1,301,615	—	341,258	8,394,536
	2024	1,010,000	3,306,208	1,595,709	975,357	—	469,383	7,356,657
	2023	798,833	1,469,165	980,006	1,890,704	—	194,930	5,333,638
Gabriel Bruno Executive Vice President, Chief Financial Officer and Treasurer	2025	600,000	1,258,697	399,998	515,491	468	136,201	2,910,855
	2024	580,000	932,634	450,026	386,280	591	203,515	2,553,046
	2023	540,000	852,046	420,001	979,026	678	197,964	2,989,715
Jennifer I. Ansberry Executive Vice President, General Counsel and Secretary	2025	530,000	660,654	209,996	403,950	—	120,095	1,924,695
	2024	505,000	552,764	266,680	302,697	—	167,920	1,795,061
	2023	468,000	524,038	258,324	731,351	—	158,939	2,140,652
Michael J. Whitehead Executive Vice President, President, Americas Welding	2025	443,534	531,114	168,723	379,416	—	101,442	1,624,229
Susan C. Edwards Executive Vice President, Chief Human Resources Officer	2025	485,000	511,251	162,524	382,672	—	47,914	1,589,361

1 The amounts reported for 2025 reflect the grant date fair value under FASB ASC Topic 718 for the RSU, Performance Share and stock option awards in 2025. The grant date fair value disclosed for Performance Share awards is based on target performance. Assumptions used in the calculation of these amounts are included in footnote 10 to our audited financial statements for the fiscal year ended December 31, 2025 included in our Annual Report on Form 10-K filed with the SEC on February 25, 2026.

The amounts shown for stock awards for 2025 include RSU awards as follows: Mr. Hedlund \$1,442,212, Mr. Bruno \$419,494, Ms. Ansberry \$220,218, Mr. Whitehead \$177,038, and Ms. Edwards \$170,345. The amounts shown also include Performance Shares at target as follows: Mr. Hedlund \$2,884,424, Mr. Bruno \$839,203, Ms. Ansberry \$440,436, Mr. Whitehead \$354,076, and Ms. Edwards \$340,906.

The maximum Performance Share award amount with respect to each of the NEOs for 2025 is shown in the table below. The amounts reported reflect the grant date fair value under FASB ASC Topic 718 for the Performance Share awards based on maximum performance.

Name	Year	Maximum Payout (# of Performance Shares)	Maximum Grant Date Fair Value Payout
Steven B. Hedlund	2025	26,720	\$5,768,848
Gabriel Bruno	2025	7,774	\$1,678,406
Jennifer I. Ansberry	2025	4,080	\$880,872
Michael J. Whitehead	2025	3,280	\$708,152
Susan C. Edwards	2025	3,158	\$681,812

2 The amounts shown for 2025 represent payments under our annual bonus.

- 3 The amount shown for 2025 for Mr. Bruno represents the difference in 2025 earnings credited in the Top Hat Plan [\$468], the Moody's Corporate Bond Index fund earnings [\$16,311], and the hypothetical market rate [\$15,843]. The hypothetical market rate is specified by the SEC rules for proxy disclosure purposes and is based on 120% of the applicable federal long-term rate, compounded monthly for 2025.
- 4 The amounts shown for 2025 are comprised of the following:

2025 ALL OTHER COMPENSATION

Name	Other Benefits and Perquisites*							Total All Other Compensation (\$)
	Company Retirement Contributions (\$) ^a	Travel Insurance Premiums (\$)	Financial Planning (\$)	Physical Examination (\$)	Club Dues (\$)	Travel and Other Personal Benefits (\$) ^b	Standard Expatriate Benefits (\$) ^c	
Steven B. Hedlund	121,521	690	14,025	1,935	21,112	—	181,975	341,258
Gabriel Bruno	118,354	690	13,957	3,200	—	—	—	136,201
Jennifer I. Ansberry	99,924	690	17,295	2,186	—	—	—	120,095
Michael J. Whitehead	83,351	690	17,401	—	—	—	—	101,442
Susan C. Edwards	42,748	690	—	4,213	—	263	—	47,914

* The methodology for computing the aggregate incremental cost for the amounts is below:

- Includes amounts contributed to both the 401(k) Plan and the Restoration Plan.
- Includes the aggregate incremental cost of personal travel expenses attributable to the NEOs.
- The expatriate benefits shown relate to tax equalization benefits on trailing equity income associated with Mr. Hedlund's previous international assignment. The amount paid in Pound Sterling was converted to U.S. dollars using the spot rate of £1.33 to \$1.00 at the time the payment was made.

2025 GRANTS OF PLAN-BASED AWARDS

The following table provides information relating to plan-based awards granted in 2025 to our NEOs.

Name	Grant Type	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards ¹			Estimated Future Payouts Under Equity Incentive Plan Awards ²			All Other Stock Awards: Number of Shares of Stock or Units (#) ³	All Other Option Awards: Number of Securities Underlying Options (#) ⁴	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) ⁵
			Threshold [\$]	Target [\$]	Maximum [\$]	Threshold [#]	Target [#]	Maximum [#]				
Steven B. Hedlund	Annual Bonus	2/19/2025	0	1,464,500	2,929,000							
	Options	2/19/2025							24,620	215.90	1,375,027	
	RSUs	2/19/2025						6,680			1,442,212	
	PSUs	2/19/2025				0	13,360	26,720			2,884,424	
Gabriel Bruno	Annual Bonus	2/19/2025	0	580,000	1,160,000							
	Options	2/19/2025							7,162	215.90	399,998	
	RSUs	2/19/2025						1,943			419,494	
	PSUs	2/19/2025				0	3,887	7,774			839,203	
Jennifer I. Ansberry	Annual Bonus	2/19/2025	0	454,500	909,000							
	Options	2/19/2025							3,760	215.90	209,996	
	RSUs	2/19/2025						1,020			220,218	
	PSUs	2/19/2025				0	2,040	4,080			440,436	
Michael J. Whitehead	Annual Bonus	2/19/2025	0	391,918	783,836							
	Options	2/19/2025							3,021	215.90	168,723	
	RSUs	2/19/2025						820			177,038	
	PSUs	2/19/2025				0	1,640	3,280			354,076	
Susan C. Edwards	Annual Bonus	2/19/2025	0	430,560	861,120							
	Options	2/19/2025							2,910	215.90	162,524	
	RSUs	2/19/2025						789			170,345	
	PSUs	2/19/2025				0	1,579	3,158			340,906	

- The performance-based amounts shown represent the range of cash payouts (from zero to the maximum amount listed) for 2025 under the Annual Bonus. Payments are based on the achievement of financial and non-financial metrics and the NEO's individual performance. Target awards are set by the Committee in the first quarter each year. Actual payment amounts are determined by the Committee in the first quarter of the following year. The targets shown above are pursuant to the Annual Bonus Formula described in the CD&A (which allows for potential payouts of up to 200% of target).
- These columns show the potential number of shares of our common stock to be paid out to our NEOs under our Performance Shares (PSUs) at threshold, target and maximum performance. The measures and potential payouts are described in more detail in the CD&A. The grant date fair value, based on target performance for PSUs, is included in the "Stock Awards" column of the Summary Compensation Table. The PSUs generally vest based on performance during the applicable performance period. Dividend equivalents are sequestered by us until the shares underlying the PSUs are distributed, at which time the dividend equivalents are paid in cash. The dividend rate for dividend equivalents paid on the PSUs to the NEOs is the same as for all other shareholders (in other words, it is not preferential). Recipients of PSUs who participate in our Annual Bonus program (which includes all of the NEOs) are eligible to elect to defer all or a portion of their PSUs under our Top Hat Plan—see the "2025 Nonqualified Deferred Compensation" section for a description of this plan.

- 3 The RSUs generally vest ratably over 3 years, subject to the recipient remaining in continuous employment from the date of grant and are paid out in our common stock. Dividend equivalents are sequestered by us until the shares underlying the RSUs are distributed, at which time the dividend equivalents are paid in cash. The dividend rate for dividend equivalents paid on the RSUs to the NEOs is the same as for all other shareholders (in other words, it is not preferential). Recipients of RSUs who participate in our Annual Bonus program (which includes all of the NEOs) are eligible to elect to defer all or a portion of their RSUs under our Top Hat Plan—see the “2025 Nonqualified Deferred Compensation” section for a description of this plan.
- 4 The stock options were granted at the closing price of our common shares on the date of the grant. All stock options are non-qualified for tax purposes. We value stock options using the Black-Scholes valuation method. The stock options generally vest over a three-year period (in equal annual increments). All stock options have 10-year terms.
- 5 The amounts shown represent the fair value of the RSU awards, the stock option grants and the PSU awards (at target) calculated in accordance with FASB ASC Topic 718 as of the date of the grant. The actual amount, if any, realized upon the exercise of stock options will depend upon the market price of our common shares relative to the exercise price per share of the stock option at the time of exercise. The actual amount realized upon vesting of RSUs will depend upon the market price of our common shares at the time of vesting. The actual number and value of PSUs earned will be based upon our actual performance during the three-year long-term incentive plan cycle and the market price at time of vesting. There is no assurance that the hypothetical full values of the awards reflected in this table will actually be realized.

NARRATIVE DISCLOSURE REGARDING 2025 SUMMARY COMPENSATION TABLE AND 2025 GRANTS OF PLAN-BASED AWARD TABLE

The following highlights the salary and annual bonus percentages of total compensation reported in the 2025 Summary Compensation Table, based on the value of 2025 base salary and 2025 actual annual bonus for each of our NEOs:

Name	% of Base Salary and Annual Bonus To Total Compensation
Steven B. Hedlund	28.0%
Gabriel Bruno	38.3%
Jennifer I. Ansberry	48.5%
Michael J. Whitehead	50.7%
Susan C. Edwards	54.6%

The above percentages were based, in each case, on the value of the executive’s 2025 base salary and 2025 actual annual bonus. For information regarding the amount of salary and annual bonus compensation in proportion to total compensation, see the “Our Compensation Philosophy” section of the CD&A. Further, the grants made in 2025 to the NEOs are described more fully in the CD&A, and information about the Executive Severance Plan and the amounts payable to the NEOs pursuant to that plan is provided under the section titled “Termination and Change in Control Arrangements” in this Proxy Statement.

Holdings of Equity-Related Interests

The following provides information relating to exercisable and unexercisable stock options, RSUs and Performance Shares at December 31, 2025.

OUTSTANDING EQUITY AWARDS AT 2025 FISCAL YEAR-END

Name	Grant Date	Option Awards				Stock Awards			
		Number of Securities Underlying Unexercised Options (#) Exercisable ¹	Number of Securities Underlying Unexercised Options (#) Unexercisable ¹	Option Exercise Price (\$/sh)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) ²	Market Value of Shares or Units of Stock That Have Not Vested (\$) ³	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#) ⁴	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested (\$) ³
Steven B. Hedlund	4/24/2013	—	—	—	—	1,832	439,020	—	—
	2/19/2020	450	—	89.63	2/19/2030	—	—	—	—
	2/17/2021	13,921	—	114.27	2/17/2031	—	—	—	—
	2/16/2022	12,436	—	128.03	2/16/2032	—	—	—	—
	2/15/2023	6,922	3,463	175.97	2/15/2033	2,767	663,084	—	—
	8/1/2023	6,150	3,077	200.14	8/1/2033	2,475	593,109	—	—
	2/20/2024	8,036	16,072	246.99	2/20/2034	6,693	1,603,911	13,386	3,207,821
2/19/2025	—	24,620	215.90	2/19/2035	6,680	1,600,795	26,720	6,403,181	
Gabriel Bruno	4/24/2013	—	—	—	—	1,728	414,098	—	—
	2/17/2021	17,473	—	114.27	2/17/2031	—	—	—	—
	2/16/2022	13,869	—	128.03	2/16/2032	—	—	—	—
	2/15/2023	6,058	3,029	175.97	2/15/2033	2,421	580,168	—	—
	2/20/2024	2,266	4,533	246.99	2/20/2034	1,888	452,440	3,776	904,881
	2/19/2025	—	7,162	215.90	2/19/2035	1,943	465,621	7,774	1,862,961
Jennifer I. Ansberry	2/17/2021	10,657	—	114.27	2/17/2031	—	—	—	—
	2/16/2022	8,458	—	128.03	2/16/2032	—	—	—	—
	2/15/2023	3,726	1,863	175.97	2/15/2033	1,489	356,824	—	—
	2/20/2024	1,343	2,686	246.99	2/20/2034	1,119	268,157	2,238	536,314
	2/19/2025	—	3,760	215.90	2/19/2035	1,020	244,433	4,080	977,731
Michael J. Whitehead	2/19/2020	1,914	—	89.63	2/19/2030	—	—	—	—
	2/17/2021	3,520	—	114.27	2/17/2031	—	—	—	—
	2/16/2022	3,353	—	128.03	2/16/2032	—	—	—	—
	2/15/2023	1,442	722	175.97	2/15/2033	576	138,033	—	—
	2/20/2024	839	1,679	246.99	2/20/2034	699	167,508	1,398	335,017
	2/19/2025	—	3,021	215.90	2/19/2035	820	196,505	3,280	786,019
Susan C. Edwards	4/8/2024	717	1,434	246.54	4/8/2034	574	137,553	1,148	275,107
	2/19/2025	—	2,910	215.90	2/19/2035	789	189,076	3,158	756,783

- 1 Stock options generally vest in three equal annual installments, commencing on the first anniversary of the date of the grant.
- 2 Amounts shown in this column represent RSU awards. The RSU granted prior to 2025 awards generally vest in full three years from the date of grant. The RSU awards granted to Mr. Bruno and Mr. Hedlund in 2013 vests over seven years following each of their attainment of age 55. The RSU awards granted in 2025 general vest in three equal installments, commencing on the first anniversary of the date of grant.
- 3 The amounts shown in these columns represent the value of RSU and Performance Share awards granted pursuant to our 2006 Equity and Performance Incentive Plan, and our 2015 and 2023 Equity and Incentive Compensation Plans. Value is calculated using the close price of our common stock as of December 31, 2025 (the last trading day of 2025) of \$239.64.
- 4 The 2024 and 2025 Performance Shares are shown at maximum payout [200% of the target award]. The payout can range from 0 to 200% of the target and is based upon performance during the three-year cycle ending on December 31 of the second year following the year in which the Performance Shares were granted, as determined by the Committee. Earned Performance Shares are generally settled in shares in the early part of the following year. See the CD&A on how Performance Share payouts are determined.

2025 OPTION EXERCISES AND STOCK VESTED TABLE

The following table provides information on stock options exercised, as well as RSUs and Performance Shares that vested during 2025.

Name	Option Awards ¹		Stock Awards ²	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Steven B. Hedlund	33,441	4,557,638	8,819	2,175,193
Gabriel Bruno	13,987	1,885,226	6,325	1,628,975
Jennifer I. Ansberry	11,124	1,285,726	3,521	907,101
Michael J. Whitehead			3,614	869,111
Susan C. Edwards				

- 1 The number of shares acquired on exercise reflects the gross number of shares acquired, without considering any shares that were withheld to pay the option exercise price and/or to satisfy tax withholding requirements. The value realized on exercise represents the gross number of shares acquired on exercise multiplied by the market price of our common stock on the exercise date, less the per share exercise price.
- 2 The number of shares acquired on vesting reflects the gross number of shares acquired, without considering any shares that were withheld to satisfy tax withholding requirements. The value realized on vesting for RSUs represents the gross number of shares acquired, multiplied by the closing price of our common stock on each applicable vesting date, plus the value of dividend equivalents. The value realized on vesting for Performance Shares represents the gross number of shares acquired, relative to the 2023-2025 performance cycle that was considered earned as of December 31, 2025 but paid out in March 2026, multiplied by the closing price of our common stock on such date, plus the value of dividend equivalents. Amounts are not reduced to reflect any elections by our NEOs to defer receipt of Performance Shares award payouts into our Top Hat Plan: Mr. Hedlund, 3,182 Performance Shares and \$27,206 in dividend equivalents deferred and for Mr. Bruno, 2,784 Performance Shares and \$23,803 in dividend equivalents deferred. For more information about this deferral program, see the CD&A in the "Overview of Benefits" section.

2025 DEFERRED COMPENSATION BENEFITS

We maintain two nonqualified deferred compensation plans in which our NEOs are eligible to participate.

Deferred Compensation Plan (Top Hat Plan)

Our Amended and Restated 2005 Deferred Compensation Plan for Executives (Top Hat Plan) is designed to be a "top-hat" plan that complies with Section 409A of the Internal Revenue Code. Participation is limited to management and highly compensated employees as approved by the Committee. A summary of the Top Hat Plan is provided in the CD&A in the "Other Arrangements, Policies and Practices" section.

Restoration Plan

Our Restoration Plan is designed to provide deferred compensation for eligible employees whose annual compensation is expected to be in excess of the Internal Revenue Code limit on compensation (Code Limit) applicable to the 401(k) Plan. A summary of the Restoration Plan is provided in the CD&A in the "Other Arrangements, Policies and Practices" section.

2025 NONQUALIFIED DEFERRED COMPENSATION TABLE

The following table reflects any NEO contributions and Company contributions for 2025 to our nonqualified deferred compensation plans.

Name	Plan Name	Executive Contributions in Last Fiscal Year (\$)	Registrant Contributions in Last Fiscal Year (\$) ¹	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last Fiscal Year-End (\$) ²
Steven B. Hedlund	Top Hat Plan	—	—	12,308	—	81,190
	Restoration Plan	—	100,521	133,986	—	900,532
Gabriel Bruno	Top Hat Plan	—	1,044,447 ³	1,094,549 ⁴	—	5,308,940 ⁵
	Restoration Plan	—	76,354	133,924	—	1,069,333
Jennifer I. Ansberry	Top Hat Plan	—	—	—	—	—
	Restoration Plan	—	57,924	158,661	—	1,037,198
Michael J. Whitehead	Top Hat Plan	—	—	—	—	—
	Restoration Plan	—	41,350	72,242	—	519,961
Susan C. Edwards	Top Hat Plan	—	—	—	—	—
	Restoration Plan	—	21,748	1,292	—	23,040

- 1 Amounts reported with respect to the Restoration Plan are included in compensation for 2025 in the "All Other Compensation" column of the Summary Compensation Table above and are described in its footnotes.
- 2 The portions of the amount reported that relate to deferral contributions in prior years have all been reported in the Summary Compensation Table in those years to the extent the individual was a NEO for those years.
- 3 Represents 5,018 Performance Shares and \$39,291 in cash attributable to dividend equivalents that vested during 2025 and were deferred into the Top Hat Plan.
- 4 Of the amount reported, \$468 is included as compensation for 2025 in the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column of the Summary Compensation Table and is described in its footnotes.
- 5 Includes 20,780 Performance Shares that vested historically and were deferred into the Top Hat Plan.

Termination and Change in Control Arrangements

The Key Compensation Programs table below highlights the standard benefits and payments available to NEOs in the event of a termination of employment and/or a change in control. The Termination and Change in Control Table below reflects the estimated additional amounts of compensation each NEO would receive in the event of a termination of employment and/or a change in control. Termination events include: a voluntary termination by the executive without “good reason”; normal (qualifying) retirement of the executive; an involuntary, not-for-cause termination by Lincoln Electric; a for-cause termination by Lincoln Electric; a termination in connection with a change in control; and a termination due to death or disability. In addition, estimated additional compensation amounts are shown in the event of a change in control without termination of employment. The amounts shown assume that each event occurred on December 31, 2025, the last business day of the calendar year.

TERMINATION OF EMPLOYMENT PRIOR TO ADOPTION OF EXECUTIVE SEVERANCE PLAN

Historically (including for most of 2025), we have not maintained any written agreements or arrangements that provide additional payments to an NEO in the event of a voluntary termination of employment with Lincoln Electric or a termination of employment initiated by Lincoln Electric (whether for cause or not), where such terminations occur outside of the context of a change in control of Lincoln Electric. We do not have employment agreements with our NEOs. Further, during 2025, we had only change in control severance agreements with our NEOs. As a result, prior to November 2025, pursuant to our standard employment policies, and upon termination of employment (not in connection with a change in control of Lincoln Electric), an NEO would have been entitled to receive the same benefits and payments that are generally available to salaried employees:

- Earned but unpaid base pay, up to the date of termination;
- Earned and unused paid time off, up to the date of termination;
- Vested amounts held in the executive’s account under our 401(k) Plan;
- Amounts held in the executive’s account under our Top Hat Plan (based on the executive’s election); and
- Amounts held in the executive’s account under our Restoration Plan.

EXECUTIVE SEVERANCE PLAN TERMINATION OF EMPLOYMENT

In October 2025, our Compensation and Executive Development Committee adopted the Executive Severance Plan effective as of November 1, 2025. The Executive Severance Plan provides severance compensation and benefits for our senior executives (including our NEOs) in connection with certain involuntary terminations of employment, whether or not in connection with a “change in control” (as defined in the Executive Severance Plan) of the Company.

Pursuant to the Executive Severance Plan, if an NEO’s employment is terminated by us without “cause” (as defined in the Executive Severance Plan) or by the NEO for “good reason” (as defined in the Executive Severance Plan) prior to a change in control (a “Pre-CIC Termination”), we will make severance payments and provide certain benefits as indicated in the “Involuntary Termination/Termination without Cause or for Good Reason” column of the Key Compensation Programs table below.

The following events in general would constitute a change in control under the Executive Severance Plan:

- Any individual, entity or group is or becomes the beneficial owner of 30% or more of the combined voting power of the then-outstanding voting stock of Lincoln Electric;
- A majority of the Board ceases to be comprised of incumbent Directors;
- Certain reorganizations, mergers or consolidations, or the sale or other disposition of all or substantially all of the assets of Lincoln Electric, or certain other corporate transactions are consummated; or
- Approval by the shareholders of a complete liquidation or dissolution of Lincoln Electric.

Prior to November 2025, we were a party to change in control severance agreements with our NEOs, which provided certain severance payments and benefits if the NEO's employment was terminated in connection with a change in control. The Executive Severance Plan superseded and replaced the individual severance agreements starting November 1, 2025.

Pursuant to the Executive Severance Plan, if the NEO's employment is terminated by us without cause or by the NEO for good reason within 24 months after a change in control (a "Post-CIC Termination"), we will make severance payments and provide certain benefits as indicated in the "Change in Control (with Termination)" column of the Key Compensation Programs table below. In addition, if a NEO's employment is terminated by us without cause, after the commencement of any discussion with any third party that results in a change in control within 12 months after such termination (an "Anticipatory Termination"), then the payments or benefits provided to the NEO for the Pre-CIC Termination (as described in the Key Compensation Programs table below) will cease and in general, the Company will provide additional severance payments and benefits to the NEO generally up to the amounts payable for a Post-CIC Termination (as described in the Key Compensation Programs table below).

In addition, pursuant to the Executive Severance Plan, if the NEO is employed by us or our subsidiary as of immediately prior to the change in control, we will make the payments indicated in the "Change in Control (No Termination)" column of the Key Compensation Programs table below.

If the payments or benefits payable under the Executive Severance Plan would be subject to the excise tax imposed under Section 4999 of the Internal Revenue Code of 1986, as amended, then those payments or benefits may be reduced in a manner to provide the best "net after-tax" result for the affected NEO.

Our NEOs are required to execute a restrictive covenants agreement and an effective release of claims in order to receive such benefits for a Pre-CIC Termination, Post-CIC Termination or Anticipatory Termination.

KEY COMPENSATION PROGRAMS AS OF DECEMBER 31, 2025

	Voluntary Termination/ Termination with Cause	Involuntary Termination/ Termination without Cause or for Good Reason ¹	Normal Retirement ²	Change in Control (with Termination) ³	Change in Control (No Termination)	Death or Disability
Severance	None	Cash severance equal to base pay times (i) two for the CEO and (ii) one for the other NEOs, paid over (a) 24 months for the CEO and (b) 12 months for the other NEOs	None	Lump-sum payment equal to the sum of base pay and bonus as described in the Executive Severance Plan times (i) three for the CEO and (ii) two for other NEOs, paid in a lump sum	None	None
Annual Bonus	Forfeited	Any unearned but unpaid annual bonus payment for the year prior to the termination date year, calculated based on actual performance Pro-rata portion of annual bonus payment for termination date year, calculated based on actual performance for the full year	Pro-rata portion of annual bonus payment for retirement year, calculated based on actual performance for the full year	Any unearned but unpaid annual bonus payment for the year prior to the termination date year, calculated based on actual performance Pro-rata portion of annual bonus payment for termination date year, calculated based on greater of target or actual performance for the full year	Any unearned but unpaid annual bonus payment for the year prior to the termination date year, calculated based on actual performance Pro-rata portion of annual bonus payment for termination date year, calculated based on greater of target or actual performance through the date the change in control occurred	Pro-rata portion of annual bonus payment for the termination date year, calculated based on actual performance for the full year
Long-Term Incentive Plan (Performance Shares)	Forfeited	Forfeited	Full vesting of Performance Shares, based on actual performance	Accelerated vesting of Performance Shares at target (or the greater of target or actual for awards granted since 2024), if replacement award provided and subsequent qualifying termination	No accelerated vesting if replacement award provided and continued employment Accelerated vesting of Performance Shares granted prior to the change in control at target (or the greater of target or actual for awards granted since 2024), if no replacement award provided	Accelerated vesting of Performance Shares at target

	Voluntary Termination/ Termination with Cause	Involuntary Termination/ Termination without Cause or for Good Reason¹	Normal Retirement²	Change in Control (with Termination)³	Change in Control (No Termination)	Death or Disability
Stock Options	Unvested stock options forfeited Entitled to exercise vested stock options for a period of three months after termination ^{4,5}	Unvested stock options forfeited Entitled to exercise vested stock options for a period of three months after termination ^{4,5}	Accelerated vesting of any unvested stock options with right to exercise such vested options for the remaining period of the original 10-year term ⁵	Accelerated vesting of unvested stock options, if replacement award provided and subsequent qualifying termination Entitled to exercise vested stock options for the remaining period of the original 10-year term ⁵	No accelerated vesting if replacement award provided and continued employment Accelerated vesting of unvested stock options granted prior to change in control, if no replacement award provided	Accelerated vesting of unvested stock options Entitled to exercise stock options for a period of three years after death or disability ^{4,5}
RSUs	Forfeited	Forfeited	Accelerated vesting of RSU awards	Accelerated vesting of RSU awards, if replacement award provided and subsequent qualifying termination	No accelerated vesting if replacement award provided and continued employment Accelerated vesting of RSU awards granted prior to change in control, if no replacement award provided	Accelerated vesting of RSU awards
Outplacement	None	None	None	Outplacement services up to the end of the second year after the termination date, capped at \$30,000	None	None
280G Treatment	N/A	N/A	N/A	⁶	N/A	N/A
Other	Continuing medical and/or dental coverage under COBRA, for which the executive would pay 102% of the applicable premium	Lump sum payment equal to the cost of continuing medical coverage under COBRA for NEO and covered family members, for a period of (i) 18 months for CEO and (ii) 12 months for other NEOs	Continuing medical and/or dental coverage under COBRA, for which the executive would pay 102% of the applicable premium	Lump sum payment equal to cost of continuing medical coverage under COBRA for NEO and covered family members, for a period of 18 months	⁷	Continuing medical and/or dental coverage with 102% of the premium paid by the executive (or his or her surviving dependents)

- 1 Provisions applicable in the event of a Pre-CIC Termination under the Executive Severance Plan.
- 2 Subject to any 409A deferred payment requirements. For purposes of the Annual Bonus, Normal Retirement is defined as termination at or after age 60 and 5 years of service or at or after age 55 and 25 years of service. For purposes of Performance Shares, stock options and RSUs, commencing with awards granted in 2021, Normal Retirement is defined as termination at or after age 60 and 5 years of service or at or after age 55 and 15 years of service.
- 3 Provision applicable in the event of a Post-CIC Termination or Anticipatory Termination under the Executive Severance Plan.
- 4 After which time the vested stock options would expire.
- 5 Vested stock options canceled if the executive is terminated for cause or the executive engaged in competitive conduct within six months of termination.
- 6 Severance payments reduced to the 280G (excess parachute payment) safe harbor limit, unless the executive would achieve a better after-tax result paying the excise tax imposed on excess parachute payments. No payment, net of taxes, to compensate for any excise tax imposed.
- 7 Amounts and/or shares (from vested RSUs or Performance Shares) held in executives' accounts under the Top Hat Plan automatically paid out.

TERMINATION AND CHANGE IN CONTROL TABLE

The following table sets forth estimates of the potential incremental payments to each of our NEOs upon the specified termination events and upon a change in control, both with and without a qualified termination, assuming that each such event took place on the last business day of 2025.

The table does not quantify benefits under plans that are generally available to salaried employees that do not discriminate in favor of NEOs, including the 401(k) Plan, the health care plan and the life insurance plan.

The LTIP (Performance Shares) amounts include amounts for the 2024-2026 and 2025-2027 cycles, represented by the target amounts for the two cycles that were open as of the last business day of 2025. There is no amount included for either the 2025 Annual Bonus or the 2023-2025 cycle because both such awards were deemed to have been earned as of the last business day of the year.

The following table assumes, in the event of a change in control, replacement awards are provided pursuant to the 2015 and 2023 Equity and Incentive Compensation Plan's respective Stock Option Agreement, Restricted Stock Unit Agreement, and Performance Share Agreement ("Agreements"). Pursuant to the Agreements, if the respective equity awards are not replaced, all outstanding equity awards will accelerate as of the closing date of the change in control. In the event of a change in control where no replacement awards are provided, the accelerated equity values are consistent with the accelerated equity values under Change in Control (Replacement Awards; Qualified Termination).

In addition, the table includes all equity that is accelerated as a result of termination but does not include the value of outstanding equity awards that have previously vested, such as stock options, which awards are set forth above in the Outstanding Equity Awards at December 31, 2025 table. For descriptions of the compensation plans and agreements that provide for the payments set forth in the following table, including our change in control agreements, see the "Elements of Executive Compensation" discussion contained in the CD&A.

Under the normal retirement scenario, the retirement definition is either at or after age 60 and 5 years of service or at or after age 55 and 15 years of service, and, as of December 31, 2025, two NEOs were eligible for normal retirement under the equity awards. The Annual Bonus has a retirement definition of either at or after age 55 and 25 years of service or at or after age 60 and 5 years of service, under which two NEOs were eligible for normal retirement as of December 31, 2025. There are no amounts included in the retirement scenario below for the Annual Bonus as (due to calculation on the last business day of the year) it was deemed and assumed to have been fully earned. The amounts shown for the Performance Shares assumes performance at target, although actual payout upon retirement would be based on actual performance determined in the normal course.

	Steven B. Hedlund	Gabriel Bruno	Jennifer I. Ansberry	Michael J. Whitehead	Susan C. Edwards
Involuntary Termination/Termination without Cause or for Good Reason before Normal Retirement:	\$ 2,100,000	\$ 600,000	\$ 530,000	\$ 450,000	\$ 485,000
Severance	\$ 2,100,000	\$ 600,000	\$ 530,000	\$ 450,000	\$ 485,000
Annual Bonus	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Normal Retirement:	\$ 10,631,655	\$ 3,658,923	Not Eligible	Not Eligible	Not Eligible
Performance Shares—Accelerated Vesting	\$ 4,805,501	\$ 1,383,921	N/A	N/A	N/A
Stock Options—Accelerated Vesting	\$ 926,371	\$ 362,881	N/A	N/A	N/A
RSUs—Accelerated Vesting	\$ 4,899,783	\$ 1,912,121	N/A	N/A	N/A
	Steven B. Hedlund	Gabriel Bruno	Jennifer I. Ansberry	Michael J. Whitehead	Susan C. Edwards
Change in Control (Replacement Awards; Qualified Termination):	\$ 15,599,471	\$ 6,254,229	\$ 3,958,364	\$ 2,910,209	\$ 2,772,778
Severance	\$ 7,543,500	\$ 2,565,306	\$ 2,094,048	\$ 1,700,000	\$ 1,831,120
Annual Bonus	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Performance Shares—Accelerated Vesting	\$ 4,805,501	\$ 1,383,921	\$ 757,023	\$ 560,518	\$ 515,945
Stock Options—Accelerated Vesting	\$ 926,371	\$ 362,881	\$ 207,879	\$ 117,645	\$ 69,084
RSUs—Accelerated Vesting	\$ 4,899,783	\$ 1,912,121	\$ 869,414	\$ 502,046	\$ 326,629
Outplacement Estimate	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000	\$ 30,000
280G Cutback	\$ (2,605,684)	\$ 0	\$ 0	\$ 0	\$ 0
Change in Control (Replacement Awards; No Termination):	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Annual Bonus	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Performance Shares—Accelerated Vesting	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Stock Options—Accelerated Vesting	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
RSUs—Accelerated Vesting	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Death or Disability:	\$ 10,631,655	\$ 3,658,923	\$ 1,834,316	\$ 1,180,209	\$ 911,658
Performance Shares—Accelerated Vesting	\$ 4,805,501	\$ 1,383,921	\$ 757,023	\$ 560,518	\$ 515,945
Stock Options—Accelerated Vesting	\$ 926,371	\$ 362,881	\$ 207,879	\$ 117,645	\$ 69,084
RSUs—Accelerated Vesting	\$ 4,899,783	\$ 1,912,121	\$ 869,414	\$ 502,046	\$ 326,629

CEO Pay Ratio

For 2025, we estimate that the ratio of the annual total compensation of our CEO \$8,394,536 (which is the same amount reported for Mr. Hedlund in the 2025 Summary Compensation Table) to the annual total compensation of our median employee \$56,679 is 148:1. We note that, due to our permitted use of reasonable estimates and assumptions in preparing this pay ratio disclosure, the disclosure may involve a degree of imprecision, and thus this ratio disclosure is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K using the data and assumptions described below.

In accordance with Item 402(u) of Regulation S-K, in calculating our CEO pay ratio for 2025, we believe there has been no change in our employee population or employee compensation arrangements that would result in a significant change to our pay ratio disclosure. As a result, we have used the same median employee for determining the 2025 CEO pay ratio as we used to calculate the CEO pay ratio for 2024 and 2023.

In 2023, we determined our median employee based on total cash and equity compensation paid to our active employees as of October 1, 2023 for the period beginning on January 1, 2023. We included all full time, part time, seasonal and temporary employees, whether employed domestically or overseas and whether employed directly or by a consolidated subsidiary. Compensation for employees hired during 2023 was annualized for all employees other than temporary or seasonal employees (and full-time equivalencies were not created).

Annual total compensation for the median employee for 2025 was calculated using the same methodology used for our NEOs as set forth in the 2025 Summary Compensation Table. Of the employees that were identified as potential median employees, we selected an employee based in the U.S. that was representative of the largest portion of our workforce. Given the different methodologies that various public companies will use to determine an estimate of their pay ratio, the estimated ratio reported above should not be used as a basis for comparison between companies.

Pay Versus Performance

In accordance with Securities and Exchange Commission rules, we provide the following disclosure regarding executive compensation for our principal executive officer (“PEO”) and non-PEO named executive officers (“non-PEO NEOs”) and certain measures of Company performance for the fiscal years listed below. The Committee did not consider the pay versus performance disclosure below in making its pay decisions for any of the years shown.

PAY VERSUS PERFORMANCE DISCLOSURE TABLE

Year	Summary Compensation Table (SCT) Total for PEO 1 ¹ (\$)	SCT Total for PEO 2 ¹ (\$)	Compensation Actually Paid to PEO 1 ^{1,2,3} (\$)	Compensation Actually Paid to PEO 2 ^{1,2,3} (\$)	Average SCT Total for Non-PEO NEOs ¹ (\$)	Average Compensation Actually Paid to Non-PEO NEOs ^{1,2,3} (\$)	Value of Initial Fixed \$100 Investment Based on: ⁴		Net Income (\$ Millions)	ROIC for Compensation Purposes ⁵
							Company TSR (\$)	Peer Group TSR (\$)		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)
2025	—	8,394,536	—	10,726,993	2,012,285	2,590,847	222	155	521	20.3%
2024	—	7,356,657	—	4,980,729	3,236,767	1,923,445	171	144	466	18.8%
2023	10,609,670	—	27,971,976	—	3,085,776	5,933,007	196	126	545	22.6%
2022	10,096,478	—	14,415,143	—	2,496,792	3,176,483	128	108	472	28.1%
2021	9,213,820	—	17,818,888	—	1,978,086	3,241,658	122	125	276	21.5%

1 Steven Hedlund was our PEO for 2024 through 2025 (“PEO 2”). Christopher Mapes was our PEO for 2021 through 2023 (“PEO 1”). The individuals comprising the non-PEO NEOs for each year presented are listed below.

2025	2024	2023	2022	2021
Gabriel Bruno	Gabriel Bruno	Gabriel Bruno	Gabriel Bruno	Gabriel Bruno
Jennifer Ansberry	Christopher L. Mapes	Steven Hedlund	Steven Hedlund	Steven Hedlund
Michael Whitehead	Jennifer Ansberry	Jennifer Ansberry	Jennifer Ansberry	Jennifer Ansberry
Susan Edwards	Michele Kuhrt	Michele Kuhrt	Michele Kuhrt	Michele Kuhrt

- 2 The amounts shown for Compensation Actually Paid have been calculated in accordance with Item 402(v) of Regulation S-K and may not necessarily reflect compensation actually earned, realized, or received by the Company’s PEOs and non-PEO NEOs. These amounts reflect the Summary Compensation Table Total column with certain adjustments. For 2025, these adjustments are as described in footnote 3 below. Please note that, while similar adjustment information was provided in previous proxy statements for previous years, under applicable SEC guidance, repeating such adjustment information is not required in this Proxy Statement because in our view it is not material to our shareholders’ understanding of the information reported in the table above for 2025 or the related disclosures provided below.
- 3 Compensation Actually Paid for 2025 [the most recent year included in the table above] reflects the exclusions and inclusions of certain amounts for the PEO and the non-PEO NEOs as set forth below. Equity values are calculated in accordance with FASB ASC Topic 718. Amounts in the Exclusion of Stock Awards and Option Awards column are the totals from the Stock Awards and Option Awards columns set forth in the Summary Compensation Table. Amounts in the Exclusion of Change in Pension Value column reflect the amounts attributable to the Change in Pension Value reported in the Summary Compensation Table.

Year	Summary Compensation Table Total for PEO 2 (\$)	Exclusion of Change in Pension Value (\$)	Exclusion of Stock Awards and Option Awards (\$)	Inclusion of Pension Service Cost (\$)	Inclusion of Equity Values (\$)	Compensation Actually Paid to PEO 2 (\$)
2025	8,394,536	—	(5,701,663)	—	8,034,120	10,726,993

Year	Average Summary Compensation Table Total for Non-PEO NEOs (\$)	Exclusion of Change in Pension Value (\$)	Exclusion of Stock Awards and Option Awards (\$)	Inclusion of Pension Service Cost (\$)	Inclusion of Equity Values (\$)	Average Compensation Actually Paid to Non-PEO NEOs (\$)
2025	2,012,285	—	(975,739)	—	1,554,301	2,590,847

The amounts in the Inclusion of Equity Values in the tables above are derived from the amounts set forth in the following tables:

Year	Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for PEO 2 (\$)	Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards Granted in Prior Years for PEO 2 (\$)	Vesting Date Fair Value of Equity Awards Granted During Year that Vested During Year for PEO 2 (\$)	Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards Granted in Prior Years that Vested During Year for PEO 2 (\$)	Fair Value at Last Day of Prior Year of Equity Awards Forfeited During Year for PEO 2 (\$)	Total—Inclusion of Equity Values for PEO 2 (\$)
2025	5,732,297	1,787,230	—	514,593	—	8,034,120

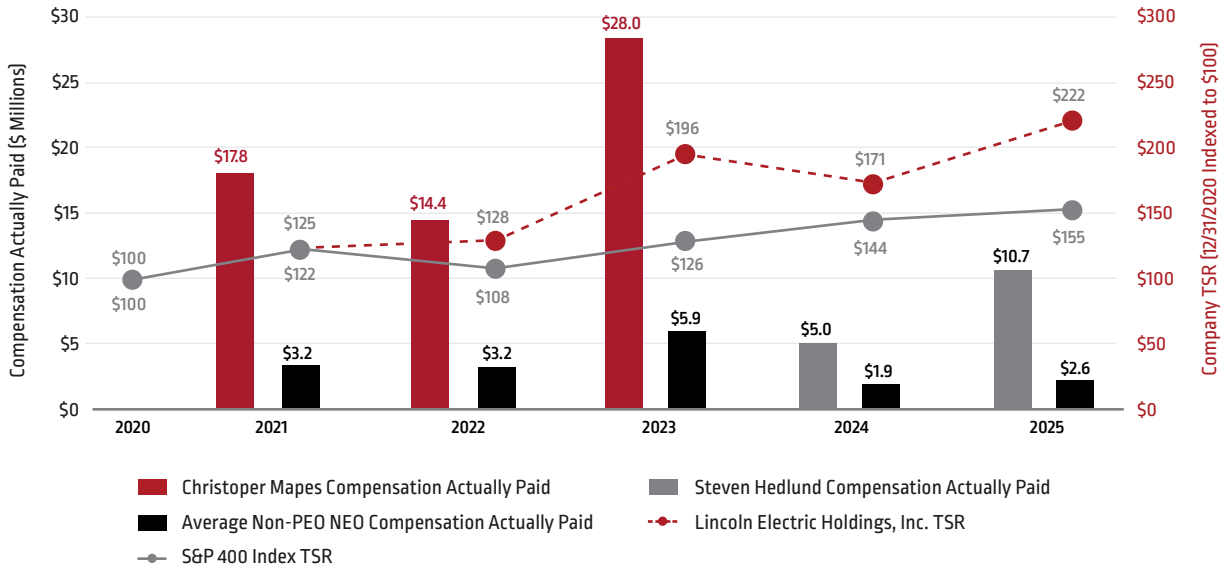
Year	Average Year-End Fair Value of Equity Awards Granted During Year That Remained Unvested as of Last Day of Year for Non-PEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Last Day of Year of Unvested Equity Awards Granted in Prior Years for Non-PEO NEOs (\$)	Average Vesting Date Fair Value of Equity Awards Granted During Year that Vested During Year for Non-PEO NEOs (\$)	Average Change in Fair Value from Last Day of Prior Year to Vesting Date of Unvested Equity Awards Granted in Prior Years that Vested During Year for Non-PEO NEOs (\$)	Average Fair Value at Last Day of Prior Year of Equity Awards Forfeited During Year for Non-PEO NEOs (\$)	Total—Average Inclusion of Equity Values for Non-PEO NEOs (\$)
2025	980,972	374,004	—	199,325	—	1,554,301

- The Peer Group Total Shareholder Return ("TSR") set forth in this table utilizes the S&P 400 Index, which we also utilize in the stock performance graph required by Item 201(e) of Regulation S-K included in our Annual Report for the year ended December 31, 2025. The comparison assumes \$100 was invested for the period starting December 31, 2020, through the end of the listed year in the Company and in the S&P 400 Index, respectively. Historical stock performance is not necessarily indicative of future stock performance.
- We determined Return on Invested Capital ("ROIC") for Compensation Purposes to be the most important financial performance measure used to link Company performance to Compensation Actually Paid to our PEO and non-PEO NEOs in 2025. More information on ROIC for Compensation Purposes can be found in Appendix A.

RELATIONSHIP BETWEEN PEO AND NON-PEO NEO COMPENSATION ACTUALLY PAID AND COMPANY AND PEER GROUP TOTAL SHAREHOLDER RETURN (“TSR”)

The following chart sets forth the relationship between Compensation Actually Paid to our PEOs, the average of Compensation Actually Paid to our non-PEO NEOs, the Company’s cumulative TSR over the five most recently completed fiscal years, and the cumulative TSR of the S&P 400 Index over the same period assuming initial investment of \$100 on December 31, 2020.

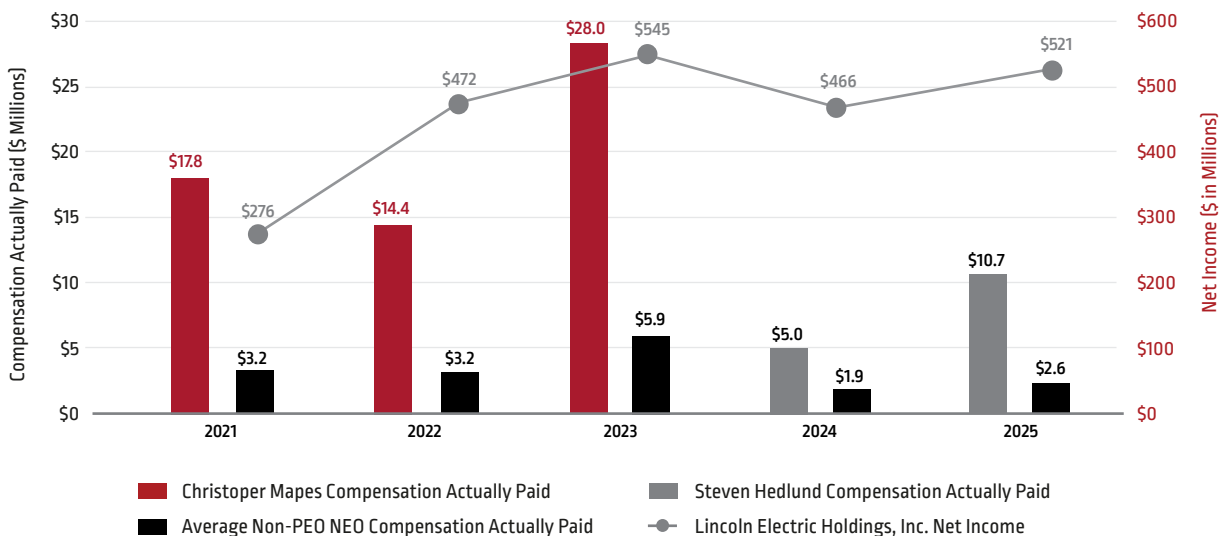
PEO AND AVERAGE NON-PEO NEO COMPENSATION ACTUALLY PAID VERSUS COMPANY TSR



RELATIONSHIP BETWEEN PEO AND NON-PEO NEO COMPENSATION ACTUALLY PAID AND COMPANY NET INCOME

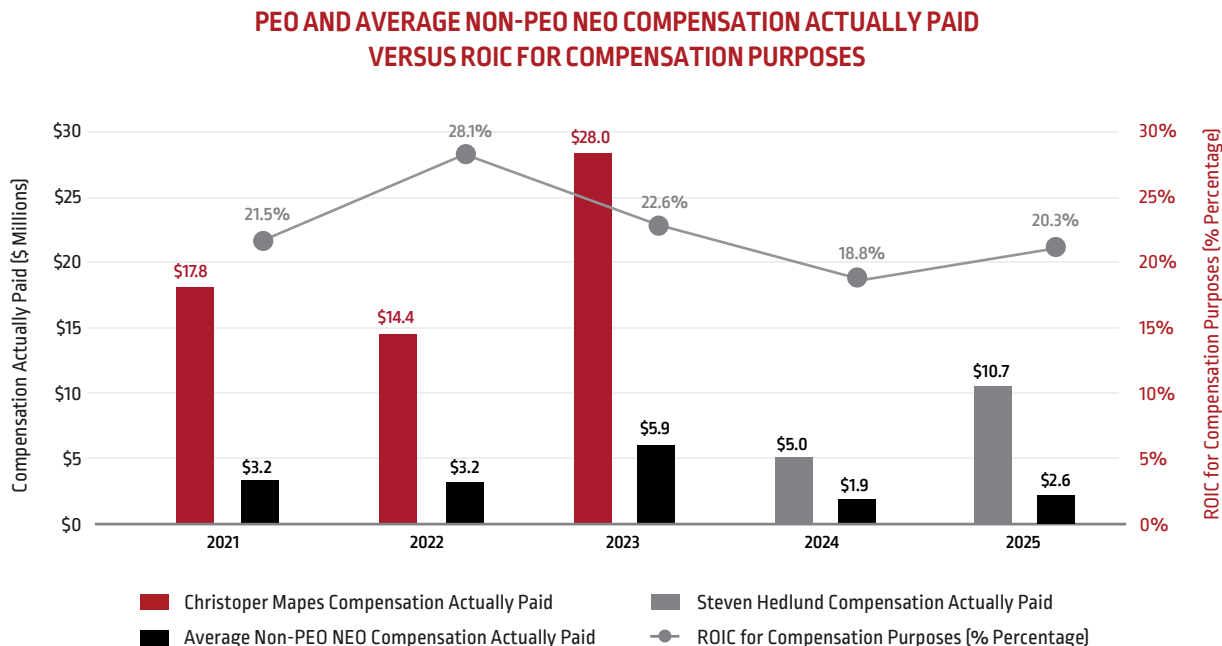
The following chart sets forth the relationship between Compensation Actually Paid to our PEOs, the average of Compensation Actually Paid to our non-PEO NEOs, and our GAAP Net income during the five most recently completed fiscal years.

PEO AND AVERAGE NON-PEO NEO COMPENSATION ACTUALLY PAID VERSUS NET INCOME



RELATIONSHIP BETWEEN PEO AND NON-PEO NEO COMPENSATION ACTUALLY PAID AND COMPANY ROIC FOR COMPENSATION PURPOSES

The following chart sets forth the relationship between Compensation Actually Paid to our PEOs, the average of Compensation Actually Paid to our non-PEO NEOs, and Company ROIC for Compensation Purposes (annual results) during the five most recently completed fiscal years.



TABULAR LIST OF MOST IMPORTANT FINANCIAL PERFORMANCE MEASURES

The following table presents the financial performance measures that the Company considers to have been the most important in linking Compensation Actually Paid to our PEO and our Non-PEO NEOs for 2025 to Company performance. The measures in this table are not ranked.

Return on Invested Capital (ROIC) for Compensation Purposes
Adjusted earnings before interest, taxes and bonus (EBITB)
Net Sales
Average operating working capital to net sales ratio (AOWC/Sales) for Compensation Purposes
Adjusted Operating Income Margin
Adjusted Net Income for Compensation Purposes

Security Ownership of Management

The following table sets forth certain information regarding ownership of shares of common stock of Lincoln Electric as of December 31, 2025 (except as otherwise indicated) by each of our Directors and NEOs, as well as our Directors and executive officers as a group. Except as otherwise indicated, voting and investment power with respect to shares reported in this table are not shared with others.

RSUs and Performance Shares are generally not reflected in the table as there is no ability to acquire the shares attributable to them within 60 days of December 31, 2025. In addition, any vested RSUs and Performance Shares that are deferred into the Top Hat Plan or the Non-Employee Directors' Deferred Compensation Plan are generally not reflected in the table as there is no ability to acquire the shares attributable to them within 60 days of December 31, 2025. The table includes shares that would be received upon the vesting of RSUs within 60 days of December 31, 2025.

BENEFICIAL OWNERSHIP TABLE

	Number of Shares of Lincoln Electric Common Stock Beneficially Owned ¹	Percent of Class
Directors		
Brian D. Chambers	1,498 ²	*
Curtis E. Espeland	18,165	*
N. Joy Falotico	— ³	*
Bonnie J. Fetch	741 ²	*
Patrick P. Goris	609 ²	*
Michael F. Hilton	6,294 ²	*
Marc A. Howze	741 ²	*
Kathryn Jo Lincoln	641,367 ^{2,4}	1.17%
Phillip J. Mason	8,545 ⁵	*
Ben P. Patel	— ²	*
NEOs		
Steven B. Hedlund	107,508 ⁶	*
Gabriel Bruno	51,007 ⁷	*
Jennifer I. Ansberry	46,017 ⁸	*
Michael J. Whitehead	21,567 ⁹	*
Susan C. Edwards	1,950 ¹⁰	*
All Directors and Executive Officers as a group 17 persons	923,515¹¹	1.678%

* Indicates less than 1%

- 1 Reported in compliance with the beneficial ownership rules of the SEC, under which a person is deemed to be the beneficial owner of a security, for these purposes, if he or she has, or shares, voting power or investment power over the security or has the right to acquire the security within 60 days of December 31, 2025. With respect to the NEOs and executive officers, the amounts reported do not include any Performance Shares that vested and paid out in March 2026, as the number of Performance Shares to be received by each executive officer was unknown within 60 days of December 31, 2025.
- 2 The following Directors had amounts deferred under the Non-Employee Directors' Deferred Compensation Plan which is not reflected in the table above: Mr. Chambers 1,908 shares; Ms. Fetch 1,021 shares; Mr. Goris 7,622 shares; Mr. Hilton 6,641 shares; Mr. Howze 864 shares; Ms. Lincoln 7,622 shares; Dr. Patel 7,622 shares.
- 3 Ms. Falotico was elected to the Board on February 19, 2025. In connection with Ms. Falotico's election, she received an initial grant of 578 RSUs that will vest on the first anniversary of the date of grant.
- 4 Of the shares reported, 26,203 shares were held of record by a trust established by Ms. Lincoln, under which she has sole investment and voting power. The remaining 615,164 shares were held of record by The Lincoln Institute of Land Policy, of which Ms. Lincoln is the Chair. Ms. Lincoln has shared voting and shared investment power on these 615,614 shares and she disclaims beneficial ownership.
- 5 The amount reported does not include 12,005 shares which were held of record by Mr. Mason's spouse in the Paula J. Mason Trust, as to which shares Mr. Mason disclaims beneficial ownership.
- 6 Of the shares reported, Mr. Hedlund held 37,884 shares of record, 2,465 shares of which are held in the 401(k) Plan. Mr. Hedlund has or had the right to acquire 2,003 shares upon the vesting of RSUs within 60 days of December 31, 2025. Mr. Hedlund has or had the right to acquire 67,621 shares upon the exercise of stock options within 60 days of December 31, 2025.
- 7 Of the shares reported, Mr. Bruno held of record 591 shares, of which 277 shares are held jointly with spouse. Mr. Bruno has or had the right to acquire 3,068 shares upon the vesting of RSUs within 60 days of December 31, 2025. Mr. Bruno has or had the right to acquire 47,348 shares upon the exercise of stock options within 60 days of December 31, 2025. Mr. Bruno had 20,780 Performance Shares deferred under the Top Hat Plan which are not reflected in the above table.
- 8 Of the shares reported, Ms. Ansberry held of record 15,545 shares, 20 shares of which are held jointly with her spouse. Ms. Ansberry has the right to acquire 1,829 shares upon the vesting of RSUs within 60 days of December 31, 2025. Ms. Ansberry has or had the right to acquire 28,643 shares upon the exercise of stock options within 60 days of December 31, 2025.
- 9 Of the shares reported, Mr. Whitehead held 7,082 shares of record. Mr. Whitehead has the right to acquire 849 shares upon the vesting of RSUs within 60 days of December 31, 2025. Mr. Whitehead has or had the right to acquire 13,636 shares upon the exercise of stock options within 60 days of December 31, 2025.
- 10 Of the shares reported, Ms. Edwards has the right to acquire 263 shares upon the vesting of RSUs within 60 days of December 31, 2025. Ms. Edwards has or had the right to acquire 1,687 shares upon the exercise of stock options within 60 days of December 31, 2025.
- 11 Includes 9,296 shares that are RSUs held by all executive officers, as a group, that vest within 60 days of December 31, 2025 and 170,891 shares which all executive officers, as a group, have or had the right to acquire upon the exercise of stock options within 60 days of December 31, 2025.

In addition to the above management holdings, as of December 31, 2025, the 401(k) Plan held 702,603 shares of our common stock, or approximately 1.28% of the shares of our common stock outstanding.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information regarding outstanding Stock Options, RSUs and Performance Shares and shares reserved for issuance under our equity compensation plans as of December 31, 2025:

Plan category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) ¹	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b) ²	Number of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected In Column (a)) (c) ³
Equity compensation plans approved by security holders	1,048,112	\$150.63	1,825,205
Equity compensation plans not approved by security holders ⁴	—	—	—
Total	1,048,112	—	1,825,205

- 1 The amount shown in column (a) includes the following: 621,683 Nonqualified Stock Options; 111,088 deferred RSUs and deferred Performance Shares; 147,132 Performance Shares (assuming payout levels at maximum-as a result, this aggregate reported number may overstate actual dilution); and 168,209 RSUs.
- 2 The weighted average exercise price in column (b) includes nonqualified stock options only.
- 3 The amount shown in column (c) represents common shares remaining available under the 2023 Equity and Incentive Compensation Plan ("Employee Plan") and the 2023 Stock Plan for Non-Employee Directors ("Director Plan"). The Employee Plan provides for the granting of options, appreciation rights, restricted shares, RSUs and performance-based awards. The Director Plan provides for the granting of options, restricted shares and RSUs. Under the Employee Plan, one common share is subtracted from the maximum number of common shares available under the Employee Plan for every common share granted. The amount in the table assumes payout levels at maximum for Performance Shares. Under the Director Plan only one common share is subtracted from the maximum number of common shares available for every common share granted.
- 4 The Company does not maintain equity compensation plans that have not been approved by its shareholders.

Security Ownership of Certain Beneficial Owners

Set forth below is information about the number of shares held by any person (including any “group” as that term is used in Section 13(d)(3) of the Exchange Act) known to us to be an owner of more than 5% of the shares of our common stock as of December 31, 2025.

Name and Address of Beneficial Owner	Number of Shares and Nature of Beneficial Ownership	Percent of Class
The Vanguard Group 100 Vanguard Boulevard Malvern, Pennsylvania 19355	5,723,843 ¹	10.44%
BlackRock, Inc. 50 Hudson Yards New York, New York 10001	5,334,191 ²	9.73%

- 1 According to its Schedule 13G/A filed on March 11, 2024, The Vanguard Group has sole voting power over 0 shares, shared voting power over 24,319 shares, sole dispositive power over 5,645,484 shares and shared dispositive power over 78,359 shares as of February 29, 2024. In its Schedule 13G/A filing, The Vanguard Group states that the shares of our common stock reported in the filing were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.
- 2 According to its Schedule 13G/A filed on January 24, 2024, BlackRock, Inc. has sole voting power over 5,223,316 shares and sole dispositive power over 5,334,191 shares, as of December 31, 2023. In its Schedule 13G/A filing, BlackRock states that the securities referred to in the filing were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Compensation Committee Interlocks and Insider Participation

During 2025, each of Messrs. Hilton, Howze and Mason and Meses. Fetch, Lincoln, and Ms. Walker (prior to her retirement) served on the Compensation and Executive Development Committee. No Compensation and Executive Development Committee member was an employee of Lincoln Electric or any of its subsidiaries, and there were no reportable business relationships between Lincoln Electric and the Compensation and Executive Development Committee members. None of our executive officers serves as a member of the board of directors or compensation committee of any entity that has one or more of its executive officers serving as a member of our Compensation and Executive Development Committee. In addition, none of our executive officers serves as a member of the compensation committee of any entity that has one or more of its executive officers serving as a member of our Board.

Annual Meeting Proposals

**PROPOSAL
01**

Election of Director Nominees



✓ **THE BOARD RECOMMENDS A VOTE FOR ALL DIRECTOR NOMINEES.**

ELECTION OF 10 DIRECTOR NOMINEES TO OUR BOARD OF DIRECTORS TO SERVE UNTIL THE 2027 ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND QUALIFIED

Our Nominating and Corporate Governance Committee and our Board of Directors have determined that each of the Director Nominees possesses the right skills, qualifications and experience to effectively oversee Lincoln Electric's long-term business strategy.

See "Proposal 1—Election of Director Nominees" beginning on page 18 of this Proxy Statement for additional information.

PROPOSAL 02

Ratification of the Appointment of the Independent Registered Public Accounting Firm



Our Board of Directors recommends that shareholders vote “FOR” the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2026.

✓ THE BOARD RECOMMENDS A VOTE FOR THIS PROPOSAL.

Fees for professional services provided by Ernst & Young LLP as our independent auditors in each of the last two fiscal years, in each of the following categories are:

	2025	2024
Audit Fees	\$3,072,000	\$2,872,000
Audit-Related Fees	—	—
Tax Fees	—	7,000
All Other Fees	—	—
Total Fees	\$3,072,000	\$2,879,000

Audit Fees include fees associated with the annual integrated audit of the financial statements and internal control over financial reporting in 2025 and 2024, the reviews of our quarterly reports on Form 10-Q, certain statutory audits required for our international subsidiaries and services provided in connection with regulatory filings with the SEC. Tax Fees for 2024 include tax compliance, transfer pricing and tax advisory services.

AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee has established a policy regarding pre-approval of all audit and non-audit services performed by our independent auditors, including the scope of and fees for such services. Generally, requests for audit, audit-related and tax services, each as defined in the policy, must be presented for approval prior to the performance of such services, to the extent known at that time. For 2025, the Audit Committee has resolved that four specific categories of services, namely audit services, audit-related services, tax advisory services, and tax compliance services, are permissible without itemized pre-approval in an amount not to exceed for each service:

Pre-Approval Amount	Services
\$3,100,000	Audit, and Audit-Related services for acquisitions, new accounting pronouncements and other international statutory requirements
\$100,000	Tax Advisory and Tax Compliance services

Itemized detail of all such services performed is subsequently provided to the Audit Committee. In addition, our independent auditors are prohibited from providing certain services described in the policy as prohibited services. All of the fees included in Audit Fees, Audit-Related Fees and Tax Fees shown above were pre-approved by the Audit Committee (or included in the pre-approved fee limits, as applicable, for certain services as detailed above).

Generally, requests for independent auditor services are submitted to the Audit Committee by our Executive Vice President, CFO and Treasurer (or other member of our senior financial management) and our independent auditors for consideration at the Audit Committee's regularly scheduled meetings. Requests for additional services in the categories mentioned above may be approved at subsequent Audit Committee meetings to the extent that none of such services is performed prior to its approval (unless such services are included in the categories of services that fall within the dollar limits detailed above). The Chair of the Audit Committee is also delegated the authority to approve independent auditor services requests under certain dollar thresholds provided that the pre-approval is reported at the next meeting of the Audit Committee. All requests for independent auditor services must include a description of the services to be provided and the fees for such services.

Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting, will have an opportunity to make a statement if they so desire and are expected to be available to respond to appropriate shareholder questions. Although ratification of the appointment of the independent auditors is not required by law, the Audit Committee and the Board believe that shareholders should be given the opportunity to express their views on the subject. While not binding on the Audit Committee or the Board, the failure of the shareholders to ratify the appointment of Ernst & Young LLP as our independent auditors would be considered by the Board in determining whether or not to continue the engagement of Ernst & Young LLP. Ultimately, the Audit Committee retains full discretion and will make all determinations with respect to the appointment of independent auditors, whether or not our shareholders ratify the appointment.

MAJORITY VOTE NEEDED

Ratification requires the affirmative vote of the majority of the shares of our common stock present or represented and entitled to vote on the matter at the Annual Meeting. Unless otherwise directed, shares represented by proxy will be voted FOR ratification of the appointment of Ernst & Young LLP. Abstentions will have the same effect as a vote "against" the proposal.



THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

PROPOSAL 03

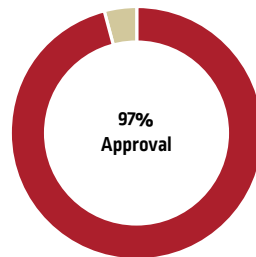
Approval, on an Advisory Basis, of NEO Compensation



✓ THE BOARD RECOMMENDS A VOTE **FOR** THIS PROPOSAL.

Our Board recommends that shareholders vote “FOR” the approval, on an advisory basis, of the compensation of our NEOs.

Say-on-Pay Vote at 2025 Annual Meeting



97%

of shareholders who voted on the “say-on-pay” proposal voted **FOR** the approval of the compensation of our NEOs.

The Compensation and Executive Development Committee believes that the historically positive say-on-pay shareholder votes reinforce the philosophy and objectives of our executive compensation program. We conduct annual say-on-pay votes. Our next say-on-pay vote will be held at the 2027 Annual Meeting.

Our compensation philosophy is to pay for performance, a philosophy that has been rooted in our history and tradition for over 130 years. Our compensation program consists of elements designed to complement one another and focus on both short-term and long-term performance. The Compensation and Executive Development Committee regularly reviews peer group data and best practices and trends related to executive compensation to help ensure that our programs are properly aligned with our business strategy and philosophy, as well as promote shareholder value. The Committee receives advice from independent consultants. In addition to the information provided earlier in the CD&A section, we believe shareholders should consider the following in determining whether to approve this proposal:

OUR CULTURE AND PERFORMANCE

To maintain a performance-driven culture, we:

- Expect our executives to deliver above-market financial results;
- Take action when needed to address specific business challenges; and
- We have a long track record of delivering increased value to our shareholders.

PAY FOR PERFORMANCE

In designing our executive compensation programs, a core philosophy is that our executives should be rewarded when they deliver financial results that provide value to our shareholders. Therefore, we have established a program that ties executive compensation to superior financial performance.

We have a balanced pay mix between short-term and long-term incentives:

- **Base Salaries.** Base salaries for our NEOs are generally targeted at the 50th percentile of benchmark data (at market median). For 2025, the average base salary increase for the NEOs, excluding Mr. Whitehead, was 4.0%. Mr. Whitehead's increase was 7.9%, which included the progression of pay within the competitive benchmark, and an additional 9.8% for his promotion into the role of SVP, Americas Welding.
- **Annual Bonus Awards Are Aligned with Our Performance and Contain a Balanced Mix of Metrics.** The total cash compensation for our NEOs, which includes base pay and the annual bonus, is targeted at the 50th percentile of benchmark data (at market median). The annual bonus is based on a balance of metrics—both financial, Non-financial and personal—with the financial components based on EBITB and AOWC/ Sales for Compensation Purposes and with a mix of consolidated and, if applicable, business unit performance. For 2025, annual bonus payments for the NEOs, increased 45%.
- **Performance Share Payouts Were Above Target.** For the 2023-2025 performance cycle, the Performance Shares paid out above target, as a result of the maximum performance level for ROIC for Compensation Purposes and the above target performance level for Adjusted Net Income for Compensation Purposes.
- **Long-Term Incentives Are Aligned with the Interests of Our Shareholders.** We believe that incentives should be based on factors that deliver long-term sustainability for Lincoln Electric. Therefore, the NEOs receive three types of long-term incentives. The three components are: (1) stock options, (2) RSUs and (3) Performance Shares. Total awards are targeted at the 50th percentile of benchmark data (at market median).

GOOD GOVERNANCE PRACTICES

In addition to our emphasis on pay for performance, we design our programs to be current with best practices and good corporate governance. We also consider the risks associated with any particular program, design or compensation decision. We believe these assessments result in sustained, long-term shareholder value. Some of the governance practices include:

- Officers Are Subject to Stock Ownership Guidelines
- Compensation and Executive Development Committee Receives Regular Updates
- Compensation and Executive Development Committee Retains Independent Advisors
- No Compensation Consultant Conflicts of Interest
- No Multi-Year Guarantees on Compensation
- No Dividends Paid on Unvested RSUs or Performance Shares
- Compliant Clawback Policy
- Double-Trigger Provisions for Change in Control
- No Tax Gross-Ups
- No Hedging or Pledging of Lincoln Electric Stock by Officers
- Limited Perquisites

As illustrated above, the Compensation and Executive Development Committee has and will continue to take action to structure our executive compensation program in a manner that is performance-based, current with best practices and good corporate governance and aimed at sustaining long-term shareholder value. The Board believes that the executive compensation disclosed in the CD&A section, tabular disclosures (including the 2025 Summary Compensation Table) and other narrative disclosures in this Proxy Statement aligns with our peer group pay practices and compensation philosophy.

As required under the Dodd-Frank Wall Street Reform and Consumer Protection Act and Section 14A of the Exchange Act, we are asking you to cast an advisory (non-binding) vote to approve the following resolution at the Annual Meeting:

RESOLVED, that the compensation awarded to our NEOs, as disclosed pursuant to Item 402 of Regulation S-K in the Compensation Discussion and Analysis and the tabular disclosure (together with the accompanying narrative disclosure) in this Proxy Statement, as required by the rules of the Securities and Exchange Commission, is hereby approved on an advisory basis.

YOUR VOTE MATTERS TO US

As an advisory vote, this proposal is not binding on us. However, the Compensation and Executive Development Committee, which is responsible for designing and administering our executive compensation programs, values the opinions expressed by shareholders in their vote on this proposal and expects to consider the outcome of the vote when making future compensation decisions for NEOs.

MAJORITY VOTE NEEDED

A favorable vote of a majority of the shares of our common stock present or represented by proxy and entitled to vote on the matter is necessary for approval of the proposal. Abstentions will have the same effect as a vote “against” the proposal and broker non-votes will not be counted for determining whether the proposal is approved.



THE BOARD OF DIRECTORS RECOMMENDS A VOTE, “FOR” APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Audit Committee Report

The Audit Committee consists solely of independent Directors within the meaning of the Nasdaq listing standards. The Audit Committee oversees our financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal control over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management the audited financial statements in the Annual Report, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements.

The Audit Committee discussed with the independent auditors, who are responsible for expressing an opinion on the conformity of those audited financial statements with U.S. generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of our accounting principles and such other matters as are required to be discussed with the Audit Committee by the applicable requirements of the Public Company Accounting Oversight Board (the “PCAOB”) and the SEC. In addition, the Audit Committee has received the written disclosures and letter from the independent auditors required by the PCAOB regarding the independent auditors’ communications with the Audit Committee concerning independence and has discussed with the independent auditors their independence as required by PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*.

The Audit Committee discussed with our internal and independent auditors the overall scope and plan for their respective audits. The Audit Committee met with the internal and independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of our internal controls, and the overall quality of our financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board approved) that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2025 for filing with the SEC. The Audit Committee and the Board have also recommended the selection of Ernst & Young LLP as our independent auditors for the year ending December 31, 2026 and the ratification thereof by the shareholders.

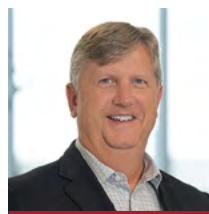
By the Audit Committee:



Patrick P. Goris
CHAIR



Brian D. Chambers



Curtis E. Espeland



N. Joy Falotico



Ben P. Patel

FAQS

WHO IS SOLICITING PROXIES AND WHY? WHO IS PAYING FOR THE COST OF THIS PROXY SOLICITATION?

The Board solicits the proxy, and the Company pays the solicitation cost. Certain officers and employees may also solicit proxies, but do not receive compensation for these activities. We also reimburse custodians, nominees and fiduciaries for reasonable expenses incurred to forward and obtain proxy materials from beneficial holders.

HOW DO WE DISTRIBUTE PROXY MATERIALS TO SHAREHOLDERS SHARING THE SAME ADDRESS?

We use “householding” rules to deliver only one set of voting materials (Annual Report and Proxy Statement) to shareholders who share the same address, unless we receive contrary instructions from one or more shareholders at that address. Each shareholder receives a separate proxy card. We will promptly deliver a separate set of proxy materials upon request.

HOW DO I REVOKE MY CONSENT TO THE HOUSEHOLDING PROGRAM?

To revoke your consent to householding, please contact Broadridge Investor Communications Solutions, Inc. either by calling (866) 540-7095 or by writing to Broadridge, Household Department, 51 Mercedes Way, Edgewood, New York 11717.

HOW DO I OBTAIN A SEPARATE OR SINGLE SET OF PROXY MATERIALS AT NO COST?

Send a written notice to the Corporate Secretary at Lincoln Electric Holdings, Inc., 22801 St. Clair Avenue, Cleveland, Ohio 44117-1199, or call +1 (216) 481-8100.

WHO MAY VOTE AT THE ANNUAL MEETING?

Record holders as of the close of business on February 27, 2026 (the record date) are entitled to vote at the Annual Meeting. As of the record date, 54,823,762 shares of our common stock were outstanding and each share is entitled to one vote per proposal brought before the Annual Meeting.

WHAT IS REQUIRED FOR THERE TO BE A QUORUM AT THE ANNUAL MEETING?

Holders of at least a majority of the shares of our common stock issued and outstanding on the record date (February 27, 2026) must be present, in person or by proxy, to constitute a quorum.

HOW DO I ATTEND AND PARTICIPATE IN THE ANNUAL MEETING?

Any shareholder of record as of the record date (February 27, 2026) can attend the Annual Meeting online at www.virtualshareholdermeeting.com/LECO2026. The webcast will start at 11:00 a.m. ET on April 17, 2026. Shareholders may submit pre-meeting questions online by visiting www.proxyvote.com. Questions must be submitted by Friday, April 10, 2026 at 5:00 p.m. ET. You will need your 16-digit control number that is printed on your proxy card or on the instructions that accompanied your proxy materials to access the meeting. Instructions on how to attend the Annual Meeting are posted at www.virtualshareholdermeeting.com/LECO2026. We encourage you to access the meeting prior to the start time to allow ample time to complete the online check-in process.

If you encounter any technical difficulties accessing the virtual meeting during check-in or throughout the meeting time, please call the technical support number that will be posted on the Virtual Shareholder Meeting log in page.

WHY IS THE ANNUAL MEETING A VIRTUAL, ONLINE MEETING?

We believe that hosting a virtual meeting will facilitate shareholder attendance and participation by enabling shareholders to participate from any location around the world and improves our ability to communicate more effectively with our shareholders. We have designed the virtual meeting to provide substantially the same opportunities to participate as you would have at an in-person meeting. We are providing opportunities for shareholders to submit questions prior to the meeting to enable us to address appropriate questions at the Annual Meeting.

WHAT IS THE DIFFERENCE BETWEEN HOLDING SHARES AS A REGISTERED SHAREHOLDER OR AS A BENEFICIAL HOLDER?

- **Registered Shareholders:** If your shares are directly registered in your name with our transfer agent/registrar, you are considered the registered shareholder, or shareholder of record. Proxy materials will be sent directly to you and you may vote during the Annual Meeting at www.virtualshareholdermeeting.com/LECO2026, or by telephone, by internet or by mail in the envelope provided.
- **Beneficial Holders:** You are a beneficial holder if your shares are held indirectly in a brokerage account, by a trustee, or by another nominee. These entities are considered the shareholder of record and the shares are considered held in “street name.” Proxy materials are sent to the entity, and they forward a voting instruction card to you, the beneficial holder. As a beneficial holder, you have the right to direct the entity on how to vote your shares and you may also attend the Annual Meeting. Since you are not the shareholder of record, you may not vote during the Annual Meeting unless you obtain a legal proxy from the entity that holds your shares. Please refer to the information your broker, trustee or nominee provided to see what voting options are available to you. If you have not heard from your broker, trustee or nominee, please contact them.

WHAT SHARES ARE INCLUDED ON THE PROXY CARD?

Shareholder type:	Registered Shareholder & participant in The Lincoln Electric Company Employee Savings Plan (401(k) Plan)	Beneficial Holder with shares held by a broker, trustee or nominee	Both a Registered Shareholder and a Beneficial Holder of shares
Shares included on the proxy card:	All shares registered in your name will be represented (including 401(k) plan shares). Note: If you do not have identical names on your accounts, we cannot consolidate your share information.	You will receive a voting instruction card from your broker, trustee or nominee instructing you on how to cast your vote.	You will receive a proxy card from us and a voting instruction card from your broker, trustee or nominee instructing you on how to cast your vote.

WHAT IS A BROKER NON-VOTE, AND WHAT EFFECT DOES IT HAVE?

A broker non-vote occurs when a broker or other nominee does not receive voting instructions from the beneficial holder and is then unable to vote the shares. **If you hold your shares beneficially through a broker, trustee or nominee, you must communicate your voting instructions to them to have your shares voted.** Please note that your nominee cannot vote on your behalf on the election of Directors (Proposal 1), or the approval, on an advisory basis, of NEO compensation (Proposal 3), unless you provide specific voting instructions to them by following the instructions provided to you. Certain brokers may require your voting instructions for all proposals, including Proposal 2, and will not vote on your behalf unless you provide specific voting instructions.

Broker non-votes, as well as abstentions, will be counted to determine whether a quorum is present at the Annual Meeting. Broker non-votes will not be counted when determining votes for a particular proposal (i.e., it will not be considered a vote “cast”).

HOW DO I VOTE AT THE ANNUAL MEETING?

REGISTERED SHAREHOLDERS

Vote during the Annual Meeting at www.virtualshareholdermeeting.com/LECO2026 or by proxy in any one of four ways outlined in the Proxy Summary section of this Proxy Statement.

PARTICIPANTS IN THE 401(K) PLAN

The 401(k) Plan's independent Trustee, Fidelity Management Trust Company, will vote your 401(k) Plan shares according to your voting directions, which you can provide by internet, telephone or mail. As 401(k) Plan shares are held in a qualified plan, you are not able to vote 401(k) Plan shares during the Annual Meeting. If you do not vote, the Trustee will not vote your plan shares.

BENEFICIAL HOLDERS

If your shares are held by a bank, broker, trustee or some other nominee (in street name), that entity will give you separate voting instructions.

WHAT HAPPENS IF I SIGN, DATE AND RETURN MY PROXY BUT DO NOT SPECIFY HOW I WANT MY SHARES VOTED ON THE PROPOSALS?

Registered Shareholders: Your shares will be voted **FOR Proposal 1** (the election of all of the Director nominees), **FOR Proposal 2** (the ratification of the appointment of our independent registered public accounting firm), and **FOR Proposal 3** (the approval, on an advisory basis, of the compensation of our NEOs).

Beneficial Holders: Your nominee cannot vote your uninstructed shares on non-routine matters such as Proposal 1 (election of Directors), or Proposal 3 (approval, on an advisory basis, of NEO compensation). Your nominee can vote your uninstructed shares on routine matters such as Proposal 2 (ratification of the appointment of our independent registered public accounting firm). Notwithstanding the foregoing, certain brokers may require your voting instructions for all proposals, including Proposal 2, and will not vote on your behalf unless you provide specific voting instructions.

MAY I REVOKE MY PROXY OR CHANGE MY VOTE?

Registered Shareholders: Yes, you may change or revoke your proxy prior to the closing of the polls in any one of the following FOUR ways:

1. Send a written notice to our Corporate Secretary stating that you want to revoke your proxy prior to the voting cut-off dates;
2. Mail a completed and signed proxy card with a later date, but prior to the cut-off dates prior to the Annual Meeting (which will automatically revoke the earlier proxy);
3. Vote by telephone or internet at a later date, but prior to the cut-off dates prior to the Annual Meeting (which will automatically revoke the earlier proxy); or
4. Vote during the Annual Meeting at www.virtualshareholdermeeting.com/LECO2026. Because 401(k) plan shares are held in a qualified plan, you are not able to revoke or change your vote on 401(k) plan shares at the Annual Meeting.

Beneficial Holders: Check with your broker, trustee or nominee to determine how to change your vote.

WHO COUNTS THE VOTES?

Broadridge Financial Solutions, Inc. is the independent agent who receives and tabulates the votes. They are also our inspector of elections at the Annual Meeting.

MAY I RECEIVE FUTURE SHAREHOLDER COMMUNICATIONS OVER THE INTERNET?

Registered Shareholders: Yes. Please mark the appropriate box on your proxy card, or follow the prompts if voting by telephone or internet.

Beneficial Holders: Refer to the information provided by your broker, trustee or nominee on how to select future shareholder communications by internet.

WHEN ARE SHAREHOLDER PROPOSALS DUE TO BE CONSIDERED FOR INCLUSION IN NEXT YEAR'S ANNUAL MEETING IN 2027?

In order to have a shareholder proposal included in our proxy materials for the 2027 Annual Meeting, a shareholder proposal must be received in writing by the Corporate Secretary at Lincoln Electric Holdings, Inc., 22801 St. Clair Avenue, Cleveland, Ohio 44117-1199 on or before November 19, 2026.

If shareholders want to present proposals at our 2027 Annual Meeting that are not included in Lincoln Electric's proxy materials, they must comply with the requirements in our Amended and Restated Code of Regulations. These include providing a written notice containing certain information, and such notice must be received no earlier than December 18, 2026 and no later than January 17, 2027. If the Board of Directors chooses to present any information submitted after the applicable deadlines at the 2027 Annual Meeting, then the persons named in proxies solicited by the Board for the 2027 Annual Meeting may exercise discretionary voting power with respect to such information.

MAY I SUBMIT A NOMINATION FOR DIRECTOR?

Yes. To submit a Director nomination, a shareholder must send a written notice to the Corporate Secretary at Lincoln Electric Holdings, Inc., 22801 St. Clair Avenue, Cleveland, Ohio 44117-1199. The notice must include information required by our Amended and Restated Code of Regulations, including, among other things, information about the shareholder and the person he or she intends to nominate, as well as a representation that the shareholder intends to solicit proxies in support of nominees other than the nominees of the Board. For the 2027 Annual Meeting, nominations must be received in the Corporate Secretary's Office no earlier than December 18, 2026 and no later than January 17, 2027.

For the 2026 Annual Meeting, Director nominations must have been received by the Corporate Secretary's Office no earlier than December 25, 2025 and no later than the close of business on January 24, 2026.

HOW DO I CONTACT LINCOLN ELECTRIC?

FOR GENERAL INFORMATION:	TO CONTACT THE DIRECTORS:
Lincoln Electric Holdings, Inc. 22801 St. Clair Avenue Cleveland, Ohio 44117-1199 Attention: Amanda Butler, Vice President, Investor Relations & Communications	Lincoln Electric Holdings, Inc. 22801 St. Clair Avenue Cleveland, Ohio 44117-1199 Attention: Corporate Secretary Please name any specific intended Board recipient(s) in the communication. Prior to forwarding any correspondence, the Corporate Secretary will review the correspondence and, at his or her discretion, may not forward certain items if they are deemed of a frivolous nature or otherwise inappropriate for the Board's consideration. In such cases, some of that correspondence may be forwarded elsewhere within Lincoln Electric for review and possible response.



PLEASE VISIT OUR WEBSITE AT WWW.LINCOLNELECTRIC.COM FOR CURRENT DEVELOPMENTS AT LINCOLN ELECTRIC. THE INFORMATION ON OUR WEBSITE IS NOT INCORPORATED BY REFERENCE INTO THIS PROXY STATEMENT OR ANY OF OUR PERIODIC REPORTS.

Appendix A—Definitions and Non-GAAP Financial Measures

The discussion of our results in the CD&A and other sections of this Proxy Statement includes reference to our EBIT, EBITB, Adjusted net income, Adjusted diluted earnings per share, Adjusted EBIT, Adjusted operating income, Adjusted operating income margin, Adjusted operating income margin expansion, Net sales growth, Adjusted effective tax rate, Adjusted Return on Invested Capital (Adjusted ROIC), Average Operating Working Capital to Sales (AOWC/Sales), Total Shareholder Return (TSR), Organic Sales, Cash Conversion and Free Cash Flow (FCF) performance. Some of these metrics are considered Non-GAAP financial measures, as management uses various GAAP and non-GAAP financial measures in assessing and evaluating our underlying operating performance. Non-GAAP financial measures exclude the impact of special items on our reported financial results. Non-GAAP financial measures should be read in conjunction with the generally accepted accounting principles in the United States (“GAAP”), as non-GAAP measures are a supplement to, and not a replacement for, GAAP financial measures. The following defines the financial and non-GAAP financial measures discussed in the CD&A and other sections of this Proxy Statement. Certain reclassifications have been made to prior year financial statements and financial measures to conform to current year classifications.

ADJUSTED DILUTED EARNINGS PER SHARE

Adjusted Diluted Earnings Per Share is defined as reported Diluted Earnings Per Share excluding certain disclosed special items.

ADJUSTED EBIT

Adjusted EBIT is defined as reported EBIT excluding certain disclosed special items.

ADJUSTED EFFECTIVE TAX RATE

Adjusted Effective Tax Rate is defined as reported Effective Tax Rate excluding the tax effect of certain disclosed special items.

ADJUSTED NET INCOME

Adjusted Net Income is defined as reported Net Income excluding certain disclosed special items.

ADJUSTED NET INCOME FOR COMPENSATION PURPOSES

Adjusted Net Income for Compensation Purposes is defined as reported Net Income excluding certain disclosed special items and other adjustments as approved by the Compensation and Executive Development Committee.

ADJUSTED OPERATING INCOME

Adjusted Operating Income is defined as reported Operating Income excluding certain disclosed special items.

ADJUSTED OPERATING INCOME MARGIN

Adjusted Operating Income Margin is defined as Adjusted Operating Income divided by Net sales.

ADJUSTED OPERATING INCOME MARGIN EXPANSION

Adjusted Operating Income Margin Expansion is defined as the change in Adjusted Operating Income between two periods divided by the change in Net sales between the same two periods.

ADJUSTED RETURN ON INVESTED CAPITAL (ADJUSTED ROIC)

Adjusted ROIC is defined as rolling 12 months of Adjusted net income excluding tax-effected interest income and expense divided by invested capital.

AVERAGE OPERATING WORKING CAPITAL TO SALES (AOWC/SALES)

Average operating working capital to Net Sales (AOWC/Sales) is defined as the sum of Accounts receivable, Inventories and contract assets less Trade accounts payable and contract liabilities as of a period end divided by annualized rolling three months of Net sales.

AVERAGE OPERATING WORKING CAPITAL TO SALES FOR COMPENSATION PURPOSES (AOWC/SALES FOR COMPENSATION PURPOSES)

Average operating working capital to Net Sales for Compensation Purposes (AOWC/Sales for Compensation Purposes) is defined as the sum of Accounts receivable, Inventories (excluding LIFO inventory reserves) and contract assets less Trade accounts payable and contract liabilities as of a period end divided by annualized rolling three months of Net sales.

CASH CONVERSION

Cash Conversion is defined as Free Cash Flow divided by Adjusted Net Income.

EBIT

EBIT is an amount equal to earnings before interest and tax defined as operating income plus Other income (expense).

EBITB

EBITB is an amount equal to earnings before interest, tax and bonus, calculated at budgeted exchange rates and adjusted for special items as determined by management. The adjustments for special items include such items as rationalization charges, certain asset impairment charges, the gains and losses on certain transactions including the disposal of assets and the results of businesses acquired during the year. Adjusted Operating Income is a representative measure of EBITB.

FREE CASH FLOW (FCF)

Free Cash Flow is defined as Net cash provided by operating activities less Capital expenditures.

NET SALES GROWTH

Net Sales Growth is defined as a year over year increase in Net Sales, which is revenue net of returns, discounts and allowances.

ORGANIC SALES

Organic Sales is defined as sales excluding the effects of foreign currency and acquisitions.

RETURN ON INVESTED CAPITAL (ROIC)

Return on invested capital (ROIC) is defined as rolling 12 months of Net income excluding tax-effected interest income and expense divided by invested capital.

RETURN ON INVESTED CAPITAL (ROIC) FOR COMPENSATION PURPOSES

ROIC for Compensation Purposes is calculated by an independent third-party and is adjusted for certain transactions as approved by the Compensation and Executive Development Committee.

TOTAL SHAREHOLDER RETURN (TSR)

TSR is an amount equal to the net stock price change for our common stock plus the reinvestment of dividends paid over the prescribed period of time.

ADJUSTED OPERATING INCOME

The following table presents a reconciliation of Operating income as reported to Adjusted operating income for the years ended December 31, 2023 to 2025:

(\$ in thousands)	Year Ended December 31,		
	2025	2024	2023
Operating income (as reported)	\$718,059	\$636,462	\$717,849
Special items (pre-tax):			
Rationalization and asset impairment net charges	18,199	55,860	(11,314)
Acquisition transaction costs	2,739	7,042	0
Amortization of step up in value of acquired inventories	3,964	5,026	12,252
Adjusted operating income	\$742,961	\$704,390	\$718,787
Adjusted operating income margin	17.6%	17.6%	17.1%

ADJUSTED NET INCOME AND ADJUSTED DILUTED EARNINGS PER SHARE

The following table presents reconciliations of Net income and Diluted earnings per share as reported to Adjusted net income and Adjusted diluted earnings per share for the years ended December 31, 2023 to 2025:

(\$ in thousands except per share amounts)	Year Ended December 31,		
	2025	2024	2023
Net income (as reported)	\$520,533	\$466,108	\$545,248
Special items:			
Rationalization and asset impairment net charges	18,199	55,860	(11,314)
Pension settlement net charges	719	3,792	845
Acquisition transaction costs	2,739	7,042	0
Amortization of step up in value of acquired inventories	3,964	5,026	12,252
Loss (gain) on asset disposal	—	4,950	(1,646)
Tax effect of Special items	5,177	(11,513)	2,537
Adjusted net income	\$551,331	\$531,265	\$547,922
Diluted earnings per share (as reported)	\$ 9.32	\$ 8.15	\$ 9.37
Special items per share	0.55	1.14	0.04
Adjusted diluted earnings per share	\$ 9.87	\$ 9.29	\$ 9.41

RETURN ON INVESTED CAPITAL (ROIC)

The following table presents calculations of Reported and Adjusted ROIC for the years ended December 31, 2023 to 2025:

(\$ in thousands)	Year Ended December 31,		
	2025	2024	2023
Net income [as reported]	\$ 520,533	\$ 466,108	\$ 545,248
Plus: Interest expense (after-tax)	43,762	39,665	38,050
Less: Interest income (after-tax)	5,118	7,593	5,033
Net operating profit after taxes	\$ 559,177	\$ 498,180	\$ 578,265
Special Items:			
Rationalization and asset impairment net charges	18,199	55,860	(11,314)
Acquisition transaction costs	2,739	7,042	0
Pension settlement net charges	719	3,792	845
Amortization of step up in value of acquired inventories	3,964	5,026	12,252
Loss [gain] on asset disposal	—	4,950	(1,646)
Tax effect of Special Items	5,177	(11,513)	2,537
Adjusted net operating profit after taxes	\$ 589,975	\$ 563,337	\$ 580,939

	December 31, 2025	December 31, 2024	December 31, 2023
Invested Capital			
Short-term debt	\$ 143,780	\$ 110,524	\$ 2,439
Long-term debt, less current portion	1,150,228	1,150,551	1,102,771
Total debt	1,294,008	1,261,075	1,105,210
Total equity	1,469,794	1,327,433	1,308,852
Invested capital	\$ 2,763,802	\$ 2,588,508	\$ 2,414,062
ROIC as reported	20.2%	19.2%	24.0%
Adjusted ROIC	21.3%	21.8%	24.1%

CASH CONVERSION

The following table presents calculations of Cash Conversion for the years ended December 31, 2023 to 2025:

(\$ in thousands)	Year Ended December 31,		
	2025	2024	2023
Net cash provided by operating activities	\$ 661,173	\$ 598,977	\$ 667,542
Less: Capital expenditures	126,974	116,603	90,987
Free Cash Flow	\$ 534,199	\$ 482,374	\$ 576,555
Adjusted net income	\$ 551,331	\$ 531,265	\$ 547,922
Cash Conversion	97%	91%	105%

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2025 FORM 10-K



LINCOLN[®]
ELECTRIC

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2025

or

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

For the transition period from _____ to _____

Commission file number 0-1402

LINCOLN ELECTRIC HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Ohio

34-1860551

(State or other jurisdiction of
incorporation or organization)

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

22801 St. Clair Avenue, Cleveland, Ohio

44117

(Address of principal executive offices)

(Zip Code)

(216) 481-8100

(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Shares, without par value	LECO	The NASDAQ Stock Market LLC

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

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(c)) by the registered public accounting firm that prepared or issued its audit report.

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

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

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

The aggregate market value of the common shares held by non-affiliates as of June 30, 2025 was \$11,267,215,663 (affiliates, for this purpose, have been deemed to be Directors and Executive Officers of the Company and certain significant shareholders).

The number of shares outstanding of the registrant's common shares as of January 31, 2026 was 54,805,365.

DOCUMENTS INCORPORATED BY REFERENCE

Part III of this Annual Report on Form 10-K incorporates by reference certain information from the registrant's definitive proxy statement with respect to the registrant's 2026 Annual Meeting of Shareholders.

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PART I

ITEM 1. BUSINESS

General

As used in this Annual Report on Form 10-K, the term "Company," except as otherwise indicated by the context, means Lincoln Electric Holdings, Inc. and its wholly-owned and majority-owned subsidiaries for which it has a controlling interest. Founded in 1895 and incorporated in the state of Ohio in 1906 as The Lincoln Electric Company, the Company reorganized into a holding company structure as Lincoln Electric Holdings, Inc. in 1998.

The Company is a high-performance industrial machinery and technology leader who helps customers manufacture and maintain vital equipment and infrastructure. The Company's innovative solutions enable higher quality and productivity across a variety of processes including welding, cutting, brazing, machining, process automation, and field repair.

Solutions

The Company's products include arc welding equipment, filler metals (welding, brazing and soldering consumables), cutting systems (laser, plasma and oxyfuel), wire feeding systems, fume control equipment, welding accessories, specialty gas regulators, mobile power equipment, wear solutions, software, and education solutions; as well as a comprehensive portfolio of automated solutions and system integration services for joining, cutting, material handling, module assembly, and end of line testing. Services include additive manufacturing, precision fabrication, wear services, upfitting, and training.

Solutions range in technology and features from basic units used for personal, maintenance and light manufacturing use to highly sophisticated robotic solutions for complex fabrication and production activities.

Manufacturing Footprint

The Company has, through wholly owned subsidiaries, manufacturing and automation facilities in 20 countries located in the United States, Australia, Austria, Brazil, Canada, China, Colombia, Denmark, France, Germany, India, Italy, Mexico, Poland, Portugal, Romania, South Korea, Spain, Turkey and the United Kingdom.

Reportable Segments

The Company's business units are aligned into three operating segments. The operating segments consist of Americas Welding, International Welding and The Harris Products Group. The Americas Welding segment includes welding operations in North and South America. The International Welding segment includes welding operations in Europe, Middle East, Africa, Asia and Australia. The Harris Products Group includes the Company's global cutting, soldering and brazing businesses, specialty gas equipment, as well as the retail business which is primarily in the United States.

Customers

The Company's products are sold in both domestic and international markets. In the Americas, products are sold principally through industrial distributors, retailers and also directly to users of welding products (OEMs, manufacturers and integrators). Outside of the Americas, the Company has an international sales organization comprised of Company employees and agents who sell products from the Company's various manufacturing sites to distributors and product users.

The Company's major end-user markets include:

- general fabrication,
- energy (oil and gas, power generation and process industries),
- heavy industries (heavy fabrication, ship building and maintenance and repair),
- automotive and transportation, and
- structural (non-residential construction and infrastructure).

The Company is not dependent on a single customer or a few customers and no individual customer currently accounts for more than ten percent of total Net sales. However, the loss of a large customer could have an adverse effect on the Company's business. The Company's operating results are sensitive to changes in general economic conditions, including an increase in interest rates, inflationary pressures and fluctuations in foreign currency rates. The arc welding and cutting industry is generally a mature industry in developed markets such as North America and Western Europe and is cyclical in nature. Overall demand for arc welding and cutting products is largely determined by economic cycles and the level of capital spending in manufacturing and other industrial sectors. See "Item 1A. Risk Factors" for further discussion regarding risks associated with customers, general economic conditions and demand.

Competition

Commercial conditions in the arc welding, cutting and automation/system integration industries are highly competitive due to the fragmented profile of the regional markets. The Company believes it is the world's largest manufacturer of arc welding solutions and has relatively few global broad-line competitors worldwide, but numerous smaller competitors in specific geographic markets.

The Company extends its competitiveness in domestic and international markets through high quality, differentiated solutions and services, and has established manufacturing facilities in most geographical markets to cost effectively serve regional demand. Competition in the arc welding and cutting industry is based on brand preference, product quality, price, performance, warranty, delivery, service, commercial programs, and technical support. The Company believes its performance against these factors has contributed to the Company's position as the leader in the arc welding industry and leader in automation, cutting, mobile and power solutions.

Most of the Company's consumables and equipment products are classified as standard commercial articles and are manufactured for stock; whereas automation solutions are primarily custom or build-to-print systems. The Company believes it has a competitive advantage in the marketplace because of its highly trained engineers, technical sales force and the innovative solutions engineered by its welding research and development staff to assist customers in optimizing their fabrication operations. This allows the Company to introduce its solutions to new users and establish and maintain close relationships with its customers. This close relationship between the technical sales force and direct customers, as well as with distributors, who are particularly interested in handling the broad range of the Company's products, is an important element of the Company's market success and a valuable asset of the Company.

Raw Materials

The principal raw materials essential to the Company's business are steel, electronic components, engines, brass, copper, silver, aluminum alloys, robotic components and various chemicals, all of which are normally available for purchase in the open market.

Patents and Trademarks

The Company holds many valuable patents, primarily in arc welding, and actively protects its innovations as research and development has progressed in both the United States and major international jurisdictions. The Company believes its trademarks are an important asset and aggressively pursues brand management.

Environmental Regulations

The Company's facilities are subject to environmental regulations. To date, compliance with these environmental regulations has not had a material adverse effect on the Company's earnings. The Company is ISO 14001 certified at most significant manufacturing facilities in North America and Europe and is progressing towards certification at its remaining facilities worldwide. In addition, the Company is ISO 9001 certified at 49 facilities worldwide.

The Company ensures compliance as well as the continuous improvement of the environmental performance of its products and operations through its global Environmental, Health, Safety and Quality ("EHS&Q") systems. The Company's systems are guided by Corporate EHS&Q Policy, global directives and corporate standards that establish consistent guidelines for the management, measurement and reporting of environmental, health and safety activities, as well as quality across the Company's global platform. The Company's products support our customers' sustainability initiatives through enhanced worker safety, reduced emissions, improved energy efficiency, reduced waste and regulatory compliance.

International Operations

The Company conducts a significant amount of its business and has a number of operating facilities in countries outside the United States. As a result, the Company is subject to business risks inherent to non-U.S. activities, including political uncertainty, import and export limitations, environmental regulation, exchange controls and currency fluctuations.

Human Capital Management

Employee Profile

The Company's employees are its most valuable asset as they represent the foundation of the Company and its future success. The number of persons employed by the Company worldwide at December 31, 2025 was approximately 12,000.

Employee Engagement

The Company strongly believes that employee engagement drives better business results and that a highly engaged workforce can increase innovation, productivity and bottom-line performance while reducing costs. The Company engages employees through individual, small group and town hall meetings, global intranet, employee surveys, resource groups, health and safety communications and initiatives, training and development, employee wellness programs, and an ethics hotline, among other vehicles.

Talent Management and Development

In order to ensure the competitiveness of our workforce as well as a strong succession pipeline, the Company provides development opportunities to advance skills, knowledge and expertise. The Company's programs include formal leadership, management and professional development programs, tuition reimbursement for external accredited programs, comprehensive employee safety and compliance training, early career and internship programs, mentoring, self-guided online courses, instructor-led programs and special project and rotational assignments that can lead to extensive global exposure.

Global Workforce and Culture

The Company has a global workforce with many cultures, subcultures, religions, lifestyles, and languages. The Company has a longstanding commitment to equal opportunity in all aspects of employment—including employee compensation, job placement and promotion regardless of gender, race or other personal characteristics. The Company's culture is underpinned by its core values, including the guiding principle championed by its founders over 130 years ago – The Golden Rule: Treat Others How You Would Like to Be Treated. The Company focuses on recruiting and

developing talent and reviews and updates its human resources processes and benchmarks roles and compensation externally on a regular basis to help prevent bias and promote an engaged, industry-leading workplace.

Compensation

The Company's compensation program is designed to attract and retain exceptional employees and to maintain a strong pay for performance culture. The Company has designed its compensation system to reflect current best practices, including setting base pay below the competitive market for each position, targeting incentive-based cash compensation above the competitive market and promoting quality corporate governance in compensation decisions.

The Company's annual talent and succession planning process reviews 100% of its global professional staff worldwide to support the development of a talent pipeline for critical roles in general management, engineering and operations. This evaluation is utilized by the Company's CEO, as well as segment business and functional executives, to identify high potential talent for further development to establish strong succession plans for the Company's most critical roles.

The Company believes that the practices outlined above result in sustained increases in shareholder value and reflect its compensation philosophy of aligning long-term pay and performance.

Health and Safety

Health and safety is a priority for the Company, and its vision is an accident-free workplace with zero safety incidents. The Company follows a rigorous health and safety program that adheres to stringent safety standards and best practices to ensure its manufacturing operations, related processes and products do not negatively impact the health and welfare of its employees, customers and neighbors.

In addition to Company-led programs and employee engagement in behavior-based safety and wellness committees, the Company actively engages in health and safety standard development committees at key industry organizations such as the American Welding Society, the International Institute of Welding and across various International Standards Organization committees to ensure best practices for its employees and end users.

The Company's standard health and safety programs adhere to stringent safety standards and best practices to ensure that its operations, related processes and products do not negatively impact the health and welfare of its employees, customers or community.

Community Engagement

The Company is an active member in the communities in which it operates and where its employees live. The Company participates in community meetings, local business associations, offers plant visits, provides grants to nonprofit organizations and donates resources and time through in-kind gifts, employee matching programs, volunteerism and non-profit board service. The Company's partnership with academia includes executive-led lectures and donations of equipment and engineering expertise to support lab and research initiatives. In addition, the Company supports community educational / career programming among secondary and high school students in order to address skills gaps in the industry and maintain awareness of attractive career pathways in manufacturing.

See "Part I, Item 1D" for information regarding the Company's executive officers, which is incorporated herein by reference.

Website Access

The Company's website, www.lincolnelectric.com, is used as a channel for routine dissemination of important information, including news releases and financial information. The Company posts its filings as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission ("SEC"), including annual, quarterly and current reports on Forms 10-K, 10-Q and 8-K, respectively; proxy statements; and any amendments to those reports or statements. The Company also posts its Code of Corporate Conduct and Ethics on its website. All such postings and filings are available on the Company's website free of charge. In addition, this website allows investors and other interested persons to sign up to automatically receive e-mail alerts when news releases and financial information is posted on the website. The SEC also maintains a website, www.sec.gov, that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. The content on any website referred to in this Annual Report on Form 10-K is not incorporated by reference into this Annual Report unless expressly noted.

ITEM 1A. RISK FACTORS

From time to time, information we provide, statements by our employees or information included in our filings with the SEC may contain forward-looking statements that are not historical facts. Those statements are "forward-looking" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally can be identified by the use of words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "forecast," "guidance" or words of similar meaning. Actual results may differ materially from such statements due to a variety of factors that could adversely affect the Company's operating results. Forward-looking statements, and our future performance, operating results, financial condition and liquidity, are subject to a variety of factors that could materially affect results, including those risks described below. Forward-looking statements made in this report speak only as of the date of the statement, and, except as required by law, we undertake no obligation to update those statements. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless expressed as such, and should only be viewed as historical data.

In the ordinary course of our business, we face various strategic, operating, compliance and financial risks. These risks could have a material impact on our business, financial condition, operating results and cash flows. Our Enterprise Risk Management ("ERM") process seeks to identify and address significant risks. Our ERM process is a company-wide initiative that is designed with the intent of prioritizing risks and allocating appropriate resources to address such risks. We use the integrated risk framework of the Committee of Sponsoring Organizations to assess, manage and monitor risks.

Management has identified and prioritized critical risks based on the severity and likelihood of each risk and assigned an executive to address each major identified risk area and lead action plans to monitor and mitigate risks, where possible. Our Board of Directors (the "Board") provides oversight of the ERM process and systematically reviews identified critical risks. The Audit Committee of the Board also reviews major financial risk exposures and the steps management has taken to monitor and control them.

Our goal is to proactively manage risks in a structured approach and in conjunction with the strategic planning process, with the intent to preserve and enhance shareholder value. However, the risk factors described below and other risks and uncertainties could cause our results to vary materially from recent results or from our anticipated future results. The risk factors and uncertainties described below, together with information incorporated by reference or otherwise included elsewhere in this report, should be carefully considered. Although the risks are organized by headings, and each risk is discussed separately, many are interrelated. Additional risks and uncertainties of which we are currently unaware or that we currently believe to be immaterial may also adversely affect our business.

Risks Related to Economic Conditions

General economic, financial and market conditions may adversely affect our financial condition, results of operations and access to capital markets for our business.

Our operating results are sensitive to changes in general economic conditions and an adverse change in demand. Recessionary economic cycles, global supply chain disruptions, higher logistics costs, high interest rates, inflation, higher raw materials costs, higher labor costs, trade barriers in the world markets, financial turmoil related to sovereign debt and changes in tax laws or trade laws or other economic factors and other challenges affecting the countries and industries in which we do business, including, but not limited to, geopolitical conflicts, could adversely affect demand for our products. An adverse change in demand could impact our results of operations, collection of accounts receivable and our expected cash flow generation from current and acquired businesses, which may adversely affect our financial condition, results of operations and access to capital markets.

We cannot predict what further action may be taken with respect to tariffs or trade relations between the United States and other governments. The U.S. presidential administration has imposed tariffs on foreign imports into the United States and, in response, many foreign countries have implemented or increased tariffs on imports into their countries. We have taken actions to address the impact of these initial trade policies and will continue to monitor evolving trade negotiations to determine if additional measures are warranted, although these actions may not be successful. While we cannot predict the ultimate impact on our business and potential additional U.S. tariffs and retaliatory actions by other countries remain unknown, the impacts could adversely affect our financial condition, results of operations and access to capital markets.

We conduct our sales and distribution operations on a worldwide basis and maintain manufacturing facilities in a number of foreign countries, which subjects us to risks associated with doing business outside the United States.

As a growing global enterprise, the share of sales and profits we derive from our international operations and exports from the United States is significant. This trend increases our exposure to the performance of many developing economies in addition to the developed economies outside of the United States. If international economies were to experience significant slowdowns, it could adversely affect our financial condition, results of operations and cash flows. There are a number of risks in doing business internationally, which may impede our ability to achieve our strategic objectives relating to our foreign operations, including:

- Political and economic uncertainty and social turmoil;
- Corporate governance and management challenges in consideration of the numerous U.S. and foreign laws and regulations, including regulations relating to import-export control, technology transfer restrictions, repatriation of earnings and funds, exchange controls, labor regulations, nationalization, changes in tariffs and trade policies, data protection and privacy requirements, anti-boycott provisions and anti-bribery laws (such as the Foreign Corrupt Practices Act and the Organization for Economic Co-operation and Development Convention);
- International terrorism and hostilities;
- Changes in the global regulatory environment, including revised or new laws, regulations or standards relating to the Company, our products or the markets in which we operate; and
- Significant fluctuations in relative currency values; in particular, an increase in the value of the U.S. dollar against foreign currencies could have an adverse effect on our profitability and financial condition, as well as the imposition of exchange controls, currency devaluations and hyperinflation.

The cyclical nature and maturity of the arc welding and cutting industry in developed markets may adversely affect our performance.

The arc welding and cutting industry is generally a mature industry in developed markets, such as North America and Western Europe, and is cyclical in nature. Overall demand for arc welding and cutting products is largely determined by the level of capital spending in manufacturing and other industrial sectors, and the welding industry has historically experienced contraction during periods of slowing industrial activity. If economic, business and industry conditions deteriorate, capital spending in those sectors may be substantially decreased, which could reduce demand for our products and have an adverse effect on our revenues and results of operations.

Risks Related to Manufacturing and Operations

Economic, geopolitical and supply disruptions associated with events beyond our control, such as war, acts of terror, political unrest, pandemics, labor disputes, trade policies, and natural disasters, could adversely affect our supply chain and distribution channels or result in loss of sales and customers.

Our facilities and operations, and the facilities and operations of our suppliers and customers, could be disrupted by events beyond our control, such as war, acts of terror, political unrest, pandemics, labor disputes, trade policies, and natural disasters, including events caused by climate change. Any such disruption could cause delays in the production and distribution of our products and the loss of sales and customers. Insurance proceeds may not adequately compensate the Company for our losses.

Availability of and volatility in energy costs or raw material prices may adversely affect our business.

In the normal course of business, we are exposed to market risks related to the availability of and price fluctuations in the purchase of energy and commodities used in the manufacturing of our products (primarily steel, brass, copper, silver, aluminum alloys, electronic components, electricity and natural gas). The availability and prices for energy costs and raw materials, including steel, nonferrous metals and chemicals, are subject to volatility and are influenced by worldwide economic conditions. They are also influenced by import duties and tariff actions, world supply and demand balances, inventory levels, availability of substitute materials, currency exchange rates, anticipated or perceived shortages, government trade practices and regulations and other factors.

Increases in the cost of raw materials and components, including as a result of tariffs, may adversely affect our profitability if we are unable to pass these cost increases along to our customers or reduce our cost of goods sold. Although most of the raw materials and components used in our products are commercially available from a number of sources and in adequate supply, any disruption in the availability of such raw materials and components, our inability to timely or otherwise obtain substitutes for such items, or any deterioration in our relationships with or the financial viability of our suppliers could adversely affect our business.

We are subject to risks relating to our information systems and data that could have an adverse effect on our business strategy, results of operations and financial condition.

The conduct and management of our business relies extensively on information systems, which contain confidential information related to our customers, suppliers and employees and other proprietary business information. We maintain some of these systems and are also dependent on a number of critical information technology and other infrastructure services provided by third parties relating to, among other things, human resources, electronic communication services and finance functions. Like many companies, our information systems and those of third parties who provide products or services to us may be subject to cybersecurity threats and cybersecurity incidents. Cybersecurity incidents and similar attacks vary in their form and can include the deployment of harmful malware or ransomware, denial-of-service attacks, and other attacks, which may affect business continuity and threaten the availability, confidentiality and integrity of our systems and information. Cybersecurity incidents can also include employee or personnel failures, fraud, phishing or other social engineering attempts or other methods to cause confidential information, payments, account access or access credentials, or other data to be transmitted to an unintended recipient. Cybersecurity threat actors also may attempt to

exploit vulnerabilities in software that is commonly used by companies in cloud-based services and bundled software. In addition, the rapid evolution and increased adoption of artificial intelligence (“AI”) technologies may increase our cybersecurity risks and the cybersecurity risks of our third-party business partners. To date, no such cybersecurity incidents have had a material impact on our business or operations. However, cybersecurity threats, cybersecurity incidents or disruptions involving our systems or those of our third-party business partners, or any failure by us or our third-party business partners to effectively address, enforce or maintain our information systems could interrupt our ability to manage and operate the business, impact data, and adversely affect our business strategy, results of operations and financial condition, including major disruptions to business operations, loss of intellectual property, release of confidential information, alteration or corruption of data or systems, costs related to remediation and recovery, and litigation including individual claims or consumer class actions, commercial litigation, administrative, and civil or criminal investigations or actions, regulatory intervention and sanctions or fines, investigation and remediation costs and possible prolonged negative publicity. The Company continues to invest in cybersecurity, including measures intended to maintain and enhance cybersecurity resilience, and the Company’s cybersecurity risks are regularly monitored by the Audit Committee of the Board. Nevertheless, due to the nature of cybersecurity threats, there can be no assurance that our preventive efforts can fully mitigate the risks of all cybersecurity threats and cybersecurity incidents. Any of these events could have an adverse effect on our business strategy, results of operations and financial condition.

We may be incorporating AI technologies into our products, services and processes. These technologies may present business, compliance and reputational risks.

The introduction of AI and machine-learning technologies, particularly generative AI, into internal processes, third-party services and/or new and existing offerings may result in new or expanded risks and liabilities due to enhanced governmental or regulatory scrutiny, litigation, compliance issues, ethical concerns, confidentiality or security risks, as well as other factors that could adversely affect our business, reputation and financial results. In addition, our personnel could, unbeknownst to us, improperly utilize AI and machine-learning technology while carrying out their responsibilities. The use of AI in third-party services and the development of our products and services could also cause loss of intellectual property, as well as subject us to risks related to intellectual property infringement or misappropriation, data privacy and cybersecurity. The use of AI can lead to unintended consequences, including generating content that appears correct but is factually inaccurate, misleading or otherwise flawed, or that results in unintended biases and discriminatory outcomes, which could harm our reputation and business and expose us to risks related to inaccuracies or errors in the output of such technologies.

Risks Related to Human Capital Management

Our operations depend on maintaining a skilled workforce, and any interruption in our workforce could negatively impact our results of operations and financial condition.

Our success depends in part on the efforts and abilities of our management team and key employees. Their skills, experience and industry knowledge significantly benefit our operations and performance. Our future success will also depend on our ability to identify, attract and retain highly qualified managerial and technical (including research and development) personnel. Competition for these individuals is intense and compensation rates are increasing due to lower labor availability. Under these conditions, we may not succeed in identifying, attracting or retaining qualified personnel. With our strategy to continue expanding internationally into developing markets, we may encounter additional risks as certain developing economies lack a sufficiently trained labor pool.

Any interruption of our workforce, including rationalization efforts related to the integration of acquired businesses, interruptions due to unionization efforts, changes in labor relations or shortages of appropriately skilled individuals could impact our results of operations and financial condition.

Risks Related to Business Strategy

We may not be able to complete our acquisition or divestiture strategies, successfully integrate acquired businesses and, in certain cases, we may be required to retain liabilities for certain matters relating to divestitures.

Part of our business strategy is to pursue targeted business acquisition opportunities, including foreign investment opportunities. We cannot be certain that we will be successful in pursuing potential acquisition candidates or that the consequences of any acquisition would be beneficial to us. Future acquisitions may expose us to unexpected liabilities and involve the expenditure of significant funds and management time. Further, we may not be able to successfully integrate an acquired business with our existing businesses or recognize the expected benefits from any completed acquisition. Integration efforts may include significant rationalization activities that could be disruptive to the business. Our current operational cash flow is sufficient to fund our acquisition plans, but a significant acquisition could require access to the capital markets.

Additionally, we may identify assets for strategic divestitures that would increase capital resources available for other activities and create organizational and operational efficiencies. Various factors could materially affect our ability to dispose of such assets or complete announced divestitures, including the receipt of approvals of governmental agencies or third parties and the availability of purchasers willing to acquire the interests or purchase the assets on terms and at prices acceptable to us.

Sellers typically retain certain liabilities or indemnify buyers for certain matters. The magnitude of any such retained liability or indemnification obligation may be difficult to quantify at the time of the transaction and ultimately may be material. Also, as is typical in divestitures, third parties may be unwilling to release us from guarantees or other credit support provided prior to the sale of the divested assets. As a result, after a divestiture, we may remain secondarily liable for the obligations guaranteed or supported to the extent that the buyer of the assets fails to perform these obligations.

If we cannot continue to develop, manufacture and market products that meet customer demands, continue to enforce the intellectual property rights on which our business depends or if third parties assert that we violate their intellectual property rights, our revenues, gross margins and results of operations may suffer.

Our continued success depends, in part, on our ability to continue to meet our customers' needs for welding and cutting products through the introduction of innovative new products and the enhancement of existing product design and performance characteristics. We must remain committed to product research and development and customer service in order to remain competitive. We cannot be assured that new products or product improvements, once developed, will be met with customer acceptance and contribute positively to our operating results, or that we will be able to continue our product development efforts at a pace to sustain future growth. Further, we may lose customers to our competitors if they demonstrate product design, development or manufacturing capabilities superior to ours.

We rely upon patent, trademark, copyright and trade secret laws in the United States and similar laws in foreign countries, as well as agreements with our employees, customers, suppliers and other third parties, to establish and maintain our intellectual property rights. However, any of our intellectual property rights could be challenged, invalidated or circumvented, or our intellectual property rights may not be sufficient to provide a competitive advantage. Further, the laws and their application in certain foreign countries do not protect our proprietary rights to the same extent as U.S. laws. Accordingly, in certain countries, we may be unable to protect our proprietary rights against unauthorized third-party copying or use, which could impact our competitive position.

Further, third parties may claim that we or our customers are infringing upon their intellectual property rights. Even if we believe that those claims are without merit, defending those claims and contesting the validity of patents can be time consuming and costly. Claims of intellectual property infringement might also require us to redesign affected products, enter into costly settlements or license agreements, pay costly damage awards or face a temporary or permanent injunction prohibiting us from manufacturing, marketing or selling certain of our products.

The competitive pressures we face could harm our revenue, results of operations and prospects.

We operate in a highly competitive global environment and compete in each of our businesses with other broad-line manufacturers and numerous smaller competitors specializing in particular products. We compete primarily on the basis of brand, product quality, price, performance, warranty, delivery, service and technical support. Additionally, the emergence of AI-enabled robotic solutions has increased the competitive pressure on our automation business. If our products, services, support and cost structure do not enable us to compete successfully based on any of the criteria listed above, our revenue, results of operations and prospects could suffer.

Further, in the past decade, the arc welding industry in the United States and other developed countries has been subject to increased levels of foreign competition as low cost imports have become more readily available. Our competitive position could be harmed if new or emerging competitors become more active in the arc welding business. For example, while steel manufacturers traditionally have not been significant competitors in the domestic arc welding industry, certain foreign integrated steel producers manufacture selected consumable arc welding products and robotic arm manufacturers compete in the automated welding and cutting space. In addition, in certain markets of the world, distributors manufacture and sell arc welding products. Our sales and results of operations, as well as our plans to expand in certain foreign countries, could be adversely affected by this increased competition.

We may incur additional restructuring charges as we continue to contemplate rationalization actions in an effort to optimize our cost structure, and, as a result, we may not achieve the anticipated savings and benefits of these actions.

We have previously initiated, and may initiate in the future, significant rationalization activities to align our business with market conditions and improve our overall competitiveness, including with respect to the integration of acquired businesses. These actions may reduce our profitability in the periods incurred and we will likely continue to incur charges, which may include but are not limited to asset impairments, employee severance costs, charges for pension and other post-retirement contractual benefits and pension settlements, any of which could be significant, and could adversely affect our financial condition and results of operations. In addition, we may not realize anticipated savings or benefits from past or future rationalization plans in full or in part or within the time periods we expect. Failure to realize anticipated savings or benefits from our cost reduction actions could have a material adverse effect on our business, financial condition, liquidity, results of operations and cash flows. For more information regarding rationalization plans, refer to the rationalization and asset impairment related disclosure under Note 7 to the Company's consolidated financial statements.

Risks Related to Legal, Compliance and Regulatory Matters

We are a co-defendant in litigation alleging asbestos induced illness. Liabilities relating to such litigation could reduce our profitability and impair our financial condition.

As of December 31, 2025, we were a co-defendant in cases alleging asbestos induced illness involving claims by approximately 1,126 plaintiffs. In each instance, we are one of a large number of defendants. The asbestos claimants allege that exposure to asbestos contained in welding consumables caused the plaintiffs to develop adverse pulmonary diseases, including mesothelioma and other lung cancers. Asbestos use in welding consumables in the United States ceased in 1981.

Since January 1, 1995, we have been a co-defendant in asbestos cases that have been resolved as follows: 57,272 of those claims were dismissed, 23 were tried to defense verdicts, 7 were tried to plaintiff verdicts (which were reversed or resolved after appeal), 1 was resolved by agreement for an immaterial amount and 1,023 were decided in favor of the Company following summary judgment motions.

The long-term impact of an asbestos loss contingency, in the aggregate, on operating results, operating cash flows and access to capital markets is difficult to assess, particularly since claims are in many different stages of development and we benefit significantly from cost-sharing with co-defendants and insurance carriers. While we intend to contest these lawsuits vigorously, and believe we have applicable insurance relating to these claims, there are several risks and

uncertainties that may affect our liability for personal injury claims relating to exposure to asbestos, including the future impact of changing cost sharing arrangements or a change in our overall trial experience.

We may incur material losses and costs as a result of product liability claims that may be brought against us or failure to meet contractual performance commitments.

Our business exposes us to potential product liability risks that are inherent in the design, manufacture, sale and application of our products and the products of third-party suppliers that we utilize or resell. Our products are used in a variety of applications, including infrastructure projects such as oil and gas pipelines and platforms, buildings, bridges and power generation facilities, the manufacture of transportation and heavy equipment and machinery and various other construction projects. We face risk of exposure to product liability claims in the event that accidents or failures on these projects result, or are alleged to result, in bodily injury or property damage. Further, our products are designed for use in specific applications, and if a product is used inappropriately, personal injury or property damage may result. In certain cases, we design automated welding systems for use in a customer's production facilities (including automotive production facilities), which could expose us to financial losses or professional liability.

The occurrence of defects in or failures of our products, or the misuse of our products in specific applications, could cause termination of customer contracts, increased costs and losses to us, our customers and other end users. We cannot be assured that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend those claims. Further, we cannot be assured that our product liability insurance coverage will be adequate for any liabilities that we may ultimately incur or that product liability insurance will continue to be available on terms acceptable to us. Even if we are successful in defending such claims and product liability coverage is adequate, claims of this nature could cause customers to lose confidence in our products and the Company. Warranty claims are not generally covered by insurance, and we may incur significant warranty costs in the future for which we would not be reimbursed.

We may incur losses if we do not achieve contractual commitments, including project performance requirements or project schedules. Project performance can be affected by a number of factors, including, but not limited to, availability of materials, changes in the project scope of services, environmental conditions or labor disruptions. In addition, our backlog consists of the expected revenue from projects for which we have an executed contract or commitment with a customer. Project cancellations, scope adjustments, deferrals or changes in cost estimates may reduce the dollar amount of revenue and profits that we actually earn.

Changes in tax rates or exposure to additional income tax liabilities could have a material adverse effect on our results of operations.

Our business is subject to income taxes in the United States and various foreign jurisdictions. Domestic and international tax liabilities are subject to the allocation of income among various tax jurisdictions. Our effective tax rate could be adversely affected by changes in the mix among earnings in countries with differing statutory tax rates, changes in the valuation allowances of deferred tax assets or changes in tax laws. There can be no assurance that changes in tax laws or regulations, both within the United States and the various foreign jurisdictions in which we operate, such as the 15% global minimum tax under The Organization for Economic Co-operation and Development Pillar Two, Global Anti-Base Erosion Rules will not materially and adversely affect our effective tax rate, tax payments, financial condition and results of operations.

The amount of income taxes paid by the Company, including its subsidiaries, is subject to ongoing audits by the U.S. federal, state and local tax authorities and by foreign tax authorities, as applicable. If these audits result in assessments different from amounts reserved, future financial results may include unfavorable adjustments, which could have a material adverse effect on our results of operations.

Evolving international laws and enforcement relating to data privacy could adversely affect our operations.

Our business is also subject to complex and changing laws and regulations enacted to protect business and personal information in the United States and other jurisdictions regarding privacy, data protection and data security, including those related to the collection, storage, use, transmission and protection of personal information and other customer, vendor or employee data. Laws and regulations addressing personal information, including with respect to the European Union's General Data Protection Regulation, U.S. state privacy laws, such as the California Consumer Privacy Act, and the interpretation and enforcement of these and similar laws and regulations, are continuously evolving and there is significant uncertainty with respect to how compliance with these laws and regulations may develop and the costs and complexity of future compliance. In addition, as a result of existing or new data protection requirements, we incur and expect to continue to incur ongoing costs as part of our efforts to comply with applicable law. Any failure, or perceived failure, to comply with data protection or privacy-related legal obligations may result in governmental enforcement actions, regulatory intervention and sanctions or fines, investigating costs, consumer class actions or commercial litigation, or negative publicity, and could have an adverse effect on our operations and financial condition.

Our global operations are subject to increasingly complex environmental regulatory requirements.

We are subject to increasingly complex environmental regulations affecting international manufacturers, including those related to air and water emissions, waste management and climate change. Certain environmental laws impose strict, retroactive and joint and several liability for the remediation of the release of hazardous substances, even for conduct that was lawful at the time it occurred, or for the conduct of or conditions caused by prior operators, predecessors or third parties. Failure to comply with environmental laws could expose us to penalties or clean-up costs, civil or criminal liability and sanctions on certain of our activities, as well as damage to property or natural resources. These liabilities, sanctions, damages and remediation efforts related to any non-compliance with such laws and regulations could negatively impact our ability to conduct our operations and our financial condition and results of operations. In addition, there can be no assurances that we will not be adversely affected by costs, liabilities or claims with respect to existing or subsequently acquired operations or under present laws and regulations or those that may be adopted or imposed in the future.

Changes in environmental laws or regulations could result in higher expenses and payments, and uncertainty relating to environmental laws or regulations may also affect how we conduct our operations and structure our investments and could limit our ability to enforce our rights. Changes in environmental and climate change laws or regulations, including laws relating to greenhouse gas emissions, could subject us to additional costs and restrictions, including increased energy and raw material costs. If environmental laws or regulations are either changed or adopted and impose significant operational restrictions and compliance requirements upon us or our products, it could negatively impact our business, capital expenditures, results of operations, financial condition and competitive position.

It is our policy to apply strict standards for environmental protection to all of our operations inside and outside of the United States, even when we are not subject to local government regulations. We may incur substantial costs, including cleanup costs, fines and civil or criminal sanctions, liabilities resulting from third-party property damage or personal injury claims, or our products could be prohibited from entering certain jurisdictions, if we were to violate or become liable under environmental laws, if our products become non-compliant with environmental laws or if we were to undertake environmental protection actions voluntarily.

We also face increasing complexity in our products design and procurement operations as we adjust to new and future requirements relating to the design, production and labeling of our products that are sold worldwide in multiple jurisdictions. The ultimate costs under environmental laws and the timing of these costs are difficult to predict.

As a provider of products to the U.S. government, we are subject to additional risks related to unusual performance conditions and enhanced compliance risks, which could have an adverse effect our results of operations and financial condition.

Our business with the U.S. government subjects us to unusual risks, including compliance with and changes in governmental acquisition regulations. Our agreements relating to the sale of products to government entities may be subject to termination, reduction or modification, either at the convenience of the government or for our failure to perform, or other unsatisfactory performance under the applicable contract. We are subject to government investigations of our business practices and compliance with government acquisition regulations. If the Company were charged with wrongdoing as a result of any such investigation, it could be suspended from bidding on or receiving awards of new government contracts, and we could be subject to fines or penalties associated with contract non-compliance or resulting from such investigations, which could have an adverse effect on our results of operations and financial condition.

We may be exposed to certain regulatory and financial risks related to climate change.

A number of governments and agencies in the United States and in foreign jurisdictions have proposed and may continue to introduce regulatory changes to address climate change, including regulations related to greenhouse gas emissions. We may be subject to additional regulations or restrictions in jurisdictions where we operate, including charges to fund additional energy-efficient activities, assessments or fees, and operational restrictions, such as reduced emission allowances. Compliance with climate change regulations and restrictions may result in additional costs, including increased production costs and taxes, which could adversely impact our financial condition. In addition, climate change regulations and related operating restrictions may unfavorably affect our competitive position with companies who may not be subject to equivalent requirements in their jurisdictions. In addition, negative publicity or public perception of climate change issues associated with us or our industry may cause reputational damage and financial harm to the Company.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy

Our cybersecurity risk management process is integrated into our ERM process as described in Item 1A. Risk Factors. Cybersecurity has been identified as a critical risk.

To identify, assess, and manage material cybersecurity risks, we regularly evaluate and take steps to enhance our cybersecurity protocols to protect against or mitigate cyber threats. We conduct third-party and internal assessments of our information technology environments, including system penetration testing, test our recovery and response processes, and we consider industry standards when developing our information security program. The Company has an information security training program, which calls for training all computer-based employees through various employee training modules relative to information security matters and phishing simulation events with employees to raise cybersecurity awareness.

From time to time, we engage third-party assessors, consultants, auditors and others to assist us with evaluating, enhancing, implementing and monitoring our cybersecurity risk-management programs. We maintain processes to oversee and identify cybersecurity risks associated with our use of third-party service providers such as contract and vendor due diligence review, as well as annual review of the service providers' independent audit report where applicable.

Like many companies, our systems and those of our third party providers who provide us with services and products may be subject to cybersecurity threats and cybersecurity incidents, including those arising from the use of AI

technologies. AI-driven tools, whether deployed internally or by third parties, can introduce new vulnerabilities such as adversarial attacks, data poisoning, or unintended behaviors in automated decision-making systems. To date, no such cybersecurity incidents have had or are reasonably likely to have a material impact on our Company, including its business strategy, results of operations or financial condition. However, if as a result of any future incidents our systems are significantly damaged, cease to function properly or are subject to a significant cybersecurity incident, including those involving AI systems, we may suffer an interruption in our ability to manage and operate the business, and our results of operations and financial condition could be adversely affected. The Company maintains an insurance policy with respect to cybersecurity and has undergone several simulation, preparedness and response exercises. See “Risks Related to Manufacturing and Operations” in Item 1A. Risk Factors.

Governance

The Board oversees the management of our risks, including risks from cybersecurity threats, on an enterprise-wide basis, and the Lead Independent Director promotes our Board’s engagement in this process. The Board has delegated oversight of the risk assessment and mitigation process with respect to cybersecurity to the Audit Committee of the Board. The Audit Committee regularly monitors the Company’s cybersecurity risks and receives updates from the Chief Digital Information Officer (“CDIO”) at each meeting. In addition, the Audit Committee regularly reviews the overall effectiveness of the information technology security environment as part of quarterly updates provided by the CDIO. The CDIO reports to the full Board about cybersecurity on an annual basis.

Our CDIO has over 25 years of experience in the Information Technology (“IT”) and cybersecurity industry. The CDIO is responsible for assessing and managing material risks from cybersecurity threats, including monitoring the prevention, detection, mitigation and remediation of cybersecurity incidents. On at least a quarterly basis, the CDIO chairs a meeting of the IT Governance Committee, which includes the executive management team. The purpose of this committee is to inform and make strategic decisions on IT-related matters, including the prevention, detection, mitigation and remediation of cybersecurity incidents. In addition, the CDIO regularly reviews key cybersecurity risk metrics and reporting designed to measure the effectiveness of related processes and procedures as part of quarterly updates to the Audit Committee. The CDIO utilizes this information in her reporting to the Board and Audit Committee of the Board.

ITEM 1D. INFORMATION ABOUT OUR EXECUTIVE OFFICERS

EXECUTIVE OFFICERS OF THE REGISTRANT

Name	Age	Position
Steven B. Hedlund	59	Chairman of the Board since January 1, 2025; President and Chief Executive Officer since January 1, 2024; Executive Vice President, Chief Operating Officer from May 9, 2022 to December 31, 2023; Executive Vice President and President, Americas and International Welding from October 21, 2020 to May 9, 2022; Executive Vice President and President, International Welding from June 1, 2017 to October 21, 2020; Senior Vice President and President, Global Automation from January 22, 2015 to June 1, 2017; Senior Vice President, Strategy & Business Development from February 19, 2014 to January 22, 2015; Vice President, Strategy and Business Development from September 15, 2008 to February 19, 2014.
Gabriel Bruno	58	Executive Vice President, Chief Financial Officer and Treasurer since April 22, 2020; Executive Vice President, Finance from January 1, 2019 to April 22, 2020; Executive Vice President, Chief Human Resources Officer from July 1, 2016 to January 1, 2019; Executive Vice President, Chief Human Resources Officer and Chief Information Officer from February 18, 2016 to July 1, 2016; Executive Vice President, Chief Information Officer and Interim Chief Human Resources Officer from March 7, 2015 to February 18, 2016; Executive Vice President, Chief Information Officer from February 19, 2014 to March 7, 2015; Vice President, Chief Information Officer from May 1, 2012 to February 19, 2014; Vice President, Corporate Controller from 2005 to May 1, 2012.
Jennifer I. Ansberry	52	Executive Vice President, General Counsel and Secretary since April 20, 2017; Vice President, Deputy General Counsel from August 1, 2014 to April 20, 2017; Deputy General Counsel from 2004 to August 1, 2014.
Lisa A. Dietrich	53	Executive Vice President, Chief Digital Information Officer since February 19, 2025; Executive Vice President, Chief Information Officer from May 9, 2022 to February 19, 2025. Senior Vice President and Chief Information Officer, American Greetings Corporation (a global leader in the large and enduring Celebrations marketplace) from March 2018 until April 2022; Vice President of Business Transformation and Executive Director, American Greetings Corporation from January 2011 to March 2018.
Susan C. Edwards	63	Executive Vice President, Chief Human Resources Officer, since February 19, 2025; Senior Vice President, Chief Human Resources Officer, from April 8, 2024 to February 19, 2025. Global Vice President and Chief Human Resources Officer, Sealed Air Corporation (a global manufacturer of packaging solutions) from 2017 until 2022.
Gregory Doria	49	Executive Vice President, President, International, since February 18, 2026; Senior Vice President, President, International from May 1, 2025 to February 18, 2026; Senior Vice President, President, Harris Products Group and Asia Pacific Welding from January 1, 2024 to May 1, 2025; Senior Vice President, President, Harris Products Group from October 1, 2021 to December 31, 2023; Senior Vice President, Chief Operating Officer, Harris Products Group from April 21, 2021 to September 30, 2021; Vice President, Marketing from July 1, 2019 to April 20, 2021; Director, Global Industry Segments from March 1, 2017 to June 30, 2019; Regional Sales Manager, West Region from October 6, 2014 to February 28, 2017.
Kevin J. Whaley	53	Executive Vice President, President, Global Automation, since February 18, 2026; Senior Vice President, President, Global Automation from July 23, 2025 to February 18, 2026; Chief Strategy Officer, JR Automation Group (an industry leader in multi vertical automation solutions), from March 2025 to July 2025; Chief Operating Officer, JR Automation Group, from March 2021 to February 2025; Vice President, ESYS (Detroit) Division, JR Automation, from August 2019 to February 2021.
Michael J. Whitehead	52	Executive Vice President, President, Americas Welding, since February 18, 2026; Senior Vice President, President, Americas Welding, from February 5, 2025 to February 18, 2026; Senior Vice President, President, Global Automation, Cutting and Additive Businesses from January 1, 2019 to February 5, 2025; Senior Vice President, Strategy and Business Development from August 1, 2016 to January 1, 2019; President, Lincoln Canada from January 1, 2015 to August 1, 2016; Director, New Product Development, Consumables R&D from January 1, 2012 to January 1, 2015.

The Company has been advised that there is no arrangement or understanding among any one of the officers listed and any other persons pursuant to which he or she was elected as an officer. The executive officers are elected by the Board normally for a term of one year and/or until the election of their successors.

ITEM 2. PROPERTIES

The Company's corporate headquarters and principal United States manufacturing facilities are located in the Cleveland, Ohio area. Total Cleveland area property consists of 250 acres, of which present manufacturing facilities comprise an area of approximately 3,092,666 square feet.

The Company has 71 manufacturing and automation system integration facilities, including operations and joint ventures across 20 countries, the significant locations (grouped by reportable segment) are as follows:

Americas Welding:

United States	Cleveland, Columbus, Coldwater, Fort Loramie, and Orrville, Ohio; Reno, Nevada; Ladson, South Carolina; Chattanooga, Tennessee; Detroit, and Plymouth, Michigan; Fort Collins, Colorado; Bettendorf, Iowa; Michigan City, Indiana.
Brazil	Atibaia; Guarulhos; Caxias do Sul.
Canada	Toronto; Mississauga; Hamilton; Montreal.
Colombia	Bogota.
Mexico	Mexico City; Torreon; Saltillo.

International Welding:

Australia	Gladstone; Newcastle; Perth.
Austria	Scheiffling.
China	Tangshan; Shanghai; Beijing.
Denmark	Odense.
France	Parthenay.
Germany	Essen; Eisenberg; Saarbrücken.
India	Chennai; Pune.
Italy	Corsalone.
Poland	Bielawa; Dzierzoniow.
Romania	Buzau.
South Korea	Siheung-si.
Spain	Valencia; Zaragoza.
Turkey	Istanbul.
United Kingdom	Sheffield, England; Port Talbot, Wales.

The Harris Products Group:

United States	Mason, Ohio; Gainesville, Georgia; Winston Salem, North Carolina; Gordonsville, and Carthage, Tennessee.
Brazil	Maua.
Italy	Rivoli Veronese.
Mexico	Guadalupe.
Poland	Dzierzoniow.
Portugal	Albergaria-a-Velha.

All properties relating to the Company's Cleveland, Ohio headquarters and manufacturing facilities are owned by the Company. Most of the Company's foreign subsidiaries own manufacturing facilities in the country where they are located. The Company believes that its existing properties are in good condition and are suitable for the conduct of its business.

In addition, the Company maintains operating leases for some manufacturing facilities, distribution centers and sales offices throughout the world. Refer to Note 17 to the consolidated financial statements for information regarding the Company's lease commitments.

ITEM 3. LEGAL PROCEEDINGS

The Company is subject, from time to time, to a variety of civil and administrative proceedings arising out of its normal operations, including, without limitation, product liability claims, regulatory claims and health, safety and environmental claims. Among such proceedings are the cases described below.

As of December 31, 2025, the Company was a co-defendant in cases alleging asbestos induced illness involving claims by approximately 1,126 plaintiffs, which is a net decrease of 107 claims from those previously reported. In each instance, the Company is one of a large number of defendants. The asbestos claimants seek compensatory and punitive damages, in most cases for unspecified sums. Since January 1, 1995, the Company has been a co-defendant in asbestos cases that have been resolved as follows: 57,272 of those claims were dismissed, 23 were tried to defense verdicts, 7 were tried to plaintiff verdicts (which were reversed or resolved after appeal), 1 was resolved by agreement for an immaterial amount and 1,023 were decided in favor of the Company following summary judgment motions.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

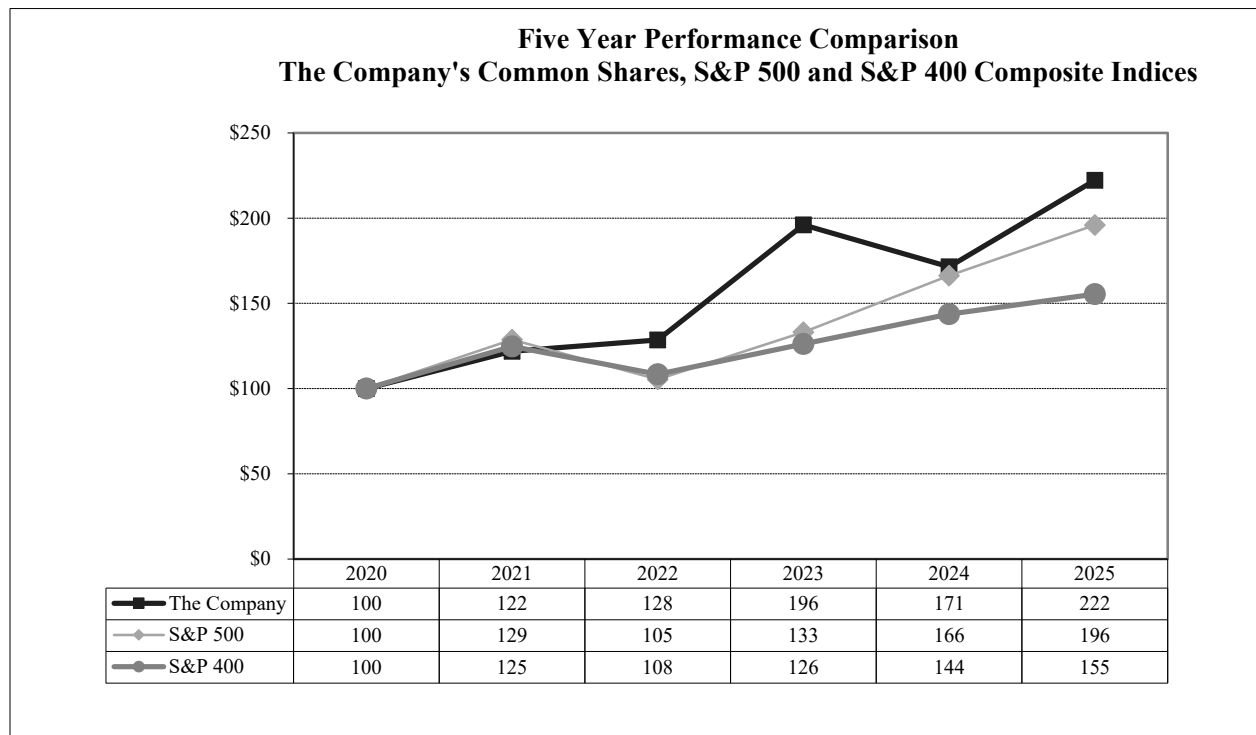
The Company's common shares are traded on The NASDAQ Global Select Market under the symbol "LECO." The number of record holders of common shares at January 31, 2026 was 2,081.

Issuer purchases of equity securities for the fourth quarter 2025 were:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs ⁽²⁾
October 1 - 31, 2025	79,732 ⁽¹⁾	\$ 237.44	77,458	5,230,495
November 1 - 30, 2025	20,299 ⁽¹⁾	229.13	20,293	5,210,202
December 1 - 31, 2025	117,121 ⁽¹⁾	237.46	113,571	5,096,631
Total	<u>217,152</u>	<u>236.67</u>	<u>211,322</u>	

- (1) The above share repurchases include the surrender of the Company's common shares in connection with the vesting of restricted awards.
- (2) On February 12, 2020, the Company's Board authorized a share repurchase program for up to 10 million shares of the Company's common stock. Total shares purchased through the share repurchase program were 4.9 million shares at a total cost of \$912.1 million for a weighted average cost of \$186.01 per share through December 31, 2025.

The following line graph compares the yearly percentage change in the cumulative total shareholder return on the Company's common stock against the cumulative total return of the S&P Composite 500 Stock Index ("S&P 500") and the S&P 400 MidCap Index ("S&P 400") for the five-year calendar period commencing January 1, 2021 and ending December 31, 2025. This graph assumes that \$100 was invested on December 31, 2020 in each of the Company's common shares, the S&P 500 and the S&P 400. A peer-group index for the welding industry, in general, is not readily available because the industry is comprised of a large number of privately held competitors and competitors that are smaller parts of large publicly traded companies.



ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Dollars in thousands, except per share amounts)

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read together with the Company's consolidated financial statements and other financial information included elsewhere in this Annual Report on Form 10-K. This Annual Report on Form 10-K contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those indicated in the forward-looking statements. See "Item 1A. Risk Factors" for more information regarding forward-looking statements.

General

The Company is a high-performance industrial machinery and technology leader who helps customers manufacture and maintain vital equipment and infrastructure. The Company's innovative solutions enable higher quality and productivity across a variety of processes including welding, cutting, brazing, machining, process automation, and field repair.

The Company's products include arc welding equipment, filler metals (welding, brazing and soldering consumables), cutting systems (laser, plasma and oxyfuel), wire feeding systems, fume control equipment, welding accessories, specialty gas regulators, mobile power equipment, wear solutions, software, and education solutions; as well as a comprehensive portfolio of automated solutions and system integration services for joining, cutting, material handling, module assembly, and end of line testing. Services include additive manufacturing, precision fabrication, wear services, upfitting, and training.

Solutions range in technology and features from basic units used for personal, maintenance and light manufacturing use to highly sophisticated robotic solutions for complex fabrication and production activities.

The Company invests in the research and development of its solutions in order to continue its market leading product offering and improve the quality, productivity and sustainability of its solutions. In addition, the Company actively protects its innovations with patents and trade secrets globally. The Company believes its significant investment in research and development, its highly trained technical sales force and its extensive distributor network provide a competitive advantage in the marketplace.

The Company's products are sold globally through industrial distributors, direct to end users, retailers and wholesalers.

The Company's major end-user markets include:

- general fabrication,
- energy (oil and gas, power generation and process industries),
- heavy industries (heavy fabrication, ship building and maintenance and repair),
- automotive and transportation, and
- construction and infrastructure.

The Company has, through wholly owned subsidiaries, manufacturing and automation facilities located in the United States, Australia, Austria, Brazil, Canada, China, Colombia, Denmark, France, Germany, India, Italy, Mexico, Poland, Portugal, Romania, South Korea, Spain, Turkey and the United Kingdom.

The principal raw materials essential to the Company's business are steel, electronic components, engines, brass, copper, silver, aluminum alloys, robotic components and various chemicals, all of which are normally available for purchase in the open market.

In 2025, the U.S. government announced a series of tariffs on imported goods into the U.S., which prompted retaliatory actions from some of its trading partners. The Company has taken actions to address the impact of these trade policies and while the Company cannot predict the ultimate impact on its business, the Company will continue to monitor evolving trade negotiations to determine if additional measures are warranted.

The Company's facilities are subject to environmental regulations. To date, compliance with these environmental regulations has not had a material adverse effect on the Company's earnings. The Company is ISO 14001 certified at most significant manufacturing facilities in North America and Europe and is progressing towards certification at its remaining facilities worldwide. In addition, the Company is ISO 9001 certified at 49 facilities worldwide.

The Company ensures compliance and the continuous improvement of the environmental performance of its products and operations through its global EHS&Q systems. The Company's systems are guided by Corporate EHS&Q Policy, global directives and corporate standards that establish consistent guidelines for the management, measurement and reporting of environmental, health and safety activities, as well as quality across the Company's global platform. The Company's products support our customers' sustainable operations through enhanced worker safety, reduced emissions, improved energy efficiency, reduced waste and regulatory compliance.

Key Indicators

Key economic measures relevant to the Company include industrial production trends, steel consumption, purchasing manager indices, capacity utilization within durable goods manufacturers and consumer confidence indicators. Key industries which provide a relative indication of demand drivers to the Company include steel, farm machinery and equipment, construction and transportation, fabricated metals, electrical equipment, ship and boat building, defense, truck manufacturing, energy and railroad equipment. Although these measures provide key information on trends relevant to the Company, the Company does not have available a more direct correlation of leading indicators which can provide a forward-looking view of demand levels in the markets which ultimately use the Company's welding products.

Key financial measures utilized by the Company's executive management and operating units in order to evaluate the results of its business and in understanding key variables impacting the current and future results of the Company include: sales; gross profit; selling, general and administrative expenses; operating income; earnings before interest and taxes; net income; adjusted operating income; adjusted earnings before interest and income taxes; adjusted net income; adjusted diluted earnings per share; operating cash flows; and capital expenditures, as well as applicable ratios such as return on invested capital, adjusted return on invested capital and average operating working capital to sales. These measures are reviewed at monthly, quarterly and annual intervals and are compared with historical periods, as well as objectives established by the Board of the Company.

The discussion that follows includes a comparison of our results of operations, liquidity and capital resources for fiscal years ended December 31, 2025 and 2024. For a comparison of the Company's results of operations, liquidity and capital resources for the fiscal years ended December 31, 2024 and 2023, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Annual Report on Form 10-K for the year ended December 31, 2024, which was filed with the SEC on February 25, 2025.

Results of Operations

The following table shows the Company's results of operations:

	Year Ended December 31,					
	2025		2024		Favorable (Unfavorable) 2025 vs. 2024	
	Amount	% of Sales	Amount	% of Sales	\$	%
Net sales	\$ 4,233,003		\$ 4,008,670		\$ 224,333	5.6 %
Cost of goods sold	2,698,751		2,535,758		(162,993)	(6.4)%
Gross profit	1,534,252	36.2 %	1,472,912	36.7 %	61,340	4.2 %
Selling, general & administrative expenses	797,994	18.9 %	780,590	19.5 %	(17,404)	(2.2)%
Rationalization and asset impairment net charges	18,199	0.4 %	55,860	1.4 %	37,661	67.4 %
Operating income	718,059	17.0 %	636,462	15.9 %	81,597	12.8 %
Interest expense, net	51,561		42,786		(8,775)	(20.5)%
Other income	8,952		473		8,479	1,792.6 %
Income before income taxes	675,450	16.0 %	594,149	14.8 %	81,301	13.7 %
Income taxes	154,917		128,041		(26,876)	(21.0)%
Effective tax rate	22.9 %		21.6 %		(1.3)%	
Net income	\$ 520,533	12.3 %	\$ 466,108	11.6 %	\$ 54,425	11.7 %
Diluted earnings per share	\$ 9.32		\$ 8.15		\$ 1.17	14.4 %

Net Sales:

The following table summarizes the impacts of volume, acquisitions, price and foreign currency exchange rates on Net sales for the year ended December 31, 2025 on a consolidated basis:

	Net Sales 2024	Change in Net Sales due to:				Net Sales 2025
		Volume	Price	Acquisitions	Foreign Exchange	
Lincoln Electric Holdings, Inc.	\$ 4,008,670	\$ (147,682)	\$ 246,540	\$ 106,478	\$ 18,997	\$ 4,233,003
% Change						
Lincoln Electric Holdings, Inc.		(3.7)%	6.2 %	2.7 %	0.4 %	5.6 %

Net sales increased for the year ended December 31, 2025 primarily due to an increase in organic sales and a benefit from acquisitions. The increase in organic sales is driven by an increase in pricing primarily due to higher input costs, partially offset by lower volumes.

Gross Profit:

Gross profit as a percentage of sales decreased 0.5% for 2025 as compared to 2024 driven by lower volumes partially offset by effective cost management. The year ended December 31, 2025 includes a last-in, first-out (“LIFO”) charge of \$17,956, which is primarily due to rising input costs. This compares with a LIFO benefit of \$9,313 in 2024.

Selling, General & Administrative (“SG&A”) Expenses:

SG&A expenses increased in 2025 as compared to 2024 primarily due to acquisitions. SG&A expenses as a percentage of sales decreased primarily due to effective cost management.

Rationalization and Asset Impairment Net Charges:

Charges in 2025 and 2024 relate to rationalization plans within all three reportable segments. Charges in 2024 include the impact of the Company’s disposition of its Russian entity. Refer to Note 7 to the consolidated financial statements for further information on the Company’s rationalization plans.

Operating Income:

Operating income as a percentage of sales was 17.0% in 2025 as compared to 15.9% in 2024. Excluding special items, Operating income as a percentage of sales was 17.6% for both 2025 and 2024. Refer to explanations above for additional details. Also refer to Non-GAAP Financial Measures for a reconciliation of Adjusted operating income.

Other Income:

Other income for 2025 primarily relates to the non-recurring items such as equity income and other non-operating gains.

Income Taxes:

The effective tax rate was higher in 2025 as compared to 2024 primarily driven by the impact of the One Big Beautiful Bill Act (“OBBBA”), partially offset by the mix of earnings and timing of discrete tax items. Refer to Note 13 to the consolidated financial statements for further details.

Segment Results

Net Sales:

The table below summarizes the impacts of volume, acquisitions, price and foreign currency exchange rates on Net sales for the year ended December 31, 2025:

	Net Sales 2024	Change in Net Sales due to:				Net Sales 2025
		Volume ⁽¹⁾	Price ⁽²⁾	Acquisitions ⁽³⁾	Foreign Exchange ⁽⁴⁾	
Operating Segments						
Americas Welding	\$ 2,564,847	\$ (107,480)	\$ 184,483	\$ 86,361	\$ (4,650)	\$ 2,723,561
International Welding	933,722	(47,629)	3,062	20,117	21,593	930,865
The Harris Products Group	510,101	7,427	58,995	—	2,054	578,577
% Change						
Americas Welding		(4.2)%	7.2 %	3.4 %	(0.2)%	6.2 %
International Welding		(5.1)%	0.3 %	2.2 %	2.3 %	(0.3)%
The Harris Products Group		1.5 %	11.6 %	—	0.3 %	13.4 %

- (1) Decrease in Americas Welding and International Welding due to lower capital spending impacting equipment and automation, as well as weakened industrial demand trends in portions of International Welding. Increase in The Harris Products Group due to the expanded market presence in the retail channel.
- (2) Increase in all segments due to price actions taken in response to higher input costs.
- (3) Increase for Americas Welding and International Welding due to the acquisitions discussed in Note 4 to the consolidated financial statements.
- (4) Increase for International Welding relates to the weaker U.S. dollar.

Adjusted Earnings Before Interest and Income Taxes (“Adjusted EBIT”):

Segment performance is measured and resources are allocated based on a number of factors, the primary measure being the Adjusted EBIT profit measure. Adjusted EBIT is defined as Operating income plus Other income, adjusted for special items as determined by management such as the impact of rationalization activities, certain asset impairment charges and gains or losses on disposals of assets.

The following table presents Adjusted EBIT by segment:

	December 31,		Favorable (Unfavorable) 2025 vs. 2024	
	2025	2024	\$	%
<i>Americas Welding:</i>				
Net sales	\$ 2,723,561	\$ 2,564,847	\$ 158,714	6.2 %
Inter-segment sales	128,922	135,758	(6,836)	(5.0)%
Total Sales	<u>\$ 2,852,483</u>	<u>\$ 2,700,605</u>	\$ 151,878	5.6 %
Adjusted EBIT ⁽¹⁾⁽⁴⁾	<u>\$ 534,839</u>	<u>\$ 530,188</u>	\$ 4,651	0.9 %
As a percent of total sales ⁽¹⁾	<u>18.7 %</u>	<u>19.6 %</u>		(0.9)%
<i>International Welding:</i>				
Net sales	\$ 930,865	\$ 933,722	\$ (2,857)	(0.3)%
Inter-segment sales	30,160	35,861	(5,701)	(15.9)%
Total Sales	<u>\$ 961,025</u>	<u>\$ 969,583</u>	\$ (8,558)	(0.9)%
Adjusted EBIT ⁽²⁾⁽⁵⁾	<u>\$ 110,585</u>	<u>\$ 106,117</u>	\$ 4,468	4.2 %
As a percent of total sales ⁽²⁾	<u>11.5 %</u>	<u>10.9 %</u>		0.6 %
<i>The Harris Products Group:</i>				
Net sales	\$ 578,577	\$ 510,101	\$ 68,476	13.4 %
Inter-segment sales	15,084	12,321	2,763	22.4 %
Total Sales	<u>\$ 593,661</u>	<u>\$ 522,422</u>	\$ 71,239	13.6 %
Adjusted EBIT ⁽³⁾⁽⁶⁾	<u>\$ 107,608</u>	<u>\$ 88,328</u>	\$ 19,280	21.8 %
As a percent of total sales ⁽³⁾	<u>18.1 %</u>	<u>16.9 %</u>		1.2 %
<i>Corporate / Eliminations:</i>				
Inter-segment sales	\$ (174,166)	\$ (183,940)	\$ (9,774)	(5.3)%
Adjusted EBIT ⁽⁷⁾	(400)	(11,028)	10,628	96.4 %
<i>Consolidated:</i>				
Net sales	<u>\$ 4,233,003</u>	<u>\$ 4,008,670</u>	\$ 224,333	5.6 %
Net income	<u>\$ 520,533</u>	<u>\$ 466,108</u>	\$ 54,425	11.7 %
As a percent of Net sales	<u>12.3 %</u>	<u>11.6 %</u>		0.7 %
Adjusted EBIT ⁽⁸⁾	<u>\$ 752,632</u>	<u>\$ 713,605</u>	\$ 39,027	5.5 %
As a percent of Net sales	<u>17.8 %</u>	<u>17.8 %</u>		0.0 %

- (1) Adjusted EBIT increased for 2025 as compared to 2024 primarily driven by the favorable net impact of organic sales and acquisitions, partially offset by unfavorable impact of product mix; Adjusted EBIT as a percent of sales decreased for the same period due to the unfavorable impact of lower volumes, product mix and acquisitions.
- (2) Adjusted EBIT and Adjusted EBIT as a percent of sales increased for 2025 as compared to 2024 primarily as a result of acquisitions and effective cost management, partially offset by the unfavorable impact of lower volumes.
- (3) Adjusted EBIT and Adjusted EBIT as a percent of sales increased for 2025 as compared to 2024 primarily as a result of higher organic sales and effective cost management.

- (4) 2025 primarily excludes Rationalization and asset impairment net charges of \$9,838 and pension settlement charges of \$647. 2024 primarily excludes Rationalization and asset impairment net charges of \$18,840 and amortization of the step up in value of acquired inventories of \$4,776 and pension settlement charges of \$4,205.
- (5) 2025 primarily excludes Rationalization and asset impairment net charges of \$7,293, the amortization of the step up in value of acquired inventories of \$3,739 and pension settlement charges of \$72. 2024 primarily excludes Rationalization and asset impairment net charges of \$32,960 primarily due to restructuring activities, including the impact of the Company's disposition of its Russian entity, a loss on asset disposal of \$4,950, amortization of the step up in value of acquired inventories of \$250 and pension settlement gain of \$413.
- (6) 2025 excludes Rationalization and asset impairment net charges of \$1,068. 2024 excludes Rationalization and asset impairment net charges of \$3,955.
- (7) 2025 excludes acquisition transaction costs of \$2,401 as discussed in Note 4. 2024 excludes acquisition transaction costs of \$7,042.
- (8) See non-GAAP Financial Measures for a reconciliation of Net income as reported and Adjusted EBIT.

Non-GAAP Financial Measures

The Company reviews Adjusted operating income, Adjusted net income, Adjusted EBIT, Adjusted effective tax rate, Adjusted diluted earnings per share, Adjusted return on invested capital ("Adjusted ROIC"), Adjusted net operating profit after taxes, Free cash flow, Cash conversion and Organic sales, all non-GAAP financial measures, in assessing and evaluating the Company's underlying operating performance. These non-GAAP financial measures exclude the impact of special items on the Company's reported financial results. Non-GAAP financial measures should be read in conjunction with the generally accepted accounting principles in the United States ("GAAP") financial measures, as non-GAAP measures are a supplement to, and not a replacement for, GAAP financial measures. From time to time, management evaluates and discloses to investors the following non-GAAP measures: Free cash flow ("FCF"), defined as Net cash provided by operating activities less Capital expenditures (the Company considers FCF to be a liquidity measure that provides useful information to management and investors about how the amount of cash generated by our business, after the purchase of property and equipment, can be used for debt service, acquisitions, paying dividends and repurchasing our common shares); Cash conversion, defined as FCF divided by Adjusted net income; Organic sales, reflects changes in volumes and prices, and excludes the effects of foreign currency and acquisitions.

The following table presents the reconciliations of Operating income as reported to Adjusted operating income, Net income as reported to Adjusted net income and Adjusted EBIT, Effective tax rate as reported to Adjusted effective tax rate and Diluted earnings per share as reported to Adjusted diluted earnings per share:

	Year Ended December 31,	
	2025	2024
Operating income as reported	\$ 718,059	\$ 636,462
Special items (pre-tax):		
Rationalization and asset impairment net charges ⁽¹⁾	18,199	55,860
Acquisition transaction costs ⁽²⁾	2,739	7,042
Amortization of step up in value of acquired inventories ⁽³⁾	3,964	5,026
Adjusted operating income	<u>\$ 742,961</u>	<u>\$ 704,390</u>
As a percentage of net sales	17.6%	17.6%
Net income as reported	\$ 520,533	\$ 466,108
Special items:		
Rationalization and asset impairment net charges ⁽¹⁾	18,199	55,860
Acquisition transaction costs ⁽²⁾	2,739	7,042
Amortization of step up in value of acquired inventories ⁽³⁾	3,964	5,026
Pension settlement net charges ⁽⁴⁾	719	3,792
Loss on asset disposal ⁽⁵⁾	—	4,950
Tax effect of Special items ⁽⁶⁾⁽⁷⁾	5,177	(11,513)
Adjusted net income	551,331	531,265
Interest expense, net	51,561	42,786
Income taxes as reported	154,917	128,041
Tax effect of Special items ⁽⁶⁾⁽⁷⁾	(5,177)	11,513
Adjusted EBIT	<u>\$ 752,632</u>	<u>\$ 713,605</u>
Effective tax rate as reported	22.9 %	21.6 %
Net special item tax impact ⁽⁷⁾	(1.5)%	(0.8)%
Adjusted effective tax rate	<u>21.4 %</u>	<u>20.8 %</u>
Diluted earnings per share as reported	\$ 9.32	\$ 8.15
Special items per share	0.55	1.14
Adjusted diluted earnings per share	<u>\$ 9.87</u>	<u>\$ 9.29</u>

- (1) 2025 and 2024 net charges primarily relate to rationalization plans within all three segments. Charges in 2024 include the impact of the Company's disposition of its Russian entity.
- (2) Transaction costs related to acquisitions which are included in Selling, general & administrative expenses.
- (3) Costs related to acquisitions which are included in Cost of goods sold.
- (4) Pension settlement net charges are included in Other income. 2024 net charges are primarily due to the final settlement associated with the termination of a pension plan. Refer to Note 11 to the consolidated financial statements for further discussion.
- (5) Loss on asset disposal included in Other income.
- (6) Includes the net tax impact of Special items recorded during the respective periods. The tax effect of Special items impacting pre-tax income was calculated as the pre-tax amount multiplied by the applicable tax rate. The applicable tax rates reflect the taxable jurisdiction and nature of each Special item.
- (7) During 2025, the Company recognized tax expense of approximately \$11,700, reflecting the cumulative impact of the OBBBA provisions. Refer to Note 13 to the consolidated financial statements for further details.

Liquidity and Capital Resources

Overview

The Company's primary sources of liquidity are operating cash flows and revolving credit facilities. As of December 31, 2025, the Company had \$308,789 of cash and cash equivalents on hand and \$143,780 of outstanding borrowings under its \$1,026,854 revolving credit facilities.

The Company's capital allocation priorities include internal investment to support existing operations and organic growth, investment in acquisitions to grow the business and then returning capital to shareholders through dividends and share repurchases.

The Company's cash flow from operations can be cyclical. In assessing liquidity, the Company reviews working capital measurements to define areas for improvement. Management anticipates we will be able to satisfy cash requirements for its ongoing businesses for the foreseeable future primarily with cash generated by operations, existing cash balances, borrowings under its existing credit facilities and raising debt in capital markets.

The Company continues to expand globally and periodically consider acquisitions that would involve significant investments. The Company can fund its global expansion plans with operational cash flow, but a significant acquisition may require access to capital markets, particularly the long-term debt market, as well as the syndicated bank loan market. The Company's financing strategy is to fund itself at the lowest after-tax cost of funding. Where possible, the Company utilizes operational cash flows and raises capital in the most efficient market, usually the United States, and then lends funds to the specific subsidiary needing or requiring funding. If additional acquisitions providing appropriate financial benefits become available, additional expenditures may be made.

Cash Flow

The following table reflects changes in key cash flow measures:

	Year Ended December 31,		\$ Change 2025 vs. 2024
	2025	2024	
Cash provided by operating activities ⁽¹⁾	\$ 661,173	\$ 598,977	\$ 62,196
Cash used by investing activities	(257,326)	(361,231)	103,905
Capital expenditures	(126,974)	(116,603)	(10,371)
Acquisition of businesses, net of cash acquired	(137,530)	(252,746)	115,216
Cash used by financing activities ⁽²⁾	(461,887)	(244,640)	(217,247)
Proceeds from (payments on) short-term borrowings	133,252	8,449	124,803
Proceeds from long-term borrowings	—	550,000	(550,000)
Payments on long-term borrowings	(100,169)	(400,677)	300,508
Purchase of shares for treasury	(338,308)	(263,751)	(74,557)
Cash dividends paid to shareholders	(168,240)	(162,143)	(6,097)
(Decrease) increase in Cash and cash equivalents	(68,473)	(16,525)	(51,948)

(1) Cash provided by operating activities increased in 2025 as compared to 2024 primarily due to the net favorable impacts of the election of provisions from the OBBBA, partially offset by unfavorable working capital.

(2) Cash used by financing activities increased in 2025 as compared to 2024 primarily due to the increase in purchases of shares for treasury and proceeds from long-term borrowings in the prior year.

As of December 31, 2025, the Company had cash of \$308,789, of which \$294,130 was held by international subsidiaries.

The Company paid \$168,240 and \$162,143 in cash dividends to its shareholders during 2025 and 2024, respectively. In January 2026, the Company paid a cash dividend of \$0.79 per share, or \$43,328, to shareholders of record on December 31, 2025, which reflects a 5.3% increase in the Company's dividend payout rate.

The Company currently anticipates capital expenditures of \$110,000 to \$130,000 in 2026. Anticipated capital expenditures include investments to increase capacity, improve operational effectiveness and for general maintenance. Management critically evaluates all proposed capital expenditures and expects each project to increase efficiency, reduce costs, support sales growth or improve the overall safety and environmental conditions of the Company's facilities.

Revolving Credit Agreements

The Company has a \$1 billion revolving credit facility which matures on June 20, 2029. As of December 31, 2025, the Company had \$858,000 of availability under the revolving credit facility. Additionally, the Company has other lines of credit with total availability of \$25,074 as of December 31, 2025. Refer to Note 9 to the consolidated financial statements for further information on our revolving credit agreements.

Working Capital Ratios

	<u>2025</u>	<u>2024</u>
Average operating working capital to Net sales ^{(1) (2)}	17.9 %	16.9 %
Days sales in Inventories ^{(1) (2)}	116.4	106.0
Days sales in Accounts receivable	49.4	46.9
Average days in Trade accounts payable	53.4	45.8

- (1) Average operating working capital to Net sales is defined as the sum of Accounts receivable, Inventories and contract assets less Trade accounts payable and contract liabilities as of period end divided by annualized rolling three months of Net sales.
- (2) Due to the strategic increase of inventory to serve customers, the Company had higher inventories relative to expected Net sales resulting in higher Days sales in Inventories and Average operating working capital to Net sales.

Stock Repurchase Program

On February 12, 2020, the Company's Board authorized a share repurchase program for up to 10 million shares of the Company's common stock. As of December 31, 2025, there were 5.1 million shares available under the authorization. The Company is not obligated to make any repurchases.

Contractual Obligations

Debt

As of December 31, 2025, the total amount of debt outstanding was \$1,294,008, which includes \$143,780 in short-term debt. Refer to Note 9 to the consolidated financial statements for further information on our debt and interest.

Lease Obligations

As of December 31, 2025, the Company's total future minimum lease payments were \$59,773, which includes \$15,232 in short-term lease obligations. Refer to Note 17 to the consolidated financial statements for further information on our lease obligations.

Purchase Commitments

Purchase commitments include contractual obligations for raw materials and services. As of December 31, 2025, the Company had total purchase commitments of \$76,500, which includes \$76,348 in current liabilities.

Other Material Obligations

As of December 31, 2025, there was a total liability of \$24,456 for deferred compensation, which includes \$894 in Other current liabilities.

Off-Balance Sheet Arrangements

The Company utilizes letters of credit to back certain payment and performance obligations. Letters of credit are subject to limits based on amounts outstanding under the Company's revolving credit facility.

Rationalization and Asset Impairments

Refer to Note 7 to the consolidated financial statements for a discussion of the Company's rationalization plans. The Company believes the rationalization actions will positively impact future results of operations and will not have a material effect on liquidity and sources and uses of capital.

Acquisitions

Refer to Note 4 to the consolidated financial statements for a discussion of the Company's recent acquisitions.

Return on Invested Capital

The Company reviews return on invested capital ("ROIC") in assessing and evaluating the Company's underlying operating performance. Adjusted ROIC is a non-GAAP financial measure that the Company believes is a meaningful metric to investors in evaluating the Company's financial performance and may be different than the method used by other companies to calculate ROIC. Adjusted ROIC is defined as rolling 12 months of Adjusted net income excluding tax-effected interest income and expense divided by invested capital. Invested capital is defined as total debt, which includes Amounts due to banks, Current portion of long-term debt and Long-term debt, less current portions, plus Total equity.

The following table presents the reconciliation of ROIC and Adjusted ROIC to net income:

	2025	2024
Return on Invested Capital		
Net income as reported	\$ 520,533	\$ 466,108
Plus: Interest expense (after-tax)	43,762	39,665
Less: Interest income (after-tax)	5,118	7,593
Net operating profit after taxes	559,177	498,180
Special items:		
Rationalization and asset impairment net charges	18,199	55,860
Acquisition transaction costs	2,739	7,042
Pension settlement net charges	719	3,792
Amortization of step up in value of acquired inventories	3,964	5,026
Loss on asset disposal	—	4,950
Tax effect of Special items ⁽¹⁾	5,177	(11,513)
Adjusted net operating profit after taxes	<u>\$ 589,975</u>	<u>\$ 563,337</u>
Invested Capital		
Short-term debt	\$ 143,780	\$ 110,524
Long-term debt, less current portion	1,150,228	1,150,551
Total debt	1,294,008	1,261,075
Total equity	1,469,794	1,327,433
Invested capital	<u>\$ 2,763,802</u>	<u>\$ 2,588,508</u>
Return on invested capital as reported	20.2 %	19.2 %
Adjusted return on invested capital	<u>21.3 %</u>	<u>21.8 %</u>

(1) Includes the net tax impact of Special items recorded during the respective periods, including the cumulative impact of the OBBBA provisions. The tax effect of Special items impacting pre-tax income was calculated as the pre-tax amount multiplied by the applicable tax rate. The applicable tax rate reflects the taxable jurisdiction and nature of each Special item.

Product Liability Costs

Product liability costs incurred can be volatile and are largely related to trial activity. The costs associated with these claims are predominantly defense costs which are recognized in the periods incurred.

The long-term impact of product liability contingencies, in the aggregate, on operating results, operating cash flows and access to capital markets is difficult to assess, particularly since claims are in many different stages of development and the Company benefits significantly from cost sharing with co-defendants and insurance carriers. Moreover, the Company has been largely successful to date in its defense of these claims.

New Accounting Pronouncements

Refer to Note 1 to the consolidated financial statements for a discussion of new accounting pronouncements.

Critical Accounting Policies and Estimates

The Company's consolidated financial statements are based on the selection and application of significant accounting policies, which require management to make estimates and assumptions. These estimates and assumptions are reviewed periodically by management and compared to historical trends to determine the accuracy of estimates and assumptions used. If warranted, these estimates and assumptions may be changed as current trends are assessed and updated.

Historically, the Company's estimates have been determined to be reasonable. No material changes to the Company's accounting policies were made during 2025. The Company believes the following accounting policies are some of the more critical judgment areas affecting its financial condition and results of operations.

Legal and Tax Contingencies

The Company, like other manufacturers, is subject from time to time to a variety of civil and administrative proceedings arising in the ordinary course of business. Such claims and litigation include, without limitation, product liability claims, administrative claims, regulatory claims and health, safety and environmental claims, some of which relate to cases alleging asbestos induced illnesses. The costs associated with these claims are predominantly defense costs, which are recognized in the periods incurred. Insurance reimbursements mitigate these costs and, where reimbursements are probable, they are recognized in the applicable period. With respect to costs other than defense costs (i.e., for liability and/or settlement or other resolution), reserves are recorded when it is probable that the contingencies will have an unfavorable outcome. The Company accrues its best estimate of the probable costs after a review of the facts with management and counsel and taking into account past experience. If an unfavorable outcome is determined to be reasonably possible but not probable, or if the amount of loss cannot be reasonably estimated, disclosure would be provided for material claims or litigation. Many of the current cases are in differing procedural stages and information on the circumstances of each claimant, which forms the basis for judgments as to the validity or ultimate disposition of such actions, varies greatly. Therefore, in many situations a range of possible losses cannot be made. Reserves are adjusted as facts and circumstances change and related management assessments of the underlying merits and the likelihood of outcomes change. Moreover, reserves only cover identified and/or asserted claims. Future claims could, therefore, give rise to increases to such reserves.

The Company is subject to taxation from U.S. federal, state, municipal and international jurisdictions. The calculation of current income tax expense is based on the best information available and involves significant management judgment. The actual income tax liability for each jurisdiction in any year can in some instances be ultimately determined several years after the financial statements are published.

The Company maintains liabilities for unrecognized tax benefits related to uncertain income tax positions in various jurisdictions. The Company uses judgment in determining whether the technical merits of tax positions are more-likely-than-not to be sustained. Judgment is also used in measuring the related amount of tax benefit that qualifies for recognition, including the interpretation of applicable tax law, regulation and tax ruling.

Liabilities are settled primarily through the completion of audits within each individual tax jurisdiction or the closing of the statute of limitations. Liabilities can be affected by changes in applicable tax law, regulations, tax rulings or such other factors, which may cause management to believe a revision of past estimates is appropriate. Management believes that an appropriate liability has been established for uncertain income tax positions; however, actual results may materially differ from these estimates. Refer to Note 13 to the consolidated financial statements for further discussion of uncertain income tax positions.

Deferred Income Taxes

Deferred income taxes are recognized at currently enacted tax rates for temporary differences between the GAAP and income tax basis of assets and liabilities and operating loss and tax credit carry-forwards. The Company will repatriate earnings for certain non-U.S. subsidiaries, which are subject to foreign withholding taxes. The Company considers any remaining earnings and outside basis in all other non-U.S. subsidiaries to be indefinitely reinvested and has not recorded any deferred taxes as such estimate is not practicable.

At December 31, 2025, the Company had approximately \$116,893 of gross deferred tax assets related to deductible temporary differences and tax loss and credit carry-forwards, which may reduce taxable income in future years. In assessing the realizability of deferred tax assets, the Company assesses whether it is more-likely-than-not that a portion or all of the deferred tax assets will not be realized. The Company considers the scheduled reversal of deferred tax liabilities, tax planning strategies and projected future taxable income in making this assessment. At December 31, 2025,

a valuation allowance of \$4,802 was recorded against certain deferred tax assets based on this assessment. The Company believes it is more-likely-than-not that the tax benefit of the remaining net deferred tax assets will be realized. The amount of net deferred tax assets considered realizable could be increased or reduced in the future if the Company's assessment of future taxable income or tax planning strategies changes.

Inventories

Inventories are valued at the lower of cost or net realizable value. Fixed manufacturing overhead costs are allocated to inventory based on normal production capacity and abnormal manufacturing costs are recognized as period costs. Cost for a substantial portion of U.S. inventories is determined on a LIFO basis. LIFO was used for 38% and 35% of total inventories at December 31, 2025 and 2024, respectively. Cost of other inventories is determined by costing methods that approximate a FIFO basis. The valuation of LIFO inventories is made at the end of each year based on inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs. Actual year-end inventory levels and costs may differ from interim LIFO inventory valuations. The excess of current cost over LIFO cost was \$138,589 and \$120,633 at December 31, 2025 and 2024, respectively.

Long-Lived Assets

The Company periodically evaluates whether current facts or circumstances indicate that the carrying value of its depreciable long-lived assets, including leases and intangible assets that do not have indefinite lives, to be held and used may not be recoverable. If such circumstances are determined to exist, an estimate of undiscounted future cash flows produced by the long-lived asset, or the appropriate grouping of assets, is compared to the carrying value to determine whether impairment exists. If an asset is determined to be impaired, a loss is recognized to the extent that carrying value exceeds fair value. Fair value is measured based on quoted market prices in active markets, if available. If quoted market prices are not available, the estimate of fair value is based on various valuation techniques, including the discounted value of estimated future cash flows.

Goodwill and Intangibles

The Company performs an annual impairment test of goodwill and indefinite-lived intangible assets in the fourth quarter using the same date each year or more frequently if changes in circumstances or the occurrence of events indicate potential impairment.

The fair value of each indefinite-lived intangible asset is compared to its carrying value and an impairment charge is recorded if the carrying value exceeds the fair value. For goodwill, the Company first assesses qualitative factors to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, and whether it is necessary to perform the quantitative goodwill impairment test. The quantitative test is only required if the Company concludes that it is more-likely-than-not that a reporting unit's fair value is less than its carrying amount. The Company may also perform a quantitative test in instances where the more-likely-than-not threshold has not been met, including when general macroeconomic conditions, changes to the reporting unit or the passage of time warrants a refresh of the baseline used in a qualitative test. For quantitative testing, the Company compares the fair value of each reporting unit with its carrying amount. If the carrying amount exceeds the fair value, an impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

Fair values are determined using established business valuation techniques and models developed by the Company, estimates of market participant assumptions of future cash flows, future growth rates and discount rates to value estimated cash flows. Changes in economic and operating conditions, actual growth below the assumed market participant assumptions or an increase in the discount rate could result in an impairment charge in a future period.

Acquisitions

Upon acquisition of a business, the Company uses the income, market or cost approach (or a combination thereof) for the valuation as appropriate. The valuation inputs in these models and analyses are based on market participant assumptions. Market participants are considered to be buyers and sellers unrelated to the Company in the principal or most advantageous market for the asset or liability.

Fair value estimates are based on a series of judgments about future events and uncertainties and rely on estimates and assumptions. Management values property, plant and equipment using the cost approach supported where available by observable market data, which includes consideration of obsolescence. Management values acquired intangible assets using the relief from royalty method or excess earnings method, forms of the income approach supported by observable market data for peer companies. The significant assumptions used to estimate the value of the acquired intangible assets include discount rates and certain assumptions that form the basis of future cash flows (such as revenue growth rates, customer attrition rates and royalty rates). Acquired inventories are marked to fair value. For certain items, the pre-acquisition carrying value is determined to be a reasonable approximation of fair value based on information available to the Company. Refer to Note 4 to the consolidated financial statements for additional details.

Revenue Recognition

Revenue is recognized when obligations under the terms of a contract are satisfied and control is transferred to the customer. Revenue is measured as the amount of consideration the Company expects to be entitled to in exchange for goods or services. Substantially all of the Company's sales arrangements are short-term in nature involving a single performance obligation. The Company recognizes revenue when the performance obligation is satisfied and control of the product is transferred to the customer based upon shipping terms. In addition, certain customized automation performance obligations are accounted for over time. Under this method, revenue recognition is primarily based upon the ratio of costs incurred to date compared with estimated total costs to complete. The cumulative impact of revisions to total estimated costs is reflected in the period of the change, including anticipated losses. Approximately 10% of the Company's Net sales are recognized over time.

The Company recognizes any discounts, credits, returns, rebates and incentive programs based on reasonable estimates as a reduction of sales to arrive at Net sales at the same time the related revenue is recorded. Taxes collected by the Company, including sales tax and value added tax, are excluded from Net sales. The Company recognizes freight billed as a component of Net sales and shipping costs as a component of Cost of goods sold when control transfers to the customer. Sales commissions are expensed when incurred because the amortization period is generally one year or less. These costs are recorded within Selling, general and administrative expenses in the Company's Consolidated Statements of Income.

Refer to Note 2 to the consolidated financial statements for additional details.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's primary financial market risks include fluctuations in currency exchange rates, commodity prices and interest rates. The Company manages these risks by using derivative financial instruments in accordance with established policies and procedures. The Company does not enter into derivatives or other financial instruments for trading or speculative purposes.

Included below is a sensitivity analysis based upon a hypothetical 10% weakening or strengthening in the U.S. dollar compared to foreign currency exchange rates at December 31, 2025. The derivative, borrowing and investment arrangements in effect at December 31, 2025 were compared to the hypothetical foreign exchange rates in the sensitivity analysis to determine the effect on the Company's current period consolidated financial statements.

Foreign Currency Exchange Risk

The Company enters into forward foreign exchange contracts principally to hedge the currency fluctuations in transactions denominated in foreign currencies, thereby limiting the Company's risk that would otherwise result from changes in exchange rates.

At December 31, 2025, the Company hedged certain third-party and intercompany purchases and sales. The gross notional dollar amount of these foreign exchange contracts at December 31, 2025 was \$88,555. At December 31, 2025, a hypothetical 10% strengthening or weakening in the U.S. dollar would have changed Accumulated other comprehensive income (loss) by \$77.

The Company enters into forward foreign exchange contracts to hedge transaction exposures or significant cross-border intercompany loans by either purchasing or selling specified amounts of foreign currency at a specified date. The gross notional dollar amount of these foreign exchange contracts at December 31, 2025 was \$370,668. A hypothetical 10% change in the year-end exchange rates would have resulted in an increase or decrease to Income before income taxes of \$2,779 related to these positions. However, any loss (or gain) resulting from a hypothetical 10% change would be offset by the associated gain (or loss) on the underlying balance sheet exposure and would ultimately not materially affect the Company's financial statements. The Company also has a foreign currency forward contract hedge designated as a net investment hedge with a notional dollar amount of \$337,659 at December 31, 2025. At December 31, 2025, any loss (or gain) resulting from the hypothetical 10% strengthening or weakening in the U.S. dollar would have changed Accumulated other comprehensive income (loss) by \$27,652.

The fair value of the Company's cash and cash equivalents at December 31, 2025 approximated cost due to the short-term duration. These financial instruments are subject to concentrations of credit risk. The Company has minimized this risk by entering into investments with a number of major banks and financial institutions and investing in high-quality instruments. The Company does not expect any counter-parties to fail to meet their obligations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The response to this item is submitted in a separate section of this Annual Report on Form 10-K following the signature page.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of disclosure controls and procedures, as such term is defined in Rule 13a-15(e) of the Exchange Act. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this Annual Report on Form 10-K.

Management's Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of internal control over financial reporting as of December 31, 2025 based

on the 2013 framework in "Internal Control – Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the Company's evaluation under such framework, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2025.

During 2025, the Company completed the acquisition of Alloy Steel Australia (Int) Pty Ltd. ("Alloy Steel"). The Company is currently integrating Alloy Steel into its operations, compliance programs and internal control processes. As permitted by guidance issued by the SEC, the Company has excluded Alloy Steel from management's evaluation of internal controls over financial reporting as of December 31, 2025. Alloy Steel constituted approximately 4% of the Company's total assets (inclusive of acquired intangible assets and goodwill) as of December 31, 2025 and 0.4% of the Company's net sales for the fiscal year ended December 31, 2025.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2025 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report, which is included elsewhere in this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There have been no changes in the Company's internal control over financial reporting that occurred during the fourth quarter of 2025 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

During the quarter ended December 31, 2025, none of the Company's directors or officers adopted, modified, or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement," as those terms are defined in Item 408(a) of Regulation S-K.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The Company is expected to file its 2026 Proxy Statement pursuant to Regulation 14A of the Exchange Act within 120 days after December 31, 2025.

Except for the information set forth within Part I, Item 1D section of this Annual Report on Form 10-K concerning our Executive Officers, the information required by this item is incorporated by reference from the 2026 Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference from the 2026 Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated by reference from the 2026 Proxy Statement.

For further information on the Company's equity compensation plans, see Note 1 and Note 10 to the Company's consolidated financial statements.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated by reference from the 2026 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated by reference from the 2026 Proxy Statement.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements

The following reports and consolidated financial statements of the Company are included in a separate section of this report following the signature page and certifications:

Report of Independent Registered Public Accounting Firm (PCAOB ID 42)

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting

Consolidated Statements of Income – Years ended December 31, 2025, 2024 and 2023

Consolidated Statements of Comprehensive Income – Years ended December 31, 2025, 2024 and 2023

Consolidated Balance Sheets – December 31, 2025 and 2024

Consolidated Statements of Equity – Years ended December 31, 2025, 2024 and 2023

Consolidated Statements of Cash Flows – Years ended December 31, 2025, 2024 and 2023

Notes to Consolidated Financial Statements

(a)(2) Financial Statement Schedules

The following consolidated financial statement schedule of the Company is included in a separate section of this report following the signature page:

Schedule II – Valuation and Qualifying Accounts

All other schedules for which provision is made in the applicable accounting regulation of the SEC.

Commission are not required under the related instructions or are inapplicable, and therefore, have been omitted.

(a)(3) Exhibits

Exhibit No.	Description
3.1	Amended and Restated Articles of Incorporation of Lincoln Electric Holdings, Inc. (filed as Exhibit 3.1 to Form 8-K of Lincoln Electric Holdings, Inc. filed on September 27, 2011, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).

3.2	Amended and Restated Code of Regulations of Lincoln Electric Holdings, Inc., as amended on February 15, 2023 (filed as Exhibit 3.1 to Form 8-K of Lincoln Electric Holdings, Inc. filed on February 17, 2023, SEC File No.0-1402, and incorporated herein by reference and made a part hereof).
4.1	Description of Securities Registered Under Section 12 of the Securities Exchange Act of 1934 (filed as Exhibit 4.1 to Form 10-K of Lincoln Electric Holdings, Inc. for the year ended December 31, 2019, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.1	Credit Agreement, dated as of June 20, 2024, by and among Lincoln Electric Holdings, Inc., The Lincoln Electric Company, Lincoln Electric International Holding Company, J.W. Harris Co., Inc., Lincoln Global, Inc., Lincoln Electric Automation, Inc., the financial institutions from time to time party thereto, as lenders, PNC Bank, National Association, as lead administrative agent, and KeyBank National Association, as co-administrative agent (filed as Exhibit 10.2 to Form 8-K of Lincoln Electric Holdings, Inc., filed on June 24, 2024, SEC File No. 0-1402, and incorporated herein by reference and made part hereof).
10.2	Note Purchase Agreement, dated as of April 1, 2015, by and among Lincoln Electric Holdings, Inc., The Lincoln Electric Company, Lincoln Electric International Holding Company, J.W. Harris Co., Inc., Lincoln Global, Inc., Techalloy, Inc., Wayne Trail Technologies, Inc. and the purchasers party thereto (filed as Exhibit 10.1 to Form 8-K of Lincoln Electric Holdings, Inc. filed on April 2, 2015, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.3	Amendment No. 1 to Note Purchase Agreement, dated as of April 1, 2015, by and among Lincoln Electric Holdings, Inc., The Lincoln Electric Company, Lincoln Electric International Holding Company, J.W. Harris Co., Inc., Lincoln Global, Inc., Techalloy, Inc., Wayne Trail Technologies, Inc. and the purchasers party thereto, dated July 30, 2019 (filed as Exhibit 10.1 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended September 30, 2019, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.4	Amendment No. 2 to Note Purchase Agreement, dated as of April 1, 2015, by and among Lincoln Electric Holdings, Inc., The Lincoln Electric Company, Lincoln Electric International Holding Company, J.W. Harris Co., Inc., Lincoln Global, Inc., Lincoln Electric Automation, Inc. and the purchasers party thereto, dated June 20, 2024 (filed as Exhibit 10.3 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended June 30, 2024, SEC File No. 0-1402, and incorporated herein by reference and made part hereof).
10.5	Note Purchase Agreement, dated as of October 20, 2016, by and among Lincoln Electric Holdings, Inc., The Lincoln Electric Company, Lincoln Electric International Holding Company, J.W. Harris Co., Inc., Techalloy, Inc. and Wayne Trail Technologies, Inc. and the purchasers party thereto (filed as Exhibit 10.4 to Form 10-K of Lincoln Electric Holdings, Inc. for the year ended December 31, 2016, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.6	Amendment No. 1 to Note Purchase Agreement, dated as of October 20, 2016, by an among Lincoln Electric Holdings, Inc., The Lincoln Electric Company, Lincoln Electric International Holding Company, J.W. Harris Co., Inc., Lincoln Global, Inc., Lincoln Electric Automation, Inc. and the purchasers party thereto, dated June 20, 2024 (filed as Exhibit 10.4 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended June 30, 2024, SEC File No. 0-1402, and incorporated herein by reference and made part hereof).
10.7	Note Purchase Agreement, dated as of June 20, 2024, by and among Lincoln Electric Holdings, Inc., The Lincoln Electric Company, Lincoln Electric International Holding Company, J.W. Harris Co., Inc., Lincoln Global, Inc, Lincoln Electric Automation, Inc. and the purchasers party thereto (filed as Exhibit 10.1 to Form 8-K of Lincoln Electric Holdings, Inc., filed on June 24, 2024, SEC File No. 0-1402, and incorporated herein by reference and made part hereof).

10.8*	Non-Employee Directors' Deferred Compensation Plan (Amended and Restated as of January 1, 2021) (filed as Exhibit 10.18 to Form 10-K of Lincoln Electric Holdings, Inc. for the year ended December 31, 2020, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.9*	2005 Deferred Compensation Plan for Executives (Amended and Restated as of January 1, 2021) (filed as Exhibit 10.21 to Form 10-K of Lincoln Electric Holdings, Inc. for the year ended December 31, 2020, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.10*	The Lincoln Electric Company Restoration Plan (filed as Exhibit 4.3 to Form S-8 of Lincoln Electric Holdings, Inc. filed on December 19, 2016, SEC File No. 333-215168, and incorporated herein by reference and made a part hereof).
10.11*	Amendment No. 1 to The Lincoln Electric Company Restoration Plan (filed as Exhibit 10.3 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended September 30, 2020, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.12*	The Lincoln Electric Company Employee Savings Plan As Amended and Restated Effective January 1, 2025 (filed as Exhibit 10.12 to Form 10-K of Lincoln Electric Holdings, Inc. for the year ended December 31, 2024, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.13*	Form of Change in Control Severance Agreement (as entered into by the Company and its executive officers) (filed as Exhibit 10.1 to Form 8-K of Lincoln Electric Holdings, Inc. filed on November 21, 2017, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.14*	Amendment No. 1 to Form of Change in Control Severance Agreement (as entered into by the Company and its executive officers) (filed as Exhibit 10.5 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended September 30, 2020, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.15*	Lincoln Electric Holdings, Inc. Executive Severance Plan (filed as Exhibit 10.1 to Form 8-K of Lincoln Electric Holdings, Inc. filed on October 20, 2025, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.16*	2006 Equity and Performance Incentive Plan (Restated as of March 3, 2011) (filed as Annex A to Lincoln Electric Holdings, Inc. proxy statement filed on March 18, 2011, SEC File No. 0-1402 and incorporated herein by reference and made a part hereof).
10.17*	2015 Equity and Incentive Compensation Plan (filed as Appendix B to Lincoln Electric Holdings, Inc. definitive proxy statement filed on March 18, 2015, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.18*	2015 Stock Plan for Non-Employee Directors (filed as Appendix C to Lincoln Electric Holdings, Inc. definitive proxy statement filed on March 18, 2015, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.19*	Amendment No. 1 to the 2015 Stock Plan for Non-Employee Directors (filed as Appendix C to Lincoln Electric Holdings, Inc. proxy statement dated March 20, 2017, SEC File No. 0-1402, and incorporated by reference and made a part hereof).
10.20*	2023 Equity and Incentive Compensation Plan (filed as Exhibit 10.1 to Form 8-K of Lincoln Electric Holdings, Inc. filed on April 21, 2023, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.21*	2023 Stock Plan for Non-Employee Directors (filed as Exhibit 10.2 to Form 8-K of Lincoln Electric Holdings, Inc. filed on April 21, 2023, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).

10.22*	Form of Restricted Stock Unit Agreement for Non-Employee Directors under 2023 Stock Plan for Non-Employee Directors (filed as Exhibit 10.24 to Form 10-K of Lincoln Electric Holdings, Inc. for the year ended December 31, 2023, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.23*	Form of Restricted Stock Unit Agreement for Non-Employee Directors under 2023 Stock Plan for Non-Employee Directors (filed herewith).
10.24*	Form of Stock Option Agreement for Executive Officers (filed as Exhibit 10.38 to Form 10-K of Lincoln Electric Holdings, Inc. for the year ended December 31, 2019, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.25*	Form of Stock Option Agreement for Executive Officers (filed as Exhibit 10.1 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2021, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.26*	Form of Stock Option Agreement for Executive Officers (filed as Exhibit 10.1 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2022, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.27*	Form of Stock Option Agreement for Executive Officers (filed as Exhibit 10.2 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2023, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.28*	Form of Stock Option Agreement for Executive Officers under 2023 Equity and Incentive Compensation Plan (filed as Exhibit 10.2 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended June 30, 2023, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.29*	Form of Stock Option Agreement for Executive Officers (filed as Exhibit 10.1 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2024, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.30*	Form of Stock Option Agreement for Executive Officers (filed as Exhibit 10.1 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2025, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.31*	Form of Restricted Stock Unit Agreement for Executive Officers (filed as Exhibit 10.33 to Form 10-K of Lincoln Electric Holdings, Inc. for the year ended December 31, 2013, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.32*	Form of Restricted Stock Unit Agreement for Executive Officers (filed as Exhibit 10.2 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2022, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.33*	Form of Restricted Stock Unit Agreement for Executive Officers (filed as Exhibit 10.3 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2023, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.34*	Form of Restricted Stock Unit Agreement for Executive Officers under 2023 Equity and Incentive Compensation Plan (filed as Exhibit 10.3 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended June 30, 2023, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.35*	Form of Restricted Stock Unit Agreement for Executive Officers under 2023 Equity and Incentive Compensation Plan (filed as Exhibit 10.2 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2024, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.36*	Form of Restricted Stock Unit Agreement for Executive Officers (filed as Exhibit 10.2 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2025, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).

10.37*	Form of Performance Share Award Agreement for Executive Officers (filed as Exhibit 10.3 to Form 10-Q of Lincoln Electric Holdings, Inc., for the quarter ended March 31, 2022, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.38*	Form of Performance Share Award Agreement for Executive Officers (filed as Exhibit 10.4 to Form 10-Q of Lincoln Electric Holdings, Inc., for the quarter ended March 31, 2023, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.39*	Form of Performance Share Award Agreement for Executive Officers under 2023 Equity and Incentive Compensation Plan (filed as Exhibit 10.4 to Form 10-Q of Lincoln Electric Holdings, Inc., for the quarter ended June 30, 2023, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.40*	Form of Performance Share Award Agreement for Executive Officers (filed as Exhibit 10.3 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2024, SEC File No. 0-1402, and incorporated herein by reference and made part hereof).
10.41*	Form of Performance Share Award Agreement for Executive Officers (filed as Exhibit 10.3 to Form 10-Q of Lincoln Electric Holdings, Inc. for the quarter ended March 31, 2025, SEC File No. 0-1402, and incorporated herein by reference and made part hereof).
10.42*	Form of Officer Indemnification Agreement (effective February 23, 2012) (filed as Exhibit 10.1 to Form 8-K of Lincoln Electric Holdings, Inc. filed on February 29, 2012, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
10.43*	Form of Director Indemnification Agreement (effective February 23, 2012) (filed as Exhibit 10.2 to Form 8-K of Lincoln Electric Holdings, Inc. filed on February 29, 2012, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
19	Lincoln Electric Holdings, Inc. Securities Trading Policy for Covered Persons (Effective July 17, 2024) (filed as Exhibit 19 to Form 10-K of Lincoln Electric Holdings, Inc. for the year ended December 31, 2024, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
21	Subsidiaries of the Registrant (filed herewith).
23	Consent of Independent Registered Public Accounting Firm (filed herewith).
24	Powers of Attorney (filed herewith).
31.1	Certification by the Chairman, President and Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 (filed herewith).
31.2	Certification by the Executive Vice President, Chief Financial Officer and Treasurer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934 (filed herewith).
32.1	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
97	Lincoln Electric Holdings, Inc. Clawback Policy (Effective October 2, 2023) (filed as Exhibit 97 to Form 10-K of Lincoln Electric Holdings, Inc. for the year ended December 31, 2023, SEC File No. 0-1402, and incorporated herein by reference and made a part hereof).
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover page Interactive Data File (embedded within the Inline XBRL document)

* Reflects management contract or other compensatory arrangement required to be filed as an exhibit pursuant to Item 15(b) of this report.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LINCOLN ELECTRIC HOLDINGS, INC.

By: /s/ Gabriel Bruno

Gabriel Bruno
Executive Vice President, Chief Financial Officer and
Treasurer
(principal financial and accounting officer)
February 25, 2026

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Steven B. Hedlund

Steven B. Hedlund,
Chairman and Chief Executive Officer
(principal executive officer)
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno,
Executive Vice President, Chief Financial Officer and
Treasurer
(principal financial and accounting officer)
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno as
Attorney-in-Fact for
Brian D. Chambers, Director
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno as
Attorney-in-Fact for
Curtis E. Espeland, Director
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno as
Attorney-in-Fact for
N. Joy Falotico, Director
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno as
Attorney-in-Fact for
Bonnie J. Fetch, Director
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno as
Attorney-in-Fact for
Patrick P. Goris, Director
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno as
Attorney-in-Fact for
Michael F. Hilton, Director
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno as
Attorney-in-Fact for
Marc A. Howze, Director
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno as
Attorney-in-Fact for
Kathryn Jo Lincoln, Director
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno as
Attorney-in-Fact for
Phillip J. Mason, Director
February 25, 2026

/s/ Gabriel Bruno

Gabriel Bruno as
Attorney-in-Fact for
Ben P. Patel, Director
February 25, 2026

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Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Lincoln Electric Holdings, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Lincoln Electric Holdings, Inc. (the Company) as of December 31, 2025 and 2024, the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and financial statement schedule listed in the Index at Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 25, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

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

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

Critical Audit Matter

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

Goodwill impairment evaluation – Reporting unit subject to quantitative assessment

Description of the Matter

As disclosed in Note 5 to the consolidated financial statements, at December 31, 2025, the Company's total goodwill was \$887 million. As disclosed in Note 1 to the consolidated financial statements, goodwill is tested for impairment in the fourth quarter using the same date each year or more frequently if changes in circumstances or the occurrence of events indicate potential impairment. The Company first assesses qualitative factors to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount and whether it is necessary to perform a quantitative goodwill impairment test. The quantitative test is only required if the Company concludes that it is more-likely-than-not that a reporting unit's fair value is less than its carrying amount. The Company may perform a quantitative test in instances where the more-likely-than-not threshold has not been met, including when general macroeconomic conditions, changes to the reporting unit or the passage of time warrants a refresh of the baseline used in a qualitative test. The Company elected to perform a quantitative assessment for certain reporting units during the fourth quarter of 2025. The Company determined that the fair value of the reporting units were in excess of their carrying values.

Auditing the annual goodwill impairment test for a certain reporting unit under the quantitative assessment was complex due to the estimation required in determining the fair value of the reporting unit. In particular, the fair value estimate using the income approach was sensitive to the weighted average cost of capital. Elements of the weighted average cost of capital are forward-looking and could be affected by future economic conditions.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's goodwill impairment evaluation, including controls over the significant assumption mentioned above.

To test the estimated fair value used in the Company's annual goodwill impairment test for the reporting unit, our audit procedures included, among others, assessing the valuation methodology, testing the weighted average cost of capital, and performing sensitivity analyses of underlying assumptions to evaluate their responsiveness to changes for significance. We identified the weighted average cost of capital as a significant assumption. We involved valuation specialists to assist with our evaluation of the methodology applied and the reasonableness of the weighted average cost of capital. Specifically, we evaluated the components of the weighted average cost of capital assumptions used by performing an independent corroborative analysis with involvement of valuation specialists.

/s/ Ernst & Young LLP

We have served as the Company's auditor since at least 1923, but we are unable to determine the specific year.

Cleveland, OH
February 25, 2026

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Lincoln Electric Holdings, Inc.

Opinion on Internal Control Over Financial Reporting

We have audited Lincoln Electric Holdings, Inc.'s internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Lincoln Electric Holdings, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on the COSO criteria.

As indicated in the accompanying Management's Report on Internal Control Over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Alloy Steel Australia (Int) Pty Ltd. ("Alloy Steel") which is included in the 2025 consolidated financial statements of the Company and constituted approximately 4% of total assets as of December 31, 2025 and 0.4% of net sales for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of Alloy Steel.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the 2025 consolidated financial statements of the Company and our report dated February 25, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

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

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

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

Definition and Limitations of Internal Control Over Financial Reporting

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

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

/s/ Ernst & Young LLP

Cleveland, Ohio
February 25, 2026

LINCOLN ELECTRIC HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share amounts)

	Year Ended December 31,		
	2025	2024	2023
Net sales (Note 2)	\$ 4,233,003	\$ 4,008,670	\$ 4,191,636
Cost of goods sold	2,698,751	2,535,758	2,726,191
Gross profit	1,534,252	1,472,912	1,465,445
Selling, general & administrative expenses	797,994	780,590	758,910
Rationalization and asset impairment net charges (Note 7)	18,199	55,860	(11,314)
Operating income	718,059	636,462	717,849
Interest expense, net	51,561	42,786	44,371
Other income (Note 12)	8,952	473	13,388
Income before income taxes	675,450	594,149	686,866
Income taxes (Note 13)	154,917	128,041	141,618
Net income	<u>\$ 520,533</u>	<u>\$ 466,108</u>	<u>\$ 545,248</u>
Basic earnings per share (Note 3)	<u>\$ 9.39</u>	<u>\$ 8.23</u>	<u>\$ 9.50</u>
Diluted earnings per share (Note 3)	<u>\$ 9.32</u>	<u>\$ 8.15</u>	<u>\$ 9.37</u>
Cash dividends declared per share	<u>\$ 3.04</u>	<u>\$ 2.88</u>	<u>\$ 2.63</u>

See notes to these consolidated financial statements.

LINCOLN ELECTRIC HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
Net income	\$ 520,533	\$ 466,108	\$ 545,248
Other comprehensive income (loss), net of tax:			
Unrealized gain on derivatives designated and qualifying as cash flow hedges	432	719	2,627
Defined benefit pension plan activity	(14)	948	(215)
Currency translation adjustment	93,786	(71,955)	43,139
Other comprehensive income (loss):	94,204	(70,288)	45,551
Comprehensive income	<u>\$ 614,737</u>	<u>\$ 395,820</u>	<u>\$ 590,799</u>

See notes to these consolidated financial statements.

LINCOLN ELECTRIC HOLDINGS, INC.

CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	December 31,	
	2025	2024
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 308,789	\$ 377,262
Accounts receivable (less allowance for doubtful accounts of \$11,326 in 2025; \$12,674 in 2024)	538,791	481,979
Inventories (Note 16)	633,364	544,037
Other current assets	258,568	242,003
Total Current Assets	1,739,512	1,645,281
Property, plant and equipment (Note 1)	702,762	619,181
Intangibles, net (Note 5)	250,424	221,005
Goodwill (Note 5)	886,686	804,927
Deferred income taxes (Note 13)	47,077	77,611
Other assets	151,116	152,137
TOTAL ASSETS	\$ 3,777,577	\$ 3,520,142
LIABILITIES AND EQUITY		
Current Liabilities		
Amounts due to banks (Note 9)	\$ 143,780	\$ 10,520
Trade accounts payable	364,934	296,590
Accrued employee compensation and benefits	116,158	104,374
Dividends payable	43,328	42,158
Other current liabilities	288,491	325,156
Current portion of long-term debt (Note 9)	—	100,004
Total Current Liabilities	956,691	878,802
Long-term debt, less current portion (Note 9)	1,150,228	1,150,551
Deferred income taxes (Note 13)	52,104	10,464
Other liabilities	148,760	152,892
Total Liabilities	2,307,783	2,192,709
Shareholders' Equity		
Preferred shares, without par value - at stated capital amount; authorized - 5,000,000 shares; issued and outstanding - none	—	—
Common shares, without par value - at stated capital amount; authorized - 240,000,000 shares; issued - 98,581,434 shares in 2025 and 2024; outstanding - 54,845,950 shares in 2025 and 56,211,219 shares in 2024	9,858	9,858
Additional paid-in capital	601,566	566,740
Retained earnings	4,342,080	3,993,016
Accumulated other comprehensive loss (Note 8)	(205,931)	(300,135)
Treasury shares, at cost - 43,735,484 shares in 2025 and 42,370,215 shares in 2024	(3,277,779)	(2,942,046)
Total Equity	1,469,794	1,327,433
TOTAL LIABILITIES AND TOTAL EQUITY	\$ 3,777,577	\$ 3,520,142

See notes to these consolidated financial statements.

LINCOLN ELECTRIC HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF EQUITY
(In thousands, except per share amounts)

	Common Shares Outstanding	Common Shares	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Shares	Total
Balance at December 31, 2022	57,624	\$ 9,858	\$ 481,857	\$ 3,306,500	\$ (275,398)	\$ (2,488,776)	\$ 1,034,041
Net income				545,248			545,248
Defined benefit pension plan activity, net of tax					(215)		(215)
Unrealized gain on derivatives designated and qualifying as cash flow hedges, net of tax					2,627		2,627
Currency translation adjustment					43,139		43,139
Cash dividends declared – \$2.63 per share				(151,513)			(151,513)
Stock-based compensation activity	451		43,609			4,987	48,596
Purchase of shares for treasury	(1,098)					(198,765)	(198,765)
Other			(2,109)	(12,197)			(14,306)
Balance at December 31, 2023	56,977	9,858	523,357	3,688,038	(229,847)	(2,682,554)	1,308,852
Net income				466,108			466,108
Defined benefit pension plan activity, net of tax					948		948
Unrealized gain on derivatives designated and qualifying as cash flow hedges, net of tax					719		719
Currency translation adjustment					(71,955)		(71,955)
Cash dividends declared – \$2.88 per share				(163,875)			(163,875)
Stock-based compensation activity	463		47,197			4,259	51,456
Purchase of shares for treasury	(1,229)					(263,751)	(263,751)
Other			(3,814)	2,745			(1,069)
Balance at December 31, 2024	56,211	9,858	566,740	3,993,016	(300,135)	(2,942,046)	1,327,433
Net income				520,533			520,533
Defined benefit pension plan activity, net of tax					(14)		(14)
Unrealized gain on derivatives designated and qualifying as cash flow hedges, net of tax					432		432
Currency translation adjustment					93,786		93,786
Cash dividends declared – \$3.04 per share				(168,135)			(168,135)
Stock-based compensation activity	268		29,351			2,575	31,926
Purchase of shares for treasury	(1,633)					(338,308)	(338,308)
Other			5,475	(3,334)			2,141
Balance at December 31, 2025	<u>54,846</u>	<u>\$ 9,858</u>	<u>\$ 601,566</u>	<u>\$ 4,342,080</u>	<u>\$ (205,931)</u>	<u>\$ (3,277,779)</u>	<u>\$ 1,469,794</u>

See notes to these consolidated financial statements.

LINCOLN ELECTRIC HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year Ended December 31,		
	2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	\$ 520,533	\$ 466,108	\$ 545,248
Adjustments to reconcile Net income to Net cash provided by operating activities:			
Rationalization and asset impairment net charges (Note 7)	1,141	20,887	4,779
Depreciation and amortization	98,546	88,238	86,670
Gain on sale of property	—	—	(36,187)
Deferred income taxes (Note 13)	82,744	(40,328)	(20,926)
Stock-based compensation	20,348	24,052	26,231
Pension settlement net charges	719	3,792	—
Other, net	2,655	(6,780)	(17,464)
Changes in operating assets and liabilities, net of effects from acquisitions:			
(Increase) decrease in accounts receivable	(26,433)	52,829	14,980
(Increase) decrease in inventories	(47,783)	25,355	122,094
Increase in other current assets	(10,568)	(41,558)	(35,608)
Increase (decrease) in trade accounts payable	56,257	(27,189)	(32,028)
(Decrease) increase in other current liabilities	(26,090)	32,703	10,056
Net change in other assets and liabilities	(10,896)	868	(303)
NET CASH PROVIDED BY OPERATING ACTIVITIES	661,173	598,977	667,542
CASH FLOWS FROM INVESTING ACTIVITIES			
Capital expenditures	(126,974)	(116,603)	(90,987)
Acquisition of businesses, net of cash acquired (Note 4)	(137,530)	(252,746)	(32,685)
Proceeds from sale of property, plant and equipment	7,178	7,798	49,494
Other investing activities	—	320	(551)
NET CASH USED BY INVESTING ACTIVITIES	(257,326)	(361,231)	(74,729)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from (payments on) on short-term borrowings	133,252	8,449	(79,873)
Proceeds from long-term borrowings	—	550,000	—
Payments on long-term borrowings	(100,169)	(400,677)	(8,109)
Proceeds from exercise of stock options	11,578	27,404	22,365
Purchase of shares for treasury	(338,308)	(263,751)	(198,765)
Cash dividends paid to shareholders	(168,240)	(162,143)	(148,010)
Other financing activities	—	(3,922)	—
NET CASH USED BY FINANCING ACTIVITIES	(461,887)	(244,640)	(412,392)
Effect of exchange rate changes on Cash and cash equivalents	(10,433)	(9,631)	16,216
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(68,473)	(16,525)	196,637
Cash and cash equivalents at beginning of period	377,262	393,787	197,150
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 308,789	\$ 377,262	\$ 393,787

See notes to these consolidated financial statements.

LINCOLN ELECTRIC HOLDINGS, INC.

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

NOTE 1 – SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of Lincoln Electric Holdings, Inc. and its wholly-owned and majority-owned subsidiaries for which it has a controlling interest (the "Company") after elimination of all inter-company accounts, transactions and profits.

Certain reclassifications have been made to the prior period amounts to conform to the current period presentation, none of which are material.

General Information

The Company is a high-performance industrial machinery and technology leader who helps customers manufacture and maintain vital equipment and infrastructure. The Company's innovative solutions enable higher quality and productivity across a variety of processes including welding, cutting, brazing, machining, process automation, and field repair.

The Company's products include arc welding equipment, filler metals (welding, brazing and soldering consumables), cutting systems (laser, plasma and oxyfuel), wire feeding systems, fume control equipment, welding accessories, specialty gas regulators, mobile power equipment, wear solutions, software, and education solutions; as well as a comprehensive portfolio of automated solutions and system integration services for joining, cutting, material handling, module assembly, and end of line testing. Services include additive manufacturing, precision fabrication, wear services, upfitting, and training.

Solutions range in technology and features from basic units used for personal, maintenance and light manufacturing use to highly sophisticated robotic solutions for complex fabrication and production activities.

Translation of Foreign Currencies

Asset and liability accounts are translated into U.S. dollars using exchange rates in effect at the dates of the Consolidated Balance Sheets; revenue and expense accounts are translated at average monthly exchange rates. Translation adjustments are reflected as a component of Total equity.

The translation of assets and liabilities originally denominated in foreign currencies into U.S. dollars is for consolidation purposes and does not necessarily indicate that the Company could realize or settle the reported value of those assets and liabilities in U.S. dollars. Additionally, such a translation does not necessarily indicate that the Company could return or distribute the reported U.S. dollar value of the net equity of its foreign operations to shareholders.

Foreign currency transaction net (gains) losses are included in Selling, general & administrative expenses and were (\$4,638), (\$1,406) and \$1,744 in 2025, 2024 and 2023, respectively.

Cash Equivalents

The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Inventories

Inventories are valued at the lower of cost or net realizable value. Fixed manufacturing overhead costs are allocated to inventory based on normal production capacity and abnormal manufacturing costs are recognized as period costs. Cost for a substantial portion of U.S. inventories is determined on a last-in, first-out (“LIFO”) basis. At December 31, 2025 and 2024, approximately 38% and 35% of total inventories, respectively, were valued using the LIFO method. Cost of other inventories is determined by costing methods that approximate a first-in, first-out (“FIFO”) basis. Refer to Note 16 for additional details.

Long-lived Assets

Property, Plant and Equipment

Property, plant and equipment are stated at cost and include improvements which significantly increase capacities or extend the useful lives of existing plant and equipment. Depreciation and amortization are computed using a straight-line method over useful lives ranging from 3 years to 20 years for machinery, tools and equipment, and up to 40 years for buildings. Net gains or losses related to asset dispositions are recognized in earnings in the period in which dispositions occur.

Routine maintenance, repairs and replacements are expensed as incurred. The Company capitalizes interest costs associated with long-term construction in progress.

Property, plant and equipment, net in the Consolidated Balance Sheet is comprised of the following components:

	December 31,	
	2025	2024
Land	\$ 66,036	\$ 64,016
Buildings	499,506	445,319
Machinery and equipment	1,080,026	975,480
	1,645,568	1,484,815
Less accumulated depreciation	942,806	865,634
Total	<u>\$ 702,762</u>	<u>\$ 619,181</u>

Leases

The Company determines if an agreement is a lease at inception. The Company records a right-of-use asset on its Consolidated Balance Sheets to represent its right to use an underlying asset for the lease term. The Company records a lease liability on its Consolidated Balance Sheets to represent its obligation to make lease payments arising from the lease. Operating lease right-of-use assets and liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. As most of the Company’s operating leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on information available at commencement date to present value the lease payments.

The Company has operating leases for sales offices, manufacturing facilities, warehouses and distribution centers, transportation equipment, office equipment and information technology equipment. Some of these leases are noncancelable. Variable or short-term lease costs contained within the Company’s operating leases are not material. Most leases include one or more options to renew, which can extend the lease term from 1 to 11 years or more. The exercise of lease renewal options is at the Company’s sole discretion. Certain leases also include options to purchase the leased property. Leases with an initial term of 12 months or less are not recorded on the Company’s Consolidated Balance Sheets. The Company recognizes lease expense for these leases on a straight-line basis over the lease term.

The depreciable life of assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Impairments

The Company periodically evaluates whether current facts or circumstances indicate that the carrying value of its depreciable long-lived assets, including right-of-use assets and finite-lived intangible assets, to be held and used may not be recoverable. If such circumstances are determined to exist, an estimate of undiscounted future cash flows produced by the long-lived asset, or the appropriate grouping of assets, is compared to the carrying value to determine whether impairment exists. If an asset is determined to be impaired, a loss is recognized to the extent that carrying value exceeds fair value. Fair value is measured based on quoted market prices in active markets, if available. If quoted market prices are not available, the estimate of fair value is based on various valuation techniques, including the discounted value of estimated future cash flows. Refer to Notes 5, 7 and 17 for additional details.

Goodwill and Intangibles

Goodwill is recorded when the cost of acquired businesses exceeds the fair value of the identifiable net assets acquired. Intangible assets other than goodwill are recorded at fair value at the time acquired or at cost, if applicable. Intangible assets that do not have indefinite lives are amortized in line with the pattern in which the economic benefits of the intangible asset are consumed. If the pattern of economic benefit cannot be reliably determined, the intangible assets are amortized on a straight-line basis over the shorter of the legal or estimated life. These types of assets are assessed for impairment in a manner consistent with long-lived assets described above. Goodwill and indefinite-lived intangible assets are not amortized, but are tested for impairment in the fourth quarter using the same date each year or more frequently if changes in circumstances or the occurrence of events indicate potential impairment.

In performing the annual impairment test, the fair value of each indefinite-lived intangible asset is compared to its carrying value and an impairment charge is recorded if the carrying value exceeds the fair value. For goodwill, the Company first assesses qualitative factors to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, and whether it is necessary to perform the quantitative goodwill impairment test. The quantitative test is only required if the Company concludes that it is more-likely-than-not that a reporting unit's fair value is less than its carrying amount. The Company may also perform a quantitative test in instances where the more-likely-than-not threshold has not been met, including when general macroeconomic conditions, changes to the reporting unit or the passage of time warrants a refresh of the baseline used in a qualitative test. For quantitative testing, the Company compares the fair value of each reporting unit with its carrying amount. If the carrying amount exceeds the fair value, an impairment charge is recognized for the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

Fair values are determined using established business valuation techniques and models developed by the Company, estimates of market participant assumptions of future cash flows, future growth rates and discount rates to value estimated cash flows. Changes in economic and operating conditions, actual growth below the assumed market participant assumptions or an increase in the discount rate could result in an impairment charge in a future period. Refer to Note 5 for additional details.

Fair Value Measurements

Financial assets and liabilities, such as the Company's defined benefit pension plan assets and derivative contracts, are valued at fair value using the market and income valuation approaches. Fair value is defined as the price that would be

received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The following hierarchy is used to classify the inputs that measure fair value:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Refer to Notes 11 and 15 for additional details.

Revenue Recognition

Revenue is recognized when obligations under the terms of a contract are satisfied and control is transferred to the customer. Revenue is measured as the amount of consideration the Company expects to be entitled to in exchange for goods or services. Substantially all of the Company's sales arrangements are short-term in nature involving a single performance obligation. The Company recognizes revenue when the performance obligation is satisfied and control of the product is transferred to the customer generally based upon shipping terms. In addition, certain customized automation performance obligations are accounted for over time. Under this method, revenue recognition is primarily based upon the ratio of costs incurred to date compared with estimated total costs to complete. The cumulative impact of revisions to total estimated costs is reflected in the period of the change, including anticipated losses. Approximately 10% of the Company's Net sales are recognized over time.

The Company recognizes any discounts, credits, returns, rebates and incentive programs based on reasonable estimates as a reduction of sales to arrive at Net sales at the same time the related revenue is recorded. Taxes collected by the Company, including sales tax and value added tax, are excluded from Net sales. The Company recognizes freight billed as a component of Net sales and shipping costs as a component of Cost of goods sold when control transfers to the customer. Sales commissions are expensed when incurred because the amortization period is generally one year or less. These costs are recorded within Selling, general and administrative expenses in the Company's Consolidated Statements of Income.

The Company's payment terms vary by the type and location of the customer and the products or services offered. The Company does not offer any payment terms that would meet the requirements for consideration as a financing component under Accounting Standards Codification Topic 606.

Refer to Note 2 for additional details.

Distribution Costs

Distribution costs, including warehousing and freight related to product shipments, are included in Cost of goods sold.

Stock-Based Compensation

Expense is recognized for all awards of stock-based compensation by allocating the aggregate grant date fair value over the vesting period. No expense is recognized for any stock options, restricted or deferred shares or restricted stock units ultimately forfeited because the recipients fail to meet vesting requirements.

Common stock issuable upon the exercise of employee stock options is excluded from the calculation of diluted earnings per share when the calculation of option equivalent shares is anti-dilutive. Refer to Note 10 for additional details.

Financial Instruments

The Company uses derivative instruments to manage exposures to interest rates, commodity prices and currency exchange rate fluctuations on certain purchase and sales transactions, balance sheet and net investment exposures. Derivative contracts to hedge currency and commodity exposures are generally written on a short-term basis, but may cover exposures for up to 3 years while interest rate contracts may cover longer periods consistent with the terms of the underlying debt. The Company does not enter into derivatives for trading or speculative purposes.

All derivatives are recognized at fair value on the Company's Consolidated Balance Sheets. The accounting for gains and losses resulting from changes in fair value depends on the use of the derivative and whether it is designated and qualifies for hedge accounting. The Company formally documents the relationship of the hedge with the hedged item as well as the risk-management strategy for all designated hedges. Both at inception and on an ongoing basis, the hedging instrument is assessed as to its effectiveness, when applicable. If and when a derivative is determined not to be highly effective as a hedge, the underlying hedged transaction is no longer likely to occur, or the derivative is terminated, hedge accounting is discontinued. The cash flows from settled derivative contracts are recognized in Net cash provided by operating activities in the Company's Consolidated Statements of Cash Flows.

The Company is subject to the credit risk of the counterparties to derivative instruments. Counterparties include a number of major banks and financial institutions. The Company manages individual counterparty exposure by monitoring the credit rating of the counterparty and the size of financial commitments and exposures between the Company and the counterparty.

Cash flow hedges

Certain foreign currency forward contracts and commodity contracts are qualified and designated as cash flow hedges. The effective portion of the fair value unrealized gain or loss on cash flow hedges are reported as a component of Accumulated other comprehensive income ("AOCI") with offsetting amounts recorded as Other current assets, Other assets, Other current liabilities or Other liabilities depending on the position and the duration of the contract. At settlement, the realized gain or loss is recorded in Cost of goods sold or Net sales for hedges of purchases and sales, respectively, in the same period or periods during which the hedged transaction affects earnings. The ineffective portion on cash flow hedges is recognized in current earnings.

Net investment hedges

The Company has foreign currency forward contracts and zero-cost collar contracts that qualify and are designated as net investment hedges. For derivative instruments that qualify as a net investment hedge, the effective portion of the fair value gains or losses are recognized in AOCI with offsetting amounts recorded as Other current assets, Other assets, Other current liabilities or Other liabilities depending on the position and the duration of the contract. The gains or losses are subsequently reclassified to Selling, general and administrative expenses, as the underlying hedged investment is liquidated.

Derivatives not designated as hedging instruments

The Company has certain foreign exchange forward contracts which are not designated as hedges. These derivatives are held as hedges of certain balance sheet exposures. The gains or losses on these contracts are recognized in Selling, general and administrative expenses, offsetting the losses or gains on the exposures being hedged.

Refer to Note 14 for additional details.

Research and Development

Research and development costs are charged to Selling, general and administrative expenses as incurred and totaled \$85,550, \$81,821 and \$71,235 in 2025, 2024 and 2023, respectively.

Bonus

The Company's discretionary employee bonus programs, which for certain U.S.-based employees are net of medical costs, are included in Selling, general and administrative expenses. Bonus costs were \$180,708, \$166,554 and \$192,498 in 2025, 2024 and 2023, respectively.

Income Taxes

Deferred income taxes are recognized at currently enacted tax rates for temporary differences between the GAAP and income tax basis of assets and liabilities and operating loss and tax credit carry-forwards. In assessing the realizability of deferred tax assets, the Company assesses whether it is more-likely-than-not that a portion or all of the deferred tax assets will not be realized.

The Company maintains liabilities for unrecognized tax benefits related to uncertain income tax positions in various jurisdictions. The Company uses judgment in determining whether the technical merits of tax positions are more-likely-than-not to be sustained. Judgment is also used in measuring the related amount of tax benefit that qualifies for recognition, including the interpretation of applicable tax law, regulations and tax rulings.

The Company elects to treat any Global Intangible Low Taxed Income inclusion as a period expense in the year incurred.

Refer to Note 13 for additional details.

Acquisitions

The acquisition of a business is accounted for as a business combination, which requires the assets acquired and liabilities assumed be recognized at their respective fair values as of the acquisition date. The process of estimating the fair values of certain tangible assets, identifiable intangible assets and assumed liabilities requires the use of judgment in determining the appropriate assumptions and estimates. The Company uses the income, market or cost approach (or a combination thereof) for the valuation as appropriate. The valuation inputs in these models and analyses are based on market participant assumptions. Market participants are considered to be buyers and sellers unrelated to the Company in the principal or most advantageous market for the asset or liability.

Fair value estimates are based on a series of judgments about future events and uncertainties and rely on estimates and assumptions. Management values property, plant and equipment using the cost approach supported where available by observable market data, which includes consideration of obsolescence. Management values acquired intangible assets using the relief from royalty method or excess earnings method, forms of the income approach supported by observable market data for peer companies. The significant assumptions used to estimate the value of the acquired intangible assets include discount rates and certain assumptions that form the basis of future cash flows (such as revenue growth rates, customer attrition rates, and royalty rates). Acquired inventories are marked to fair value. For certain items, the pre-

acquisition carrying value is determined to be a reasonable approximation of fair value based on information available to the Company. Refer to Note 4 for additional details.

Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions in certain circumstances that affect the amounts reported in the accompanying consolidated financial statements and notes. Actual results could differ from these estimates.

New Accounting Pronouncements

The following section provides a description of new Accounting Standards Updates (“ASU”) issued by the Financial Accounting Standards Board (“FASB”) that are applicable to the Company.

The following ASU was adopted as of January 1, 2025 and did not have a significant financial impact on the Company’s consolidated financial statements unless otherwise described within the table below:

Standard	Description
ASU No. 2023-09, <i>Income Taxes (Topic 740)</i> , issued December 2023.	Requires disclosure of specific categories in rate reconciliation and additional information for reconciling items that meet a quantitative threshold, additional information about income taxes paid, and disclosure of disaggregated income tax information. The amendments are effective January 1, 2025. Refer to Note 13 for the disclosure impacts.

The Company is currently evaluating the impact on its financial statements of the following ASUs:

Standard	Description
ASU No. 2025-09, <i>Derivatives and Hedging</i> , issued November 2025	Updates hedge accounting guidance to better align with financial reporting with risk management activities. The amendments are effective for annual periods beginning after December 15, 2026 and interim periods within those annual reporting periods. Early adoption is permitted.
ASU No. 2025-06, <i>Goodwill and Other – Internal-Use Software</i> , issued September 2025	Updates requirements for capitalization of internal-use software costs. The amendments are effective for annual periods beginning after December 15, 2027 and interim periods within those annual reporting periods. Early adoption is permitted.
ASU No. 2024-03, <i>Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures</i> , issued November 2024	Requires enhanced disclosures of specified information about certain costs and expenses. The amendments are effective for annual periods beginning January 1, 2027, and interim periods beginning January 1, 2028. Early adoption is prohibited.

NOTE 2 — REVENUE RECOGNITION

The following table presents the Company's Net sales disaggregated by product line:

	Year Ended December 31,		
	2025	2024	2023
Consumables	\$ 2,283,101	\$ 2,088,721	\$ 2,212,314
Equipment	1,079,603	1,008,524	1,038,290
Automation	870,299	911,425	941,032
Net sales	<u>\$ 4,233,003</u>	<u>\$ 4,008,670</u>	<u>\$ 4,191,636</u>

Consumable sales consist of welding, brazing and soldering filler metals. Equipment sales consist of arc welding equipment, laser, plasma and oxyfuel cutting systems, wire feeding systems, fume control equipment, welding accessories, specialty gas regulators, mobile power equipment, wear solutions, software and education solutions. Automation sales consist of a comprehensive portfolio of solutions for joining, cutting, material handling, module assembly, and end of line testing. Consumable and Equipment products are sold within each of the Company's operating segments. Automation products are sold within the Company's Americas Welding and International Welding operating segments.

Within the Automation product line, there are certain customer contracts that may include multiple performance obligations. For such arrangements, the Company allocates revenue to each performance obligation based on its relative standalone selling price. The Company generally determines the standalone selling price based on the prices charged to customers or using expected cost plus margin. Approximately 10% of the Company's Net sales are recognized over time.

At December 31, 2025, the Company recorded \$49,451 related to advance customer payments and \$62,778 related to billings in excess of revenue recognized. These contract liabilities are included in Other current liabilities in the Consolidated Balance Sheets. At December 31, 2024, the balances related to advance customer payments and billings in excess of revenue recognized were \$63,473 and \$57,960, respectively. Substantially all of the Company's contract liabilities are recognized within twelve months based on contract duration. The Company records an asset for contracts where it has recognized revenue, but has not yet invoiced the customer for goods or services. At December 31, 2025 and 2024, \$78,211 and \$81,781, respectively, related to these contract assets which are included in Other current assets in the Consolidated Balance Sheets. Contract asset amounts are expected to be billed within the next twelve months.

NOTE 3 - EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

	Year Ended December 31,		
	2025	2024	2023
Numerator:			
Net income	\$ 520,533	\$ 466,108	\$ 545,248
Denominator (shares in 000's):			
Basic weighted average shares outstanding	55,410	56,639	57,364
Effect of dilutive securities - Stock options and awards	465	555	857
Diluted weighted average shares outstanding	<u>55,875</u>	<u>57,194</u>	<u>58,221</u>
Basic earnings per share	<u>\$ 9.39</u>	<u>\$ 8.23</u>	<u>\$ 9.50</u>
Diluted earnings per share	<u>\$ 9.32</u>	<u>\$ 8.15</u>	<u>\$ 9.37</u>

For the years ended December 31, 2025, 2024 and 2023, common shares subject to equity-based awards of 19,194, 20,495 and 69,901, respectively, were excluded from the computation of diluted earnings per share because the effect of their exercise would be anti-dilutive.

NOTE 4 – ACQUISITIONS

The acquired companies are accounted for as business combinations and are included in the consolidated financial statements as of the date of acquisition. The acquired companies discussed below are not material individually, or in the aggregate, to the actual or pro forma Consolidated Statements of Income or Consolidated Statements of Cash Flows; as such, pro forma information related to these acquisitions has not been presented.

On April 1, 2025, the Company acquired a 35% ownership interest in Alloy Steel Australia (Int) Pty Ltd. (“Alloy Steel”), a privately held manufacturer of maintenance and repair solutions headquartered in Perth, Australia. On August 1, 2025, the Company acquired the remaining 65% ownership interest in Alloy Steel. In total, the Company acquired 100% ownership of Alloy Steel for a total purchase price of \$131,427, net of cash acquired and certain debt-like items. In 2024, Alloy Steel generated sales of approximately \$48,000 (unaudited). Alloy Steel supplies proprietary technology, engineering services and digital monitoring to the mining sector.

On July 30, 2024, the Company acquired 100% ownership of Vanair Manufacturing, LLC (“Vanair”), a privately held, Michigan City, Indiana-based, manufacturer for a total purchase price of \$108,651, net of cash acquired and certain debt-like items. Vanair offers a comprehensive portfolio of mobile power solutions, including vehicle-mounted compressors, generators, welders, hydraulics, chargers/boosters, and electrified power equipment.

On June 3, 2024, the Company acquired 100% ownership of Inrotech A/S (“Inrotech”), a privately held automation system integration and technology firm headquartered in Odense, Denmark. The purchase price was \$42,352, net of cash acquired. Inrotech specializes in automated welding systems that are differentiated by proprietary adaptive intelligence software and computer vision which guides and optimizes the welding process without the need for programming or the use of computer aided design files. The state-of-the-art vision-based technology is used in the shipbuilding, energy, and heavy industry sectors, where welding accessibility can be challenging for traditional automated systems, but precision and quality are mission critical.

On April 1, 2024, the Company acquired 100% ownership of Superior Controls, LLC (“RedViking”), a privately held automation system integrator based in Plymouth, Michigan. The purchase price was \$107,447, net of cash acquired. RedViking specializes in the development and integration of state-of-the-art autonomous guided vehicles and mobile robots, custom assembly and dynamic test systems, and proprietary manufacturing execution system software. The acquisition broadened the Company’s portfolio of automation solutions and extends the Company’s ability to serve customers in the growing aerospace and defense industries.

On May 3, 2023, the Company acquired 100% ownership of Powermig Automação e Soldagem Ltda. (“Powermig”), a privately held automation engineering firm headquartered in Caxias do Sul, Rio Grande do Sul, in Brazil. The purchase price was \$29,572, net of cash acquired. Powermig specializes in designing and engineering industrial welding automation solutions for the heavy industry and transportation sectors. The acquisition broadened the Company’s automation portfolio and capabilities.

During the years ended December 31, 2025, 2024 and 2023, the Company recognized acquisition costs of \$2,739, \$7,042 and \$0 respectively, which are included in Selling, general and administrative expenses on the Consolidated Statements of Income and are expensed as incurred.

NOTE 5 – GOODWILL AND INTANGIBLES

The changes in the carrying amount of goodwill by reportable segments for the years ended December 31, 2025 and 2024 were as follows:

	Americas Welding	International Welding	The Harris Products Group	Consolidated
Balance as of December 31, 2023	\$ 497,600	153,479	43,373	694,452
Additions and adjustments ⁽¹⁾	101,657	33,427	—	135,084
Foreign currency translation	(13,443)	(10,644)	(522)	(24,609)
Balance as of December 31, 2024	585,814	176,262	42,851	804,927
Additions and adjustments ⁽²⁾	(662)	57,575	—	56,913
Foreign currency translation	8,048	16,220	578	24,846
Balance as of December 31, 2025	<u>\$ 593,200</u>	<u>\$ 250,057</u>	<u>\$ 43,429</u>	<u>\$ 886,686</u>

(1) Additions to Americas Welding reflect goodwill recognized in the acquisitions of Vanair and RedViking. Additions to International Welding reflect goodwill recognized in the acquisition of Inrotech.

(2) Decreases to Americas Welding reflects Vanair and RedViking purchase accounting adjustments. Additions to International Welding reflect goodwill recognized in the acquisition of Alloy Steel.

Gross carrying values and accumulated amortization of intangible assets other than goodwill by asset class were as follows:

	December 31, 2025		December 31, 2024	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
Intangible assets not subject to amortization				
Trademarks and trade names	\$ 16,311		\$ 16,208	
Intangible assets subject to amortization				
Trademarks and trade names	\$ 109,798	\$ 57,807	\$ 106,512	\$ 55,078
Customer relationships	217,968	115,783	192,196	106,719
Technology and know-how	102,495	36,483	82,019	29,478
Patents	24,173	16,820	23,901	16,008
Other	44,260	37,688	42,315	34,863
Total intangible assets subject to amortization	<u>\$ 498,694</u>	<u>\$ 264,581</u>	<u>\$ 446,943</u>	<u>\$ 242,146</u>

During 2025, the Company acquired intangible assets either individually or as part of a group of assets, with an initial purchase price allocation and weighted-average useful-life as follows:

	Year Ended December 31, 2025	
	Purchase Price Allocation	Weighted Average Life
Acquired intangible assets subject to amortization		
Trademarks and trade names	\$ 7,407	15
Customer relationships	25,491	14
Technology and know-how	19,685	20
Other	1,295	5
Total acquired intangible assets subject to amortization	<u>\$ 53,878</u>	

Aggregate amortization expense was \$29,717, \$27,075 and \$25,983 for 2025, 2024 and 2023, respectively. At December 31, 2025, the Company's estimated annual amortization expense for intangible assets for each of the next five years is \$33,696 in 2026, \$31,456 in 2027, \$30,143 in 2028, \$25,961 in 2029 and \$22,034 in 2030.

NOTE 6 – SEGMENT INFORMATION

The Company is a high-performance industrial machinery and technology leader who helps customers manufacture and maintain vital equipment and infrastructure. The Company's innovative solutions enable higher quality and productivity across a variety of processes including welding, cutting, brazing, machining, process automation, and field repair.

The Company's products include arc welding equipment, filler metals (welding, brazing and soldering consumables), cutting systems (laser, plasma and oxyfuel), wire feeding systems, fume control equipment, welding accessories, specialty gas regulators, mobile power equipment, wear solutions, software, and education solutions; as well as a comprehensive portfolio of automated solutions and system integration services for joining, cutting, material handling, module assembly, and end of line testing. Services include additive manufacturing, precision fabrication, wear services, upfitting, and training.

The Company has aligned its organizational and leadership structure into three operating segments to support growth strategies and enhance the utilization of the Company's worldwide resources and global sourcing initiatives. The operating segments consist of Americas Welding, International Welding and The Harris Products Group. The Americas Welding segment includes welding operations in North and South America. The International Welding segment includes welding operations in Europe, Africa, Asia and Australia. The Harris Products Group includes the Company's global cutting, soldering and brazing businesses, specialty gas equipment, as well as its retail business in the United States.

Segment performance is measured and resources are allocated based on a number of factors, the primary measure being the adjusted earnings before interest and income taxes ("Adjusted EBIT") profit measure. Adjusted EBIT is defined as Operating income plus Other income (expense), adjusted for special items as determined by management such as the impact of rationalization activities, certain asset impairment charges and gains or losses on disposals of assets.

The Company's chief operating decision maker ("CODM") is the Chief Executive Officer. The CODM uses segment Adjusted EBIT to allocate resources for each segment predominantly in establishing the Company's long-term strategy and in developing the annual budget. The CODM considers actual performance using Adjusted EBIT when making decisions about allocating capital and resources to the segments.

The accounting principles applied at the operating segment level are generally the same as those applied at the consolidated financial statement level with the exception of LIFO. Segment assets include inventories measured on a FIFO basis while consolidated inventories include inventories reported on a LIFO basis. Segment and consolidated income before interest and income taxes include the effect of inventories reported on a LIFO basis. At December 31, 2025, 2024 and 2023 approximately 38%, 35% and 37%, respectively, of total inventories were valued using the LIFO method. LIFO is used for a substantial portion of U.S. inventories included in Americas Welding. Inter-segment sales are recorded at agreed upon prices that approximate arm's length prices and are eliminated in consolidation. Corporate-level expenses are allocated to the operating segments.

The following tables present Adjusted EBIT by segment and other segment information:

	Americas Welding	International Welding	The Harris Products Group	Total
For the Year Ended December 31, 2025				
Net sales	\$ 2,723,561	\$ 930,865	\$ 578,577	\$ 4,233,003
Inter-segment sales	128,922	30,160	15,084	174,166
	<u>2,852,483</u>	<u>961,025</u>	<u>593,661</u>	<u>4,407,169</u>
<i>Reconciliation to Consolidated Net sales</i>				
Elimination of inter-segment sales				(174,166)
Net sales				<u>\$ 4,233,003</u>
Cost of goods sold ⁽¹⁾	1,747,274	692,622	430,100	
Other segment expenses ⁽¹⁾⁽⁴⁾	581,080	169,260	57,021	
Addback: Special items charge ⁽¹⁾	(10,710)	(11,442)	(1,068)	
Segment Adjusted EBIT	<u>\$ 534,839</u>	<u>\$ 110,585</u>	<u>\$ 107,608</u>	<u>\$ 753,032</u>
<i>Other Segment Information</i>				
Total assets	\$ 2,464,376	\$ 1,244,117	\$ 431,259	4,139,752
Capital expenditures	(93,333)	(20,509)	(13,132)	(126,974)
Depreciation and amortization	67,942	23,549	10,432	101,923
For the Year Ended December 31, 2024				
Net sales	\$ 2,564,847	\$ 933,722	\$ 510,101	\$ 4,008,670
Inter-segment sales	135,758	35,861	12,321	183,940
	<u>2,700,605</u>	<u>969,583</u>	<u>522,422</u>	<u>4,192,610</u>
<i>Reconciliation to Consolidated Net sales</i>				
Elimination of inter-segment sales				(183,940)
Net sales				<u>\$ 4,008,670</u>
Cost of goods sold ⁽²⁾	1,638,568	700,428	378,292	
Other segment expenses ⁽²⁾⁽⁴⁾	559,670	200,785	59,757	
Addback: Special items charge ⁽²⁾	(27,821)	(37,747)	(3,955)	
Segment Adjusted EBIT	<u>\$ 530,188</u>	<u>\$ 106,117</u>	<u>\$ 88,328</u>	<u>\$ 724,633</u>
<i>Other Segment Information</i>				
Total assets	\$ 2,416,411	\$ 1,050,327	\$ 346,645	\$ 3,813,383
Capital expenditures	(94,528)	(17,814)	(4,144)	(116,486)
Depreciation and amortization	57,016	21,735	10,091	88,842
For the Year Ended December 31, 2023				
Net sales	\$ 2,655,546	\$ 1,040,006	\$ 496,084	\$ 4,191,636
Inter-segment sales	127,536	31,498	10,641	169,675
	<u>2,783,082</u>	<u>1,071,504</u>	<u>506,725</u>	<u>4,361,311</u>
<i>Reconciliation to Consolidated Net sales</i>				
Elimination of inter-segment sales				(169,675)
Net sales				<u>\$ 4,191,636</u>
Cost of goods sold ⁽³⁾	1,739,850	776,982	377,748	
Other segment expenses ⁽³⁾⁽⁴⁾	514,821	148,304	54,833	
Addback: Special items charge ⁽³⁾	(9,858)	9,721	—	
Segment Adjusted EBIT	<u>\$ 538,269</u>	<u>\$ 136,497</u>	<u>\$ 74,144</u>	<u>\$ 748,910</u>
<i>Other Segment Information</i>				
Total assets	\$ 2,365,737	\$ 1,046,369	\$ 340,463	\$ 3,752,569
Capital expenditures	(61,752)	(20,568)	(8,550)	(90,870)
Depreciation and amortization	55,821	22,023	9,611	87,455

- (1) 2025 special items within Other segment expenses primarily include Rationalization and asset impairment net charges of \$9,838, \$7,293 and \$1,068 in Americas Welding, International Welding and The Harris Products Group, respectively, as discussed in Note 7. In addition, there was a pension settlement net charge of \$647 in Americas Welding and \$72 in International Welding. Special items within Cost of goods sold primarily include amortization of the step up in value of acquired inventories of \$225 in Americas Welding and \$3,739 in International Welding.
- (2) 2024 special items within Other segment expenses primarily include Rationalization and asset impairment net charges of \$32,960 in International Welding, including the impact of the Company's disposition of its Russian entity, \$18,840 in Americas Welding and \$3,955 in the Harris Products Group. In addition, there was a loss on asset disposal of \$4,950 recorded to Other (expense) income in International Welding, a pension settlement net charge of \$4,205 in Americas Welding and a pension settlement net gain of \$413 in International Welding. Special items within Cost of goods sold primarily include amortization of the step up in value of acquired inventories of \$4,776 and \$250 in Americas Welding and International Welding, respectively.
- (3) 2023 special items within Other segment expenses primarily include Rationalization and asset impairment net charges of \$468 in Americas Welding and net gains of \$11,782 in International Welding. In addition, there was a gain on asset disposal of \$1,646 and pension settlement net charges of \$845 in International Welding. Special items within Cost of goods sold primarily include amortization of the step up in value of acquired inventories of \$9,390 in Americas Welding and \$2,862 in International Welding.
- (4) Other segment expenses primarily include:
 - a. Selling, general and administrative expenses – including bonus and research and development expenses.
 - b. Rationalization and asset impairment net charges – refer to Note 7 for further discussion.

The following table presents reconciliations of segment information to the Company's consolidated totals:

	Year Ended December 31,		
	2025	2024	2023
Reconciliation of Segment Adjusted EBIT to Consolidated Income before income taxes			
Segment Adjusted EBIT	\$ 753,032	\$ 724,633	\$ 748,910
Addback: Segment special items charge	(23,220)	(69,523)	(137)
Corporate special items charge ⁽¹⁾	(2,401)	(7,147)	—
Elimination of inter-segment profit	(2,923)	(2,410)	(1,286)
Unallocated corporate income (expense)	2,523	(8,618)	(16,250)
Interest income	6,818	10,130	6,762
Interest expense	(58,379)	(52,916)	(51,133)
Consolidated Income before income taxes	<u>\$ 675,450</u>	<u>\$ 594,149</u>	<u>\$ 686,866</u>

⁽¹⁾ Corporate special items primarily include acquisition transaction costs.

Reconciliation of Other Segment Information to Consolidated Information			
<i>Capital expenditures</i>			
Segment totals	\$ (126,974)	\$ (116,486)	\$ (90,870)
Adjustments	—	(117)	(117)
Consolidated totals	<u>\$ (126,974)</u>	<u>\$ (116,603)</u>	<u>\$ (90,987)</u>

<i>Depreciation and amortization</i>			
Segment totals	\$ 101,923	\$ 88,842	\$ 87,455
Adjustments	(3,377)	(604)	(785)
Consolidated totals	<u>\$ 98,546</u>	<u>\$ 88,238</u>	<u>\$ 86,670</u>

Reconciliation of Segment Assets to Consolidated Assets		December 31, 2025	December 31, 2024
Total segment assets		\$ 4,139,752	\$ 3,813,383
Corporate assets		41,033	20,745
LIFO reserve not allocated to segments		(138,589)	(120,633)
Eliminations		(264,619)	(193,353)
Total consolidated assets		<u>\$ 3,777,577</u>	<u>\$ 3,520,142</u>

Export sales (excluding inter-company sales) from the United States were \$191,417 in 2025, \$244,334 in 2024 and \$238,704 in 2023. No individual customer comprised more than 10% of the Company's total revenues in 2025, 2024 or 2023.

The geographic split of the Company's Net sales, based on the location of the customer, and property, plant and equipment were as follows:

	Year Ended December 31,		
	2025	2024	2023
Net sales:			
United States	\$ 2,632,122	\$ 2,355,262	\$ 2,398,560
Foreign countries	1,600,881	1,653,408	1,793,076
Total	<u>\$ 4,233,003</u>	<u>\$ 4,008,670</u>	<u>\$ 4,191,636</u>

	December 31,		
	2025	2024	2023
Property, plant and equipment, net:			
United States	\$ 403,122	\$ 344,533	\$ 293,172
Foreign countries	299,640	274,648	282,144
Total	<u>\$ 702,762</u>	<u>\$ 619,181</u>	<u>\$ 575,316</u>

NOTE 7 – RATIONALIZATION AND ASSET IMPAIRMENTS

The Company has rationalization plans within all three of its reportable segments. The plans impacted headcount and included the consolidation of manufacturing facilities to better align with the cost structure, economic conditions and operating needs of the business.

The following table present Rationalization and asset impairment net charges/(gains) by segment:

	December 31,		
	2025	2024	2023
Americas Welding	\$ 9,838	\$ 18,840	\$ 468
International Welding ⁽¹⁾	7,293	32,960	(11,782)
The Harris Products Group	1,068	3,955	—
Total	<u>\$ 18,199</u>	<u>\$ 55,755</u>	<u>\$ (11,314)</u>

(1) \$22,566 of International Welding charges in 2024 relate to the Russian entity disposal.

At December 31, 2025 and 2024, rationalization liabilities of \$7,085 and \$14,146, respectively, were recognized in Other current liabilities in the Company's Consolidated Balance Sheet. The Company does not anticipate significant additional charges related to the completion of these plans.

The Company believes the rationalization actions will positively impact future results of operations and will not have a material effect on liquidity and sources and uses of capital. The Company continues to evaluate its cost structure and additional rationalization actions may result in charges in future periods.

The following table summarizes the activity related to the rationalization liabilities:

	Americas Welding	International Welding	The Harris Products Group	Consolidated
Balance at December 31, 2023	\$ —	\$ 15,086	\$ —	\$ 15,086
Payments and other adjustments	(11,957)	(21,893)	(2,063)	(35,913)
Charged to expense	17,585	14,369	3,019	34,973
Balance at December 31, 2024	\$ 5,628	\$ 7,562	\$ 956	\$ 14,146
Payments and other adjustments	(14,522)	(8,057)	(1,540)	(24,119)
Charged to expense	9,838	6,208	1,012	17,058
Balance at December 31, 2025	<u>\$ 944</u>	<u>\$ 5,713</u>	<u>\$ 428</u>	<u>\$ 7,085</u>

NOTE 8 – ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) ("AOCI")

The following tables set forth the total changes in AOCI by component, net of taxes:

	Unrealized gain (loss) on derivatives designated and qualifying as cash flow hedges	Defined benefit pension plan activity	Currency translation adjustment	Total
Balance at December 31, 2023	\$ 16,536	\$ (1,996)	\$ (244,387)	\$ (229,847)
Other comprehensive income (loss) before reclassification	1,831	(1,591)	(71,955)	(71,715)
Amounts reclassified from AOCI	(1,112)	2,539	—	1,427
Net current-period other comprehensive income (loss)	719	948	(71,955)	(70,288)
Balance at December 31, 2024	\$ 17,255	\$ (1,048)	\$ (316,342)	\$ (300,135)
Other comprehensive income before reclassification	3,820	173	93,786	97,779
Amounts reclassified from AOCI	(3,388)	(187)	—	(3,575)
Net current-period other comprehensive income (loss)	432	(14)	93,786	94,204
Balance at December 31, 2025	\$ 17,687	\$ (1,062)	\$ (222,556)	\$ (205,931)

NOTE 9 – DEBT

At December 31, 2025 and 2024, debt consisted of the following:

	Interest Rate	December 31,	
		2025	2024
Long-term debt			
<i>Senior Unsecured Notes</i>			
2015 Notes - Series A due August 20, 2025 ⁽¹⁾	3.15 %	\$ —	\$ 100,000
2015 Notes - Series B due August 20, 2030	3.35 %	100,000	100,000
2015 Notes - Series C due April 1, 2035	3.61 %	50,000	50,000
2015 Notes - Series D due April 1, 2045	4.02 %	100,000	100,000
2016 Notes - Series A due October 20, 2028	2.75 %	100,000	100,000
2016 Notes - Series B due October 20, 2033	3.03 %	100,000	100,000
2016 Notes - Series C due October 20, 2037	3.27 %	100,000	100,000
2016 Notes - Series D due October 20, 2041	3.52 %	50,000	50,000
2024 Notes - Series A due August 22, 2029	5.55 %	75,000	75,000
2024 Notes - Series B due August 22, 2031	5.62 %	75,000	75,000
2024 Notes - Series C due June 20, 2034	5.74 %	400,000	400,000
Other borrowings due through 2030	Variable ⁽²⁾	10	10
		1,150,010	1,250,010
Plus interest rate swap adjustment		2,678	3,355
Less current portion		—	100,004
Less debt issuance costs		2,460	2,810
Long-term debt, less current portion		1,150,228	1,150,551
Short-term debt			
Amounts due to banks	Variable ⁽³⁾	143,780	10,520
Current portion long-term debt		—	100,004
Total short-term debt		143,780	110,524
Total debt		\$ 1,294,008	\$ 1,261,075

- (1) On August 20, 2025, the Company repaid the Series A notes in full at maturity.
- (2) Interest rate was 7.97% for both years ended December 31, 2025 and 2024.
- (3) Weighted average interest rate on the revolving credit facility was 4.7% as of December 31, 2025. Weighted average interest of other lines of credit related to liquidity needs in a hyperinflationary country was 41.6% in 2025 and 47.8% in 2024.

At December 31, 2025 and 2024, the fair value of long-term debt, including the current portion, was approximately \$1,125,338 and \$1,184,313, respectively. The approximate fair value of the Company's long-term debt, including current maturities, was based on a valuation model using Level 2 observable inputs using available market information and methodologies requiring judgment. The carrying value of this debt at such dates was \$1,150,232 and \$1,250,555 respectively. Since judgment is required in interpreting market information, the fair value of the debt is not necessarily the amount which could be realized in a current market exchange.

Senior Unsecured Notes

On June 20, 2024, the Company entered into a Note Purchase Agreement (the "NPA") pursuant to which it agreed to issue new senior unsecured notes ("2024 Notes") in an aggregate principal amount of \$550,000, at par. Pursuant to the NPA, the Company issued one series of the 2024 Notes in the aggregate principal amount of \$400,000 on June 20, 2024, and two series of the 2024 Notes each in the aggregate principal amount of \$75,000 on August 22, 2024.

On April 1, 2015 and October 20, 2016, the Company entered into separate Note Purchase Agreements pursuant to which it issued senior unsecured notes each in the aggregate principal amount of \$350,000, at par. On August 20, 2025, the Company repaid its \$100,000 2015 Series A notes in full at maturity.

As of December 31, 2025, the Company's total weighted average effective interest rate and remaining weighted average tenure of the senior unsecured notes is 4.2%, including the impact from terminated swap agreements and 8.7 years, respectively. Interest on the senior unsecured notes is paid semi-annually. The senior unsecured notes contain certain affirmative and negative covenants. As of December 31, 2025, the Company was in compliance with all of its debt covenants relating to the senior unsecured notes.

Revolving Credit Agreements

On June 20, 2024, the Company terminated its existing \$500,000 revolving credit facility and entered into a \$1 billion revolving credit facility, which may be increased, subject to certain conditions including the consent of its lenders, by an additional amount up to \$300,000. The revolving credit facility matures on June 20, 2029. The revolving credit facility will initially bear interest on outstanding borrowings at a per annum rate equal to SOFR plus 1.10% and could fluctuate based on the Company's total net leverage ratio at a spread ranging from SOFR plus 1.10% to SOFR plus 1.60%. The financial covenants consist of a maximum net leverage ratio of 3.5x EBITDA and a minimum interest coverage ratio of 2.5x EBITDA. The revolving credit facility contains customary representations and warranties, as well as customary affirmative, negative and financial covenants for credit facilities of this type (subject to negotiated baskets and exceptions), including limitations on the Company and its subsidiaries with respect to liens, investments, distributions, mergers and acquisitions, dispositions of assets and transactions with affiliates. As of December 31, 2025, the Company was in compliance with all of its covenants. The Company had borrowings under the revolving credit facility of \$142,000 as of December 31, 2025.

The Company has other lines of credit and debt agreements totaling \$26,854. As of December 31, 2025 the Company was in compliance with all of its covenants and had outstanding debt under short-term lines of credit of \$1,780.

Other

Maturities of long-term debt, including payments for amounts due banks, for the five years succeeding December 31, 2025 are \$143,780 in 2026, \$6 in 2027, \$100,000 in 2028, \$75,000 in 2029, \$100,000 in 2030 and \$875,000 thereafter. Total interest paid was \$58,829 in 2025, \$51,264 in 2024 and \$49,366 in 2023. The difference between interest paid and interest expense is due to the accrual of interest associated with the Senior Unsecured Notes and interest rate derivative contracts discussed in Note 14.

NOTE 10 – STOCK PLANS

On April 19, 2023, the shareholders of the Company approved the 2023 Equity and Incentive Compensation Plan ("2023 Employee Plan"), which replaced the 2015 Equity and Incentive Compensation Plan ("2015 Employee Plan"). The 2023 Employee Plan provides for the granting of options, appreciation rights, restricted shares, restricted stock units and performance-based awards up to an additional 2,025,000 of the Company's common shares. In addition, on April 19, 2023, the shareholders of the Company approved the 2023 Stock Plan for Non-Employee Directors ("2023 Director Plan"), which replaced the 2015 Stock Plan for Non-Employee Directors ("2015 Director Plan"). The 2023 Director Plan provides for the granting of options, restricted shares and restricted stock units up to an additional 200,000 of the Company's common shares. At December 31, 2025, there were 1,828,205 common shares available for future grant under all plans.

Stock Options

The following table summarizes stock option activity for the year ended December 31, 2025 under all Plans:

	Number of Options	Weighted Average Exercise Price
Balance at beginning of year	696,546	\$ 135.17
Options granted	54,495	215.90
Options exercised	(126,092)	91.83
Options canceled	(449)	69.67
Options forfeited	(2,817)	233.40
Balance at end of year	621,683	150.63
Exercisable at end of year	521,057	137.09

Options granted under the 2023 Employee Plan and its predecessor plans may be outstanding for a maximum of 10 years from the date of grant. The majority of options granted vest ratably over a period of 3 years from the grant date. The exercise prices of all options were equal to the quoted market price of the Company's common shares at the date of grant. The Company issued shares of common stock from treasury upon all exercises of stock options in 2025. In 2025, all options issued were under the 2023 Employee Plan.

The Company uses the Black-Scholes option pricing model for estimating fair values of options. In estimating the fair value of options granted, the expected option life is based on the Company's historical experience. The expected volatility is based on historical volatility. The weighted average assumptions for each of the three years ended December 31 were as follows:

	2025	2024	2023
Expected volatility	26.18 %	26.90 %	27.63 %
Dividend yield	1.60 %	1.40 %	1.59 %
Risk-free interest rate	4.37 %	4.26 %	4.04 %
Expected option life (years)	4.8	4.8	4.8
Weighted average fair value per option granted during the year	\$ 55.85	\$ 66.20	\$ 46.94

The following table summarizes non-vested stock options for the year ended December 31, 2025:

	Number of Options	Weighted Average Fair Value at Grant Date
Balance at beginning of year	110,567	\$ 53.42
Granted	54,495	55.85
Vested	(61,170)	47.47
Canceled	(449)	16.49
Forfeited	(2,817)	61.67
Balance at end of year	<u>100,626</u>	58.05

The aggregate intrinsic value of options outstanding and exercisable which would have been received by the optionees had all awards been exercised at December 31, 2025 was \$55,960 and \$53,811, respectively. The total intrinsic value of awards exercised during 2025, 2024 and 2023 was \$16,162, \$47,929 and \$35,414, respectively. The total fair value of options that vested during 2025, 2024 and 2023 was \$2,931, \$8,367 and \$3,684, respectively.

The following table summarizes information about awards outstanding as of December 31, 2025:

Exercise Price Range	Outstanding			Exercisable		
	Number of Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Life (years)	Number of Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Life (years)
Under \$99.99	86,768	\$ 86.43	2.95	86,768	\$ 86.43	2.95
\$100.00 - \$199.99	387,136	133.64	5.95	374,189	132.17	5.91
Over \$200.00	147,779	232.85	8.47	60,100	240.86	8.13
	<u>621,683</u>		6.13	<u>521,057</u>		5.67

Restricted Stock Units ("RSUs") and Performance Share Units ("PSUs")

The following table summarizes RSU and PSU activity for the year ended December 31, 2025 under all Plans:

	Number of Units	Weighted Average Grant Date Fair Value
Balance at beginning of year	293,418	\$ 176.70
Units granted	118,411	205.23
Units vested	(162,121)	145.66
Units forfeited	(7,934)	201.11
Balance at end of year	<u>241,774</u>	210.59

RSUs are valued at the quoted market price on the grant date. The majority of RSUs vest over a period of 3 years. The Company issues shares of common stock from treasury upon the vesting of RSUs and any earned dividend equivalents. Conversion of 28,634 RSUs and PSUs to common shares in 2025 were deferred as part of the 2005 Deferred Compensation Plan for Executives (the "2005 Plan"). As of December 31, 2025, 111,088 RSUs and PSUs, including related dividend equivalents, have been deferred under the 2005 Plan. These units are reflected within dilutive shares in the calculation of earnings per share. In 2025, 70,355 RSUs were issued under the 2023 Employee Plan and the 2023 Director Plan. The remaining weighted average vesting period of all non-vested RSUs is 1.9 years as of December 31, 2025.

PSUs are valued at the quoted market price on the grant date. PSUs vest over a period of 3 years and are based on the Company's performance relative to pre-established performance goals. The Company issues common stock from treasury upon the vesting of PSUs and any earned dividend equivalents. In 2025, the Company issued 48,056 PSUs and

has 73,566 PSUs outstanding as of December 31, 2025 under the 2015 and 2023 Employee Plans at a weighted average fair value of \$213.01 per share. The remaining weighted average vesting period of all non-vested PSUs is 1.6 years as of December 31, 2025.

Stock-Based Compensation Expense

Expense is recognized for all awards of stock-based compensation by allocating the aggregate grant date fair value over the vesting period. No expense is recognized for any stock options, restricted or deferred shares, RSUs or PSUs ultimately forfeited because recipients fail to meet vesting requirements. Total stock-based compensation expense recognized in the Consolidated Statements of Income for 2025, 2024 and 2023 was \$20,526, \$24,000 and \$26,223, respectively. The related tax benefit for 2025, 2024 and 2023 was \$5,139, \$6,009 and \$6,711, respectively. As of December 31, 2025, total unrecognized stock-based compensation expense related to non-vested stock options, RSUs and PSUs was \$16,927, which is expected to be recognized over a weighted average period of approximately 1.8 years.

Lincoln Stock Purchase Plan

The 1995 Lincoln Stock Purchase Plan provides employees the ability to purchase open market shares on a commission-free basis up to a limit of ten thousand dollars annually. Under this plan, 800,000 shares have been authorized to be purchased. There were no shares purchased in 2025, 2024 or 2023.

NOTE 11 – RETIREMENT ANNUITY AND GUARANTEED CONTINUOUS EMPLOYMENT PLANS

The Company maintains a number of defined benefit and defined contribution plans to provide retirement benefits for employees. These plans are maintained and contributions are made in accordance with the Employee Retirement Income Security Act of 1974 ("ERISA"), local statutory law or as determined by the Board. The plans generally provide benefits based upon years of service and compensation. Pension plans are funded except for a domestic non-qualified pension plan for certain key employees and certain foreign plans. The Company uses a December 31 measurement date for its plans.

The Company does not have, and does not provide for, any postretirement or postemployment benefits other than pensions and certain non-U.S. statutory termination benefits.

Defined Benefit Plans

Contributions are made in amounts sufficient to fund current service costs on a current basis and to fund past service costs, if any, over various amortization periods.

Obligations and Funded Status

	December 31,			
	2025		2024	
	U.S. pension plans	Non-U.S. pension plans	U.S. pension plans	Non-U.S. pension plans
<i>Change in benefit obligations</i>				
Benefit obligations at beginning of year	\$ 7,862	\$ 85,372	\$ 8,370	\$ 126,030
Service cost	177	1,379	156	1,014
Interest cost	351	3,391	477	3,785
Plan participants' contributions	—	17	—	42
Acquisitions & other adjustments	(153)	(290)	(897)	(792)
Actuarial loss (gain)	192	(2,091)	(244)	283
Benefits paid	(1,129)	(6,749)	—	(6,634)
Settlements/curtailments ⁽¹⁾	—	(3,341)	—	(32,564)
Currency translation	—	9,091	—	(5,792)
Benefit obligations at end of year	<u>7,300</u>	<u>86,779</u>	<u>7,862</u>	<u>85,372</u>
<i>Change in plan assets</i>				
Fair value of plan assets at beginning of year	—	54,542	—	91,222
Actual return on plan assets	—	2,228	—	(1,019)
Employer contributions	—	704	—	2,545
Plan participants' contributions	—	17	—	42
Benefits paid	—	(4,181)	—	(4,212)
Settlements ⁽¹⁾	—	(3,298)	—	(30,741)
Currency translation	—	5,329	—	(3,295)
Fair value of plan assets at end of year	<u>—</u>	<u>55,341</u>	<u>—</u>	<u>54,542</u>
Funded status at end of year	(7,300)	(31,438)	(7,862)	(30,830)
Unrecognized actuarial net loss (gain)	2,054	(381)	1,988	2,370
Unrecognized prior service cost	—	1	—	(36)
Unrecognized transition obligation, net	—	24	—	24
Net amount recognized	<u>\$ (5,246)</u>	<u>\$ (31,794)</u>	<u>\$ (5,874)</u>	<u>\$ (28,472)</u>

(1) Settlements in 2024 resulting from lump sum pension payments.

The after-tax amounts of unrecognized actuarial net loss, prior service costs and transition obligation included in Accumulated other comprehensive loss at December 31, 2025 were \$1,044, \$1 and \$17, respectively. The actuarial loss represents changes in the estimated obligation not yet recognized in the Consolidated Income Statement.

The Company terminated the Lincoln Electric Company Retirement Annuity Program (“RAP”) plan effective as of December 31, 2020. The surplus assets were transferred to a suspense account in January 2022 and are being used to fund employer matching contributions in the Company’s Savings Plan. The surplus assets as of December 31, 2025 and 2024 were \$12,082 and \$27,059, respectively, and are recorded in Other current assets and Other assets in the Company’s Consolidated Balance Sheets.

Amounts Recognized in Consolidated Balance Sheets

	December 31,			
	2025		2024	
	U.S. pension plans	Non-U.S. pension plans	U.S. pension plans	Non-U.S. pension plans
Prepaid pensions ⁽¹⁾	\$ —	\$ 707	\$ —	\$ 845
Accrued pension liability, current ⁽²⁾	(991)	(2,633)	(1,003)	(2,556)
Accrued pension liability, long-term ⁽³⁾	(6,309)	(29,512)	(6,859)	(29,119)
Accumulated other comprehensive loss, excluding tax effects	2,054	(356)	1,988	2,358
Net amount recognized in the balance sheets	<u>\$ (5,246)</u>	<u>\$ (31,794)</u>	<u>\$ (5,874)</u>	<u>\$ (28,472)</u>

(1) Included in Other assets.

(2) Included in Other current liabilities.

(3) Included in Other liabilities.

Components of Pension Cost for Defined Benefit Plans

	Year Ended December 31,					
	2025		2024		2023	
	U.S. pension plans	Non-U.S. pension plans	U.S. pension plans	Non-U.S. pension plans	U.S. pension plans	Non-U.S. pension plans
Service cost	\$ 177	\$ 1,379	\$ 156	\$ 1,014	\$ 166	\$ 955
Interest cost	351	3,391	477	3,785	466	4,867
Expected return on plan assets	—	(2,271)	—	(2,574)	—	(3,839)
Other adjustments	—	—	—	—	—	117
Amortization of prior service cost	—	(5)	—	(7)	—	(8)
Amortization of net loss (gain)	125	50	155	(62)	80	(374)
Settlement and curtailment charges	—	719	—	3,818	256	949
Defined benefit plans	<u>\$ 653</u>	<u>\$ 3,263</u>	<u>\$ 788</u>	<u>\$ 5,974</u>	<u>\$ 968</u>	<u>\$ 2,667</u>

The components of Pension cost for defined benefit plans, other than service cost, are included in Other income in the Company's Consolidated Statements of Income.

Pension Plans with Accumulated Benefit Obligations in Excess of Plan Assets

	December 31,			
	2025		2024	
	U.S. pension plans	Non-U.S. pension plans	U.S. pension plans	Non-U.S. pension plans
Projected benefit obligation	\$ 7,132	\$ 52,108	\$ 7,819	\$ 50,363
Accumulated benefit obligation	6,762	49,099	7,424	47,867
Fair value of plan assets	—	20,188	—	18,980

The total accumulated benefit obligation for all plans was \$90,076 as of December 31, 2025 and \$89,759 as of December 31, 2024.

Benefit Payments for Plans

Benefits expected to be paid for the plans are as follows:

	U.S. pension plans	Non-U.S. pension plans
Estimated Payments		
2026	\$ 1,015	\$ 7,150
2027	998	5,845
2028	906	6,264
2029	887	5,614
2030	905	5,723
2031 through 2035	3,701	32,184

Assumptions

Weighted average assumptions used to measure the benefit obligation for the Company's significant defined benefit plans as of December 31, 2025 and 2024 were as follows:

	December 31,			
	2025		2024	
	U.S. pension plans	Non-U.S. pension plans	U.S. pension plans	Non-U.S. pension plans
Discount Rate	4.8 %	4.2 %	4.8 %	4.0 %
Rate of increase in compensation	3.0 %	6.2 %	3.0 %	5.6 %

Weighted average assumptions used to measure the net periodic benefit cost for the Company's significant defined benefit plans for each of the three years ended December 31 were as follows:

	December 31,					
	2025		2024		2023	
	U.S. pension plans	Non-U.S. pension plans	U.S. pension plans	Non-U.S. pension plans	U.S. pension plans	Non-U.S. pension plans
Discount rate	4.8 %	4.0 %	6.0 %	3.9 %	5.8 %	4.2 %
Rate of increase in compensation	3.0 %	5.6 %	3.0 %	4.8 %	3.0 %	3.7 %
Expected return on plan assets	—	4.2 %	—	3.8 %	—	4.4 %

To develop the discount rate assumptions, the Company refers to the yield derived from matching projected pension payments with maturities of bonds rated AA or an equivalent quality. The expected long-term rate of return assumption is based on the weighted average expected return of the various asset classes in the plans' portfolio and the targeted allocation of plan assets. The asset class return is developed using historical asset return performance as well as current market conditions such as inflation, interest rates and equity market performance. The rate of compensation increase is determined by the Company based upon annual reviews.

Pension Plans' Assets

The primary objective of the pension plans' investment policy is to ensure sufficient assets are available to provide benefit obligations when such obligations mature. Investment management practices must comply with ERISA or any other applicable regulations and rulings. The overall investment strategy for the defined benefit pension plans' assets is to achieve a rate of return over a normal business cycle relative to an acceptable level of risk that is consistent with the long-term objectives of the portfolio. Excluding the RAP plan assets, the target allocation for plan assets is 10% to 15% equity securities and 85% to 90% debt and other securities.

The following table sets forth, by level within the fair value hierarchy, the pension plans' assets as of December 31, 2025:

Pension Plans' Assets at Fair Value as of December 31, 2025				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash and cash equivalents	\$ 1,568	\$ —	\$ —	\$ 1,568
Fixed income securities ⁽¹⁾				
Corporate debt and other obligations	—	6,374	—	6,374
Investments measured at NAV ⁽²⁾				
Common trusts and 103-12 investments ⁽³⁾	—	—	—	47,399
Total investments at fair value	\$ 1,568	\$ 6,374	\$ —	\$ 55,341

The following table sets forth, by level within the fair value hierarchy, the pension plans' assets as of December 31, 2024:

Pension Plans' Assets at Fair Value as of December 31, 2024				
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Cash and cash equivalents	\$ 1,974	\$ —	\$ —	\$ 1,974
Fixed income securities ⁽¹⁾				
Corporate debt and other obligations	—	6,063	—	6,063
Investments measured at NAV ⁽²⁾				
Common trusts and 103-12 investments ⁽³⁾	—	—	—	46,505
Total investments at fair value	\$ 1,974	\$ 6,063	\$ —	\$ 54,542

- (1) Fixed income securities are primarily comprised of governmental and corporate bonds directly held by the plans. Governmental and corporate bonds are valued using both market observable inputs for similar assets that are traded on an active market and the closing price on the active market on which the individual securities are traded.
- (2) Certain assets that are measured at fair value using the net asset value ("NAV") practical expedient have not been classified in the fair value hierarchy.
- (3) Common trusts and 103-12 investments (collectively "Trusts") are comprised of a number of investment funds that invest in a diverse portfolio of assets including equity securities, corporate and governmental bonds, equity and credit indexes and money markets. Trusts are valued at the NAV as determined by their custodian. NAV represents the accumulation of the unadjusted quoted close prices on the reporting date for the underlying investments divided by the total shares outstanding at the reporting dates.

Supplemental Executive Retirement Plan

The Company maintained a domestic unfunded Supplemental Executive Retirement Plan ("SERP") under which non-qualified supplemental pension benefits are paid to certain employees in addition to amounts received under the Company's terminated qualified retirement plan which was subject to IRS limitations on covered compensation. The annual cost of this program has been included in the determination of total net pension costs shown above and was \$225, \$340 and \$650 in 2025, 2024 and 2023, respectively. The projected benefit obligation associated with this plan is also included in the pension disclosure shown above and was \$4,523, \$5,034 and \$5,461 at December 31, 2025, 2024 and 2023, respectively.

Defined Contribution Plans

Substantially all U.S. employees are covered under defined contribution plans. In October 2016, the Company announced a plan redesign of The Lincoln Electric Company Employee Savings Plan (“Savings Plan”) that was effective January 1, 2017. The Savings Plan provides that eligible employees receive up to 6% of employees’ annual compensation through Company matching contributions of 100% of the first 3% of employee compensation contributed to the plan, and automatic Company contributions equal to 3% of annual compensation. In addition, certain employees affected by the RAP freeze in 2016 are also eligible to receive employer contributions equal to 6% of annual compensation for a minimum period of five years or to the end of the year in which they complete thirty years of service.

Effective January 1, 2017, the Company created The Lincoln Electric Company Restoration Plan (“Restoration Plan”). The Restoration Plan is a domestic unfunded plan maintained for the purpose of providing certain employees the ability to fully participate in standard employee retirement offerings, which are limited by IRS regulations on covered compensation.

The annual costs recognized for defined contribution plans were \$29,790, \$29,029 and \$29,443 in 2025, 2024 and 2023, respectively.

Other Benefits

The Cleveland, Ohio, area operations have a Guaranteed Continuous Employment Plan covering substantially all local employees which, in general, provides that the Company will provide work for at least 75% of every standard work week (presently 40 hours). This plan does not guarantee employment when the Company’s ability to continue normal operations is seriously restricted by events beyond the control of the Company. The Company has reserved the right to terminate this plan effective at the end of a calendar year by giving notice of such termination not less than six months prior to the end of such year.

NOTE 12 — OTHER INCOME

The components of Other income were as follows:

	Year Ended December 31,		
	2025	2024	2023
Equity earnings in affiliates	\$ 1,948	\$ 235	\$ 556
Other components of net periodic pension cost ⁽¹⁾	(2,393)	(5,692)	(2,573)
Other income ⁽²⁾	9,397	5,930	15,405
Total Other income	<u>\$ 8,952</u>	<u>\$ 473</u>	<u>\$ 13,388</u>

(1) Other components of net periodic pension cost includes pension settlements and curtailments as discussed in Note 11.

(2) Other income primarily relates to non-recurring items and non-operating gains and losses.

NOTE 13 – INCOME TAXES

The components of income before income taxes were as follows:

	Year Ended December 31,		
	2025	2024	2023
U.S.	\$ 514,355	\$ 496,339	\$ 508,316
Non-U.S.	161,095	97,810	178,550
Total	<u>\$ 675,450</u>	<u>\$ 594,149</u>	<u>\$ 686,866</u>

The components of income tax expense (benefit) were as follows:

	Year Ended December 31,		
	2025	2024	2023
Current:			
Federal	\$ 15,863	\$ 109,943	\$ 95,514
Non-U.S.	42,685	37,997	45,830
State and local	13,395	21,217	24,132
	<u>71,943</u>	<u>169,157</u>	<u>165,476</u>
Deferred:			
Federal	74,885	(31,178)	(13,068)
Non-U.S.	(4,124)	(5,269)	(7,515)
State and local	12,213	(4,669)	(3,275)
	<u>82,974</u>	<u>(41,116)</u>	<u>(23,858)</u>
Total	<u>\$ 154,917</u>	<u>\$ 128,041</u>	<u>\$ 141,618</u>

The differences between total income tax expense and the amount computed by applying the statutory federal income tax rate to income before income taxes for the three years ended December 31, 2025 were as follows:

	Year Ended December 31,					
	2025		2024		2023	
Statutory rate applied to pre-tax income	\$ 141,845	21.0 %	\$ 124,771	21.0 %	\$ 144,242	21.0 %
Domestic reconciling items:						
State and local income taxes, net of federal tax benefit ⁽¹⁾	22,795	3.4	14,172	2.4	17,979	2.6
Tax credits						
Research and development credit	(8,800)	(1.3)	(10,010)	(1.7)	(9,600)	(1.4)
Other	(102)	—	(102)	—	(99)	—
Nontaxable and nondeductible items						
Section 162(m) limitation	7,560	1.1	12,810	2.2	3,360	0.5
Other	679	0.1	679	0.1	694	0.1
Cross-border taxes						
Foreign tax credit	(6,018)	(0.9)	(7,042)	(1.2)	(7,136)	(1.0)
Foreign derived intangible income deduction	—	—	(13,766)	(2.3)	(10,411)	(1.5)
Other	171	—	(1,039)	(0.2)	(2,040)	(0.3)
Exercises of stock-based compensation	(7,525)	(1.1)	(12,528)	(2.1)	(8,814)	(1.3)
Other	(8,027)	(1.3)	361	0.1	5,625	0.8
Foreign reconciling items:						
Mexico	7,959	1.2	1,926	0.3	3,090	0.4
Other foreign jurisdictions	4,491	0.7	17,329	2.9	5,046	0.7
Worldwide changes in prior year unrecognized tax benefits	(111)	—	480	0.1	(318)	—
Total effective tax rate	<u>\$ 154,917</u>	<u>22.9 %</u>	<u>\$ 128,041</u>	<u>21.6 %</u>	<u>\$ 141,618</u>	<u>20.6 %</u>

- (1) State and local income taxes in California, Florida, Michigan, Minnesota, Pennsylvania, Texas and Wisconsin for 2025, California, Illinois, Kentucky, Michigan, Pennsylvania, Wisconsin, and City of Euclid, Ohio for 2024 and California, Iowa, Illinois, Kentucky, Michigan, Pennsylvania, Wisconsin and City of Euclid, Ohio for 2023 made up the majority (greater than 50%) of the tax effect in this category.

The One Big Beautiful Bill Act (“OBBBA”) was enacted in the United States on July 4, 2025. Many of the tax provisions within the OBBBA are designed to accelerate tax deductions and could lead to lower tax payments. The OBBBA has multiple effective dates, with certain provisions effective in 2025 and others implemented through 2027.

During 2025, the Company recognized a one-time tax expense of approximately \$11,700 related to the cumulative impact of the OBBBA provisions to date. This tax expense primarily relates to restoration of immediate expensing for current and previously capitalized domestic research and development expenditures and the reinstatement of 100% bonus depreciation on qualified property both of which impact international tax provisions regarding foreign derived intangible income.

The effective tax rate was higher in 2025 as compared to 2024 primarily driven by the impact of the OBBBA as discussed above, partially offset by the mix of earnings and timing of discrete tax items.

The amounts of income tax payments, net of refunds, were as follows:

	Year Ended December 31, 2025
Federal	\$ 47,779
Foreign	
Canada	8,562
Mexico	5,836
All other foreign	18,214
State and local	20,331
Total ⁽¹⁾	<u>\$ 100,722</u>

(1) Total income tax payments, net of refunds, in 2025 as compared to 2024 were lower primarily due to the election of provisions from the OBBBA.

Total income tax payments, net of refunds, during the years ended December 31, 2024 and 2023 were \$157,542 and \$180,512, respectively.

Deferred Taxes

Significant components of deferred tax assets and liabilities at December 31, 2025 and 2024, were as follows:

	December 31,	
	2025	2024
Deferred tax assets:		
Tax loss and credit carry-forwards	\$ 27,883	\$ 43,417
Inventory	7,348	1,555
Other accruals	29,308	31,671
Research and development capitalization	5,454	86,697
Employee benefits	27,495	27,866
Pension obligations	4,647	7,025
Other	14,758	9,508
Deferred tax assets, gross	<u>116,893</u>	<u>207,739</u>
Valuation allowance	(4,802)	(35,284)
Deferred tax assets, net	<u>112,091</u>	<u>172,455</u>
Deferred tax liabilities:		
Property, plant and equipment	50,169	43,048
Intangible assets	34,279	31,214
Inventory	7,720	6,785
Pension and other benefit liabilities	2,302	5,890
Other	22,648	18,371
Deferred tax liabilities	<u>117,118</u>	<u>105,308</u>
Total deferred taxes	<u>\$ (5,027)</u>	<u>\$ 67,147</u>

At December 31, 2025, certain subsidiaries had net operating loss carry-forwards of approximately \$7,491 that expire in various years from 2033 through 2035, plus \$59,479 for which there is no expiration date.

In assessing the realizability of deferred tax assets, the Company assesses whether it is more-likely-than-not that a portion or all of the deferred tax assets will not be realized. The Company considers the scheduled reversal of deferred tax liabilities, tax planning strategies and projected future taxable income in making this assessment. At December 31, 2025, a valuation allowance of \$4,802 was recorded against certain deferred tax assets based on this assessment. The Company believes it is more-likely-than-not that the tax benefit of the remaining net deferred tax assets will be realized. The amount of net deferred tax assets considered realizable could be increased or reduced in the future if the Company's assessment of future taxable income or tax planning strategies changes.

The Company determined it will repatriate earnings for certain non-U.S. subsidiaries, which are subject to foreign withholding taxes. The Company has estimated the associated tax to be \$78. The Company considers remaining earnings and outside basis in all other non-U.S. subsidiaries to be indefinitely reinvested and has not recorded any deferred taxes as such estimate is not practicable.

Unrecognized Tax Benefits

Liabilities for unrecognized tax benefits related to uncertain tax positions are classified as Other liabilities unless expected to be paid in one year. Additionally, to the extent a position would not result in a cash tax liability, those amounts are generally recorded to Deferred income taxes to offset tax attributes. The Company recognizes interest and penalties related to unrecognized tax benefits in Income taxes. Current income tax expense included benefit of \$152 and expense of \$145 for the years ended December 31, 2025 and 2024, respectively, for interest and penalties. For those same years, the Company's accrual for interest and penalties related to unrecognized tax benefits totaled \$2,512 and \$2,495, respectively.

The following table summarizes the activity related to unrecognized tax benefits:

	<u>2025</u>	<u>2024</u>
Balance at beginning of year	\$ 10,887	\$ 12,592
Increase related to current year tax positions	1,010	1,701
Decrease related to prior years' tax positions	(110)	(870)
Decrease related to settlements with taxing authorities	—	—
Resolution of and other decreases in prior years' tax liabilities	(2,152)	(1,982)
Other	678	(554)
Balance at end of year	<u>\$ 10,313</u>	<u>\$ 10,887</u>

The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate was \$8,840 at December 31, 2025 and \$9,343 at December 31, 2024.

The Company files income tax returns in the U.S. and various state, local and foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2020. The Company is currently subject to various state, U.S. and non-U.S. income tax audits. The Company is generally not able to precisely estimate the ultimate settlement amounts or timing until after the close of an audit. The Company evaluates its tax positions and establishes liabilities for unrecognized tax benefits related to uncertain tax positions that may be challenged by local authorities and may not be fully sustained.

Unrecognized tax benefits are reviewed on an ongoing basis and are adjusted for changing facts and circumstances, including management's judgment in the interpretation of applicable tax law, regulation or tax ruling, the progress of tax audits and closing of statutes of limitations. Based on information currently available, management believes that additional audit activity could be completed and/or statutes of limitations may close relating to existing unrecognized tax benefits.

NOTE 14 – DERIVATIVES

The Company uses derivative instruments to manage exposures to currency exchange rates, interest rates and commodity prices arising in the normal course of business. Both at inception and on an ongoing basis, the derivative instruments that qualify for hedge accounting are assessed as to their effectiveness, when applicable. Hedge ineffectiveness was immaterial for each of the three years in the period ended December 31, 2025.

The Company is subject to the credit risk of the counterparties to derivative instruments. Counterparties include a number of major banks and financial institutions. None of the concentrations of risk with any individual counterparty was considered significant at December 31, 2025. The Company does not expect any counterparties to fail to meet their obligations.

Cash flow hedges

Certain foreign currency forward contracts are qualified and designated as cash flow hedges. The dollar equivalent gross notional amount of these short-term contracts was \$88,555 and \$96,444 at December 31, 2025 and 2024, respectively.

The Company had interest rate forward starting swap agreements that were qualified and designated as cash flow hedges that were terminated during 2024. Upon termination of the contracts in 2024, the Company had a gain of \$25,852 recorded in AOCI that will be amortized to Interest expense, net over the life of the associated debt.

Net investment hedges

The Company has foreign currency forward contracts and zero-cost collar contracts that qualify and are designated as net investment hedges. The dollar equivalent gross notional amount of the foreign currency forward contracts and zero-cost collar contracts were \$337,659 and \$319,450 at December 31, 2025 and December 31, 2024, respectively.

Derivatives not designated as hedging instruments

The Company has certain foreign exchange forward contracts which are not designated as hedges. These derivatives are held as hedges of certain balance sheet exposures. The dollar equivalent gross notional amount of these contracts were \$370,668 and \$421,754 at December 31, 2025 and 2024, respectively.

Fair values of derivative instruments in the Company's Consolidated Balance Sheets follow:

	December 31, 2025				December 31, 2024			
	Other Current Assets	Other Current Liabilities	Other Assets	Other Liabilities	Other Current Assets	Other Current Liabilities	Other Assets	Other Liabilities
Derivatives by hedge designation								
Designated as hedging instruments:								
Foreign exchange contracts	\$ 2,149	\$ 289	\$ —	\$ —	\$ 1,663	\$ 2,972	\$ —	\$ —
Net investment contracts	102	12,529	—	—	10,276	—	—	—
Not designated as hedging instruments:								
Foreign exchange contracts	582	470	—	—	1,560	4,251	—	—
Total derivatives	\$ 2,833	\$ 13,288	\$ —	\$ —	\$ 13,499	\$ 7,223	\$ —	\$ —

The effects of undesignated derivative instruments on the Company's Consolidated Statements of Income consisted of the following:

Derivatives by hedge designation	Classification of (loss) gain	Year Ended December 31,	
		2025	2024
Not designated as hedges:			
Foreign exchange contracts	Selling, general & administrative expenses	\$ 25,417	\$ (11,198)

The effects of designated cash flow hedges on AOCI and the Company's Consolidated Statements of Income consisted of the following:

Total (loss) gain recognized in AOCI, net of tax	December 31,	
	2025	2024
Foreign exchange contracts	\$ 1,396	\$ (812)
Forward starting swap agreements	16,291	18,067
Net investment contracts	(5,721)	20,403

The Company expects a loss of \$1,396 related to existing contracts to be reclassified from AOCI, net of tax, to earnings over the next 12 months as the hedged transactions are realized.

Derivative type	Gain (loss) recognized in the Consolidated Statements of Income:	Year Ended December 31,	
		2025	2024
Foreign exchange contracts	Net Sales	\$ 2,349	\$ (625)
	Cost of goods sold	242	494
Forward starting swap agreements	Interest expense, net	2,755	1,394

NOTE 15 – FAIR VALUE

The following table provides a summary of assets and liabilities as of December 31, 2025 measured at fair value on a recurring basis:

Description	Balance as of December 31, 2025	Quoted Prices in Active Markets for Identical Assets or Liabilities		
		(Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Foreign exchange contracts	\$ 2,731	\$ —	\$ 2,731	\$ —
Net investment contracts	102	—	102	—
Pension surplus	12,082	12,082	—	—
Total assets	\$ 14,915	\$ 12,082	\$ 2,833	\$ —
Liabilities:				
Foreign exchange contracts	\$ 759	\$ —	\$ 759	\$ —
Net investment contracts	12,529	—	12,529	—
Deferred compensation	24,456	—	24,456	—
Total liabilities	\$ 37,744	\$ —	\$ 37,744	\$ —

The following table provides a summary of assets and liabilities as of December 31, 2024 measured at fair value on a recurring basis:

Description	Balance as of December 31, 2024	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Foreign exchange contracts	\$ 3,223	\$ —	\$ 3,223	\$ —
Net investment contracts	10,276	—	10,276	—
Pension surplus	27,059	27,059	—	—
Total assets	\$ 40,558	\$ 27,059	\$ 13,499	\$ —
Liabilities:				
Foreign exchange contracts	\$ 7,223	\$ —	\$ 7,223	\$ —
Deferred compensation	55,425	—	55,425	—
Total liabilities	\$ 62,648	\$ —	\$ 62,648	\$ —

The fair value of the Company's pension surplus assets are based on quoted market prices in active markets and are included in the Level 1 fair value hierarchy. The pension surplus assets were invested in money market and short-term duration bond funds at both December 31, 2025 and December 31, 2024.

The Company's derivative contracts are valued at fair value using the market approach. The Company measures the fair value of foreign exchange contracts and net investment contracts using Level 2 inputs based on observable spot and forward rates in active markets. During the year ended December 31, 2025 there were no transfers between Levels 1, 2 or 3.

The deferred compensation liability is the Company's obligation under its executive deferred compensation plan. The Company measures the fair value of the liability using the market values of the participants' underlying investment fund elections.

The fair value of Cash and cash equivalents, Accounts receivable, Short-term debt excluding the current portion of Long-term debt and Trade accounts payable approximated book value due to the short-term nature of these instruments at both December 31, 2025 and December 31, 2024. Refer to Note 9 for the fair value estimate of debt.

The Company has various financial instruments, including cash and cash equivalents, short and long-term debt and forward contracts. While these financial instruments are subject to concentrations of credit risk, the Company has minimized this risk by entering into arrangements with a number of major banks and financial institutions and investing in several high-quality instruments. The Company does not expect any counterparties to fail to meet their obligations.

NOTE 16 – INVENTORY

Inventories in the Consolidated Balance Sheet is comprised of the following components:

	December 31,	
	2025	2024
Raw materials	\$ 164,440	\$ 153,596
Work-in-process	124,351	123,406
Finished goods	344,573	267,035
Total	\$ 633,364	\$ 544,037

The valuation of LIFO inventories is made at the end of each year based on inventory levels and costs at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and costs. Actual year-end inventory levels and costs may differ from interim LIFO inventory valuations. At December 31, 2025 and 2024, approximately 38% and 35% of total inventories, respectively, were valued using the LIFO method. The

excess of current cost over LIFO cost was \$138,589 at December 31, 2025 and \$120,633 at December 31, 2024, or a charge of \$17,956 in 2025 as compared with a benefit of \$9,313 in 2024.

NOTE 17 – LEASES

The table below summarizes the right-of-use assets and lease liabilities in the Company's Consolidated Balance sheets:

<u>Operating Leases</u>	<u>Balance Sheet Classification</u>	<u>December 31, 2025</u>	<u>December 31, 2024</u>
Right-of-use assets	Other assets	\$ 52,989	\$ 54,276
Current liabilities	Other current liabilities	\$ 13,460	\$ 13,110
Noncurrent liabilities	Other liabilities	40,061	42,124
Total lease liabilities		\$ 53,521	\$ 55,234

The total future minimum lease payments for noncancelable operating leases were as follows:

	<u>December 31, 2025</u>
2026	\$ 15,232
2027	12,229
2028	10,273
2029	7,456
2030	3,802
After 2030	10,781
Total lease payments	\$ 59,773
Less: Imputed interest	6,252
Operating lease liabilities	\$ 53,521

Other information related to leases was as follows:

	<u>2025</u>	<u>2024</u>	<u>2023</u>
Lease expense ⁽¹⁾	\$ 27,674	\$ 24,778	\$ 24,408
Cash paid for amounts included in the measurement of lease liabilities ⁽²⁾	15,031	15,874	13,450
Right-of-use assets obtained in exchange for operating lease liabilities	12,683	17,591	9,249
Weighted average discount rate	3.7 %	3.7 %	3.5 %
Weighted average remaining lease term	6.1 years	6.4 years	7.0 years

(1) Amounts are included in Cost of goods sold and Selling, general and administrative expenses in the Company's Consolidated Statement of Income.

(2) Amounts are included in Net Cash Provided by Operating Activities in the Company's Consolidated Statement of Cash Flows.

NOTE 18 – CONTINGENCIES

The Company, like other manufacturers, is subject from time to time to a variety of civil and administrative proceedings arising in the ordinary course of business. Such claims and litigation include, without limitation, product liability claims, regulatory claims, employment-related claims and health, safety and environmental claims, some of which relate to cases alleging asbestos induced illnesses. The claimants in the asbestos cases seek compensatory and punitive damages, in most cases for unspecified amounts. The Company believes it has meritorious defenses to these claims and intends to contest such suits vigorously.

The Company accrues its best estimate of the probable costs, after a review of the facts with management and counsel and taking into account past experience. For claims or litigation that are material, if an unfavorable outcome is determined to be reasonably possible and the amount of loss can be reasonably estimated, or if an unfavorable outcome is determined to be probable and the amount of loss cannot be reasonably estimated, disclosure would be provided. Many of the current cases are in differing procedural stages and information on the circumstances of each claimant, which forms the basis for judgments as to the validity or ultimate disposition of such actions, varies greatly. Therefore, in many situations a range of possible losses cannot be made. Reserves are adjusted as facts and circumstances change and related management assessments of the underlying merits and the likelihood of outcomes change. Moreover, reserves only cover identified and/or asserted claims. Future claims could, therefore, give rise to increases to such reserves.

Based on the Company's historical experience in litigating product liability claims, including a significant number of dismissals, summary judgments and defense verdicts in many cases and immaterial settlement amounts, as well as the Company's current assessment of the underlying merits of the claims and applicable insurance, the Company believes resolution of these claims and proceedings, individually or in the aggregate, will not have a material effect on the Company's consolidated financial statements.

NOTE 19 – SUPPLIER FINANCING PROGRAM

The Company's suppliers, at the supplier's sole discretion, are able to factor receivables due from the Company to a financial institution on terms directly negotiated with the financial institution without affecting the Company's balance sheet classification of the corresponding payable. The Company pays the financial institution the stated amount of the confirmed invoices from its designated suppliers on the original maturity dates of the invoices. Invoices with suppliers have terms between 120 and 180 days. The Company does not provide secured legal assets or other forms of guarantees under the arrangement and has no involvement in establishing the terms or conditions of the arrangement between its suppliers and the financial institution. The amounts due to the financial institution for suppliers that participate in the supplier financing program are included in Trade accounts payable on the Company's Consolidated Balance Sheets, and the associated payments are included in operating activities in the Consolidated Statements of Cash Flows. At December 31, 2025 and 2024, Trade accounts payable included \$25,709 and \$29,164, respectively, payable to suppliers that have elected to participate in the supplier financing program.

	Year Ended December 31,	
	2025	2024
Confirmed obligations at beginning of the period	\$ 29,164	\$ 29,111
Invoices confirmed during the period	97,353	103,908
Confirmed invoices paid during the period	(100,808)	(103,855)
Confirmed obligations outstanding at the end of the period	<u>\$ 25,709</u>	<u>\$ 29,164</u>

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS
LINCOLN ELECTRIC HOLDINGS, INC.
(In thousands)

Description	Balance at Beginning Of period	Additions		Deductions ⁽²⁾	Balance at End of Period
		Charged to Costs and Expenses	(Credited) Charged to Other Accounts ⁽¹⁾		
Allowance for doubtful accounts:					
Year Ended December 31, 2025	\$ 12,674	\$ 3,053	\$ 236	\$ 4,637	\$ 11,326
Year Ended December 31, 2024	11,464	4,371	(2,057)	1,104	12,674
Year Ended December 31, 2023	12,556	1,195	(94)	2,193	11,464
Deferred tax asset valuation allowance:					
Year Ended December 31, 2025	\$ 35,284	\$ 2,625	\$ (32,539)	\$ 568	\$ 4,802
Year Ended December 31, 2024	36,876	3,010	(3,532)	1,070	35,284
Year Ended December 31, 2023	44,627	4,570	(606)	11,715	36,876

- (1) Primarily relates to currency translation, valuation allowance adjustments and other items. The change in the 2025 deferred tax asset valuation allowance includes a reduction of approximately \$32,000 related to these adjustments.
- (2) For the Allowance for doubtful accounts, deductions relate to uncollectible accounts written-off, net of recoveries. For the Deferred tax asset valuation allowance, deductions relate to the reversal of valuation allowances due to the realization of net operating loss carryforwards.

Corporate Information

BOARD OF DIRECTORS

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Owens Corning

Curtis E. Espeland

Retired Executive Vice President
and Chief Financial Officer
Eastman Chemical Company

N. Joy Falotico

Former President
The Lincoln Motor Company

Bonnie J. Fetch

Executive Vice President,
President—Global Operations
Cummins Inc.

Patrick P. Goris

Executive Vice President and
Chief Financial & Strategy Officer
Carrier Global Corporation

Steven B. Hedlund

Chairman and Chief Executive Officer
Lincoln Electric Holdings, Inc.

Michael F. Hilton

Retired President and Chief Executive Officer
Nordson Corporation

Marc A. Howze

Former Group President,
Lifecycle Solutions and
Chief Administrative Officer
Deere & Company

Kathryn Jo Lincoln

Chair and Former Chief Investment Officer
Lincoln Institute of Land Policy

Phillip J. Mason

Retired President
Ecolab EMEA sector of
Ecolab, Inc.

Ben P. Patel

Former Chief Innovation and Science Officer
Smurfit Westrock

COMPANY OFFICERS

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Executive Vice President
General Counsel and Secretary

Gabriel Bruno

Executive Vice President
Chief Financial Officer and Treasurer

Lisa A. Dietrich

Executive Vice President
Chief Digital Information Officer

Gregory Doria

Executive Vice President
President, International

Susan C. Edwards

Executive Vice President
Chief Human Resources Officer

Steven B. Hedlund

Chairman and
Chief Executive Officer

Kevin J. Whaley

Executive Vice President
President, Global Automation

Michael J. Whitehead

Executive Vice President
President, Americas Welding

CORPORATE INFORMATION

For additional corporate information and copies of Lincoln Electric's 2025 Annual Report and Form 10-K, and 2026 Proxy Statement, please contact Amanda Butler in Investor Relations at (216) 383-2534, email: Amanda_Butler@lincolnelectric.com, 22801 St. Clair Avenue, Cleveland, Ohio 44117-1199 USA, or visit www.lincolnelectric.com.

TRANSFER AGENT AND REGISTRAR

Inquiries about dividends, shareholder records, share transfers, changes in ownership and address changes should be directed to Computershare Inc.:

Mail

Computershare
Attn: Shareholder Services
P.O. Box 43006
Providence, RI 02940-3006

Courier

Computershare
Attn: Shareholder Services
150 Royall Street, Ste. 101
Canton, MA 02021

Direct

(800) 736-3001 or (781) 575-3100
Email: webqueries@computershare.com
Online: www.computershare.com

SUSTAINABILITY

Visit <https://sustainability.lincolnelectric.com> to learn about our policies and programs.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ernst & Young LLP

ANNUAL MEETING

Friday, April 17, 2026
11:00 a.m. Eastern Time
Online at:
www.virtualshareholdermeeting.com/LECO2026

STOCK INFORMATION

The Company's stock is traded on the NASDAQ Stock Market ("NASDAQ") under the symbol LECO.

Number of record holders of common shares at December 31, 2025: 2,081



Lincoln Electric Holdings, Inc.

22801 St. Clair Avenue
Cleveland, Ohio 44117-1199 U.S.A.

www.lincolnelectric.com