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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2026

OR

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

For the transition period from _________ to___________

Commission file number 1-32737

KOPPERS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Pennsylvania	20-1878963
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
436 Seventh Avenue Pittsburgh, Pennsylvania 15219	(412) 227-2001
(Address of principal executive offices)	(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	KOP	The New York Stock Exchange

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

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

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

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

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

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

Common Stock, par value $0.01 per share, outstanding at July 31, 2026 amounted to 18,911,568 shares.

PART I—FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

KOPPERS HOLDINGS INC.
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions, except share and per share amounts)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Net sales	$ 520.1	$ 504.8	$ 975.4	$ 961.3
Cost of sales	411.1	390.6	779.8	741.3
Depreciation and amortization	17.9	18.0	37.3	36.0
Selling, general and administrative	40.9	39.5	82.6	80.6
Impairment and restructuring	215.8	17.6	223.6	37.6
Loss (gain) on sale of assets	0.4	0.0	(3.9)	(0.3)
Operating (loss) profit	(166.0)	39.1	(144.0)	66.1
Other income, net	1.0	2.1	1.9	3.5
Interest expense	15.0	17.3	30.0	33.9
Loss on pension settlement	0.0	0.0	0.0	29.0
(Loss) income before income taxes	(180.0)	23.9	(172.1)	6.7
Income tax (benefit) provision	(32.5)	7.5	(31.7)	4.2
Net (loss) income	$ (147.5)	$ 16.4	$ (140.4)	$ 2.5
(Loss) earnings per common share:				
Basic	$ (7.71)	$ 0.83	$ (7.26)	$ 0.13
Diluted	$ (7.71)	$ 0.81	$ (7.26)	$ 0.12
Weighted average shares outstanding (in thousands):				
Basic	19,128	19,883	19,338	20,123
Diluted	19,128	20,235	19,338	20,456

KOPPERS HOLDINGS INC.
CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Net (loss) income	$ (147.5)	$ 16.4	$ (140.4)	$ 2.5
Changes in other comprehensive (loss) income:				
Currency translation adjustment	(0.7)	20.6	(6.5)	29.8
Cash flow hedges, net of tax of $0.2, $(0.6), $0.0 and $(2.0)	(0.7)	1.4	0.1	4.4
Pension adjustments, net of tax of $0.0, $0.0, $0.0 and $8.3	0.2	0.1	0.5	25.2
Comprehensive (loss) income	$ (148.7)	$ 38.5	$ (146.3)	$ 61.9

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

KOPPERS HOLDINGS INC.
CONDENSED CONSOLIDATED BALANCE SHEET

(Dollars in millions, except share and per share amounts)		June 30, 2026 (Unaudited)		December 31, 2025
Assets				
Cash and cash equivalents	$	40.7	$	38.0
Accounts receivable, net of allowance of $4.6 and $7.0		205.7		158.7
Inventories, net		385.7		411.2
Derivative contracts		23.2		31.5
Other current assets		24.3		29.3
Total current assets		679.6		668.7
Property, plant and equipment, net of accumulated depreciation of $646.6 and $465.4		482.1		650.9
Goodwill		329.1		329.4
Intangible assets, net		96.6		106.7
Operating lease right-of-use assets		103.6		102.9
Deferred tax assets		7.2		7.0
Other assets		24.1		21.2
Total assets	$	1,722.3	$	1,886.8
Liabilities				
Accounts payable	$	166.0	$	122.4
Accrued liabilities		91.8		72.6
Current operating lease liabilities		28.7		27.2
Current maturities of long-term debt		4.9		4.9
Total current liabilities		291.4		227.1
Long-term debt		892.7		914.3
Operating lease liabilities		75.3		76.1
Accrued postretirement benefits		12.9		13.7
Deferred tax liabilities		7.4		43.7
Other long-term liabilities		55.6		37.6
Total liabilities		1,335.3		1,312.5
Commitments and contingent liabilities (Note 12)				
Equity				
Senior Convertible Preferred Stock, $0.01 par value per share; 10,000,000 shares authorized; no shares issued		0.0		0.0
Common Stock, $0.01 par value per share; 80,000,000 shares authorized; 26,824,475 and 26,213,052 shares issued		0.3		0.3
Additional paid-in capital		339.7		332.4
Retained earnings		395.0		539.4
Accumulated other comprehensive loss		(67.0)		(61.4)
Treasury stock, at cost, 7,920,741 and 6,757,247 shares		(281.0)		(236.7)
Total Koppers shareholders’ equity		387.0		574.0
Noncontrolling interests		0.0		0.3
Total equity		387.0		574.3
Total liabilities and equity	$	1,722.3	$	1,886.8

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

KOPPERS HOLDINGS INC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Six Months Ended June 30,	
	2026	**2025**
(Dollars in millions)	(Unaudited)	(Unaudited)
Cash provided by (used in) operating activities:		
Net (loss) income	$ (140.4)	$ 2.5
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	37.3	36.0
Impairment and depreciation in impairment and restructuring	209.7	18.0
Stock-based compensation	6.8	8.3
Change in derivative contracts	6.9	(9.8)
Non-cash interest expense	1.9	1.9
(Gain) on sale of assets	(3.8)	(1.0)
Insurance proceeds	0.0	(2.2)
Deferred income taxes	(36.7)	1.0
Pension settlement	0.0	29.0
Change in other liabilities	(1.8)	3.0
Cloud-based software implementation costs, net of amortization	0.2	(2.4)
Other - net	(0.4)	(1.4)
Changes in working capital:		
Accounts receivable	(48.2)	(14.1)
Inventories	19.2	9.5
Accounts payable	44.5	(13.3)
Accrued liabilities	5.0	(34.3)
Other working capital	(3.9)	(2.9)
Net cash provided by operating activities	96.3	27.8
Cash (used in) provided by investing activities:		
Capital expenditures	(23.7)	(26.4)
Insurance proceeds	0.0	2.2
Sale of assets	0.0	2.5
Sale of business and divestitures	0.5	(7.6)
Other investing activities	0.8	(10.0)
Net cash (used in) investing activities	(22.4)	(39.3)
Cash (used in) provided by financing activities:		
Borrowings of credit facility	358.4	271.5
Repayments of credit facility	(379.4)	(231.8)
Repayments of long-term debt	(2.5)	(2.5)
Issuances of Common Stock	0.5	0.6
Repurchases of Common Stock	(43.9)	(29.2)
Payment of debt issuance costs	0.0	(2.1)
Dividends paid and return of capital to noncontrolling interests	(3.8)	(3.2)
Net cash (used in) provided by financing activities	(70.7)	3.3
Effect of exchange rate changes on cash	(0.5)	2.7
Net increase (decrease) in cash and cash equivalents	2.7	(5.5)
Cash and cash equivalents at beginning of period	38.0	43.9
Cash and cash equivalents at end of period	$ 40.7	$ 38.4
Supplemental disclosure of non-cash investing and financing activities:		
Right-of-use assets obtained in exchange for new operating lease liabilities	$ 15.8	$ 23.3
Accrued capital expenditures	0.8	2.4

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

KOPPERS HOLDINGS INC.
CONDENSED CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions, except per share amounts)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Total equity – beginning of period	$ 549.5	$ 498.3	$ 574.3	$ 489.0
Common Stock:				
Balance at beginning and end of period	0.3	0.3	0.3	0.3
Additional paid-in capital:				
Balance at beginning of period	336.4	324.1	332.4	317.2
Employee stock plans	2.9	1.7	6.8	8.3
Issuance of common stock	0.4	0.3	0.5	0.6
Balance at end of period	339.7	326.1	339.7	326.1
Retained earnings:				
Balance at beginning of period	544.3	474.5	539.4	490.3
Net (loss) income	(147.5)	16.4	(140.4)	2.5
Common Stock dividends ($0.09, $0.08, $0.18 and $0.16 per share)	(1.8)	(1.6)	(3.7)	(3.5)
Return of capital to noncontrolling interests	0.0	0.0	(0.3)	0.0
Balance at end of period	395.0	489.3	395.0	489.3
Accumulated other comprehensive loss:				
Balance at beginning of period	(65.8)	(83.3)	(61.4)	(120.6)
Currency translation adjustment	(0.7)	20.6	(6.2)	29.8
Cash flow hedges, net of tax[(1)]	(0.7)	1.4	0.1	4.4
Pension adjustments, net of tax[(2)]	0.2	0.1	0.5	25.2
Balance at end of period	(67.0)	(61.2)	(67.0)	(61.2)
Treasury stock:				
Balance at beginning of period	(265.7)	(217.6)	(236.7)	(198.5)
Purchases	(15.3)	(10.1)	(44.3)	(29.2)
Balance at end of period	(281.0)	(227.7)	(281.0)	(227.7)
Noncontrolling interests:				
Balance at beginning of period	0.0	0.3	0.3	0.3
Currency translation adjustment	0.0	0.0	(0.3)	0.0
Balance at end of period	0.0	0.3	0.0	0.3
Total equity – end of period	$ 387.0	$ 527.1	$ 387.0	$ 527.1
(Shares in thousands)				
Common Stock:				
Balance at beginning of period	26,790	26,120	26,213	25,761
Issued for employee stock plans	34	38	611	397
Balance at end of period	26,824	26,158	26,824	26,158
Treasury Stock:				
Balance at beginning of period	(7,560)	(6,116)	(6,757)	(5,480)
Shares repurchased	(361)	(330)	(1,164)	(966)
Balance at end of period	(7,921)	(6,446)	(7,921)	(6,446)
Common Stock Outstanding	18,903	19,712	18,903	19,712

(1) Amounts reclassified from accumulated other comprehensive income to net income related to derivative financial instruments, net of tax, were $0.5 million and $0.9 million during the three months ended June 30, 2026 and 2025, respectively, and $0.9 million and $1.5 million during the six months ended June 30, 2026 and 2025, respectively.

(2) Amounts reclassified from accumulated other comprehensive income to net income consist of amounts shown for pension adjustments. This component of accumulated other comprehensive income is included in the computation of net periodic pension cost as disclosed in Note 10 – Pensions and Post-Retirement Benefit Plans.

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

KOPPERS HOLDINGS INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS *(Unaudited)*

1. Basis of Presentation and New Accounting Pronouncements

Basis of Presentation – The accompanying unaudited condensed consolidated financial statements and related disclosures have been prepared in accordance with accounting principles generally accepted in the United States applicable to interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation of Koppers Holdings Inc.'s and its subsidiaries' (Koppers, Koppers Holdings, the Company, we or us) financial position and interim results as of and for the periods presented have been included. All such adjustments are of a normal recurring nature unless disclosed otherwise. Because our business is seasonal, results for interim periods are not necessarily indicative of those that may be expected for a full year. The Condensed Consolidated Balance Sheet as of December 31, 2025 has been summarized from the audited balance sheet contained in the Annual Report on Form 10-K as of and for the year ended December 31, 2025. Certain prior period amounts in the condensed consolidated financial statements and notes to the condensed consolidated financial statements have been reclassified to conform to the current period's presentation.

The financial information included herein should be read in conjunction with our audited consolidated financial statements and related notes included in our Annual Report on Form 10-K as of and for the year ended December 31, 2025.

New Accounting Pronouncements – In November 2024, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2024-03, Income Statement - Reporting Comprehensive Income (Topic 220): Expense Disaggregation Disclosures. This ASU requires the disaggregation of certain expenses into specific categories, such as purchases of inventory, employee compensation, depreciation and intangible asset amortization. Additionally, the amendments require disclosure of the total amount of selling expenses and an annual disclosure of the definition of selling expenses. ASU No. 2024-03 is effective for fiscal years beginning after December 15, 2026 and for interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The amendments should be applied either prospectively to financial statements issued for reporting periods after the effective date of this ASU or retrospectively to any and all prior periods presented in the financial statements. We are currently evaluating this ASU to determine its impact on our disclosures.

2. Restructuring

Plant Closures and Restructuring – The following table summarizes restructuring activities:

	Three Months Ended June 30,		Six Months Ended June 30,		
	2026	2025	2026	2025	Cumulative Total
(Dollars in millions)					
Stickney Shutdown:					
Severance, retention and employee benefits	$ 2.0	$ 0.0	$ 2.0	$ 0.0	$ 2.0
Impairment	164.6	0.0	164.6	0.0	164.6
Depreciation and asset disposal costs	8.5	0.0	8.5	0.0	8.5
Plant cleaning, waste disposal and demolition costs	36.4	0.0	36.4	0.0	36.4
Phthalic Anhydride Shutdown:					
Severance and employee benefits	0.0	0.5	0.1	0.6	1.1
Depreciation and asset disposal costs	0.2	4.6	0.2	18.5	26.8
Plant cleaning, waste disposal and demolition costs	0.9	7.9	1.3	7.9	14.7
Workforce reduction program	0.0	0.2	0.0	3.3	8.3
Consulting services	2.7	4.4	5.1	7.3	21.0
Other restructuring costs	0.5	0.0	5.4	0.0	9.0
Total impairment and restructuring	$ 215.8	$ 17.6	$ 223.6	$ 37.6	$ 292.4

Stickney Shutdown – We have made the decision to discontinue distillation and chemical manufacturing operations at our Carbon Materials and Chemicals facility in Stickney, Illinois. The decision was driven by challenging market conditions over the past decade, including unit operating costs outpacing our ability to capture higher pricing, reduced raw material supply from North American steel manufacturers and increased capital requirements. We anticipate winding down the remaining distillation and chemical production activities by December 31, 2026 at the latest and are tentatively targeting fourth quarter 2026 for shifting production to our coal tar distillation facility located in Nyborg, Denmark. We continue to evaluate potentially appropriate uses for the Stickney facility following the end of production activities.

Phthalic Anhydride Shutdown – In December 2024, we made the decision to discontinue phthalic anhydride production at our Carbon Materials & Chemicals facility in Stickney, Illinois. The decision was driven by significant near-term capital spending requirements that could not be economically justified by end-market projections and will substantially reduce annual emissions of certain regulated air contaminants. During the second quarter of 2025, we completed the shutdown of the phthalic anhydride plant.

We expect these combined actions to result in the following cumulative charges, which includes the amounts already spent in the above table:

Expected Totals		**Low**		**High**
(Dollars in millions)				
Severance, retention and employee benefits (cash)	$	5.0	$	5.0
Impairment, depreciation and asset disposal costs (non-cash)		176.0		185.0
Plant cleaning, waste disposal and demolition costs (cash)		52.0		62.0
Stickney Shutdown Total Pre-tax Charges	$	233.0	$	252.0
Severance, retention and employee benefits (cash)	$	1.0	$	1.0
Depreciation and asset disposal costs (non-cash)		28.0		28.0
Plant cleaning, waste disposal and demolition costs (cash)		21.0		25.0
Phthalic Anhydride Shutdown Total Pre-tax Charges	$	50.0	$	54.0
Total Cash Charges	$	79.0	$	93.0
Total Non-Cash Charges	$	204.0	$	213.0

Workforce Reduction Program – In November 2024, we committed to a workforce reduction program across select U.S. locations, which is intended to streamline operations and reduce costs. This workforce reduction program resulted in the reallocation of people and resources, included voluntary and involuntary reductions in employees and ended in the fourth quarter of 2025.

Consulting Services – We have incurred and will continue to incur consulting and other professional service fees starting with a comprehensive assessment of each of our businesses and functions which began in the fourth quarter of 2024 and was completed during the third quarter of 2025. We then started the multi-year company-wide transformative project to design and implement changes that we believe will enable us to reach our full potential and improve profitability, modernize business processes and pursue portfolio realignment, if necessary.

Other Restructuring Costs – In the first quarter of 2026, we announced plans to idle two of our facilities. Consolidating production of these facilities will help us optimize our network, better align capacity with demand, reduce operating costs and strengthen the long-term competitiveness of our operations.

We made the decision to idle production activities at our Utility and Industrial Products facility in Vance, Alabama, effective in February 2026. Substantially all production handled at this location was transitioned to our Kennedy, Alabama plant. These facilities were located within 60 miles of each other and served the same market which resulted in plant underutilization, redundancy and higher operating costs.

We also announced our plan to idle production activities at our Railroad Products and Services facility in Florence, South Carolina due to lower overall future forecasted demand from the facility's largest customer. We expect to ramp down production at Florence over the next several months with plant idling activities to be completed by November 2026. During this time period, we will transition incremental production to our facility in Guthrie, Kentucky.

The following table includes details of our Stickney shutdown, phthalic anhydride shutdown and workforce reduction program liabilities:

(Dollars in millions)	Stickney Shutdown	Phthalic Anhydride Shutdown	Workforce Reduction Program
Liability at December 31, 2024	$ 0.0	$ 0.0	$ 4.4
Accrual	0.0	13.5	1.2
Cash paid	0.0	(8.1)	(5.0)
Liability at December 31, 2025	$ 0.0	$ 5.4	$ 0.6
Accrual[(1)]	38.4	1.3	0.0
Cash paid	0.0	(2.3)	(0.6)
Liability at June 30, 2026	$ 38.4	$ 4.4	$ 0.0

(1) *Approximately $18.5 million of the Stickney shutdown accrual is a short-term asset retirement obligation, which is included in accrued liabilities in the condensed consolidated balance sheet.*

KCCC Liquidation – In July 2024, Koppers and Tangshan Iron & Steel Group Co. Ltd. (TISCO) signed an agreement to effectuate the ultimate liquidation of Koppers (China) Carbon & Chemical Company Limited (KCCC), which ceased operations in 2015. The liquidation of KCCC was completed in February 2026 which resulted in a non-cash gain of approximately $4 million during the first quarter of 2026.

3. Fair Value Measurements

The following table presents the estimated fair values and the related carrying amounts of our financial instruments:

	June 30, 2026		December 31, 2025	
(Dollars in millions)	Fair Value	Carrying Value	Fair Value	Carrying Value
Assets - Investments and Other Assets	$ 1.4	$ 1.4	$ 1.3	$ 1.3
Liabilities - Debt (including current portion)	$ 912.9	$ 905.7	$ 933.6	$ 928.3

Investments and Other Assets – Represents the broker-quoted cash surrender value on universal life insurance policies. This asset is classified as Level 2 in the valuation hierarchy and is measured from values received from financial institutions.

Debt – The fair value of our long-term debt is estimated based on the market prices for the same or similar issuances or on the current rates offered to us for debt of the same remaining maturities (Level 2). The fair value of our Credit Facility approximates carrying value due to the variable rate nature of this instrument.

See Note 4 – Derivative Financial Instruments, for the fair value of our derivative financial instruments.

4. Derivative Financial Instruments

We utilize derivative instruments to manage exposures to risks that have been identified, measured and are capable of being mitigated. The primary risks that we manage by using derivative instruments are commodity price risk associated with copper, fuel oil, foreign currency exchange risk and interest rate risk associated with variable rate borrowings. Generally, we enter into master netting arrangements with the counterparties and offset net derivative positions with the same counterparties. Currently, our agreements do not require cash collateral.

The Company recognizes all derivative instruments as either assets or liabilities at fair value on the balance sheet. The derivative instruments are classified as current or noncurrent based upon the expected timing of cash flows and are subject to offset under our master netting arrangements. A derivative instrument's fair value is determined using significant other observable inputs, a Level 2 fair value measurement.

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income and is reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative instruments representing hedge ineffectiveness are recognized in current earnings. In our condensed consolidated statement of cash flows, settlements of derivative instruments are classified as operating activities.

Swap contracts on copper are used to manage the price risk associated with forecasted purchases of materials used in our manufacturing processes. Generally, we will not hedge cash flow exposures for durations longer than 36 months and we have hedged certain volumes of copper through the end of 2027. Prior to July 2025, we designated certain of our commodity swaps as cash flow hedges of forecasted purchases of commodities. For those commodity swaps where hedge accounting is not elected, the unrealized gain or loss on the derivative is reported as cost of sales in the condensed consolidated statement of operations.

During the third quarter of 2025, our quarterly effectiveness assessment identified that our hedging contracts had fallen outside the required effectiveness thresholds to continue cash flow hedge accounting. This was caused by the increased and cumulative volatility in the market prices for copper during the first half of 2025. Accordingly, we prospectively discontinued cash flow hedge accounting in the third quarter of 2025. As of June 30, 2026, $1.3 million remained in accumulated other comprehensive income and will be released to income as the underlying hedge contracts mature through December 2026. Subsequent changes in the fair value of these copper swap contracts will continue to be recognized immediately in earnings until such swap contracts settle or mature.

We enter into heating oil swap contracts to manage price risk associated with fuel oil purchases for our plant operations and certain raw material requirements. Generally, we will not hedge cash flow exposures for durations longer than 36 months and we have hedged certain volumes of heating oil through the end of 2027. These swap contracts are not designated as hedges so the unrealized gain or loss on the derivative is reported as cost of sales in the condensed consolidated statement of operations. As of June 30, 2026 and December 31, 2025, we had contracts totaling 2.9 million and 3.8 million gallons, respectively.

We enter into foreign currency forward contracts to manage foreign currency risk associated with our receivable and payable balances in addition to foreign-denominated sales. These forward contracts related to foreign currency are not designated as hedges so the unrealized gain or loss on the derivative is reported as cost of sales in the condensed consolidated statement of operations.

We enter into interest rate swaps to effectively convert portions of our variable interest rate debt into fixed rate debt to add stability to interest expense and to manage our exposure to interest rate movements. In 2023, we entered into interest rate swap agreements with an aggregate notional amount of $400.0 million at a weighted average fixed Secured Overnight Financing Rate (SOFR) of 3.97 percent. These swap agreements expire in April 2027. During the second quarter of 2026, we entered into forward-starting interest rate swap agreements that commence in April 2027. These swaps have aggregate notional amounts of $100.0 million, $150.0 million and $150.0 million, at a weighted average fixed SOFR of 4.10 percent, 4.01 percent and 3.99 percent, and expire in April 2028, April 2029 and April 2030, respectively. The interest rate swaps have been designated as cash flow hedges on interest payments involving the receipt of variable amounts from a counterparty in exchange for us making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

See the condensed consolidated statement of comprehensive income and condensed consolidated statement of shareholders' equity for amounts recorded in other comprehensive income and for amounts reclassified from accumulated other comprehensive income into net income.

The fair value of the outstanding derivative contracts recorded in the balance sheet are as follows:

	June 30, 2026				
(Dollars in millions)	Copper Swap Contracts	Heating Oil Contracts	Foreign Currency Forward Contracts	Interest Rate Swap Contracts	Total
Derivative contracts	$ 20.8	$ 1.7	$ 0.0	$ 0.7	$ 23.2
Other assets	0.0	0.4	0.0	0.0	0.4
Accrued liabilities	0.0	0.0	(0.1)	(0.8)	(0.9)
Other long-term liabilities	(0.6)	0.0	0.0	(1.1)	(1.7)
Net asset (liability) on balance sheet	$ 20.2	$ 2.1	$ (0.1)	$ (1.2)	$ 21.0
Accumulated other comprehensive gain, net of tax	$ 1.7	$ 0.0	$ 0.0	$ 0.9	$ 2.6

	December 31, 2025				
	Copper Swap Contracts	Heating Oil Contracts	Foreign Currency Forward Contracts	Interest Rate Swap Contracts	Total
(Dollars in millions)					
Derivative contracts	$ 31.4	$ 0.0	$ 0.0	$ 0.1	$ 31.5
Accrued liabilities	0.0	(0.4)	0.0	(2.2)	(2.6)
Other long-term liabilities	0.0	0.0	0.0	(1.1)	(1.1)
Net asset (liability) on balance sheet	$ 31.4	$ (0.4)	$ 0.0	$ (3.2)	$ 27.8
Accumulated other comprehensive gain (loss), net of tax	$ 2.5	$ 0.0	$ 0.0	$ (2.4)	$ 0.1

We estimate that unrealized gains, net of tax, for commodity price hedging of $0.7 million and unrealized losses, net of tax, for interest rate swaps of $0.1 million, respectively, will be reclassified from other comprehensive income into earnings over the next twelve months.

The unrealized gain (loss) from our hedging contracts is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions)				
Copper swap contracts	$ (2.1)	$ 0.6	$ (9.4)	$ 9.6
Heating oil contracts	(0.8)	0.0	2.6	0.2
Foreign currency forward contracts	0.0	0.1	(0.1)	0.6

Copper Swap Contracts – We had outstanding copper swap contracts of the following amounts:

	Units Outstanding (in Pounds)		Net Fair Value – Asset	
	June 30, 2026	December 31, 2025	June 30, 2026	December 31, 2025
(Amounts in millions)				
Not designated as hedges	26.8	25.6	$ 20.2	$ 31.4

Foreign Currency Forward Contracts – The net currency units outstanding for contracts were:

		June 30, 2026		December 31, 2025
(In millions)				
Australian Dollars	AUD	3.2	AUD	0.0
British Pound Sterling	GBP	0.0	GBP	0.3
United States Dollars	USD	6.0	USD	9.2

5. Earnings and Dividends per Common Share

The following table sets forth the computation of basic and diluted earnings per common share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions, except share and per share amounts)				
Net (loss) income	$ (147.5)	$ 16.4	$ (140.4)	$ 2.5
Weighted average common shares outstanding (in thousands):				
Basic	19,128	19,883	19,338	20,123
Effect of dilutive securities	0	352	0	333
Diluted	19,128	20,235	19,338	20,456
(Loss) earnings per common share:				
Basic	$ (7.71)	$ 0.83	$ (7.26)	$ 0.13
Diluted	$ (7.71)	$ 0.81	$ (7.26)	$ 0.12
Antidilutive securities excluded from computation of diluted earnings per common share	701	714	715	771

On August 5, 2026, we declared a quarterly dividend of $0.09 per common share, payable on September 14, 2026 to shareholders of record as of August 28, 2026.

6. Stock-based Compensation

The board of directors granted restricted stock units and performance stock units (collectively, the stock units) to certain employee participants in 2026. Most grants of restricted stock units vest in three or four years. Performance stock units vest based upon either a performance condition or a market condition. For units granted in 2025 and prior, performance stock units granted with a performance condition have a cumulative three-year performance objective based on adjusted EBITDA (see Note 7 – Segment Information). For units granted in 2026, performance stock units granted with a performance condition have a cumulative adjusted earnings per share objective and a cumulative free cash flow objective, each weighted at 50 percent, with adjusted EBITDA margin used as a performance modifier (i.e. plus or minus 25 percent of actual earned performance). For performance stock units granted with a market condition, the applicable objective is based on our total shareholder return relative to the Standard & Poor's SmallCap 600 Materials Index and has multi-year performance objectives. Both types of performance stock units have a three-year period for vesting, if the applicable performance objectives are achieved.

The number of performance stock units granted represents the target award and participants have the ability to earn between zero and 200 percent of the target award based upon actual performance for units granted in 2025 and prior, and between zero and 250 percent of the target award based upon actual performance for units granted in 2026. If minimum performance criteria are not achieved, no performance stock units will vest. For the awards granted in 2026, target shares for units with a market condition totaled 129,843 and target shares for units with a performance condition totaled 142,383.

We calculated the fair value of the performance stock unit awards with a market condition on the date of the grant using assumptions listed below. These awards incorporate a fair value cap such that the number of awards that vest will be reduced if our stock price exceeds the cap at the end of the performance measurement period:

	January 2026 Grant	May 2026 Grant
Grant date price per share of performance award	$ 26.93	$ 41.54
Expected volatility	37.74%	39.03%
Risk-free interest rate	3.53%	4.06%
Look-back period in years	3.00	3.00
Grant date fair value per share	$ 27.97	$ 68.25

The following table shows a summary of the status and activity of non-vested stock units:

	Restricted Stock Units	Performance Stock Units	Total Stock Units	Weighted Average Grant Date Fair Value per Unit
Non-vested at December 31, 2025	530,237	734,231	1,264,468	$ 35.22
Granted	256,608	272,652	529,260	$ 28.77
Credited from dividends	379	643	1,022	$ 28.28
Performance share adjustment	0	28,505	28,505	$ 28.93
Vested	(250,920)	(329,924)	(580,844)	$ 33.24
Forfeited	(24,882)	(17,187)	(42,069)	$ 36.14
Non-vested at June 30, 2026	511,422	688,920	1,200,342	$ 33.17

The following table shows a summary of the status and activity of stock options:

	Options	Weighted Average Exercise Price per Option	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Outstanding at December 31, 2025	507,130	$ 28.62		
Exercised	(77,409)	$ 20.25		
Expired	(6,664)	$ 32.19		
Outstanding at June 30, 2026	423,057	$ 30.10	3.37	$ 6.3
Exercisable at June 30, 2026	423,057	$ 30.10	3.37	$ 6.3

The following table presents total stock-based compensation expense recognized in the condensed consolidated statement of operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions)				
Selling, general and administrative expenses	$ 2.9	$ 1.7	$ 6.8	$ 8.3
Less related income tax benefit	0.6	0.6	1.7	2.6
Decrease in net income	$ 2.3	$ 1.1	$ 5.1	$ 5.7

7. Segment Information

We have three reportable segments: Railroad and Utility Products and Services (RUPS), Performance Chemicals (PC) and Carbon Materials and Chemicals (CMC). Our reportable segments contain multiple aggregated business units since management believes the long-term financial performance of these business units is affected by similar economic conditions. The reportable segments are each managed separately because they manufacture and distribute distinct products with different production processes.

Our RUPS segment primarily sells pressure-treated railroad ties to the railroad industry and treated utility poles to utility markets. Railroad products and services include procuring and treating items such as crossties, switch ties and various types of lumber used for railroad bridges and crossings. Utility products include the pressure treatment of transmission and distribution poles for electric, telephone and broadband utilities. In addition, we provide untreated wood products and rail joint bars, which are steel bars used to join rails together for railroads, to the railroad markets. We also operate a business related to the recovery of used crossties, serving the same customer base as our North American railroad business.

Our PC segment develops, manufactures, and markets wood preservation chemicals and wood treatment technologies and services to a diverse range of end-markets including residential, industrial, commercial construction and agricultural applications.

Our CMC segment is primarily a manufacturer of creosote, carbon pitch, naphthalene and carbon black feedstock. Creosote is used in the treatment of wood and carbon black feedstock is used in the production of carbon black. Carbon pitch is a critical raw material used in the production of aluminum and steel. Naphthalene is used as a surfactant in the production of concrete. See Note 2 - Restructuring for further discussion of the discontinuation of distillation and chemical manufacturing operations in Stickney, Illinois.

Our measure of segment profitability is adjusted income before interest expense, income taxes, depreciation, amortization and certain non-cash and/or non-recurring items that do not contribute directly to management’s evaluation of our operating results (as defined by us, adjusted EBITDA). These non-cash and/or non-recurring items typically include last-in, first-out (LIFO) inventory effects, impairment, restructuring and plant closure costs, significant gains or losses on sale of assets, mark-to-market commodity hedging, acquisition-related charges, amortization of cloud-based software implementation costs and other unusual items. This presentation is consistent with how our chief operating decision maker evaluates the results of operations and makes strategic decisions about the business. In addition, adjusted EBITDA is the primary measure used to determine the level of achievement of management’s short-term incentive goals and related payout, as well as one of the measures used to determine performance and related payouts for certain performance share units granted to management prior to 2026. For these reasons, we believe that adjusted EBITDA represents the most relevant measure of segment profit and loss.

Adjusted EBITDA is reconciled to net income on a consolidated basis, the most directly comparable financial measure determined and reported in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies. Intersegment transactions are eliminated in consolidation.

Contract Balances – The timing of revenue recognition results in both billed accounts receivable and unbilled receivables, both classified as accounts receivable, net of allowance within the condensed consolidated balance sheet. Contract assets of $1.8 million for both periods are recorded within accounts receivable, net of allowance within the condensed consolidated balance sheet as of June 30, 2026 and December 31, 2025.

Segment Revenues for Significant Product Lines

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions)				
Railroad and Utility Products and Services:				
Railroad treated products	$ 147.3	$ 150.9	$ 281.5	$ 297.2
Utility poles	86.7	75.8	161.5	143.7
Railroad infrastructure products and services	11.9	23.7	22.9	44.5
Total Railroad and Utility Products and Services	$ 245.9	$ 250.4	$ 465.9	$ 485.4
Performance Chemicals:				
Wood preservative products and other	$ 168.2	$ 150.8	$ 310.3	$ 271.7
Carbon Materials and Chemicals:				
Pitch and related products	$ 75.0	$ 74.4	$ 145.2	$ 139.6
Carbon black feedstock and distillates	22.9	14.4	36.7	28.6
Naphthalene, phthalic anhydride, and other chemicals	8.1	14.8	17.3	36.0
Total Carbon Materials and Chemicals	$ 106.0	$ 103.6	$ 199.2	$ 204.2
Total	$ 520.1	$ 504.8	$ 975.4	$ 961.3

Segment Expenses

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions)				
Cost of sales:				
Railroad and Utility Products and Services	$ 204.2	$ 201.8	$ 380.2	$ 392.5
Performance Chemicals	119.3	108.6	229.5	187.6
Carbon Materials and Chemicals	87.6	80.2	170.1	161.2
Total	$ 411.1	$ 390.6	$ 779.8	$ 741.3
Selling, general and administrative expenses:				
Railroad and Utility Products and Services	$ 17.2	$ 17.1	$ 35.5	$ 35.3
Performance Chemicals	14.7	15.4	29.6	30.5
Carbon Materials and Chemicals	9.0	7.0	17.5	14.8
Total	$ 40.9	$ 39.5	$ 82.6	$ 80.6
Other (income) expense to reconcile to Adjusted EBITDA[(1)]:				
Railroad and Utility Products and Services	$ (1.2)	$ (0.1)	$ 1.9	$ 0.5
Performance Chemicals	(3.5)	(1.9)	(12.3)	4.8
Carbon Materials and Chemicals	1.8	(0.4)	3.1	1.5
Total	$ (2.9)	$ (2.4)	$ (7.3)	$ 6.8
Adjusted EBITDA:				
Railroad and Utility Products and Services	$ 25.7	$ 31.6	$ 48.3	$ 57.1
Performance Chemicals	37.7	28.7	63.5	48.8
Carbon Materials and Chemicals	7.6	16.8	8.5	26.7
Total	$ 71.0	$ 77.1	$ 120.3	$ 132.6

(1) Other (income) expense amounts primarily relate to miscellaneous (income) expense and the adjustments to reconcile to adjusted EBITDA such as acquisition-related charges, LIFO inventory effects and mark-to-market commodity hedging.

Segment Adjusted EBITDA

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions)				
Adjusted EBITDA:				
Railroad and Utility Products and Services	$ 25.7	$ 31.6	$ 48.3	$ 57.1
Performance Chemicals	37.7	28.7	63.5	48.8
Carbon Materials and Chemicals	7.6	16.8	8.5	26.7
Items excluded from the determination of segment profit:				
Acquisition inventory step-up amortization	(0.5)	0.0	(0.8)	0.0
Amortization of cloud-based software implementation costs	(0.7)	(0.5)	(1.2)	(0.8)
(Loss) gain on sale of assets	(0.4)	0.0	3.9	0.3
Impairment, restructuring and plant closure costs(1)	(215.8)	(17.6)	(223.6)	(37.6)
LIFO benefit(2)	2.3	0.7	3.5	2.5
Mark-to-market commodity hedging (losses) gains	(3.0)	0.7	(6.9)	9.8
Pension settlement and expense	0.0	(1.2)	0.0	(30.2)
Depreciation and amortization	(17.9)	(18.0)	(37.3)	(36.0)
Interest expense	(15.0)	(17.3)	(30.0)	(33.9)
Income tax benefit (provision)	32.5	(7.5)	31.7	(4.2)
Net (loss) income	$ (147.5)	$ 16.4	$ (140.4)	$ 2.5

(1) See Note 2 - Restructuring.

(2) The LIFO expense adjustment removes the entire impact of LIFO and effectively reflects the results as if we were on a first-in, first-out (FIFO) inventory basis.

Other Segment Disclosures

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions)				
Intersegment revenues:				
Performance Chemicals	$ 8.5	$ 7.9	$ 15.7	$ 14.8
Carbon Materials and Chemicals	28.1	23.2	51.2	45.4
Total	$ 36.6	$ 31.1	$ 66.9	$ 60.2
Depreciation and amortization expense:				
Railroad and Utility Products and Services	$ 8.2	$ 8.5	$ 16.4	$ 17.0
Performance Chemicals	4.0	4.1	8.3	7.9
Carbon Materials and Chemicals	5.7	5.4	12.6	11.1
Total	$ 17.9	$ 18.0	$ 37.3	$ 36.0
Capital expenditures:				
Railroad and Utility Products and Services	$ 5.1	$ 4.2	$ 10.5	$ 9.3
Performance Chemicals	4.0	2.4	6.8	5.9
Carbon Materials and Chemicals	2.9	5.2	5.9	10.2
Corporate	0.3	0.3	0.5	1.0
Total	$ 12.3	$ 12.1	$ 23.7	$ 26.4

Segment Assets

(Dollars in millions)		June 30, 2026		December 31, 2025
Segment assets:				
Railroad and Utility Products and Services	$	833.5	$	827.5
Performance Chemicals		557.5		536.6
Carbon Materials and Chemicals(1)		305.1		486.7
Corporate		26.2		36.0
Total	$	1,722.3	$	1,886.8
Goodwill:				
Railroad and Utility Products and Services	$	156.5	$	156.4
Performance Chemicals		172.6		173.0
Total	$	329.1	$	329.4

(1) See Note 2 - Restructuring.

8. Income Taxes

Effective Tax Rate – The income tax provision for interim periods is comprised of an estimated annual effective income tax rate applied to current year ordinary income and tax associated with discrete items. These discrete items generally relate to excess stock compensation deductions, changes in tax laws, adjustments to unrecognized tax benefits and changes of estimated tax liability to the actual liability determined upon filing income tax returns. To determine the annual effective tax rate, management is required to make estimates of annual pre-tax income in each domestic and foreign jurisdiction in which we conduct business. Entities that have historical pre-tax losses and current year estimated pre-tax losses that are not projected to generate a future benefit are excluded from the estimated annual effective income tax rate.

The estimated annual effective income tax rate differs from the U.S. federal statutory tax rate due to:

	June 30,	
	2026	2025
Federal income tax rate	21.0%	21.0%
Foreign earnings taxed at different rates	(2.8)	5.5
Nondeductible expenses	(1.1)	2.2
State income taxes, net of federal tax benefit	1.0	1.9
Change in tax contingency reserves	(0.2)	0.3
U.S. tax on international operations, net of credits	0.0	0.7
Estimated annual effective income tax rate	17.9%	31.6%

The estimated annual effective income tax rate for 2026 is materially lower than the estimated annual effective income tax rate for 2025 due to the Stickney shutdown tax benefit being recorded at a tax rate of approximately 23 percent, which is materially less than the tax rate that is recorded on the pre-tax income from our worldwide operations. The estimated annual effective tax rate for 2026 is less than the federal income tax rate since the estimated result of our worldwide operations is a pre-tax loss. The effect of the higher foreign tax rate and the other reconciling tax expense items in the above table reduce the estimated annual effective income tax rate when there is a pre-tax loss.

Income taxes as a percentage of pre-tax income were 18.1 percent and 18.4 percent for the three and six months ended June 30, 2026, respectively, and 31.4 percent and 62.7 percent for the three and six months ended June 30, 2025, respectively.

The effective income tax rate for the three and six months ended June 30, 2026 was slightly higher than the respective estimated annual effective income tax rate due to various discrete items, which were not material in the aggregate or individually.

The effective income tax rate for the three months ended June 30, 2025 was slightly lower than the respective estimated annual effective income tax rate due to various discrete items, which were not material in the aggregate or individually. The effective income tax rate for the six months ended June 30, 2025 was significantly higher than the respective estimated annual effective income tax rate due to the loss on pension settlement, which was treated as a discrete item.

During the year, management regularly updates estimates of pre-tax income and income tax expense based on changes in pre-tax income projections by taxable jurisdiction, repatriation of foreign earnings, unrecognized tax benefits and other tax matters. To the extent that actual results vary from these estimates, the actual annual effective income tax rate at the end of the year could be materially different from the estimated annual effective income tax rate as of the six months ended June 30, 2026.

Effective January 1, 2024, certain jurisdictions in which we operate have enacted legislation that is consistent with one or more Organization for Economic Co-operation and Development Global Anti-Base Erosion Model Rules (commonly referred to as "Pillar Two"). These Pillar Two rules include minimum domestic top up taxes, income inclusion rules and undertaxed profit rules all aimed to ensure that multinational business corporations pay a minimum effective corporate tax rate of 15 percent in each jurisdiction in which they operate. We have analyzed our tax profile by jurisdiction and do not expect to incur top up taxes in 2026.

Unrecognized Tax Benefits – We file income tax returns in the U.S. federal jurisdiction, individual U.S. state jurisdictions and non-U.S. jurisdictions. With few exceptions, we are no longer subject to U.S. federal, U.S. state, or non-U.S. income tax examinations by tax authorities for years prior to 2020.

As of June 30, 2026 and December 31, 2025, unrecognized tax benefits of $1.2 million and $1.1 million, respectively, would affect the effective tax rate if recognized. We do not anticipate material changes to the amount of unrecognized tax benefits within the next twelve months.

9. Inventories

(Dollars in millions)	June 30, 2026	December 31, 2025
Raw materials	$ 320.1	$ 351.6
Work in process	13.3	17.3
Finished goods	153.5	147.0
Total	$ 486.9	$ 515.9
Less revaluation to LIFO	101.2	104.7
Inventories, net	$ 385.7	$ 411.2

10. Pensions and Post-Retirement Benefit Plans

We maintain defined benefit and defined contribution plans to provide retirement benefits for employees in the United States, as well as employees outside the United States.

During 2024, we initiated a plan to terminate our largest United States qualified pension plan. In 2025, we completed the irrevocable transfer of $84.5 million of pension liabilities and an equal amount of pension assets to an insurance company. In order to achieve this transfer, additional cash funding of approximately $12 million was required in 2025. In the first quarter of 2025, we recorded a settlement loss of approximately $29.0 million, before tax.

In connection with the planned termination of our defined benefit pension plan in the United Kingdom, in 2021, we entered into a buy-in bulk annuity insurance policy in exchange for a premium payment of $67.8 million, which is subject to adjustment as a result of subsequent data cleansing activities. Under the terms of this buy-in insurance policy, the insurer is liable to pay the benefits of the plan, but the plan still retains full legal responsibility to pay the benefits to members using the insurance payments. The buy-in policy will be treated as a plan asset going forward until such time as the buy-in policy is converted to a buy-out policy, which is when individual insurance policies will be assigned to each member of the plan and the plan will no longer have legal responsibility to pay the benefits to the members. The data cleansing effort has been substantially completed and we expect to recognize a pre-tax pension settlement loss of approximately $20 million upon the pension obligation becoming irrevocably settled, the timing of which is uncertain. The timing of the conversion to a buy-out policy and related recognition of the estimated pension settlement loss has been impacted by a ruling from the High Court of Justice in the United Kingdom in the case of *Virgin Media Limited v NTL Pension Trustees II Limited and Others* (the "Virgin Media Case") related to certain amendments to UK pension plans. In April 2026, the UK government approved legislation to address industry wide issues resulting from the Virgin Media Case. This legislation will enable us to proceed with the conversion to a buy-out policy which is expected to be completed by the second quarter of 2027 at the latest.

The following table provides the components of net periodic benefit cost for the pension plans:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions)				
Service cost	$ 0.0	$ 1.3	$ 0.1	$ 1.6
Interest cost	0.6	0.7	1.2	1.9
Expected return on plan assets	(0.5)	(0.5)	(1.0)	(1.3)
Amortization of net loss	0.3	0.2	0.5	0.6
Settlement	0.0	0.0	0.0	29.0
Net periodic benefit cost	$ 0.4	$ 1.7	$ 0.8	$ 31.8
Defined contribution plan expense	$ 1.7	$ 1.2	$ 4.6	$ 4.5

11. Debt

	Weighted Average Interest Rate	Maturity	June 30, 2026	December 31, 2025
(Dollars in millions)				
Credit Facility	5.56%	2030	$ 427.0	$ 448.0
Term Loan B	6.15%	2030	478.7	480.3
Total debt			$ 905.7	$ 928.3
Less current maturities of long-term debt			4.9	4.9
Less unamortized debt issuance costs			8.1	9.1
Long-term debt			$ 892.7	$ 914.3

Credit Facility – We have a credit agreement (the Credit Facility) with a consortium of banks. The Credit Facility provides for an $800.0 million revolving credit facility, a $50.0 million swingline facility and provides for the ability to incur one or more uncommitted incremental revolving or term loan facilities in an aggregate amount of at least $730.0 million, subject to applicable financial covenants. The interest rate on the Credit Facility is variable and may be based on the SOFR, which is the applicable benchmark for current borrowings, or an alternative benchmark depending on the borrowing type.

Borrowings under the Credit Facility are secured by a first priority lien on substantially all of the assets (excluding real property and other customary assets) of Koppers Inc., Koppers Holdings Inc. and our material domestic subsidiaries. The Credit Facility contains certain covenants that may limit Koppers Inc. and its restricted subsidiaries from taking certain actions. These limitations include, among others, restrictions on additional indebtedness, liens, dividends, investments, acquisitions, certain distributions, asset sales, transactions with affiliates and modifications to material documents, including organizational documents. In addition, such covenants may give rise to events of default upon the failure by Koppers Inc. and its restricted subsidiaries to meet certain financial ratios.

As of June 30, 2026, we had $350.0 million of unused revolving credit availability after restrictions from certain letter of credit commitments and other covenants. As of June 30, 2026, $7.3 million of commitments were utilized by outstanding letters of credit.

Term Loan B – In April 2023, we issued a class of senior secured term loans under the Credit Facility (the Term Loan B) which was upsized in April 2024, resulting in $488.0 million of aggregate net proceeds, before debt financing costs. The interest rate on the Term Loan B is variable and is based on, at our option, adjusted Term SOFR Rate or adjusted Daily Simple SOFR. The interest rate margins applicable to adjusted Term SOFR Rate or adjusted Daily Simple SOFR loans are 2.50 percent with a floor of 0.50 percent. A portion of the principal balance of the Term Loan B is repayable in quarterly installments on the last business day of each quarterly period in an amount equal to 0.25 percent of the principal amount, with the balance due at maturity on April 10, 2030.

Interest Rate Swaps – See Note 4 – Derivative Financial Instruments for discussion of the interest rate swap agreements, which effectively convert the variable rate to a fixed rate for a portion of our variable rate debt.

12. Commitments and Contingent Liabilities

We are involved in litigation and various proceedings relating to environmental laws and regulations, product liability and other matters. Certain of these matters are discussed below. The ultimate resolution of these contingencies is subject to significant uncertainty and should we fail to prevail in any of these legal matters or should several of these legal matters be resolved against us in the same reporting period, these legal matters could, individually or in the aggregate, be material to the condensed consolidated financial statements.

Environmental and Other Litigation Matters

We are subject to federal, state, local and foreign laws and regulations and potential liabilities relating to the protection of the environment and human health and safety including, among other things, the cleanup of contaminated sites, the treatment, storage and disposal of wastes, the discharge of effluent into waterways, the emission of substances into the air and various health and safety matters. We expect to incur substantial costs for ongoing compliance with such laws and regulations. We may also face governmental or third-party claims, or otherwise incur costs, relating to cleanup of, or for injuries resulting from, contamination at sites associated with past and present operations. We accrue for environmental liabilities when a determination can be made that a liability is probable and reasonably estimable.

Environmental and Other Liabilities Retained or Assumed by Others. We have agreements with former owners of certain of our operating locations under which the former owners retained, assumed and/or agreed to indemnify us against certain environmental and other liabilities. The most significant of these agreements was entered into at Koppers Inc.'s formation on December 29, 1988 (the Acquisition). Under the related asset purchase agreement between Koppers Inc. and Beazer East, subject to certain limitations, Beazer East retained the responsibility for and agreed to indemnify Koppers Inc. against certain liabilities, damages, losses and costs, including, with certain limited exceptions, liabilities under and costs to comply with environmental laws to the extent attributable to acts or omissions occurring prior to the Acquisition and liabilities related to products sold by Beazer East prior to the Acquisition (the Indemnity). Beazer Limited, the parent company of Beazer East, unconditionally guaranteed Beazer East's performance of the Indemnity pursuant to a guarantee.

The Indemnity provides different mechanisms, subject to certain limitations, by which Beazer East is obligated to indemnify Koppers Inc. with regard to certain environmental, product and other liabilities and imposes certain conditions on Koppers Inc. before receiving such indemnification, including, in some cases, certain limitations regarding the time period as to which claims for indemnification can be brought. In July 2004, Koppers Inc. and Beazer East agreed to amend the environmental indemnification provisions of the December 29, 1988 asset purchase agreement to extend the indemnification period for pre-closing environmental liabilities, subject to the following paragraph, and agreed to share toxic tort litigation defense arising from any sites acquired from Beazer East.

Qualified expenditures under the Indemnity are not subject to a monetary limit. Qualified expenditures under the Indemnity include (i) environmental cleanup liabilities required by third parties, such as investigation, remediation and closure costs, relating to pre-December 29, 1988 (Pre-Closing) acts or omissions of Beazer East or its predecessors; (ii) environmental claims by third parties for personal injuries, property damages and natural resources damages relating to Pre-Closing acts or omissions of Beazer East or its predecessors; (iii) punitive damages for the acts or omissions of Beazer East and its predecessors without regard to the date of the alleged conduct and (iv) product liability claims for products sold by Beazer East or its predecessors without regard to the date of the alleged conduct. The indemnification period ended July 14, 2019 (the Claim Deadline), and Beazer East may now tender certain third-party claims described in sections (i) and (ii) above to Koppers Inc. However, to the extent the third-party claims described in sections (i) and (ii) above were tendered to Beazer East by the Claim Deadline, Beazer East will continue to be required to pay the costs arising from such claims under the Indemnity. Furthermore, the Claim Deadline did not change the provisions of the Indemnity with respect to indemnification for non-environmental claims, such as product liability claims, which claims may continue to be tendered by Koppers Inc. to Beazer East.

The Indemnity provides for the resolution of issues between Koppers Inc. and Beazer East by an arbitrator on an expedited basis upon the request of either party. The arbitrator could be asked, among other things, to make a determination regarding the allocation of environmental responsibilities between Koppers Inc. and Beazer East. Arbitration decisions under the Indemnity are final and binding on the parties.

Contamination has been identified at most manufacturing and other sites of our subsidiaries. One site currently owned and operated by Koppers Inc. in the United States is listed on the National Priorities List promulgated under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended (CERCLA). Currently, at the properties acquired from Beazer East, which includes the National Priorities List site and all but one of which are permitted under the Resource Conservation and Recovery Act (RCRA), a significant portion of all investigative, cleanup and closure activities are being conducted and paid for by Beazer East pursuant to the terms of the Indemnity. In addition, other of Koppers Inc.'s sites are or have been operated under RCRA and various other environmental permits, and remedial and closure activities are being conducted at some of these sites.

To date, the parties that retained, assumed and/or agreed to indemnify us against the liabilities referred to above, including Beazer East, have performed their obligations in all material respects. Periodically, issues have arisen between Koppers Inc. and Beazer East and/or other indemnitors that have been resolved without arbitration. Koppers Inc. and Beazer East engage in discussions from time to time that involve, among other things, the allocation of environmental costs related to certain operating and closed facilities.

If for any reason (including disputed coverage or financial incapability) one or more of such parties fail to perform their obligations and we are held liable for or otherwise required to pay all or part of such liabilities without reimbursement, the imposition of such liabilities on us could have a material adverse effect on our business, financial condition, cash flows and results of operations. Furthermore, we could be required to record a contingent liability on our balance sheet with respect to such matters, which could result in a negative impact to our business, financial condition, cash flows and results of operations.

Domestic Environmental Matters. Koppers Inc. has been named as one of the potentially responsible parties (PRPs) at the Portland Harbor CERCLA site located on the Willamette River in Oregon. Koppers Inc. operated a coal tar pitch terminal near the site. Koppers Inc. has responded to a US Environmental Protection Agency (the EPA) information request and has executed a PRP agreement which outlines a private process to develop an allocation of past and future costs among more than 80 parties to the site. Koppers Inc. believes it is a de minimis contributor at the site.

The EPA issued its Record of Decision (ROD) in January 2017 for the Portland Harbor CERCLA site. The selected remedy includes a combination of sediment removal, capping, enhanced and monitored natural recovery and riverbank improvements. The ROD does not determine who is responsible for remediation costs. At that time, the net present value and undiscounted costs of the selected remedy as estimated in the ROD were approximately $1.1 billion and $1.7 billion, respectively. These costs will likely increase given the remedy has not and will not be implemented for several years. Responsibility for implementing and funding that work will be decided in the separate private allocation process which is ongoing and is expected to provide further clarification with respect to liability allocation by the end of 2026. In November 2024, Koppers Inc. received a Special Notice Letter (SNL) from the EPA. The SNL was formally issued to approximately 60 parties and initiates negotiations between PRPs and the EPA for implementation of the ROD. In May 2025, Koppers Inc. submitted a response to the SNL to the EPA.

Additionally, Koppers Inc. is involved in two separate matters involving natural resource damages at the Portland Harbor site. One matter involves claims by the trustees to recover damages based upon an assessment of damages to natural resources caused by the releases of hazardous substances to the Willamette River. The assessment serves as the foundation to estimate liabilities for settlements of natural resource damages claims or litigation to recover from those who do not settle with the trustee groups. Koppers Inc. has agreed to resolve its natural resource damage liabilities for the assessment area pursuant to a consent decree lodged with the United States District Court for the District of Oregon in November 2023. The consent decree was approved by the District Court in October 2025, and one party has appealed that decision to the United States Court of Appeals for the Ninth Circuit. A second matter involves a lawsuit filed in January 2017 by the Yakama Nation in the United States District Court for the District of Oregon. Yakama Nation seeks recovery for response costs and the costs of assessing injury to natural resources to waterways beyond the current assessment area. Following the most recent court rulings, the Yakama Nation case has been stayed pending completion of the private allocation process for the Portland Harbor CERCLA site.

In September 2009, Koppers Inc. received a general notice letter from the EPA notifying it that it may be a PRP at the Newark Bay CERCLA site. Koppers Inc. operated a wood treating facility near the site in Newark, New Jersey. In January 2010, Koppers Inc. submitted a response to the general notice letter asserting that Koppers Inc. is a de minimis party at this site.

We have accrued the estimated costs of participating in the PRP groups at the Portland Harbor and Newark Bay CERCLA sites and estimated *de minimis* contributor settlement amounts at the sites totaling $3.8 million as of June 30, 2026. The actual cost could be materially higher as there has not been a determination of how those costs will be allocated among the PRPs at the sites. Accordingly, an unfavorable resolution of these matters may have a material adverse effect on our business, financial condition, cash flows and results of operations.

There are two plant sites related to the PC business and one plant site related to the Utility and Industrial Products business in our RUPS segment in the United States where we have recorded environmental remediation liabilities for soil and groundwater contamination which occurred prior to our acquisition of the businesses. As of June 30, 2026, our estimated environmental remediation liability for these acquired sites totals $3.6 million.

In June 2024, Koppers Inc. received a letter stating that the Illinois Attorney General's Office (IL AGO) received an enforcement referral from the Illinois Environmental Protection Agency relating to certain alleged air emissions violations at our Stickney, IL facility. In connection with this matter, on June 17, 2026, IL AGO filed a complaint in the Circuit Court of Cook County against Koppers Inc. and Koppers Carbon Materials LLC alleging air emissions-related violations of state-issued permits, regulations and statutes, and seeking civil penalties, injunctive relief and IL AGO's costs and legal fees. Subsequent to that filing, we and IL AGO have engaged in discussions about a potential resolution to this matter, which may include a civil penalty and may require us to discontinue certain operations and withdraw our air permits at our Stickney, IL facility by agreed-upon dates, consistent with our decision to discontinue distillation and chemical manufacturing operations at the facility, as announced on May 8, 2026. Accordingly, we have accrued our estimated liability of the probable penalty as of June 30, 2026.

The timing of a resolution to this matter cannot be reasonably determined. Although Koppers Inc. and Koppers Carbon Materials LLC are vigorously defending this matter, an unfavorable resolution of this matter may have a material adverse effect on our business, financial condition, cash flows and results of operations.

Foreign Environmental Matters. There is one plant site related to the PC business located in Australia where we have recorded an environmental remediation liability for soil and groundwater contamination which occurred prior to the acquisition of the business. As of June 30, 2026, our estimated environmental remediation liability for the acquired site totals $1.2 million.

Environmental Reserves Rollforward. The following table reflects changes in the accrual for environmental remediation. As of June 30, 2026 and December 31, 2025, $1.6 million and $1.8 million, respectively, were classified as current liabilities.

	Period ended	
	June 30, 2026	**December 31, 2025**
(Dollars in millions)		
Balance at beginning of period	$ 10.2	$ 10.3
Expense	0.2	0.5
Cash expenditures	(0.3)	(0.4)
Revision of reserves	(0.1)	(0.3)
Currency translation	0.0	0.1
Balance at end of period	$ 10.0	$ 10.2

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report and any documents incorporated herein by reference contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and may include, but are not limited to, statements about sales levels, acquisitions, restructuring, declines in the value of Koppers assets and the effect of any related impairment charges, profitability and anticipated synergies, expenses and cash outflows. All forward-looking statements involve risks and uncertainties. All statements contained herein that are not clearly historical in nature are forward-looking, and words such as "outlook," "guidance," "forecast," "believe," "anticipate," "expect," "estimate," "may," "will," "should," "continue," "plan," "potential," "intend," "likely," or other similar words or phrases are generally intended to identify forward-looking statements. Any forward-looking statement contained herein, in press releases, written statements or documents filed with the Securities and Exchange Commission, regarding future dividends, expectations with respect to sales, earnings, cash flows, operating efficiencies, restructurings, cost reduction efforts, transformation initiatives, product introductions or expansions, the benefits of acquisitions and divestitures, or other matters as well as financings and debt reduction, are subject to known and unknown risks, uncertainties and contingencies. Many of these risks, uncertainties and contingencies are beyond our control, and may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. Factors that might affect such forward-looking statements, include, among other things, availability of and fluctuations in the prices of key raw materials, including coal tar, lumber and scrap copper; the impact of changes in commodity prices, such as oil, copper and chemicals, on product margins; the successful implementation of multi-year cost mitigation programs; the extent of the dependence of certain of our businesses on certain market sectors and customers; economic, political and environmental conditions in international markets, including governmental changes, tariffs, restrictions on trade and restrictions on the ability to transfer capital across countries; geopolitical events (including the current conflicts in the Middle East); current and potential future tariffs or duties; the ratings on our debt and our ability to repay or refinance our outstanding indebtedness as it matures; our ability to operate within the limitations of our debt covenants; capital market and banking market conditions, including interest rates, borrowing costs, foreign currency rate fluctuations, and general volatility; general economic and business conditions, including labor shortages, increased employee turnover and demand for our goods and services; disruptions and inefficiencies in the supply chain; unexpected business disruptions (including, but not limited to, labor disputes, natural disasters, weather conditions, fires, explosions, unscheduled or unplanned downtime, transportation interruptions, certain regional and world events or economic conditions and public health crises) and technology-related disruptions or failures (including, but not limited to, cyber attacks or other events) related to our technology infrastructure, or at key vendors which could impact our supply chain, or at key customers which could impact their operations and cause them to curtail or pause orders; potential difficulties in protecting our intellectual property; potential delays in timing or changes to expected benefits from cost reduction efforts; timing and results of any transformation initiatives, including estimates and assumptions related to the cost and the anticipated benefits of the transformation initiatives; potential impairment of our goodwill and/or long-lived assets; demand for our goods and services; the effects of competition in the industries in which we operate, including locations of competitors and operating and market competition; changes in laws, their interpretation, and their enforcement, including tax regulations, environmental regulations or accounting standards, third-party relations and approvals, and decisions of courts, regulators and governmental bodies; the impact of environmental laws and regulations and compliance therewith; parties who are obligated to indemnify us for liabilities, including legal and environmental liabilities, fail to perform under their legal obligations; and unfavorable resolution of litigation or other legal proceedings against us, as well as those discussed more fully elsewhere in this report and in documents filed with the Securities and Exchange Commission by Koppers, particularly our latest annual report on Form 10-K and subsequent filings. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this report and the documents incorporated by reference herein may not in fact occur. Any forward-looking statements in this report speak only as of the date of this report, and we undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the unaudited financial statements and related notes included in Item 1 of this Part I as well as the audited consolidated financial statements and the related notes included in our Annual Report on Form 10-K for the year ended December 31, 2025.

Overview

We are a leading integrated global provider of treated wood products, wood preservation chemicals and carbon compounds. Our products and services are used in a variety of niche applications in a diverse range of end-markets, including the railroad, specialty chemical, utility, residential lumber, agriculture, aluminum, steel, rubber and construction industries. We serve our customers through a comprehensive global manufacturing and distribution network, with manufacturing capabilities in North America, South America, Australasia and Europe. We operate three principal businesses: RUPS, PC and CMC.

Through our RUPS business, we believe that we are the largest supplier of railroad crossties to the Class I railroads in North America and the second largest producer of utility poles in the United States. Our utility poles are used in the electric, telephone, and broadband industries in the United States and Australia and construction pilings in the United States. In addition, we provide untreated wood products and rail joint bars to the railroad markets. We also operate a business related to the recovery of used crossties, serving the same customer base as our North American railroad business.

Through our PC business, we believe that we are the global leader in developing, manufacturing and marketing wood preservation chemicals and wood treatment technologies for use in the pressure treating of lumber for residential, industrial and agricultural applications.

Our CMC business processes coal tar into a variety of products, including creosote, carbon pitch, carbon black feedstock and naphthalene, which are intermediate materials necessary in the pressure treatment of wood, and the production of aluminum, steel, carbon black and high-strength concrete. See Note 2 - Restructuring for further discussion of the discontinuation of distillation and chemical manufacturing operations in Stickney, Illinois.

Non-GAAP Financial Measures

We utilize certain financial measures that are not in accordance with U.S. GAAP to analyze and manage the performance of our business. We believe that adjusted EBITDA provides information useful to investors in understanding the underlying operational performance of the company, our business and performance trends, and facilitates comparisons between periods. The exclusion of certain items permits evaluation and a comparison between periods of results for business operations, and it is on this basis that our management internally assesses our performance. Adjusted EBITDA is the measure of profitability we use to evaluate our businesses. In addition, adjusted EBITDA is the primary measure used to determine the level of achievement of management's short-term incentive goals and related payout, as well as one of the measures used to determine performance and related payouts for certain performance share units granted to management prior to 2026.

Adjusted EBITDA is a non-GAAP financial measure defined as income before interest expense, income taxes, depreciation, amortization and other adjustments. These other adjustments are items that we believe are not representative of underlying business performance. Adjusted items typically include LIFO inventory effects, impairment, restructuring and plant closure costs, significant gains and losses on asset disposals or business combinations, mark-to-market commodity hedging, acquisition-related charges, cloud-computing amortization expenses and other unusual items. The LIFO expense adjustment removes the entire impact of LIFO and effectively reflects the results as if we were on a FIFO inventory basis. An adjusted EBITDA reconciliation is presented in the *Segment Results* section and reconciles net income to adjusted EBITDA on a consolidated basis.

Although we believe adjusted EBITDA enhances investors’ understanding of our business and performance, this non-GAAP financial measure should not be considered an alternative to GAAP financial measures and should be read in conjunction with the relevant GAAP financial measures. Other companies in a similar industry may define or calculate this measure differently than we do, limiting its usefulness as a comparative measure. Because of these limitations, this non-GAAP financial measure should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP.

Outlook

Forward-looking statements, including the significant market indicators described below, are based upon current expectations and are subject to factors that could cause actual results to differ materially from those set forth below. Please see the “forward-looking statements” disclaimer in the above section for more information.

After considering the current intensely competitive environment, global economic conditions, as well as ongoing uncertainty associated with geopolitical and supply chain challenges, we commenced taking measures to streamline our organization to support an increasingly cost-conscious customer base. These actions, some of which are one-time savings and some of which are expected to be permanent savings, are intended to ensure that we grow our profitability and support a higher margin profile by leveraging a smaller global team highly focused on serving customer preferences. Through the planning phase that occurred throughout 2025, we believe we have identified actionable transformation initiatives to position Koppers for future success, creating a roadmap to reshape our company into a higher earning, higher margin, higher free cash flow and higher return on capital business by the end of 2028. These initiatives impact all facets of the organization and are focused on growing the more profitable businesses while continuing to selectively scale back our lower margin, capital intensive business. We believe this will grow earnings per share, lower our maintenance and capital requirements and consistently generate higher margins.

Significant areas of focus include:

- For our RUPS segment, our focus is to continue to (i) recoup cost increases, including the value of our creosote preservative in the market, (ii) maximize opportunities for increased volumes, including expanding our customer base in the midwestern and western utility pole markets and (iii) optimizing our network to better align capacity with demand and reduce operating costs.
- For our PC segment, our focus is to continue to (i) acquire new customers and grow organic market share in our residential preservatives markets, (ii) expand market share in our industrial preservatives markets and (iii) align and improve our cost structure.
- For our CMC segment, our focus is to continue to (i) execute on domestic plant restructuring projects including the discontinuation of distillation and chemical manufacturing operations at our Stickney, Illinois plant by the end of 2026 (see Note 2 - Restructuring), (ii) optimize and develop markets for enhanced carbon products and (iii) develop and implement global tar and pitch strategies to mitigate expected raw material cost increases.

Significant market indicators for our businesses include:

- The Railway Tie Association's estimate of total crosstie purchases in 2026 is approximately 19.8 million ties, with approximately 13.2 million for Class I railroads, which is slightly below the 2025 estimate of crosstie purchases. Over the past few years, North American demand for crossties has been in the range of 18 million to 22 million crossties annually. We expect the crosstie market to remain stable and within this range. However, volumes for our business in any year can be affected by individual customer demands, logistics and business conditions.
- Market demand for utility poles is expected to grow over the next few years. The main driver for growth is the construction of data centers that support artificial intelligence development. The data centers that are being constructed nationwide consume large amounts of electricity which will require infrastructure expansion including utility poles. Other drivers of pole demand include aging pole infrastructure, the expansion of renewable energy, vehicle electrification, grid-hardening measures, extreme weather protection and increased manufacturing. Our Utility Products business continues to focus on expanding its presence in the midwestern and western United States.
- Product demand for our PC business has historically been associated with consumer spending on home repair and remodeling projects in North America. The Leading Indicator of Remodeling Activity (LIRA) reported by the Joint Center for Housing Studies of Harvard University expects year-over-year growth in home renovation and repair spending of just 0.5 percent by the first quarter of 2027 - a pace that remains positive in nominal terms but is less than overall inflation. Our PC business expects higher volumes through market share growth and acquiring new customers, including international expansion.
- For the external markets served by our CMC business, we have experienced a slowdown in manufacturing overall as well as in the steel, aluminum and carbon black industries. The availability of coal tar, the primary raw material for our CMC business, is linked to levels of metallurgical coke production. As the global steel industry, excluding Asia, has reduced the production of steel using metallurgical coke, the volumes of coal tar have been reduced. We are actively working to mitigate the impacts of the long-term decline of coal tar supply by gaining market acceptance for petroleum-blended products. We have invested in projects to increase distillation yields and balance raw material supply and cost with customer demand and pricing.

Our businesses and results of operations are affected by various competitive and other factors including (i) the impact of global economic conditions on demand for our products, including the impact of imported products from competitors in certain regions where we operate as well as tariffs and international trade policy; (ii) raw material pricing and availability, in particular the cost and availability of hardwood lumber for railroad crossties, softwood lumber for utility poles, scrap copper prices, and the cost and amount of coal tar available in global markets, which is negatively affected by reductions in blast furnace steel production; (iii) volatility in oil prices, which impacts the cost of coal tar and certain other raw materials, as well as selling prices and margins for certain of our products including carbon black feedstock and naphthalene; (iv) competitive conditions in our performance chemicals business and global carbon pitch markets; (v) the effectiveness of our commodity hedging programs; (vi) changes in foreign exchange rates; and (vii) the other factors set forth in the "forward-looking statements" disclaimer. Any or all of these or other factors, including those set forth in our Annual Report on Form 10-K, could impact our actual results for 2026.

Trade Tariff Uncertainties

Our outlook reflects plans to substantially offset costs related to import and export tariffs, where possible, but there is continued uncertainty regarding the implementation dates and scope of potential additional tariffs, as well as potential retaliatory trade policy. As a result of these items, our outlook may vary. See also Item 1A. Risk Factors in our Form 10-K for the year ended December 31, 2025.

Seasonality and Effects of Weather on Operations

Our quarterly operating results fluctuate due to a variety of factors that are outside of our control, including inclement weather conditions, which in the past have affected operating results. Operations at some of our facilities have at times been reduced during the winter months. Moreover, demand for some of our products declines during periods of inclement weather. As a result of the foregoing, we anticipate that we may experience material fluctuations in quarterly operating results. Historically, our operating results have been significantly lower in the first and fourth calendar quarters as compared to the second and third calendar quarters.

Results of Operations – Comparison of Three Months Ended June 30, 2026 and 2025

Consolidated Results

	Three Months Ended June 30,			
	2026	2025	Change	% Change
(Dollars in millions)				
Net sales:				
Railroad and Utility Products and Services	$ 245.9	$ 250.4	$ (4.5)	(1.8)%
Performance Chemicals	168.2	150.8	17.4	11.5 %
Carbon Materials and Chemicals	106.0	103.6	2.4	2.3 %
Total	$ 520.1	$ 504.8	$ 15.3	3.0 %

Net sales increased $15.3 million or 3.0 percent in the second quarter of 2026 as compared to the prior year quarter. Excluding the net unfavorable impact of 2025 acquisitions, divestitures, and product line rationalizations of $16.3 million and the favorable currency conversion effect of $6.7 million, net sales increased $24.9 million or 5.1 percent primarily driven by an increase in PC and utility pole volumes. The volume-driven increase was offset in part by unfavorable pricing and sales mix in our RUPS segment, when compared to the same period last year.

RUPS net sales decreased due primarily to approximately $11.9 million related to the sale of our railroad services business during the third quarter of 2025, price decreases across multiple markets, particularly for crossties, and unfavorable sales mix. These decreases were partly offset by a 16 percent volume increase in our domestic utility pole business, including our acquisition of a western U.S. pole procurement business, and increased volumes for crossties. Foreign currency changes had a favorable impact on sales in the current year period of $1.0 million compared to the prior year period, mainly from our Australian utility pole business.

PC net sales increased due to an 11 percent volume increase, primarily in the Americas, partly offset by lower prices, primarily in Europe. Foreign currency changes from our international markets had a favorable impact on sales in the current year period of $2.2 million compared to the prior year period.

CMC net sales increased due mainly to volume and price increases for carbon black feedstock and volume increases for carbon pitch. These increases were partly offset by lower volumes of phthalic anhydride and refined tar as well as lower sales prices for carbon pitch where prices were down approximately two percent globally. The decreases in carbon pitch prices were driven by market dynamics in the current year period, particularly in Australasia. Foreign currency changes from our international markets had a favorable impact on sales in the current year period of $3.5 million compared to the prior year period. See Note 2 - Restructuring for further discussion.

Cost of sales as a percentage of net sales was 79 percent, compared to 77 percent in the prior year period as higher raw material and freight costs were partly offset by higher sales volumes. Significant items impacting cost of sales in individual operating segments are discussed as part of "Segment Results" herein.

Selling, general and administrative expenses were $1.4 million higher when compared to the prior year period due mainly to an increase in legal costs and an increase in compensation-related costs, in particular higher stock-based long-term incentive plan expenses of $1.2 million. These increases were partly offset by lower other administrative expenses. See Note 6 - Stock-based Compensation for changes related to our long-term incentive plan.

Impairment and restructuring charges in the current year period represent costs associated with the plans to cease production at our facility in Stickney, Illinois, the decision to idle two plants in our RUPS business and consulting services related to our multi-year business transformation activities. In the prior year period, it also includes our workforce reduction program across select U.S. locations to streamline operations and reduce costs. See Note 2 - Restructuring.

Interest expense was $2.3 million lower when compared to the prior year period due to lower interest rates as well as lower borrowings.

Income tax (benefit) provision decreased by $40.0 million when compared to the prior year period due to lower income before income taxes primarily as a result of impairment and restructuring charges. See Note 8 - Income Taxes and Note 2 - Restructuring.

Segment Results

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Change	% Change
(Dollars in millions)				
Adjusted EBITDA:				
Railroad and Utility Products and Services	$ 25.7	$ 31.6	$ (5.9)	(18.7)%
Performance Chemicals	37.7	28.7	9.0	31.4 %
Carbon Materials and Chemicals	7.6	16.8	(9.2)	(54.8)%
Total	$ 71.0	$ 77.1	$ (6.1)	(7.9)%
Adjusted EBITDA margin as a percentage of GAAP sales:				
Railroad and Utility Products and Services	10.5%	12.6%	(2.1)%	(16.7)%
Performance Chemicals	22.4%	19.0%	3.4 %	17.9 %
Carbon Materials and Chemicals	7.2%	16.2%	(9.0)%	(55.6)%

RUPS adjusted EBITDA decreased due to net sales price decreases and unfavorable sales mix, higher raw material costs and approximately $1.7 million related to the sale of our railroad services business during the third quarter of 2025. These decreases were partly offset by an increase in sales volume in our domestic utility pole business.

PC adjusted EBITDA increased due primarily to higher sales volume and lower raw material costs of $1.3 million, partly offset by increased logistics expenses. Lower raw material costs were favorably impacted by the benefit realized from our copper-hedging program, net of increased scrap copper costs.

CMC adjusted EBITDA decreased due to higher raw material, operating and selling, general and administrative expenses of $9.2 million, partly offset by the operating cost savings from discontinuing phthalic anhydride production at our facility in Stickney, Illinois.

Results of Operations – Comparison of Six Months Ended June 30, 2026 and 2025

Consolidated Results

	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025	Change	% Change
(Dollars in millions)				
Net sales:				
Railroad and Utility Products and Services	$ 465.9	$ 485.4	$ (19.5)	(4.0)%
Performance Chemicals	310.3	271.7	38.6	14.2 %
Carbon Materials and Chemicals	199.2	204.2	(5.0)	(2.4)%
Total	$ 975.4	$ 961.3	$ 14.1	1.5 %

RUPS net sales decreased due primarily to approximately $21.4 million related to the sale of our railroad services business during the third quarter of 2025, as well as price and volume decreases across multiple markets, particularly for crossties. These decreases were partly offset by a 14 percent volume increase in our domestic utility pole business led by expansion in new markets, including our acquisition of a western U.S. pole procurement business. Foreign currency changes had a favorable impact on sales in the current year period of $2.4 million compared to the prior year period, mainly from our Australian utility pole business.

PC net sales increased due to a 12 percent volume increase, primarily in the Americas. Foreign currency changes from our international markets had a favorable impact on sales in the current year period of $5.6 million compared to the prior year period.

CMC net sales decreased due mainly to lower phthalic anhydride volumes of $19.6 million as we ceased production of the product in the second quarter of 2025, lower sales prices across most products, especially carbon pitch where prices were down approximately six percent globally, and lower creosote and refined tar volumes. The decreases in carbon pitch prices were driven by market dynamics in the current year period, particularly in Australasia. These decreases were partly offset by volume increases for carbon black feedstock, naphthalene and carbon pitch. Foreign currency changes from our international markets had a favorable impact on sales in the current year period of $11.3 million compared to the prior year period. See Note 2 - Restructuring for further discussion.

Cost of sales as a percentage of net sales was 80 percent, compared to 77 percent in the prior year period as higher raw material and freight costs were partly offset by higher sales volumes. Significant items impacting cost of sales in individual operating segments are discussed as part of "Segment Results" herein.

Depreciation and amortization expenses were $1.3 million higher when compared to the prior year period primarily as a result of depreciation on recent capital expenditures as well as higher asset retirement obligations in our European CMC operations.

Selling, general and administrative expenses were $2.0 million higher when compared to the prior year period due mainly to an increase in legal costs, partly offset by lower other administrative expenses.

Impairment and restructuring charges in the current year period represent costs associated with the plans to cease production at our facility in Stickney, Illinois, the decision to idle two plants in our RUPS business and consulting services related to our comprehensive assessment of our businesses. In the prior year period, it also includes our workforce reduction program across select U.S. locations to streamline operations and reduce costs. See Note 2 - Restructuring.

Loss (gain) on sale of assets in the current year period was primarily related to the liquidation of KCCC. See Note 2 - Restructuring.

Other income, net decreased by $1.6 million compared to the prior year period due primarily to the sale of our office space in Griffin, Georgia in the prior year period.

Interest expense was $3.9 million lower when compared to the prior year period due to lower interest rates and lower borrowings.

Loss on pension settlement in the prior year period represents the settlement loss recorded as a result of the termination of our United States qualified pension plan as discussed in Note 10 - Pensions and Post-Retirement Benefit Plans.

Income tax (benefit) provision decreased by $35.9 million when compared to the prior year period due to lower income before income taxes primarily as a result of impairment and restructuring charges. See Note 8 – Income Taxes and Note 2 - Restructuring.

Segment Results

	Six Months Ended June 30,			
	2026	2025	Change	% Change
(Dollars in millions)				
Adjusted EBITDA:				
Railroad and Utility Products and Services	$ 48.3	$ 57.1	$ (8.8)	(15.4)%
Performance Chemicals	63.5	48.8	14.7	30.1 %
Carbon Materials and Chemicals	8.5	26.7	(18.2)	(68.2)%
Total	$ 120.3	$ 132.6	$ (12.3)	(9.3)%
Adjusted EBITDA margin as a percentage of GAAP sales:				
Railroad and Utility Products and Services	10.4%	11.8%	(1.4)%	(11.9)%
Performance Chemicals	20.5%	18.0%	2.5 %	13.9 %
Carbon Materials and Chemicals	4.3%	13.1%	(8.8)%	(67.2)%

RUPS adjusted EBITDA decreased due to net sales price decreases and unfavorable sales mix, higher raw material costs and approximately $2.3 million related to the sale of our railroad services business during the third quarter of 2025. These decreases were partly offset by increased sales volume in our domestic utility pole business.

PC adjusted EBITDA increased due primarily to higher sales volumes, partly offset by $3.6 million of higher logistics, operating and raw material expenses.

CMC adjusted EBITDA decreased due to lower sales prices and higher raw material, operating and selling, general and administrative expenses of $10.8 million. These decreases were partly offset by operating cost savings of $4.1 million from discontinuing phthalic anhydride production at our facility in Stickney, Illinois.

Adjusted EBITDA Reconciliation. The following table reconciles net income to adjusted EBITDA on a consolidated basis:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
(Dollars in millions)				
Net (loss) income	$ (147.5)	$ 16.4	$ (140.4)	$ 2.5
Interest expense	15.0	17.3	30.0	33.9
Depreciation and amortization	17.9	18.0	37.3	36.0
Income tax (benefit) provision	(32.5)	7.5	(31.7)	4.2
Sub-total	(147.1)	59.2	(104.8)	76.6
Adjustments to arrive at adjusted EBITDA:				
Acquisition inventory step-up amortization	0.5	0.0	0.8	0.0
Amortization of cloud-based software implementation costs	0.7	0.5	1.2	0.8
Impairment, restructuring and plant closure costs(1)	215.8	17.6	223.6	37.6
LIFO benefit(2)	(2.3)	(0.7)	(3.5)	(2.5)
Loss (gain) on sale of assets	0.4	0.0	(3.9)	(0.3)
Mark-to-market commodity hedging losses (gains)	3.0	(0.7)	6.9	(9.8)
Pension settlement and expense	0.0	1.2	0.0	30.2
Total adjustments	218.1	17.9	225.1	56.0
Adjusted EBITDA	$ 71.0	$ 77.1	$ 120.3	$ 132.6

(1) See Note 2 - Restructuring.

(2) The LIFO expense adjustment removes the entire impact of LIFO and effectively reflects the results as if we were on a FIFO inventory basis.

Cash Flow

Net cash provided by operating activities for the six months ended June 30, 2026 was $96.3 million compared to net cash provided by operating activities of $27.8 million in the prior year. The primary source of cash was net income excluding non-cash items, principally impairment, depreciation and, in 2025, the pension settlement loss. Working capital usage improved in the current year primarily as a result of the timing of receipts and payments as well as a reduction in inventory. Additionally, in 2025, working capital was negatively impacted by pension funding of approximately $14 million in connection with the settlement.

Net cash used in investing activities for the six months ended June 30, 2026 was $22.4 million compared to $39.3 million in the prior year. The decrease was due in part to cash paid in 2025 for a land transfer associated with our agreement to liquidate KCCC.

Net cash used in financing activities for the six months ended June 30, 2026 was $70.7 million compared to net cash provided by financing activities of $3.3 million in the prior year. In the current year, the primary uses of financing cash flows were repurchases of common stock, including payments related to taxes withheld under stock-based compensation plans, net repayments of $23.5 million and dividends. In the prior year, the primary source of financing cash flows was net borrowings of $37.2 million and the primary uses of financing cash flows in the prior year were repurchases of common stock, including payments related to taxes withheld under stock-based compensation plans, and dividends.

Liquidity and Capital Resources

As of June 30, 2026, liquidity from our Credit Facility after considering restrictions from debt covenants and cash on hand was approximately $390 million. Our Credit Facility is described in Note 11 – Debt.

Our need for cash in the next twelve months relates primarily to contractual obligations which include debt service, purchase commitments and operating leases, as well as working capital, capital spending, dividends, share repurchases and plant consolidations and closure. We may also use cash to pursue other potential strategic acquisitions. Capital expenditures in 2026, excluding acquisitions, if any, are expected to total approximately $55 million and are expected to be funded by cash from operations. We anticipate that our liquidity will continue to be adequate to fund our cash requirements for at least the next twelve months.

We manage our working capital to increase our flexibility to pay down debt. The amount of our outstanding debt and our overall cash flows will fluctuate throughout any operating period based upon, among other things, the timing of receipts from customers and payments to vendors. As of June 30, 2026, approximately 85 percent of accounts payable was current and 15 percent was 1-30 days past due. As of December 31, 2025, approximately 95 percent of accounts payable was current and 5 percent was 1-30 days past due.

Restrictions on Dividends to Koppers Holdings Inc.

Koppers Holdings Inc. depends on the dividends from the earnings of Koppers Inc. and its subsidiaries to generate the funds necessary to meet its financial obligations, including the payment of any declared dividend of Koppers Holdings Inc. The Credit Facility permits Koppers Inc. to make dividend payments to Koppers Holdings Inc. if certain conditions are met, including, among other permitted dividend payments, the ability to fund the payment of regularly scheduled dividends on Koppers Holdings Inc. common stock and repurchases of Koppers Holdings Inc. common stock, in an aggregate amount per fiscal year not to exceed the greater of $50.0 million, with unused amounts in any fiscal year being carried over to the succeeding fiscal year, and 6.0 percent of market capitalization.

Bank Debt Covenants

The bank debt covenants that affect availability of the Credit Facility and which may restrict the ability of Koppers Inc. to pay dividends include the following financial ratios:

- The total net leverage ratio is calculated as of the last day of each fiscal quarter in accordance with the Credit Facility definitions of consolidated total net debt divided by consolidated EBITDA and is not permitted to exceed 4.75. The total net leverage ratio as of June 30, 2026 was 3.4.
- The cash interest coverage ratio, calculated as of the last day of each fiscal quarter, is not permitted to be less than 2.0. The cash interest coverage ratio as of June 30, 2026 was 4.4.

We are currently in compliance with all covenants governing the Credit Facility. Our continued ability to meet these financial covenants may be affected by events beyond our control.

Legal Matters

The information set forth in Note 12 to the Condensed Consolidated Financial Statements of Koppers Holdings Inc. included in Item 1 of this Part I is incorporated herein by reference.

Recently Issued Accounting Guidance

The information set forth in Note 1 to the Condensed Consolidated Financial Statements of Koppers Holdings Inc. included in Item 1 of this Part I is incorporated herein by reference.

Critical Accounting Policies

There have been no material changes to our critical accounting policies as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2025.

Environmental and Other Matters

The information set forth in Note 12 to the Condensed Consolidated Financial Statements of Koppers Holdings Inc. included in Item 1 of this Part I is incorporated herein by reference.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There are no material changes to the disclosure on this matter made in Item 7A of Part II of our Annual Report on Form 10-K for the year ended December 31, 2025.

ITEM 4. CONTROLS AND PROCEDURES

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer and utilizing the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework (2013), have evaluated the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that these controls and procedures were effective as of the end of the period covered by this report. There was no change in our internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended June 30, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth in Note 12 to the Condensed Consolidated Financial Statements of Koppers Holdings Inc. included in Item 1 of Part I of this report is incorporated herein by reference.

ITEM 1A. RISK FACTORS

There have been no material changes to the Risk Factors previously disclosed in Item 1A of Part I of our Annual Report on Form 10-K for the year ended December 31, 2025.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table sets forth information regarding Koppers Holdings' repurchases of shares of its common stock during the three months ended June 30, 2026:

Period	Total Number of Common Shares Purchased (1)	Average Price paid per Common Share (2)	Total Number of Common Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Common Shares that May Yet be Purchased Under the Plans or Programs (Dollars in Millions)
April 1 - April 30	0	$ 0.00	0	$ 44.6
May 1 - May 31	158,309	$ 41.27	158,309	$ 38.1
June 1 - June 30	199,923	$ 42.55	199,923	$ 29.6
Total	358,232		358,232	

(1) On February 27, 2025, we announced that the board of directors approved a $100 million share repurchase program. The repurchase program has no expiration date.

(2) Excludes any fees or commissions associated with the share repurchases.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

During the three months ended June 30, 2026, none of our directors or executive officers adopted, modified or terminated any Rule 10b5-1 trading arrangement or any non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

ITEM 6. EXHIBITS

31.1*	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded with the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

* Filed herewith.

SIGNATURES

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

	KOPPERS HOLDINGS INC. (REGISTRANT)
Date: August 6, 2026	By: /s/ ERIC D. BRENNER
	Eric D. Brenner Chief Financial Officer and Treasurer (Principal Financial Officer and Duly Authorized Officer)

Exhibit 31.1

CERTIFICATIONS

I, Leroy M. Ball, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Koppers Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-5(f) and 15d-15(f)) for the registrant and have:
    a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 6, 2026

/s/ LEROY M. BALL

Leroy M. Ball

Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Eric D. Brenner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Koppers Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-5(f) and 15d-15(f)) for the registrant and have:
    a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
    a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 6, 2026

/s/ ERIC D. BRENNER

Eric D. Brenner

Chief Financial Officer and Treasurer

Exhibit 32.1

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

In connection with the Quarterly Report of Koppers Holdings Inc. (the “Company”) on Form 10-Q for the quarter ending June 30, 2026 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), each of the undersigned hereby certifies in his or her capacity as an officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

/s/ LEROY M. BALL	/s/ ERIC D. BRENNER
Leroy M. Ball	Eric D. Brenner
Chief Executive Officer	Chief Financial Officer and Treasurer
August 6, 2026	August 6, 2026