

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

FORM 10-K

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

For the fiscal year ended December 31, 2024

OR

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

For the transition period from _____ to _____
Commission file number 1-5467

VALHI, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

87-0110150
(IRS Employer
Identification No.)

**5430 LBJ Freeway, Suite 1700,
Dallas, Texas 75240-2620**
(Address of principal executive offices)

Registrant's telephone number, including area code: (972) 233-1700

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	VHI	NYSE

No securities registered pursuant to Section 12(g) of the Act:

Indicate by check mark:

If the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

If the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

Whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files). Yes No

Whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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 Act.

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

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

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

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

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

Whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the 2.4 million shares of voting common stock held by nonaffiliates of Valhi, Inc. as of June 30, 2024 (the last business day of the Registrant's most recently-completed second fiscal quarter) approximated \$43.4 million.

Number of shares of the registrant's common stock, \$.01 par value per share, outstanding on March 3, 2025: 28,294,793.

Documents incorporated by reference

The information required by Part III is incorporated by reference from the Registrant's definitive proxy statement to be filed with the Commission pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report.

PART I

ITEM 1. BUSINESS

Valhi, Inc. (NYSE: VHI) is primarily a holding company. We operate through our wholly-owned and majority-owned subsidiaries, including NL Industries, Inc., Kronos Worldwide, Inc., CompX International Inc., Basic Management, Inc. and The LandWell Company. Kronos (NYSE: KRO), NL (NYSE: NL) and CompX (NYSE American: CIX) each file periodic reports with the U.S. Securities and Exchange Commission (SEC).

Our principal executive offices are located at Three Lincoln Center 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2620. Our telephone number is (972) 233-1700. We maintain a website at www.valhi.net.

Brief History

LLC Corporation, our legal predecessor, was incorporated in Delaware in 1932. We are the successor company of the 1987 merger of LLC Corporation and another entity controlled by Contran Corporation. One of Contran's wholly-owned subsidiaries held approximately 91% of Valhi's outstanding common stock at December 31, 2024. As discussed in Note 1 to our Consolidated Financial Statements, Lisa K. Simmons and a trust established for the benefit of Ms. Simmons and her late sister and their children (the "Family Trust") may be deemed to control Contran and us.

Key events in our history include:

- 1979 – Contran acquires control of LLC;
- 1981 – Contran acquires control of our other predecessor company;
- 1982 – Contran acquires control of Keystone Consolidated Industries, Inc., a predecessor to CompX;
- 1984 – Keystone spins-off an entity that includes what is to become CompX; this entity subsequently merges with LLC;
- 1986 – Contran acquires control of NL, which at the time owns 100% of Kronos;
- 1987 – LLC and another Contran controlled company merge to form Valhi, our current corporate structure;
- 2003 – NL completes the spin-off of Kronos through the pro-rata distribution of Kronos shares to its shareholders including us;
- 2004 through 2005 – NL distributes Kronos shares to its shareholders, including us, through quarterly dividends;
- 2010 – Kronos completes a secondary offering of its common stock lowering our ownership of Kronos to 80%;
- 2012 – In December CompX completes the sale of its furniture components business;
- 2013 – In December we purchased an additional ownership interest in and became the majority owner of Basic Management, Inc. ("BMI") and The LandWell Company ("LandWell");
- 2015 – The first homes in our Cadence planned community were completed by third-party builders and sold to the public;
- 2020 – In December LandWell completed the first bulk sale of land within the Cadence planned community;
- 2022 – In July Basic Water Company (BWC) ceased water delivery due to a decline in water levels at Lake Mead in Nevada and in September BWC filed for bankruptcy protection;
- 2023 – In November, upon the Bankruptcy Court's approval of BWC's plan of reorganization, BWC sold substantially all of its assets. In December BMI sold Basic Power Company; and

- 2024 – In July, Kronos acquired the remaining 50% joint venture interest in Louisiana Pigment Company, L.P. previously held by Venator Investments, Ltd.

Unless otherwise indicated, references in this report to “we”, “us” or “our” refer to Valhi, Inc. and its subsidiaries, taken as a whole.

Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Statements in this Annual Report that are not historical facts are forward-looking in nature and represent management’s beliefs and assumptions based on currently available information. In some cases, you can identify forward-looking statements by the use of words such as “believes,” “intends,” “may,” “should,” “could,” “anticipates,” “expects” or comparable terminology, or by discussions of strategies or trends. Although we believe the expectations reflected in such forward-looking statements are reasonable, we do not know if these expectations will be correct. Such statements by their nature involve substantial risks and uncertainties that could significantly impact expected results. Actual future results could differ materially from those predicted. The factors that could cause actual future results to differ materially from those described herein are the risks and uncertainties discussed in this Annual Report and those described from time to time in our other filings with the SEC and include, but are not limited to, the following:

- Future supply and demand for our products;
- Our ability to realize expected cost savings from strategic and operational initiatives;
- Our ability to integrate acquisitions, including Louisiana Pigment Company, L.P., into Kronos’ operations and realize expected synergies and innovations;
- The extent of the dependence of certain of our businesses on certain market sectors;
- The cyclical nature of certain of our businesses (such as Kronos’ titanium dioxide (“TiO₂”) operations);
- Customer and producer inventory levels;
- Unexpected or earlier-than-expected industry capacity expansion (such as the TiO₂ industry);
- Changes in raw material and other operating costs (such as ore, zinc, brass, aluminum, steel and energy costs) or the implementation of tariffs on imported raw materials;
- Changes in the availability of raw materials (such as ore);
- General global economic and political conditions that harm the worldwide economy, disrupt our supply chain, increase material and energy costs, reduce demand or perceived demand for TiO₂ component products and land held for development or impair our ability to operate our facilities (including changes in the level of gross domestic product in various regions of the world, tariffs, natural disasters, terrorist acts, global conflicts and public health crises);
- Operating interruptions (including, but not limited to, labor disputes, leaks, natural disasters, fires, explosions, unscheduled or unplanned downtime, transportation interruptions, certain regional and world events or economic conditions and public health crises);
- Technology related disruptions (including, but not limited to, cyber-attacks; software implementation, upgrades or improvements; technology processing failures; or other events) related to our technology infrastructure that could impact our ability to continue operations, 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;
- Competitive products and substitute products;

- Competition from Chinese suppliers with less stringent regulatory and environmental compliance requirements;
- Customer and competitor strategies;
- Potential difficulties in upgrading or implementing accounting and manufacturing software systems;
- Potential consolidation of our competitors;
- Potential consolidation of our customers;
- The impact of pricing and production decisions;
- Competitive technology positions;
- Our ability to protect or defend intellectual property rights;
- The introduction of new, or changes in existing, tariffs, trade barriers or trade disputes (including tariffs imposed by the U.S. federal government on imports from Canada, where Kronos has a manufacturing facility);
- The ability of our subsidiaries to pay us dividends;
- Uncertainties associated with new product development and the development of new product features;
- Fluctuations in currency exchange rates (such as changes in the exchange rate between the U.S. dollar and each of the euro, the Norwegian krone and the Canadian dollar and between the euro and the Norwegian krone) or possible disruptions to our business resulting from uncertainties associated with the euro or other currencies;
- Decisions to sell operating assets other than in the ordinary course of business;
- The timing and amounts of insurance recoveries;
- Our ability to renew or refinance credit facilities or other debt instruments in the future;
- Changes in interest rates;
- Our ability to maintain sufficient liquidity;
- The ultimate outcome of income tax audits, tax settlement initiatives or other tax matters, including future tax reform;
- Our ability to utilize income tax attributes, the benefits of which may or may not have been recognized under the more-likely-than-not recognition criteria;
- Environmental matters (such as those requiring compliance with emission and discharge standards for existing and new facilities, or new developments regarding environmental remediation or decommissioning obligations at sites related to our former operations);
- Government laws and regulations and possible changes therein (such as changes in government regulations which might impose various obligations on former manufacturers of lead pigment and lead-based paint, including NL, with respect to asserted health concerns associated with the use of such products) including new environmental, sustainability, health and safety or other regulations (such as those seeking to limit or classify TiO₂ or its use);
- The ultimate resolution of pending litigation (such as NL's lead pigment and environmental matters);
- Our ability to comply with covenants contained in our revolving bank credit facilities;
- Our ability to complete and comply with the conditions of our licenses and permits;
- Changes in real estate values and construction costs in Henderson, Nevada; and

- Pending or possible future litigation (such as litigation related to CompX’s use of certain permitted chemicals in its productions process) or other actions.

Should one or more of these risks materialize (or the consequences of such development worsen), or should the underlying assumptions prove incorrect, actual results could differ materially from those currently forecasted or expected. We disclaim any intention or obligation to update or revise any forward-looking statement whether as a result of changes in information, future events or otherwise.

Segments

We currently have three consolidated reportable operating segments at December 31, 2024:

Chemicals

Kronos Worldwide, Inc.

Our Chemicals Segment is operated through our majority control of Kronos. Kronos is a leading global producer and marketer of value-added titanium dioxide pigments. TiO₂ is used to impart whiteness, brightness, opacity and durability to a wide variety of products, including paints, plastics, paper, fibers and ceramics. Additionally, TiO₂ is a critical component of everyday applications, such as coatings, plastics and paper, as well as many specialty products such as inks, cosmetics and pharmaceuticals.

Component Products

CompX International Inc.

We operate in the component products industry through our majority control of CompX. CompX is a leading manufacturer of security products used in the postal, recreational transportation, office and institutional furniture, cabinetry, tool storage, healthcare applications and a variety of other industries. CompX is also a leading manufacturer of wake enhancement systems, stainless steel exhaust systems, gauges, throttle controls, trim tabs and related hardware and accessories for the recreational marine industry.

Real Estate Management and Development

Basic Management, Inc. and The LandWell Company

We operate in real estate management and development through our majority control of BMI and LandWell. BMI and LandWell own real property in Henderson, Nevada. LandWell is engaged in efforts to develop certain land holdings for commercial, industrial and residential purposes in Henderson, Nevada. BMI previously, through wholly-owned subsidiaries, also was responsible for the delivery of water to the City of Henderson and various other users through September 2022, and provided utility services to certain industrial customers prior to December 2023.

For additional information about our segments and equity investments see “Part II – Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and Notes 2, 3 and 12 to our Consolidated Financial Statements.

CHEMICALS SEGMENT – KRONOS WORLDWIDE, INC.

Business Overview

Our majority-controlled subsidiary, Kronos, is a leading global producer and marketer of value-added titanium dioxide pigments, or TiO₂, a base industrial product used in a wide range of applications. Kronos, along with its distributors

and agents, sells and provides technical services for its products to approximately 3,000 customers in 100 countries with the majority of sales in Europe, North America and the Asia Pacific region. We believe Kronos has developed considerable expertise and efficiency in the manufacture, sale, shipment and service of its products in domestic and international markets. Effective July 16, 2024 (“Acquisition Date”), Kronos acquired the 50% joint venture interest in Louisiana Pigment Company, L.P. (“LPC”) held by Venator Investments, Ltd. (“Venator”) for consideration of \$185 million less a working capital adjustment. Prior to the acquisition, Kronos held a 50% joint venture interest in LPC through a wholly-owned subsidiary. LPC was operated as a manufacturing joint venture between Kronos and Venator. Following the acquisition, LPC became a wholly-owned subsidiary of Kronos. See Note 3 to our Consolidated Financial Statements.

TiO₂ is a white inorganic pigment used in a wide range of products for its exceptional durability and its ability to impart whiteness, brightness and opacity. TiO₂ is a critical component of everyday applications, such as coatings, plastics and paper, as well as many specialty products such as inks, cosmetics and pharmaceuticals. TiO₂ is widely considered to be superior to alternative white pigments in large part due to its hiding power (or opacity), which is the ability to cover or mask other materials effectively and efficiently. TiO₂ is designed, marketed and sold based on specific end-use applications.

TiO₂ is the largest commercially used whitening pigment because it has a high refractive rating, giving it more hiding power than any other commercially produced white pigment. In addition, TiO₂ has excellent resistance to interaction with other chemicals, good thermal stability and resistance to ultraviolet degradation. Although there are other white pigments on the market, we believe there are no effective substitutes for TiO₂ because no other white pigment has the physical properties for achieving comparable opacity and brightness or can be incorporated in as cost-effective a manner. Pigment extenders such as kaolin clays, calcium carbonate and polymeric opacifiers are used together with TiO₂ in a number of end-use markets. However, these products are not able to duplicate the opacity performance characteristics of TiO₂ and we believe these products are unlikely to have a significant impact on the use of TiO₂.

TiO₂ is considered a “quality-of-life” product. Demand for TiO₂ has generally been driven by worldwide gross domestic product and has generally increased with rising standards of living in various regions of the world. According to industry estimates, TiO₂ consumption has grown at a compound annual growth rate of approximately 3% since 2000. Per capita consumption of TiO₂ in Western Europe and North America far exceeds that in other areas of the world, and these regions are expected to continue to be the largest consumers of TiO₂ on a per capita basis for the foreseeable future. We believe Western Europe and North America each account for approximately 15% of global TiO₂ consumption, respectively. Markets for TiO₂ are generally increasing in China, the Asia Pacific region, South America and Eastern Europe and we believe these are significant markets which will continue to grow as economies in these regions develop and quality-of-life products, including TiO₂, experience greater demand.

Products and end-use markets

Including its predecessors, Kronos has produced and marketed TiO₂ in North America and Europe, its primary markets, for over 100 years. We believe Kronos is the largest chloride process TiO₂ producer in Europe with 44% of its 2024 sales volumes attributable to markets in Europe. The table below shows Kronos’ estimated market share for its significant markets, Europe and North America, for the last three years.

	2022	2023	2024
Europe	14%	12%	14%
North America	17%	16%	17%

We believe Kronos is the leading seller of TiO₂ in several countries, including Germany. Overall, Kronos is one of the top five producers of TiO₂ in the world.

Kronos offers its customers a broad portfolio of products that include over 50 different TiO₂ pigment grades under the *KRONOS*[®] trademark, which provide a variety of performance properties to meet customers’ specific requirements. Kronos’ major customers include domestic and international paint, plastics, decorative laminate and paper manufacturers. Kronos ships TiO₂ to its customers in either a dry or slurry form via rail, truck and/or ocean carrier. Sales of Kronos’ core

TiO₂ pigments represented approximately 90% of our Chemicals Segment’s net sales in 2024. Kronos and its agents and distributors primarily sell its products in three major end-use markets: coatings, plastics and paper.

The following tables show Kronos’ approximate TiO₂ sales volume by geographic region and end-use for the year ended December 31, 2024:

Sales volume percentages by geographic region		Sales volume percentages by end-use	
Europe	44%	Coatings	60%
North America	40%	Plastics	27%
Asia Pacific	9%	Paper	9%
Rest of World	7%	Other	4%

Some of the principal applications for Kronos’ products include the following:

TiO₂ for coatings – Kronos’ TiO₂ is used to provide opacity, durability, tinting strength and brightness in industrial coatings, as well as coatings for commercial and residential interiors and exteriors, automobiles, aircraft, machines, appliances, traffic paint and other special purpose coatings. The amount of TiO₂ used in coatings varies widely depending on the opacity, color and quality desired. In general, the higher the opacity requirement of the coating, the greater the TiO₂ content.

TiO₂ for plastics – Kronos produces TiO₂ pigments that improve the optical and physical properties of plastics, including whiteness and opacity. TiO₂ is used to provide opacity to items such as containers and packaging materials, and vinyl products such as windows, door profiles and siding. TiO₂ also generally provides hiding power, neutral undertone, brightness and surface durability for housewares, appliances, toys, computer cases and food packages. TiO₂’s high brightness along with its opacity, is used in some engineering plastics to help mask their undesirable natural color. TiO₂ is also used in masterbatch, which is a concentrate of TiO₂ and other additives and is one of the largest uses for TiO₂ in the plastics end-use market. In masterbatch, the TiO₂ is dispersed at high concentrations into a plastic resin and is then used by manufacturers of plastic containers, bottles, packaging and agricultural films.

TiO₂ for paper – Kronos’ TiO₂ is used in the production of several types of paper, including laminate (decorative) paper, filled paper and coated paper to provide whiteness, brightness, opacity and color stability. Although Kronos sells its TiO₂ to all segments of the paper end-use market, its primary focus is on the TiO₂ grades used in coated board and paper laminates, where several layers of paper are laminated together using melamine resin under high temperature and pressure. The top layer of paper contains TiO₂ and plastic resin and is the layer that is printed with decorative patterns. Paper laminates are used to replace materials such as wood and tile for such applications as counter tops, furniture and wallboard. TiO₂ is beneficial in these applications because it assists in preventing the material from fading or changing color after prolonged exposure to sunlight and other weathering agents.

TiO₂ for other applications – Kronos produces TiO₂ to improve the opacity and hiding power of printing inks. TiO₂ allows inks to achieve very high print quality while not interfering with the technical requirements of printing machinery, including low abrasion, high printing speed and high temperatures. Kronos’ TiO₂ is also used in textile applications where TiO₂ functions as an opacifying and delustering agent. In man-made fibers such as rayon and polyester, TiO₂ corrects an otherwise undesirable glossy and translucent appearance. Without the presence of TiO₂, these materials would be unsuitable for use in many textile applications.

Kronos produces high purity sulfate process anatase TiO₂ used to provide opacity, whiteness and brightness in a variety of cosmetic and personal care products, such as skin cream, lipstick, eye shadow and toothpaste. In pharmaceuticals, Kronos’ TiO₂ is used commonly as a colorant in tablet and capsule coatings as well as in liquid medicines to provide uniformity of color and appearance. KRONOS® purified anatase grades meet the applicable requirements of the CTFA (Cosmetics, Toiletries and Fragrances Association), USP (United States Pharmacopoeia), BP (British Pharmacopoeia) and the FDA (United States Food and Drug Administration).

Kronos' TiO₂ business is enhanced by the following three complementary businesses, which comprised approximately 10% of our Chemicals Segment's net sales in 2024:

- Kronos owns and operates an ilmenite mine in Norway pursuant to a governmental concession with an unlimited term. Ilmenite is a raw material used directly as a feedstock by some sulfate-process TiO₂ plants. Along with supplying ilmenite ore to its sulfate plants in Europe, Kronos also sells ilmenite ore to third parties, some of whom are its competitors. The mine has estimated ilmenite reserves that Kronos expects, based on internal estimates, to last approximately 50 years.
- Kronos manufactures and sells iron-based chemicals, which are co-products and processed co-products of the sulfate and chloride process TiO₂ pigment production. These co-product chemicals are marketed through its Ecochem division and are primarily used as treatment and conditioning agents for industrial effluents and municipal wastewater as well as in the manufacture of iron pigments, cement and agricultural products.
- Kronos manufactures and sells other specialty chemicals, which are side-stream products from the production of TiO₂. These specialty chemicals are used in applications in the formulation of pearlescent pigments, production of electroceramic capacitors for cell phones and other electronic devices and natural gas pipe and other specialty applications.

Manufacturing, operations and properties

Manufacturing – Kronos produces TiO₂ in two crystalline forms: rutile and anatase. Rutile TiO₂ is manufactured using both a chloride production process and a sulfate production process, whereas anatase TiO₂ is only produced using a sulfate production process. Manufacturers of many end-use applications can use either form, especially during periods of tight supply for TiO₂. The chloride process is the preferred form for use in coatings and plastics, the two largest end-use markets. Due to environmental factors and customer considerations, the proportion of TiO₂ industry sales represented by chloride process pigments has remained stable relative to sulfate process pigments, and in 2024, chloride process production facilities represented approximately 41% of industry capacity. The sulfate process is preferred for use in selected paper products, ceramics, rubber tires, man-made fibers, pharmaceuticals and cosmetics. Once an intermediate TiO₂ pigment has been produced by either the chloride or sulfate process, it is “finished” into products with specific performance characteristics for particular end-use applications through proprietary processes involving various chemical surface treatments and intensive micronizing (milling).

- *Chloride process* – The chloride process is a continuous process in which chlorine is used to extract rutile TiO₂. The chloride process produces less waste than the sulfate process because much of the chlorine is recycled and feedstock bearing higher titanium content is used. The chloride process also has lower energy requirements and is less labor-intensive than the sulfate process, although the chloride process requires a higher-skilled labor force. The chloride process produces an intermediate base pigment with a wide range of properties. The chloride process produces a product with a blueish undertone and is the preferred form to produce TiO₂ pigments for use in coatings and plastics, the two largest end-use markets.
- *Sulfate process* – The sulfate process is a batch process in which sulfuric acid is used to extract the TiO₂ from ilmenite or titanium slag. After separation from the impurities in the ore (mainly iron), the TiO₂ is precipitated and calcined to form an intermediate base pigment ready for sale or can be upgraded through finishing treatments. The sulfate process produces a warmer undertone and is preferred for use in selected paper products, ceramics, rubber tires, man-made fibers, food products, pharmaceuticals and cosmetics, some of which generate higher profit margins.

LPC – Prior to July 16, 2024, Kronos Louisiana, Inc., one of Kronos' subsidiaries, and Venator each owned a 50% interest in LPC, which was operated as a manufacturing joint venture. LPC owns and operates a chloride-process TiO₂ plant located near Lake Charles, Louisiana. On July 16, 2024 Kronos acquired the 50% interest in LPC held by Venator for consideration of \$185 million less a working capital adjustment.

Prior to the acquisition, Kronos accounted for its interest in the joint venture by the equity method. The joint venture operated on a break-even basis and therefore Kronos did not have any equity in earnings of the joint venture. Kronos was required to purchase one-half of the TiO₂ produced by the joint venture. All costs and capital expenditures

were shared equally with Venator, with the exception of feedstock (purchased natural rutile ore or chlorine slag) and packaging costs for the pigment grades produced. Kronos' share of net costs was reported as cost of sales as the TiO₂ was sold. See Notes 3 and 17 to our Consolidated Financial Statements.

As a result of the acquisition, for financial reporting purposes, the assets acquired and liabilities assumed of LPC are included in our Consolidated Balance Sheet as of December 31, 2024, and the results of operations and cash flows of LPC are included in our Consolidated Statement of Operations and Cash Flows beginning as of the Acquisition Date. See Note 3 to our Consolidated Financial Statements.

Operations – Kronos produced 492,000, 401,000 and 535,000 metric tons of TiO₂ in 2022, 2023 and 2024, respectively. Kronos' production volumes for 2022, 2023 and 2024 through the Acquisition Date include its share of the output produced by its TiO₂ manufacturing joint venture. Subsequent to the Acquisition Date, Kronos' 2024 production volumes include 100% of the production volumes from the LPC facility.

Kronos' average production capacity utilization rates were approximately 89% in 2022, 72% in 2023 and 96% in 2024. Beginning in the fourth quarter of 2022 and continuing throughout the first quarter of 2024, Kronos adjusted production levels to correspond with reduced customer demand resulting from challenging economic conditions and geopolitical uncertainties. Kronos increased production levels to align with higher overall customer demand in 2024.

Properties – Kronos operates facilities throughout North America and Europe. Kronos has four TiO₂ plants in Europe (one in each of Leverkusen, Germany; Nordenham, Germany; Langerbrugge, Belgium; and Fredrikstad, Norway). In North America, Kronos has a TiO₂ plant in Varennes, Quebec, Canada and a TiO₂ plant near Lake Charles, Louisiana.

Kronos' chloride process production and remaining sulfate production capacity has increased by approximately 5% over the past ten years due to debottlenecking programs, with only moderate capital expenditures.

The following table presents the division of Kronos' expected 2025 manufacturing capacity by plant location and type of manufacturing process:

Facility	Description	% of capacity by TiO ₂ manufacturing process	
		Chloride	Sulfate
Leverkusen, Germany (1)	TiO ₂ production, chloride process, co-products	29 %	– %
Nordenham, Germany	TiO ₂ production, sulfate process, co-products	–	10
Langerbrugge, Belgium	TiO ₂ production, chloride process, co-products, titanium chemicals products	15	–
Fredrikstad, Norway (2)	TiO ₂ production, sulfate process, co-products	–	5
Varennes, Canada (3)	TiO ₂ production, chloride process, slurry facility, titanium chemicals products	15	–
Lake Charles, LA, US (4)	TiO ₂ production, chloride process	26	–
Total		85 %	15 %

- (1) The Leverkusen facility is located within a more extensive manufacturing complex. Kronos owns its Leverkusen facility, which represents approximately 29% of its current TiO₂ production capacity, but Kronos leases the land under the facility under a long-term agreement which expires in 2050. Lease payments are periodically negotiated for periods of at least two years at a time. A third-party operator of the manufacturing complex provides some raw materials including chlorine, auxiliary and operating materials, utilities and services necessary to operate the Leverkusen facility under separate supplies and services agreements.
- (2) The Fredrikstad facility is located on public land and is leased until 2063.
- (3) In the third quarter of 2024, Kronos closed its sulfate process line at its plant in Varennes, Canada. See Note 20 to our Consolidated Financial Statements.

- (4) Effective July 16, 2024, Kronos acquired the 50% interest in LPC it did not already own. See Note 3 to our Consolidated Financial Statements.

Kronos owns the land underlying all of its principal production facilities unless otherwise indicated in the table above.

Kronos also operates an ilmenite mine in Norway pursuant to a governmental concession with an unlimited term. In addition, Kronos operates a rutile slurry manufacturing plant near its Lake Charles, Louisiana facility, which converts dry pigment primarily manufactured for it at the Lake Charles TiO₂ facility into a slurry form that is then shipped to customers.

Kronos has corporate and administrative offices located in the U.S., Germany, Norway, Canada, Belgium and France.

Raw materials

The primary raw materials used in chloride process TiO₂ are titanium-containing feedstock (purchased natural rutile ore or chlorine slag), chlorine and petroleum coke. Chlorine is available from a number of suppliers, while petroleum coke is available from a limited number of suppliers. Titanium-containing feedstock suitable for use in the chloride process is available from a limited but increasing number of suppliers principally in Australia, South Africa, Sierra Leone, Canada and India. Kronos purchases feedstock for its chloride process TiO₂ from the following primary suppliers for certain contractually specified volumes for delivery extending in some cases, through 2026:

Supplier	Product	Renewal Terms
Rio Tinto Iron and Titanium Ltd	Chloride process grade slag	Auto-renews bi-annually
Rio Tinto Iron and Titanium Ltd	Upgraded slag	Auto-renews annually
Sierra Rutile Limited	Rutile ore	Renewal terms upon negotiation
Iluka Resources Limited	Rutile ore	Renewal terms upon negotiation

In the past Kronos has been, and it expects that it will continue to be, successful in obtaining short-term and long-term extensions to these and other existing supply contracts. Kronos expects the raw materials purchased under these contracts, and contracts it may enter into, will meet its chloride process feedstock requirements over the next several years. Multi-year contracts generally may be terminated with a 12-month written notice or based on certain defaults by either party or failure to agree on pricing as noted in the agreements.

The primary raw materials used in sulfate process TiO₂ are titanium-containing feedstock, primarily ilmenite or purchased sulfate grade slag and sulfuric acid. Sulfuric acid is available from a number of suppliers. Titanium-containing feedstock suitable for use in the sulfate process is available from a limited number of suppliers principally in Norway, Canada, Australia, India and South Africa. As one of the few vertically-integrated producers of sulfate process TiO₂, Kronos operates a rock ilmenite mine in Norway, which provided all of the feedstock for its European sulfate process TiO₂ plants in 2024. Kronos expects ilmenite production from its mine to meet its sulfate process feedstock requirements for the foreseeable future. Kronos expects the raw materials purchased under this contract, and contracts that it may enter into, to meet its sulfate process feedstock requirements over the next several years.

Many of Kronos' raw material contracts contain fixed quantities it is required to purchase, or specify a range of quantities within which it is required to purchase. The pricing under these agreements is generally negotiated quarterly or semi-annually.

The following table summarizes Kronos' raw materials purchased or mined in 2024.

<u>Production process/raw material</u>	<u>Raw materials procured or mined (In thousands of metric tons)</u>
Chloride process plants -	
Purchased slag or rutile ore	464
Sulfate process plants:	
Ilmenite ore mined and used internally	233
Purchased ilmenite ore (1)	11

(1) Relates to Kronos' Canadian sulfate production line, which was closed in the third quarter of 2024.

Sales and marketing

Kronos' marketing strategy is aimed at developing and maintaining strong relationships with new and existing customers. Because TiO₂ represents a significant input cost for its customers, the purchasing decisions are often made by Kronos' customers' senior management. Kronos works to maintain close relationships with the key decision makers through in-depth and frequent contact. Kronos endeavors to extend these commercial and technical relationships to multiple levels within its customers' organizations using its direct sales force and technical service group to accomplish this objective. Kronos believes this helps build customer loyalty and strengthens its competitive position. Close cooperation and strong customer relationships enable Kronos to stay closely attuned to trends in its customers' businesses. Where appropriate, Kronos works in conjunction with its customers to solve formulation or application problems by modifying specific product properties or developing new pigment grades. Kronos also focuses its sales and marketing efforts on those geographic and end-use market segments where it believes it can realize higher selling prices. This focus includes continuously reviewing and optimizing its customer and product portfolios.

Kronos also works directly with its customers to monitor the success of its products in their end-use applications, evaluates the need for improvements in its product and process technology and identifies opportunities to develop new product solutions for its customers. Kronos' marketing staff closely coordinates with its sales force and technical specialists to ensure the needs of its customers are met, and to help develop and commercialize new grades where appropriate.

Kronos sells a majority of its products through its direct sales force operating in Europe and North America. Kronos also utilizes sales agents and distributors who are authorized to sell its products in specific geographic areas. In Europe, Kronos' sales efforts are conducted primarily through its direct sales force and its sales agents. Kronos' agents do not sell any TiO₂ products other than KRONOS[®] branded products. In North America, its sales are made primarily through its direct sales force and supported by a network of distributors. Kronos has increased its marketing efforts over the last several years in export markets and its sales are now made through its direct sales force, sales agents and distributors. In addition to its direct sales force and sales agents, many of Kronos' sales agents also act as distributors to service its customers in all regions. Kronos offers customer and technical service to customers who purchase its products through distributors as well as to its larger customers serviced by its direct sales force.

Kronos sells to a diverse customer base with only one customer representing 10% or more of our Chemicals Segment's net sales in 2024 (Behr Process Corporation – 10%). Kronos' largest ten customers accounted for approximately 39% of our Chemicals Segment's net sales in 2024.

Neither our Chemicals Segment's business as a whole nor any of its principal product groups is seasonal to any significant extent. However, TiO₂ sales are generally higher in the second and third quarters of the year, due in part to the increase in coatings production in the spring to meet demand during the spring and summer painting seasons. Kronos normally builds inventories during the first and fourth quarters of each year in order to maximize its product availability during the higher demand periods normally experienced in the second and third quarters.

Competition

The TiO₂ industry is highly competitive. Kronos competes primarily on the basis of price, product quality, technical service and the availability of high performance pigment grades. Since TiO₂ is not traded through a commodity market, its pricing is largely a product of negotiation between suppliers and their respective customers. Price and availability are the most significant competitive factors along with quality and customer service for the majority of Kronos' product grades. Increasingly, Kronos is focused on providing pigments that are differentiated to meet specific customer requests and specialty grades that are differentiated from its competitors' products. During 2024, Kronos had an estimated 7% share of worldwide TiO₂ sales volume, and based on sales volume, we believe Kronos is the leading seller of TiO₂ in several countries, including Germany.

Kronos' principal competitors are LB Group Co. Ltd., The Chemours Company, Tronox Holdings PLC and Venator Materials PLC. The top five TiO₂ producers (i.e. Kronos and its four principal competitors) account for approximately 51% of the world's production capacity.

The following chart shows our estimate of worldwide production capacity in 2024:

LB Group	13 %
Chemours	13 %
Tronox	12 %
Kronos	7 %
Venator	6 %
Other	49 %

Chemours has approximately one-half of total North American TiO₂ production capacity and is Kronos' principal North American competitor. LB Group previously announced it plans to add an additional 200,000 tons of chloride process capacity which we expect will be added incrementally over the next several years. However, several of Kronos' competitors have recently closed or announced plans to close facilities or otherwise reduce capacity, including Chemours which closed its Taiwan facility with an estimated 160,000 tons of chloride process capacity in 2023 and Venator which announced plans in 2024 to close its Duisburg, Germany facility with an estimated 50,000 tons of sulfate process capacity. In addition, in 2024 Kronos closed its sulfate production line in Varennes, Canada.

The TiO₂ industry is characterized by high barriers to entry consisting of high capital costs, proprietary technology and significant lead times required to construct new facilities or to expand existing capacity. Therefore, over the past ten years, Kronos and its competitors increased industry capacity through debottlenecking projects; however, this increase only partly compensated for the shut-down of various TiO₂ plants throughout the world. Other than through debottlenecking projects and the LB Group expansion mentioned above, Kronos does not expect any significant efforts will be undertaken by it or its principal competitors to further increase capacity and Kronos believes it is unlikely any new TiO₂ plants will be constructed in Europe or North America for the foreseeable future. If actual developments differ from Kronos' expectations, the TiO₂ industry and Kronos' performance could be unfavorably affected.

Research and development

Kronos employs scientists, chemists, process engineers and technicians who are engaged in research and development, process technology and quality assurance activities in Leverkusen, Germany. These individuals have the responsibility for improving Kronos' chloride and sulfate production processes, improving product quality and strengthening its competitive position by developing new products and applications. Kronos' expenditures for these activities were approximately \$15 million in 2022, \$18 million in 2023 and \$14 million in 2024. Kronos expects to spend approximately \$15 million on research and development in 2025.

Kronos continually seeks to improve the quality of its grades and has been successful at developing new grades for existing and new applications to meet the needs of its customers and increase product life cycles. Since the beginning of 2020, Kronos has added six new grades for pigments and other applications.

Patents, trademarks, trade secrets and other intellectual property rights

Kronos has a comprehensive intellectual property protection strategy that includes obtaining, maintaining and enforcing its patents, primarily in the United States, Canada and Europe. Kronos also registers, maintains and protects its trademark rights. Kronos maintains the secrecy of its trade secret rights and protects them by means of security protocols and confidentiality agreements. In some instances, Kronos has entered into license agreements with third parties concerning various intellectual property matters. Kronos has also from time to time been involved in disputes over intellectual property.

Patents – Kronos has obtained patents and has numerous patent applications pending that cover certain aspects of its products and the technology used in the manufacture of its products. Kronos' patent strategy is important to it and its continuing business activities. In addition to maintaining its patent portfolio, Kronos seeks patent protection for its technical developments, principally in the United States, Canada and Europe. U.S. patents are generally in effect from the time that they issue as patents and then extend for 20 years from the date of filing. Kronos' U.S. patent portfolio includes patents having remaining terms ranging from one year to 19 years.

Trademarks – Kronos' trademarks, including KRONOS®, are covered by issued and/or pending registrations, including in Canada and the United States. Kronos protects the trademarks it uses in connection with the products it manufactures and sells and has developed goodwill in connection with its long-term use of its trademarks.

Trade secrets – Kronos conducts research activities in secret and it protects the confidentiality of its trade secrets through reasonable measures, including confidentiality agreements and security procedures, including data security. Kronos relies upon unpatented proprietary knowledge and continuing technological innovation and other trade secrets to develop and maintain its competitive position. Kronos' proprietary chloride production process is an important part of its technology and its business could be harmed if it fails to maintain confidentiality of its trade secrets used in this technology.

Regulatory and environmental matters

Kronos' operations and properties are governed by various environmental laws and regulations which are complex, change frequently and have tended to become stricter over time. These environmental laws govern, among other things, the generation, storage, handling, use and transportation of hazardous materials; the emission and discharge of hazardous materials into the ground, air, or water; and the health and safety of Kronos' employees. Certain of Kronos' operations are, or have been, engaged in the generation, storage, handling, manufacture or use of substances or compounds that may be considered toxic or hazardous within the meaning of applicable environmental laws and regulations. As with other companies engaged in similar businesses, certain of Kronos' past and current operations and products have the potential to cause environmental or other damage. Kronos has implemented and continues to implement various policies and programs in an effort to minimize these risks. Kronos' policy is to comply with applicable environmental laws and regulations at all its facilities and to strive to improve its environmental performance and overall sustainability. It is possible that future developments, such as stricter requirements in environmental laws and enforcement policies, could adversely affect Kronos' operations, including production, handling, use, storage, transportation, sale or disposal of hazardous or toxic substances or require Kronos to make capital and other expenditures to comply, and could adversely affect our consolidated financial position and results of operations or liquidity.

Kronos has a history of identifying new ways to reduce consumption and waste by converting byproducts to co-products through its KRONOS ecochem® products. Kronos has a published Safety, Environment, Energy and Quality Policy which is translated into local languages and distributed to all its employees and shared publicly via its website. Kronos has implemented rigorous procedures for incident reporting and investigation, including root cause analysis of environmental and safety incidents and near misses. Because TiO₂ production requires significant energy input, Kronos is focused on energy efficiency at all production locations. Four of its six production facilities maintain certifications to the ISO 50001:2018 Energy Management standard and all locations have local energy teams in place. These teams are responsible for maintaining ISO 50001:2018 certifications (where applicable), performing regular reviews of local energy consumption, making recommendations regarding capital projects that reduce energy consumption and associated Greenhouse Gas ("GHG") emissions or enhance efficiency. When possible, Kronos looks for opportunities to partner with local government authorities through grant opportunities to reduce energy consumption and associated GHG emissions.

Kronos also actively manages potential water-related risks, including flooding and water shortages. Kronos' manufacturing facilities are strategically located adjacent to sources of water, which it uses for process operations and for shipping and receiving raw materials and finished products. Water-critical processes are identified and ongoing efforts to minimize water use are incorporated into environmental planning.

Kronos' U.S. manufacturing operations are governed by federal, state, and local environmental and worker health and safety laws and regulations. These include the Resource Conservation and Recovery Act, or RCRA, the Occupational Safety and Health Act, the Clean Air Act, the Clean Water Act, the Safe Drinking Water Act, the Toxic Substances Control Act and the Comprehensive Environmental Response, Compensation and Liability Act, as amended by the Superfund Amendments and Reauthorization Act, or CERCLA, as well as the state counterparts of these statutes. Some of these laws hold current or previous owners or operators of real property liable for the costs of cleaning up contamination, even if these owners or operators did not know of, and were not responsible for, such contamination. These laws also assess liability on any person who arranges for the disposal or treatment of hazardous substances, regardless of whether the affected site is owned or operated by such person. Although Kronos has not incurred and does not currently anticipate any material liabilities in connection with such environmental laws, Kronos may be required to make expenditures for environmental remediation in the future.

While the laws regulating operations of industrial facilities in Europe vary from country to country, a common regulatory framework is provided by the European Union, or the EU. Germany and Belgium are members of the EU and follow its initiatives. Norway is not a member but generally patterns its environmental regulatory actions after those of the EU.

From time to time, Kronos' facilities may be subject to environmental regulatory enforcement under local or national laws. Typically, Kronos updates its compliance programs to resolve these matters. Occasionally, Kronos may pay penalties. To date, such penalties have not involved amounts having a material adverse effect on our consolidated financial position, results of operations or liquidity. Kronos believes all of its facilities are in substantial compliance with applicable environmental laws.

From time to time, new environmental, sustainability, health and safety regulations are passed or proposed in the countries in which Kronos operates or sells its products, seeking to regulate its operations or to restrict, limit or classify TiO₂. Kronos believes it is in substantial compliance with laws applicable to the regulation of TiO₂. However, increased regulatory scrutiny could affect consumer perception of TiO₂ or limit the marketability and demand for TiO₂ or products containing TiO₂ and increase Kronos' regulatory and compliance costs.

On October 1, 2021, EU Regulation No. 1272/2008 classifying dry TiO₂ and mixtures containing dry TiO₂ as a suspected carcinogen via inhalation went into force. Kronos' dry TiO₂ products do not meet the criteria set forth in the regulation and therefore do not require classification labels. On November 23, 2022 the Court of Justice of the European Union annulled the classification of TiO₂ as a suspected carcinogen in its entirety, which decision is currently under appeal.

Kronos' capital expenditures related to ongoing environmental compliance, protection and improvement programs, including capital expenditures which are primarily focused on increasing operating efficiency but also result in improved environmental protection such as lower emissions from its manufacturing facilities, were \$17 million in 2024 and are currently expected to be approximately \$24 million in 2025.

COMPONENT PRODUCTS SEGMENT – COMPX INTERNATIONAL INC.

Business overview

Through our majority-controlled subsidiary, CompX, we are a leading manufacturer of engineered components utilized in a variety of applications and industries. CompX manufactures security products including mechanical and electrical cabinet locks and other locking mechanisms used in postal, recreational transportation, office and institutional furniture, cabinetry, tool storage, healthcare applications and a variety of other industries. CompX also manufactures wake enhancement systems, stainless steel exhaust systems, gauges, throttle controls, trim tabs and related hardware and accessories for the recreational marine and various other industries. CompX continuously seeks to diversify into new

markets and identify new applications and features for its products, which it believes provides a greater potential for higher rates of earnings growth as well as diversification of risk.

Manufacturing, operations and products

Security Products. CompX's security products reporting unit manufactures mechanical and electrical cabinet locks and other locking mechanisms used in a variety of applications including mailboxes, ignition systems, file cabinets, desk drawers, tool storage cabinets, high security medical cabinetry, integrated inventory and access control secured narcotics boxes, electronic circuit panels, storage compartments, gas station security, vending and cash containment machines. CompX's security products reporting unit has one manufacturing facility in Mauldin, South Carolina and one in Grayslake, Illinois which is shared with its marine components reporting unit. CompX believes it is a North American market leader in the manufacture and sale of cabinet locks and other locking mechanisms. These products include:

- disc tumbler locks which provide moderate security and generally represent the lowest cost lock CompX produces;
- pin tumbler locks which are more costly to produce and are used in applications requiring higher levels of security, including *KeSet*[®] and *System 64*[®] (which each allow the user to change the keying on a single lock 64 times without removing the lock from its enclosure), *TuBar*[®] and *Turbine*[®] and
- CompX's innovative *CompX eLock*[®] and *StealthLock*[®] electronic locks which provide stand-alone or networked security and audit trail capability for drug storage and other valuables through the use of a proximity card, magnetic stripe, radio frequency or other keypad credential.

A substantial portion of security products' sales consist of products with specialized adaptations to an individual customer's specifications, some of which are listed above. CompX also has a standardized product line suitable for many customers, which is offered through a North American distribution network to locksmith and smaller original equipment manufacturer ("OEM") distributors via its *STOCK LOCKS*[®] distribution program.

Marine Components. CompX's marine components reporting unit manufactures and distributes wake enhancement systems, stainless steel exhaust components, gauges, throttle controls, trim tabs and related hardware and accessories primarily for ski/wakeboard boats (towboats) and performance boats. CompX's marine components reporting unit has a facility in Neenah, Wisconsin and a facility in Grayslake, Illinois which is shared with its security products reporting unit. CompX's specialty marine component products are high precision components designed to operate within tight tolerances in the highly demanding marine environment. These products include:

- wake enhancement devices, trim tabs, steering wheels, and billet aluminum accessories;
- original equipment and aftermarket stainless steel exhaust headers, exhaust pipes, mufflers and other exhaust components;
- high performance gauges such as GPS speedometers and tachometers;
- mechanical and electronic controls and throttles;
- dash panels, LED indicators, and wire harnesses; and
- grab handles, pin cleats and other accessories.

CompX operated three principal operating facilities at December 31, 2024 as shown below.

Facility Name	Reporting Unit	Location	Size (square feet)
Owned Facilities:			
National ⁽¹⁾	SP	Mauldin, SC	198,000
Grayslake ⁽¹⁾	SP/MC	Grayslake, IL	133,000
Custom ⁽¹⁾	MC	Neenah, WI	95,000

SP – Security Products

MC – Marine Components

⁽¹⁾ ISO-9001 registered facilities

Raw materials

CompX's primary raw materials are:

- Security Products - zinc and brass (for the manufacture of locking mechanisms).
- Marine Components - stainless steel (for the manufacture of exhaust headers and pipes and wake enhancement systems), aluminum (for the manufacture of throttles and trim tabs) and other components.

These raw materials are purchased from several suppliers, are readily available from numerous sources and accounted for approximately 13% of our Component Products Segment's total cost of sales for 2024. Total material costs, including purchased components, represented approximately 46% of our Component Products Segment's cost of sales in 2024.

CompX occasionally enters into short-term commodity-related raw material supply arrangements to mitigate the impact of future price increases in commodity-related raw materials, including zinc, brass, aluminum and stainless steel. These arrangements generally provide for stated unit prices based upon specified purchase volumes, which help CompX to stabilize its commodity-related raw material costs to a certain extent. At other times CompX may make spot market buys of larger quantities of raw materials to take advantage of favorable pricing or volume-based discounts. CompX's raw material prices were generally stable through the first half of 2024, although beginning in the latter half of the third quarter CompX began to experience moderate increases in certain raw material costs, particularly brass. The zinc market was volatile in 2024, but CompX was successful in making strategic spot buys to keep its costs consistent with 2023. Prices for aluminum and stainless steel, which are the primary raw materials used for the manufacture of marine components (including marine exhaust headers and pipes, wake enhancement systems, throttles and trim tabs), were relatively stable in 2024 because CompX took advantage of volume purchase opportunities during the year. In most cases, commodity raw materials CompX purchases include processing and conversion costs, such as alloying, extrusion and rolling, which remain elevated due to costs of labor, transportation, and energy. Processing and conversion costs are not expected to decrease and may negate the benefit of softening commodity prices on CompX's purchases. Based on current economic conditions, CompX expects the prices for zinc, brass, aluminum, stainless steel and other manufacturing materials in 2025 to be relatively stable, although governmental actions such as tariffs may impact markets. When purchased on the spot market, each of these raw materials may be subject to sudden and unanticipated price increases. When possible, CompX seeks to mitigate the impact of fluctuations in these raw material costs on its margins through improvements in production efficiencies or other operating cost reductions. In the event CompX is unable to offset raw material cost increases with other cost reductions, it may be difficult to recover those cost increases through increased product selling prices or raw material surcharges due to the competitive nature of the markets in which CompX competes. Consequently, overall operating margins can be negatively affected by commodity-related raw material cost pressures. Commodity market prices are cyclical, reflecting overall economic trends, specific developments in consuming industries and speculative investor activities.

Patents and trademarks

CompX holds a number of patents relating to its component products, certain of which it believes to be important to it and its continuing business activity. Patents generally have a term of 20 years, and CompX's patents have remaining terms ranging from one year to 16 years at December 31, 2024. CompX's major trademarks and brand names in addition to *CompX*[®] include:

Security Products	Security Products	Marine Components
<i>CompX</i> [®] <i>Security Products</i> [™]	<i>Lockview</i> [®]	<i>CompX Marine</i> [®]
<i>National Cabinet Lock</i> [®]	<i>System 64</i> [®]	<i>Custom Marine</i> [®]
<i>Fort Lock</i> [®]	<i>SlamCAM</i> [®]	<i>Livorsi</i> [®] <i>Marine</i>
<i>Timberline</i> [®] <i>Lock</i>	<i>RegulatoR</i> [®]	<i>Livorsi II</i> [®] <i>Marine</i>
<i>Chicago Lock</i> [®]	<i>CompXpress</i> [®]	<i>CMI Industrial</i> [®]
<i>STOCK LOCKS</i> [®]	<i>GEM</i> [®]	<i>Custom Marine</i> [®] <i>Stainless Exhaust</i>
<i>KeSet</i> [®]	<i>Turbine</i> [®]	<i>The #1 Choice in Performance Boating</i> [®]
<i>TuBar</i> [®]	<i>NARC iD</i> [®]	<i>Mega Rim</i> [®]
<i>StealthLock</i> [®]	<i>NARC</i> [®]	<i>Race Rim</i> [®]
<i>ACE</i> [®]	<i>ecoForce</i> [®]	<i>Vantage View</i> [®]
<i>ACE</i> [®] <i>II</i>	<i>Pearl</i> [®]	<i>GEN-X</i> [®]
<i>CompX eLock</i> [®]		

Sales, marketing and distribution

A majority of our Component Products Segment's sales are direct to large OEM customers through its factory-based sales and marketing professionals supported by engineers working in concert with field salespeople and independent manufacturer's representatives. CompX selects manufacturer's representatives based on special skills in certain markets or relationships with current or potential customers.

In addition to sales to large OEM customers, a substantial portion of CompX's security products sales are made through distributors. CompX has a significant North American market share of cabinet lock security product sales as a result of the locksmith distribution channel. CompX supports its locksmith distributor sales with a line of standardized products used by the largest segments of the marketplace. These products are packaged and merchandised for easy availability and handling by distributors and end users.

Our Component Products Segment sells to a diverse customer base with only one customer representing 10% or more of our Component Products Segment's sales in 2024 (United States Postal Service – 21%). Our Component Products Segment's largest ten customers accounted for approximately 47% of its sales in 2024.

Competition

The markets in which CompX participates are highly competitive. CompX competes primarily on the basis of product design, including space utilization and aesthetic factors, product quality and durability, price, on-time delivery, service and technical support. CompX focuses its efforts on the middle and high-end segments of the market, where product design, quality, durability and service are valued by the customer. CompX's security products reporting unit competes against a number of domestic and foreign manufacturers. CompX's marine components reporting unit competes with small domestic manufacturers and is minimally affected by foreign competitors.

Regulatory and environmental matters

CompX has a history of incorporating environmental management and compliance in its operations and decision making. CompX operates three manufacturing facilities and CompX's production processes requiring waste-water discharge are consolidated at its Mauldin, South Carolina facility. This facility has received a ReWa Compliance Excellence Award multiple years for its exemplary performance from Renewable Water Resources, an organization which

sets regulatory and water policies for the Mauldin facility's geographic region. In addition, CompX operates extensive scrap metal recycling programs to reduce landfill waste.

CompX's operations are subject to federal, state and local laws and regulations relating to the use, storage, handling, generation, transportation, treatment, emission, discharge, disposal, remediation of and exposure to hazardous and non-hazardous substances, materials and wastes, some of which are becoming stricter over time. CompX's operations are also subject to federal, state, and local laws and regulations relating to worker health and safety. CompX believes it is in substantial compliance with all such laws and regulations. To date, the costs of maintaining compliance with such laws and regulations have not significantly impacted CompX's results; however, it is possible future laws and regulations may require it to incur significant additional expenditures.

REAL ESTATE MANAGEMENT AND DEVELOPMENT SEGMENT – BASIC MANAGEMENT, INC. AND THE LANDWELL COMPANY

Business overview

Our Real Estate Management and Development Segment consists of our majority owned subsidiaries, BMI and LandWell. BMI and LandWell own real property in Henderson, Nevada. LandWell is actively engaged in efforts to develop certain real estate in Henderson, Nevada including approximately 2,100 acres zoned for residential/planned community purposes. BMI also was responsible for the delivery of water to the City of Henderson and various other users through a water distribution system owned and operated by Basic Water Company ("BWC"), a wholly-owned subsidiary of BMI, prior to BWC's bankruptcy filing and deconsolidation on September 10, 2022. BMI also provided certain utility services to an industrial park located in Henderson, Nevada prior to the sale of Basic Power Company ("BPC"), a wholly-owned subsidiary of BMI, on December 1, 2023. See Notes 2 and 3 to our Consolidated Financial Statements and also Item 7 – "Management's Discussion and Analysis of Financial Condition and Results of Operations – Real Estate Management and Development".

Operations and services

Over the years, LandWell and BMI have focused on developing and selling the land transferred to LandWell as part of its formation in the early 1950's as well as additional land holdings acquired by LandWell in the surrounding area subsequent to LandWell's formation (although BMI and LandWell have not had significant real property acquisitions since 2004). Since LandWell's formation, LandWell and BMI have had a history of successfully developing and selling retail, light industrial, commercial and residential projects in the Henderson, Nevada area. LandWell is focused primarily on the development of a large tract of land in Henderson zoned for residential/planned community purposes (approximately 2,100 acres). Planning and zoning work on the project began in 2007, but intensive development efforts of the residential/planned community did not begin until 2013 (with LandWell acting as the master developer for all such development efforts). LandWell markets and sells its residential/planned community to established home builders in tracts of land that are pre-zoned for a maximum number of home lots. LandWell supports the builders' efforts to market and sell specific residential homes within its residential/planned community through joint marketing campaign and community wide education efforts.

In addition, BMI, prior to BWC's bankruptcy filing and deconsolidation on September 10, 2022, delivered water to the City of Henderson and various other users through a water delivery system owned and operated by BWC, and prior to the sale of BPC on December 1, 2023, provided certain utility services to an industrial park located in Henderson, Nevada. Upon approval of the plan of reorganization by the bankruptcy court, substantially all BWC's assets were sold in November 2023. Following the sale of the BWC assets and BPC, BMI no longer provides services to the industrial park.

Sales

LandWell began marketing land for sale in the residential/planned community in December 2013 and at December 31, 2024 approximately 20 saleable acres remain. In addition, LandWell has been actively marketing and selling land zoned for commercial and light industrial use and at December 31, 2024 approximately 15 saleable acres remain. Contracts for land sales are negotiated on an individual basis, and sales terms and prices will vary based on such factors

as location (including location within a planned community), expected development work and individual buyer needs. Although land may be under contract or land sales may be completed, we do not recognize revenue until we have satisfied the criteria for revenue recognition. In most instances buyers can cancel an escrow agreement with no financial penalties until shortly before the closing date. In some instances, LandWell will receive cash proceeds at the time the contract closes and record deferred revenue for some or all of the cash amount received, with such deferred revenue being recognized in subsequent periods. Substantially all the land in the residential/planned community has been sold; however, we expect the development work to take two to three years to complete.

Our Real Estate Management and Development Segment's sales consist principally of land sales and to a lesser extent water (through September 2022) and electric delivery fees (prior to December 2023). During 2024 we had sales to three customers that exceeded 10% of our Real Estate Management and Development Segment's net sales (Lennar Homes – 23%, Richmond American Homes – 16% and American Homes for Rent – 14%) related to land sales.

Competition

There are multiple new construction residential communities in the greater Las Vegas, Nevada area. LandWell competes with these communities on the basis of location, planned community amenities and features, proximity to major retail and recreational activities, and the perception of quality of life within the new community. We believe LandWell's residential/planned community is unique within the greater Las Vegas area due to its location and planned amenities which include 490 acres of community and neighborhood parks and open space interconnected with major regional trails and parks. LandWell markets its residential/planned community to builders who target first-time to middle market home buyers to maximize sales.

Regulatory and environmental matters

LandWell and the subcontractors it uses must comply with many federal, state and local laws and regulations, including zoning, density and development requirements, building, environmental, advertising, labor and real estate sales rules and regulations. These regulations and requirements affect substantially all aspects of its land development. Our Real Estate Management and Development Segment's operations are subject to federal, state and local laws and regulations relating to the use, storage, handling, generation, transportation, treatment, emission, discharge, disposal, remediation of and exposure to hazardous and non-hazardous substances, materials and wastes. We believe our Real Estate Management and Development Segment is in substantial compliance with all such laws and regulations. To date, the costs of maintaining compliance with such laws and regulations have not significantly impacted our results. We currently do not anticipate our Real Estate Management and Development Segment will incur significant costs or expenses relating to such matters; however, it is possible future laws and regulations may require it to incur significant additional expenditures.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”)

We seek to operate our businesses in line with sound ESG principles that include corporate governance, social responsibility, sustainability and cybersecurity. We believe ESG means conducting operations with high standards of environmental and social responsibility, practicing exemplary ethical standards, focusing on safety as a top priority, respecting human rights and supporting our local communities, and continuously developing our employees. At our facilities, we undertake various environmental sustainability programs, and we promote social responsibility and volunteerism through programs designed to support and give back to the local communities in which we operate. Each of our locations maintains site-specific safety programs and disaster response and business continuity plans. All manufacturing facilities have detailed, site-specific emergency response procedures we believe adequately address regulatory compliance, vulnerability to potential hazards, emergency response and action plans, employee training, alarms and warning systems and crisis communication.

The U.S. government and various non-U.S. governmental agencies of countries in which Kronos operates have adopted or are contemplating regulatory changes relating to certain ESG topics, such as the Corporate Social Responsibility Directive adopted by the European Union on November 28, 2022 (EU CSRD). Kronos is evaluating and will continue to evaluate the applicability of the EU CSRD as regulatory guidance is issued and as the European countries in which it

operates adopt implementing legislation and Kronos will establish a compliance program to address any applicable requirements.

In an effort to align our non-employee directors' financial interests with those of our stockholders, our board of directors established share ownership guidelines for our non-management directors. In addition, we have adopted an insider trading policy that applies to both employees and non-employee directors.

Kronos has taken steps to integrate ESG considerations into operating decisions with other critical business factors. Kronos periodically publishes an ESG Report, which is available on its public website. The primary purpose of its ESG Report is to describe Kronos' policies and programs in the area of ESG, including certain internal metrics and benchmarks related to various aspects of ESG. Kronos voluntarily developed these internal metrics and benchmarks, which Kronos uses to identify progress and opportunities for improvement. These metrics are not intended to be directly comparable to similar metrics utilized by other companies to track ESG performance, as the standards, methodologies and assumptions used to determine these metrics vary by company and jurisdiction.

HUMAN CAPITAL RESOURCES

Employees

Our operating results depend in part on our ability to successfully manage our human capital resources, including attracting, identifying and retaining key talent. Each of our businesses has a well-trained labor force with a substantial number of long-tenured employees. Our businesses provide competitive compensation and benefits to our employees, some of which are offered under collective bargaining agreements. In addition to salaries, these programs, which vary by segment and by country/region, can include annual bonuses, a defined benefit pension plan, a defined contribution plan with employer matching, a profit sharing plan, healthcare and insurance benefits, health savings and flexible spending accounts, paid time off, family leave, family care resources, employee assistance programs and tuition assistance.

We recognize that everyone deserves respect and equal treatment. As a global company, we embrace diversity and collaboration in our workforce and our business initiatives. We are an equal opportunity employer, and we base employment decisions on merit, competence and qualifications, without regard to race, color, national origin, gender, age, religion, disability, sex, sexual orientation or other characteristics protected by applicable law in the jurisdictions in which we operate. We promote a respectful, diverse and inclusive workplace in which all individuals are treated with respect and dignity.

As of December 31, 2024, our Chemicals Segment employed the following number of people:

Europe	1,813
Canada	364
United States	347
Total	<u>2,524</u>

Certain employees at each of Kronos' production facilities are organized by labor unions. Kronos strives to maintain good relationships with all its employees, including the unions and workers' councils representing those employees. In Europe, Kronos' union employees are covered by master collective bargaining agreements for the chemical industry that are generally renewed annually. At December 31, 2024, approximately 75% of Kronos' worldwide workforce is organized under collective bargaining agreements. Kronos did not experience any work stoppages during 2024, although it is possible that there could be future work stoppages or other labor disruptions that could materially and adversely affect Kronos' business, results of operations, financial position or liquidity.

As of December 31, 2024, our Component Products Segment and our Real Estate Management and Development Segment employed 510 people and 16 people, respectively, all in the United States. We believe CompX's and BMI's labor relations are good.

Health and safety

Protecting the health and safety of our workforce, our customers, our business partners and the natural environment is one of our core values. We are committed to maintaining a strong safety culture where all workers meet or exceed required industry performance standards, and we continuously seek to improve occupational and process safety performance. We are conducting our businesses in ways that provide all personnel with a safe and healthy work environment and have established safety and environmental programs and goals to achieve such results. We expect our manufacturing facilities to produce our products safely and in compliance with local regulations, policies, standards and practices intended to protect the environment and people and have established global policies designed to promote such compliance. We require our employees to comply with such requirements. We provide our workers with the tools and training necessary to make the appropriate decisions to prevent accidents and injuries. Each of our operating facilities develops, maintains and implements safety programs encompassing key aspects of their operations. In addition, management reviews and evaluates safety performance throughout the year. We monitor conditions that could lead to a safety incident and keep track of injuries through reporting systems in accordance with laws in the jurisdictions in which we operate. With this data we calculate incident frequency rates to assess the quality of our safety performance. At the global level we also track overall safety performance. Each Kronos operating location is subject to local laws and regulations that dictate what injuries are required to be recorded and reported, which may differ from location to location and result in different methods of injury rate calculation. For internal global tracking, benchmarking and identification of opportunities for improvement, Kronos collects the location specific information and applies a U.S.-based injury rate calculation method to arrive at a global total frequency rate, which is expressed as the number of incidents at its operating locations per 200,000 hours. This internal safety metric may not be directly comparable to a recordable incident rate calculated under U.S. law. Kronos' global total frequency rate aggregating information about employees and contractors was 1.01 in 2022 (0.86 of the aggregate represents employees only), 0.95 in 2023 (0.74 of the aggregate represents employees only) and 0.70 in 2024 (0.80 of the aggregate represents employees only).

CompX uses lost time incidents as a key measure of worker safety. CompX defines lost time incidents as work-related accidents where a worker sustains an injury that results in time away from work. CompX had three lost time incidents in 2022, one in each of 2023 and 2024.

OTHER

NL Industries, Inc. – At December 31, 2024, NL owned approximately 87% of CompX and approximately 31% of Kronos. NL also holds certain marketable securities and other investments.

Tremont LLC – Tremont is primarily a holding company through which we hold our 63% ownership interest in BMI and our 77% ownership interest in LandWell. Our 77% ownership interest in LandWell includes 27% we hold through our ownership of Tremont and 50% held by a subsidiary of BMI. Tremont also owns 100% of Tall Pines Insurance Company, an insurance company that also holds certain marketable securities and other investments. See Note 17 to our Consolidated Financial Statements.

In addition, we also own real property related to certain of our former business units.

Business Strategy – We routinely compare our liquidity requirements and alternative uses of capital against the estimated future cash flows to be received from our subsidiaries and unconsolidated affiliates, and the estimated sales value of those businesses. As a result, we have in the past, and may in the future, seek to raise additional capital, refinance or restructure indebtedness, repurchase indebtedness in the market or otherwise, modify our dividend policy, consider the sale of an interest in our subsidiaries, business units, marketable securities or other assets, or take a combination of these or other steps, to increase liquidity, reduce indebtedness and fund future activities, which have in the past and may in the future involve related companies. From time to time, we and our related entities consider restructuring ownership interests among our subsidiaries and related companies. We expect to continue this activity in the future.

We and other entities that may be deemed to be controlled by or affiliated with Ms. Simmons and the Family Trust routinely evaluate acquisitions of interests in, or combinations with, companies, including related companies, that provide strategic opportunities and synergies or that we perceive to be undervalued in the marketplace. These companies

may or may not be engaged in businesses related to our current businesses. In some instances we actively manage the businesses we acquire with a focus on maximizing return-on-investment through cost reductions, capital expenditures, improved operating efficiencies, selective marketing to address market niches, disposition of marginal operations, use of leverage and redeployment of capital to more productive assets. In other instances, we have disposed of our interest in a company prior to gaining control. We intend to consider such activities in the future and may, in connection with such activities, consider issuing additional equity securities and increasing our indebtedness.

Website and Available Information – Our fiscal year ends December 31. We furnish our stockholders with annual reports containing audited financial statements. In addition, we file annual, quarterly and current reports, proxy and information statements and other information with the SEC. Certain of our consolidated subsidiaries (Kronos, NL and CompX) also file annual, quarterly and current reports, proxy and information statements and other information with the SEC. We also make our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments thereto, available free of charge through our website at www.valhi.net as soon as reasonably practical after they have been filed with the SEC. We also provide to anyone, without charge, copies of such documents upon written request. Requests should be directed to the attention of the Corporate Secretary at our address on the cover page of this Form 10-K.

Additional information, including our Audit Committee Charter, our Code of Business Conduct and Ethics and our Corporate Governance Guidelines, can also be found on our website. Information contained on our website is not part of this Annual Report.

The SEC maintains an internet website at www.sec.gov that contains reports, proxy and information statements and other information regarding issuers, such as us, that file electronically with the SEC.

ITEM 1A. RISK FACTORS

Listed below are certain risk factors associated with us and our businesses. See also certain risk factors discussed in Item 7 – “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates”. In addition to the potential effect of these risk factors, any risk factor which could result in reduced earnings or increased operating losses, or reduced liquidity, could in turn adversely affect our ability to service our liabilities or pay dividends on our common stock or adversely affect the quoted market prices for our securities.

Operational Risk Factors

Demand for, and prices of, certain of our Chemicals Segment’s products are influenced by changing market conditions for its products, which may result in reduced earnings or operating losses.

Our Chemicals Segment’s sales and profitability are largely dependent on the TiO₂ industry. In 2024, approximately 90% of our Chemicals Segment’s sales were attributable to sales of TiO₂. TiO₂ is used in many “quality of life” products for which demand historically has been linked to global, regional, and local gross domestic product and discretionary spending, which can be negatively impacted by regional and world events or economic conditions. Such events are likely to cause a decrease in demand for our products and, as a result, may have an adverse effect on our results of operations and financial condition.

Pricing within the global TiO₂ industry over the long term is cyclical and changes in economic conditions worldwide can significantly impact our Chemicals Segment’s earnings and operating cash flows. Historically, the markets for many of our Chemicals Segment’s products have experienced alternating periods of increasing and decreasing demand. Relative changes in the selling prices for our Chemicals Segment’s products are one of the main factors that affect the level of our Chemicals Segment’s profitability. In periods of increasing demand, our Chemicals Segment’s selling prices and profit margins generally will tend to increase, while in periods of decreasing demand selling prices and profit margins generally tend to decrease. In addition, pricing may affect customer inventory levels as customers may from time to time accelerate purchases of TiO₂ in advance of anticipated price increases or defer purchases of TiO₂ in advance of anticipated price decreases. Our Chemicals Segment’s ability to further increase capacity without additional investment in greenfield

or brownfield capacity may be limited and as a result, our Chemicals Segment's profitability may become even more dependent upon the selling prices of its products.

The TiO₂ industry is concentrated and highly competitive and our Chemical Segment faces price pressures in the markets in which it operates, which may result in reduced earnings or operating losses.

The global market in which our Chemicals Segment operates is concentrated, with the top five TiO₂ producers accounting for approximately 51% of the world's production capacity and is highly competitive. Competition is based on a number of factors, such as price, product quality and service. Our Chemicals Segment faces significant competition from international and regional competitors, including TiO₂ producers in China, who have significant sulfate production process capacity. Chinese producers have also continued to develop chloride process technology, and the risk of substitution of our Chemicals Segment's products with products made by Chinese producers could increase if Chinese producers increase the use of chloride process technology and improve the quality of their sulfate and chloride products. Some of our Chemicals Segment's competitors may be able to drive down prices for our Chemicals Segment's products if their costs are lower than our Chemicals Segment's costs, including its competitors with vertically integrated sources of raw materials for the chloride process who may have a competitive advantage during periods of high or rising raw material costs or who operate in regions with less stringent regulatory requirements. In addition, some of our Chemicals Segment's competitors' financial, technological and other resources may be greater than its resources and such competitors may be better able to withstand changes in market conditions. Our Chemicals Segment's competitors may be able to respond more quickly than it can to new or emerging technologies and changes in customer requirements. Further, consolidation of our Chemicals Segment's competitors or customers may result in reduced demand for its products or make it more difficult for it to compete with its competitors. The occurrence of any of these events could result in reduced earnings or operating losses.

Many of the markets in which our Component Products Segment operates are mature and highly competitive resulting in pricing pressure and the need to continuously reduce costs.

Many of the markets our Component Products Segment serves are highly competitive, with a number of competitors offering similar products. Our Component Products Segment focuses its efforts on the middle and high-end segment of the market where it feels that it can compete due to the importance of product design, quality and durability to the customer. However, our Component Products Segment's ability to effectively compete is impacted by a number of factors. The occurrence of any of these factors could result in reduced earnings or operating losses.

- Competitors may be able to drive down prices for our Component Products Segment's products beyond its ability to adjust costs because their costs are lower than our Component Products Segment's, especially products sourced from Asia.
- Competitors' financial, technological and other resources may be greater than our Component Products Segment's resources, which may enable them to more effectively withstand changes in market conditions.
- Competitors may be able to respond more quickly than our Component Products Segment can to new or emerging technologies and changes in customer requirements.
- Consolidation of our Component Products Segment's competitors or its customers in any of the markets in which it competes may result in reduced demand for its products.
- A reduction of our Component Products Segment's market share with one or more of its key customers, or a reduction in one or more of its key customers' market share for their end-use products, may reduce demand for its products.
- New competitors could emerge by modifying their existing production facilities to manufacture products that compete with our Component Products Segment's products.
- Our Component Products Segment may not be able to sustain a cost structure that enables it to be competitive.
- Customers may no longer value our Component Products Segment's product design, quality or durability over the lower cost products of its competitors.

Our development of innovative features for current products is critical to sustaining and growing our Component Product Segment's sales.

Historically, our Component Products Segment's ability to provide value-added custom engineered products that address requirements of technology and space utilization has been a key element of its success. Our Component Products Segment spends a significant amount of time and effort to refine, improve and adapt its existing products for new customers and applications. Since expenditures for these types of activities are not considered research and development expense under accounting principles generally accepted in the United States of America ("GAAP"), the amount of our Component Products Segment's research and development expenditures, which is not significant, is not indicative of the overall effort involved in the development of new product features. The introduction of new product features requires the coordination of the design, manufacturing and marketing of the new product features with current and potential customers. The ability to coordinate these activities with current and potential customers may be affected by factors beyond our Component Products Segment's control. While our Component Products Segment will continue to emphasize the introduction of innovative new product features that target customer-specific opportunities, we do not know if any new product features our Component Products Segment introduces will achieve the same degree of success that it has achieved with its existing products. At times our Component Products Segment works with new and existing customers on specific product innovations. Sometimes it has a cost sharing arrangement for development efforts, although our Component Products Segment may also fully bear the development costs. If a customer were to ultimately reject or abandon custom product innovation efforts, our Component Products Segment may not be able to recover its development costs.

Higher costs or limited availability of our raw materials may reduce our earnings and decrease our liquidity. In addition, many of our raw material contracts contain fixed quantities we are required to purchase.

For our Chemicals Segment, the number of sources for and availability of certain raw materials is specific to the particular geographical region in which our facilities are located. Titanium-containing feedstocks suitable for use in our Chemicals Segment's TiO₂ facilities are available from a limited number of suppliers around the world. Political and economic instability or increased regulations in the countries from which our Chemicals Segment purchases or mines its raw material supplies could adversely affect raw material availability. If our Chemicals Segment or its worldwide vendors are unable to meet their planned or contractual obligations and our Chemicals Segment is unable to obtain necessary raw materials, it could incur higher costs for raw materials or may be required to reduce production levels. Our Chemicals Segment experienced increases in feedstock costs in 2023 and 2024, for example, which affected its margins. Our Chemicals Segment has also experienced higher operating costs such as energy costs. Future variations in the cost of energy, which primarily reflect market prices for oil and natural gas, and for raw materials may significantly affect its operating results and decrease liquidity as our Chemicals Segment may not always be able to increase its selling prices to offset the impact of any higher costs or reduced production levels.

Our Chemicals Segment has supply contracts that provide for its TiO₂ feedstock requirements. While our Chemicals Segment believes it will be able to renew these contracts, as necessary, we do not know if our Chemicals Segment will be successful in renewing them or in obtaining long-term extensions to them prior to expiration. Our Chemicals Segment's current agreements require it to purchase certain minimum quantities of feedstock with minimum purchase commitments aggregating approximately \$542 million beginning in 2025 and extending through 2026. In addition, our Chemicals Segment has other long-term supply and service contracts that provide for various raw materials and services. These agreements require it to purchase certain minimum quantities or services with minimum purchase commitments aggregating approximately \$67 million at December 31, 2024. Our Chemicals Segment's commitments under these contracts could adversely affect our financial results if it significantly reduces its production and is unable to modify the contractual commitments.

Certain raw materials used in our Component Products Segment's products are commodities that are subject to significant fluctuations in price in response to world-wide supply and demand as well as speculative investor activity. Zinc and brass are the principal raw materials used in the manufacture of security products. Stainless steel and aluminum are the major raw materials used in the manufacture of marine components. These raw materials are purchased from several suppliers and are generally readily available from numerous sources. Our Component Products Segment occasionally enters into short-term raw material supply arrangements to mitigate the impact of future increases in commodity-related

raw material costs and ensure supply. Materials purchased outside of these arrangements are sometimes subject to unanticipated and sudden price increases.

Certain components used in our Component Products Segment's products are manufactured by foreign suppliers located in China and elsewhere. Global economic and political conditions, including natural disasters, terrorist acts, transportation disruptions, global conflict and public health crises such as pandemics, could prevent our Component Products Segment's vendors from being able to supply these components. Should our Component Products Segment's vendors not be able to meet their supply obligations or should it be otherwise unable to obtain necessary raw materials or components, it may incur higher supply costs or may be required to reduce production levels, either of which may decrease our liquidity or negatively impact our financial condition or results of operations as our Component Products Segment may be unable to offset the higher costs with increases in its selling prices or reductions in other operating costs.

Kronos' recent acquisition of the remaining 50% interest in LPC may not generate benefits we anticipate and may otherwise affect our business and prospects.

Kronos recently completed the LPC acquisition in which it purchased the 50% ownership interest in LPC it did not previously own. If Kronos experiences unforeseen technological, operational or other difficulties in managing the integration of LPC as its wholly-owned subsidiary, Kronos may not be able to implement the process innovations at the facility that it expects. In addition, Kronos may not be able to achieve the synergies or improve efficiency and product quality that it expects. With or without such difficulties, the integration of the LPC facility into Kronos' operations may divert significant management time and attention from its other operations. If Kronos fails to successfully integrate LPC into its operations, or if the LPC acquisition does not provide expected synergies or sales increases, or if LPC has unexpected legal, regulatory, or financial liabilities, our business, financial condition, results of operations and prospects could be adversely affected.

Our Real Estate Management and Development Segment has significant development obligations related to a residential/planned community in Henderson, Nevada. Increases in labor or construction costs related to the completion of such development obligations may reduce our earnings and decrease our liquidity.

A substantial portion of the revenues and assets associated with our Real Estate Management and Development Segment relates to certain land under development in Henderson, Nevada, including approximately 2,100 acres zoned for residential/planned community purposes. A substantial majority of the land in the residential/planned community was sold prior to 2024. We generally recognize revenue from these land sales over time using cost-based inputs because we receive substantially all cash payment at the time of sale but significant development obligations still exist. We currently estimate development obligations are approximately \$78 million and will take approximately two to three years to complete. Our estimates of our development obligations include certain assumptions about future labor and construction costs. If actual costs were significantly above our estimates, revenue, profits and liquidity in our Real Estate Management and Development Segment may be significantly and negatively affected.

Financial Risk Factors

Our assets consist primarily of investments in our operating subsidiaries, and we are dependent upon distributions from our subsidiaries to service our liabilities.

The majority of our operating cash flows are generated by our operating subsidiaries, and our ability to service liabilities and pay dividends on our common stock depends to a large extent upon the cash dividends or other distributions we receive from our subsidiaries. Our subsidiaries are separate and distinct legal entities and they have no obligation, contingent or otherwise, to pay cash dividends or other distributions to us. In addition, the payment of dividends or other distributions from our subsidiaries could be subject to restrictions under applicable law, monetary transfer restrictions, currency exchange regulations in jurisdictions in which our subsidiaries operate or any other restrictions imposed by current or future agreements to which our subsidiaries may be a party, including debt instruments. Events beyond our control, including changes in general business and economic conditions, could adversely impact the ability of our subsidiaries to pay dividends or make other distributions to us. If our subsidiaries were to become unable to make sufficient

cash dividends or other distributions to us, our ability to service our liabilities and to pay dividends on our common stock could be adversely affected.

In addition, a significant portion of our assets consist of ownership interests in our subsidiaries. If we were required to liquidate our subsidiaries' securities in order to generate funds to satisfy our liabilities, we may be required to sell such securities at a time or times for less than what we believe to be the long-term value of such assets.

Our leverage may impair our financial condition or limit our ability to operate our businesses.

We have a significant amount of debt, primarily related to Kronos' 9.50% Senior Secured Notes due 2029, Kronos' 3.75% Senior Secured Notes due 2025, Kronos' term loan from Contran, Kronos' borrowings on its global revolving credit facility (the "Global Revolver"), our loan from Contran Corporation and the LandWell bank note. As of December 31, 2024, our total consolidated debt was approximately \$563 million. Our level of debt could have important consequences to our stockholders and creditors, including:

- making it more difficult for us to satisfy our obligations with respect to our liabilities;
- increasing our vulnerability to adverse general economic and industry conditions;
- requiring that a portion of our cash flows from operations be used for the payment of interest on our debt, which reduces our ability to use our cash flow to fund working capital, capital expenditures, dividends on our common stock, acquisitions or general corporate requirements;
- limiting the ability of our subsidiaries to pay dividends to us;
- limiting our ability to obtain additional financing to fund future working capital, capital expenditures, acquisitions or general corporate requirements;
- limiting our flexibility in planning for, or reacting to, changes in our businesses and the industries in which we operate; and
- placing us at a competitive disadvantage relative to other less leveraged competitors.

Indebtedness outstanding under our loan from Contran and Kronos' Global Revolver accrues interest at variable rates. To the extent market interest rates rise, the cost of our debt could increase, even if the amount borrowed remains the same, adversely affecting financial condition, results of operations and cash flows.

In addition to our indebtedness, we are party to various lease and other agreements (including feedstock purchase contracts and other long-term supply and service contracts as discussed above) pursuant to which, along with our indebtedness, we are committed to pay approximately \$794 million in 2025. Our ability to make payments on and refinance our debt and to fund planned capital expenditures depends on our ability to generate cash flow in the future. To some extent, this is subject to general economic, financial, competitive, legislative, regulatory, and other factors that are beyond our control. In addition, our ability to borrow funds under certain of our revolving credit facilities in the future, in some instances, will depend in part on these subsidiaries' ability to maintain specified financial ratios and satisfy certain financial covenants contained in the applicable credit agreement.

Our businesses may not generate cash flows from operating activities sufficient to enable us to pay our debts when they become due and to fund our other liquidity needs. As a result, we may need to refinance all or a portion of our debt before maturity, as we have done in the past. We may not be able to refinance any of our debt in a timely manner on favorable terms, if at all, in the current credit markets. Any inability to generate sufficient cash flows or to refinance our debt on favorable terms could have a material adverse effect on our financial condition.

Changes in currency exchange rates and interest rates can adversely affect our net sales, profits, and cash flows.

We operate our businesses in several different countries and sell our products worldwide. For example, during 2023 and 2024 approximately 44% of our Chemicals Segment's sales volumes were sold into European markets. The majority (but not all) of our sales from our Chemicals Segment's operations outside the United States are denominated in

currencies other than the United States dollar, primarily the euro, other major European currencies and the Canadian dollar. Therefore, we are exposed to risks related to the need to convert currencies we receive from the sale of our products into the currencies required to pay for certain of our operating costs and expenses and other liabilities (including indebtedness), all of which could result in future losses depending on fluctuations in currency exchange rates and affect the comparability of our results of operations between periods.

Legal, Compliance and Regulatory Risk Factors

We could incur significant costs related to legal and environmental remediation matters.

NL formerly manufactured lead pigments for use in paint. NL and others have been named as defendants in various legal proceedings seeking damages for personal injury, property damage and governmental expenditures allegedly caused by the use of lead-based paints. These lawsuits seek recovery under a variety of theories, including public and private nuisance, negligent product design, negligent failure to warn, strict liability, breach of warranty, conspiracy/concert of action, aiding and abetting, enterprise liability, market share or risk contribution liability, intentional tort, fraud and misrepresentation, violations of state consumer protection statutes, supplier negligence and similar claims. The plaintiffs in these actions generally seek to impose on the defendants responsibility for lead paint abatement and health concerns associated with the use of lead-based paints, including damages for personal injury, contribution and/or indemnification for medical expenses, medical monitoring expenses and costs for educational programs. NL entered into a legal settlement in one public-nuisance lead pigment case and has recognized a material liability related to the settlement. Any additional liability NL might incur in the future for these matters could be material. See also Item 3 - "Legal Proceedings - Lead pigment litigation - NL."

Certain properties and facilities used in NL's former operations are the subject of litigation, administrative proceedings or investigations arising under various environmental laws. These proceedings seek cleanup costs, personal injury or property damages and/or damages for injury to natural resources. Some of these proceedings involve claims for substantial amounts. Environmental obligations are difficult to assess and estimate for numerous reasons, and we may incur costs for environmental remediation in the future in excess of amounts currently estimated. Any liability we might incur in the future could be material. See also Item 3 - "Legal Proceedings - Environmental matters and litigation."

Environmental, health and safety laws and regulations may result in increased regulatory scrutiny which could decrease demand for our products, increase our manufacturing and compliance costs or obligations and result in unanticipated losses which could negatively impact our financial results or limit our ability to operate our Chemicals Segment's business.

From time to time, new environmental, health and safety regulations are passed or proposed in the countries in which we operate or sell our products, seeking to regulate our operations or to restrict, limit or classify TiO₂, or its use. Increased regulatory scrutiny could affect consumer perception of TiO₂ or limit the marketability and demand for TiO₂ or products containing TiO₂ or increase our manufacturing and regulatory compliance obligations and costs. Increased compliance obligations and costs or restrictions on operations, raw materials and certain TiO₂ applications could negatively impact our future financial results through increased costs of production, or reduced sales which may decrease our liquidity, operating income and results of operations.

If some or all of our intellectual property were to be declared invalid, held to be unenforceable or copied by competitors or some or all of our confidential information become known to competitors, or if our competitors were to develop similar or superior intellectual property or technology, our ability to compete could be adversely impacted.

Protection of our intellectual property rights, including patents, copyrights, trade secrets, confidential information, trademarks and tradenames, is important to our businesses and our competitive positions. We endeavor to protect our intellectual property rights in key jurisdictions in which our products are produced, sold or used and in jurisdictions into which our products are imported. However, we may be unable to obtain protection for our intellectual property in key jurisdictions. Although we own and have applied for numerous patents and trademarks throughout the world, we may have to engage in judicial enforcement in order to protect our patent rights and other proprietary rights.

Our patents and other intellectual property rights may be challenged, invalidated, circumvented, rendered unenforceable or otherwise compromised. A failure to protect, defend or enforce our intellectual property could have an adverse effect on our financial condition and results of operations. Similarly, third parties may assert claims against us and our customers and distributors alleging our products infringe upon third-party intellectual property rights. In the event that any such third-party prevails against us on such claims, there could be an adverse effect on our financial condition and results of operations.

Although it is the practice of our Chemicals Segment to enter into confidentiality agreements with its employees and third parties to protect its proprietary expertise and other trade secrets, these agreements may not provide sufficient protection for its trade secrets or proprietary know-how, or adequate remedies for breaches of such agreements may not be available in the event of an unauthorized use or disclosure of such trade secrets and know-how. Our Chemicals Segment also may not be able to readily detect breaches of such agreements. The failure of our Chemicals Segment's confidentiality agreements to protect its proprietary technology, know-how or trade secrets could result in a material loss of its competitive position, which could lead to significantly lower revenues, reduced profit margins or loss of market share.

Our Component Products Segment relies on patent, trademark and trade secret laws in the United States and similar laws in other countries to establish and maintain our intellectual property rights in our technology and designs. Despite these measures, any of our intellectual property rights could be challenged, invalidated, circumvented or misappropriated. Third parties may independently discover our trade secrets and proprietary information, and in such cases our Component Products Segment could not assert any trade secret rights against such parties. Further, we do not know if any of our Component Products Segment's pending trademark or patent applications will be approved. Costly and time-consuming litigation could be necessary to enforce and determine the scope of our intellectual property rights. In addition, the laws of certain countries do not protect intellectual property rights to the same extent as the laws of the United States. Therefore, in certain jurisdictions, we may be unable to protect our technology and designs adequately against unauthorized third-party use, which could adversely affect our competitive position.

Third parties may claim that we or our customers are infringing upon their intellectual property rights. Even if we believe that such claims are without merit, they can be time-consuming and costly to defend and distract our management's and technical staff's attention and resources. Claims of intellectual property infringement also might require us to redesign affected technology, enter into costly settlement or license agreements or pay costly damage awards, or face a temporary or permanent injunction prohibiting us from marketing or selling certain of our technology. If we cannot or do not license the infringed technology on reasonable pricing terms or at all, or substitute similar technology from another source, our business could be adversely impacted.

If we must take legal action to protect, defend or enforce our intellectual property rights, any suits or proceedings could result in significant costs, including attorney's fees and diversion of resources and management's attention, and we may not prevail in any such suits or proceedings.

Global climate change laws and regulations could negatively impact our financial results or limit our ability to operate our businesses.

We operate production facilities in several countries and many of our facilities require large amounts of energy, including electricity and natural gas, in order to conduct operations. The U.S. government and various non-U.S. governmental agencies of countries in which we operate have determined the consumption of energy derived from fossil fuels is a major contributor to climate change and have adopted or are contemplating regulatory changes in response to the potential impact of climate change, including laws and regulations requiring enhanced reporting (such as the Corporate Social Responsibility Directive adopted by the European Union on November 28, 2022) as well as legislation regarding carbon emission costs, GHG emissions and renewable energy targets. International treaties or agreements may also result in increasing regulation of GHG emissions, including emissions permits and/or energy taxes or the introduction of carbon emissions trading mechanisms. To date, the existing GHG laws and regulations in effect in the various countries in which we operate have not had a material adverse effect on our financial results. Until the timing, scope and extent of any new or future regulation become known, we cannot predict the effect on our business, results of operations or financial condition. However, if further GHG laws and regulations were to be enacted in one or more countries, it could negatively impact our future results of operations through increased costs of production, particularly as it relates to our energy requirements or our need to obtain emissions permits. If such increased costs of production were to materialize, we may

be unable to pass price increases on to our customers to compensate for increased production costs, which may decrease our liquidity, operating income and results of operations. In addition, any adopted future laws and regulations focused on climate change and/or GHG emissions could negatively impact our ability (or that of our customers and suppliers) to compete with companies situated in areas not subject to such laws and regulations.

General Risk Factors

Operating as a global business presents risks associated with global and regional economic, political and regulatory environments.

Our Chemicals Segment manufactures and distributes its products globally. Our Chemicals Segment's revenue from non-U.S. markets accounted for approximately 68%, 66%, and 66% of its revenue for the years ended December 31, 2022, 2023 and 2024, respectively. Our Chemicals Segment has significant international operations which, along with its customers and suppliers, could be substantially affected by a number of risks arising from operating a multi-national business, including:

- global or regional economic downturns;
- changes in tariffs, trade barriers, and regulatory requirements, such as the enactment of tariffs on goods imported into the U.S. including, but not limited to, the recently enacted tariff on goods imported from Canada where it manufactures a significant portion of the TiO₂ it sells in North America. Tariffs could make its products more expensive which would reduce demand or require our Chemicals Segment to absorb the increased costs reducing its operating margins;
- protectionist laws, policies, and business practices and nationalistic campaigns such as economic sanctions and exchange controls;
- U.S. relations with the governments of the other countries in which our Chemicals Segment operates;
- terrorism, armed conflict (such as the current conflicts between Russia and Ukraine and Israel and Hamas);
- natural disasters, pandemics or other health crises, climate change, and other events beyond our control;
- difficulties enforcing agreements or other legal rights; and
- our Chemicals Segment's effective tax rate may fluctuate based on the variability of geographic earnings and statutory rates.

TiO₂ production requires significant energy input, and economic sanctions or supply disruptions resulting from armed conflict could lead to additional volatility in global energy prices and energy supply disruptions. These risks, individually or in the aggregate, could have an adverse effect on our results of operations and financial condition.

Our Chemicals Segment is experiencing increasing competition from China. Chinese competition generally has lower operating costs due to less stringent regulatory and environmental compliance requirements and less expensive energy prices. China has dumped lower cost sulfate process TiO₂ into the markets our Chemicals Segment serves. In some cases, the TiO₂ industry has been successful in getting anti-competitive duties enacted on Chinese imports such as the European duties enacted in 2024.

The U.S. federal government has recently implemented tariffs on certain foreign goods and may implement additional tariffs on foreign goods. For example, on March 4, 2025, the U.S. government implemented a 25% tariff on all imports from Mexico and Canada into the U.S. As our Chemicals Segment currently manufactures a significant portion of its North American TiO₂ in Canada, if sustained for an extended period of time, the 25% tariff on our Chemicals Segment's imports into the U.S. from Canada, without exclusion, will make its products manufactured in Canada and sold into the U.S. more expensive. As a result, demand for these products could be reduced, or our Chemicals Segment could be required to absorb the increased costs or increase prices of such products. Such tariffs and, if enacted, any further legislation or actions taken by the U.S. government that restrict trade, such as additional tariffs, trade barriers and other protectionist or retaliatory measures taken in response, could adversely impact our Chemicals Segment's ability to sell its products in the U.S. or reduce its revenues and gross margins. These measures may also increase our Chemicals Segment's costs of Canadian

feedstock imported into the U.S. and could adversely impact its gross margins or require our Chemicals Segment to raise prices thereby making its products less competitive. Additional tariffs imposed by the U.S or any retaliatory or reciprocal tariffs imposed by other countries could also increase the cost of feedstock and other raw materials that go into making TiO₂, the extent of which is unknown. The ultimate impact of any tariffs will depend on various factors, including the length of time tariffs are ultimately implemented and the amount, scope and nature of the tariffs.

Technology failures or cybersecurity breaches could have a material adverse effect on our operations.

Our businesses rely on integrated information technology systems to manage, process and analyze data, including to facilitate the manufacture and distribution of products to and from our facilities, receive, process and ship orders, manage the billing of and collections from customers and manage payments to vendors. Although we have systems and procedures in place to protect our information technology systems, there can be no assurance that such systems and procedures will be sufficiently effective. Therefore, any of our information technology systems may be susceptible to outages, disruptions or destruction from power outages, telecommunications failures, employee error, cybersecurity breaches or attacks and other similar events. This could result in a disruption of our business operations, injury to people, harm to the environment or our assets, and/or the inability to access our information technology systems and could adversely affect our results of operations and financial condition. We have in the past experienced, and we expect to continue to experience, cyber-attacks, including phishing and other attempts to breach or gain unauthorized access to, our systems, and vulnerabilities introduced into our systems by trusted third-party vendors who have experienced cyber-attacks. To date we have not suffered breaches in our systems, either directly or through a trusted third-party vendor, which have led to material losses. Due to the increase in global cybersecurity incidents it has become increasingly difficult to obtain insurance coverage on reasonable pricing terms to mitigate some risks associated with technology failures or cybersecurity breaches, and we are experiencing such difficulties in obtaining insurance coverage.

Physical impacts of climate change could have a material adverse effect on our costs and operations.

Climate change may increase both the frequency and severity of extreme weather conditions and natural disasters, such as hurricanes, thunderstorms, tornadoes, drought and snow or ice storms. Extreme weather conditions may increase our costs or cause damage to our facilities, and any damage resulting from extreme weather may not be fully insured. Climate change has also been associated with rising sea levels and many of our facilities are located near coastal areas or waterways where rising sea levels or flooding could disrupt our operations or adversely impact our facilities. Furthermore, periods of extended inclement weather or associated droughts or flooding may inhibit our facility operations and delay or hinder shipments of our products to customers. Any such events could have a material adverse effect on our costs or results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

We operate through our subsidiaries and receive services through our intercorporate services agreement (“ISA”) with Contran (see Note 17 to our Consolidated Financial Statements). We recognize the importance of proactively assessing, identifying, and managing material risks associated with cybersecurity threats. These risks include, among other things: operational disruptions, intellectual property theft, fraud, extortion, harm to employees or customers and violation of data privacy or security laws. Our cybersecurity programs are built on both operational and compliance foundations. The operational component focuses on continuous detection, prevention, measurement, analysis, and response to cybersecurity alerts and incidents and on emerging threats. The compliance component establishes oversight of our cybersecurity programs by creating risk-based controls to protect the integrity, confidentiality, accessibility and availability of company data stored, processed or transferred. Our cybersecurity program is fully integrated into our enterprise-wide risk management framework.

Kronos and CompX each have their own cybersecurity programs. Our corporate cybersecurity program is led by our chief information officer (“CIO”), who is responsible for developing and executing our overall information security

strategy, policy, security engineering, operations and cyber threat detection and response. Our corporate information systems are owned and operated by Contran and provided to us through the ISA. Our CIO, who also serves as the Kronos CIO, reports to our and Kronos' chief executive officers, respectively. CompX's cybersecurity program is led by the director of information technology ("IT"). The director of IT reports to CompX's vice president in charge of coordinating operational activities within CompX's two operating reporting units. Both our CIO and the CompX director of IT have extensive information technology and program management experience and lead teams that have many years of experience with each organization. Cybersecurity risks at each company are also reviewed and tested annually through third-party assessments and internal and external information technology audits. Our, Kronos' and CompX's information technology teams review cybersecurity risks at least annually, integrating findings into strategic risk assessments.

We, Kronos and CompX continually enhance our cyber defense strategy with the ultimate goal of preventing cybersecurity incidents to the extent feasible, while simultaneously bolstering our system resilience in an effort to minimize the business impact should an incident occur. Third parties also play a role in our cybersecurity. We, Kronos and CompX engage reputable third-party security firms for consultation on industry best practices and regulatory standards and to conduct routine evaluations of our cybersecurity, such as through penetration testing and security audits; these evaluations include testing both the design and operational effectiveness of security controls. All employees are required to complete cybersecurity training at least once a year and have access to more frequent cybersecurity training through periodic updates. Employees in certain roles also receive additional role-based, specialized cybersecurity training.

We, Kronos and CompX each have a Cybersecurity Incident Disclosure and Controls Committee ("CIDAC") which is central to the response and evaluation of cybersecurity incidents. Our CIDAC is comprised of our CIO and other senior executives including our chief executive officer, chief financial officer and general counsel. Security events and data incidents are evaluated, ranked by severity and prioritized for response and remediation. The IT teams are responsible for categorizing cybersecurity incidents, and those deemed high-risk or critical are escalated to the CIDAC for review and response coordination. Incidents are evaluated to determine materiality and for operational, financial and reputational impact. Our CIDAC, as well as the Kronos and CompX CIDAC, performs simulations and tabletop exercises at a management level to evaluate our readiness and response to cybersecurity incidents. As needed, we collaborate with external cybersecurity experts and legal advisors to help ensure a robust response strategy.

Our board of directors oversees management's processes for identifying and mitigating risks, including cybersecurity risks, to help align our risk exposure with our strategic objectives. Senior leadership, including our chief financial officer and CIO, provides regular updates to the board of directors on our cybersecurity posture, emerging threats and our risk mitigation efforts. Our board of directors is apprised of cybersecurity incidents deemed to have significant business impact, even if they are not material to us. The board has delegated some of its primary risk oversight to board committees, including that our audit committee facilitates the board's process of oversight of our overall risk management approach. Our full board retains oversight of cybersecurity because of its importance to us and visibility with our customers.

In the event of an incident, we follow a structured incident response playbook, which outlines clear and defined steps to be followed from incident detection to mitigation, recovery and notification, including notifying functional areas (such as legal and human resources), senior leadership and the board, as appropriate. We also conduct post-incident reviews to identify lessons learned and implement continuous improvements.

We, Kronos and CompX face a number of cybersecurity risks. To date, such risks have not materially affected us, including our business strategy, results of operations or financial condition. While we have not experienced any major breaches, we actively monitor and mitigate cyber threats, including phishing attempts, malware and targeted attacks. Thus far all such incidents have been minor, isolated and promptly contained. For more information about the cybersecurity risks we face, see the risk factor entitled "Technology failures or cybersecurity breaches could have a material adverse effect on our operations." in Item 1A- "Risk Factors."

ITEM 2. PROPERTIES

We along with our subsidiaries, Kronos, CompX and NL lease office space through Contran for our principal executive offices in Dallas, Texas. Our BMI and LandWell subsidiaries' principal offices are in an owned building in

Henderson, Nevada. A list of principal operating facilities for each of our subsidiaries is described in the applicable business sections of Item 1 – “Business.” We believe our facilities are generally adequate and suitable for their respective uses.

ITEM 3. LEGAL PROCEEDINGS

We are involved in various legal proceedings. In addition to information included below, certain information called for by this Item is included in Note 18 to our Consolidated Financial Statements, which is incorporated herein by reference.

Lead Pigment Litigation – NL

NL’s former operations included the manufacture of lead pigments for use in paint and lead-based paint. NL, other former manufacturers of lead pigments for use in paint and lead-based paint (together, the “former pigment manufacturers”), and the Lead Industries Association (“LIA”), which discontinued business operations in 2002, have previously been named as defendants in various legal proceedings seeking damages for personal injury, property damage and governmental expenditures allegedly caused by the use of lead-based paints. Certain of these actions were filed by or on behalf of states, counties, cities or their public housing authorities and school districts, and certain others were asserted as class actions. NL currently has no pending lead paint class action cases or pending lead paint cases brought by housing authorities, school districts or other government entities.

In the matter titled *County of Santa Clara v. Atlantic Richfield Company, et al.* (Superior Court of the State of California, County of Santa Clara, Case No. 1-00-CV-788657) on July 24, 2019, an order approving a global settlement agreement entered into among all of the plaintiffs and the three defendants remaining in the case (the Sherwin Williams Company, ConAgra Grocery Products and NL) was entered by the court and the case was dismissed with prejudice. The global settlement agreement provides that an aggregate \$305 million will be paid collectively by the three co-defendants in full satisfaction of all claims resulting in a dismissal of the case with prejudice and the resolution of (i) all pending and future claims by the plaintiffs in the case, and (ii) all potential claims for contribution or indemnity between NL and its co-defendants in respect to the case. In the agreement, NL expressly denies any and all liability and the dismissal of the case with prejudice was entered by the court without a final judgment of liability entered against NL. The settlement agreement fully concludes this matter.

Under the terms of the global settlement agreement, each defendant must pay an aggregate \$101.7 million to the plaintiffs as follows: \$25.0 million within sixty days of the court’s approval of the settlement and dismissal of the case, and the remaining \$76.7 million in six annual installments beginning on the first anniversary of the initial payment (\$12.0 million for the first five installments and \$16.7 million for the sixth installment). NL’s sixth installment due in September 2025 will be made with funds already on deposit at the court, which is included in current restricted cash on our Consolidated Balance Sheets, that are committed to the settlement, including all accrued interest at the date of payment, with any remaining balance to be paid by NL (and any amounts on deposit in excess of the final payment would be returned to NL). Pursuant to the settlement agreement, NL had placed an additional \$9.0 million into an escrow account which was previously included in noncurrent restricted cash on our Consolidated Balance Sheets. Following NL’s fifth \$12.0 million installment made in September 2024, these funds became available for use and were reclassified as cash equivalents on our Consolidated Balance Sheet.

For financial reporting purposes, using a discount rate of 1.9% per annum, we discounted the aggregate \$101.7 million settlement to the estimated net present value of \$96.3 million. NL made the initial \$25.0 million payment in September 2019 and five annual installment payments of \$12.0 million beginning in September 2020 and each September thereafter through 2024. We recognized an aggregate accretion expense of \$.9 million, \$.7 million and \$.5 million in 2022, 2023 and 2024, respectively.

In January 2024, NL was served with a third-party complaint in a matter titled *Arrioena Beal v. Hattie Mitchell, et al.* (Circuit Court of Milwaukee County, Wisconsin, Case No. 21-cv-3276). The plaintiff in this case sued her former landlords and several former manufacturers of lead paint for injuries allegedly attributable to lead paint, but did not sue NL. Several of the former lead paint manufacturer defendants later filed a third-party complaint against NL, seeking

contribution for any damages they may ultimately have to pay to the plaintiff. NL believes it has substantial defenses to these claims under Wisconsin law and intends to defend itself vigorously.

New cases may continue to be filed against NL. We do not know if NL will incur liability in the future in respect of any of the pending or possible litigation in view of the inherent uncertainties involved in court and jury rulings. In the future, if new information regarding such matters becomes available to us (such as a final, non-appealable adverse verdict against NL or otherwise ultimately being found liable with respect to such matters), at that time we would consider such information in evaluating any remaining cases then-pending against NL as to whether it might then have become probable NL has incurred liability with respect to these matters, and whether such liability, if any, could have become reasonably estimable. The resolution of any of these cases could result in the recognition of a loss contingency accrual that could have a material adverse impact on our net income for the interim or annual period during which such liability is recognized and a material adverse impact on our consolidated financial condition and liquidity.

Environmental Matters and Litigation

Certain properties and facilities used in our former operations (primarily NL's former operations), including divested primary and secondary lead smelters and former mining locations, are the subject of civil litigation, administrative proceedings or investigations arising under federal and state environmental laws and common law. Additionally, in connection with past operating practices, we are currently involved as a defendant, potentially responsible party ("PRP") or both, pursuant to the Comprehensive Environmental Response, Compensation and Liability Act, as amended by the Superfund Amendments and Reauthorization Act ("CERCLA"), and similar state laws in various governmental and private actions associated with waste disposal sites, mining locations, and facilities that we or our predecessors and NL or its predecessors, subsidiaries or their predecessors currently or previously owned, operated or used, certain of which are on the United States Environmental Protection Agency's ("EPA") Superfund National Priorities List or similar state lists. These proceedings seek cleanup costs, damages for personal injury or property damage and/or damages for injury to natural resources. Certain of these proceedings involve claims for substantial amounts. Although we may be jointly and severally liable for these costs, in most cases NL is only one of a number of PRPs who may also be jointly and severally liable, and among whom costs may be shared or allocated. In addition, we are occasionally named as a party in a number of personal injury lawsuits filed in various jurisdictions alleging claims related to environmental conditions alleged to have resulted from our operations.

Obligations associated with environmental remediation and related matters are difficult to assess and estimate for numerous reasons including the:

- complexity and differing interpretations of governmental regulations,
- number of PRPs and their ability or willingness to fund such allocation of costs,
- financial capabilities of the PRPs and the allocation of costs among them,
- solvency of other PRPs,
- multiplicity of possible solutions,
- number of years of investigatory, remedial and monitoring activity required,
- uncertainty over the extent, if any, to which our former operations might have contributed to the conditions allegedly giving rise to such personal injury, property damage, natural resource and related claims, and
- number of years between former operations and notice of claims and lack of information and documents about the former operations.

In addition, the imposition of more stringent standards or requirements under environmental laws or regulations, new developments or changes regarding site cleanup costs or the allocation of costs among PRPs, solvency of other PRPs, the results of future testing and analysis undertaken with respect to certain sites or a determination that we are potentially responsible for the release of hazardous substances at other sites, could cause our expenditures to exceed our current estimates. Actual costs could exceed accrued amounts or the upper end of the range for sites for which estimates have been

made, and costs may be incurred for sites where no estimates presently can be made. Further, additional environmental and related matters may arise in the future. If we were to incur any future liability, this could have a material adverse effect on our Consolidated Financial Statements, results of operations and liquidity.

We record liabilities related to environmental remediation and related matters (including costs associated with damages for personal injury or property damage and/or damages for injury to natural resources) when estimated future expenditures are probable and reasonably estimable. We adjust such accruals as further information becomes available to us or as circumstances change. Unless the amounts and timing of such estimated future expenditures are fixed and reasonably determinable, we generally do not discount estimated future expenditures to their present value due to the uncertainty of the timing of the payout. We recognize recoveries of costs from other parties, if any, as assets when their receipt is deemed probable.

We do not know and cannot estimate the exact time frame over which we will make payments for our accrued environmental and related costs. The timing of payments depends upon a number of factors, including but not limited to the timing of the actual remediation process; which in turn depends on factors outside of our control. At each balance sheet date, we estimate the amount of the accrued environmental and related costs which we expect to pay within the next twelve months, and we classify this estimate as a current liability. We classify the remaining accrued environmental costs as a noncurrent liability.

On a quarterly basis, we evaluate the potential range of our liability for environmental remediation and related costs at sites where we have been named as a PRP or defendant, including sites for which NL's wholly-owned environmental management subsidiary, NL Environmental Management Services, Inc., ("EMS"), has contractually assumed NL's obligations. At December 31, 2024, NL had accrued approximately \$69 million related to approximately 30 sites associated with remediation and related matters that NL believes are at the present time and/or in their current phase reasonably estimable. Excluding the \$56.1 million environmental remediation settlement payment made in the first quarter of 2025 (as discussed below), the upper end of the range of reasonably possible costs to NL for remediation and related matters for which NL believes it is possible to estimate costs is approximately \$38 million, including amounts currently accrued.

NL believes that it is not reasonably possible to estimate the range of costs for certain sites. At December 31, 2024, there were approximately five sites for which NL is not currently able to reasonably estimate a range of costs. For these sites, generally the investigation is in the early stages, and NL is unable to determine whether or not it actually had any association with the site, the nature of its responsibility, if any, for the contamination at the site, if any, and the extent of contamination at and cost to remediate the site. The timing and availability of information on these sites is dependent on events outside of NL's control, such as when the party alleging liability provides information to NL. At certain of these previously inactive sites, NL has received general and special notices of liability from the EPA and/or state agencies alleging that NL, sometimes with other PRPs, are liable for past and future costs of remediating environmental contamination allegedly caused by former operations. These notifications may assert that NL, along with any other alleged PRPs, are liable for past and/or future clean-up costs. As further information becomes available to us for any of these sites, which would allow us to estimate a range of costs, we would at that time adjust our accruals. Any such adjustment could result in the recognition of an accrual that would have a material effect on our consolidated financial statements, results of operations and liquidity.

We have also accrued approximately \$6 million at December 31, 2024 for other environmental cleanup matters which represents our best estimate of the liability.

In June 2008, NL received a Directive and Notice to Insurers from the New Jersey Department of Environmental Protection ("NJDEP") regarding the Margaret's Creek site in Old Bridge Township, New Jersey. NJDEP alleged that a waste hauler transported waste from one of its former facilities for disposal at the site in the early 1970s. NJDEP referred the site to the EPA, and in November 2009, the EPA added the site to the National Priorities List under the name Raritan Bay Slag Site ("RBS Site"). In 2012, EPA notified NL of its potential liability at this site. In June 2013, NL filed a contribution suit under CERCLA and the New Jersey Spill Act titled *NL Industries, Inc. v. Old Bridge Township, et al.* (United States District Court for the District of New Jersey, Civil Action No. 3:13-cv-03493-MAS-TJB) against the current owner, Old Bridge Township, several federal and state entities and a number of private companies.

On February 10, 2025, the United States District Court for the District of New Jersey entered an order approving a consent decree relating to the RBS Site in Middlesex County, New Jersey. The consent decree requires the United States Army Corps of Engineers (and other federal agencies), the State of New Jersey, the Township of Old Bridge, NL, and twenty-two other private companies to pay a total of \$151.1 million, plus interest, to resolve all federal and state law claims for past and future response costs under CERCLA and the New Jersey Spill Act, including natural resource damages, contribution, and indemnification, relating to the RBS Site. The consent decree is a global settlement of all such claims relating to the RBS Site and resolves a lawsuit captioned *United States of America, et al. v. NL Industries, Inc., et al.* (United States District Court for the District of New Jersey, Civil Action No. 3:24-cv-08946) as well as all claims asserted by NL and the other settling parties in NL's previously filed contribution lawsuit, *NL Industries, Inc. v. Old Bridge Township, et al.*, discussed above.

Under the terms of the consent decree, in the first quarter of 2025 NL paid \$56.1 million, plus \$.5 million interest, toward the global settlement and received approximately \$9.6 million from the other private companies participating in the settlement. We recognized aggregate income of approximately \$31.4 million in 2024 related to the adjustment of NL's environmental accrual related to this matter and the recording of a \$9.6 million receivable for the funds received in the first quarter of 2025 from the other private companies participating in the settlement.

In August 2009, NL was served with a complaint in *Raritan Baykeeper, Inc. d/b/a NY/NJ Baykeeper et al. v. NL Industries, Inc. et al.* (United States District Court, District of New Jersey, Case No. 3:09-cv-04117). This is a citizen's suit filed by two local environmental groups pursuant to the Resource Conservation and Recovery Act and the Clean Water Act against NL, current owners, developers and state and local government entities. The complaint alleges that hazardous substances were and continue to be discharged from its former Sayreville, New Jersey property into the sediments of the adjacent Raritan River. The former Sayreville site is currently being remediated by owner/developer parties under the oversight of the NJDEP. The plaintiffs seek a declaratory judgment, injunctive relief, imposition of civil penalties and an award of costs. In June 2022, NL received a letter from the NJDEP informing NL that remediation of contaminated sites upriver of the former Sayreville site had progressed to the point that it was now appropriate for NL to resume investigating the sediments adjacent to the Sayreville site. NL has been diligently conducting that investigation in compliance with NJDEP regulations. The lawsuit remains pending. NL continues to deny liability and will defend vigorously against all claims.

In 2011, NL was served in *ASARCO LLC v. NL Industries, Inc., et al.* (United States District Court, Western District of Missouri, Case No. 4:11-cv-00138-DGK) and *ASARCO LLC v. NL Industries, Inc., et al.* (United States District Court, Eastern District of Missouri, Case No. 4:11-cv-00864). Both cases are CERCLA contribution actions brought against several defendants to recover a portion of the amount the plaintiff paid in settlement with the U.S. Government during its Chapter 11 bankruptcy. The court in each case entered indefinite stays of the litigation in 2013 and 2015, which remain in place.

In July 2012, NL was served in *EPEC Polymers, Inc., v. NL Industries, Inc.*, (United States District Court for the District of New Jersey, Case 3:12-cv-03842-PGS-TJB). The plaintiff, a landowner of property located across the Raritan River from NL's former Sayreville, New Jersey operation, claims that contaminants from NL's former Sayreville operation came to be located on its land. The complaint seeks compensatory and punitive damages and alleges, among other things, trespass, private nuisance, negligence, strict liability, and claims under CERCLA and the New Jersey Spill Act. NL has denied liability and will defend vigorously against all claims.

In September 2013, EPA issued to NL and 34 other PRPs general notice of potential liability and a demand for payment of past costs and performance of a Remedial Design for the Gowanus Canal Superfund Site in Brooklyn, New York. In March 2014, EPA issued a unilateral administrative order ("UAO") to NL and approximately 27 other PRPs for performance of the Remedial Design at the site. EPA contends that NL is liable as the alleged successor to the Doehler Die Casting Company, and therefore responsible for any potential contamination at the site resulting from Doehler's ownership/operation of a warehouse and a die casting plant it owned 90 years ago. In April 2019, the EPA issued a second UAO to NL and approximately 27 other PRPs for performance of certain work related to the Remedial Design at the site. In October 2024, NL was served in *Brooklyn Union Gas Co. v. Consolidated Edison Co. of New York, et al.* (United States District Court for the Eastern District of New York, Case No. 1:24-cv-06993). This complaint asserts claims under CERCLA and New York law against NL and a number of other private parties, federal and state agencies, and agencies of

the City of New York. The plaintiff, a former gas manufacturer, seeks to recover a portion of investigation and remediation costs it allegedly incurred to address contamination at the Gowanus Canal Superfund Site. NL has denied liability and will defend vigorously against all claims.

In January 2020, NL was sued in *Atlantic Richfield, Co. v. NL Industries, Inc.*, (United States District Court for the District of Colorado, Case 1:20-cv-00234). This is a CERCLA cost recovery action brought by a past owner and operator of certain mining properties located in Rico, Colorado. In 2023, the trial court granted partial summary judgment for NL based on the statute of limitations and the plaintiff appealed that decision to the Court of Appeals for the Tenth Circuit. In January 2025, the Court of Appeals reversed the trial court's grant of partial summary judgment and returned the matter to the trial court. NL continues to deny liability and will defend vigorously against all claims.

In December 2020, NL and several other defendants were sued in *California Department of Toxic Substances v. NL Industries, Inc.*, (United States District Court for the Central District of California, Case 2:20-cv-11293). This complaint by a California state agency asserts claims under CERCLA, a state environmental statute, and the common law relating to lead contamination allegedly connected to a secondary lead smelter located in Vernon, California. In October 2022, the trial court issued an order finding that NL and the other defendants are not liable under CERCLA for lead contamination in residential neighborhoods surrounding, but at a distance from, the former secondary lead smelter. In August 2023, the trial court issued orders finding that NL and several other defendants are jointly liable for contamination on areas where operations were previously conducted, but are not liable for contamination outside those former operating areas. Neither the amount of damages owed, nor any party's allocated share of such damages, has yet been determined. NL has denied liability and will continue to defend vigorously against all claims.

In May 2024, NL was served in *Philip Palmeri v. NL Industries, Inc.* (Supreme Court of Niagara County, New York, Case No. E183238). In this lawsuit, the plaintiff asserts that radioactive material allegedly originating at a former NL facility in Niagara Falls, New York, caused the wrongful death of plaintiff's spouse and diminished the value of plaintiff's residential property located in Lewiston, New York. The complaint alleges that NL is liable under theories of strict liability, negligence, private nuisance and trespass. NL has denied liability and will defend vigorously against all claims.

Other Litigation

NL – NL has been named as a defendant in various lawsuits in several jurisdictions, alleging personal injuries as a result of occupational exposure primarily to products manufactured by our former operations containing asbestos, silica and/or mixed dust. In addition, some plaintiffs allege exposure to asbestos from working in various facilities previously owned and/or operated by NL. There are 115 of these types of cases pending, involving a total of approximately 589 plaintiffs. In addition, the claims of approximately 8,715 plaintiffs have been administratively dismissed or placed on the inactive docket in Ohio state courts. We do not expect these claims will be re-opened unless the plaintiffs meet the courts' medical criteria for asbestos-related claims. We have not accrued any amounts for this litigation because of the uncertainty of liability and inability to reasonably estimate the liability, if any. To date, NL has not been adjudicated liable in any of these matters. Based on information available to us, including:

- facts concerning historical operations,
- the rate of new claims,
- the number of claims from which NL has been dismissed, and
- its prior experience in the defense of these matters,

We believe the range of reasonably possible outcomes of these matters will be consistent with NL's historical costs (which are not material). Furthermore, we do not expect any reasonably possible outcome would involve amounts material to our consolidated financial position, results of operations or liquidity. NL has sought and will continue to vigorously seek, dismissal and/or a finding of no liability from each claim. In addition, from time to time, NL has received notices regarding asbestos or silica claims purporting to be brought against former subsidiaries, including notices provided

to insurers with which it has entered into settlements extinguishing certain insurance policies. These insurers may seek indemnification from NL.

Other – In addition to the matters described above, we and our affiliates are also involved in various other environmental, contractual, product liability, patent (or intellectual property), employment and other claims and disputes incidental to present and former businesses. In certain cases, we have insurance coverage for these items, although we do not expect additional material insurance coverage for environmental matters. We currently believe that the disposition of all of these various other claims and disputes (including asbestos related claims), individually or in the aggregate, should not have a material adverse effect on our consolidated financial position, results of operations or liquidity beyond the accruals already provided.

Insurance Coverage Claims – NL

NL is involved in certain legal proceedings with a number of its former insurance carriers regarding the nature and extent of the carriers' obligations to NL under insurance policies with respect to certain lead pigment and asbestos lawsuits. The issue of whether insurance coverage for defense costs or indemnity or both will be found to exist for NL's lead pigment and asbestos litigation depends upon a variety of factors and we cannot assure you that such insurance coverage will be available.

NL has agreements with certain of its former insurance carriers pursuant to which the carriers reimburse it for a portion of its future lead pigment litigation defense costs, and one such carrier reimburses NL for a portion of its future asbestos litigation defense costs. We are not able to determine how much NL will ultimately recover from these carriers for defense costs incurred by NL because of certain issues that arise regarding which defense costs qualify for reimbursement. While NL continues to seek additional insurance recoveries, we do not know if it will be successful in obtaining reimbursement for either defense costs or indemnity. Accordingly, we recognize insurance recoveries in income only when receipt of the recovery is probable and we are able to reasonably estimate the amount of the recovery.

In January 2014, NL was served with a complaint in *Certain Underwriters at Lloyds, London, et al v. NL Industries, Inc.* (Supreme Court of the State of New York, County of New York, Index No. 14/650103). The plaintiff, a former insurance carrier of NL, is seeking a declaratory judgment of its obligations to NL under insurance policies issued to NL by the plaintiff with respect to certain lead pigment lawsuits. Other insurers have been added as parties to the case and have also sought a declaratory judgment regarding their obligations under certain insurance policies. NL has filed a counterclaim seeking a declaratory judgment that all of the insurers are obligated to provide NL with certain coverage and seeking damages for breach of contract. In December 2020, the trial court denied the insurers' motion for summary judgment, finding that the arguments raised by the insurers did not bar NL from coverage under the relevant policies. We intend to defend NL's rights and prosecute NL's claims in this action vigorously.

NL has settled insurance coverage claims concerning environmental claims with certain of its principal former insurance carriers. We do not expect further material settlements relating to environmental remediation coverage.

Litigation – CompX

In 2024, CompX was served with four lawsuits by public water companies in South Carolina that seek recovery of future costs to remove perfluoroalkyl and polyfluoroalkyl substances (known as "PFAS") from their water supplies. The lawsuits have been consolidated with other PFAS cases before a single judge in Spartanburg, South Carolina and were subsequently removed to federal court. The defendants in the lawsuits include the manufacturers of PFAS products, as well as companies that allegedly used PFAS-containing products in their manufacturing operations. The four lawsuits naming CompX allege that CompX was one of many companies that used products containing PFAS in its manufacturing operations, and that such operations have collectively impacted drinking water supplies used by the water companies. The plaintiffs do not allege that CompX has failed to comply with, or has violated, any environmental regulation, permit or statute. The plaintiffs instead assert claims under common law theories of negligence, nuisance, trespass, failure to warn, and unfair trade practices. CompX intends to deny liability and will defend vigorously against all claims.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

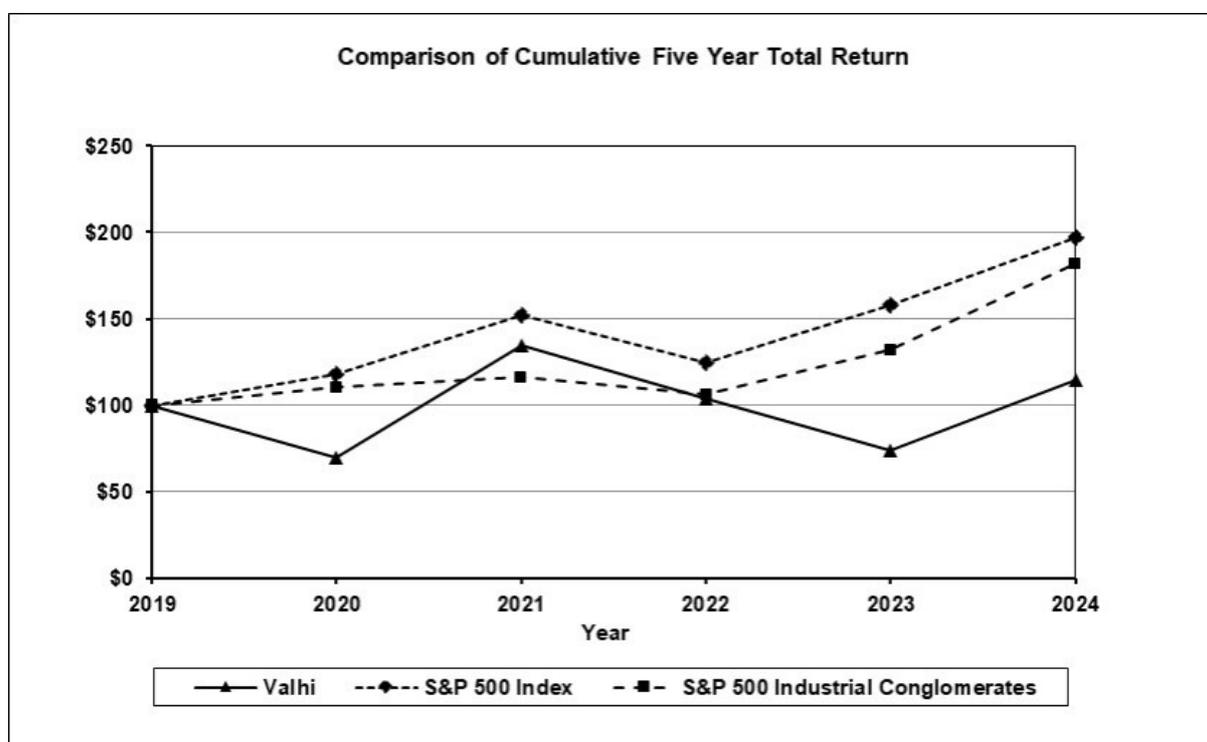
PART II

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

Common Stock and Dividends – Our common stock is listed and traded on the New York Stock Exchange (symbol: VHI). As of March 3, 2025, there were approximately 715 holders of record of our common stock.

Performance Graph – Set forth below is a line graph comparing the yearly change in our cumulative total stockholder return on our common stock against the cumulative total return of the S&P 500 Composite Stock Price Index and the S&P 500 Industrial Conglomerates Index for the period from December 31, 2019 through December 31, 2024. The graph shows the value at December 31 of each year assuming an original investment of \$100 at December 31, 2019, and assumes the reinvestment of our regular quarterly dividends in shares of our stock.

	December 31,					
	2019	2020	2021	2022	2023	2024
Valhi common stock	\$ 100	\$ 70	\$ 135	\$ 104	\$ 74	\$ 115
S&P 500 Index	100	118	152	125	158	197
S&P 500 Industrial Conglomerates	100	110	116	106	132	182



The information contained in the performance graph shall not be deemed “soliciting material” or “filed” with the SEC, or subject to the liabilities of Section 18 of the Securities Exchange Act, as amended, except to the extent we specifically request that the material be treated as soliciting material or specifically incorporate this performance graph by reference into a document filed under the Securities Act or the Securities Exchange Act.

Equity Compensation Plan Information – We have an equity compensation plan, which was approved by our stockholders, pursuant to which an aggregate of 100,000 shares of our common stock can be awarded to non-employee members of our board of directors. At December 31, 2024, an aggregate of 78,300 shares were available for future award under this plan. See Note 16 to our Consolidated Financial Statements.

Treasury Stock Purchases – In March 2005 and November 2006, our board of directors authorized the repurchase of shares of our common stock in open market transactions, including block purchases, or in privately negotiated transactions, which may include transactions with our affiliates. The aggregate number of shares authorized for repurchase is 833,333, and we have approximately 334,000 shares available for repurchase at December 31, 2024. We may purchase the stock from time to time as market conditions permit. The stock repurchase program does not include specific price targets or timetables and may be suspended at any time. Depending on market conditions, we could terminate the program prior to completion. We will use our cash on hand to acquire the shares. Repurchased shares will be retired and cancelled or may be added to our treasury stock and used for employee benefit plans, future acquisitions or other corporate purposes. See Note 16 to our Consolidated Financial Statements.

ITEM 6. RESERVED

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

RESULTS OF OPERATIONS

Business Overview

We are primarily a holding company. We operate through our wholly-owned and majority-owned subsidiaries, including NL Industries, Inc., Kronos Worldwide, Inc., CompX International Inc., Tremont LLC, Basic Management, Inc. (“BMI”) and the LandWell Company (“LandWell”). Kronos (NYSE: KRO), NL (NYSE: NL) and CompX (NYSE American: CIX) each file periodic reports with the SEC.

We have three consolidated reportable operating segments:

- *Chemicals* – Our Chemicals Segment is operated through our majority control of Kronos. Kronos is a leading global producer and marketer of value-added TiO₂. TiO₂ is used to impart whiteness, brightness, opacity and durability to a wide variety of products, including paints, plastics, paper, fibers and ceramics. Additionally, TiO₂ is a critical component of everyday applications, such as coatings, plastics and paper, as well as many specialty products such as inks, cosmetics and pharmaceuticals.
- *Component Products* – We operate in the component products industry through our majority control of CompX. CompX is a leading manufacturer of security products used in the postal, recreational transportation, office and institutional furniture, cabinetry, tool storage, healthcare applications and a variety of other industries. CompX is also a leading manufacturer of wake enhancements systems, stainless steel exhaust systems, gauges, throttle controls, trim tabs and related hardware and accessories for the recreational marine industry.
- *Real Estate Management and Development* – We operate in real estate management and development through our majority control of BMI and LandWell. BMI and LandWell own real property in Henderson, Nevada. LandWell is engaged in efforts to develop certain land holdings for commercial, industrial and residential purposes in Henderson, Nevada. BMI previously, through wholly-owned subsidiaries, also was responsible for the delivery of water to the City of Henderson and various other users through September 2022, and provided utility services to certain industrial customers prior to December 2023.

Operations Overview

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023 –

We reported net income attributable to Valhi stockholders of \$108.0 million or \$3.79 per diluted share in 2024 compared to a net loss of \$9.9 million or \$.35 per diluted share in 2023.

Our net income attributable to Valhi stockholders increased from 2023 to 2024 primarily due to the net effects of:

- operating income from our Chemicals Segment of \$138.5 million in 2024 compared to an operating loss of \$41.1 million in 2023;
- a non-cash gain of \$64.5 million in 2024 resulting from the remeasurement of the Chemicals Segment's investment in the TiO₂ manufacturing joint venture;
- aggregate income of \$31.4 million in 2024 related to the settlement of a liability for an environmental remediation site;
- income from tax increment infrastructure reimbursement of \$30.3 million in 2024 compared to \$25.2 million in 2023;
- a non-cash deferred income tax expense of \$16.5 million in 2024 related to final tax regulations on the treatment of certain currency translation gains and losses related to our Chemicals Segment;
- a non-cash deferred income tax expense of \$8.2 million in 2024 related to the recognition of a deferred income tax asset valuation allowance related to our Chemicals Segment's Belgian net deferred tax assets;
- a non-cash loss on the termination of our U.K. pension plan of \$6.2 million in 2023; and
- higher interest expense in 2024 as a result of refinancing of the Chemicals Segment's Senior Secured Notes in the first quarter and debt incurred to finance the LPC acquisition in the third quarter.

Our diluted net income per share in 2024 includes:

- income of \$1.18 per share due to the recognition of a non-cash gain resulting from the remeasurement of the Chemicals Segment's investment in the TiO₂ manufacturing joint venture recognized in the third quarter;
- aggregate income of \$.72 per share related to the settlement of a liability for an environmental remediation site recognized in the fourth quarter;
- income of \$.55 per share related to tax increment infrastructure reimbursements recognized in the third and fourth quarters;
- a loss of \$.38 per share due to the recognition of a non-cash deferred income tax expense related to final tax regulations on the treatment of certain currency translation gains and losses related to our Chemicals Segment in the fourth quarter; and
- a loss of \$.19 per share due to the recognition of a non-cash deferred income tax expense related to the recognition of a deferred income tax asset valuation allowance related to our Chemicals Segment's Belgian net deferred tax assets in the fourth quarter.

Our diluted net loss per share in 2023 includes:

- income of \$.46 per share related to tax increment infrastructure reimbursements recognized in the third and fourth quarters;
- a loss of \$.13 per share due to the termination of our U.K. pension plan recognized in the second quarter;

- a loss of \$.10 per share related to workforce reductions by our Chemicals Segment recognized in the fourth quarter;
- a loss of \$.06 per share related to the write-off of certain costs resulting from a capital project termination recognized in the fourth quarter; and
- a gain of \$.05 per share related to a business interruption insurance claim arising from Hurricane Laura in 2020 at our Chemicals Segment recognized in the first, second and third quarters.

Year Ended December 31, 2023 Compared to Year Ended December 31, 2022 –

We reported a net loss attributable to Valhi stockholders of \$9.9 million or \$.35 per diluted share in 2023 compared to net income of \$87.2 million or \$3.06 per diluted share in 2022.

Our net income attributable to Valhi stockholders decreased from 2022 to 2023 primarily due to the net effects of:

- lower operating income from our Chemicals Segment in 2023 compared to 2022 including 2023 charges of \$5.8 million related to workforce reductions and \$3.8 million related to the write-off of certain costs resulting from a capital project termination;
- aggregate charges of \$19.7 million in our Real Estate Management and Development Segment in 2022 related to the impairment of certain fixed assets and the bankruptcy filing of BWC;
- income from tax increment infrastructure reimbursement of \$25.2 million in 2023 compared to \$15.2 million in 2022; and
- a non-cash loss on the termination of our U.K. pension plan of \$6.2 million in 2023.

Our diluted net loss per share in 2023 includes:

- income of \$.46 per share related to tax increment infrastructure reimbursements recognized in the third and fourth quarters;
- a loss of \$.13 per share due to the termination of our U.K. pension plan recognized in the second quarter;
- a loss of \$.10 per share related to workforce reductions by our Chemicals Segment recognized in the fourth quarter;
- a loss of \$.06 per share related to the write-off of certain costs resulting from a capital project termination recognized in the fourth quarter; and
- a gain of \$.05 per share related to a business interruption insurance claim arising from Hurricane Laura in 2020 at our Chemicals Segment recognized in the first, second and third quarters.

Our diluted net income per share in 2022 includes:

- aggregate charges of \$.35 per share related to the bankruptcy filing of BWC, including \$.29 per share related to the impairment of the water delivery system fixed assets, primarily recognized in the second quarter, and \$.04 per share loss on the deconsolidation of BWC and \$.02 per share of bad debt expense related to an intercompany receivable with BWC, both recognized in the third quarter;
- income of \$.28 per share related to tax increment infrastructure reimbursements recognized in the third and fourth quarters; and
- a gain of \$.05 per share related to a business interruption insurance claim arising from Hurricane Laura in 2020 at our Chemicals Segment recognized in the third quarter.

We discuss these amounts more fully below.

Current Forecast for 2025 –

We currently expect consolidated operating income for 2025 to be higher as compared to 2024 primarily due to the net effects of:

- higher operating income from our Chemicals Segment in 2025 primarily due to the positive impact of improved demand;
- higher operating income from our Real Estate Management and Development Segment in 2025 due to higher expected infrastructure reimbursements; and
- higher operating income from our Component Products Segment in 2025 as marine sales are expected to improve in 2025.

Our expectations for our future operating results are based upon a number of factors beyond our control, including worldwide growth of gross domestic product, competition in the marketplace, continued operation of competitors, technological advances, worldwide production capacity, public health crises, the effect of tariffs, and the impact of economic conditions and geopolitical events on demand for our products or our customers' and suppliers' operations, all of which remain uncertain and cannot be predicted. If actual developments differ from our expectations, our results of operations could be unfavorably affected.

Segment Operating Results – 2024 Compared to 2023 and 2023 Compared to 2022

Chemicals –

We consider TiO₂ to be a “quality of life” product, with demand affected by gross domestic product, or GDP, and overall economic conditions in our markets located in various regions of the world. Over the long-term, we expect demand for TiO₂ will grow by 2% to 3% per year, consistent with our expectations for the long-term growth in GDP. However, even if our Chemicals Segment and its competitors maintain consistent shares of the worldwide market, demand for TiO₂ in any interim or annual period may not change in the same proportion as the change in GDP, in part due to relative changes in the TiO₂ inventory levels of our Chemicals Segment's customers. We believe our Chemicals Segment's customers' inventory levels are influenced in part by their expectation for future changes in TiO₂ selling prices as well as their expectation for future availability of product. Although certain of our Chemicals Segment's TiO₂ grades are considered specialty pigments, the majority of its grades and substantially all of its production are considered commodity pigment products with price and availability being the most significant competitive factors along with product quality and customer and technical support services.

The factors having the most impact on our Chemicals Segment's reported operating results are:

- TiO₂ selling prices,
- TiO₂ sales and production volumes,
- Manufacturing costs, particularly raw materials such as third-party feedstock, maintenance and energy-related expenses, and
- Currency exchange rates (particularly the exchange rate for the U.S. dollar relative to the euro, the Norwegian krone and the Canadian dollar and the euro relative to the Norwegian krone).

Our Chemicals Segment's key performance indicators are its TiO₂ average selling prices, its TiO₂ sales and production volumes and the cost of titanium-containing feedstock purchased from third parties. TiO₂ selling prices generally follow industry trends and selling prices will increase or decrease generally as a result of competitive market pressures.

As previously reported, effective the Acquisition Date of July 16, 2024, Kronos acquired the 50% joint venture interest in LPC previously held by Venator. Prior to the acquisition, Kronos held a 50% joint venture interest in LPC

through a wholly-owned subsidiary. LPC was operated as a manufacturing joint venture between Kronos and Venator. Following the acquisition, LPC became a wholly-owned subsidiary of Kronos. Kronos acquired the 50% joint venture interest that it did not already own for consideration of \$185 million less a working capital adjustment. An additional earn-out payment of up to \$15 million based on Kronos' aggregate consolidated net income before interest expense, income taxes and depreciation and amortization expense, or EBITDA, during a two-year period comprising calendar years 2025 and 2026 may be required. The acquisition was financed through borrowings of \$132.1 million under Kronos' Global Revolver and the remainder paid with cash on hand. Kronos accounted for the acquisition of the interest in LPC as a business combination. For financial reporting purposes, the assets acquired and liabilities assumed of LPC are included in our Consolidated Balance Sheet as of December 31, 2024, and the results of operations and cash flows of LPC are included in our Consolidated Statement of Operations and Cash Flows beginning as of the Acquisition Date. See Note 3 to our Consolidated Financial Statements.

	Years ended December 31,			% Change	
	2022	2023	2024	2022-23	2023-24
	(Dollars in millions)				
Net sales	\$ 1,930.2	\$ 1,666.5	\$ 1,887.1	(14)%	13 %
Cost of sales	1,540.2	1,502.7	1,530.1	(2)	2
Gross margin	\$ <u>390.0</u>	\$ <u>163.8</u>	\$ <u>357.0</u>	(58)	118
Operating income (loss)	\$ 174.6	\$ (41.1)	\$ 138.5	(124)	437
Percent of net sales:					
Cost of sales	80 %	90 %	81 %		
Gross margin	20	10	19		
Operating income (loss)	9	(2)	7		
TiO ₂ operating statistics:					
Sales volumes*	481	419	504	(13)%	20 %
Production volumes*	492	401	535	(19)%	33 %
Percent change in TiO ₂ net sales:					
TiO ₂ sales volumes				(13)%	20 %
TiO ₂ product pricing				(4)	(5)
TiO ₂ product mix/other				2	(2)
Changes in currency exchange rates				1	—
Total				<u>(14)%</u>	<u>13 %</u>

* Thousands of metric tons

Industry Conditions and 2024 Overview – Our Chemicals Segment and the TiO₂ industry experienced an extended period of significantly reduced demand reflected in our Chemicals Segment's sales volumes beginning in the second half of 2022 and continuing throughout 2023. While demand improved in 2024 resulting in increased sales volumes across all major markets compared to the prior year, overall demand remained below average historical levels. After improving in the first half of 2024, demand moderated in the second half of the year, which placed downward pressure on our Chemicals Segment's TiO₂ pricing with 2024 average TiO₂ selling prices approximately 5% below the average TiO₂ selling prices for 2023.

Our Chemicals Segment operated its production facilities at 72% of practical capacity utilization in 2023 in response to decreased demand and higher production costs. As a result of the increase in demand experienced in the fourth quarter of 2023 and the first quarter of 2024, along with more favorable production costs, our Chemicals Segment began increasing its production rates during the first quarter of 2024 and it operated at near practical capacity in the second, third and fourth quarters of 2024 resulting in 96% of practical capacity utilization in 2024.

The following table shows our Chemicals Segment's capacity utilization rates during 2023 and 2024.

	Production Capacity Utilization Rates	
	2023	2024
First quarter	76%	87%
Second quarter	64%	99%
Third quarter	73%	92%
Fourth quarter	75%	97%
Overall	72%	96%

Excluding the effect of changes in currency exchange rates, our Chemicals Segment's cost of sales per metric ton of TiO₂ sold in 2024 was significantly lower as compared to 2023 primarily due to significant decreases in per metric ton production costs (primarily energy and raw materials).

In response to the extended period of reduced demand in 2023, discussed above, our Chemicals Segment took measures to reduce its operating costs and improve its long-term cost structure such as the implementation of certain voluntary and involuntary workforce reductions during the second half of 2023 that primarily impacted its European operations. A substantial portion of our Chemicals Segment's workforce reductions were accomplished through voluntary programs, for which eligible workforce reduction costs are recognized at the time both the employee and employer are irrevocably committed to the terms of the separation. These workforce reductions impacted approximately 100 employees. Our Chemicals Segment recognized a total of approximately \$6 million in charges primarily in the fourth quarter of 2023 related to workforce reductions it implemented during the second half of 2023. In the third quarter of 2024, our Chemicals Segment closed its sulfate process production line at its plant in Varennes, Canada. As a result of the process line closure, our Chemicals Segment recognized charges to cost of sales of approximately \$2 million during 2024 related to workforce reductions. Our Chemicals Segment also recognized approximately \$14 million in non-cash charges primarily related to accelerated depreciation in the second and third quarters of 2024.

Net Sales – Our Chemicals Segment's net sales in 2024 increased 13%, or \$220.6 million, compared to 2023 primarily due to the effects of a 20% increase in sales volumes due to improved overall demand across all major markets (which increased net sales by approximately \$333 million) partially offset by a 5% decrease in average TiO₂ selling prices (which decreased net sales by approximately \$83 million). Changes in product mix negatively contributed to net sales, primarily due to changes in product sales mix in export markets in 2024 as compared to 2023. Additionally, we estimate that changes in currency exchange rates (primarily the euro) increased our Chemicals Segment's net sales by approximately \$5 million in 2024 as compared to 2023. TiO₂ selling prices will increase or decrease generally as a result of competitive market pressures and changes in the relative level of supply and demand as well as changes in raw material and other manufacturing costs. Incremental sales volumes resulting from the LPC acquisition did not significantly impact comparisons to the prior year.

Our Chemicals Segment's net sales in 2023 decreased 14%, or \$263.7 million, compared to 2022 primarily due to a 13% decrease in sales volumes (which decreased net sales by approximately \$251 million) and a 4% decrease in average TiO₂ selling prices (which decreased net sales by approximately \$77 million). Changes in product mix positively contributed to net sales, primarily due to higher average selling prices and sales volumes in our Chemicals Segment's complementary businesses which somewhat offset declines in TiO₂ sales volumes. In addition to the impact of sales volumes and average TiO₂ selling prices, we estimate that changes in currency exchange rates (primarily the euro) increased our Chemicals Segment's net sales by approximately \$10 million in 2023 as compared to 2022.

Our Chemicals Segment's sales volumes decreased 13% in 2023 as compared to 2022 due to lower overall demand across all major markets noted above. The lower overall demand our Chemicals Segment began experiencing in the second half of 2022 continued throughout most of 2023. However, our Chemicals Segment's sales volumes were 29% higher in the fourth quarter of 2023 as compared to the fourth quarter of 2022 due to strengthening demand for TiO₂ in its primary markets of Europe and North America.

Cost of Sales and Gross Margin – Cost of sales increased \$27.4 million, or 2%, in 2024 compared to 2023 due to the net effects of a 20% increase in sales volumes, a 33% increase in production rates resulting in reduced unabsorbed

fixed production costs, and lower production costs of approximately \$115 million (primarily energy and raw materials). Our Chemicals Segment's unabsorbed fixed production costs in 2024 were \$12 million (incurred in the first quarter) compared to \$96 million in 2023 related to curtailments that began in 2022 and continued into the first quarter of 2024, as discussed above. Our Chemicals Segment's cost of sales in 2024 include a charge of approximately \$2 million related to workforce reductions and approximately \$14 million in non-cash charges related to the closure of its sulfate process line in Canada discussed above. Sales and production volumes resulting from the LPC acquisition did not materially impact comparisons to the prior year.

Our Chemicals Segment's cost of sales as a percentage of net sales decreased to 81% in 2024 compared to 90% in 2023 primarily due to the favorable effects of increased sales, lower production costs and higher production volumes resulting in increased coverage of fixed production costs.

Gross margin as a percentage of net sales increased to 19% in 2024 compared to 10% in 2023. As discussed and quantified above, our Chemicals Segment's gross margin as a percentage of net sales increased primarily due to higher sales and production volumes as well as lower production costs, partially offset by lower average TiO₂ selling prices.

Cost of sales decreased \$37.5 million, or 2%, in 2023 compared to 2022 due to the net effects of a 13% decrease in sales volumes, a 19% decrease in production volumes at certain of our Chemicals Segment's manufacturing facilities to align inventory levels to anticipated near-term customer demand (which resulted in \$96 million of unabsorbed fixed production costs) and higher production costs of approximately \$65 million (primarily raw materials). Our Chemicals Segment's cost of sales as a percentage of net sales increased to 90% in 2023 compared to 80% in 2022 primarily due to the unfavorable effects of higher production costs (primarily raw materials) and unabsorbed fixed production costs due to lower production volumes.

Gross margin as a percentage of net sales decreased to 10% in 2023 compared to 20% in 2022. As discussed and quantified above, our Chemicals Segment's gross margin as a percentage of net sales decreased primarily due to lower production and sales volumes, lower average TiO₂ selling prices, higher production costs and changes in currency exchange rates.

Operating Income (Loss) – Our Chemicals Segment had operating income of \$138.5 million in 2024 compared to an operating loss of \$41.1 million in 2023 as a result of the factors impacting gross margin discussed above. Our Chemicals Segment recognized a gain of \$2.5 million in 2023 related to cash received from the settlement of a business interruption insurance claim. We estimate that changes in currency exchange rates increased our Chemicals Segment's operating income by approximately \$10 million in 2024 as compared to 2023, as further discussed below.

Our Chemicals Segment had an operating loss of \$41.1 million in 2023 compared to operating income of \$174.6 million in 2022 as a result of the factors impacting gross margin discussed above. Our Chemicals Segment recognized a gain of \$2.5 million in 2023 and a gain of \$2.7 million in 2022 related to cash received from the settlement of a business interruption insurance claim related to Hurricane Laura. We estimate changes in currency exchange rates decreased our Chemicals Segment's operating loss by approximately \$16 million in 2023 as compared to 2022, as discussed in the Currency Exchange Rates section below.

Our Chemicals Segment's operating income (loss) is net of amortization of purchase accounting adjustments made in conjunction with our acquisitions of interests in NL and Kronos. As a result, we recognize additional depreciation expense above the amounts Kronos reports separately, substantially all of which is included within cost of sales. We recognized additional depreciation expense of \$1.3 million in each of 2022 and 2023 and \$2.5 million in 2024, which reduced our reported Chemicals Segment's operating income as compared to amounts reported by Kronos.

Currency Exchange Rates – Our Chemicals Segment has substantial operations and assets located outside the United States (primarily in Germany, Belgium, Norway and Canada). The majority of our Chemicals Segment's sales from non-U.S. operations are denominated in currencies other than the U.S. dollar, principally the euro, other major European currencies and the Canadian dollar. A portion of our Chemicals Segment's sales generated from its non-U.S. operations is denominated in the U.S. dollar (and consequently our Chemicals Segment's non-U.S. operations will generally hold U.S. dollars from time to time). Certain raw materials used in all our Chemicals Segment's production facilities, primarily

titanium-containing feedstocks, are purchased primarily in U.S. dollars, while labor and other production and administrative costs are incurred primarily in local currencies. Consequently, the translated U.S. dollar value of our Chemicals Segment's non-U.S. sales and operating results are subject to currency exchange rate fluctuations which may favorably or unfavorably impact reported earnings and may affect the comparability of period-to-period operating results. In addition to the impact of the translation of sales and expenses over time, our non-U.S. operations also generate currency transaction gains and losses which primarily relate to (i) the difference between the currency exchange rates in effect when non-local currency sales or operating costs (primarily U.S. dollar denominated) are initially accrued and when such amounts are settled with the non-local currency and (ii) changes in currency exchange rates during time periods when our Chemicals Segment's non-U.S. operations are holding non-local currency (primarily U.S. dollars).

Fluctuations in currency exchange rates had the following effects on our Chemicals Segment's sales and operating income (loss) for the periods indicated.

Impact of changes in currency exchange rates - 2024 vs 2023					
	Transaction gains recognized			Translation gains impact of rate changes	Total currency impact 2024 vs 2023
	2023	2024	Change		
	(In millions)				
Impact on:					
Net sales	\$ —	\$ —	\$ —	\$ 5	\$ 5
Operating income (loss)	1	2	1	9	10

The \$5 million increase in net sales (translation gains) was caused primarily by a weakening of the U.S. dollar relative to the euro, as euro-denominated sales were translated into more U.S. dollars in 2024 as compared to 2023. The strengthening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone in 2024 did not have a significant effect on the reported amount of net sales, as a substantial portion of the sales generated by our Chemicals Segment's Canadian and Norwegian operations is denominated in the U.S. dollar.

The \$10 million increase in operating income was comprised of the following:

- Higher net currency transaction gains of approximately \$1 million primarily caused by relative changes in currency exchange rates at each applicable balance sheet date between the U.S. dollar and the euro, Canadian dollar and the Norwegian krone, and between the euro and the Norwegian krone, which causes increases or decreases, as applicable, in U.S. dollar-denominated receivables and payables and U.S. dollar currency held by our Chemicals Segment's non-U.S. operations, and in Norwegian krone denominated receivables and payables held by our Chemicals Segment's non-U.S. operations, and
- Approximately \$9 million from net currency translation gains primarily caused by a strengthening of the U.S. dollar relative to the Canadian dollar and Norwegian krone, as local currency-denominated operating costs were translated into fewer U.S. dollars in 2024 as compared to 2023. The effect of the weakening of the U.S. dollar relative to the euro caused additional net translation gains as the positive effects of the weaker U.S. dollar on euro-denominated sales more than offset the unfavorable effects on euro-denominated operating costs being translated into more U.S. dollars in 2024 as compared to 2023.

Impact of changes in currency exchange rates - 2023 vs. 2022

	Transaction gains recognized			Translation gains impact of rate changes	Total currency impact 2023 vs. 2022
	2022	2023	Change		
	(In millions)				
Impact on:					
Net sales	\$ —	\$ —	\$ —	\$ 10	\$ 10
Operating income (loss)	12	1	(11)	27	16

The \$10 million increase in net sales (translation gains) was caused primarily by a weakening of the U.S. dollar relative to the euro, as euro-denominated sales were translated into more U.S. dollars in 2023 as compared to 2022. The strengthening of the U.S. dollar relative to the Canadian dollar and the Norwegian krone in 2023 did not have a significant effect on the reported amount of net sales, as a substantial portion of the sales generated by our Chemicals Segment's Canadian and Norwegian operations are denominated in the U.S. dollar.

The \$16 million decrease in operating loss was comprised of the following:

- Lower net currency transaction gains of approximately \$11 million primarily caused by relative changes in currency exchange rates at each applicable balance sheet date between the U.S. dollar and the euro, Canadian dollar and the Norwegian krone, and between the euro and the Norwegian krone, which causes increases or decreases, as applicable, in U.S. dollar-denominated receivables and payables and U.S. dollar currency held by our Chemicals Segment's non-U.S. operations, and in Norwegian krone denominated receivables and payables held by our Chemicals Segment's non-U.S. operations, and
- Approximately \$27 million from net currency translation gains primarily caused by a strengthening of the U.S. dollar relative to the Canadian dollar and Norwegian krone, as local currency-denominated operating costs were translated into fewer U.S. dollars in 2023 as compared to 2022. The effect of the weakening of the U.S. dollar relative to the euro was nominal in 2023 as compared to 2022.

Outlook – Our Chemicals Segment's overall customer demand improved in 2024 compared to the historical low demand it experienced during 2023, although demand levels remained below historical averages and customer demand moderated in the second half of the year as compared to the first half of the year across all major markets. Our Chemicals Segment expects demand to improve in 2025, particularly in Europe where the European Commission enacted duties on Chinese imports of TiO₂ in mid-2024; however, our Chemicals Segment expects overall demand will remain below historical levels due to continued global economic uncertainty caused, in part, by the potential implementation of tariffs by the U.S. and other countries. Our Chemicals Segment believes customer inventory levels were low at the end of 2024 due to customer hesitancy to build inventory late in the year and our Chemicals Segment is receiving customer orders on shorter notice than it experienced early in 2024 indicating that customers have a cautious demand outlook and are carefully managing inventory levels. TiO₂ selling prices softened in the second half of 2024 in response to sluggish demand and competitive pressures. Our Chemicals Segment expects these pricing pressures to be somewhat mitigated in 2025, particularly in Europe, as a result of the duties enacted on low-cost imports from China. Our Chemicals Segment is operating its facilities at production rates in line with the current and expected near-term demand and believes its production rates for 2025 will be slightly above 2024 rates.

Our Chemicals Segment is focused on cost reduction initiatives designed to improve its long-term cost structure. In 2023, our Chemicals Segment implemented targeted workforce reductions and certain ongoing process improvement initiatives. In the third quarter of 2024, our Chemicals Segment closed its Canadian sulfate process line to improve gross margins through the optimization of production of its purified grades. Raw material, energy and other input costs generally improved during 2024; however, energy costs in Europe have trended up in recent months and remain above historical levels. Our Chemicals Segment expects raw material and other input costs will continue to moderate in 2025. Overall, primarily due to improved demand, our Chemicals Segment expects to report higher operating results for the full year of 2025 as compared to 2024, although it will need to achieve TiO₂ selling price increases in order to recognize margins more in-line with historical levels.

As noted above, our Chemicals Segment acquired full control of LPC in July 2024. Our Chemicals Segment believes this acquisition is a unique opportunity to immediately add value to its customers and better serve the North American marketplace by allowing our Chemicals Segment to expand its product offerings and increase sales to new and existing customers while recognizing significant synergies, including commercial, overhead and supply chain optimization. Our Chemicals Segment is in the process of fully integrating the additional LPC production capacity, and it expects the acquisition will have a positive impact on its earnings in 2025, although the potential positive impact will be limited by competitive pressures and by the additional debt service costs associated with the increase in borrowings to complete the transaction. With the increased borrowing availability under our Chemicals Segment's Global Revolver, as well as cash on hand, it was able to finance the required working capital for the improvements needed to fully integrate the acquired LPC production capacity.

Our expectations for the TiO₂ industry and our Chemicals Segment's operations are based on a number of factors outside our control. Our Chemicals Segment's operations are affected by global and regional economic, political and regulatory factors and it has experienced global market disruptions. As noted above, energy costs in Europe, which spiked when Russia invaded Ukraine, remain above historical levels. In addition, our Chemicals Segment operates a TiO₂ facility in Canada, and the majority of production from that facility is currently sold into the U.S. The U.S. federal government's recently enacted 25% tariff on our Chemicals Segment's imports from Canada could harm its ability to compete and adversely impact its earnings and profitability if such tariffs are sustained for an extended period of time without exclusion. Our Chemicals Segment has begun to implement strategies to minimize the potential impacts. Future impacts on our Chemicals Segment's operations will depend on, among other things, future energy costs, the effect newly enacted tariffs have on jurisdictions in which our Chemicals Segment or its customers and suppliers operate, its success in implementing mitigation strategies, and the impact economic conditions and geopolitical events have on its operations or its customers' and suppliers' operations, all of which remain uncertain and cannot be predicted.

Component Products –

Our Component Products Segment reported operating income of \$17.0 million in 2024 and \$25.4 million in each of 2023 and 2022. The decrease in operating income in 2024 compared to 2023 is due to lower sales and gross margin at both security products and marine components reporting units. Operating income in 2023 was comparable to 2022 as lower marine components sales were offset by higher security products sales and higher gross margin percentages across both reporting units.

Our Component Products Segment's product offerings consist of a large number of products that have a wide variation in selling price and manufacturing cost, which results in certain practical limitations on its ability to quantify the impact of changes in individual product sales quantities and selling prices on our Component Products Segment's net sales, cost of sales and gross margin. In addition, small variations in period-to-period net sales, cost of sales and gross margin can result from changes in the relative mix of our Components Products Segment's products sold. The key performance indicator for our Component Products Segment is operating income margins.

	Years ended December 31,			% Change	
	2022	2023	2024	2022-23	2023-24
	(Dollars in millions)				
Net sales:					
Security products	\$ 114.5	\$ 121.2	\$ 115.2	6 %	(5)%
Marine components	52.1	40.1	30.7	(23)	(23)
Total net sales	166.6	161.3	145.9	(3)	(10)
Cost of sales	117.8	112.1	104.6	(5)	(7)
Gross margin	\$ 48.8	\$ 49.2	\$ 41.3	1	(16)
Operating income	\$ 25.4	\$ 25.4	\$ 17.0	—	(33)
Percent of net sales:					
Cost of sales	71 %	70 %	72 %		
Gross margin	29	31	28		
Operating income	15	16	12		

Net Sales – Our Component Products Segment’s net sales decreased \$15.4 million in 2024 compared to 2023 primarily due to lower marine components sales to the towboat market and lower security products sales to the government security market. Marine components net sales decreased \$9.4 million, or 23%, in 2024 as compared to 2023 primarily due to \$8.7 million lower sales to the towboat market through the first three quarters of 2024, partially offset by higher sales in the fourth quarter of 2024, including \$1.1 million higher sales to the towboat market and \$1.0 million higher sales to the government market. Relative to the full year of 2023, marine component sales were \$7.6 million lower to the towboat market (primarily to original equipment boat manufacturers), \$1.4 million lower to the industrial market and \$.6 million lower to each the engine builder market and distributors, partially offset by \$1.4 million higher sales to the government market. Security products net sales decreased \$6.0 million, or 5%, in 2024 as compared to 2023 primarily due to lower sales to the government security market as a result of sales related to a pilot project for a government security customer that shipped in the third and fourth quarters of 2023 and for which there were no related sales in 2024. Relative to prior year, sales were \$8.3 million lower to the government security market, \$2.0 million lower to the transportation market and \$.9 million lower to distributors, partially offset by \$4.1 million higher sales to the healthcare market and \$.7 million higher sales to the tool storage market.

Our Component Products Segment’s net sales decreased \$5.3 million in 2023 compared to 2022 due to lower marine components sales primarily to the towboat market, partially offset by higher security products sales largely in the fourth quarter of 2023. Marine components net sales decreased \$12.0 million, or 23%, in 2023 as compared to 2022. Relative to prior year, marine components sales were \$12.8 million lower to the towboat market (primarily to original equipment boat manufacturers) and \$2.0 million lower to the engine builder market, partially offset by \$1.2 million higher industrial sales and \$.8 million higher sales to the center console boat market. Security products net sales increased \$6.7 million, or 6%, in 2023 as compared to 2022 primarily due to higher sales related to a pilot project for a government security customer. Relative to prior year, security products sales were \$8.3 million higher to the government security market and \$1.5 million higher to distributors, partially offset by \$1.7 million lower sales to the office furniture market and \$.7 million lower sales to the gas station security market.

Cost of Sales and Gross Margin – Our Component Products Segment’s cost of sales decreased in 2024 compared to 2023 primarily due to the effects of lower sales at both security products and marine components partially offset by higher production costs across both reporting units. As a result, our Component Products Segment’s cost of sales as a percentage of net sales increased over the same period. Our Component Products Segment’s gross margin as a percentage of net sales decreased in 2024 compared to 2023 primarily due to the factors affecting cost of sales and decreased coverage of fixed costs due to lower sales. Security products gross margin as a percentage of net sales for 2024 decreased as compared to 2023 primarily due to lower sales, a less favorable customer and product mix, higher employee related costs (primarily increased medical costs), higher materials costs (primarily brass and electronics) in the latter half of the year and decreased coverage of fixed costs due to lower sales. Marine components gross margin as a percentage of net sales decreased in 2024 compared to 2023 primarily due to higher cost inventory produced during the fourth quarter of 2023 and sold in the first quarter of 2024 and decreased coverage of fixed costs as a result of lower sales, partially offset by a more favorable customer and product mix, lower employee salaries and benefits of approximately \$1.8 million primarily related to headcount reductions and decreased labor costs of \$1.2 million due to lower production volumes.

Our Component Products Segment’s cost of sales decreased in 2023 compared to 2022 primarily due to the effects of lower production costs at both security products and marine components reporting units as well as lower marine components sales. Our Component Products Segment’s gross margin as a percentage of net sales increased over the same period primarily due to the factors affecting cost of sales. Security products gross margin as a percentage of net sales for 2023 increased as compared to 2022 primarily due to lower production costs (including lower material, overtime and shipping costs) and increased coverage of fixed costs on higher sales, primarily in the fourth quarter. Marine components gross margin as a percentage of net sales increased in 2023 compared to 2022 primarily due to lower raw material costs (primarily stainless steel and aluminum), lower supplies costs driven by lower volume, lower shipping costs and lower labor costs from reduced employee overtime due to lower sales volumes, partially offset by decreased coverage of fixed costs as a result of lower sales.

Operating Income – As a percentage of net sales, our Component Products Segment’s operating income decreased in 2024 compared to 2023 and increased in 2023 compared to 2022. Operating income margins were primarily impacted by the factors affecting net sales, cost of sales and gross margin, discussed above. Operating costs and expenses

consist primarily of sales and administrative-related personnel costs, sales commissions and advertising expenses directly related to product sales and administrative costs relating to business unit and corporate management activities, as well as gains and losses on sales of property and equipment. Operating costs and expenses increased \$0.5 million in 2024 compared to 2023 predominantly due to higher employee salary and benefit costs at security products.

As a percentage of net sales, our Component Products Segment's operating income increased in 2023 compared to 2022. The operating margin percentage increased in 2023 compared to 2022 primarily due to the factors impacting net sales, cost of sales and gross margin discussed above. Operating costs and expenses increased in 2023 compared to 2022 predominantly due to higher salary and benefit costs at the security products reporting unit which increased by \$0.6 million.

General – Our Component Products Segment's profitability primarily depends on its ability to utilize its production capacity effectively, which is affected by, among other things, the demand for its products and its ability to control its manufacturing costs, primarily comprised of labor costs and materials. The materials used in our Component Products Segment's products consist of purchased components and raw materials some of which are subject to fluctuations in the commodity markets such as zinc, brass, aluminum and stainless steel. Total material costs represented approximately 46% of our Component Products Segment's cost of sales in 2024, with commodity-related raw materials representing approximately 13% of its cost of sales. Our Component Products Segment's raw material prices were generally stable through the first half of 2024. Beginning in the latter half of the third quarter our Component Products Segment began to experience moderate increases in certain raw material costs, particularly brass. The zinc market was volatile in 2024, but our Component Products Segment was successful in making strategic spot buys to keep its costs consistent with 2023. Prices for aluminum and stainless steel, which are the primary raw materials used for the manufacture of marine components (including marine exhaust headers and pipes, wake enhancement systems, throttles and trim tabs), were relatively stable in 2024 because our Component Products Segment took advantage of volume purchase opportunities during the year. In most cases, commodity raw materials our Component Products Segment purchases include processing and conversion costs, such as alloying, extrusion and rolling, which remain elevated due to costs of labor, transportation and energy. Processing and conversion costs are not expected to decrease and may negate the benefit of softening commodity prices on our Component Products Segment's purchases. Based on current economic conditions, our Component Products Segment expects the prices for zinc, brass, aluminum, stainless steel and other manufacturing materials in 2025 to be relatively stable, although governmental actions such as tariffs may impact markets.

Our Component Products Segment occasionally enters into short-term commodity-related raw material supply arrangements to mitigate the impact of future increases in commodity related raw material costs. See Item 1 – “Business – Component Products Segment – CompX International Inc. – Raw Materials.”

Outlook – As noted above, in the second half of 2023 our Component Products Segment's security products reporting unit had significant sales related to a pilot project for a government security customer. Excluding these sales in 2023, security products sales would have increased in 2024 as compared to 2023 due to increased sales across a variety of markets, particularly increased sales of mechanical locks to the government security market. At the marine components reporting unit, the decline in sales to the towboat market as a result of the contraction in the recreational marine industry that began in the second quarter of 2023 continued through the third quarter of 2024. Marine components net sales increased in the fourth quarter of 2024 compared to the fourth quarter of 2023 as a result of stabilizing demand in the towboat market as well as increased sales to the government market. Raw material prices remained relatively stable through the first half of the year; however, beginning in the third quarter of 2024 our Component Products Segment experienced price increases in certain commodity raw materials, primarily brass and electronic components at the security products reporting unit.

Our Component Products Segment expects security products net sales in 2025 to improve modestly over 2024, and our Component Products Segment expects gross margin and operating income percentages in 2025 to be slightly above 2024 due to pricing improvements on the security products product mix. Our Component Products Segment expects marine components net sales to increase in 2025 due to higher expected sales to the government and industrial markets. Our Component Products Segment believes the recreational marine market has stabilized, and it expects marine components sales to the towboat market in 2025 will be comparable to 2024. Overall our Component Products Segment expects marine components to have improved gross margins and operating income percentages in 2025 compared to 2024 due to higher expected sales volumes. During 2024 our Component Products Segment was aggressive in aligning its production

capabilities and inventories to demand levels. In 2025, our Component Products Segment will continue to monitor current and anticipated near-term customer demand levels to ensure its production capabilities and inventories are aligned accordingly.

Our Component Products Segment's expectations for its operations and the markets it serves are based on a number of factors outside its control. Currently, our Component Products Segment's supply chains are stable and transportation and logistical delays are minimal. Our Component Products Segment has in the past experienced global and domestic supply chain challenges, and any future impacts on its operations will depend on, among other things, any future disruption in its operations or its suppliers' operations, the effect of tariffs, and the impact of economic conditions and geopolitical events on demand for its products or its customers' and suppliers' operations, all of which remain uncertain and cannot be predicted.

Real Estate Management and Development –

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Net sales:			
Land sales	\$ 120.9	\$ 92.6	\$ 71.5
Utility and other	1.2	1.3	.3
Water delivery	3.6	—	—
Total net sales	125.7	93.9	71.8
Cost of sales	74.1	61.7	45.6
Gross margin	\$ 51.6	\$ 32.2	\$ 26.2
Operating income	\$ 39.4	\$ 49.9	\$ 55.2

General – Our Real Estate Management and Development Segment consists of BMI and LandWell. BMI and LandWell own real property in Henderson, Nevada. LandWell is actively engaged in efforts to develop certain real estate in Henderson, Nevada including approximately 2,100 acres zoned for residential/planned community purposes. BMI also was responsible for the delivery of water to the City of Henderson and various other users through a water distribution system owned and operated by BWC prior to BWC's bankruptcy filing and deconsolidation on September 10, 2022. BMI also provided certain utility services to an industrial park located in Henderson, Nevada prior to the sale of BPC on December 1, 2023. With the approval of BWC's plan of reorganization by the bankruptcy court, substantially all of BWC's assets were sold in November 2023. Following the sale of the BWC assets and BPC, BMI no longer provides services to the industrial park which allows us to focus on land sales and development activity for the residential/planned community.

LandWell began marketing land for sale in the residential/planned community in December 2013 and at December 31, 2024 approximately 20 saleable acres remain. LandWell has been actively marketing and selling the land zoned for commercial and light industrial use and at December 31, 2024 approximately 15 saleable acres remain. Contracts for land sales are negotiated on an individual basis, and sales terms and prices will vary based on such factors as location (including location within a planned community), expected development work, and individual buyer needs. Although land may be under contract or land sales may be completed, we do not recognize revenue until we have satisfied the criteria for revenue recognition set forth in ASC Topic 606. In most instances buyers can cancel an escrow agreement with no financial penalties until shortly before the closing date. In some instances, we will receive cash proceeds at the time the contract closes and record deferred revenue for some or all of the cash amount received, with such deferred revenue being recognized in subsequent periods. Substantially all the land in the residential/planned community has been sold; however, we expect the development work to take two to three years to complete.

Net Sales and Operating Income – Substantially all the net sales from our Real Estate Management and Development segment in 2024 and 2023 consisted of revenues from land sales. We recognized \$71.5 million in revenues on land sales during 2024 compared to \$92.6 million in 2023. All of the land sales revenues recognized in 2024 are related to land sold in prior years. As noted above, we recognize revenue in our residential/planned community over time using cost-based input methods, and substantially all the land sales revenue we recognized in 2024 and 2023 was under this method of revenue recognition. Land sales revenue in 2024 decreased compared to 2023 due to the decreased pace of

development activity for previously sold parcels within the residential/planned community, primarily due to delays in receiving city permits and delays in environmental related approvals. The pace of development activities is dictated by a number of factors such as city permit and design approval, approval from the Nevada Department of Environmental Protection and labor and materials availability. Cost of sales related to land sales revenues was \$45.1 million in 2024 compared to \$60.8 million in 2023. Included in operating income was income related to the tax increment reimbursement note receivables of \$30.3 million and \$25.2 million in 2024 and 2023, respectively. See Note 7 to our Consolidated Financial Statements.

Substantially all the net sales from our Real Estate Management and Development segment in 2023 and 2022 consisted of revenues from land sales. We recognized \$92.6 million in revenues on land sales during 2023 compared to \$120.9 million in 2022. As noted above, we recognize revenue in our residential/planned community over time using cost-based input methods, and substantially all the land sales revenue we recognized in 2023 and 2022 was under this method of revenue recognition. Land sales revenue in 2023 decreased compared to 2022 due to the decreased pace of development activity dictated by the factors noted above within the residential/planned community. Cost of sales related to land sales revenues was \$60.8 million in 2023 compared to \$69.7 million in 2022. Included in operating income was income related to the tax increment reimbursement note receivables of \$25.2 million and \$15.2 million in 2023 and 2022, respectively. See Note 7 to our Consolidated Financial Statements.

The remainder of net sales and cost of sales related to this segment primarily relates to water delivery fees and expenses. Prior to BWC's bankruptcy filing on September 10, 2022, BMI was responsible for the delivery of water to the City of Henderson and various other users under long-term contracts through a water delivery system owned and operated by BWC. BWC's water delivery system operated on Lake Mead in Nevada. Late in the second quarter of 2022, Lake Mead water levels dropped precipitously to historically low levels. On June 30, 2022 BWC was no longer able to pump water and consequently ceased operations at its water intake facility. We considered BWC's inability to pump water from Lake Mead to be a triggering event under ASC 360 *Property, Plant, and Equipment*, which caused us to evaluate the water system fixed assets for impairment. Because BWC was unable to deliver water under its current contracts and therefore unable to generate revenue, we determined the water system's assets were fully impaired except to the extent certain equipment had alternative use outside of BWC's operations, in which case those assets were written down to estimated salvage value. The \$16.4 million impairment charge primarily recognized in the second quarter of 2022 represented the write down of the book value to the estimated salvage value of the assets. Without the ability to pump and deliver water to its customers, BWC's operating expenses exceeded its revenues, and on September 10, 2022 BWC and its wholly-owned subsidiary (collectively, "Debtors") voluntarily filed for Chapter 11 bankruptcy protection in the United States Bankruptcy Court for the District of Nevada. Because BWC filed for bankruptcy protection, we and BMI could no longer affirmatively assert we control BWC and, as such, in accordance with ASC 810, *Consolidation*, we deconsolidated BWC as of the date of the bankruptcy filing and recognized a loss of \$2.0 million in the third quarter of 2022 on the deconsolidation. In addition, BMI had an outstanding intercompany accounts receivable balance with BWC on the date of the bankruptcy filing, and we recognized \$1.3 million of bad debt expense to fully reserve this balance during the third quarter of 2022.

On November 8, 2023, the Bankruptcy Court for the District of Nevada ("Court") entered an order approving Debtors' plan of reorganization, which provided for the sale of substantially all Debtors' assets and the transfer of substantially all of their operating and other agreements to one of their industrial customers. The transaction closed on November 17, 2023 at which time Debtors discontinued their water delivery operations. The proceeds of the sale were used to repay creditors of the Debtors. On July 10, 2024, the Court approved the closure of the Debtors' bankruptcy case. BWC and its wholly-owned subsidiary BWC SPE I, LLC were subsequently dissolved with the remaining cash at BWC of \$2.6 million distributed to BMI. See Note 3 to our Consolidated Financial Statements.

On December 1, 2023, BMI sold its subsidiary BPC, which provided electricity to four customers located in the industrial park, and its sewer system assets to another of its industrial customers. The sale was for minimal cash consideration and the assumption of liabilities, and upon the closing of the sale we recognized a loss of \$2.6 million. BMI provided transition services to the purchaser of the businesses for a limited time. With the sale of BPC and the completion of the bankruptcy, we no longer provide services to the industrial park which allows us to focus on land sales and development activity for the residential/planned community.

Outlook – LandWell is focused on developing the land it manages, primarily to residential builders, for the residential/planned community in Henderson. At December 31, 2024, substantially all of the land in the residential/planned community had been sold with approximately 20 saleable acres remaining. A contract for the remaining 20 acres is currently in escrow with a home builder, and the sale is scheduled to close by mid-2025. There are also 15 saleable acres zoned for light industrial and commercial use outside of the 2,100 acre residential/planned community available for sale. Demand for retail and commercial use in the Las Vegas area is not as strong as residential demand, and we expect it will take more time to sell these remaining acres. At December 31, 2024 we have deferred revenue of \$32.1 million related to post-closing obligations on land sales closed prior to 2024. Because we recognize revenue over time using cost-based inputs, we will continue to recognize revenue on land previously sold over the development period, although we have already received substantially all the cash proceeds related to these sales. We currently expect to take two to three years to complete our post-closing obligations. Any delays or curtailments in infrastructure development related to post-closing obligation activities will delay the amount of revenue we recognize on previously closed land sales. Under LandWell’s development agreement with the City of Henderson, the issuance of a specified number of housing permits requires LandWell to complete certain large infrastructure projects. LandWell began construction on several of these community-wide large projects in late 2021 with the construction expected to continue for the next two to three years. We expect these land development costs in 2025 to be comparable to 2024 due to the timing of planned infrastructure projects and the availability of certain construction materials. Because these large projects relate to the entirety of the residential/planned community, the costs associated with these large projects are not part of the cost-based inputs used to recognize revenue, and therefore, this spending will not correlate to revenue recognition. However, this spending is expected to be eligible for tax increment reimbursement under our Owner Participation Agreement (“OPA”) with the City of Henderson, and delays or curtailments in eligible infrastructure development activities will also delay LandWell’s ability to submit completed costs to the City for approval of additional OPA note receivables. The maximum reimbursement under the OPA is \$209 million. We have collected \$32.7 million to date and expect to reach the maximum in the next 7 to 10 years.

General Corporate Items, Interest Expense, Income Taxes, Noncontrolling Interest and Related Party Transactions

Insurance Recoveries – NL has agreements with certain insurance carriers pursuant to which the carriers reimburse NL for a portion of its past lead pigment and asbestos litigation defense costs. Insurance recoveries include amounts NL received from these insurance carriers. NL received \$1.4 million and \$.5 million in insurance recoveries during 2024 and 2023, respectively. Insurance recoveries in 2022 were nominal. See Note 13 to our Consolidated Financial Statements.

The agreements with certain of NL’s insurance carriers also include reimbursement for a portion of its future litigation defense costs. We are not able to determine how much we will ultimately recover from these carriers for defense costs incurred by NL because of certain issues that arise regarding which defense costs qualify for reimbursement. Accordingly, these insurance recoveries are recognized when the receipt is probable and the amount is determinable. See Note 18 to our Consolidated Financial Statements.

Gain on Remeasurement of Investment in TiO₂ Manufacturing Joint Venture – We recognized a gain on the remeasurement of Kronos’ investment in LPC of \$64.5 million in the third quarter of 2024 as a result of the acquisition. See Note 3 to our Consolidated Financial Statements.

Other Components of Net Periodic Pension and OPEB Expense – We recognized other components of net periodic pension and OPEB expense of \$2.6 million in 2024, \$11.8 million in 2023 and \$13.9 million in 2022. The decrease in 2024 compared to 2023 is primarily due to a higher expected return on plan assets, lower discount rates impacting interest costs and a non-recurring \$6.2 million in settlement costs related to the termination and buy-out of our U.K. pension plan in the second quarter of 2023. The decrease in 2023 compared to 2022 is primarily due to the net effects of higher discount rates impacting interest cost, previously unrecognized actuarial losses and \$6.2 million in settlement costs related to the termination and buy-out of our U.K. pension plan during the second quarter of 2023. See Note 11 to our Consolidated Financial Statements.

Changes in the Market Value of Valhi Common Stock held by Subsidiaries – Our subsidiaries Kronos and NL hold shares of our common stock. As discussed in Note 16 to our Consolidated Financial Statements, we account for our proportional interest in these shares of our common stock as treasury stock, at Kronos’ and NL’s historical cost basis. The

remaining portion of these shares of our common stock, which are attributable to the noncontrolling interest of Kronos and NL, are reflected in our Consolidated Balance Sheets at fair value. Any unrealized gains or losses on the shares of our common stock attributable to the noncontrolling interest of Kronos and NL are recognized in the determination of each of Kronos and NL's respective net income or loss. Under the principles of consolidation, we eliminate any gains or losses associated with our common stock to the extent of our proportional ownership interest in each subsidiary. The \$1.9 million gain in 2024, the \$1.7 million loss in 2023 and the \$1.6 million loss in 2022 recognized in our Consolidated Financial Statements represent the unrealized gain (loss) in respect of these shares during such periods attributable to the noncontrolling interest of Kronos and NL.

Interest Income and Other – Interest income and other of \$22.0 million in 2024 was comparable to 2023. Interest income and other increased \$10.9 million in 2023 compared to 2022 primarily due to higher average interest rates and increased investment balances. See Note 13 to our Consolidated Financial Statements.

Other General Corporate Items – Corporate expenses of \$4.3 million in 2024 decreased compared to corporate expenses of \$35.2 million in 2023 primarily due to income of \$31.4 million recognized in the fourth quarter of 2024 as a result of the settlement of a liability for an environmental remediation site, including income of \$9.6 million received from private companies participating in the settlement. Included in corporate expense are:

- litigation and related costs at NL of \$3.0 million in 2024 and \$4.4 million in 2023; and
- income from environmental remediation of \$19.2 million in 2024 compared to costs of \$2.5 million in 2023.

Corporate expenses were 4% lower at \$35.2 million in 2023 compared to corporate expenses of \$36.6 million in 2022 due primarily to lower administrative expenses. Included in corporate expense are:

- litigation and related costs at NL of \$4.4 million in 2023 and \$4.2 million in 2022; and
- environmental remediation and related costs of \$2.5 million in 2023 compared to \$1.7 million in 2022.

Overall, we currently expect that our net general corporate expenses in 2025 will be higher than 2024 primarily due to income recognized in 2024 related to the settlement of a liability for an environmental remediation site in the fourth quarter of 2024.

The level of our litigation and related expenses varies from period to period depending upon, among other things, the number of cases in which we are currently involved, the nature of such cases and the current stage of such cases (e.g. discovery, pre-trial motions, trial or appeal, if applicable). See Note 18 to our Consolidated Financial Statements. If our current expectations regarding the number of cases in which we expect to be involved during 2025, or the nature of such cases were to change, our corporate expenses could be higher than we currently estimate.

Obligations for environmental remediation and related costs are difficult to assess and estimate, and it is possible that actual costs for environmental remediation and related costs will exceed accrued amounts or that costs will be incurred in the future for sites in which we cannot currently estimate the liability. If these events occur in 2025, our corporate expense could be higher than we currently estimate. In addition, we adjust our accruals for environmental remediation and related costs as further information becomes available to us or as circumstances change. Such further information or changed circumstances could result in an increase or reduction in our accrued environmental remediation and related costs. See Note 18 to our Consolidated Financial Statements.

Interest Expense – Interest expense increased \$21.6 million in 2024 compared to 2023 primarily due to higher interest rates on Kronos' new debt issued in February and July of 2024 and higher average debt balances as a result of the LPC acquisition. As a result of the exchange, interest expense in 2024 also includes a charge of \$1.5 million for the write-off of deferred financing costs. Interest expense of \$28.3 million in 2023 was comparable to \$27.9 million in 2022.

We expect interest expense will be higher in 2025 as compared to 2024 primarily due to the higher debt balances as a result of the third quarter acquisition of LPC and higher interest rates on Kronos' new debt issued in February and July of 2024. See Note 9 to our Consolidated Financial Statements.

Income Tax Expense (Benefit) – We recognized income tax expense of \$82.9 million in 2024 compared to an income tax benefit of \$24.6 million in 2023. The increase is primarily due to higher earnings in 2024 and the jurisdictional mix of such earnings. We recognized an income tax benefit of \$24.6 million in 2023 compared to income tax expense of \$36.8 million in 2022. The decrease is primarily due to lower earnings in 2023 and the jurisdictional mix of such earnings.

Our income tax expense in 2024 includes a non-cash deferred income tax expense of \$8.2 million in the fourth quarter, related to the recognition of a deferred income tax asset valuation allowance for our Chemicals Segment’s Belgian net deferred tax assets. We continue to believe we will ultimately realize the full benefit of our Belgian NOL carryforwards, in part because of their indefinite carryforward period. However, our ability to reverse all or a portion of such valuation allowance in the future is dependent on the presence of sufficient positive evidence, such as the existence of cumulative profits in the most recent twelve consecutive quarters, and the ability to demonstrate future profitability for a sustainable period. Until such time as we are able to reverse the valuation allowance in full, to the extent we generate additional losses in Belgium in the intervening periods, our effective income tax rate will be negatively impacted, because any further losses will effectively be recognized without the net income tax benefit.

On December 10, 2024, the Department of the Treasury and the Internal Revenue Service released final currency regulations under §987 and related rules (the “2024 Final Regulations”). The 2024 Final Regulations generally apply to tax years beginning after December 31, 2024, and include transition rules that require us to compute a pretransition gain or loss for currency translation related to the operations, assets and liabilities of our Chemicals Segment’s non-U.S. qualified business units. Pursuant to the 2024 Final Regulations, we have calculated a pretransition gain of \$77.1 million and, accordingly, our income tax expense in 2024 includes a non-cash deferred income tax expense of \$16.5 million recognized in the fourth quarter.

Our earnings are subject to income tax in various U.S. and non-U.S. jurisdictions. Generally, our consolidated effective income tax rate is higher than the U.S. federal statutory tax rate of 21% primarily because the income tax rates applicable to the pre-tax earnings (losses) of our non-U.S. operations are generally higher than the income tax rates applicable to our U.S. operations. However, in 2022 our consolidated effective income tax rate was lower than the U.S. federal statutory rate of 21% due to the effect of a tax benefit relating to the partial release of our valuation allowance associated with the 2022 utilization of a portion of our business interest expense carryforwards.

See Note 14 to our Consolidated Financial Statements for more information about our 2024 income tax items, including a tabular reconciliation of our statutory tax expense to our actual tax expense.

Noncontrolling Interest in Net Income of Subsidiaries – Noncontrolling interest in operations of subsidiaries increased in 2024 compared to 2023 primarily due to increased operating income at Kronos. Noncontrolling interest in operations of subsidiaries decreased from 2022 to 2023 primarily due to lower operating income at Kronos. See Note 15 to our Consolidated Financial Statements.

Related Party Transactions – We are a party to certain transactions with related parties. See Note 17 to our Consolidated Financial Statements.

Foreign Operations

We have substantial operations located outside the United States, principally our Chemicals Segment’s operations in Europe and Canada. The functional currency of these operations is the local currency. As a result, the reported amount of our assets and liabilities related to these foreign operations will fluctuate based upon changes in currency exchange rates. At December 31, 2024, we had substantial net assets denominated in the euro, Canadian dollar and Norwegian krone.

Critical Accounting Policies and Estimates

Our significant accounting policies are more fully described in Note 1 to our Consolidated Financial Statements. Our Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at

the date of the financial statements and the reported amount of revenues and expenses during the reported period. On an ongoing basis we evaluate our estimates, including those related to the recoverability of long-lived assets, pension and other postretirement benefit obligations and the underlying actuarial assumptions related thereto, the realization of deferred income tax assets and accruals for litigation, income tax and other contingencies. We base our estimates on historical experience and on various other assumptions which we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the reported amounts of assets, liabilities, revenues and expenses. Actual results may differ significantly from previously-estimated amounts under different assumptions or conditions.

We believe the most critical accounting policies and estimates involving significant judgment primarily relate to goodwill, long-lived assets, revenue recognized over time using cost-based inputs, defined benefit pension plans, income taxes, acquisition of joint venture, and litigation and environmental liabilities. We have discussed the development, selection and disclosure of our critical accounting estimates with the audit committee of our board of directors.

Goodwill – Our net goodwill totaled \$382.3 million at December 31, 2024 primarily resulting from our various step acquisitions of Kronos and NL (which occurred before the implementation of the current accounting standards related to noncontrolling interest) and to a lesser extent CompX’s purchase of various businesses and Kronos’ purchase of the remaining 50% interest in LPC in 2024. In accordance with the applicable accounting standards for goodwill, we do not amortize goodwill.

We perform a goodwill impairment test annually in the third quarter of each year. Goodwill is also evaluated for impairment at other times whenever an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. An entity may first assess qualitative factors to determine whether it is necessary to complete the quantitative impairment test using a more-likely-than-not criteria. If an entity believes it is more-likely-than-not the fair value of a reporting unit is greater than its carrying value, including goodwill, the quantitative impairment test can be bypassed. Alternatively, an entity has an unconditional option to bypass the qualitative assessment and proceed directly to performing the quantitative impairment test.

When performing a qualitative assessment considerable management judgment is necessary to evaluate the qualitative impact of events and circumstances on the fair value of a reporting unit. Events and circumstances considered in our impairment evaluations, such as historical profits and stability of the markets served, are consistent with factors utilized with our internal projections and operating plan. However, future events and circumstances could result in materially different findings which could result in the recognition of a material goodwill impairment.

Evaluations of possible impairment utilizing the quantitative impairment test require us to estimate, among other factors: forecasts of future operating results, revenue growth, operating margin, tax rates, capital expenditures, depreciation, working capital, weighted average cost of capital, long-term growth rates, risk premiums, terminal values, and fair values of our reporting units and assets. The goodwill impairment test is subject to uncertainties arising from such events as changes in competitive conditions, the current general economic environment, material changes in growth rate assumptions that could positively or negatively impact anticipated future operating conditions and cash flows, changes in the discount rate, and the impact of strategic decisions. If any of these factors were to materially change such change may require revaluation of our goodwill. Changes in estimates or the application of alternative assumptions could produce significantly different results.

A reporting unit can be a segment or an operating division based on the operations of the segment. For example, our Chemicals Segment produces a globally coordinated homogeneous product whereas our Component Products Segment operates as two distinct reporting units. If the fair value of the reporting unit is less than its book value, the goodwill is written down to estimated fair value.

For our Chemicals Segment, we use Level 1 inputs of publicly traded market prices to compare the book value to assess impairment. We also consider control premiums when assessing fair value. When we performed our annual goodwill impairment test in the third quarter of 2024 for our Chemicals Segment goodwill, we concluded there was no impairment of such goodwill. However, future events and circumstances could change (i.e. a significant decline in quoted market prices) and result in a materially different finding which could result in the recognition of a material impairment with respect to such goodwill.

Substantially all of the goodwill for our Component Products Segment relates to its security products reporting unit. In 2024, we used the qualitative assessment for our annual impairment test and determined it was not necessary to perform the quantitative goodwill impairment test, as we concluded it is more-likely-than-not that the fair value of the security products reporting unit exceeded its carrying amount.

Long-lived assets – The net book value of our property and equipment totaled \$723.4 million at December 31, 2024. We assess property and equipment for impairment only when circumstances indicate an impairment may exist. Our determination is based upon, among other things, our estimates of the amount of future net cash flows to be generated by the long-lived asset (Level 3 inputs) and our estimates of the current fair value of the asset. Significant judgment is required in estimating such cash flows. Adverse changes in such estimates of future net cash flows or estimates of fair value could result in an inability to recover the carrying value of the long-lived asset, thereby possibly requiring an impairment charge to be recognized in the future. We do not assess our property and equipment for impairment unless certain impairment indicators are present. We did not evaluate any long-lived assets for impairment during 2024 because no such impairment indicators were present.

Revenue recognized over time using cost-based inputs – Certain real estate land sales by our Real Estate Management and Development Segment (generally land sales associated with our residential/planned community) require us to complete property development and improvements after title passes to the buyer and we have received all or a substantial portion of the selling price. Generally, all the land sales associated with the residential/planned community have been recognized over time using cost-based inputs of accounting in accordance with ASC 606. Under such method, revenues and profits are recognized in the same proportion of our progress towards completion of our contractual obligations, with our progress measured by costs incurred as a percentage of total costs estimated to be incurred. Such costs incurred and total estimated costs include amounts specifically identifiable with the parcels sold as well as certain development costs for the entire residential/planned community which are allocated to the parcels sold under applicable GAAP. Estimates of total costs expected to be incurred require significant management judgment, and the amount of revenue and profits that have been recognized to date are subject to revisions throughout the development period. The impact on the amount of revenue recognized resulting from any future change in the estimate of total costs estimated to be incurred would be accounted for prospectively in accordance with GAAP.

Defined benefit pension plans – We maintain various defined benefit pension plans in the U.S., Europe and Canada. See Note 11 to our Consolidated Financial Statements. We recognized consolidated defined benefit pension plan expense of \$25.4 million in 2022, \$18.4 million in 2023 and \$9.4 million in 2024. The amount of funding requirements for these defined benefit pension plans is generally based upon applicable regulations (such as ERISA in the U.S.) and will generally differ from pension expense for financial reporting purposes. We made contributions to all of our defined benefit pension plans of \$16.6 million in 2022, \$16.3 million in 2023 and \$16.4 million in 2024.

Under defined benefit pension plan accounting, defined benefit pension plan expense, pension assets and accrued pension costs are each recognized based on certain actuarial assumptions. These assumptions are principally the discount rate, the assumed long-term rate of return on plan assets, the fair value of plan assets and the assumed increase in future compensation levels. We recognize the funded status of our defined benefit pension plans as either an asset (for overfunded plans) or a liability (for underfunded plans) in our Consolidated Balance Sheets.

The discount rates we use for determining defined benefit pension expense and the related pension obligations are based on current interest rates earned on long-term bonds that receive one of the two highest ratings given by recognized rating agencies in the applicable country where the defined benefit pension benefits are being paid. In addition, we receive third-party advice about appropriate discount rates and these advisors may in some cases use their own market indices. We adjust these discount rates as of each December 31 valuation date to reflect then-current interest rates on such long-term bonds. We use these discount rates to determine the actuarial present value of the pension obligations as of December 31 of that year. We also use these discount rates to determine the interest component of defined benefit pension expense for the following year.

At December 31, 2024, approximately 65%, 14%, 7% and 11% of the projected benefit obligations related to our plans in Germany, Canada, Norway and the U.S., respectively. We use several different discount rate assumptions in determining our consolidated defined benefit pension plan obligation and expense. This is because we maintain defined

benefit pension plans in several different countries in Europe and North America and the interest rate environment differs from country to country.

We used the following discount rates for our defined benefit pension plans:

	Discount rates used for:		
	Obligations at December 31, 2022 and expense in 2023	Obligations at December 31, 2023 and expense in 2024	Obligations at December 31, 2024 and expense in 2025
Kronos and NL Plans:			
Germany	3.7%	3.2%	3.4%
Canada	5.1%	4.6%	4.6%
Norway	3.6%	3.6%	4.3%
U.S.	5.3%	5.0%	5.5%

The assumed long-term rate of return on plan assets represents the estimated average rate of earnings expected to be earned on the funds invested or to be invested in the plans' assets provided to fund the benefit payments inherent in the projected benefit obligations. Unlike the discount rate, which is adjusted each year based on changes in current long-term interest rates, the assumed long-term rate of return on plan assets will not necessarily change based upon the actual short-term performance of the plan assets in any given year. Defined benefit pension expense each year is based upon the assumed long-term rate of return on plan assets for each plan, the actual fair value of the plan assets as of the beginning of the year and an estimate of the amount of contributions to and distributions from the plan during the year. Differences between the expected return on plan assets for a given year and the actual return are deferred and amortized over future periods based either upon the expected average remaining service life of the active plan participants (for plans for which benefits are still being earned by active employees) or the average remaining life expectancy of the inactive participants (for plans for which benefits are not still being earned by active employees).

At December 31, 2024, the fair value of plan assets for all defined benefit plans comprised \$75.7 million related to U.S. plans and \$404.9 million related to non-U.S. plans. All of plan assets attributable to non-U.S. plans related to plans maintained by Kronos, and approximately 35% and 65% of the plan assets attributable to U.S. plans related to plans maintained by NL and Kronos, respectively. At December 31, 2024, approximately 55%, 17%, 9% and 16% of the plan assets related to our plans in Germany, Canada, Norway and the U.S, respectively. We use several different long-term rates of return on plan asset assumptions in determining our consolidated defined benefit pension plan expense. This is because the plan assets in different countries are invested in a different mix of investments and the long-term rates of return for different investments differ from country to country.

In determining the expected long-term rate of return on plan asset assumptions, we consider the long-term asset mix (e.g., equity vs. fixed income) for the assets for each of our plans and the expected long-term rates of return for such asset components. In addition, we receive third-party advice about appropriate long-term rates of return. We regularly review our actual asset allocation for each of our U.S. and non-U.S. plans and will periodically rebalance the investments in each plan to more accurately reflect the targeted allocation when considered appropriate.

The assumed long-term rates of return on plan assets used for purposes of determining net period pension cost for 2022, 2023 and 2024 were as follows:

	2022	2023	2024
Kronos and NL plans:			
Germany	2.0%	4.8%	5.0%
Canada	3.8%	4.4%	4.9%
Norway	3.0%	4.8%	4.8%
U.S.	4.0%	5.0%	5.0%

Our long-term rate of return on plan asset assumptions in 2025 used for purposes of determining our 2025 defined benefit pension plan expense for Germany, Canada, Norway and the U.S. are 4.8%, 3.7%, 5.3% and 5.0%, respectively.

We follow ASC Topic 820, *Fair Value Measurements and Disclosures*, in determining the fair value of plan assets within our defined benefit pension plans. While we believe the valuation methods used to determine the fair value of plan assets are appropriate, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

To the extent that a plan's particular pension benefit formula calculates the pension benefit in whole or in part based upon future compensation levels, the projected benefit obligations and the pension expense will be based in part upon expected increases in future compensation levels. For all of our plans for which the benefit formula is so calculated, we generally base the assumed expected increase in future compensation levels upon average long-term inflation rates for the applicable country.

In addition to the actuarial assumptions discussed above, the amount of recognized defined benefit pension expense and the amount of net pension asset and net pension liability will vary based upon relative changes in currency exchange rates. See Note 11 to our Consolidated Financial Statements for additional discussion of actuarial assumptions used in determining defined benefit pension assets, liabilities and expenses.

Based on the actuarial assumptions described above and our current expectation for what actual average currency exchange rates will be during 2025, we expect our defined benefit pension expense will approximate \$9 million in 2025. In comparison, we expect to be required to contribute approximately \$16 million to such plans during 2025.

As noted above, defined benefit pension expense and the amounts recognized as accrued pension costs are based upon the actuarial assumptions discussed above. We believe all of the actuarial assumptions used are reasonable and appropriate. However, if we had lowered the assumed discount rate by 25 basis points for all plans as of December 31, 2024, our aggregate projected benefit obligations would have increased by approximately \$19 million at that date and our defined benefit pension expense would be expected to increase by a nominal amount during 2025. Similarly, if we lowered the assumed long-term rate of return on plan assets by 25 basis points for all of our plans, our defined benefit pension expense would be expected to increase by approximately \$1 million during 2025.

Income taxes – We operate globally through our Chemicals Segment and the calculation of our provision for income taxes and our deferred tax assets and liabilities involves the interpretation and application of complex tax laws and regulations in a multitude of jurisdictions across our Chemicals Segment's global operations. Our effective tax rate is highly dependent upon the geographic distribution of our earnings or losses and the effects of tax laws and regulations in each tax-paying jurisdiction in which we operate. Significant judgments and estimates are required in determining our consolidated provision for income taxes due to the global nature of our Chemicals Segment's operations. Our provision (benefit) for income taxes and deferred tax assets and liabilities reflect our best assessment of estimated current and future taxes to be paid, including the recognition and measurement of deferred tax assets and liabilities.

We recognize deferred taxes for future tax effects of temporary differences between financial and income tax reporting. Deferred income tax assets and liabilities for each tax-paying jurisdiction in which we operate are netted and presented as either a noncurrent deferred income tax asset or liability, as applicable. We record a valuation allowance to reduce our deferred income tax assets to the amount that is believed to be realized under the more-likely-than-not recognition criteria. While we have considered future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for a valuation allowance, it is possible that we may change our estimate of the amount of the deferred income tax assets that would more-likely-than-not be realized in the future, resulting in an adjustment to the deferred income tax asset valuation allowance that would either increase or decrease, as applicable, reported net income in the period such change in estimate was made.

We periodically review our deferred tax assets ("DTA") to determine if a valuation allowance is required. For example, at December 31, 2024, our Chemicals Segment has significant German corporate and trade net operating loss ("NOL") carryforwards of \$447.3 million (DTA of \$70.8 million) and \$40.1 million (DTA of \$4.4 million), respectively; and Belgian corporate NOL carryforwards of \$72.0 million (DTA of \$18.0 million). Prior to December 31, 2024, and using all available evidence, we had concluded that no deferred income tax asset valuation allowance was required to be recognized with respect to such carryforwards, principally because (i) such carryforwards have lengthy carryforward periods (the German and Belgian carryforwards may be carried forward indefinitely), (ii) we have utilized a portion of

such carryforwards during the most recent three-year period and (iii) we currently expect to utilize the remainder of such carryforwards over the long term. With respect to our Belgian carryforwards, at December 31, 2024, given our operating results during the fourth quarter of 2024 and our current expectations for 2025, we do not have sufficient positive evidence to overcome the significant negative evidence of having cumulative losses in the most recent twelve consecutive quarters in Belgium (even considering that the carryforward period of our Belgian NOL carryforwards is indefinite, one piece of positive evidence). Accordingly, at December 31, 2024, we concluded that we were required to recognize a non-cash deferred income tax asset valuation allowance of \$8.2 million under the more-likely-than-not recognition criteria with respect to our Belgian net deferred tax assets. At December 31, 2024, we continue to conclude no valuation allowance is required to be recognized for our German DTAs although prior to the complete utilization of such carryforwards, if we were to generate additional losses in our German operations for an extended period of time, or if applicable laws were to change such that the carryforward periods were more limited, it is possible that we might conclude the benefit of such carryforwards would no longer meet the more-likely-than-not recognition criteria, at which point we would be required to recognize a valuation allowance against some or all of the then-remaining tax benefit associated with the carryforwards.

The Organization for Economic Cooperation and Development (the “OECD”), the European Union and other countries have committed to enacting the OECD’s Pillar Two initiative that would provide a global minimum level of taxation for multinational companies to be applied on a country-by-country basis. Currently, many countries have enacted legislation to implement the Pillar Two rules effective for years beginning on or after December 31, 2023. Based on legislation currently enacted, we do not anticipate any material impact to our Consolidated Financial Statements; however, until all the jurisdictions we operate in enact legislation, the full impact of Pillar Two to us is unknown.

Acquisition of joint venture – During the third quarter of 2024, Kronos acquired the 50% joint venture interest in LPC previously held by Venator. Prior to the acquisition we accounted for Kronos’s interest in LPC under the equity method. The application of the purchase method of accounting for business combinations requires Kronos to use significant estimates and assumptions in the determination of the estimated fair value of assets acquired and liabilities assumed. Kronos’ estimates of the fair values of assets acquired and liabilities assumed are based upon assumptions we believe are reasonable, and when appropriate, include assistance from independent third-party valuation advisors. See Note 3 to our Consolidated Financial Statements.

Contingencies – We record accruals for environmental, legal and other contingencies and commitments when estimated future expenditures associated with such contingencies become probable, and amounts can be reasonably estimated. However, new information may become available to us, or circumstances (such as applicable laws and regulations) may change, thereby resulting in an increase or decrease in the amount required to be accrued for such matters (and therefore a decrease or increase in reported net income in the period of such change). At December 31, 2024 we have recorded total accrued environmental liabilities of \$74.6 million.

Obligations for environmental remediation and related costs are difficult to assess, and it is possible that actual costs for environmental remediation and related costs will exceed accrued amounts or that costs will be incurred in the future for sites in which we cannot currently estimate the liability. If these events occur in 2025, our corporate expense could be higher than we currently estimate. In addition, we adjust our accruals for environmental remediation and related costs (and potential range of our liabilities) as further information becomes available to us or as circumstances change which involves our judgment regarding current facts and circumstances for each site and is subject to various assumptions and estimates. Such further information or changed circumstances could result in an increase in our accrued environmental remediation and related costs. See Note 18 to our Consolidated Financial Statements.

LIQUIDITY AND CAPITAL RESOURCES

Consolidated Cash Flows

Operating Activities –

Trends in cash flows as a result of our operating income (excluding the impact of significant asset dispositions and relative changes in assets and liabilities) are generally similar to trends in our earnings. In addition to the impact of the operating, investing and financing cash flows discussed below, changes in the amount of cash, cash equivalents and restricted cash we report from year to year can be impacted by changes in currency exchange rates, since a portion of our cash, cash equivalents and restricted cash is held by our Chemicals Segment's non-U.S. subsidiaries. For example, during 2024, relative changes in currency exchange rates resulted in a \$1.1 million decrease in the reported amount of our cash, cash equivalents and restricted cash compared to a \$1.0 million increase in 2023 and a \$5.1 million decrease in 2022.

Cash flows from operating activities increased to \$44.0 million in 2024 from \$3.9 million in 2023. This \$40.1 million increase in cash provided by operations in 2024 includes:

- consolidated operating income of \$210.7 million in 2024, an increase of \$176.5 million compared to operating income of \$34.2 million in 2023;
- higher amount of net cash used of \$92.5 million associated with relative changes in our receivables, inventories, land held for development, payables and accrued liabilities in 2024;
- higher net cash paid for income taxes in 2024 of \$14.4 million primarily due to higher earnings and the relative timing of payments;
- higher cash paid for interest in 2024 of \$18.5 million;
- cash premium of \$6.0 million on the issuance of Kronos' senior notes; and
- higher net contributions of \$5.8 million to our TiO₂ manufacturing joint venture in 2024 prior to the LPC acquisition.

Cash flows from operating activities decreased to \$3.9 million in 2023 from \$34.9 million in 2022. This \$31.0 million decrease in cash provided by operations in 2023 includes:

- consolidated operating income of \$34.2 million in 2023, a decrease of \$205.2 million compared to operating income of \$239.4 million in 2022;
- lower amount of net cash used of \$84.6 million associated with relative changes in our receivables, inventories, land held for development, payables and accrued liabilities in 2023;
- lower net cash paid for income taxes in 2023 of \$16.3 million primarily due to decreased earnings; and
- lower net contributions to our TiO₂ manufacturing joint venture in 2023 of \$13.6 million.

As noted in our discussion of our Real Estate Management and Development segment above, we have sold the majority of the land in our residential/planned community, and in accordance with our development agreement with the City of Henderson and our contractual obligations with builders, we expect to complete our land development obligations over the next two to three years. Because we have largely received cash proceeds from land sales, we expect LandWell to generate negative operating cash flows as it completes its required land development work.

Changes in working capital were affected by accounts receivable and inventory changes, as shown below:

- Kronos' average days sales outstanding ("DSO") decreased from December 31, 2023 to December 31, 2024, primarily due to the relative changes in the timing of collections.
- Kronos' average days sales in inventory ("DSI") increased from December 31, 2023 to December 31, 2024 primarily due to production volumes exceeding sales volumes in 2024 compared to 2023 when Kronos' sales volumes exceeded its production volumes.
- CompX's average DSO decreased from December 31, 2023 to December 31, 2024 and is primarily impacted by the timing of sales and collections in the last month of the year.
- CompX's average DSI at December 31, 2024 was comparable to December 31, 2023 as the increase at the security products reporting unit due to the fulfillment and shipping of a significant order during the fourth quarter of 2023 was offset by the decline at the marine components reporting unit due to elevated inventory balances at December 31, 2023.

For comparative purposes, we have also provided comparable prior year numbers below.

	December 31, 2022	December 31, 2023	December 31, 2024
Kronos:			
Days sales outstanding	64 days	66 days	62 days
Days sales in inventory	103 days	65 days	82 days
CompX:			
Days sales outstanding	41 days	36 days	33 days
Days sales in inventory	99 days	95 days	94 days

We do not have complete access to the cash flows of our majority-owned subsidiaries, due in part to limitations contained in certain credit agreements of our subsidiaries and because we do not own 100% of these subsidiaries. A detail of our consolidated cash flows from operating activities is presented in the table below. Intercompany dividends have been eliminated.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Cash provided by (used in) operating activities:			
Kronos	\$ 81.7	\$ 5.5	\$ 72.5
Valhi exclusive of subsidiaries	68.8	40.7	60.6
CompX	16.9	25.8	22.9
NL exclusive of subsidiaries	39.2	21.6	36.7
Tremont exclusive of subsidiaries	12.7	11.2	(4)
BMI	12.1	13.2	2.6
LandWell	(22.0)	17.5	(16.1)
Eliminations and other	(174.5)	(131.6)	(134.8)
Total	<u>\$ 34.9</u>	<u>\$ 3.9</u>	<u>\$ 44.0</u>

Investing Activities –

We disclose capital expenditures by our business segments in Note 2 to our Consolidated Financial Statements.

During 2024:

- Kronos paid \$156.8 million, net of cash acquired, for the remaining TiO₂ manufacturing joint venture interest in LPC; see Note 3 to our Consolidated Financial Statements;

- we had net proceeds of \$54.3 million related to marketable securities; and
- we had net proceeds from the sale of land not used in our operations of \$5.6 million.

During 2023:

- we had net proceeds of \$19.3 million of marketable securities; and
- we had net proceeds from the sale of land not used in our operations of \$1.8 million.

During 2022:

- we had net purchases of \$70.7 million of marketable securities; and
- \$8.6 million of BWC's cash, cash equivalents and restricted cash was removed as part of its deconsolidation in the third quarter (see Note 3 to our Consolidated Financial Statements).

Financing Activities –

During 2024:

- we repaid \$48.8 million on Valhi's credit facility with Contran; and
- Kronos exchanged €325 million of its Kronos International, Inc. ("KII") 3.75% Senior Secured Notes due September 2025 (the "Old Notes") for KII's newly issued €276.174 million 9.50% Senior Secured Notes due March 2029 (the "New Notes") plus additional cash consideration of \$52.6 million to certain eligible holders of the Old Notes and borrowed \$53.7 million from Contran. In the third quarter Kronos issued an additional €75 million principal amount of 9.50% Senior Secured Notes due 2029 (the "Additional New Notes" and together with the Old Notes and the New Notes, the "Senior Secured Notes").

During 2023:

- we repaid \$28.0 million on Valhi's credit facility with Contran; and
- Kronos acquired 313,814 shares of its common stock for an aggregate purchase price of \$2.8 million.

During 2022:

- we borrowed \$.1 million and repaid \$51.6 million on Valhi's credit facility with Contran;
- we repaid \$8.4 million on BWC's loan from Western Alliance Bank;
- Kronos acquired 217,778 shares of its common stock for an aggregate purchase price of \$2.3 million; and
- CompX acquired 78,900 shares of its Class A common stock for an aggregate purchase price of \$ 1.7 million.

We paid aggregate cash dividends on our common stock of \$9.0 million in 2022 and \$9.1 million in each of 2023 and 2024. Distributions to noncontrolling interest in 2022, 2023 and 2024 are primarily comprised of: CompX dividends paid to shareholders other than NL; Kronos dividends paid to shareholders other than us and NL, and BMI and LandWell dividends paid to shareholders other than us.

Outstanding Debt Obligations

At December 31, 2024, our consolidated indebtedness was comprised of:

- Valhi's \$44.6 million outstanding on its \$150 million amended credit facility with Contran which is due no earlier than December 31, 2026;
- €351.174 million aggregate outstanding on KII's 9.5% Senior Secured Notes due 2029 plus €5.1 million of unamortized premium (\$365.4 million carrying amount, net of unamortized debt issuance costs);
- €75 million aggregate outstanding on KII's 3.75% Senior Secured Notes due 2025 (\$78.3 million carrying amount);
- \$53.7 million outstanding on Kronos' subordinated, unsecured term loan from Contran due September 2029 (the "Contran Term Loan");
- \$10.0 million outstanding on Kronos' Global Revolver; and
- \$11.4 million outstanding on LandWell's bank loan due April 2036.

Availability under the Global Revolver is subject to a borrowing base calculation, as defined in the agreement. The borrowing base calculated as of December 31, 2024 was approximately \$278 million. Effective July 17, 2024, Kronos completed an amendment to its Global Revolver (the "Second Amendment"). Among other things, the Second Amendment increased the maximum borrowing amount from \$225 million to \$300 million, extended the maturity date to July 2029 and expanded the facility to include LPC and LPC's receivables and certain of its inventories in the borrowing base. The LPC acquisition was financed through borrowings of \$132.1 million under Kronos' Global Revolver with the remainder paid with cash on hand. On July 30, 2024, Kronos' wholly-owned subsidiary, KII, issued an additional €75 million principal amount of 9.50% Senior Secured Notes due 2029 (the "Additional New Notes"). The Additional New Notes were issued at a premium of 107.50% of their principal amount, plus accrued interest from February 12, 2024, resulting in net proceeds of approximately \$90 million, after fees and expenses. The Additional New Notes are fungible with the New Notes, are treated as a single series with the New Notes, and have the same terms as the New Notes, other than their date of issuance and issue price. The proceeds from the Additional New Notes were used to pay down borrowings incurred under the Global Revolver. Subsequent to the issuance of the Additional New Notes, the Contran Term Loan was amended in August 2024 to change the interest rate from 11.5% (which had been determined by adding an additional spread of 2% to the final interest rate on the New Notes issued in February 2024) to 9.54% (determined by adding a spread of 2% to the effective interest rate of the Additional New Notes issued in July 2024). In each case, the spread used to determine the rate was based upon comparable debt transactions at the time of the issuance of the applicable notes. See Note 9 to our Consolidated Financial Statements.

The Contran Term Loan is subordinated in right of payment to Kronos' Senior Secured Notes and its Global Revolver. Kronos' Senior Secured Notes, the Contran Term Loan and Kronos' Global Revolver contain a number of covenants and restrictions which, among other things, restrict its ability to incur or guarantee additional debt, incur liens, pay dividends or make other restricted payments, or merge or consolidate with, or sell or transfer substantially all of our assets to, another entity, and contain other provisions and restrictive covenants customary in lending transactions of these types. Our credit agreements contain provisions which could result in the acceleration of indebtedness prior to their stated maturity for reasons other than defaults for failure to comply with typical financial or payment covenants. For example, the credit agreements allow the lender to accelerate the maturity of the indebtedness upon a change of control (as defined in the agreement) of the borrower. In addition, the credit agreements could result in the acceleration of all or a portion of the indebtedness following a sale of assets outside the ordinary course of business. The terms of all of our debt instruments are discussed in Note 9 to our Consolidated Financial Statements. We are in compliance with all of our debt covenants at December 31, 2024. We believe we will be able to continue to comply with the financial covenants contained in our credit facilities through their maturity; however, if future operating results differ materially from our expectations we may be unable to maintain compliance.

Our assets consist primarily of investments in operating subsidiaries, and our ability to service our obligations, including the Kronos' Senior Secured Notes and the Contran Term Loan, depends in part upon the distribution of earnings

of our subsidiaries, whether in the form of dividends, advances or payments on account of intercompany obligations or otherwise. Kronos' Senior Secured Notes are collateralized by, among other things, a first priority lien on (i) 100% of the common stock or other ownership interests of each existing and future direct domestic subsidiary of KII and the guarantors, and (ii) 65% of the voting common stock or other ownership interests and 100% of the non-voting common stock or other ownership interests of each non-U.S. subsidiary that is directly owned by KII or any guarantor. Kronos' Global Revolver is collateralized by, among other things, a first priority lien on the borrower's trade receivables and inventories.

Future Cash Requirements

Liquidity –

Our primary source of liquidity on an ongoing basis is our cash flows from operating activities and borrowings under various lines of credit and notes. We generally use these amounts to (i) fund capital expenditures, (ii) repay short-term indebtedness incurred primarily for working capital purposes and (iii) provide for the payment of dividends (including dividends paid to us by our subsidiaries) or treasury stock purchases. From time-to-time we will incur indebtedness, generally to (i) fund short-term working capital needs, (ii) refinance existing indebtedness, (iii) make investments in marketable and other securities (including the acquisition of securities issued by our subsidiaries and affiliates) or (iv) fund major capital expenditures or the acquisition of other assets outside the ordinary course of business. Occasionally we sell assets outside the ordinary course of business, and we generally use the proceeds to (i) repay existing indebtedness (including indebtedness which may have been collateralized by the assets sold), (ii) make investments in marketable and other securities, (iii) fund major capital expenditures or the acquisition of other assets outside the ordinary course of business or (iv) pay dividends.

We routinely compare our liquidity requirements and alternative uses of capital against the estimated future cash flows we expect to receive from our subsidiaries, and the estimated sales value of those units. As a result of this process, we have in the past sought, and may in the future seek, to raise additional capital, refinance or restructure indebtedness, repurchase indebtedness in the market or otherwise, modify our dividend policies, consider the sale of our interests in our subsidiaries, affiliates, business units, marketable securities or other assets, or take a combination of these and other steps, to increase liquidity, reduce indebtedness and fund future activities. Such activities have in the past and may in the future involve related companies. From time to time we and our subsidiaries may enter into intercompany loans as a cash management tool. Such notes are structured as revolving demand notes and pay and receive interest on terms we believe are more favorable than current debt and investment market rates. The companies that borrow under these notes have sufficient borrowing capacity to repay the notes at any time upon demand. All of these notes and related interest expense and income are eliminated in our Consolidated Financial Statements. We may also from time to time engage in preliminary discussions with existing or potential investors regarding the timing or terms of any such refinancing or other potential transactions.

We periodically evaluate acquisitions of interests in or combinations with companies (including our affiliates) that may or may not be engaged in businesses related to our current businesses. We intend to consider such acquisition activities in the future and, in connection with this activity, may consider issuing additional equity securities and increasing indebtedness. From time to time, we also evaluate the restructuring of ownership interests among our respective subsidiaries and related companies.

Based upon our expectations of our operating performance, and the anticipated demands on our cash resources, we expect to have sufficient liquidity to meet our short-term (defined as the twelve-month period ending December 31, 2025) and long-term obligations (defined as the five-year period ending December 31, 2029). In this regard, see the discussion above in *“Outstanding Debt Obligations.”* With respect to the €75 million KII 3.75% Senior Secured Notes due 2025, we intend to satisfy this obligation through cash generated from operations or to the extent that is not sufficient, a combination of cash generated from operations and borrowings on the Global Revolver. If actual developments differ from our expectations, our liquidity could be adversely affected.

At December 31, 2024, we had credit available under existing facilities of approximately \$373 million, which was comprised of:

- \$268 million under Kronos' global revolving credit facility; and
- \$105⁽¹⁾ million under Valhi's Contran credit facility.

(1) Amounts available under this facility are at the sole discretion of Contran.

At December 31, 2024, we had an aggregate of \$386.2 million of restricted and unrestricted cash, cash equivalents and marketable securities attributable to operations. A detail by entity is presented in the table below.

	Total	Held outside
	amount	U.S.
	(In millions)	
Kronos	\$ 114.7	\$ 84.5
CompX	60.8	—
NL exclusive of its subsidiaries	123.4	—
BMI	14.7	—
Tremont exclusive of its subsidiaries	11.8	—
LandWell	60.6	—
Valhi exclusive of its subsidiaries	.2	—
Total cash and cash equivalents, restricted cash and marketable securities	<u>\$ 386.2</u>	<u>\$ 84.5</u>

Following the implementation of a territorial tax system under the 2017 Tax Act, repatriation of any cash and cash equivalents held by our non-U.S. subsidiaries would not be expected to result in any material income tax liability as a result of such repatriation.

Capital Expenditures and Other Investments –

We currently expect our aggregate capital expenditures for 2025 will be approximately \$58 million (including approximately \$9 million contractually committed at December 31, 2024) as follows:

- \$55 million by our Chemicals Segment, including approximately \$24 million in the area of environmental compliance, protection and improvement; and
- \$3 million by our Component Products Segment.

In addition, LandWell expects to spend approximately \$53 million on land development costs during 2025, including approximately \$51 million contractually committed at December 31, 2024. Land development costs are included in the determination of cash provided by operating activities.

Capital spending for 2025 is expected to be funded through cash generated from operations or borrowing under our existing credit facilities. Planned capital expenditures in 2025 at Kronos and CompX will primarily be to maintain and improve existing facilities and, as it relates to CompX, to meet expected customer demand and maintain technology infrastructure. In addition, Kronos' capital expenditures in the area of environmental compliance, protection and improvement include expenditures which are primarily focused on increased operating efficiency but also result in improved environmental protection, such as lower emissions from our manufacturing plants.

Repurchases of our Common Stock and Common Stock of our Subsidiaries –

We have in the past, and may in the future, make repurchases of our common stock in market or privately-negotiated transactions. At December 31, 2024, we had approximately .3 million shares of our common stock available for repurchase under the authorizations described in Note 16 to our Consolidated Financial Statements.

At December 31, 2024, Kronos had approximately 1.0 million shares of its common stock available for repurchase under the authorization described in Note 3 to our Consolidated Financial Statements.

At December 31, 2024, CompX had approximately .5 million shares of its Class A common stock available for repurchase under the authorization described in Note 3 to our Consolidated Financial Statements.

Dividends –

Because our operations are conducted primarily through subsidiaries and affiliates, our long-term ability to meet parent company level corporate obligations is largely dependent on the receipt of dividends or other distributions from our subsidiaries and affiliates. Kronos paid a regular dividend of \$.19 per share in the first and second quarters of 2024 for which we received \$22.0 million. In July 2024, Kronos announced a decrease in its regular quarterly dividend from \$.19 per share to \$.05 per share beginning in the third quarter of 2024. Kronos paid a regular dividend of \$.05 per share in the third and fourth quarters of 2024 for which we received \$5.8 million. In February 2025 the Kronos board of directors approved a quarterly dividend of \$.05 per share. If Kronos were to pay its \$.05 per share dividend in each quarter of 2025 based on the 58.0 million shares we held of Kronos common stock at December 31, 2024, during 2025 we would receive aggregate regular dividends from Kronos of \$11.6 million. NL paid a quarterly dividend of \$.08 per share in 2024 for which we received \$12.9 million. In August 2024, NL's board of directors declared a special dividend of \$.43 per share on its common stock. We received \$17.4 million from this special dividend, which is not expected to be recurring. In February 2025 the NL board of directors approved a quarterly dividend of \$.09 per share. If NL were to pay its \$.09 per share dividend in each quarter of 2025 based on the 40.4 million shares we held of NL common stock at December 31, 2024, during 2025 we would receive aggregate quarterly dividends from NL of \$14.5 million. BMI and LandWell pay cash dividends from time to time, but the timing and amount of such dividends are uncertain. In this regard, we received aggregate dividends from BMI and LandWell of \$16.6 million in 2022, \$17.6 million in 2023 and \$4.0 million in 2024. In addition, we received aggregate dividends from BMI and LandWell of \$4.5 million in January 2025. All of our ownership interest in CompX is held through our ownership in NL, as such we do not receive any dividends from CompX. Instead any dividend paid by CompX is paid to NL.

Our subsidiaries have various credit agreements with unrelated third-party lenders which contain customary limitations on the payment of dividends, typically a percentage of net income or cash flow; however, these restrictions in the past have not significantly impacted their ability to pay dividends.

Investment in our Subsidiaries and Affiliates and Other Acquisitions –

We have in the past, and may in the future, purchase the securities of our subsidiaries and affiliates or third parties in market or privately-negotiated transactions. We base our purchase decision on a variety of factors, including an analysis of the optimal use of our capital, taking into account the market value of the securities and the relative value of expected returns on alternative investments. In connection with these activities, we may consider issuing additional equity securities or increasing our indebtedness. We may also evaluate the restructuring of ownership interests of our businesses among our subsidiaries and related companies.

We generally do not guarantee any indebtedness or other obligations of our subsidiaries or affiliates. See Note 17 to our Consolidated Financial Statements. Our subsidiaries are not required to pay us dividends. If one or more of our subsidiaries were unable to maintain its current level of dividends, either due to restrictions contained in a credit agreement or to satisfy its liabilities or otherwise, our ability to service our liabilities or to pay dividends on our common stock could be adversely impacted. If this were to occur, we might consider reducing or eliminating our dividends or selling interests in subsidiaries or other assets. If we were required to liquidate assets to generate funds to satisfy our liabilities, we may be required to sell our subsidiaries' securities for less than what we believe is the long-term value of such assets.

We have a \$50 million revolving credit facility with a subsidiary of NL secured with approximately 35.2 million shares of the common stock of Kronos Worldwide, Inc. held by NL's subsidiary as collateral. Outstanding borrowings under the credit facility, as amended, bear interest at the prime rate plus 1.875% per annum, payable quarterly, with all amounts due on December 31, 2030. The maximum principal amount which may be outstanding from time-to-time under the credit facility is limited to 50% of the amount of the most recent closing price of the Kronos stock. The credit facility

contains a number of covenants and restrictions which, among other things, restrict NL's subsidiary's ability to incur additional debt, incur liens, and merge or consolidate with, or sell or transfer substantially all of NL's subsidiary's assets to, another entity, and require NL's subsidiary to maintain a minimum specified level of consolidated net worth. Upon an event of default (as defined in the credit facility), Valhi will be entitled to terminate its commitment to make further loans to NL's subsidiary, declare the outstanding loans (with interest) immediately due and payable, and exercise its rights with respect to the collateral under the loan documents. Such collateral rights include, upon certain insolvency events with respect to NL's subsidiary or NL, the right to purchase all of the Kronos common stock at a purchase price equal to the aggregate market value, less amounts owing to Valhi under the loan documents, and up to 50% of such purchase price may be paid by Valhi in the form of an unsecured promissory note bearing interest at the prime rate plus 2.75% per annum, payable quarterly, with all amounts due no later than five years from the date of purchase, with the remainder of such purchase price payable in cash at the date of purchase. We also eliminate any such intercompany borrowings in our Consolidated Financial Statements. There is \$5 million outstanding under this facility at December 31, 2024.

We had an unsecured revolving demand promissory note with Kronos which, as amended, provided for borrowings from Kronos of up to \$25 million. We had no borrowings with Kronos in 2022, 2023 and 2024. Kronos' obligation to loan us money under this note was at Kronos' discretion. In February 2024, this note was cancelled by mutual agreement between us and Kronos.

We have an unsecured revolving demand promissory note with CompX which, as amended, provides for borrowings from CompX of up to \$25 million. We eliminate these intercompany borrowings in our Consolidated Financial Statements. The facility, as amended, is due on demand, but in any event no earlier than December 31, 2026. We had gross borrowings of \$24.3 million and gross repayments of \$29.8 million with CompX for a total outstanding balance of \$13.2 million at December 31, 2022. We had gross borrowings of \$27.9 million and gross repayments of \$30.5 million with CompX for a total outstanding balance of \$10.6 million at December 31, 2023. We had gross borrowings of \$25.0 million and gross repayments of \$26.3 million with CompX for a total outstanding balance of \$9.3 million at December 31, 2024. We could borrow an additional \$15.7 million under our current intercompany facility with CompX at December 31, 2024. CompX's obligation to loan us money under this note is at CompX's discretion.

Commitments and Contingencies

We are subject to certain commitments and contingencies, as more fully described in the Notes to our Consolidated Financial Statements and in this Management's Discussion and Analysis of Financial Condition and Results of Operations, including:

- certain income contingencies in various U.S. and non-U.S. jurisdictions;
- certain environmental remediation matters involving NL and BMI;
- certain litigation related to NL's former involvement in the manufacture of lead pigment and lead-based paint; and
- certain other litigation to which we are a party.

In addition to those legal proceedings described in Note 18 to our Consolidated Financial Statements, various legislation and administrative regulations have, from time to time, been proposed that seek to (i) impose various obligations on present and former manufacturers of lead pigment and lead-based paint (including NL) with respect to asserted health concerns associated with the use of such products and (ii) effectively overturn court decisions in which NL and other pigment manufacturers have been successful. Examples of such proposed legislation include bills which would permit civil liability for damages on the basis of market share, rather than requiring plaintiffs to prove that the defendant's product caused the alleged damage, and bills which would revive actions barred by the statute of limitations. While no legislation or regulations have been enacted to date that are expected to have a material adverse effect on our consolidated financial position, results of operations or liquidity, enactment of such legislation could have such an effect.

As described in the Notes 7, 9 and 18 to our Consolidated Financial Statements, we are a party to various debt, lease and other agreements which contractually and unconditionally commit us to pay certain amounts in the future. Our

obligations related to the long-term supply contracts for the purchase of TiO₂ feedstock are more fully described in Note 18 to our Consolidated Financial Statements and above in “Business – Chemicals Segment – Kronos Worldwide, Inc. – Raw Materials.” CompX has purchase obligations of \$19.8 million (\$19.3 million payable in 2025 and \$.5 million payable in 2026/2027) which consist of open purchase orders and contractual obligations, primarily commitments to purchase raw materials and for capital projects in process at December 31, 2024. The timing and amount for purchase obligations are based on the contractual payment amount and the contractual payment date for those commitments.

Recent Accounting Pronouncements

See Note 21 to our Consolidated Financial Statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

General – We are exposed to market risk from changes in interest rates, currency exchange rates, raw materials and equity security prices.

Interest Rates – We are exposed to market risk from changes in interest rates, primarily related to our indebtedness and or investment in marketable debt securities.

At December 31, 2024, our aggregate indebtedness was comprised primarily of Kronos’ fixed-rate, euro-denominated KII 9.50% Senior Secured Notes due 2029 and KII 3.75% Senior Secured Notes due 2025. The fixed-rate debt instruments minimize earnings volatility that would result from changes in interest rates. The Kronos Global Revolver is a variable-rate instrument. The following table presents principal amounts and weighted average interest rates for our aggregate outstanding indebtedness at December 31, 2024. Information shown below for Kronos’ euro-denominated 9.50% and 3.75% Senior Secured Notes due 2029 and 2025, respectively, is presented in its U.S. dollar equivalent at December 31, 2024 (net of unamortized debt issuance costs of \$6.3 million, in addition to an unamortized bond premium of \$5.3 million) using an exchange rate of U.S. \$1.043 per euro. In addition, at December 31, 2024, Kronos has a \$53.7 million subordinated, unsecured term loan payable to a related party, Contran, due September 2029, and Valhi has \$44.6 million outstanding on an unsecured revolving credit facility with Contran. See Note 9 to our Consolidated Financial Statements.

	Indebtedness Amount		Year end interest rate	Maturity date
	Carrying value	Fair value		
	(In millions)			
Fixed-rate indebtedness:				
Kronos fixed-rate 9.50% Senior Secured Notes due 2029	\$ 365.4	\$ 403.4	9.50%	2029
Kronos fixed-rate 3.75% Senior Secured Notes due 2025	78.3	77.9	3.75%	2025
LandWell bank note payable	11.4	11.4	4.76%	2036
Total fixed-rate indebtedness	<u>\$ 455.1</u>	<u>\$ 492.7</u>	8.39%	
Variable-rate indebtedness - Kronos revolving credit facility	<u>\$ 10.0</u>	<u>\$ 10.0</u>	6.25%	2029

Currency Exchange Rates – We are exposed to market risk arising from changes in currency exchange rates as a result of manufacturing and selling our products worldwide. Earnings are primarily affected by fluctuations in the value of the U.S. dollar relative to the euro, the Canadian dollar, the Norwegian krone and, to a lesser extent, the United Kingdom pound sterling and the value of the euro relative to the Norwegian krone.

The majority of our sales from non-U.S. operations are denominated in currencies other than the U.S. dollar, principally the euro, other major European currencies and the Canadian dollar. A portion of our sales generated from our non-U.S. operations is denominated in the U.S. dollar (and consequently our non-U.S. operations will generally hold U.S. dollars from time to time). Certain raw materials used worldwide, primarily titanium-containing feedstocks, are purchased primarily in U.S. dollars, while labor and other production and administrative costs are purchased primarily in local

currencies. Consequently, the translated U.S. dollar value of our non-U.S. sales and operating results are subject to currency exchange rate fluctuations which may favorably or unfavorably impact reported earnings. In addition to the impact of the translation of sales and expenses over time, our non-U.S. operations also generate currency transaction gains and losses which primarily relate to (i) the difference between the currency exchange rates in effect when non-local currency sales or operating costs (primarily U.S. dollar denominated) are initially accrued and when such amounts are settled with the non-local currency and (ii) changes in currency exchange rates during time periods when our non-U.S. operations are holding non-local currency (primarily U.S. dollars).

We periodically use currency forward contracts to manage a very nominal portion of currency exchange rate risk associated with trade receivables denominated in a currency other than the holder's functional currency or similar exchange rate risk associated with future sales. We have not entered into these contracts for trading or speculative purposes in the past. However, we may enter into such contracts in the future to manage our currency exchange rate risk. We are not party to any currency forward contracts at December 31, 2024.

Also, we are subject to currency exchange rate risk associated with Kronos' Senior Secured Notes due 2025 and 2029, as such indebtedness is denominated in euros. At December 31, 2024, we had the equivalent of \$365.4 million outstanding under Kronos' euro-denominated KII 9.5% Senior Secured Notes due 2029 (exclusive of unamortized bond premium and debt issuance costs) and \$78.3 million outstanding under Kronos' euro-dominated KII 3.75% Senior Secured Notes due 2025 (exclusive of unamortized debt issuance costs). The potential increase in the U.S. dollar equivalent of such indebtedness resulting from a hypothetical 10% adverse change in exchange rates at December 31, 2024 would be approximately \$45 million.

See Notes 1 and 19 to our Consolidated Financial Statements for a discussion of the assumptions we used to estimate the fair value of the financial instruments to which we are a party at December 31, 2023 and 2024.

Raw Materials – Our Chemicals Segment is exposed to market risk from changes in commodity prices relating to our raw materials. As discussed in Item 1, we generally enter into long-term supply agreements for certain of our raw material requirements. Many of our raw material contracts contain fixed quantities we are required to purchase, or specify a range of quantities within which we are required to purchase. Raw material pricing under these agreements is generally negotiated quarterly or semi-annually depending upon the suppliers. For certain raw material requirements we do not have long-term supply agreements either because we have assessed the risk of the unavailability of those raw materials and/or the risk of a significant change in the cost of those raw materials to be low, or because long-term supply agreements for those raw materials are generally not available.

Our Component Products Segment will occasionally enter into short term commodity-related raw material supply arrangements to mitigate the impact of future increases in commodity-related raw material costs. We do not have long-term supply agreements for our raw material requirements because either we believe the risk of unavailability of those raw materials is low and we believe the downside risk of price volatility to be too great or because long-term supply agreements for those materials are generally not available. We do not engage in commodity raw material hedging programs.

Other – We believe there may be a certain amount of incompleteness in the sensitivity analyses presented above. For example, the hypothetical effect of changes in interest rates discussed above ignores the potential effect on other variables that affect our results of operations and cash flows, such as demand for our products, sales volumes and selling prices and operating expenses. Contrary to the above assumptions, changes in interest rates rarely result in simultaneous comparable shifts along the yield curve. Accordingly, the amounts we present above are not necessarily an accurate reflection of the potential losses we would incur assuming the hypothetical changes in market prices were actually to occur.

The above discussion and estimated sensitivity analysis amounts include forward-looking statements of market risk which assume hypothetical changes in market prices. Actual future market conditions will likely differ materially from such assumptions. Accordingly, such forward-looking statements should not be considered to be projections by us of future events, gains or losses.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information called for by this Item is contained in a separate section of this Annual Report. See “Index of Financial Statements” (page F-1).

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures –

We maintain disclosure controls and procedures which, as defined in Exchange Act Rule 13a-15(e), means controls and other procedures that are designed to ensure that information required to be disclosed in the reports we file or submit to the SEC under the Securities Exchange Act of 1934, as amended (the “Act”), is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information we are required to disclose in the reports we file or submit to the SEC under the Act is accumulated and communicated to our management, including our principal executive officer and our principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions to be made regarding required disclosure. Each of Michael S. Simmons, our Vice Chairman of the Board, President and Chief Executive Officer, and Amy Allbach Samford, our Executive Vice President and Chief Financial Officer, have evaluated the design and effectiveness of our disclosure controls and procedures as of December 31, 2024. Based upon their evaluation, these executive officers have concluded that our disclosure controls and procedures were effective as of the date of such evaluation.

Management’s Report on Internal Control over Financial Reporting –

Our management is responsible for establishing and maintaining adequate internal control over financial reporting which, as defined by Exchange Act Rule 13a-15(f) means a process designed by, or under the supervision of, our principal executive and principal financial officers, or persons performing similar functions, and effected by the board of directors, management and other personnel, 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, and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets,
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures are being made only in accordance with authorizations of management and directors, and
- Provide reasonable assurance regarding prevention or timely detection of an unauthorized acquisition, use or disposition of assets that could have a material effect on our Consolidated Financial Statements.

Our evaluation of the effectiveness of internal control over financial reporting is based upon the criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013 (commonly referred to as the “2013 COSO” framework). Based on our evaluation under that framework, we have concluded that our internal control over financial reporting was effective as of December 31, 2024.

This annual report does not include an attestation report of our registered public accounting firm regarding the effectiveness of our internal control over financial reporting as of December 31, 2024. Management’s report was not

subject to attestation by our registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this Annual Report on Form 10-K.

Other –

As permitted by the SEC, our assessment of internal control over financial reporting excludes (i) internal control over the preparation of any financial statement schedules which would be required by Article 12 of Regulation S-X and (ii) internal control over financial reporting as it relates to our newly-consolidated subsidiary LPC (as discussed in Note 3 to our Consolidated Financial Statements, which represents approximately 13% of our total assets at December 31, 2024.)

Changes in Internal Control over Financial Reporting –

There has been no change to our internal control over financial reporting during the quarter ended December 31, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Certifications –

Our chief executive officer is required to annually file a certification with the New York Stock Exchange, or NYSE, certifying our compliance with the corporate governance listing standards of the NYSE. During 2024, our chief executive officer filed such annual certification with the NYSE. The 2024 certification was unqualified.

Our chief executive officer and chief financial officer are also required to, among other things, file quarterly certifications with the SEC regarding the quality of our public disclosures, as required by Section 302 of the Sarbanes-Oxley Act of 2002. The certifications for the quarter ended December 31, 2024 have been filed as Exhibits 31.1 and 31.2 to this Annual Report on Form 10-K.

ITEM 9B. OTHER INFORMATION

Not applicable.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item is incorporated by reference to our 2025 definitive proxy statement we will file with the SEC pursuant to Regulation 14A within 120 days after the end of the fiscal year covered by this report (the "Valhi Proxy Statement").

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference to our 2025 proxy statement.

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

The information required by this Item is incorporated by reference to our 2025 proxy statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTORS INDEPENDENCE

The information required by this Item is incorporated by reference to our 2025 proxy statement. See also Note 17 to our Consolidated Financial Statements.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is incorporated by reference to our 2025 proxy statement.

PART IV

ITEM 15. EXHIBITS

(a) and (c) Financial Statements

The Registrant

Our Consolidated Financial Statements listed on the accompanying Index of Financial Statements (see page F-1) are filed as part of this Annual Report.

50%-or-less owned persons

We are not required to provide any consolidated financial statements pursuant to Rule 3-09 of Regulation S-X.

(b) Exhibits

Included as exhibits are the items listed in the Exhibit Index. We have retained a signed original of any of these exhibits that contain signatures, and we will provide such exhibit to the Commission or its staff upon request. We will furnish a copy of any of the exhibits listed below upon request and payment of \$4.00 per exhibit to cover our costs of furnishing the exhibits. Such requests should be directed to the attention of our Corporate Secretary at our corporate offices located at 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240. Pursuant to Item 601(b)(4)(iii) of Regulation S-K, we will furnish to the Commission upon request any instrument defining the rights of holders of long-term debt issues and other agreements related to indebtedness which do not exceed 10% of our consolidated total assets as of December 31, 2024.

<u>Item No.</u>	<u>Exhibit Index</u>
3.1	<u>Restated Third Amended and Restated Certificate of Incorporation of Valhi, Inc., as amended by Certificate of Amendment filed on May 29, 2020 (effective June 1, 2020) and by Certificate of Elimination of the 6% Series A Preferred Stock filed on August 10, 2020 – incorporated by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2020.</u>
3.2	<u>Amended and Restated By-Laws of Valhi, Inc. (effective November 2, 2023) – incorporated by reference to Exhibit 3.1 of our Current Report on Form 8-K filed on November 2, 2023.</u>
4.1	<u>Description of Capital Stock – incorporated by reference to Exhibit 99.2 of our Current Report on Form 8-K dated May 6, 2021 and filed on May 6, 2021.</u>
10.1	<u>Intercorporate Services Agreement between Valhi, Inc. and Contran Corporation effective as of January 1, 2004 – incorporated by reference to Exhibit 10.1 to our Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.</u>

Item No.	Exhibit Index
10.2	<u>Intercorporate Services Agreement between Contran Corporation and NL Industries, Inc. effective as of January 1, 2004 – incorporated by reference to Exhibit 10.1 to NL’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.</u>
10.3	<u>Intercorporate Services Agreement between Contran Corporation and CompX International Inc. effective January 1, 2004 – incorporated by reference to Exhibit 10.2 to CompX’s Annual Report on Form 10-K for the year ended December 31, 2003.</u>
10.4	<u>Intercorporate Services Agreement between Contran Corporation and Kronos Worldwide, Inc. effective January 1, 2004 – incorporated by reference to Exhibit No. 10.1 to Kronos’ Quarterly Report on Form 10-Q for the quarter ended March 31, 2004.</u>
10.5	<u>Tax Agreement between Valhi, Inc. and Contran Corporation dated January 1, 2020 incorporated by reference to Exhibit 10.5 to our Annual Report on Form 10-K for the year ended December 31, 2019.</u>
10.6*	<u>Valhi, Inc. 2021 Non-employee Director Stock Plan – incorporated by reference to Exhibit 4.4 of the Registration statement on Form S-8 of the Registrant. Filed on May 27, 2021.</u>
10.7*	<u>Kronos Worldwide, Inc. 2012 Director Stock Plan – incorporated by reference to Exhibit 4.4 of the Registration statement on Form S-8 of the Registrant. Filed on May 31, 2012.</u>
10.8*	<u>CompX International Inc. 2012 Director Stock Plan – incorporated by reference to Exhibit 4.4 of the Registration statement on Form S-8 of the Registrant. Filed on May 31, 2012.</u>
10.9*	<u>NL Industries, Inc. 2023 Non-Employee Director Stock Plan – incorporated by reference to Exhibit 10.1 to NL’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2023.</u>
10.10	<u>Second Amended and Restated Agreement Regarding Shared Insurance among CompX International Inc., Contran Corporation, Kronos Worldwide, Inc., NL Industries, Inc. and Valhi, Inc. dated January 25, 2019 – incorporated by reference to Exhibit 10.16 to Kronos’ Annual Report on Form 10-K for the year ended December 31, 2018 filed on March 11, 2019.</u>
10.11	<p>Lease Contract dated June 21, 1952, between Farbenfabrieken Bayer Aktiengesellschaft and Titangesellschaft mit beschränkter Haftung (German language version and English translation thereof) – incorporated by reference to Exhibit 10.14 of NL’s Annual Report on Form 10-K (File No. 1-640) for the year ended December 31, 1985. (P)</p>
10.12	<u>Restated and Amended Agreement by and between Richards Bay Titanium (Proprietary) Limited (acting through its sales agent Rio Tinto Iron & Titanium Limited) and Kronos (US), Inc. effective January 1, 2016 – incorporated by reference to Exhibit 10.26 to the Annual Report on Form 10-K of Kronos Worldwide, Inc. for the year ended December 31, 2015.</u>
10.13	<u>Indenture, dated as of September 13, 2017, among Kronos International, Inc. the guarantors named therein, and Deutsche Bank Trust Company Americas, as trustee, collateral agent, paying agent, transfer agent and registrar – incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K dated September 13, 2017 and filed by Kronos Worldwide, Inc. on September 13, 2017.</u>
10.13.1	<u>Supplemental Indenture No. 1, dated as of February 12, 2024, among Kronos International, Inc., the guarantors named therein, and Deutsche Bank Trust Company Americas, as trustee, collateral agent, paying agent, transfer agent and registrar – incorporated by reference to Exhibit 4.1 to Kronos Worldwide, Inc.’s Current Report on Form 8-K filed February 12, 2024.</u>

Item No.	Exhibit Index
10.13.2	<u>Supplemental Indenture No. 2, dated as of August 8, 2024, among Louisiana Pigment Company, L.P. and Kronos LPC, LLC (as new guarantors under the Indenture dated as of September 13, 2017, as amended), Kronos International, Inc., and Deutsche Bank Trust Company Americas, as trustee, collateral agent, paying agent, transfer agent and registrar – incorporated by reference to Exhibit 10.1 of Kronos Worldwide, Inc.’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2024.</u>
10.14	<u>Indenture, dated as of February 12, 2024, among Kronos International, Inc., the guarantors named therein, and Deutsche Bank Trust Company Americas, as trustee, collateral agent, paying agent, transfer agent and registrar – incorporated by reference to Exhibit 4.2 to Kronos Worldwide, Inc.’s Current Report on Form 8-K filed February 12, 2024.</u>
10.14.1	<u>First Supplemental Indenture dated as of July 30, 2024, by and among Kronos International, Inc., the guarantors named therein, and Deutsche Bank Trust Company Americas, as trustee, collateral agent, paying agent, transfer agent and registrar – incorporated by reference to Exhibit 10.1 to Kronos Worldwide, Inc.’s Current Report on Form 8-K filed July 30, 2024.</u>
10.14.2	<u>Second Supplemental Indenture dated as of August 8, 2024, among Louisiana Pigment Company, L.P. and Kronos LPC, LLC (as new guarantors under the Indenture dated as of February 12, 2024, as amended), Kronos International, Inc., and Deutsche Bank Trust Company Americas, as trustee, collateral agent, paying agent, transfer agent and registrar – incorporated by reference to Exhibit 10.2 of Kronos Worldwide, Inc.’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2024.</u>
10.15	<u>Pledge Agreement, dated as of September 13, 2017, among Kronos International, Inc. the guarantors named therein and Deutsche Bank Trust Company Americas, as collateral agent – incorporated by reference to Exhibit 4.2 to the Current Report on Form 8-K dated September 13, 2017 and filed by Kronos Worldwide, Inc. on September 13, 2017.</u>
10.15.1	<u>Additional Notes Priority Joinder Agreement dated February 12, 2024, executed by Deutsche Bank Trust Company Americas, as trustee and collateral agent for the holders of Kronos International, Inc.’s 9.50% Senior Secured Notes due 2029 and as existing agent under the Pledge Agreement dated September 13, 2017 entered into in connection with Kronos International Inc.’s 3.75% Senior Secured Notes due 2025 – incorporated by reference to Exhibit 4.4 to Kronos Worldwide, Inc.’s Current Report on Form 8-K filed February 12, 2024.</u>
10.15.2	<u>Additional Notes Priority Joinder Agreement dated July 30, 2024, executed by Deutsche Bank Trust Company Americas, as trustee and collateral agent – incorporated by reference to Exhibit 10.2 to Kronos Worldwide, Inc.’s Current Report on Form 8-K filed July 30, 2024.</u>
10.15.3	<u>Joinder No. 1 dated as of August 8, 2024, to the Pledge Agreement dated as of September 13, 2017, joining Louisiana Pigment Company, L.P. and Kronos LPC, LLC to the Pledge Agreement – incorporated by reference to Exhibit 10.3 of Kronos Worldwide, Inc.’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2024.</u>
10.15.4	<u>Pledge Amendment dated as of August 8, 2024, to the Pledge Agreement dated as of September 13, 2017, executed by Kronos Louisiana, Inc. and Kronos LPC, LLC regarding additional pledged securities – incorporated by reference to Exhibit 10.4 of Kronos Worldwide, Inc.’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2024.</u>
10.16	<u>Credit Agreement dated as of April 20, 2021 by and among Kronos Worldwide, Inc., Kronos Louisiana, Inc., Kronos (US), Inc., Kronos Canada, Inc., Kronos Europe NV, Kronos Titan GmbH and Wells Fargo Bank, National Association as administrative agent and lender – incorporated by reference to Exhibit 10.1 of Kronos Worldwide, Inc.’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2021.</u>

Item No.	Exhibit Index
10.16.1	<u>First Amendment to Credit Agreement dated May 8, 2023 among Kronos Worldwide, Inc., Kronos Louisiana, Inc., Kronos (US), Inc., Kronos Canada, Inc., Kronos Europe NV, Kronos Titan GmbH, Wells Fargo Bank, National Association, as administrative agent, and the lenders a party thereto – incorporated by reference to Exhibit 10.1 to Kronos Worldwide, Inc.’s Current Report on Form 8-K filed on May 9, 2023.</u>
10.16.2	<u>Second Amendment to Credit Agreement dated July 17, 2024 among Kronos Worldwide, Inc., Kronos Louisiana, Inc., Kronos (US), Inc., Kronos Canada, Inc., Kronos Europe NV, Kronos Titan GmbH, Wells Fargo Bank, National Association as administrative agent and the lenders a party thereto – incorporated by reference to Exhibit 10.2 to Kronos Worldwide, Inc.’s Current Report on Form 8-K filed July 17, 2024.</u>
10.16.3	<u>Third Amendment to Credit Agreement dated December 19, 2024 among Kronos Worldwide, Inc., Kronos Louisiana, Inc., Kronos (US), Inc., Kronos Canada, Inc., Kronos Europe NV, Kronos Titan GmbH, Wells Fargo Bank, National Association as administrative agent, and the lenders a party thereto – incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K dated December 19, 2024 and filed by Kronos Worldwide, Inc. on December 19, 2024.</u>
10.17	<u>Guaranty and Security Agreement dated as of April 20, 2021, by and among Kronos Worldwide, Inc., Kronos Louisiana, Inc., Kronos (US), Inc., Kronos Canada, Inc., Kronos International, Inc. and Wells Fargo Bank, National Association as administrative agent and lender – incorporated by reference to Exhibit 10.2 of Kronos Worldwide, Inc.’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2021.</u>
10.17.1	<u>First Amendment to Guaranty and Security Agreement, entered into as of July 17, 2024, by and among Kronos Worldwide, Inc., Kronos Louisiana, Inc., Kronos (US), Inc., Kronos International, Inc. and Wells Fargo Bank, National Association as administrative agent and lender, amending Guaranty and Security Agreement dated as of April 20, 2021– incorporated by reference to Exhibit 10.5 of Kronos Worldwide, Inc.’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2024.</u>
10.17.2	<u>Joinder No. 1 dated as of August 7, 2024, joining Louisiana Pigment Company, L.P. and Kronos LPC, LLC to the Guaranty and Security Agreement dated as of April 20, 2021, as amended – incorporated by reference to Exhibit 10.6 of Kronos Worldwide, Inc.’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2024.</u>
10.18	<u>Unsecured Subordinated Term Promissory Note dated February 12, 2024 in the principal amount of \$53,705,000 executed by Kronos Worldwide, Inc. and the guarantors named therein and payable to the order of Contran Corporation – incorporated by reference to Exhibit 4.5 to Kronos Worldwide, Inc.’s Current Report on Form 8-K filed February 12, 2024.</u>
10.18.1	<u>First Amendment to Unsecured Subordinated Term Promissory Note dated February 12, 2024, executed by Kronos Worldwide, Inc. and Contran Corporation as of August 7, 2024 – incorporated by reference to Exhibit 10.6 of Kronos Worldwide, Inc.’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2024.</u>
10.19	<u>Purchase and Sale Agreement dated July 16, 2024 by and between Kronos Louisiana, Inc., Kronos Worldwide, Inc., Venator Investments, Ltd. and Venator Materials PLC – incorporated by reference to Exhibit 10.1 to Kronos Worldwide, Inc.’s Current Report on Form 8-K filed July 17, 2024.</u>
10.19.1	<u>Amendment to Purchase and Sale Agreement dated August 13, 2024, by and between Kronos Louisiana, Inc., Kronos Worldwide, Inc., Venator Investments, Ltd., Venator Materials PLC. and Louisiana Pigment Company, L.P. amending Purchase Agreement dated as of July 16, 2024 – incorporated by reference to Exhibit 10.7 of Kronos Worldwide, Inc.’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2024.</u>

Item No.	Exhibit Index
10.20**	Unsecured Revolving Demand Promissory Note dated December 31, 2024 in the principal amount of \$150.0 million executed by Valhi, Inc. and payable to the order of Contran Corporation.
10.21	Collateral Agreement dated March 12, 2013 between Valhi, Inc. and Contran Corporation – incorporated by reference to Exhibit 10.23 to our Annual Report on Form 10-K for the year ended December 31, 2018 filed on March 11, 2019.
10.22**	Consent Decree effective February 10, 2025, among NL Industries, Inc., the United States of America (on behalf of several agencies) and certain other plaintiff parties and defendant parties, relating to the Raritan Bay Slag Superfund Site.
19.1**	Valhi, Inc. Insider Trading Policy
21.1**	Subsidiaries of Valhi, Inc.
23.1**	Consent of PricewaterhouseCoopers LLP with respect to Valhi’s Consolidated Financial Statements
31.1**	Certification
31.2**	Certification
32.1**	Certification
97*	Policy for the Recovery of Erroneously Awarded Compensation – incorporated by reference to our Annual Report on Form 10-K for the year ended December 31, 2023.
101.INS **	Inline XBRL Instance – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH **	Inline XBRL Taxonomy Extension Schema
101.CAL **	Inline XBRL Taxonomy Extension Calculation Linkbase
101.DEF **	Inline XBRL Taxonomy Extension Definition Linkbase
101.LAB **	Inline XBRL Taxonomy Extension Label Linkbase
101.PRE **	Inline XBRL Taxonomy Extension Presentation Linkbase
104	Cover page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)
* Management contract, compensatory plan or agreement.	
** Filed herewith.	
(P) Paper exhibits.	

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VALHI, INC.
(Registrant)

By: /s/ Michael S. Simmons
Michael S. Simmons, March 6, 2025
(Vice Chairman of the Board, President and
Chief Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

/s/ Loretta J. Feehan
Loretta J. Feehan, March 6, 2025
(Chair of the Board (non-executive))

/s/ Michael S. Simmons
Michael S. Simmons, March 6, 2025
(Vice Chairman of the Board, President and Chief
Executive Officer)

/s/ Thomas E. Barry
Thomas E. Barry, March 6, 2025
(Director)

/s/ Amy Allbach Samford
Amy Allbach Samford, March 6, 2025
(Executive Vice President and Chief Financial Officer)

/s/ Terri L. Herrington
Terri L. Herrington, March 6, 2025
(Director)

/s/ Patty S. Brinda
Patty S. Brinda, March 6, 2025
(Vice President and Controller)

/s/ W. Hayden McIlroy
W. Hayden McIlroy, March 6, 2025
(Director)

/s/ Gina A. Norris
Gina A. Norris, March 6, 2025
(Director)

/s/ Mary A. Tidlund
Mary A. Tidlund, March 6, 2025
(Director)

VALHI, INC.
Annual Report on Form 10-K
Items 8, 15(a) and 15(c)
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All financial statement schedules have been omitted either because they are not applicable or required, or the information that would be required to be included is disclosed in the Notes to the Consolidated Financial Statements.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Valhi, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Valhi, Inc. and its subsidiaries (the "Company") as of December 31, 2024 and 2023, and the related consolidated statements of operations, of comprehensive income (loss), of stockholders' equity and of cash flows for each of the three years in the period ended December 31, 2024, including the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

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

Income Taxes - Chemicals Segment

As described in Note 14 to the consolidated financial statements, the Company recorded a provision for income taxes of \$82.9 million and recorded noncurrent deferred tax asset and deferred tax liability amounts of \$53.8 million and \$57.7 million, respectively, for the year ended December 31, 2024. As disclosed by management, the Company operates globally through its Chemicals Segment. The calculation of the Company's provision for income taxes and its deferred tax assets and liabilities involves the interpretation

and application of complex tax laws and regulations in a multitude of jurisdictions across the Chemicals Segment's global operations. The Company's effective tax rate is highly dependent upon the geographic distribution of its earnings or losses and the effects of tax laws and regulations in each tax-paying jurisdiction in which it operates. Significant judgments and estimates are required by management in determining the Company's consolidated provision for income taxes due to the global nature of the Chemicals Segment's operations. The Company's provision for income taxes and deferred tax assets and liabilities reflect management's best assessment of estimated current and future taxes to be paid, including the recognition and measurement of deferred tax assets and liabilities.

The principal considerations for our determination that performing procedures relating to income taxes for the Chemicals Segment is a critical audit matter are the significant judgment by management when developing the estimate of current and future taxes to be paid, including the recognition and measurement of deferred tax assets and liabilities. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating evidence related to the recognition and measurement of deferred tax assets and liabilities and management's assessment of the estimated current and future taxes to be paid, including evaluating management's interpretation of tax laws and regulations in jurisdictions in which the Chemicals Segment operates.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to accounting for income taxes, including controls over the identification, completeness, and recognition of permanent and temporary differences within jurisdictions in which the Chemicals Segment operates, the recognition and measurement of deferred tax assets and liabilities, the application of tax laws and regulations in the various jurisdictions in which the Chemicals Segment operates, the rate reconciliation and the provision to tax return reconciliation. These procedures also included, among others, (i) evaluating the provision for income taxes, including the accuracy of the underlying information used in the calculation by jurisdiction, as well as the reasonableness of management's judgments and estimates in the application of tax laws and regulations in certain jurisdictions in which the Chemicals Segment operates; (ii) testing the current and deferred income tax provision, including evaluating permanent and temporary differences within certain jurisdictions and management's assessment of the technical merits of the differences; (iii) performing procedures over the Company's rate reconciliation; and (iv) testing the reconciliation of the provision to the tax returns.

Environmental Remediation and Related Matters - NL Industries, Inc.

As described in Note 18 to the consolidated financial statements, management evaluates the potential range of the Company's liability for environmental remediation and related costs at sites where NL Industries, Inc. ("NL"), a majority-owned subsidiary of the Company, has been named as a potentially responsible party (PRP) or defendant. As of December 31, 2024, management accrued approximately \$69 million related to approximately 30 of NL's sites associated with remediation and related matters. Liabilities related to environmental remediation and related matters (including costs associated with damages for property damage and/or damages for injury to natural resources) are recorded when management determines that estimated future expenditures are probable and reasonably estimable. As disclosed by management, environmental remediation and related costs accruals (and the potential range of the liabilities) are adjusted as further information becomes available or as circumstances change which involves management's judgment regarding current facts and circumstances for each site and is subject to various assumptions and estimates.

The principal considerations for our determination that performing procedures relating to environmental remediation and related matters is a critical audit matter are the significant judgment by management when assessing the accruals and the potential range of the Company's liabilities and when determining whether estimated future expenditures are probable and reasonably estimable, which in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating evidence related to management's assessment of the accruals and the potential range of the liabilities.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the

effectiveness of controls relating to management's evaluation of NL's environmental remediation and related matters, including controls over determining whether estimated future expenditures are probable and reasonably estimable, as well as the related financial statement disclosures. These procedures also included, among others, (i) obtaining the rollforward of NL's environmental accrual activity for each matter and, for a sample of sites, reviewing and discussing site activity with management, (ii) obtaining and evaluating responses to letters of audit inquiry from NL's internal and external legal counsel, and (iii) evaluating the sufficiency of the Company's environmental remediation and related matters disclosures related to NL.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas
March 6, 2025

We have served as the Company's auditor since 1987.

VALHI, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In millions)

ASSETS	December 31,	
	2023	2024
Current assets:		
Cash and cash equivalents	\$ 407.0	\$ 348.3
Restricted cash equivalents	22.6	24.8
Marketable securities	56.1	1.9
Accounts and other receivables, net	321.1	325.7
Receivables from affiliates	17.5	.8
Refundable income taxes	1.8	1.3
Inventories, net	596.1	685.8
Prepaid expenses and other	53.2	65.1
Total current assets	1,475.4	1,453.7
Other assets:		
Marketable securities	4.8	5.7
Investment in TiO ₂ manufacturing joint venture	111.0	—
Goodwill	379.7	382.3
Deferred income taxes	67.0	53.8
Pension asset	8.1	19.8
Other assets	173.7	161.5
Total other assets	744.3	623.1
Property and equipment:		
Land	45.1	74.7
Buildings	271.2	282.6
Equipment	1,179.4	1,312.0
Mining properties	89.2	76.0
Construction in progress	23.6	41.7
	1,608.5	1,787.0
Less accumulated depreciation and amortization	1,091.2	1,063.6
Net property and equipment	517.3	723.4
Total assets	\$ 2,737.0	\$ 2,800.2

VALHI, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (CONTINUED)
(In millions, except share data)

LIABILITIES AND STOCKHOLDERS' EQUITY	December 31,	
	2023	2024
Current liabilities:		
Current maturities of long-term debt	\$.7	\$ 79.0
Accounts payable	228.5	250.0
Accrued liabilities	216.6	199.1
Accrued environmental remediation and related costs	3.7	59.7
Accrued litigation settlement	11.8	16.4
Payables to affiliates	30.1	17.1
Income taxes	15.7	22.5
Total current liabilities	507.1	643.8
Noncurrent liabilities:		
Long-term debt	545.8	484.4
Accrued pension costs	151.6	117.6
Accrued environmental remediation and related costs	93.2	14.9
Deferred income taxes	17.1	57.7
Payable to affiliate - income taxes	18.5	—
Long-term litigation settlement	16.1	—
Other liabilities	111.4	102.7
Total noncurrent liabilities	953.7	777.3
Equity:		
Preferred stock, \$.01 par value; 500,000 shares authorized, none issued	—	—
Common stock, \$.01 par value; 50.0 million shares authorized; 29.6 million shares issued and outstanding	.3	.3
Additional paid-in capital	669.5	669.9
Retained earnings	475.8	574.7
Accumulated other comprehensive loss	(145.5)	(159.2)
Treasury stock, at cost - 1.1 million shares	(49.6)	(49.6)
Total Valhi stockholders' equity	950.5	1,036.1
Noncontrolling interest in subsidiaries	325.7	343.0
Total equity	1,276.2	1,379.1
Total liabilities and equity	\$ 2,737.0	\$ 2,800.2

Commitments and contingencies (Notes 3, 14, 17 and 18)

See accompanying Notes to Consolidated Financial Statements.

VALHI, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share data)

	Years ended December 31,		
	2022	2023	2024
Revenues and other income:			
Net sales	\$ 2,222.5	\$ 1,921.7	\$ 2,104.8
Other income, net	43.7	55.4	61.8
Total revenues and other income	<u>2,266.2</u>	<u>1,977.1</u>	<u>2,166.6</u>
Cost and other expense (income):			
Cost of sales	1,732.1	1,676.5	1,680.3
Selling, general and administrative	304.0	277.4	256.2
Gain on remeasurement of investment in TiO ₂ manufacturing joint venture	—	—	(64.5)
Other components of net periodic pension and OPEB expense	13.9	11.8	2.6
Water system fixed asset impairment	16.4	—	—
Interest	27.9	28.3	49.9
Other	2.0	2.6	(2.1)
Total costs and other expense	<u>2,096.3</u>	<u>1,996.6</u>	<u>1,922.4</u>
Income (loss) before income taxes	169.9	(19.5)	244.2
Income tax expense (benefit)	36.8	(24.6)	82.9
Net income	133.1	5.1	161.3
Noncontrolling interest in net income of subsidiaries	45.9	15.0	53.3
Net income (loss) attributable to Valhi stockholders	<u>\$ 87.2</u>	<u>\$ (9.9)</u>	<u>\$ 108.0</u>
Amounts attributable to Valhi stockholders:			
Basic and diluted net income (loss) per share	<u>\$ 3.06</u>	<u>\$ (.35)</u>	<u>\$ 3.79</u>
Basic and diluted weighted average shares outstanding	<u>28.5</u>	<u>28.5</u>	<u>28.5</u>

See accompanying Notes to Consolidated Financial Statements.

VALHI, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In millions)

	Years ended December 31,		
	2022	2023	2024
Net income	\$ 133.1	\$ 5.1	\$ 161.3
Other comprehensive income (loss), net of tax:			
Currency translation	(26.1)	3.6	(30.8)
Defined benefit pension plans	89.4	(5.9)	12.6
Other	1.0	(.6)	(.3)
Total other comprehensive income (loss), net	64.3	(2.9)	(18.5)
Comprehensive income	197.4	2.2	142.8
Comprehensive income attributable to noncontrolling interest	62.8	13.7	48.5
Comprehensive income (loss) attributable to Valhi stockholders	<u>\$ 134.6</u>	<u>\$ (11.5)</u>	<u>\$ 94.3</u>

See accompanying Notes to Consolidated Financial Statements.

VALHI, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years ended December 31, 2022, 2023 and 2024
(In millions)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive loss	Treasury stock	Non- controlling interest	Total equity
Balance at December 31, 2021	\$.3	\$ 669.0	\$ 416.6	\$ (191.3)	\$ (49.6)	\$ 328.9	\$ 1,173.9
Net income	—	—	87.2	—	—	45.9	133.1
Cash dividends - \$.32 per share	—	—	(9.0)	—	—	—	(9.0)
Dividends paid to noncontrolling interest	—	—	—	—	—	(38.9)	(38.9)
Other comprehensive income, net	—	—	—	47.4	—	16.9	64.3
Equity transactions with noncontrolling interest and other, net	—	.5	—	—	—	(4.6)	(4.1)
Balance at December 31, 2022	.3	669.5	494.8	(143.9)	(49.6)	348.2	1,319.3
Net income (loss)	—	—	(9.9)	—	—	15.0	5.1
Cash dividends - \$.32 per share	—	—	(9.1)	—	—	—	(9.1)
Dividends paid to noncontrolling interest	—	—	—	—	—	(34.0)	(34.0)
Other comprehensive loss, net	—	—	—	(1.6)	—	(1.3)	(2.9)
Equity transactions with noncontrolling interest and other, net	—	—	—	—	—	(2.2)	(2.2)
Balance at December 31, 2023	.3	669.5	475.8	(145.5)	(49.6)	325.7	1,276.2
Net income	—	—	108.0	—	—	53.3	161.3
Cash dividends - \$.32 per share	—	—	(9.1)	—	—	—	(9.1)
Dividends paid to noncontrolling interest	—	—	—	—	—	(31.2)	(31.2)
Other comprehensive loss, net	—	—	—	(13.7)	—	(4.8)	(18.5)
Equity transactions with noncontrolling interest and other, net	—	.4	—	—	—	—	.4
Balance at December 31, 2024	\$.3	\$ 669.9	\$ 574.7	\$ (159.2)	\$ (49.6)	\$ 343.0	\$ 1,379.1

See accompanying Notes to Consolidated Financial Statements.

VALHI, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

	Years ended December 31,		
	2022	2023	2024
Cash flows from operating activities:			
Net income	\$ 133.1	\$ 5.1	\$ 161.3
Depreciation and amortization	58.5	54.1	66.7
Gain on remeasurement of investment in TiO ₂ manufacturing joint venture	—	—	(64.5)
Premium on issuance of senior secured notes	—	—	6.0
Deferred income taxes	3.6	(50.3)	43.5
Benefit plan expense greater (less) than cash funding	8.6	(6.2)	(8.1)
Loss on pension plan termination	—	6.2	—
Water system fixed asset impairment	16.4	—	—
Fixed asset impairment	—	3.8	—
Noncash interest expense	2.2	2.0	3.1
Distributions from (contributions to) TiO ₂ manufacturing joint venture, net	(10.5)	3.1	(2.7)
Gain from sale of land	—	(1.5)	(.5)
Other, net	12.1	5.2	(2)
Change in assets and liabilities:			
Accounts and other receivables, net	81.1	(44.6)	(16.7)
Inventories, net	(204.2)	56.7	(41.0)
Land held for development, net	21.4	.8	5.3
Accounts payable and accrued liabilities	3.9	11.2	(60.2)
Income taxes	(.5)	9.3	9.2
Accounts with affiliates	9.4	(27.8)	(6.6)
Other noncurrent assets	(3.4)	(9.5)	(29.5)
Other noncurrent liabilities	(83.9)	(19.3)	(15.1)
Other, net	(12.9)	5.6	(6.0)
Net cash provided by operating activities	<u>34.9</u>	<u>3.9</u>	<u>44.0</u>
Cash flows from investing activities:			
Capital expenditures	(67.6)	(48.5)	(30.9)
Acquisition of remaining TiO ₂ manufacturing joint venture interest, net of cash acquired	—	—	(156.8)
Cash, cash equivalents and restricted cash of BWC	(8.6)	—	2.6
Purchases of marketable securities	(73.6)	(66.4)	(2.7)
Proceeds from disposal of marketable securities	2.9	85.7	57.0
Proceeds from land sales	—	1.8	5.6
Other, net	.2	(1.6)	.2
Net cash used in investing activities	<u>(146.7)</u>	<u>(29.0)</u>	<u>(125.0)</u>

VALHI, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
(In millions)

	Years ended December 31,		
	2022	2023	2024
Cash flows from financing activities:			
Kronos revolving credit facility:			
Borrowings	\$ —	\$ —	\$ 158.6
Payments	—	—	(148.9)
Payments on long-term debt	(62.0)	(29.8)	(102.2)
Kronos term loan from Contran	—	—	53.7
Proceeds from issuance of Kronos senior secured notes	—	—	80.2
Deferred financing fees	—	—	(9.3)
Valhi cash dividends paid	(9.0)	(9.1)	(9.1)
Distributions to noncontrolling interest in subsidiaries	(38.9)	(34.0)	(25.3)
Subsidiary treasury stock acquired	(4.0)	(2.9)	—
Other, net	(.1)	(.1)	—
Net cash used in financing activities	<u>(114.0)</u>	<u>(75.9)</u>	<u>(2.3)</u>
Cash, cash equivalents and restricted cash and cash equivalents - net change from:			
Operating, investing and financing activities	(225.8)	(101.0)	(83.3)
Effect of exchange rates on cash	(5.1)	1.0	(.1)
Balance at beginning of year	792.9	562.0	462.0
Balance at end of year	<u>\$ 562.0</u>	<u>\$ 462.0</u>	<u>\$ 378.6</u>
Supplemental disclosures:			
Cash paid for:			
Interest, net of amounts capitalized	\$ 25.8	\$ 26.6	\$ 45.1
Income taxes, net	43.7	27.4	41.8
Noncash investing activities:			
Change in accruals for capital expenditures	6.6	1.1	7.0

See accompanying Notes to Consolidated Financial Statements.

VALHI, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2024

Note 1 – Summary of significant accounting policies:

Nature of our business. Valhi, Inc. (NYSE: VHI) is primarily a holding company. We operate through our wholly-owned and majority-owned subsidiaries, including NL Industries, Inc., Kronos Worldwide, Inc., CompX International Inc., Tremont LLC, Basic Management, Inc. (“BMI”) and The LandWell Company (“LandWell”). Kronos (NYSE: KRO), NL (NYSE: NL) and CompX (NYSE American: CIX) each file periodic reports with the Securities and Exchange Commission (“SEC”).

Organization. We are majority owned by a wholly-owned subsidiary of Contran Corporation (“Contran”), which owns approximately 91% of our outstanding common stock at December 31, 2024. A majority of Contran’s outstanding voting stock is held directly by Lisa K. Simmons and by family stockholders (Thomas C. Connelly (the husband of Ms. Simmons’ late sister), a family-owned entity and various family trusts established for the benefit of Ms. Simmons, Mr. Connelly and their children) who are required to vote their shares of Contran voting stock in the same manner as Ms. Simmons. Such voting rights are personal to Ms. Simmons and last through April 22, 2030. The remainder of Contran’s outstanding voting stock is held by another trust (the “Family Trust”), which was established for the benefit of Ms. Simmons and her late sister and their children and for which a third-party financial institution serves as trustee. Consequently, at December 31, 2024, Ms. Simmons and the Family Trust may be deemed to control Contran and us.

Unless otherwise indicated, references in this report to “we,” “us” or “our” refer to Valhi, Inc. and its subsidiaries, taken as a whole.

Management’s estimates. The preparation of our Consolidated Financial Statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”), requires us to make estimates and assumptions that affect the reported amounts of our assets and liabilities and disclosures of contingent assets and liabilities at each balance sheet date and the reported amounts of our revenues and expenses during each reporting period. Actual results may differ significantly from previously-estimated amounts under different assumptions or conditions.

Principles of consolidation. Our Consolidated Financial Statements include the financial position, results of operations and cash flows of Valhi and our majority-owned and wholly-owned subsidiaries. We eliminate all material intercompany accounts and balances. Changes in ownership are accounted for as equity transactions with no gain or loss recognized on the transaction unless there is a change in control.

Revision of previously issued financial statements. Prior to June 30, 2024, we had concluded a valuation allowance for the deferred tax asset for the carryforwards related to the nondeductible portion of our interest expense was required; however, during the second quarter of 2024 we determined there were additional sources of income that should have been considered with regards to the realization of such deferred tax asset, specifically the reversals of indefinite-lived deferred tax liabilities that require an action by management which are not expected to reverse in the foreseeable future. As a result, the quarterly and annual periods beginning in 2018 through the period ended December 31, 2023, have been revised. During the second quarter of 2024, we evaluated the impact of the correction on our previously issued financial statements and determined the impact is not material to any previously issued annual or interim financial statements; however, if the aggregate amount of the adjustment was recorded in the three-month period ended June 30, 2024, when the issue was identified the impact to the results would have been material. Accordingly, we revised our previously issued financial statements. The impact of the adjustment to periods not presented herein has been reflected as an adjustment to opening retained earnings for the respective period.

As a result of the revision, our deferred income tax liabilities decreased by \$12.5 million and \$14.7 million with a corresponding increase in retained earnings as of December 31, 2022 and 2023, respectively. Additionally, retained

earnings increased by \$15.5 million as of December 31, 2021. In addition, our income tax expense increased by \$3.0 million in 2022 and our net income and comprehensive income decreased correspondingly in 2022. Our income tax benefit increased by \$2.2 million in 2023, and net income and comprehensive income increased correspondingly in 2023. Basic and diluted net income per share were decreased by \$.10 in 2022 and basic and diluted loss per share were decreased by \$.07 in 2023. There were no change to cash flows used in operating, investing, or financing activities for the years ended December 31, 2022 and 2023.

Foreign currency translation. The financial statements of our foreign subsidiaries are translated to U.S. dollars. The functional currency of our foreign subsidiaries is generally the local currency of the country. Accordingly, we translate the assets and liabilities at year-end exchange rates, while we translate their revenues and expenses at average exchange rates prevailing during the year. We accumulate the resulting translation adjustments in stockholders' equity as part of accumulated other comprehensive income (loss), net of related deferred income taxes and noncontrolling interest. We recognize currency transaction gains and losses in income.

Derivatives and hedging activities. We recognize derivatives as either assets or liabilities measured at fair value. We recognize the effect of changes in the fair value of derivatives either in net income (loss) or other comprehensive income (loss), depending on the intended use of the derivative.

Cash and cash equivalents. We classify bank time deposits and highly-liquid investments, including government and commercial notes and bills, with original maturities of three months or less as cash equivalents.

Restricted cash and cash equivalents. We classify cash and cash equivalents that have been segregated or are otherwise limited in use as restricted. Such restrictions principally include amounts pledged as collateral with respect to performance obligations or letters of credit required by regulatory agencies for various environmental remediation sites, cash held in escrow under various hold-back agreements with third-party homebuilders associated with our Real Estate Management and Development Segment, cash pledged under debt agreement covenants or legal settlements and certain employee benefit obligations. To the extent the restricted amount relates to a recognized liability, we classify the restricted amount as current or noncurrent according to the corresponding liability. To the extent the restricted amount does not relate to a recognized liability, we classify restricted cash as a current asset. Restricted cash and cash equivalents classified as a current asset are presented separately on our Consolidated Balance Sheets, and restricted cash and cash equivalents classified as a noncurrent asset are presented as a component of other assets on our Consolidated Balance Sheets, as disclosed in Note 7.

Marketable securities and securities transactions. We carry marketable debt and equity securities at fair value. Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures*, establishes a consistent framework for measuring fair value and (with certain exceptions) this framework is generally applied to all financial statement items required to be measured at fair value. The standard requires fair value measurements to be classified and disclosed in one of the following three categories:

- *Level 1* – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- *Level 2* – Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the assets or liability; and
- *Level 3* – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable.

We classify all of our marketable securities as available-for-sale. Any unrealized gains or losses on our marketable equity securities are recognized in other income, net on our Consolidated Statements of Operations. We accumulate unrealized gains and losses on marketable debt securities as part of accumulated other comprehensive income (loss), net of related deferred income taxes. See Notes 3, 6, 11 and 19. We base realized gains and losses upon the specific identification of the securities sold.

Accounts receivable. We provide an allowance for doubtful accounts for known and estimated potential losses arising from our sales to customers based on a periodic review of these accounts.

Inventories and cost of sales. We state inventories at the lower of cost or net realizable value. We generally base inventory costs for all inventory categories on average cost that approximates the first-in, first-out method. Inventories include the costs for raw materials, the cost to manufacture the raw materials into finished goods and overhead. Depending on the inventory's stage of completion, our manufacturing costs can include the costs of packing and finishing, utilities, maintenance, depreciation, shipping and handling, and salaries and benefits associated with our manufacturing process. We allocate fixed manufacturing overhead costs based on normal production capacity. Unallocated overhead costs resulting from periods with abnormally low production levels are charged to expense as incurred. As inventory is sold to third parties, we recognize the cost of sales in the same period the sale occurs. We periodically review our inventory for estimated obsolescence or instances when inventory is no longer marketable for its intended use, and we record any write-down equal to the difference between the cost of inventory and its estimated net realizable value based on assumptions about alternative uses, market conditions and other factors.

Land held for development. Land held for development relates to BMI and LandWell. The primary asset of LandWell is certain real property in Henderson, Nevada some of which we are developing for residential lots in a master planned community. Land held for development was recorded at the estimated acquisition date fair value based on a value per developable acre at the time of purchase. Development costs, including infrastructure improvements, real estate taxes, capitalized interest and other costs, some of which may be allocated, are capitalized during the period incurred. We allocate costs to each parcel sold on a pro-rata basis associated with the relevant development activity, and the land basis of parcels expected to be sold within one year are presented in prepaid expenses and other on our Consolidated Balance Sheets. As land parcels are sold, costs of land sales, including land and development costs, are allocated based on specific identification, relative sales value, square footage or a combination of these methods. All sales and marketing activities and general overhead are charged to selling, general and administrative expense as incurred.

Investment in TiO₂ manufacturing joint venture. We accounted for our investment in Louisiana Pigment Company, L.P. ("LPC"), which was operated as a 50%-owned manufacturing joint venture, by the equity method before Kronos' acquisition of the remaining 50% joint venture interest in July 2024. Distributions received from LPC are classified for statement of cash flow purposes using the "nature of distribution" approach under ASC Topic 230. See Note 3.

Leases. We enter into various arrangements (or leases) that convey the rights to use and control identified underlying assets for a period of time in exchange for consideration. We lease various manufacturing facilities, land and equipment. From time to time, we may also enter into an arrangement in which the right to use and control an identified underlying asset is embedded in another type of contract.

We determine if an arrangement is a lease (including leases embedded in another type of contract) at inception. All of our leases are classified as operating leases. Operating leases are included in operating lease right-of-use assets, current operating lease liabilities and noncurrent operating lease liabilities in our Consolidated Balance Sheets. See Notes 7 and 10. As permitted by ASC Topic 842, *Leases*, we elected the practical expedients related to nonlease components (in which nonlease components associated with a lease and paid by us to the lessor, such as property taxes, insurance and maintenance, are treated as a lease component and considered part of minimum lease rental payments), and short-term leases (in which leases with an original maturity of 12 months or less are excluded from the recognition requirements of ASC 842).

Right-of-use assets represent our right to use an underlying asset for the lease term and operating lease liabilities represent our obligation to make lease payments arising from the lease. The right-of-use operating lease assets and liabilities are recognized based on the estimated present value of lease payments over the lease term as of the respective lease commencement dates. We use an estimated incremental borrowing rate to determine the present value of lease payments (unless we can determine the rate implicit in the lease, which is generally not the case). Our incremental borrowing rate for each of our leases is derived from available information, including our current debt and credit facilities and U.S. and European yield curves as well as publicly available data for instruments with similar characteristics, adjusted for factors such as collateralization and term.

Our leases generally do not include termination or purchase options. Certain of our leases include an option to renew the lease after expiration of the initial lease term, but we have not included such renewal periods in our lease term because it is not reasonably certain that we would exercise the renewal option. Our leases generally have fixed lease payments, with no contingent or incentive payments. Certain of our leases include variable lease payments that depend on a specified index or rate. Our lease agreements do not contain any residual value guarantees.

Goodwill and other intangible assets; amortization expense. Goodwill represents the excess of cost over fair value of individual net assets acquired in business combinations. Goodwill is not subject to periodic amortization. We amortize other intangible assets by the straight-line method over their estimated lives and state them net of accumulated amortization. We evaluate goodwill for impairment, annually or when events or changes in circumstances indicate the carrying value may not be recoverable. We evaluate other intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. See Note 8.

Property and equipment; depreciation expense. We state property and equipment at acquisition cost, including capitalized interest on borrowings during the actual construction period of major capital projects. In 2022, 2023 and 2024 we capitalized \$1.7 million, \$1.9 million and \$1.0 million, respectively, of interest costs. We compute depreciation of property and equipment for financial reporting purposes (including mining equipment) principally by the straight-line method over the estimated useful lives of the assets as follows:

Asset	Useful lives
Buildings and improvements	10 to 40 years
Machinery and equipment	3 to 20 years
Mine development costs	Units-of-production

We use the Alternative Depreciation System (“ADS”) for income tax purposes. Upon the sale or retirement of an asset, we remove the related cost and accumulated depreciation from the accounts and recognize any gain or loss in income currently.

We expense expenditures for maintenance, repairs and minor renewals as incurred that do not improve or extend the life of the assets, including planned major maintenance.

We have a governmental concession with an unlimited term to operate our ilmenite mine in Norway. Mining properties consist of buildings and equipment used in our Norwegian ilmenite mining operations. While we own the land and ilmenite reserves associated with the mining operations, such land and reserves were acquired for nominal value and we have no material asset recognized for the land and reserves related to our mining operations.

We perform impairment tests when events or changes in circumstances indicate the carrying value may not be recoverable. We consider all relevant factors. We perform the impairment test by comparing the estimated future undiscounted cash flows (exclusive of interest expense) associated with the asset or asset group to the asset’s net carrying value to determine if a write-down to fair value is required. During the fourth quarter of 2023, our Chemicals Segment recorded a fixed asset impairment of \$3.8 million related to the write-off of certain costs resulting from a capital project termination. Excluding this project, we did not evaluate any long-lived assets for impairment during 2023 or 2024 because no such impairment indicators were present.

Long-term debt. We state long-term debt net of any unamortized original issue premium, discount or deferred financing costs (other than deferred financing costs associated with revolving credit facilities, which are recognized as an asset). We classify amortization of deferred financing costs and any premium or discount associated with the issuance of indebtedness as interest expense, and compute amortization by either the interest method or the straight-line method over the term of the applicable issue. See Note 9.

Employee benefit plans. Accounting and funding policies for our defined benefit pension and defined contribution retirement plans are described in Note 11. We also provide certain postretirement benefits other than pensions (“OPEB”), consisting of health care and life insurance benefits, to certain U.S. and Canadian retired employees, which are not material. See Note 10.

Income taxes. We and our qualifying subsidiaries are members of Contran’s consolidated U.S. federal income tax group (the “Contran Tax Group”). We and certain of our qualifying subsidiaries also file consolidated income tax returns with Contran in various U.S. state jurisdictions. As a member of the Contran Tax Group, we are jointly and severally liable for the federal income tax liability of Contran and the other companies included in the Contran Tax Group for all periods in which we are included in the Contran Tax Group. See Note 17. As a member of the Contran Tax Group, we are a party to a tax sharing agreement which provides that we compute our tax provision for U.S. income taxes on a separate-company basis using the tax elections made by Contran. Pursuant to the tax sharing agreement, we make payments to or receive payments from Contran in amounts we would have paid to or received from the U.S. Internal Revenue Service (“IRS”) or the applicable state tax authority had we not been a member of the Contran Tax Group. We made cash payments for income taxes to Contran of \$17.5 million in 2022, \$14.2 million in 2023 and \$19.1 million in 2024.

We recognize deferred income tax assets and liabilities for the expected future tax consequences of temporary differences between the income tax and financial reporting carrying amounts of assets and liabilities, including investments in our subsidiaries and affiliates who are not members of the Contran Tax Group and undistributed earnings of our Chemicals Segment’s non-U.S. subsidiaries which are not deemed to be permanently reinvested. At December 31, 2024, we continue to assert indefinite reinvestment as it relates to our outside basis difference attributable to our Chemicals Segment’s investments in non-U.S. subsidiaries, other than post-1986 undistributed earnings of our Chemicals Segment’s European subsidiaries and all undistributed earnings of our Chemicals Segment’s Canadian subsidiary, which are not subject to permanent reinvestment plans. It is not practical for us to determine the amount of the unrecognized deferred income tax liability related to our investments in our Chemicals Segment’s non-U.S. subsidiaries which are permanently reinvested due to the complexities associated with our organizational structure, changes in the Tax Cuts and Jobs Act (“2017 Tax Act”) and the U.S. taxation of such investments in the states in which we operate. Deferred income tax assets and liabilities for each tax-paying jurisdiction in which we operate are netted and presented as either a noncurrent deferred income tax asset or liability, as applicable. We periodically evaluate our deferred tax assets in the various taxing jurisdictions in which we operate and adjust any related valuation allowance based on the estimate of the amount of such deferred tax assets that we believe does not meet the more-likely-than-not recognition criteria.

The 2017 Tax Act imposed a tax on global intangible low-taxed income (“GILTI”). We record GILTI tax as a current period expense when incurred under the period cost method. While our future global operations depend on a number of different factors, we do expect to have future U.S. inclusions in taxable income related to GILTI.

We account for the tax effects of a change in tax law as a component of the income tax provision related to continuing operations in the period of enactment, including the tax effects of any deferred income taxes originally established through a financial statement component other than continuing operations (i.e., other comprehensive income (loss)). Changes in applicable income tax rates over time as a result of changes in tax law, or times in which a deferred income tax asset valuation allowance is initially recognized in one year and subsequently reversed in a later year, can give rise to “stranded” tax effects in accumulated other comprehensive income in which the net accumulated income tax expense (benefit) remaining in accumulated other comprehensive income does not correspond to the then-applicable income tax rate applied to the pre-tax amount which resides in accumulated other comprehensive income (loss). As permitted by GAAP, our accounting policy is to remove any such stranded tax effect remaining in accumulated other comprehensive income, by recognizing an offset to our provision for income taxes related to continuing operations, only at the time when there is no remaining pre-tax amount in accumulated other comprehensive income. For accumulated other comprehensive income related to currency translation, this would occur only upon the sale or complete liquidation of one of our Chemicals Segment’s non-U.S. subsidiaries. For defined pension benefit plans and OPEB plans, this would occur whenever one of our subsidiaries which previously sponsored a defined benefit pension or OPEB plan had terminated such a plan and had no future obligation or plan asset associated with such a plan.

We record a reserve for uncertain tax positions for tax positions where we believe it is more-likely-than-not our position will not prevail with the applicable tax authorities. The amount of the benefit associated with our uncertain tax positions that we recognize is limited to the largest amount for which we believe the likelihood of realization is greater than 50%. We accrue penalties and interest on the difference between tax positions taken on our tax returns and the amount of benefit recognized for financial reporting purposes. We classify our reserves for uncertain tax positions in a separate current or noncurrent liability, depending on the nature of the tax position. See Note 14.

Environmental remediation and related costs. We record liabilities related to environmental remediation and related costs when estimated future expenditures are probable and reasonably estimable. We adjust these accruals as further information becomes available to us or as circumstances change. We generally do not discount estimated future expenditures to their present value due to the uncertainty of the timing of the ultimate payout. We recognize any recoveries of remediation costs from other parties when we deem their receipt to be probable. We expense any environmental remediation related legal costs as incurred. See Note 18.

Revenue recognition. Chemicals and Component Products Segments – Our sales involve single performance obligations to ship our products pursuant to customer purchase orders. In some cases, the purchase order is supported by an underlying master sales agreement, but our purchase order acceptance generally evidences the contract with our customer by specifying the key terms of product and quantity ordered, price and delivery and payment terms. In accordance with ASC 606, *Revenue from Contracts with Customers*, we record revenue when we satisfy our performance obligations to our customers by transferring control of our products to them, which generally occurs at point of shipment or upon delivery. Such transfer of control is also evidenced by transfer of legal title and other risks and rewards of ownership (giving the customer the ability to direct the use of, and obtain substantially all of the benefits of, the product), and our customers becoming obligated to pay us and it is probable we will receive payment. In certain arrangements we provide shipping and handling activities after the transfer of control to our customer (e.g., when control transfers prior to delivery). In such arrangements shipping and handling are considered fulfillment activities, and accordingly, such costs are accrued when the related revenue is recognized.

Revenue is recorded in an amount that reflects the net consideration we expect to receive in exchange for our products. Prices for our products are based on terms specified in published list prices and purchase orders, which generally do not include financing components, noncash consideration or consideration paid to our customers. As our standard payment terms are less than one year, we have elected the practical expedient under ASC 606 and we have not assessed whether a contract has a significant financing component. We state sales net of price, early payment and distributor discounts as well as volume rebates (collectively, “variable consideration”). Variable consideration, to the extent present, is recognized as the amount to which we are most-likely to be entitled, using all information (historical, current and forecasted) that is reasonably available to us, and only to the extent that a significant reversal in the amount of the cumulative revenue recognized is not probable of occurring in a future period. Differences, if any, between estimates of the amount of variable consideration to which we will be entitled and the actual amount of such variable consideration have not been material in the past. We occasionally receive partial or full consideration from our customers prior to the completion of our performance obligation (shipment of product). We record estimated deferred revenue on the amount to which we are most-likely to be entitled and deferred revenue is recognized into revenue as our performance obligation has been satisfied. Deferred revenue has not been material in the past. We report any tax assessed by a governmental authority that we collect from our customers that is both imposed on and concurrent with our revenue-producing activities (such as sales, use, value added and excise taxes) on a net basis (meaning we do not recognize these taxes either in our revenues or in our costs and expenses).

Frequently, we receive orders for products to be delivered over dates that may extend across reporting periods. We invoice for each delivery upon shipment and recognize revenue for each distinct shipment when all sales recognition criteria for that shipment have been satisfied. As scheduled delivery dates for these orders are within a one year period, under the optional exemption provided by ASC 606, we do not disclose sales allocated to future shipments of partially completed contracts.

Real Estate Management and Development Segment – Our revenues are primarily related to efforts to develop certain real estate in Henderson, Nevada, including approximately 2,100 acres zoned for residential/planned community purposes. Contracts for land sales are negotiated on an individual basis, involve single performance obligations, and generally require us to complete property development and improvements after title passes to the buyer and we have received all or a substantial portion of the selling price. We recognize land sales revenue associated with the residential/planned community over time using cost-based input methods. Land sales associated with the residential/planned community have variable consideration components which are based on a percentage of the builder’s ultimate selling price of a residential housing unit to their customer (ranging from 2.5% to 3.5% of such sales price). The amount we recognize when a parcel is sold to a home builder is the amount to which we are most-likely to be entitled, using all information (historical, current and forecasted) that is reasonably available to us, and only to the extent that a

significant reversal in the amount of the cumulative revenue recognized is not probable of occurring in a future period. By recognizing revenue over time using cost-based input methods, revenues (including variable consideration) and profits are recognized in the same proportion of our progress towards completion of our contractual obligations, with our progress measured by costs incurred as a percentage of total costs estimated to be incurred relative to the parcels sold. Estimates of total costs expected to be incurred require significant management judgment, and the amount of revenue and profits that have been recognized to date are subject to revisions throughout the development period. The impact on the amount of revenue recognized resulting from any future change in the estimate of total costs estimated to be incurred would be accounted for prospectively in accordance with GAAP. We record estimated deferred revenue on the amount to which we are most-likely to be entitled and deferred revenue is recognized into revenue as the housing units are sold.

Prior to the bankruptcy filing and deconsolidation on September 10, 2022 of Basic Water Company (“BWC”), which at that time was a wholly-owned subsidiary of BMI, revenues from our Real Estate Management and Development Segment involved delivery of water to the City of Henderson and various other users through a water distribution system owned and operated by BWC. Prior to the sale of Basic Power Company (“BPC”), a wholly-owned subsidiary of BMI, on December 1, 2023, the revenues also included providing certain utility services to an industrial park located in Henderson, Nevada. See Notes 2 and 3. These sales involved single performance obligations, and we recorded revenue when we satisfied our performance obligations to our customers generally after the service was performed and our customers became obligated to pay us and it was probable we would receive payment. Revenue was recorded in an amount that reflected the net consideration we expected to receive in exchange for our services. Prices for our products were based on contracted rates and did not include financing components, noncash consideration or consideration paid to our customers. As our standard payment terms were less than one year, we elected the practical expedient under ASC 606 and we did not assess whether a contract had a significant financing component.

Selling, general and administrative expenses; shipping and handling costs; advertising costs; research and development costs. Selling, general and administrative expenses include costs related to marketing, sales, distribution, shipping and handling, research and development, legal, environmental remediation and administrative functions such as accounting, treasury and finance, and include costs for salaries and benefits not associated with our manufacturing process, travel and entertainment, promotional materials and professional fees. Shipping and handling costs of our Chemicals Segment were approximately \$122 million in 2022, \$101 million in 2023 and \$115 million in 2024. Shipping and handling costs of our Component Products Segment are not material. We expense advertising and research and development costs as incurred. Advertising costs were approximately \$2 million in each of 2022, 2023 and 2024. Research and development costs were approximately \$16 million in 2022, \$18 million in 2023 and \$14 million in 2024.

Note 2 – Business and geographic segments:

Business segment	Entity	% controlled at December 31, 2024
Chemicals	Kronos	81%
Component products	CompX	87%
Real estate management and development	BMI and LandWell	63% - 77%

Our control of Kronos includes 50% we hold directly and 31% held directly by NL. We own 83% of NL. Our control of CompX is through NL. We own 63% of BMI. Our control of LandWell includes the 27% we hold directly and 50% held by BMI.

We are organized based upon our operating subsidiaries. Each operating segment is separately managed, and each operating segment represents a strategic business unit offering different products. Our chief operating decision maker (“CODM”) is our President and CEO. Our CODM is responsible for determining how to allocate resources and assessing performance. The CODM evaluates segment performance based on each segment’s operating income, which is defined as income before income taxes and interest expense, exclusive of certain non-recurring items (such as gains or losses on disposition of business units and other long-lived assets outside the ordinary course of business and certain legal settlements) and certain general corporate income and expense items (including securities transactions gains and losses and interest and dividend income), which are not attributable to the operations of the reportable operating segments. The CODM considers current-period operating income compared to plan and prior-period on a monthly and/or quarterly basis.

for evaluating performance of each segment and making decisions about allocating capital and other resources. The accounting policies of the reportable operating segments are the same as those described in Note 1. Capital expenditures include additions to property and equipment but exclude amounts attributable to business combinations. Segment results we report may differ from amounts separately reported by our various subsidiaries and affiliates due to purchase accounting adjustments and related amortization or differences in how we define operating income. Intersegment sales are not material.

We have the following three consolidated reportable operating segments.

- *Chemicals* – Our Chemicals Segment is operated through our majority control of Kronos. Kronos is a leading global producer and marketer of value-added titanium dioxide pigments (“TiO₂”). TiO₂ is used to impart whiteness, brightness, opacity and durability to a wide variety of products, including paints, plastics, paper, fibers and ceramics. Additionally, TiO₂ is a critical component of everyday applications, such as coatings, plastics and paper, as well as many specialty products such as inks, cosmetics and pharmaceuticals.
- *Component Products* – We operate in the component products industry through our majority control of CompX. CompX is a leading manufacturer of security products used in the postal, recreational transportation, office and institutional furniture, cabinetry, tool storage, healthcare applications and a variety of other industries. CompX is also a leading manufacturer of wake enhancement systems, stainless steel exhaust systems, gauges, throttle controls, trim tabs and related hardware and accessories for the recreational marine industry. All CompX production facilities are in the United States.
- *Real Estate Management and Development* – We operate in real estate management and development through our majority control of BMI and LandWell. BMI and LandWell own real property in Henderson, Nevada. LandWell is engaged in efforts to develop certain land holdings for commercial, industrial and residential purposes in Henderson, Nevada. BMI previously, through wholly-owned subsidiaries, also was responsible for the delivery of water to the City of Henderson and various other users through September 2022, and provided utility services to certain industrial customers prior to December 2023.

Interest income included in the calculation of segment operating income is not significant in 2022, 2023 or 2024. Depreciation and amortization related to each reportable operating segment includes amortization of any intangible assets attributable to the segment. Amortization of deferred financing costs and any premium or discount associated with the issuance of indebtedness is included in interest expense.

Segment assets are comprised of all assets attributable to each reportable operating segment, including goodwill and other intangible assets. Corporate assets are not attributable to any operating segment and consist principally of cash and cash equivalents, restricted cash and restricted cash equivalents and marketable securities.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Net sales:			
Chemicals	\$ 1,930.2	\$ 1,666.5	\$ 1,887.1
Component products	166.6	161.3	145.9
Real estate management and development	125.7	93.9	71.8
Total net sales	<u>\$ 2,222.5</u>	<u>\$ 1,921.7</u>	<u>\$ 2,104.8</u>
Cost of sales:			
Chemicals	\$ 1,540.2	\$ 1,502.7	\$ 1,530.1
Component products	117.8	112.1	104.6
Real estate management and development	74.1	61.7	45.6
Total cost of sales	<u>\$ 1,732.1</u>	<u>\$ 1,676.5</u>	<u>\$ 1,680.3</u>
Gross margin:			
Chemicals	\$ 390.0	\$ 163.8	\$ 357.0
Component products	48.8	49.2	41.3
Real estate management and development	51.6	32.2	26.2
Total gross margin	<u>\$ 490.4</u>	<u>\$ 245.2</u>	<u>\$ 424.5</u>
Operating income (loss):			
Chemicals	\$ 174.6	\$ (41.1)	\$ 138.5
Component products	25.4	25.4	17.0
Real estate management and development	39.4	49.9	55.2
Total operating income	<u>239.4</u>	<u>34.2</u>	<u>210.7</u>
General corporate items:			
Interest income and other	10.4	21.3	22.0
Gain on remeasurement of investment in TiO ₂ manufacturing joint venture	—	—	64.5
Insurance recoveries	.1	.5	1.4
Gain on land sales	—	1.5	.5
Other components of net periodic pension and OPEB expense	(13.9)	(11.8)	(2.6)
Changes in market value of Valhi common stock held by subsidiaries	(1.6)	(1.7)	1.9
General expenses, net	(36.6)	(35.2)	(4.3)
Interest expense	(27.9)	(28.3)	(49.9)
Income (loss) before income taxes	<u>\$ 169.9</u>	<u>\$ (19.5)</u>	<u>\$ 244.2</u>

Included in the determination of Chemicals operating income is restructuring costs related to workforce reductions of \$5.8 million and \$2.0 million recognized in 2023 and 2024, respectively, (see Note 20) and a fixed asset impairment related to the write-off of certain costs resulting from a capital project termination of \$3.8 million recognized in 2023. Also included in the determination of Chemicals operating income are business interruption insurance settlement aggregate gains of \$2.7 million recognized in 2022 and \$2.5 million recognized in 2023. See Note 13.

Included in the determination of the Real Estate Management and Development Segment's operating income in 2022 and 2024 are charges resulting from the cessation of BWC's water delivery and subsequent bankruptcy filing. See Note 3. Operating income comparisons between 2024, 2023 and 2022 are also affected by BWC's water delivery sales and related cost of sales, see Note 3. Also included in the determination of Real Estate Management and Development operating income are infrastructure reimbursements and land related income. See Notes 7 and 13.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Depreciation and amortization:			
Chemicals	\$ 53.1	\$ 49.9	\$ 62.9
Component products	4.0	4.0	3.7
Real estate management and development	1.4	.2	.1
Total	<u>\$ 58.5</u>	<u>\$ 54.1</u>	<u>\$ 66.7</u>

Capital expenditures:			
Chemicals	\$ 63.2	\$ 47.4	\$ 29.5
Component products	3.7	1.1	1.4
Real estate management and development	.7	—	—
Total	<u>\$ 67.6</u>	<u>\$ 48.5</u>	<u>\$ 30.9</u>

	December 31,		
	2022	2023	2024
	(In millions)		
Total assets:			
Operating segments:			
Chemicals	\$ 2,293.5	\$ 2,196.8	\$ 2,268.5
Component products	131.3	141.5	117.0
Real estate management and development	219.2	200.9	216.7
Corporate and eliminations	191.7	197.8	198.0
Total	<u>\$ 2,835.7</u>	<u>\$ 2,737.0</u>	<u>\$ 2,800.2</u>

Geographic information. We attribute net sales to the place of manufacture (point-of-origin) and the location of the customer (point-of-destination); we attribute property and equipment to their physical location. At December 31, 2023 and 2024 the net assets of our non-U.S. subsidiaries included in consolidated net assets approximated \$653 million and \$532 million, respectively.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Net sales - point of origin:			
United States	\$ 1,518.9	\$ 1,284.4	\$ 1,396.1
Germany	895.4	726.4	826.6
Canada	389.4	351.0	351.5
Norway	273.5	252.1	278.6
Belgium	306.5	217.1	237.8
Eliminations	(1,161.2)	(909.3)	(985.8)
Total	<u>\$ 2,222.5</u>	<u>\$ 1,921.7</u>	<u>\$ 2,104.8</u>
Net sales - point of destination:			
North America	\$ 985.4	\$ 871.0	\$ 914.0
Europe	879.0	738.5	842.2
Other	358.1	312.2	348.6
Total	<u>\$ 2,222.5</u>	<u>\$ 1,921.7</u>	<u>\$ 2,104.8</u>

	December 31,		
	2022	2023	2024
	(In millions)		
Net property and equipment:			
United States	\$ 45.8	\$ 40.0	\$ 302.1
Germany	204.7	213.0	190.9
Belgium	101.4	98.5	88.6
Norway	83.6	83.5	73.6
Canada	88.3	82.3	68.2
Total	<u>\$ 523.8</u>	<u>\$ 517.3</u>	<u>\$ 723.4</u>

At December 31, 2024, the United States net property and equipment includes the acquired assets of LPC.

Note 3 – Business combinations, dispositions and related transactions:

Kronos Worldwide, Inc.

Acquisition of Remaining Joint Venture Interest in LPC –

Effective July 16, 2024 (“Acquisition Date”), Kronos acquired the 50% joint venture interest in LPC previously held by Venator Investments, Ltd. (“Venator”). Prior to the acquisition, Kronos held a 50% joint venture interest in LPC and LPC was operated as a manufacturing joint venture between Kronos and Venator. Kronos acquired the 50% joint venture interest in LPC for consideration of \$185 million less a working capital adjustment. An additional earn-out payment of up to \$15 million may be required if Kronos’ aggregate consolidated net income before interest expense, income taxes and depreciation and amortization expense, or EBITDA, during a two-year period comprising calendar years 2025 and 2026 exceed certain thresholds as described below. Kronos accounted for the acquisition of the interest in LPC as a business combination and, as a result of obtaining full control, LPC became a wholly-owned subsidiary of Kronos. Obtaining control of LPC and its estimated additional 78,000 metric tons annually of TiO₂ production volume allows Kronos to better serve the North American TiO₂ marketplace. The acquisition was financed through a borrowing of \$132.1 million under Kronos’ Global Revolver and the remainder paid with cash on hand.

For financial reporting purposes, the assets acquired and liabilities assumed of LPC have been included in our Consolidated Balance Sheet as of December 31, 2024, and the results of operations and cash flows of LPC have been included in our Consolidated Statement of Operations and Cash flows beginning as of the Acquisition Date. Kronos incurred \$2.2 million of transaction costs in connection with the acquisition. These costs were primarily associated with legal and professional services and were expensed in accordance with ASC 805 and are included in selling, general and administrative expense in our Consolidated Statement of Operations.

The potential earn-out payment of up to \$15 million is based on aggregate Kronos consolidated EBITDA tiers for 2025 and 2026 of \$650 million and \$730 million, with \$5 million of the earn-out payable if Kronos achieves \$650 million in aggregate consolidated EBITDA, and a maximum of \$15 million payable if aggregate EBITDA is \$730 million or greater for the period. If Kronos achieves aggregated consolidated EBITDA between \$650 million and \$730 million, the payment of the additional \$10 million is prorated between the two targets. The earn-out is payable at the earliest in April 2027. The estimated fair value of the earn-out at the Acquisition Date was \$4.2 million and was determined using a weighted probability of potential outcomes based on estimated future EBITDA and volatility factors, among other variables and estimates. The earn-out liability is included in other noncurrent liabilities on the Consolidated Balance Sheet and is part of the line item captioned earn-out liability in Note 10. The fair value measurement is based on significant inputs not observable in the market and therefore represents a Level 3 measurement as defined in ASC 820. The earn-out liability will be re-measured at fair value on a recurring basis and the change to the liability, if any, would be recorded as a component of cost and other expense (income) in our Consolidated Statements of Operations. See Note 19 to our Consolidated Financial Statements.

Kronos remeasured its existing ownership interest in LPC to its estimated fair value at the Acquisition Date in accordance with ASC 805-10-25, for a business combination achieved in stages (because Kronos previously had an

ownership interest in LPC). As a result of such remeasurement, we recognized a pre-tax gain of approximately \$64.5 million in the third quarter of 2024, representing the difference between the \$178.2 million estimated fair value of the existing ownership interest in LPC at the Acquisition Date and its aggregate \$113.7 million carrying value at the Acquisition Date. Such pre-tax gain is disclosed as gain on remeasurement of investment in TiO₂ manufacturing joint venture and is included in cost and other expense (income) in our Consolidated Statement of Operations.

The following table summarizes the aggregate fair value of the consideration transferred to gain control of LPC, the current estimate for the fair value of Kronos' existing ownership interest in LPC and the amounts assigned to the identifiable assets acquired and liabilities assumed at the Acquisition Date. The estimated purchase price allocation is based upon management's estimate of the fair value of the acquired assets and assumed liabilities using independent third-party appraiser valuation techniques including income, cost, and market approaches. The total consideration was allocated to the assets acquired and liabilities assumed, with the excess of the consideration over the estimated fair value of the net assets acquired recorded as goodwill. Subject to final determination, which is expected to occur within 12 months of the Acquisition Date, the provisional fair values of the assets acquired and liabilities assumed in the acquisition are as follows:

	Amount
	(In millions)
Consideration:	
Cash consideration	\$ 185.0
Working capital adjustment	(11.0)
Earn-out liability	4.2
Total fair value of consideration	<u>178.2</u>
Fair value of investment in TiO ₂ manufacturing joint venture	178.2
Total	<u>\$ 356.4</u>
Allocation of purchase price to identifiable assets acquired and liabilities assumed:	
Cash and cash equivalents	\$ 21.3
Restricted cash	1.3
Accounts and other receivables, net	.2
Inventories, net	82.0
Prepaid expenses and other	.6
Other assets	10.7
Property and equipment	268.5
Accounts payable and accrued liabilities	(21.7)
Other noncurrent liabilities	(6.4)
Deferred tax liability	(2.7)
Total net identifiable assets acquired	<u>353.8</u>
Goodwill	2.6
Total	<u>\$ 356.4</u>

Property and equipment will be depreciated over useful lives of 5 years to 20 years. Goodwill is related to the benefits expected as a result of the acquisition, and of the \$2.6 million recorded as goodwill, \$.1 million is expected to be deductible for tax purposes.

Prior to the Acquisition Date, Kronos and Venator were both required to purchase one-half of the TiO₂ produced by LPC, unless Kronos and Venator agreed otherwise. Because Kronos operated LPC on a break-even basis, it reported no equity in earnings of LPC. Each owner's acquisition transfer price for its share of the TiO₂ produced was equal to its share of the joint venture's production costs and interest expense, if any. Kronos' share of net cost was reported as cost of sales as the related TiO₂ acquired from LPC was sold. Kronos reported distributions it received from LPC, which generally related to excess cash generated by LPC from its non-cash production costs, and contributions Kronos made to LPC, which generally related to cash required by LPC when it built working capital, as part of its cash flows from operating activities in our Consolidated Statements of Cash Flows. The components of our net cash distributions from (contributions to) LPC

are shown in the table below.

	Years ended December 31,		
	2022	2023	2024 (1)
	(In millions)		
Distributions from LPC	\$ 58.3	\$ 52.8	\$ 31.2
Contributions to LPC	(68.8)	(49.7)	(33.9)
Net distributions (contributions)	<u>\$ (10.5)</u>	<u>\$ 3.1</u>	<u>\$ (2.7)</u>

(1) Reflects distributions and contributions from/to LPC prior to the Acquisition Date.

The summary balance sheet for LPC for the annual period prior to the Acquisition Date is shown below:

	December 31, 2023
	(In millions)
ASSETS	
Current assets	\$ 118.5
Property and equipment, net	148.4
Total assets	<u>\$ 266.9</u>
LIABILITIES AND PARTNERS' EQUITY	
Other liabilities, primarily current	\$ 42.1
Partners' equity	224.8
Total liabilities and partners' equity	<u>\$ 266.9</u>

Summary income statements for LPC for the annual periods prior to the Acquisition Date are shown below:

	Years ended December 31,	
	2022	2023
	(In millions)	
Revenues and other income:		
Kronos	\$ 225.6	\$ 231.7
Venator	225.9	231.7
Total	<u>451.5</u>	<u>463.4</u>
Cost and expenses:		
Cost of sales	451.1	463.0
General and administrative	.4	.4
Total	<u>451.5</u>	<u>463.4</u>
Net income	<u>\$ —</u>	<u>\$ —</u>

Prior to the acquisition, Kronos had certain related party transactions with LPC, as more fully described in Note 17.

The pro forma impact of combining LPC's results of operations assuming the LPC transaction had occurred as of January 1, 2023 would result in no net increase to earnings. The additional interest expense and depreciation expense that would have occurred during the comparable period is not material. The pro forma impact is not necessarily indicative of either future results of operations or results of operations that might have been achieved had the acquisition occurred as of January 1, 2023. The incremental finished goods offtake produced resulting from Kronos' additional 50% interest acquired in LPC has not materially impacted revenue and earnings from Acquisition Date through the end of the year.

Other –

Kronos

Kronos' board of directors has previously authorized the repurchase of up to 2.0 million shares of its common stock in open market transactions, including block purchases, or in privately-negotiated transactions at unspecified prices and over an unspecified period of time. Kronos may repurchase its common stock from time to time as market conditions permit. The stock repurchase program does not include specific price targets or timetables and may be suspended at any time. Depending on market conditions, Kronos may terminate the program prior to its completion. Kronos uses cash on hand or other sources of liquidity to acquire the shares. Repurchased shares are added to Kronos' treasury shares and subsequently cancelled upon approval of the Kronos board of directors. In 2022, Kronos acquired 217,778 shares of its common stock in market transactions for an aggregate purchase price of \$2.5 million. In 2023, Kronos acquired 313,814 shares of its common stock in market transactions for an aggregate purchase price of \$2.8 million. Kronos made no treasury purchases in 2024. At December 31, 2024, 1,017,518 shares are available for repurchase under this stock repurchase program.

CompX

CompX's board of directors has previously authorized various repurchases of its Class A common stock in open market transactions, including block purchases, or in privately-negotiated transactions at unspecified prices and over an unspecified period of time. CompX may repurchase its common stock from time to time as market conditions permit. The stock repurchase program does not include specific price targets or timetables and may be suspended at any time. Depending on market conditions, CompX may terminate the program prior to its completion. CompX would generally use cash on hand to acquire the shares. Repurchased shares will be added to CompX's treasury and cancelled. During 2022, CompX acquired 78,900 shares of its Class A common stock for an aggregate amount of \$1.7 million under prior repurchase authorizations. Of the shares repurchased, 70,000 shares were purchased in a market transaction, and 8,900 shares were purchased from two affiliates in two separate private transactions that were also approved in advance by CompX's independent directors. CompX made no treasury purchases during 2023 and 2024. At December 31, 2024, 523,647 shares were available for purchase under these authorizations.

NL

During 2022, NL purchased 2,000 shares of its common stock from Kronos for a nominal amount in a private transaction that was approved in advance by NL's independent directors and subsequently cancelled all such shares.

BMI

Prior to BWC's bankruptcy filing on September 10, 2022, BMI was responsible for the delivery of water to the City of Henderson and various other users under long-term contracts through a water delivery system owned and operated by BWC. BWC's water delivery system operated on Lake Mead in Nevada. Late in the second quarter of 2022, Lake Mead water levels dropped precipitously to historically low levels. On June 30, 2022, BWC was no longer able to pump water and consequently ceased operations at its water intake facility. We considered BWC's inability to pump water from Lake Mead to be a triggering event under ASC 360 *Property, Plant, and Equipment*, which caused us to evaluate the water system fixed assets for impairment. Because BWC was unable to deliver water under its current contracts and therefore unable to generate revenue, we determined the water system's assets were fully impaired except to the extent certain equipment had alternative use outside of BWC's operations, in which case those assets were written down to estimated salvage value. The \$16.4 million impairment charge primarily recognized in the second quarter of 2022 represented the write down of the book value to the estimated salvage value of the assets. Without the ability to pump and deliver water to its customers, BWC's operating expenses exceeded its revenues, and on September 10, 2022, BWC and its wholly-owned subsidiary (collectively, "Debtors") voluntarily filed for Chapter 11 bankruptcy protection in the United States Bankruptcy Court for the District of Nevada. Because BWC filed for bankruptcy protection, we and BMI could no longer affirmatively assert we control BWC and, as such, in accordance with ASC 810, *Consolidation*, we deconsolidated BWC as of the date of the bankruptcy filing and recognized a loss of \$2.0 million in the third quarter of 2022 on the deconsolidation. In addition, BMI had an outstanding intercompany accounts receivable balance with BWC on the date of

the bankruptcy filing, and we recognized \$1.3 million of bad debt expense to fully reserve this balance during the third quarter of 2022.

On November 8, 2023, the Bankruptcy Court for the District of Nevada (“Court”) entered an order approving Debtors’ plan of reorganization, which provided for the sale of substantially all Debtors’ assets and the transfer of substantially all of their operating and other agreements to one of their industrial customers. The transaction closed on November 17, 2023 at which time Debtors discontinued their water delivery operations. The proceeds of the sale were used to repay creditors of the Debtors. On July 10, 2024, the Court approved the closure of the Debtors’ bankruptcy case. BWC and its wholly-owned subsidiary BWC SPE I, LLC were subsequently dissolved, with the remaining cash at BWC of \$2.6 million distributed to BMI.

On December 1, 2023, BMI sold its subsidiary BPC, which provided electricity to four customers located in the industrial park, and its sewer system assets to another of its industrial customers. The sale was for minimal cash consideration and the assumption of liabilities, and upon the closing of the sale we recognized a loss of \$2.6 million. BMI provided transition services to the purchaser of the businesses for a limited time. With the sale of BPC and the completion of the bankruptcy, we no longer provide services to the industrial park which allows us to focus on land sales and development activity for the residential/planned community.

Note 4 – Accounts and other receivables, net:

	December 31,	
	2023	2024
	(In millions)	
Trade accounts receivable:		
Kronos	\$ 273.6	\$ 269.2
CompX	17.1	14.2
BMI/LandWell	1.2	.3
VAT and other receivables	33.4	45.9
Allowance for doubtful accounts	(4.2)	(3.9)
Total	<u>\$ 321.1</u>	<u>\$ 325.7</u>

Note 5 – Inventories, net:

	December 31,	
	2023	2024
	(In millions)	
Raw materials:		
Chemicals	\$ 188.3	\$ 176.9
Component products	5.7	5.6
Total raw materials	<u>194.0</u>	<u>182.5</u>
Work in process:		
Chemicals	30.8	52.5
Component products	19.1	17.6
Total in-process products	<u>49.9</u>	<u>70.1</u>
Finished products:		
Chemicals	250.4	308.3
Component products	5.9	5.1
Total finished products	<u>256.3</u>	<u>313.4</u>
Supplies (chemicals)	95.9	119.8
Total	<u>\$ 596.1</u>	<u>\$ 685.8</u>

Note 6 – Marketable securities:

	<u>Market value</u>	<u>Cost or amortized cost</u>	<u>Unrealized loss, net</u>
	(In millions)		
December 31, 2023:			
Current assets	\$ 56.1	\$ 56.1	\$ —
Noncurrent assets	\$ 4.8	\$ 5.0	\$ (.2)
December 31, 2024:			
Current assets	\$ 1.9	\$ 1.9	\$ —
Noncurrent assets	\$ 5.7	\$ 5.7	\$ —

	<u>Fair Value Measurements</u>		
	<u>Total</u>	<u>Quoted Prices in Active Markets (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>
	(In millions)		
December 31, 2023:			
Current assets - fixed income securities	\$ 56.1	\$ —	\$ 56.1
Noncurrent assets:			
Fixed income securities	\$ 2.6	\$ —	\$ 2.6
Mutual funds	2.2	2.2	—
Total	\$ 4.8	\$ 2.2	\$ 2.6
December 31, 2024:			
Current assets - fixed income securities	\$ 1.9	\$ —	\$ 1.9
Noncurrent assets:			
Fixed income securities	\$ 3.1	\$ —	\$ 3.1
Mutual funds	2.6	2.6	—
Total	\$ 5.7	\$ 2.6	\$ 3.1

Our marketable securities consist of investments in marketable equity and debt securities. At December 31, 2023 and 2024 our current marketable securities were primarily debt securities invested in U.S. government treasuries. The fair values of our marketable debt securities are either determined using Level 1 inputs (because securities are actively traded) or determined using Level 2 inputs (because although these securities are traded, in many cases, the market is not active and the year-end valuation is generally based on the last trade of the year, which may be several days prior to December 31).

Note 7 – Other assets:

	December 31,	
	2023	2024
	(In millions)	
Other assets:		
Note receivables - OPA	\$ 69.1	\$ 91.6
Operating lease right-of-use assets	22.7	20.6
IBNR receivables	13.4	15.0
Land held for development	19.4	7.4
Restricted cash and cash equivalents	32.4	5.5
Other	16.7	21.4
Total	<u>\$ 173.7</u>	<u>\$ 161.5</u>

Leases. We enter into various operating leases for manufacturing facilities, land and equipment. Our operating leases are included in operating lease right-of-use assets, current operating lease liabilities and noncurrent operating lease liabilities on our Consolidated Balance Sheets. Also see Note 10. Our Chemicals Segment's principal German operating subsidiary leases the land under its Leverkusen TiO₂ production facility pursuant to a lease that expires in 2050. The Leverkusen facility itself, which Kronos owns and which represents approximately 29% of its current TiO₂ production capacity, is located within an extensive manufacturing complex.

During 2022, 2023 and 2024, our operating lease expense approximated \$5.5 million, \$5.6 million and \$5.2 million, respectively, (which approximates the amount of cash paid during the period for our operating leases included in the determination of our cash flows from operating activities). During 2022, 2023 and 2024, variable lease expense and short-term lease expense were not material. During 2022, 2023 and 2024, we entered into new operating leases which resulted in the recognition of \$6.6 million, \$4.6 million and \$2.8 million, respectively, in right-of-use operating lease assets and corresponding liabilities on our Consolidated Balance Sheets. At December 31, 2023 and 2024, the weighted average remaining lease term of our operating leases was approximately 14 years and the weighted average discount rate associated with such leases was approximately 5.0% in 2023 and approximately 6.0% in 2024. Such average remaining lease term is weighted based on each arrangement's lease obligation, and such average discount rate is weighted based on each arrangement's total remaining lease payments.

At December 31, 2024, maturities of our operating lease liabilities were as follows:

Years ending December 31,	Amount
	(In millions)
2025	\$ 4.4
2026	4.0
2027	2.8
2028	2.3
2029	2.0
2030 and thereafter	14.6
Total remaining lease payments	30.1
Less imputed interest	9.5
Total lease obligations	20.6
Less current obligations	3.5
Long term lease obligations	<u>\$ 17.1</u>

With respect to our land lease associated with our Chemical Segment's Leverkusen facility, we periodically establish the amount of rent for such land lease for periods of at least two years at a time. The lease agreement provides for no formula, index or other mechanism to determine changes in the rent of such land lease; rather, any change in the rent is subject solely to periodic negotiation. As such, we will account for any change in the rent associated with such lease as a lease modification. Of the \$20.6 million total lease obligations at December 31, 2024, approximately \$6.8 million

relates to our Leverkusen facility land lease.

At December 31, 2024, we have no significant lease commitments that have not yet commenced.

Note receivables – OPA. Under an Owner Participation Agreement (“OPA”) entered into by LandWell with the Redevelopment Agency of the City of Henderson, Nevada, if LandWell develops certain real property for commercial and residential purposes in a master planned community in Henderson, Nevada, the cost of certain public infrastructure may be reimbursed to us through tax increment. The maximum reimbursement under the OPA is \$209 million, and is subject to, among other things, completing construction of approved qualifying public infrastructure, transferring title of such infrastructure to the City of Henderson, receiving approval from the Redevelopment Agency of the funds expended to be eligible for tax increment reimbursement and the existence of a sufficient property tax valuation base and property tax rates in order to generate tax increment reimbursement funds. We are entitled to receive 75% of the tax increment generated by the master planned community through the expiration of the Redevelopment Plan, subject to the qualifications and limitations indicated above. The OPA note receivables represent public infrastructure costs previously incurred for which the Redevelopment Agency has provided its approval for tax increment reimbursement but we have not yet received such reimbursement through tax increment receipts, and are evidenced by a promissory note issued to LandWell by the City of Henderson.

During 2022, 2023 and 2024, we received approval for additional tax increment reimbursement of \$15.2 million (\$10.0 million in the third quarter and \$5.2 million in the fourth quarter), \$25.2 million (\$4.8 million in the third quarter and \$20.4 million in the fourth quarter), and \$30.3 million (\$14.2 million in the third quarter and \$16.1 million in the fourth quarter), respectively, which were recognized as other income and are evidenced by a promissory note issued to LandWell by the City of Henderson. The note receivables bear interest at 6% annually and in 2021, the City of Henderson extended the Redevelopment Plan for an additional 15 years which allows us to collect any remaining amounts due under the OPA through 2051. Any unpaid balances at the end of the agreement are forfeited. See Note 13.

Land held for development. The land held for development relates to BMI and LandWell and is discussed in Note 1.

Other. IBNR receivables relate to certain insurance liabilities, the risk of which we have reinsured with certain third-party insurance carriers. We report the insurance liabilities related to these IBNR receivables which have been reinsured as part of noncurrent accrued insurance claims and expenses. Certain of our insurance liabilities are classified as current liabilities and the related IBNR receivables are classified with prepaid expenses and other on our Consolidated Balance Sheets. See Notes 10 and 17.

Note 8 – Goodwill:

We have assigned goodwill to each of our reporting units (as that term is defined in ASC Topic 350-20-20, *Goodwill*) which corresponds to our operating segments. Substantially all of our goodwill related to our Chemicals Segment is from our various step acquisitions of NL and Kronos which occurred prior to 2022, as goodwill was determined prior to the adoption of the equity transaction framework provisions of ASC Topic 810. In the third quarter of 2024, we recognized \$2.6 million of goodwill related to Kronos’ acquisition of the remaining 50% joint venture interest in LPC. See Note 3. Substantially all of the net goodwill related to the Component Products Segment was generated from CompX’s acquisitions of certain business units and the step acquisitions of CompX. The Component Products Segment goodwill is assigned to the security products reporting unit within that operating segment.

	Operating segment		Total
	Chemicals	Component Products (In millions)	
Balance at December 31, 2022 and 2023	\$ 352.6	\$ 27.1	\$ 379.7
LPC Acquisition	2.6	—	2.6
Balance at December 31, 2024	\$ 355.2	\$ 27.1	\$ 382.3

We test for goodwill impairment at the reporting unit level. In determining the estimated fair value of the reporting units, we use appropriate valuation techniques, such as discounted cash flows and, with respect to our Chemicals Segment, we consider quoted market prices, a Level 1 input, while discounted cash flows are a Level 3 input. We also consider control premiums when assessing fair value using quoted market prices. If the carrying amount of the reporting unit's net assets exceeds its fair value, an impairment charge is recorded for the amount by which such carrying amount exceeds the reporting unit's fair value (not to exceed the amount of goodwill recognized). As permitted by GAAP, during 2022, 2023 and 2024 we used the qualitative assessment of ASC 350-20-35 for the Component Products security products reporting unit's annual impairment test and determined it was not necessary to perform a quantitative goodwill impairment test.

We review goodwill for each of our reporting units for impairment during the third quarter of each year. Goodwill is also evaluated for impairment at other times whenever an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. If the fair value of an evaluated asset is less than its book value, the asset is written down to fair value. In 2022, 2023 and 2024, no goodwill impairment was indicated as part of our annual impairment review of goodwill.

Prior to 2022, we recorded an aggregate \$16.5 million goodwill impairment, mostly with respect to our Component Products Segment. Our consolidated gross goodwill at December 31, 2024 is \$398.8 million.

Note 9 – Long-term debt:

	December 31,	
	2023	2024
	(In millions)	
Valhi:		
Contran credit facility	\$ 93.4	\$ 44.6
Subsidiary debt:		
Kronos:		
Kronos International, Inc. 9.50% Senior Secured Notes due 2029	—	365.4
Kronos International, Inc. 3.75% Senior Secured Notes due 2025	440.9	78.3
Subordinated, Unsecured Term Loan from Contran	—	53.7
Revolving credit facility	—	10.0
LandWell:		
Note payable to Western Alliance Business Trust	12.2	11.4
Total subsidiary debt	453.1	518.8
Total debt	546.5	563.4
Less current maturities	.7	79.0
Total long-term debt	\$ 545.8	\$ 484.4

Valhi – Contran credit facility – We have an unsecured revolving credit facility with Contran which, as amended, provides for borrowings from Contran of up to \$150 million. The facility, as amended, bears interest at prime plus 1% (8.50% at December 31, 2024), and is due on demand, but in any event no earlier than December 31, 2026. The facility contains no financial covenants or other financial restrictions. Valhi pays an unused commitment fee quarterly to Contran on the available balance (except during periods during which Contran would be a net borrower from Valhi). The average interest rate on the credit facility for the year ended December 31, 2024 was 9.27%. During 2024 we had no borrowings and repayments of \$48.8 million under this facility, and at December 31, 2024 an additional \$105.4 million was available for borrowings under this facility.

Kronos – 9.50% Senior Secured Notes due 2029 – On February 12, 2024, for certain eligible holders of existing 3.75% Senior Secured Notes due September 2025 (the “Old Notes”), Kronos International, Inc. (“KII”) executed an exchange of €325 million principal amount of the outstanding Old Notes for newly issued €276.174 million aggregate outstanding KII 9.50% Senior Secured Notes due March 2029 (the “New Notes” and, together with the Old Notes and the Additional New Notes (as defined below), the “Senior Secured Notes”) plus additional cash consideration of €48.75 million (\$52.6 million). Holders of the Old Notes received for each €1,000 principal amount of Old Notes exchanged, €850 in principal amount of New Notes, plus a cash payment in an amount equal to €150. Following the exchange, Old

Notes totaling €75 million principal amount that were not exchanged continue to remain outstanding. In connection with the exchange, the indenture governing the Old Notes was amended to conform to the restrictive covenants in the indenture governing the New Notes and to make other conforming changes. KII did not receive any cash proceeds from the issuance and delivery of the New Notes in connection with the exchange. Kronos also entered into a \$53.7 million unsecured term loan from Contran Corporation (described below) in connection with the exchange.

On July 30, 2024, KII issued an additional €75 million principal amount of 9.50% Senior Secured Notes due 2029 (the “Additional New Notes” and together with the New Notes the “9.50% Senior Secured Notes due 2029”). The Additional New Notes are additional notes to the existing €276.174 million aggregate principal amount of New Notes issued on February 12, 2024. The Additional New Notes were issued at a premium of 107.50% of their principal amount, plus accrued interest from February 12, 2024, resulting in net proceeds of approximately \$90 million after fees and estimated expenses. The Additional New Notes are fungible with the New Notes, are treated as a single series with the New Notes and have the same terms as the New Notes, other than their date of issuance and issue price. The proceeds from the Additional New Notes were used to pay down borrowings under the \$300 million global revolving credit facility (the “Global Revolver”).

The 9.50% Senior Secured Notes due 2029:

- bear interest at 9.50% per annum, payable semi-annually on March 15 and September 15 of each year, payments began on September 15, 2024;
- have a maturity date of March 15, 2029. Prior to March 15, 2026, Kronos may redeem some or all of the 9.50% Senior Secured Notes due 2029 at a price equal to 100% of the principal amount thereof, plus an applicable premium as of the date of the redemption as described in the indenture governing its 9.50% Senior Secured Notes due 2029, plus accrued and unpaid interest. On or after March 15, 2026, Kronos may redeem the 9.50% Senior Secured Notes due 2029 at redemption prices ranging from 104.75% of the principal amount, declining to 100% on or after March 15, 2028, plus accrued and unpaid interest. In addition, on or before March 15, 2026, Kronos may redeem up to 40% of the 9.50% Senior Secured Notes due 2029 with the net proceeds of certain public or private equity offerings at 109.50% of the principal amount, plus accrued and unpaid interest, provided that following the redemption at least 50% of the 9.50% Senior Secured Notes due 2029 remain outstanding. If Kronos or Kronos’ subsidiaries experience certain change of control events, as outlined in the indenture governing its 9.50% Senior Secured Notes due 2029, Kronos would be required to make an offer to purchase the 9.50% Senior Secured Notes due 2029 at 101% of the principal amount thereof, plus accrued and unpaid interest. Kronos would also be required to make an offer to purchase a specified portion of the 9.50% Senior Secured Notes due 2029 at par value, plus accrued and unpaid interest, in the event that Kronos and its subsidiaries generate a certain amount of net proceeds from the sale of assets outside the ordinary course of business, and such net proceeds are not otherwise used for specified purposes within a specified time period as described in the indenture governing Kronos’ 9.50% Senior Secured Notes due 2029;
- are fully and unconditionally guaranteed, jointly and severally, on a senior secured basis by Kronos Worldwide, Inc. and each of its direct and indirect domestic, wholly-owned subsidiaries;
- are collateralized by a first priority lien on (i) 100% of the common stock or other ownership interests of each existing and future direct domestic subsidiary of KII and the guarantors, and (ii) 65% of the voting common stock or other ownership interests and 100% of the non-voting common stock or other ownership interests of each non-U.S. subsidiary that is directly owned by KII or any guarantor;
- contain a number of covenants and restrictions which, among other things, restrict Kronos’ ability to incur or guarantee additional debt, incur liens, pay dividends or make other restricted payments, or merge or consolidate with, or sell or transfer substantially all of its assets to, another entity, and contain other provisions and restrictive covenants customary in lending transactions of this type (however, there are no ongoing financial maintenance covenants); and
- contain customary default provisions, including a default under any of Kronos’ other indebtedness in excess of \$50.0 million.

At December 31, 2024, the carrying value of the 9.50% Senior Secured Notes due 2029 (€351.174 million aggregate principal amount outstanding plus €5.1 million of unamortized premium) is stated net of unamortized debt issuance costs of \$6.3 million. As a result of the note exchange, in the first quarter of 2024 Kronos recognized a non-cash pre-tax interest charge of \$1.5 million included in interest expense related to the write-off of the deferred financing costs associated with the Old Notes. As of December 31, 2024, Kronos has capitalized \$7.4 million in debt issuance costs associated with the 9.50% Senior Secured Notes due 2029.

3.75% Senior Secured Notes due 2025 – At December 31, 2024, the carrying value of Kronos' remaining Old Notes (€75 million aggregate principal amount outstanding) is \$78.3 million. In connection with the issuance of the New Notes in February 2024, the indenture governing the Old Notes was amended to conform to the restrictive covenants in the indenture governing the New Notes and to make other conforming changes.

Subordinated, Unsecured Term Loan from Contran – As part of the refinancing of a majority of Kronos' Old Notes discussed above, Kronos borrowed \$53.7 million (€50.0 million) from Contran through the issuance of an unsecured subordinated term promissory note dated February 12, 2024 (the "*Contran Term Loan*"). The Contran Term Loan is guaranteed by certain of Kronos' domestic wholly-owned subsidiaries. Kronos' obligations under the Contran Term Loan, and the obligations of the guarantors under the related guaranties, are unsecured and subordinated in right of payment to Kronos' Senior Secured Notes and its Global Revolver. Interest on the Contran Term Loan is payable in cash. Subsequent to the issuance of the Additional New Notes, the Contran Term Loan was amended in August 2024 to change the interest rate from 11.5% (which had been determined by adding an additional spread of 2% to the final interest rate on the New Notes issued in February 2024) to 9.54% (determined by adding a spread of 2% to the effective interest rate of the Additional New Notes issued in July 2024). In each case, the spread used to determine the rate was based upon comparable debt transactions at the time of the issuance of the applicable notes. The Contran Term Loan matures on demand (but no earlier than September 2029), is not subject to any amortization payments and is prepayable at par beginning in March 2026. The restrictive covenants in the Contran Term Loan are substantially similar to those contained in the indenture governing Kronos' 9.50% Senior Secured Notes due 2029. In accordance with Kronos' related party transaction policy, the audit committee of its board of directors, comprised of the independent directors, approved the terms and conditions of the original Contran Term Loan and its amendment in August 2024.

Revolving credit facility – Effective July 17, 2024, Kronos completed an amendment to its Global Revolver (the "Second Amendment"). Among other things, the Second Amendment increased the maximum borrowing amount from \$225 million to \$300 million, extended the maturity date to July 2029 and expanded the agreement to include LPC and LPC's receivables and certain of its inventories in the borrowing base. See Note 3. Available borrowings are based on formula-determined amounts of eligible trade receivables and inventories, as defined in the agreement, less any borrowings outstanding and outstanding letters of credit issued under the Global Revolver. Borrowings by Kronos' Canadian, Belgian and German subsidiaries are limited to U.S. \$35 million, €30 million and €60 million, respectively. Any amounts outstanding under the Global Revolver bear interest, at Kronos' option, at the applicable non-base rate (SOFR, adjusted CORRA or EURIBOR, depending on the currency of the borrowing) plus a margin ranging from 1.5% to 2.0%, or at the applicable base rate, as defined in the agreement, plus a margin ranging from .5% to 2.0%. U.S. Dollar or Canadian Dollar non-base rate loans, as well as euro non-base rate and euro base rate loans are subject to a 0.25% floor, plus the applicable margin. The Global Revolver is collateralized by, among other things, a first priority lien on the borrowers' trade receivables and inventories. The facility contains a number of covenants and restrictions customary in lending transactions of this type which, among other things, restrict the borrowers' ability to incur additional debt, incur liens, pay additional dividends or merge or consolidate with, or sell or transfer all or substantially all of their assets to another entity and, under certain conditions, requires the maintenance of a fixed charge coverage ratio, as defined in the agreement, of at least 1.0 to 1.0. During 2024, Kronos borrowed \$157.8 million and repaid \$147.8 million under its Global Revolver. The average interest rate on outstanding borrowings for 2024 was 7.21%, and at December 31, 2024, the interest rate on the outstanding borrowings was 6.25%. The borrowing base calculated as of December 31, 2024, was approximately \$278 million.

During 2023, Kronos had no borrowings or repayments under its Global Revolver.

Other – In December 2019, LandWell entered into the \$15.0 million loan agreement with Western Alliance Business Trust. The agreement requires semi-annual payments of principal and interest on April 15 and October 15 aggregating \$1.3 million annually beginning on April 15, 2020 through the maturity date in April 2036 and is payable

from the tax increment reimbursement funds received under the OPA. The agreement bears interest at a fixed 4.76% rate and is collateralized by all tax increment reimbursement funds LandWell receives under the OPA. See Note 7.

Aggregate maturities of long-term debt – Aggregate maturities of debt at December 31, 2024 are presented in the table below.

Years ending December 31,	Amount
	(In millions)
Gross amounts due each year:	
2025	\$ 79.0
2026	45.4
2027	.8
2028	.9
2029	431.1
2030 and thereafter	7.2
Subtotal	564.4
Less amounts representing original issue discount and debt issuance costs	1.0
Total long-term debt	<u>\$ 563.4</u>

We are in compliance with all of our debt covenants at December 31, 2024.

Note 10 – Accounts payable and accrued liabilities:

	December 31,	
	2023	2024
	(In millions)	
Accounts payable:		
Kronos	\$ 218.7	\$ 232.4
CompX	3.1	3.7
BMI/LandWell	6.7	8.0
Distributions payable to noncontrolling interest	—	5.9
Total	<u>\$ 228.5</u>	<u>\$ 250.0</u>
Current accrued liabilities:		
Employee benefits	\$ 36.2	\$ 38.7
Accrued development costs	15.1	30.0
Deferred income	88.8	28.2
Accrued sales discounts and rebates	22.5	27.6
Interest	5.1	11.4
Operating lease liabilities	3.9	3.5
Other	45.0	59.7
Total	<u>\$ 216.6</u>	<u>\$ 199.1</u>
Noncurrent accrued liabilities:		
Accrued development costs	\$ 42.3	\$ 26.8
Operating lease liabilities	18.6	17.1
Insurance claims and expenses	14.9	16.6
Deferred income	15.5	11.8
Asset retirement obligations	7.2	14.3
Other postretirement benefits	7.4	6.7
Employee benefits	4.9	4.5
Earn-out liability	—	4.3
Other	.6	.6
Total	<u>\$ 111.4</u>	<u>\$ 102.7</u>

The risks associated with certain of our accrued insurance claims and expenses have been reinsured, and the related IBNR receivables are recognized as noncurrent assets to the extent the related liability is classified as a noncurrent liability. See Note 7. See Note 3 for additional details related to the acquisition earn-out liability.

Note 11 – Defined contribution and defined benefit retirement plans:

Defined contribution plans. Certain of our subsidiaries maintain various defined contribution pension plans for our employees worldwide. Defined contribution plan expense approximated \$8.0 million in 2022, \$8.2 million in 2023 and \$7.7 million in 2024.

Defined benefit plans. Kronos and NL sponsor various defined benefit pension plans worldwide. The benefits under our defined benefit plans are based upon years of service and employee compensation. Our funding policy is to contribute annually the minimum amount required under ERISA (or equivalent foreign) regulations plus additional amounts as we deem appropriate. We recognize an asset or liability for the over or under funded status of each of our individual defined benefit pension plans on our Consolidated Balance Sheets. Changes in the funded status of these plans are recognized either in net income, to the extent they are reflected in periodic benefit cost, or through other comprehensive income (loss).

As a result of the LPC acquisition in July 2024 (see Note 3), Kronos acquired the LPC defined benefit pension plan, which had a net pension asset of \$10.6 million on the Acquisition Date. Prior to the LPC acquisition, LPC's defined benefit pension plan had been frozen for all employees with benefits based on years of service and employee compensation. Effective December 31, 2024, the LPC defined benefit pension plan was merged into NL's U.S. defined benefit pension plan.

We previously maintained a defined benefit pension plan in the United Kingdom (U.K.) related to a former disposed U.K. business unit. In accordance with applicable U.K. pension regulations, we entered into an agreement in March 2021 for the bulk annuity purchase, or "buy-in", with a specialist insurer of defined benefit pension plans. Following the buy-in, individual policies replaced the bulk annuity policy in a "buy-out" which was completed as of May 1, 2023. The buy-out was completed with existing plan funds. At the completion of the buy-out, the assets and liabilities of the U.K. pension plan were removed from our Consolidated Financial Statements and a non-cash pension plan termination loss of \$6.2 million was recognized in the second quarter of 2023.

We expect to contribute the equivalent of approximately \$16 million to all of our defined benefit pension plans during 2025. Benefit payments to plan participants out of plan assets are expected to be the equivalent of:

Years ending December 31,	Amount (In millions)
2025	\$ 29.9
2026	30.5
2027	32.5
2028	37.4
2029	36.0
Next 5 years	175.9

The funded status of our U.S. defined benefit pension plans, including the acquired LPC plan, is presented in the table below.

	Years ended December 31,	
	2023	2024
	(In millions)	
Change in projected benefit obligations ("PBO"):		
Balance at beginning of the year	\$ 43.4	\$ 42.7
Interest cost	2.2	2.7
Actuarial (gains) losses	1.2	(3.1)
Benefits paid	(4.1)	(4.6)
Acquisition	—	27.5
Balance at end of the year	<u>\$ 42.7</u>	<u>\$ 65.2</u>
Change in plan assets:		
Fair value at beginning of the year	\$ 39.1	\$ 40.3
Actual return on plan assets	3.7	.4
Employer contributions	1.6	1.5
Benefits paid	(4.1)	(4.6)
Acquisition	—	38.1
Fair value at end of the year	<u>\$ 40.3</u>	<u>\$ 75.7</u>
Funded status	<u>\$ (2.4)</u>	<u>\$ 10.5</u>
Amounts recognized in the Consolidated Balance Sheets:		
Noncurrent pension asset	\$ —	\$ 10.7
Accrued pension costs:		
Current	—	(.1)
Noncurrent	(2.4)	(.1)
Total	(2.4)	10.5
Accumulated other comprehensive loss - actuarial losses	30.3	28.5
Total	<u>\$ 27.9</u>	<u>\$ 39.0</u>
Accumulated benefit obligations ("ABO")	<u>\$ 42.7</u>	<u>\$ 65.2</u>

The total net overfunded status of our U.S. defined benefit pension plans increased from a total net underfunded balance of \$2.4 million at December 31, 2023 to a total net overfunded balance of \$10.5 million at December 31, 2024 due to the consolidation of the LPC pension plan which, as noted above, is an overfunded plan. Absent the LPC plan, the decrease in our PBO exceeded the decrease in our plan assets during 2024. The decrease in our PBO in 2024 was primarily attributable to higher actuarial gains due primarily to the increase in the discount rate.

The components of our net periodic defined benefit pension cost for U.S. plans are presented in the table below. The amounts shown below for the amortization of recognized actuarial losses for 2022, 2023 and 2024 were recognized as components of our accumulated other comprehensive income (loss) at December 31, 2021, 2022 and 2023, respectively, net of deferred income taxes and noncontrolling interest.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Net periodic pension cost for U.S. plans:			
Interest cost	\$ 1.4	\$ 2.2	\$ 2.7
Expected return on plan assets	(2.0)	(1.9)	(3.2)
Recognized net actuarial losses	1.9	2.0	1.9
Total	<u>\$ 1.3</u>	<u>\$ 2.3</u>	<u>\$ 1.4</u>

Information concerning our U.S. defined benefit pension plans (for which the ABO of all of the plans exceeds the fair value of plan assets as of the indicated date) is presented in the table below.

	December 31,	
	2023	2024
	(In millions)	
Plans for which the ABO exceeds plan assets:		
Projected benefit obligations	\$ 42.7	\$.1
Accumulated benefit obligations	42.7	.1
Fair value of plan assets	40.3	—

The discount rate assumptions used in determining the actuarial present value of the benefit obligation for our U.S. defined benefit pension plans as of December 31, 2023 and 2024 are 5.0% and 5.5%, respectively. The impact of assumed increases in future compensation levels does not have an effect on the benefit obligation as the plans are frozen with regards to compensation.

The weighted-average rate assumptions used in determining the net periodic pension cost for our U.S. defined benefit pension plans for 2022, 2023 and 2024 are presented in the table below. The impact of assumed increases in future compensation levels does not have an effect on the periodic pension cost as the plans are frozen with regards to compensation.

	Years ended December 31,		
	2022	2023	2024
Discount rate	2.6%	5.3%	5.0%
Long-term return on plan assets	4.0%	5.0%	5.0%

Variances from actuarially assumed rates will result in increases or decreases in accumulated pension obligations, pension expense and funding requirements in future periods.

The funded status of our non-U.S. defined benefit pension plans is presented in the table below.

	Years ended December 31,	
	2023	2024
	(In millions)	
Change in PBO:		
Balance at beginning of the year	\$ 508.6	\$ 563.7
Service cost	6.3	6.6
Interest cost	19.8	18.9
Participants' contributions	1.8	1.8
Actuarial (gains) losses	44.3	(16.2)
Settlements	(8.6)	(1.9)
Change in currency exchange rates	14.1	(36.8)
Benefits paid	(22.6)	(22.8)
Balance at end of the year	<u>\$ 563.7</u>	<u>\$ 513.3</u>
Change in plan assets:		
Fair value at beginning of the year	\$ 390.5	\$ 422.6
Actual return on plan assets	37.4	20.0
Employer contributions	14.7	14.9
Participants' contributions	1.8	1.8
Settlements	(8.6)	(1.9)
Change in currency exchange rates	9.4	(29.7)
Benefits paid	(22.6)	(22.8)
Fair value at end of the year	<u>\$ 422.6</u>	<u>\$ 404.9</u>
Funded status	<u>\$ (141.1)</u>	<u>\$ (108.4)</u>
Amounts recognized in the Consolidated Balance Sheets:		
Noncurrent pension asset	\$ 8.1	\$ 9.1
Noncurrent accrued pension costs	(149.2)	(117.5)
Total	<u>(141.1)</u>	<u>(108.4)</u>
Accumulated other comprehensive loss:		
Actuarial losses	106.8	88.8
Prior service cost	.3	.3
Total	<u>107.1</u>	<u>89.1</u>
Total	<u>\$ (34.0)</u>	<u>\$ (19.3)</u>
ABO	<u>\$ 549.8</u>	<u>\$ 499.7</u>

The total net underfunded status of our non-U.S. defined benefit pension plans decreased from \$141.1 million at December 31, 2023 to \$108.4 million at December 31, 2024 due to the change in our PBO during 2024 exceeding the change in plan assets during 2024. The decrease in our PBO in 2024 was primarily attributable to higher actuarial gains due primarily to the increase in discount rates in Germany from year end 2023 and favorable currency fluctuations, primarily from the strengthening of the U.S. dollar relative to the euro. The decrease in our plan assets in 2024 was primarily attributable to unfavorable currency fluctuations (primarily from the strengthening of the U.S. dollar relative to the euro) offsetting positive plan asset returns and employer contributions in 2024.

The components of our net periodic pension benefit cost for our non-U.S. plans are presented in the table below. The amounts shown below for the amortization of prior service cost and recognized net actuarial losses for 2022, 2023 and 2024 were recognized as components of our accumulated other comprehensive income (loss) at December 31, 2021, 2022 and 2023, respectively, net of deferred income taxes and noncontrolling interest.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Net periodic pension cost for non-U.S. plans:			
Service cost	\$ 11.3	\$ 6.3	\$ 6.6
Interest cost	10.6	19.8	18.9
Expected return on plan assets	(11.1)	(18.3)	(19.9)
Recognized net actuarial losses	12.8	1.8	1.9
Amortization of prior service cost	.1	—	.1
Settlements	.4	6.5	.4
Total	<u>\$ 24.1</u>	<u>\$ 16.1</u>	<u>\$ 8.0</u>

Information concerning certain of our non-U.S. defined benefit pension plans (for which the ABO exceeds the fair value of plan assets as of the indicated date) is presented in the table below.

	December 31,	
	2023	2024
	(In millions)	
Plans for which the ABO exceeds plan assets:		
Projected benefit obligations	\$ 463.1	\$ 397.1
Accumulated benefit obligations	452.9	387.1
Fair value of plan assets	313.8	279.5

The key actuarial assumptions used to determine our non-U.S. benefit obligations as of December 31, 2023 and 2024 are as follows:

	December 31,	
	2023	2024
Discount rate	3.4%	3.6%
Increase in future compensation levels	2.7%	2.8%

A summary of our key actuarial assumptions used to determine non-U.S. net periodic benefit cost for 2022, 2023 and 2024 are as follows:

	Years ended December 31,		
	2022	2023	2024
Discount rate	1.5%	3.9%	3.4%
Increase in future compensation levels	2.6%	2.7%	2.7%
Long-term return on plan assets	2.5%	4.6%	4.9%

Variances from actuarially assumed rates will result in increases or decreases in accumulated pension obligations, pension expense and funding requirements in future periods.

The amounts shown for all of our periodic defined benefit plans for actuarial losses and prior service cost at December 31, 2023 and 2024 have not been recognized as components of our periodic defined benefit pension cost as of those dates. These amounts will be recognized as components of our periodic defined benefit cost in future years. These amounts, net of deferred income taxes and noncontrolling interest, are recognized in our accumulated other comprehensive income (loss) at December 31, 2023 and 2024. We expect approximately \$3.2 million and \$.1 million of the unrecognized actuarial losses and prior service cost, respectively, will be recognized as components of our periodic defined benefit pension cost in 2025. The table below details the changes in other comprehensive income (loss) during 2022, 2023 and 2024.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Changes in plan assets and benefit obligations recognized in other comprehensive income (loss):			
Net actuarial gains (losses)	\$ 134.1	\$ (25.5)	\$ 16.0
Amortization of unrecognized:			
Net actuarial losses	14.7	3.8	3.7
Prior service cost	.1	—	.1
Settlements	.4	6.5	.4
Total	<u>\$ 149.3</u>	<u>\$ (15.2)</u>	<u>\$ 20.2</u>

In determining the expected long-term rate of return on plan asset assumptions, we consider the long-term asset mix (e.g., equity vs. fixed income) for the assets for each of our plans and the expected long-term rates of return for such asset components. In addition, we receive third-party advice about appropriate long-term rates of return. Such assumed asset mixes are summarized below:

- In Germany, the composition of our plan assets is established to satisfy the requirements of the German insurance commissioner. Our German pension plan assets represent an investment in a large collective investment fund established and maintained by Bayer AG in which several pension plans, including our German pension plans and Bayer's pension plans, have invested. Our plan assets represent a very nominal portion of the total collective investment fund maintained by Bayer. These plan assets are a Level 3 in the fair value hierarchy because there is not an active market that approximates the value of our investment in the Bayer investment fund. We estimate the fair value of the Bayer plan assets based on periodic reports we receive from the managers of the Bayer fund and using a model we developed with assistance from our third-party actuary that uses estimated asset allocations and correlates such allocation to similar asset mixes in fund indexes quoted on an active market. We periodically evaluate the results of our valuation model against actual returns in the Bayer fund and adjust the model as needed. The Bayer fund periodic reports are subject to audit by the German pension regulator.
- In Canada, we currently have a plan asset target allocation of up to 10% to equity securities and 90 –100% to fixed income securities. We expect the long-term rate of return for such investments to approximate the applicable equity or fixed income index. The Canadian assets are Level 1 inputs because they are traded in active markets.
- In Norway, we currently have a plan asset target allocation of 18% to equity securities, 63% to fixed income securities, 14% to real estate and the remainder primarily to other investments and liquid investments such as money markets. The expected long-term rate of return for such investments is approximately 7%, 5%, 7% and 8%, respectively. The majority of Norwegian plan assets are Level 1 inputs because they are traded in active markets; however, approximately 15% of our Norwegian plan assets are invested in real estate and other investments not actively traded and are therefore a Level 3 input.
- In the U.S. we currently have a plan asset target allocation of 17% to equity securities, 80% to fixed income securities and the remainder is allocated to other strategies. The expected long-term rate of return for our equity securities and fixed income securities is approximately 7% and 5%, respectively (before plan administrative expenses). Approximately 51% of our U.S. plan assets are invested in funds that are valued at net asset value ("NAV") and not subject to classification in the fair value hierarchy. As noted above, the LPC defined benefit pension plan was merged into the existing NL U.S. defined benefit pension plan effective December 31, 2024. In preparation for merging the U.S. pension plans, pension assets held by the LPC defined benefit pension plan were converted to cash resulting in an overall higher allocation to cash at December 31, 2024. In January 2025, our plan assets were rebalanced to align with the asset target allocation noted above.

- We also have plan assets in Belgium. The Belgian plan assets are invested in certain individualized fixed income insurance contracts for the benefit of each plan participant as required by the local regulators and are therefore a Level 3 input.

We regularly review our actual asset allocation for each plan, and will periodically rebalance the investments in each plan to more accurately reflect the targeted allocation and/or maximize the overall long-term return when considered appropriate.

The composition of our pension plan assets by asset category and fair value level at December 31, 2023 and 2024 is shown in the tables below.

	Fair Value Measurements at December 31, 2023				
	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Assets measured at NAV
	(In millions)				
Germany	\$ 269.4	\$ —	\$ —	\$ 269.4	\$ —
Canada:					
Non local currency equities	2.7	2.7	—	—	—
Local currency fixed income	86.2	86.2	—	—	—
Cash and other	1.1	1.1	—	—	—
Norway:					
Local currency equities	2.4	2.4	—	—	—
Non local currency equities	7.2	7.2	—	—	—
Local currency fixed income	23.9	4.4	19.5	—	—
Non local currency fixed income	4.2	4.2	—	—	—
Real estate	6.6	—	—	6.6	—
Cash and other	3.0	2.8	—	.2	—
U.S.:					
Equities	11.3	—	—	—	11.3
Fixed income	27.1	—	—	—	27.1
Cash and other	1.9	.7	—	—	1.2
Other	15.9	—	—	15.9	—
Total	<u>\$ 462.9</u>	<u>\$ 111.7</u>	<u>\$ 19.5</u>	<u>\$ 292.1</u>	<u>\$ 39.6</u>

Fair Value Measurements at December 31, 2024

	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Assets measured at NAV
	(In millions)				
Germany	\$ 264.6	\$ —	\$ —	\$ 264.6	\$ —
Canada:					
Local currency equities	2.8	2.8	—	—	—
Local currency fixed income	78.1	78.1	—	—	—
Cash and other	.5	.5	—	—	—
Norway:					
Local currency equities	2.0	2.0	—	—	—
Non local currency equities	6.9	6.9	—	—	—
Local currency fixed income	21.1	3.7	17.4	—	—
Non local currency fixed income	4.2	4.2	—	—	—
Real estate	6.2	—	—	6.2	—
Cash and other	3.6	3.4	—	.2	—
U.S.:					
Equities	6.7	—	—	.1	6.6
Fixed income	30.8	—	—	—	30.8
Cash and other	38.2	37.0	—	—	1.2
Other	14.9	—	—	14.9	—
Total	\$ 480.6	\$ 138.6	\$ 17.4	\$ 286.0	\$ 38.6

A rollforward of the change in fair value of Level 3 assets follows.

	Years ended December 31,	
	2023	2024
	(In millions)	
Fair value at beginning of year	\$ 264.8	\$ 292.1
Gain on assets held at end of year	11.1	12.8
Gain (loss) on assets sold during the year	14.4	(7)
Assets purchased	1.7	1.5
Assets sold	(9.3)	(2.3)
Currency exchange rate fluctuations	9.4	(17.4)
Fair value at end of year	\$ 292.1	\$ 286.0

Note 12 – Disaggregation of sales:

The following table disaggregates the net sales of our Chemicals Segment by place of manufacture (point of origin) and the location of the customer (point of destination), which are the categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Net sales - point of origin:			
United States	\$ 1,226.6	\$ 1,029.2	\$ 1,178.4
Germany	895.4	726.4	826.6
Canada	389.4	351.0	351.5
Norway	273.5	252.1	278.6
Belgium	306.5	217.1	237.8
Eliminations	(1,161.2)	(909.3)	(985.8)
Total	<u>\$ 1,930.2</u>	<u>\$ 1,666.5</u>	<u>\$ 1,887.1</u>
Net sales - point of destination:			
Europe	\$ 878.3	\$ 737.8	\$ 841.5
North America	695.7	618.1	698.3
Other	356.2	310.6	347.3
Total	<u>\$ 1,930.2</u>	<u>\$ 1,666.5</u>	<u>\$ 1,887.1</u>

The following table disaggregates the net sales of our Component Products and Real Estate Management and Development Segments by major product line, which are the categories that depict how the nature, amount, timing and uncertainty of revenue and cash flows for these segments are affected by economic factors.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Component Products:			
Net sales:			
Security products	\$ 114.5	\$ 121.2	\$ 115.2
Marine components	52.1	40.1	30.7
Total	<u>\$ 166.6</u>	<u>\$ 161.3</u>	<u>\$ 145.9</u>
Real Estate Management and Development:			
Net sales:			
Land sales	\$ 120.9	\$ 92.6	\$ 71.5
Utility and other	1.2	1.3	.3
Water delivery	3.6	—	—
Total	<u>\$ 125.7</u>	<u>\$ 93.9</u>	<u>\$ 71.8</u>

Note 13 – Other income, net:

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Interest income and other:			
Interest and dividends	\$ 10.9	\$ 21.0	\$ 21.8
Securities transactions, net	(.5)	.3	.2
Total	10.4	21.3	22.0
Infrastructure reimbursement	16.0	25.5	31.7
Currency transactions, net	11.5	1.4	1.6
Insurance recoveries	2.8	3.0	1.4
Gain on land sales	—	1.5	.5
Other, net	3.0	2.7	4.6
Total	\$ 43.7	\$ 55.4	\$ 61.8

Infrastructure reimbursement – Infrastructure reimbursements related to the OPA are discussed in Note 7. LandWell also has agreements with certain utility providers servicing the Cadence master planned community under which certain costs incurred for the development of utility infrastructure may be reimbursed to LandWell. LandWell received \$.8 million, \$.3 million and \$1.4 million in 2022, 2023 and 2024, respectively, for past costs incurred.

Insurance recoveries – Kronos recognized aggregate gains of \$2.7 million and \$2.5 million in 2022 and 2023, respectively, related to its Hurricane Laura business interruption claim.

NL received \$.5 million and \$1.4 million in insurance recoveries in 2023 and 2024, respectively. NL insurance recoveries in 2022 were nominal.

Note 14 – Income taxes:

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Pre-tax income (loss):			
United States	\$ 81.4	\$ 53.2	\$ 169.8
Non-U.S. subsidiaries	88.5	(72.7)	74.4
Total	<u>\$ 169.9</u>	<u>\$ (19.5)</u>	<u>\$ 244.2</u>
Expected tax expense (benefit) at U.S. federal statutory income tax rate of 21%			
Non-U.S. tax rates	2.0	(6.3)	.1
Incremental net tax expense (benefit) on earnings and losses of U.S. and non-U.S. tax group companies			
Valuation allowance	—	—	10.7
Global intangible low-tax income, net	1.8	(.4)	3.4
U.S. state income taxes, net	1.5	.6	2.6
Adjustment to the reserve for uncertain tax positions, net	(2.9)	(.7)	.5
Nondeductible expenses	1.0	1.2	3.2
Other, net	(.6)	(1.0)	(.2)
Income tax expense (benefit)	<u>\$ 36.8</u>	<u>\$ (24.6)</u>	<u>\$ 82.9</u>
Components of income tax expense (benefit):			
Currently payable:			
U.S. federal and state	\$ 16.3	\$ 12.6	\$ 14.2
Non-U.S.	20.1	13.5	25.3
Total	<u>36.4</u>	<u>26.1</u>	<u>39.5</u>
Deferred income taxes (benefit):			
U.S. federal and state	(.9)	(14.8)	41.3
Non-U.S.	1.3	(35.9)	2.1
Total	<u>.4</u>	<u>(50.7)</u>	<u>43.4</u>
Income tax expense (benefit)	<u>\$ 36.8</u>	<u>\$ (24.6)</u>	<u>\$ 82.9</u>
Comprehensive provision (benefit) for income taxes allocable to:			
Net income (loss)	\$ 36.8	\$ (24.6)	\$ 82.9
Other comprehensive income (loss):			
Currency translation	(3.3)	.4	(3.9)
Pension plans	60.7	(7.6)	7.5
Other	.9	(.3)	—
Total	<u>\$ 95.1</u>	<u>\$ (32.1)</u>	<u>\$ 86.5</u>

The amount shown in the preceding table of our income tax rate reconciliation for non-U.S. tax rates represents the result determined by multiplying the pre-tax earnings or losses of each of our non-U.S. subsidiaries by the difference between the applicable statutory income tax rate for each non-U.S. jurisdiction and the U.S. federal statutory tax rate. The amount shown on such table for incremental net tax benefit on earnings and losses on non-U.S. and non-tax group companies includes, as applicable, (i) deferred income taxes (or deferred income tax benefits) associated with the current year earnings of all our Chemicals Segment's non-U.S. subsidiaries, (ii) current U.S. income taxes (or current income tax benefit), including U.S. personal holding company tax, as applicable, attributable to current-year income (losses) of one of our Chemicals Segment's non-U.S. subsidiaries, which subsidiary is treated as a dual resident for U.S. income tax purposes, to the extent the current-year income (losses) of such subsidiary is subject to U.S. income tax under the U.S. dual-resident provisions of the Internal Revenue Code, (iii) deferred income taxes associated with our direct

investment in Kronos and (iv) current and deferred income taxes associated with distributions and earnings from our investment in LandWell and BMI.

The components of the net deferred income taxes at December 31, 2023 and 2024 are summarized in the following table.

	December 31,			
	2023		2024	
	Assets	Liabilities	Assets	Liabilities
	(In millions)			
Tax effect of temporary differences related to:				
Property and equipment	\$ —	\$ (62.9)	\$ —	\$ (69.1)
Lease assets (liabilities)	5.7	(5.7)	5.2	(5.3)
Accrued OPEB costs	2.1	—	1.9	—
Accrued pension costs	26.9	—	14.3	—
Accrued environmental liabilities	22.6	—	15.2	—
Capitalized research and development costs	4.8	—	6.3	—
Other deductible differences	10.7	—	10.1	—
Other taxable differences	—	(15.3)	—	(22.6)
Investments in subsidiaries and affiliates	10.5	(54.7)	10.1	(56.9)
Unrecognized currency gain	—	—	—	(16.8)
Tax on unremitted earnings of non-U.S. subsidiaries	—	(10.9)	—	(8.8)
Tax loss and tax credit carryforwards	119.6	—	126.6	—
Valuation allowance	(3.5)	—	(14.1)	—
Adjusted gross deferred tax assets (liabilities)	199.4	(149.5)	175.6	(179.5)
Netting of items by tax jurisdiction	(132.4)	132.4	(121.8)	121.8
Net noncurrent deferred tax asset (liability)	\$ 67.0	\$ (17.1)	\$ 53.8	\$ (57.7)

We periodically review our deferred tax assets (“DTA”) to determine if a valuation allowance is required. At December 31, 2024, our Chemicals Segment has German corporate and trade net operating loss (“NOL”) carryforwards of \$447.3 million (DTA of \$70.8 million) and \$40.1 million (DTA of \$4.4 million), respectively; Belgian corporate NOL carryforwards of \$72.0 million (DTA of \$18.0 million) and Canadian corporate and provincial NOL carryforwards of \$28.9 million (DTA of \$4.3 million) and \$31.1 million (DTA of \$3.6 million), respectively. Prior to December 31, 2024, and using all available evidence, we had concluded that no deferred income tax asset valuation allowance was required to be recognized with respect to such carryforwards, principally because (i) such carryforwards have lengthy carryforward periods (the German and Belgian carryforwards may be carried forward indefinitely and the Canadian carryforwards may be carried forward 20 years), (ii) we have utilized a portion of such carryforwards during the most recent three-year period and (iii) we currently expect to utilize the remainder of such carryforwards over the long term. With regards to our Belgian DTA, given our Belgium unit’s operating results during the fourth quarter of 2024 and our current expectations for 2025 in that jurisdiction, we do not have sufficient positive evidence to overcome the significant negative evidence of having twelve quarters of cumulative losses. Accordingly, at December 31, 2024, we concluded that we were required to recognize a non-cash deferred income tax asset valuation allowance of \$8.2 million under the more-likely-than-not recognition criteria with respect to our Belgian DTA. At December 31, 2024, we continue to conclude no valuation allowance is required to be recognized for our German and Canadian DTAs although prior to the complete utilization of such carryforwards, if we were to generate additional losses in our German or Canadian operations for an extended period of time, or if applicable laws were to change such that the carryforward periods were more limited, it is possible that we might conclude the benefit of such carryforwards would no longer meet the more-likely-than-not recognition criteria, at which point we would be required to recognize a valuation allowance against some or all of the then-remaining tax benefit associated with the carryforwards.

The 2017 Tax Act limited our business interest expense to the sum of our business interest income and 30% of our adjusted taxable income as defined in the Tax Act. Any business interest expense disallowed as a deduction as a result of the limitation may be carried forward indefinitely. At December 31, 2023 and December 31, 2024, we have recorded deferred tax assets of \$14.7 million and \$23.1 million, respectively, for the carryforwards associated with the

nondeductible portion of our interest expense and have concluded we are required to recognize a valuation allowance for such deferred tax asset under the more-likely-than-not recognition criteria. During 2024 we recognized a non-cash deferred income tax expense of \$2.5 million with respect to the valuation allowance recorded on the portion of our additional interest expense carryforwards not benefitted by future reversals of existing deferred tax liabilities. See Note 1 for additional information related to the revision impacting income taxes.

Prior to the enactment of the 2017 Tax Act the undistributed earnings of our Chemicals Segment's European subsidiaries were deemed to be permanently reinvested (we had not made a similar determination with respect to the undistributed earnings of our Chemicals Segment's Canadian subsidiary). Pursuant to the one-time repatriation tax (Transition Tax) provisions of the 2017 Tax Act which imposed a one-time repatriation tax on post-1986 undistributed earnings, we recognized current income tax expense of \$74.1 million and elected to pay such tax in annual installments over an eight-year period beginning in 2018. At December 31, 2024, the balance of our unpaid Transition Tax is \$18.5 million, with the remaining payment due in 2025. The payment is recorded as a current payable to affiliate (income taxes payable to Contran) on our Consolidated Balance Sheet at December 31, 2024. See Note 17.

We recognize deferred income taxes with respect to the excess of the financial reporting carrying amount over the income tax basis of our direct investment in Kronos common stock because the exemption under GAAP to avoid such recognition of deferred income taxes is not available to us. At December 31, 2024, we have recognized a deferred income tax liability with respect to our direct investment in Kronos of \$49.6 million. There is a maximum amount (or cap) of such deferred income taxes we are required to recognize with respect to our direct investment in Kronos. The maximum amount of such deferred income tax liability we would be required to have recognized (the cap) is \$153.6 million. During 2024, we recognized a non-cash deferred income tax expense with respect to our direct investment in Kronos of \$4.6 million for the increase in the deferred income taxes required to be recognized with respect to the excess of the financial reporting carrying amount over the income tax basis of our direct investment in Kronos common stock, to the extent such increase related to our equity in Kronos' net income during such period. We recognized a similar non-cash deferred income tax benefit of \$6.4 million in 2023 and a non-cash deferred income tax expense of \$1.2 million in 2022. A portion of the net change with respect to the excess of the financial reporting carrying amount over the income tax basis of our direct investment in Kronos common stock during such periods related to our equity in Kronos' other comprehensive income (loss) items, and the amounts shown in the table above for income tax expense (benefit) allocated to other comprehensive income (loss) items includes amounts related to our equity in Kronos' other comprehensive income (loss) items.

On December 10, 2024, the Department of the Treasury and the Internal Revenue Service released final currency regulations under §987 and related rules (the "2024 Final Regulations"). The 2024 Final Regulations generally apply to tax years beginning after December 31, 2024, and include transition rules that require us to compute a pretransition gain or loss for currency translation related to the operations, assets and liabilities of our non-U.S. qualified business units. Pursuant to the 2024 Final Regulations, we have calculated a pretransition gain of \$77.1 million and, accordingly, our income tax expense in 2024 includes a non-cash deferred income tax expense of \$16.5 million recognized in the fourth quarter.

Tax authorities are examining certain of our U.S. and non-U.S. tax returns and may propose tax deficiencies, including penalties and interest. Because of the inherent uncertainties involved in settlement initiatives and court and tax proceedings, we cannot guarantee that these tax matters, if any, will be resolved in our favor, and therefore our potential exposure, if any, is also uncertain. We believe we have adequate accruals for additional taxes and related interest expense which could ultimately result from tax examinations. We believe the ultimate disposition of tax examinations should not have a material adverse effect on our consolidated financial position, results of operations or liquidity.

The following table shows the changes in the amount of our uncertain tax positions (exclusive of the effect of interest and penalties) during 2022, 2023 and 2024:

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Unrecognized tax benefits:			
Amount at beginning of year	\$ 6.4	\$ 3.5	\$ 2.8
Tax positions taken in current period	.7	.5	.5
Lapse due to applicable statute of limitations	(3.4)	(1.2)	—
Changes in currency exchange rates	(.2)	—	(.1)
Amount at end of year	<u>\$ 3.5</u>	<u>\$ 2.8</u>	<u>\$ 3.2</u>

At December 31, 2024, all of our uncertain tax benefits are classified as a component of our noncurrent deferred tax asset. If our uncertain tax position at December 31, 2024 was recognized, a benefit of \$3.2 million would affect our effective income tax rate. Excluding any potential adjustments resulting from on-going examinations by tax authorities, we currently estimate that our unrecognized tax benefits will not change materially during the next twelve months.

We and Contran file income tax returns in U.S. federal and various state and local jurisdictions. We also file income tax returns in various non-U.S. jurisdictions, principally in Germany, Canada, Belgium and Norway. Our U.S. income tax returns prior to 2021 are generally considered closed to examination by applicable tax authorities. Our non-U.S. income tax returns are generally considered closed to examination for years prior to: 2020 for Germany; 2021 for Belgium; and 2019 for Canada and Norway although certain periods may be extended if currently under examination or for the review of cross-border transactions.

We accrue interest and penalties on our uncertain tax positions as a component of our provision for income taxes. The amount of interest and penalties we accrued during 2022, 2023 and 2024 was not material.

Note 15 – Noncontrolling interest in subsidiaries:

	December 31,	
	2023	2024
	(In millions)	
Noncontrolling interest in net assets:		
Kronos Worldwide	\$ 209.0	\$ 210.3
NL Industries	76.9	81.5
CompX International	22.0	19.0
BMI	11.0	18.7
LandWell	6.8	13.5
Total	<u>\$ 325.7</u>	<u>\$ 343.0</u>

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Noncontrolling interest in net income (loss) of subsidiaries:			
Kronos Worldwide	\$ 20.0	\$ (9.5)	\$ 16.1
NL Industries	5.8	(.4)	11.4
CompX International	2.6	2.9	2.0
BMI	2.8	8.2	9.6
LandWell	14.7	13.8	14.2
Total	<u>\$ 45.9</u>	<u>\$ 15.0</u>	<u>\$ 53.3</u>

Note 16 – Valhi stockholders’ equity:

	Shares of common stock		
	Issued	Treasury (In millions)	Outstanding
Balance at December 31, 2022, 2023 and 2024	29.6	(1.1)	28.5

Valhi share repurchases and cancellations. Our board of directors previously authorized the repurchase of shares of our common stock in open market transactions, including block purchases, or in privately negotiated transactions, which may include transactions with our affiliates or subsidiaries. The aggregate number of shares authorized for repurchase is 833,333, and we have approximately 334,000 shares available for repurchase at December 31, 2024. We may purchase the stock from time to time as market conditions permit. The stock repurchase program does not include specific price targets or timetables and may be suspended at any time. Depending on market conditions, we may terminate the program prior to completion. We will use cash on hand to acquire the shares. Repurchased shares could be retired and cancelled or may be added to our treasury stock and used for employee benefit plans, future acquisitions or other corporate purposes. We did not make any such purchases under the plan in 2022, 2023 or 2024.

Treasury stock. At December 31, 2023 and 2024, NL and Kronos held approximately 1.2 million and .1 million shares of our common stock, respectively. The treasury stock we reported for financial reporting purposes at December 31, 2023 and 2024 represents our proportional interest in these shares of our common stock held by NL and Kronos, at NL’s and Kronos’ historical cost basis. The remaining portion of these shares of our common stock, which are attributable to the noncontrolling interest of NL and Kronos, are reflected in our Consolidated Balance Sheets at fair value and are classified as part of other noncurrent assets. Under Delaware Corporation Law, 100% (and not the proportionate interest) of a parent company’s shares held by a majority-owned subsidiary of the parent is considered to be treasury stock for voting purposes. As a result, our common shares outstanding for financial reporting purposes differ from those outstanding for legal purposes. Any unrealized gains or losses on the shares of our common stock attributable to the noncontrolling interest of Kronos and NL are recognized in the determination of each of Kronos and NL’s respective net income or loss. Under the principles of consolidation we eliminate any gains or losses associated with our common stock to the extent of our proportional ownership interest in each subsidiary. We recognized a loss of \$1.6 million in 2022, a loss of \$1.7 million in 2023 and a gain of \$1.9 million in 2024 in our Consolidated Statements of Operations which represents the unrealized gain (loss) in respect of these shares attributable to the noncontrolling interest of Kronos and NL. See Note 2.

Valhi director stock plan. Prior to 2022, our board of directors adopted a plan that provided for the award of stock to our board of directors, and up to a maximum of 200,000 shares could be awarded. In March 2021, our board of directors voted to replace the existing director stock plan with a new plan that would provide for the award of stock to non-employee members of our board of directors, and up to a maximum of 100,000 shares could be awarded. The new plan was approved at our May 2021 shareholder meeting, at which time the prior director stock plan terminated. We awarded 9,000 shares and 6,300 shares under this plan in 2023 and 2024, respectively, and at December 31, 2024, 78,300 shares are available for future award under this new plan.

Stock plans of subsidiaries. Kronos, NL and CompX each maintain plans which provide for the award of their common stock to their board of directors. At December 31, 2024, Kronos, NL and CompX had 87,800, 185,750 and 119,650 shares of their respective common stock available for future award under respective plans.

Accumulated other comprehensive loss. Accumulated other comprehensive income (loss) attributable to Valhi stockholders comprises changes in equity as presented in the table below.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Accumulated other comprehensive income (loss) (net of tax and noncontrolling interest):			
Marketable securities:			
Balance at beginning of year	\$ 1.7	\$ 1.6	\$ 1.7
Other comprehensive income:			
Unrealized gain (loss) arising during the year	(1)	.1	—
Balance at end of year	<u>\$ 1.6</u>	<u>\$ 1.7</u>	<u>\$ 1.7</u>
Currency translation:			
Balance at beginning of year	\$ (72.2)	\$ (91.5)	\$ (88.8)
Other comprehensive income (loss) arising during the year	(19.3)	2.7	(22.9)
Balance at end of year	<u>\$ (91.5)</u>	<u>\$ (88.8)</u>	<u>\$ (111.7)</u>
Defined benefit pension plans:			
Balance at beginning of year	\$ (120.9)	\$ (55.0)	\$ (58.8)
Other comprehensive income:			
Amortization of prior service cost and net losses included in net periodic pension cost	7.3	1.9	2.1
Net actuarial gain (loss) arising during the year	58.4	(10.0)	7.1
Plan settlement	.2	4.3	.2
Balance at end of year	<u>\$ (55.0)</u>	<u>\$ (58.8)</u>	<u>\$ (49.4)</u>
OPEB plans:			
Balance at beginning of year	\$.1	\$ 1.0	\$.4
Other comprehensive income:			
Amortization of prior service credit and net losses included in net periodic OPEB cost	(.5)	(.7)	(.3)
Net actuarial gain arising during the year	1.4	.1	.1
Balance at end of year	<u>\$ 1.0</u>	<u>\$.4</u>	<u>\$.2</u>
Total accumulated other comprehensive loss:			
Balance at beginning of year	\$ (191.3)	\$ (143.9)	\$ (145.5)
Other comprehensive income (loss)	47.4	(1.6)	(13.7)
Balance at end of year	<u>\$ (143.9)</u>	<u>\$ (145.5)</u>	<u>\$ (159.2)</u>

See Note 11 for amounts related to our defined benefit pension plans and Note 10 for amounts related to our OPEB plans.

Note 17 – Related party transactions:

We may be deemed to be controlled by Ms. Simmons and the Family Trust. See Note 1. Corporations that may be deemed to be controlled by or affiliated with such individuals sometimes engage in (a) intercorporate transactions such as guarantees, management and expense sharing arrangements, shared fee arrangements, joint ventures, partnerships, loans, options, advances of funds on open account, and sales, leases and exchanges of assets, including securities issued by both related and unrelated parties and (b) common investment and acquisition strategies, business combinations, reorganizations, recapitalizations, securities repurchases, and purchases and sales (and other acquisitions and dispositions) of subsidiaries, divisions or other business units, which transactions have involved both related and unrelated parties and have included transactions which resulted in the acquisition by one related party of a publicly-held noncontrolling interest in another related party. While no transactions of the type described above are planned or proposed with respect to us other than as set forth in these financial statements, we continuously consider, review and evaluate, and understand that Contran

and related entities consider, review and evaluate such transactions. Depending upon the business, tax and other objectives then relevant, it is possible that we might be a party to one or more such transactions in the future.

From time to time, we may have loans and advances outstanding between us and various related parties, including Contran, pursuant to term and demand notes. We generally enter into these loans and advances for cash management purposes. When we loan funds to related parties, we are generally able to earn a higher rate of return on the loan than we would earn if we invested the funds in other instruments. While certain of these loans may be of a lesser credit quality than cash equivalent instruments otherwise available to us, we believe we have evaluated the credit risks involved and appropriately reflect those credit risks in the terms of the applicable loans. When we borrow from related parties, we are generally able to pay a lower rate of interest than we would pay if we borrowed from unrelated parties. We paid Contran \$9.2 million, \$10.3 million and \$6.3 million in interest on borrowings and unused commitment fees under Valhi's Contran credit facility in 2022, 2023 and 2024, respectively. In February 2024, Kronos entered into a \$53.7 million subordinated, unsecured term loan with Contran. Interest expense on Kronos' loan from Contran was \$5.1 million in 2024. See Note 9 for more information on the Kronos term loan with Contran and the Valhi credit facility with Contran.

Under the terms of various intercorporate services agreements ("ISA") we enter into with Contran, employees of Contran provide us certain management, tax planning, financial and administrative services on a fee basis. Such fees are based on the compensation of individual Contran employees providing services for us and/or estimates of the time devoted to our affairs by such persons. Because of the number of companies affiliated with Contran, we believe we benefit from cost savings and economies of scale gained by not having certain management, financial and administrative staffs duplicated at all of our subsidiaries, thus allowing certain Contran employees to provide services to multiple companies but only be compensated by Contran. We negotiate fees annually, and agreements renew quarterly. The net ISA fees charged to us by Contran aggregated \$41.2 million in 2022, \$37.8 million in 2023 and \$39.5 million in 2024.

At December 31, 2024, we had an aggregate 16.7 million shares of our Kronos common stock pledged as collateral for certain debt obligations of Contran. We receive a fee from Contran for pledging these Kronos shares, determined by a formula based on the market value of the shares pledged. We received \$1.2 million in 2022, \$.8 million in 2023 and \$.9 million in 2024 from Contran for this pledge.

Contran and certain of its subsidiaries and affiliates, including us, purchase certain of their insurance policies and risk management services as a group, with the costs of the jointly-owned policies and services being apportioned among the participating companies. Tall Pines Insurance Company, our subsidiary, underwrites certain insurance policies for Contran and certain of its subsidiaries and affiliates, including us. Tall Pines purchases reinsurance from highly rated (as determined by A.M. Best or other internationally recognized ratings agency) third-party insurance carriers for substantially all of the risks it underwrites. Consistent with insurance industry practices, Tall Pines receives commissions from the reinsurance underwriters and/or assesses fees for certain of the policies that it underwrites. The aggregate amount paid under the group insurance program by us, our subsidiaries and LPC in 2022, 2023 and 2024 was \$25.2 million, \$29.3 million and \$29.7 million, respectively, which amounts principally represent insurance premiums. The aggregate amounts paid under the group insurance program also include payments to insurers or reinsurers for the reimbursement of claims within our applicable deductible or retention ranges that such insurers and reinsurers paid to third parties on our behalf, as well as amounts for claims and risk management services and various other third-party fees and expenses incurred by the program. We expect these relationships will continue in 2025.

With respect to certain of such jointly-owned policies, it is possible that unusually large losses incurred by one or more insureds during a given policy period could leave the other participating companies without adequate coverage under that policy for the balance of the policy period. As a result, and in the event that the available coverage under a particular policy would become exhausted by one or more claims, Contran and certain of its subsidiaries and affiliates, including us, have entered into a loss sharing agreement under which any uninsured loss arising because the available coverage had been exhausted by one or more claims will be shared ratably amongst those entities that had submitted claims under the relevant policy. We believe the benefits in the form of reduced premiums and broader coverage associated with the group coverage for such policies justify the risk associated with the potential for any uninsured loss.

Contran and certain of its subsidiaries participate in a combined information technology data services program that Contran provides for primary data processing and failover. The program apportions its costs among the participating

companies. The aggregate amount Kronos paid Contran for such services was \$.3 million in 2022 and \$.4 million in each of 2023 and 2024. Under the terms of a sublease agreement between Contran and Kronos, Kronos leases certain office space from Contran. Kronos paid Contran \$.5 million in 2022, \$.6 million in 2023 and \$.7 million in 2024 for such rent and related ancillary services. We expect these relationships with Contran will continue in 2025.

Prior to 2022, NL made certain pro-rata distributions to its stockholders in the form of shares of Kronos common stock. All of NL's distributions of Kronos common stock were taxable to NL and NL recognized a taxable gain equal to the difference between the fair market value of the Kronos shares distributed on the various dates of distribution and NL's adjusted tax basis in the shares at the dates of distribution. NL transferred shares of Kronos common stock to us in satisfaction of the tax liability related to NL's gain on the transfer or distribution of these shares of Kronos common stock and the tax liability generated from the use of Kronos shares to settle the tax liability. To date, we have not paid the liability to Contran because Contran has not paid the liability to the applicable tax authority. The income tax liability will become payable to Contran, and by Contran to the applicable tax authority, when the shares of Kronos transferred or distributed by NL to us are sold or otherwise transferred outside the Contran Tax Group or in the event of certain restructuring transactions involving us. We have recognized deferred income taxes for our investment in Kronos common stock.

We are a party to a tax sharing agreement with Contran providing for the allocation of tax liabilities and tax payments as described in Note 1. Under applicable law, we, as well as every other member of the Contran Tax Group, are each jointly and severally liable for the aggregate federal income tax liability of Contran and the other companies included in the Contran Tax Group for all periods in which we are included in the Contran Tax Group. Contran has agreed, however, to indemnify us for any liability for income taxes of the Contran Tax Group in excess of our tax liability computed in accordance with the tax sharing agreement.

Receivables from and payables to affiliates are summarized in the table below.

	December 31,	
	2023	2024
	(In millions)	
Current receivables from affiliates:		
LPC	\$ 16.9	\$ —
Contran - trade items	.2	.2
Other	.4	.6
Total	<u>\$ 17.5</u>	<u>\$.8</u>
Current payables to affiliates:		
LPC	\$ 19.9	\$ —
Contran - income taxes	10.2	16.9
Contran - trade items	—	.2
Total	<u>\$ 30.1</u>	<u>\$ 17.1</u>
Noncurrent payable to affiliates:		
Contran - income taxes	<u>\$ 18.5</u>	<u>\$ —</u>
Payables to affiliate included in long-term debt:		
Valhi - Contran credit facility	\$ 93.4	\$ 44.6
Kronos - Contran Term Loan	—	53.7
Total	<u>\$ 93.4</u>	<u>\$ 98.3</u>

Amounts payable to LPC were generally for the purchase of TiO₂, while amounts receivable from LPC were generally from the sale of TiO₂ feedstock. Purchases of TiO₂ from LPC totaled \$225.6 million in 2022 and \$231.7 million in 2023. Sales of feedstock to LPC totaled \$106.9 million in 2022 and \$135.1 million in 2023. See Note 3 for the details on the LPC acquisition.

Note 18 – Commitments and contingencies:

Lead pigment litigation

NL's former operations included the manufacture of lead pigments for use in paint and lead-based paint. NL, other former manufacturers of lead pigments for use in paint and lead-based paint (together, the "former pigment manufacturers"), and the Lead Industries Association ("LIA"), which discontinued business operations in 2002, have previously been named as defendants in various legal proceedings seeking damages for personal injury, property damage and governmental expenditures allegedly caused by the use of lead-based paints. Certain of these actions were filed by or on behalf of states, counties, cities or their public housing authorities and school districts, and certain others were asserted as class actions. NL currently has no pending lead paint class action cases or pending lead paint cases brought by housing authorities, school districts or other government entities.

In the matter titled *County of Santa Clara v. Atlantic Richfield Company, et al.* (Superior Court of the State of California, County of Santa Clara, Case No. 1-00-CV-788657) on July 24, 2019, an order approving a global settlement agreement entered into among all of the plaintiffs and the three defendants remaining in the case (the Sherwin Williams Company, ConAgra Grocery Products and NL) was entered by the court and the case was dismissed with prejudice. The global settlement agreement provides that an aggregate \$305 million will be paid collectively by the three co-defendants in full satisfaction of all claims resulting in a dismissal of the case with prejudice and the resolution of (i) all pending and future claims by the plaintiffs in the case, and (ii) all potential claims for contribution or indemnity between NL and its co-defendants in respect to the case. In the agreement, NL expressly denies any and all liability and the dismissal of the case with prejudice was entered by the court without a final judgment of liability entered against NL. The settlement agreement fully concludes this matter.

Under the terms of the global settlement agreement, each defendant must pay an aggregate \$101.7 million to the plaintiffs as follows: \$25.0 million within sixty days of the court's approval of the settlement and dismissal of the case, and the remaining \$76.7 million in six annual installments beginning on the first anniversary of the initial payment (\$12.0 million for the first five installments and \$16.7 million for the sixth installment). NL's sixth installment due in September 2025 will be made with funds already on deposit at the court, which is included in current restricted cash on our Consolidated Balance Sheets, that are committed to the settlement, including all accrued interest at the date of payment, with any remaining balance to be paid by NL (and any amounts on deposit in excess of the final payment would be returned to NL). Pursuant to the settlement agreement, NL had placed an additional \$9.0 million into an escrow account which was previously included in noncurrent restricted cash on our Consolidated Balance Sheets. Following NL's fifth \$12.0 million installment made in September 2024, these funds became available for use and were reclassified as cash equivalents on our Consolidated Balance Sheet.

For financial reporting purposes, using a discount rate of 1.9% per annum, we discounted the aggregate \$101.7 million settlement to the estimated net present value of \$96.3 million. NL made the initial \$25.0 million payment in September 2019 and five annual installment payments of \$12.0 million beginning in September 2020 and each September thereafter through 2024. We recognized an aggregate accretion expense of \$.9 million, \$.7 million and \$.5 million in 2022, 2023, and 2024, respectively.

New cases may continue to be filed against us. We do not know if we will incur liability in the future in respect of any of the pending or possible litigation in view of the inherent uncertainties involved in court and jury rulings. In the future, if new information regarding such matters becomes available to us (such as a final, non-appealable adverse verdict against us or otherwise ultimately being found liable with respect to such matters), at that time we would consider such information in evaluating any remaining cases then-pending against us as to whether it might then have become probable we have incurred liability with respect to these matters, and whether such liability, if any, could have become reasonably estimable. The resolution of any of these cases could result in the recognition of a loss contingency accrual that could have a material adverse impact on our net income for the interim or annual period during which such liability is recognized and a material adverse impact on our consolidated financial condition and liquidity.

Environmental matters and litigation

Our operations are governed by various environmental laws and regulations. Certain of our businesses are and have been engaged in the handling, manufacture or use of substances or compounds that may be considered toxic or hazardous within the meaning of applicable environmental laws and regulations. As with other companies engaged in similar businesses, certain of our past and current operations and products have the potential to cause environmental or other damage. Our businesses have implemented and continue to implement various policies and programs in an effort to minimize these risks. Our policy is to maintain compliance with applicable environmental laws and regulations at all of our plants and to strive to improve environmental performance and overall sustainability. Periodically we produce our Kronos Environmental Social Governance Report, which highlights Kronos' focus on sustainability of its manufacturing operations, as well as its environmental, social and governance strategy. From time to time, our businesses may be subject to environmental regulatory enforcement under U.S. and non-U.S. statutes, the resolution of which typically involves the establishment or enhancement of compliance programs. It is possible that future developments, such as stricter requirements of environmental laws and enforcement policies, could adversely affect our production, handling, use, storage, transportation, sale or disposal of such substances. We believe all of our facilities are in substantial compliance with applicable environmental laws.

Certain properties and facilities used in our former operations (primarily NL's former operations), including divested primary and secondary lead smelters and former mining locations, are the subject of civil litigation, administrative proceedings or investigations arising under federal and state environmental laws and common law. Additionally, in connection with past operating practices, we are currently involved as a defendant, potentially responsible party ("PRP") or both, pursuant to the Comprehensive Environmental Response, Compensation and Liability Act, as amended by the Superfund Amendments and Reauthorization Act ("CERCLA"), and similar state laws in various governmental and private actions associated with waste disposal sites, mining locations, and facilities that we or our predecessors and NL or its predecessors, subsidiaries or their predecessors currently or previously owned, operated or used, certain of which are on the United States Environmental Protection Agency's ("EPA") Superfund National Priorities List or similar state lists. These proceedings seek cleanup costs, damages for personal injury or property damage and/or damages for injury to natural resources. Certain of these proceedings involve claims for substantial amounts. Although we may be jointly and severally liable for these costs, in most cases NL is only one of a number of PRPs who may also be jointly and severally liable, and among whom costs may be shared or allocated. In addition, we are occasionally named as a party in a number of personal injury lawsuits filed in various jurisdictions alleging claims related to environmental conditions alleged to have resulted from our operations.

Obligations associated with environmental remediation and related matters are difficult to assess and estimate for numerous reasons including the:

- complexity and differing interpretations of governmental regulations,
- number of PRPs and their ability or willingness to fund such allocation of costs,
- financial capabilities of the PRPs and the allocation of costs among them,
- solvency of other PRPs,
- multiplicity of possible solutions,
- number of years of investigatory, remedial and monitoring activity required,
- uncertainty over the extent, if any, to which our former operations might have contributed to the conditions allegedly giving rise to such personal injury, property damage, natural resource and related claims, and
- number of years between former operations and notice of claims and lack of information and documents about the former operations.

In addition, the imposition of more stringent standards or requirements under environmental laws or regulations, new developments or changes regarding site cleanup costs or the allocation of costs among PRPs, solvency of other PRPs, the results of future testing and analysis undertaken with respect to certain sites or a determination that we are potentially

responsible for the release of hazardous substances at other sites, could cause our expenditures to exceed our current estimates. Actual costs could exceed accrued amounts or the upper end of the range for sites for which estimates have been made, and costs may be incurred for sites where no estimates presently can be made. Further, additional environmental and related matters may arise in the future. If we were to incur any future liability, this could have a material adverse effect on our consolidated financial statements, results of operations and liquidity.

We record liabilities related to environmental remediation and related matters (including costs associated with damages for personal injury or property damage and/or damages for injury to natural resources) when estimated future expenditures are probable and reasonably estimable. We adjust such accruals as further information becomes available to us or as circumstances change. Unless the amounts and timing of such estimated future expenditures are fixed and reasonably determinable, we generally do not discount estimated future expenditures to their present value due to the uncertainty of the timing of the payout. We recognize recoveries of costs from other parties, if any, as assets when their receipt is deemed probable.

We do not know and cannot estimate the exact time frame over which we will make payments for our accrued environmental and related costs. The timing of payments depends upon a number of factors, including but not limited to the timing of the actual remediation process; which in turn depends on factors outside of our control. At each balance sheet date, we estimate the amount of the accrued environmental and related costs which we expect to pay within the next twelve months, and we classify this estimate as a current liability. We classify the remaining accrued environmental costs as a noncurrent liability.

The table below presents a summary of the activity in our accrued environmental costs during 2022, 2023 and 2024.

	Years ended December 31,		
	2022	2023	2024
	(In millions)		
Balance at the beginning of the year	\$ 97.6	\$ 97.3	\$ 96.9
Additions (deductions), net	1.7	2.5	(19.2)
Payments, net	(2.0)	(2.9)	(3.1)
Balance at the end of the year	<u>\$ 97.3</u>	<u>\$ 96.9</u>	<u>\$ 74.6</u>
Amounts recognized in the Consolidated Balance Sheet at the end of the year:			
Current liabilities	\$ 3.8	\$ 3.7	\$ 59.7
Noncurrent liabilities	93.5	93.2	14.9
Total	<u>\$ 97.3</u>	<u>\$ 96.9</u>	<u>\$ 74.6</u>

NL. On a quarterly basis, NL evaluates the potential range of its liability for environmental remediation and related costs at sites where it has been named as a PRP or defendant. At December 31, 2024, NL had accrued approximately \$69 million related to approximately 30 sites associated with remediation and related matters it believes are at the present time and/or in their current phase reasonably estimable. Excluding the \$56.1 million environmental remediation settlement payment made in the first quarter of 2025 (as discussed below), the upper end of the range of reasonably possible costs to NL for remediation and related matters for which NL believes it is possible to estimate costs is approximately \$38 million, including amounts currently accrued.

On February 10, 2025, the United States District Court for the District of New Jersey entered an order approving a consent decree relating to the Raritan Bay Slag Superfund Site (“RBS Site”) in Middlesex County, New Jersey. The consent decree requires the United States Army Corps of Engineers (and other federal agencies), the State of New Jersey, the Township of Old Bridge, NL, and twenty-two other private companies to pay a total of \$151.1 million, plus interest, to resolve all federal and state law claims for past and future response costs under CERCLA and the New Jersey Spill Act, including natural resource damages, contribution, and indemnification, relating to the RBS Site. The consent decree is a global settlement of all such claims relating to the RBS Site and resolves a lawsuit captioned *United States of America, et al. v. NL Industries, Inc., et al.* (United States District Court for the District of New Jersey, Civil Action No. 3:24-cv-

08946) as well as all claims asserted by NL and the other settling parties in NL's previously filed contribution lawsuit, *NL Industries, Inc. v. Old Bridge Township, et al.*, discussed above.

Under the terms of the consent decree, in the first quarter of 2025 NL paid \$56.1 million, plus \$.5 million interest, toward the global settlement and received approximately \$9.6 million from the other private companies participating in the settlement. We recognized aggregate income of approximately \$31.4 million in 2024 related to the adjustment of NL's environmental accrual related to this matter and the recording of a \$9.6 million receivable for the funds received in the first quarter of 2025 from the other private companies participating in the settlement.

NL believes that it is not reasonably possible to estimate the range of costs for certain sites. At December 31, 2024, there were approximately five sites for which NL is not currently able to reasonably estimate a range of costs. For these sites, generally the investigation is in the early stages, and NL is unable to determine whether or not NL actually had any association with the site, the nature of its responsibility, if any, for the contamination at the site, if any, and the extent of contamination at and cost to remediate the site. The timing and availability of information on these sites is dependent on events outside of NL's control, such as when the party alleging liability provides information to NL. At certain of these previously inactive sites, NL has received general and special notices of liability from the EPA and/or state agencies alleging that NL, sometimes with other PRPs, are liable for past and future costs of remediating environmental contamination allegedly caused by former operations. These notifications may assert that NL, along with any other alleged PRPs, are liable for past and/or future clean-up costs. As further information becomes available to us for any of these sites which would allow us to estimate a range of costs, we would at that time adjust our accruals. Any such adjustment could result in the recognition of an accrual that would have a material effect on our Consolidated Financial Statements, results of operations and liquidity.

Other. We have also accrued approximately \$6 million at December 31, 2024 for other environmental cleanup matters which represents our best estimate of the liability.

Insurance coverage claims

We are involved in certain legal proceedings with a number of our former insurance carriers regarding the nature and extent of the carriers' obligations to us under insurance policies with respect to certain lead pigment and asbestos lawsuits. The issue of whether insurance coverage for defense costs or indemnity or both will be found to exist for our lead pigment and asbestos litigation depends upon a variety of factors and we cannot assure you that such insurance coverage will be available.

We have agreements with certain of our former insurance carriers pursuant to which the carriers reimburse us for a portion of our future lead pigment litigation defense costs, and one such carrier reimburses us for a portion of our future asbestos litigation defense costs. We are not able to determine how much we will ultimately recover from these carriers for defense costs incurred by us because of certain issues that arise regarding which defense costs qualify for reimbursement. While we continue to seek additional insurance recoveries, we do not know if we will be successful in obtaining reimbursement for either defense costs or indemnity. Accordingly, we recognize insurance recoveries in income only when receipt of the recovery is probable and we are able to reasonably estimate the amount of the recovery. In this regard, NL received \$.5 million and \$1.4 million in insurance recoveries in 2023 and 2024, respectively. Recoveries in 2022 were nominal.

Other litigation

In addition to the litigation described above, we and our affiliates are involved in various other environmental, contractual, product liability, patent (or intellectual property), employment and other claims and disputes incidental to our present and former businesses. In certain cases, we have insurance coverage for these items, although we do not expect additional material insurance coverage for our environmental matters. We currently believe that the disposition of all of these various other claims and disputes (including asbestos-related claims), individually or in the aggregate, should not have a material adverse effect on our consolidated financial position, results of operations or liquidity beyond the accruals already provided.

Other matters

Concentrations of credit risk – Sales of TiO₂ accounted for approximately 92% of our Chemicals Segment’s sales in 2022 and 90% in both 2023 and 2024. The remaining sales result from the sale of ilmenite ore (a raw material used in the sulfate pigment production process), and the manufacture and sale of iron-based water treatment chemicals and certain titanium chemical products (derived from co-products of the TiO₂ production processes). TiO₂ is generally sold to the paint, plastics and paper industries. Such markets are generally considered “quality-of-life” markets whose demand for TiO₂ is influenced by the relative economic well-being of the various geographic regions. Our Chemicals Segment sells TiO₂ to approximately 3,000 customers, with the top ten customers approximating 33% of our Chemicals Segment’s net sales in 2022, 35% in 2023 and 39% in 2024. One customer accounted for approximately 10% of our Chemicals Segment’s net sales in 2022, 12% in 2023 and 10% in 2024. The table below shows the approximate percentage of our Chemicals Segment’s TiO₂ sales by volume for its significant markets, Europe and North America, for the last three years.

	2022	2023	2024
Europe	45%	44%	44%
North America	39%	41%	40%

Our Component Products Segment’s products are sold primarily in North America to original equipment manufacturers. The ten largest customers related to our Component Product’s Segment accounted for approximately 52% of our Component Products Segment’s sales in each of 2022 and 2023 and 47% in 2024. One customer of the security products reporting unit accounted for approximately 14% of the Component Products Segment’s total sales in 2022, 24% in 2023 (of which 11% related to a non-recurring pilot project) and 21% in 2024. One customer of the marine components reporting unit accounted for 12% of the Component Products Segment’s total sales in 2022.

Our Real Estate Management and Development Segment’s revenues are land sales income and water (through September 2022) and electric delivery fees (prior to December 2023). During 2022, we had sales to two customers that each exceeded 10% of our Real Estate Management and Development Segment’s net sales, both related to land sales. During 2023, we had sales to five customers that each exceeded 10% of our Real Estate Management and Development Segment’s net sales all related to land sales. During 2024, we had sales to three customers that each exceeded 10% of our Real Estate Management and Development Segment’s net sales all related to land sales.

Long-term contracts – Our Chemicals Segment has long-term supply contracts that provide for certain of its TiO₂ feedstock requirements through 2026. The agreements require Kronos to purchase certain minimum quantities of feedstock with minimum purchase commitments aggregating approximately \$542 million over the life of the contracts in years subsequent to December 31, 2024 (including approximately \$484 million committed to be purchased in 2025). In addition, our Chemicals Segment has other long-term supply and service contracts that provide for various raw materials and services. These agreements require Kronos to purchase certain minimum quantities or services with minimum purchase commitments aggregating approximately \$67 million at December 31, 2024 (including \$40 million committed to be purchased in 2025).

Note 19 – Financial instruments:

See Note 6 for information on how we determine the fair value of our marketable securities.

See Note 3 for information on how we determine fair value of our earn-out liability related to the LPC acquisition. The fair value measurement is based on significant inputs not observable in the market and therefore represents a Level 3 measurement as defined in ASC 820. Accretion of the earn-out liability was not material in 2024. There has been no other activity subsequent to Acquisition Date impacting the fair value of the acquisition earn-out liability. The fair value of the acquisition earn-out liability is included in other noncurrent liabilities on the Consolidated Balance Sheet.

The following table presents the financial instruments that are not carried at fair value but which require fair value disclosure as of December 31, 2023 and 2024:

	December 31, 2023		December 31, 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
	(In millions)			
Cash, cash equivalents and restricted cash equivalents	\$ 462.0	\$ 462.0	\$ 378.6	\$ 378.6
Long-term debt:				
Kronos 9.50% Senior Secured Notes due 2029	—	—	365.4	403.4
Kronos 3.75% Senior Secured Notes due 2025	440.9	424.5	78.3	77.9
Kronos revolving credit facility	—	—	10.0	10.0
LandWell bank note payable	12.2	12.2	11.4	11.4

At December 31, 2024, the estimated market price of Kronos' 3.75% Senior Secured Notes due 2025 was €996 per €1,000 principal amount, and the estimated market price of Kronos' 9.50% Senior Secured Notes due 2029 was €1,101 per €1,000 principal amount. The fair values of Kronos' 3.75% Senior Secured Notes due 2025 and Kronos' 9.50% Senior Secured Notes due 2029 were based on quoted market prices; however, these quoted market prices represented Level 2 inputs because the markets in which the 3.75% Senior Secured Notes due 2025 and the 9.50% Senior Secured Notes due 2029 trade were not active. Due to the variable interest rate, the carrying amount of Kronos' revolving credit facility is deemed to approximate fair value. The fair value of other fixed-rate debt, which represents Level 2 inputs, is deemed to approximate carrying value. In addition, at December 31, 2024, Kronos has a \$53.7 million subordinated, unsecured term loan payable to a related party, Contran, due September 2029, and Valhi has \$44.6 million outstanding on an unsecured revolving credit facility with Contran. See Note 9. Due to their near-term maturities, the carrying amounts of accounts receivable and accounts payable are considered equivalent to fair value. See Notes 4 and 10.

Note 20 – Restructuring costs:

In response to the extended period of reduced demand in 2023, Kronos took measures to reduce its operating costs and improve its long-term cost structure such as the implementation of certain voluntary and involuntary workforce reductions during the third quarter of 2023 that primarily impacted its European operations. A substantial portion of Kronos' workforce reductions were accomplished through voluntary programs, for which eligible workforce reduction costs are recognized at the time both the employee and employer are irrevocably committed to the terms of the separation. These workforce reductions impacted approximately 100 employees. Kronos recognized a total of approximately \$6 million in charges primarily in the fourth quarter of 2023 related to workforce reductions it implemented during the second half of 2023.

In the third quarter of 2024, Kronos closed its sulfate process line at its facility in Varennes, Canada. As a result of the sulfate process line closure, Kronos recognized charges to cost of sales in 2024 of approximately \$2 million related to workforce reductions for employees impacted and approximately \$14 million in non-cash charges primarily related to accelerated depreciation.

A summary of the activity in Kronos' accrued restructuring costs for 2023 and 2024 is shown in the table below:

	Years ended December 31,	
	2023	2024
	(in millions)	
Changes in accrued workforce reduction costs:		
Balances at beginning of the year	\$ —	\$ 5.0
Workforce reduction costs accrued	5.8	2.0
Workforce reduction costs paid	(.9)	(6.0)
Currency translation adjustments, net	.1	(.1)
Balance at the end of the year	<u>\$ 5.0</u>	<u>\$.9</u>
Amounts recognized in the balance sheet:		
Current liability	\$ 5.0	\$.9
Noncurrent liability	—	—
	<u>\$ 5.0</u>	<u>\$.9</u>

Note 21 – Recent accounting pronouncements:

Adopted

In November 2023, the Financial Accounting Standards Board (“FASB”) issued ASU 2023-07, Segment Reporting (“Topic 280”): *Improvements to Reportable Segment Disclosures*. The ASU requires public companies to disclose significant segment expenses and other segment items on an annual and interim basis. The ASU also mandates public companies to provide all annual segment disclosures currently required annually in interim periods. Public companies are required to disclose the title and position of the CODM and explain how the CODM uses the reported measure of segment profit or loss in assessing segment performance and allocation resources. See Note 2.

Pending Adoption

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): *Improvements to Income Tax Disclosures*. The ASU requires additional annual disclosure and disaggregation for the rate reconciliation, income taxes paid and income tax expense by federal, state and non-U.S. tax jurisdictions. In addition, the standard increases the disclosure requirements for items included in the rate reconciliation that meet a quantitative threshold. The ASU is effective for us beginning with our 2025 Annual Report. The ASU may be applied prospectively; however, entities have the option to apply it retrospectively. We are in the process of evaluating the additional disclosure requirements.

In November 2024, the FASB issued ASU No. 2024-03, *Reporting Comprehensive Income - Expense Disaggregation Disclosures*. The ASU requires additional information about specific expense categories in the notes to financial statements for both interim and annual reporting periods. The ASU is effective for us beginning with our 2027 Annual Report, and for interim reporting, in the first quarter of 2028, with early adoption permitted. We are in the process of evaluating the additional disclosure requirements.

**UNSECURED REVOLVING
DEMAND PROMISSORY NOTE**

\$150,000,000.00**December 31, 2024**

Section 1. *Promise to Pay.* For and in consideration of value received, the undersigned, VALHI, INC., a corporation duly organized under the laws of the state of Delaware (“*Borrower*”), promises to pay, in lawful money of the United States of America, to the order of CONTRAN CORPORATION, a corporation duly organized under the laws of the state of Delaware (“*Contran*”), or the holder hereof (as applicable, Contran or such holder shall be referred to as the “*Noteholder*”), the principal sum of **ONE HUNDRED FIFTY MILLION** and NO/100ths United States Dollars (\$150,000,000.00) or such lesser amount as shall equal the unpaid principal amount of the loan made by the Noteholder to Borrower together with accrued and unpaid interest on the unpaid principal balance from time to time pursuant to the terms of this Unsecured Revolving Demand Promissory Note, as it may be amended from time to time (this “*Note*”). This Note shall be unsecured and will bear interest on the terms set forth in **Section 7** below. Capitalized terms not otherwise defined shall have the meanings given to such terms in **Section 19** of this Note.

Section 2.2. *Amendment and Restatement.* This Note renews, replaces, amends and restates in its entirety the Unsecured Revolving Demand Promissory Note dated December 31, 2023 in the original principal amount of \$150,000,000.00 payable to the order of the Noteholder and executed by the Borrower (the “*Prior Note*”). As of the close of business on December 31, 2024, the unpaid principal balance of the Prior Note was \$44,600,000.00, the accrued and unpaid interest thereon was nil and the accrued and unpaid commitment fee thereon was nil, which is the unpaid principal, accrued and unpaid interest and accrued and unpaid commitment fee owed under this Note as of the close of business on the date of this Note. This Note contains the entire understanding between the Noteholder and the Borrower with respect to the transactions contemplated hereby and supersedes all other instruments, agreements and understandings between the Noteholder and the Borrower with respect to the subject matter of this Note.

Section 3.2. *Place of Payment.* All payments will be made at Noteholder’s address at Three Lincoln Centre, 5430 LBJ Freeway, Suite 1700, Dallas, Texas 75240-2620, Attention: Treasurer, or such other place as the Noteholder may from time to time appoint in writing.

Section 4.3. *Payments.* The unpaid principal balance of this Note and any accrued and unpaid interest thereon shall be due and payable on the Final Payment Date. Prior to the Final Payment Date, any accrued and unpaid interest on an unpaid principal balance shall be paid in arrears quarterly on the last day of each March, June, September and December, commencing March 31, 2025. All payments on this Note shall be applied first to accrued and unpaid interest, next to accrued interest not yet payable and then to principal. If any payment of principal or interest on this Note shall become due on a day that is not a Business Day, such payment shall be made on the next succeeding Business Day and the payment shall be the amount owed on the original payment date.

Section 5.3. *Prepayments.* This Note may be prepaid in part or in full at any time without penalty.

Section 6.3. *Borrowings.* Prior to the Final Payment Date, Noteholder expressly authorizes Borrower to borrow, repay and re-borrow principal under this Note in increments of \$100,000 on a daily basis so long as:

- the aggregate outstanding principal balance does not exceed \$150,000,000.00; and
- no Event of Default has occurred and is continuing.

Notwithstanding anything else in this Note, in no event will Noteholder be required to lend money to Borrower under this Note and loans under this Note shall be at the sole and absolute discretion of Noteholder.

Section 7.5. *Interest.* The unpaid principal balance of this Note shall bear interest at the rate per annum of the Prime Rate plus one percent (1.00%). In the event that an Event of Default occurs and is continuing, the unpaid principal amount shall bear interest from the Event of Default at the rate per annum of the Prime Rate plus four percent (4.00%) until such time as the Event of Default is cured. Accrued interest on the unpaid principal of this Note shall be computed on the basis of a 365- or 366-day year for actual days (including the first, but excluding the last day) elapsed, but in no event shall such computation result in an amount of accrued interest that would exceed accrued interest on the unpaid principal balance during the same period at the Maximum Rate. Notwithstanding anything to the contrary, this Note is expressly limited so that in no contingency or event whatsoever shall the amount paid or agreed to be paid to the Noteholder exceed the Maximum Rate. If, from any circumstances whatsoever, the Noteholder shall ever receive as interest an amount that would exceed the Maximum Rate, such amount that would be excessive interest shall be applied to the reduction of the unpaid principal balance and not to the payment of interest, and if the

principal amount of this Note is paid in full, any remaining excess shall be paid to Borrower, and in such event, the Noteholder shall not be subject to any penalties provided by any laws for contracting for, charging, taking, reserving or receiving interest in excess of the highest lawful rate permissible under applicable law. All sums paid or agreed to be paid to Noteholder for the use, forbearance or detention of the indebtedness of the Borrower to Noteholder shall, to the extent permitted by applicable law, be amortized, prorated, allocated and spread throughout the full term of such indebtedness until payment in full of the principal (including the period of any renewal or extension thereof) so that the interest on account of such indebtedness shall not exceed the Maximum Rate. If at any time the Contract Rate is limited to the Maximum Rate, any subsequent reductions in the Contract Rate shall not reduce the rate of interest on this Note below the Maximum Rate until the total amount of interest accrued equals the amount of interest that would have accrued if the Contract Rate had not been limited by the Maximum Rate. In the event that, upon the Final Payment Date, the total amount of interest paid or accrued on this Note is less than the amount of interest that would have accrued if the Contract Rate had not been limited by the Maximum Rate, then at such time, to the extent permitted by law, in addition to the principal and any other amounts Borrower owes to the Noteholder, the Borrower shall pay to the Noteholder an amount equal to the difference between: (i) the lesser of the amount of interest that would have accrued if the Contract Rate had not been limited by the Maximum Rate or the amount of interest that would have accrued if the Maximum Rate had at all times been in effect; and (ii) the amount of interest actually paid on this Note.

Section 8.5. Fees and Expenses. On the last day of each March, June, September and December, commencing March 31, 2025, and on the Final Payment Date, Borrower shall pay to Noteholder the Unused Commitment Fee for such period, *provided, however*, Borrower will not owe any Unused Commitment Fee for any part of such period (prorated as applicable) that the Noteholder is a net borrower of money from the Borrower. In addition, Borrower and any guarantor jointly and severally agree to pay on the Final Payment Date to Noteholder any other cost or expense reasonably incurred by Noteholder in connection with Noteholder's commitment to Borrower pursuant to the terms of this Note, including without limitation any other cost reasonably incurred by Noteholder pursuant to the terms of any credit facility of Noteholder.

Section 9.6. Remedy. Upon the occurrence and during the continuation of an Event of Default, the Noteholder shall have all of the rights and remedies provided in the applicable Uniform Commercial Code, this Note or any other agreement among Borrower and in favor of the Noteholder, as well as those rights and remedies provided by any other applicable law, rule or regulation. In conjunction with and in addition to the foregoing rights and remedies of the Noteholder, the Noteholder may declare all indebtedness due under this Note, although otherwise unmatured, to be due and payable immediately without notice or demand whatsoever. All rights and remedies of the Noteholder are cumulative and may be exercised singly or concurrently. The failure to exercise any right or remedy will not be a waiver of such right or remedy.

Section 10.7. Right of Offset. The Noteholder shall have the right of offset against amounts that may be due by the Noteholder now or in the future to Borrower against amounts due under this Note.

Section 11.8. Record of Outstanding Indebtedness. The date and amount of each repayment of principal outstanding under this Note or interest thereon shall be recorded by Noteholder in its records. The principal balance outstanding and all accrued or accruing interest owed under this Note as recorded by Noteholder in its records shall be the best evidence of the principal balance outstanding and all accrued or accruing interest owed under this Note; *provided* that the failure of Noteholder to so record or any error in so recording or computing any such amount owed shall not limit or otherwise affect the obligations of the Borrower under this Note to repay the principal balance outstanding and all accrued or accruing interest.

Section 12.9. Waiver. Borrower and each surety, endorser, guarantor, and other party now or subsequently liable for payment of this Note, severally waive demand, presentment for payment, notice of nonpayment, notice of dishonor, protest, notice of protest, notice of the intention to accelerate, notice of acceleration, diligence in collecting or bringing suit against any party liable on this Note, and further agree to any and all extensions, renewals, modifications, partial payments, substitutions of evidence of indebtedness, and the taking or release of any collateral with or without notice before or after demand by the Noteholder for payment under this Note.

Section 13.10. Costs and Attorneys' Fees. In addition to any other amounts payable to Noteholder pursuant to the terms of this Note, in the event the Noteholder incurs costs in collecting on this Note, this Note is placed in the hands of any attorney for collection, suit is filed on this Note or if proceedings are had in bankruptcy, receivership, reorganization, or other legal or judicial proceedings for the collection of this Note, Borrower and any guarantor jointly and severally agree to pay on demand to the Noteholder all expenses and costs of collection, including, but not limited

to, reasonable attorneys' fees incurred in connection with any such collection, suit, or proceeding, in addition to the principal and interest then due.

Section 14.11. *Time of Essence.* Time is of the essence with respect to all of Borrower's obligations and agreements under this Note.

Section 15.12. *Jurisdiction and Venue.* THIS NOTE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE DOMESTIC LAWS OF THE STATE OF TEXAS, WITHOUT GIVING EFFECT TO ANY CHOICE OF LAW OR CONFLICT OF LAW PROVISION OR RULE (WHETHER OF THE STATE OF TEXAS OR ANY OTHER JURISDICTION) THAT WOULD CAUSE THE APPLICATION OF THE LAWS OF ANY JURISDICTION OTHER THAN THE STATE OF TEXAS. BORROWER CONSENTS TO JURISDICTION IN THE COURTS LOCATED IN DALLAS, TEXAS.

Section 16.13. *Notice.* Any notice or demand required by this Note shall be deemed to have been given and received on the earlier of (i) when the notice or demand is actually received by the recipient or (ii) 72 hours after the notice is deposited in the United States mail, certified or registered, with postage prepaid, and addressed to the recipient. The address for giving notice or demand under this Note (i) to the Noteholder shall be the place of payment specified in **Section 3** or such other place as the Noteholder may specify in writing to the Borrower and (ii) to Borrower shall be the address below the Borrower's signature or such other place as the Borrower may specify in writing to the Noteholder.

Section 17.14. *Amendment or Waiver of Provisions of this Note.* No amendment or waiver of any provision of this Note shall in any event be effective unless the same shall be in a writing referring to this Note and signed by the Borrower and the Noteholder. Such amendment or waiver shall be effective only in the specific instance and for the specific purpose for which given. No waiver of any of the provisions of this Note shall be deemed or shall constitute a waiver of any other provisions, whether or not similar, nor shall any waiver constitute a continuing waiver.

Section 18.14. *Successors and Assigns.* All of the covenants, obligations, promises and agreements contained in this Note made by Borrower shall be binding upon its successors and permitted assigns, as applicable. Notwithstanding the foregoing, Borrower shall not assign this Note or its performance under this Note without the prior written consent of the Noteholder. Noteholder at any time may assign this Note without the consent of Borrower.

Section 19 *Definitions.* For purposes of this Note, the following terms shall have the following meanings:

- (a) "***Basis Point***" shall mean 1/100th of 1 percent.
- (b) "***Business Day***" shall mean any day banks are open in the state of Texas.
- (c)(a) "***Contract Rate***" means the amount of any interest (including fees, charges or expenses or any other amounts that, under applicable law, are deemed interest) contracted for, charged or received by or for the account of Noteholder.
- (d)(b) "***Event of Default***" wherever used herein, means any one of the following events:
 - (i)(i) the Borrower fails to pay any amount due on this Note and/or any fees or sums due under or in connection with this Note after any such payment otherwise becomes due and payable and three Business Days after demand for such payment;
 - (ii)(ii) the Borrower otherwise fails to perform or observe any other provision contained in this Note and such breach or failure to perform shall continue for a period of thirty days after notice thereof shall have been given to the Borrower by the Noteholder;
 - (iii)(iii) a case shall be commenced against Borrower, or Borrower shall file a petition commencing a case, under any provision of the Federal Bankruptcy Code of 1978, as amended, or shall seek relief under any provision of any other bankruptcy, reorganization, arrangement, insolvency, readjustment of debt, dissolution or liquidation law of any jurisdiction, whether now or hereafter in effect, or shall consent to the filing of any petition against it under such law, or Borrower shall make an assignment for the benefit of its creditors, or shall admit in writing its inability to pay

its debts generally as they become due, or shall consent to the appointment of a receiver, trustee or liquidator of Borrower or all or any part of its property; or

(iv)(iv) an event occurs that, with notice or lapse of time, or both, would become any of the foregoing Events of Default.

(e)(d) “*Final Payment Date*” shall mean the earlier of:

- written demand by the Noteholder for payment of all or part of the unpaid principal, the accrued and unpaid interest thereon and the accrued and unpaid commitment fee thereon, but in any event no earlier than December 31, 2026; or
- acceleration as provided herein.

(f)(c) “*Maximum Rate*” shall mean the highest lawful rate permissible under applicable law for the use, forbearance or detention of money.

(g) “*Prime Rate*” shall mean the fluctuating interest rate per annum in effect from time to time equal to the base rate on corporate loans as reported as the Prime Rate in the Money Rates column of *The Wall Street Journal* or other reliable source.

(h) “*Unused Commitment Amount*” for any period on after the date of this Note shall mean the average on each day of such period of the difference between (A) \$150,000,000.00 and (B) the amount of the unpaid principal balance of this Note.

(i) “*Unused Commitment Fee*” shall mean the product of (A) 50 Basis Points per annum (pro rated to take into account that the fee is payable quarterly, or such shorter period if applicable) and (B) the Unused Commitment Amount.

BORROWER:

VALHI, INC.

By: /s/ Amy A. Samford

Amy A. Samford
Executive Vice President and Chief Financial Officer

Address:

5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240-2620

As of the date hereof, Contran Corporation, as the Noteholder, hereby agrees that this Note renews, replaces, amends and restates in its entirety the Prior Note (but shall not extinguish the obligations under the Prior Note, nor effect a novation thereof), and that the unpaid principal of \$44,600,000.00, the accrued and unpaid interest thereon of nil and the accrued and unpaid commitment fee thereon of nil that was owed under the Prior Note as of the close of business on December 31, 2024 are the unpaid principal, the accrued and unpaid interest thereon and the accrued and unpaid commitment fee thereon, respectively, owed under this Note as of the close of business on the date of this Note.

CONTRAN CORPORATION

By: /s/ Michael S. Simmons

Michael S. Simmons
President and Chief Executive Officer

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I. BACKGROUND

A. The United States of America (“United States”), on behalf of the Administrator of the U.S. Environmental Protection Agency (“EPA”), and the United States Department of the Interior (“DOI”) acting by and through the U.S. Fish and Wildlife Service (“USFWS”) and the National Oceanic and Atmospheric Administration (“NOAA”), filed a complaint in this matter against NL Industries, Inc. (“NL”) and Old Bridge Township (“Old Bridge”), and the other captioned defendants listed in Appendix A pursuant to Sections 106 and 107 of the Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”), 42 U.S.C. §§ 9601-9675, as amended, seeking reimbursement of response costs incurred or to be incurred for response actions taken or to be taken, together with accrued interest, and damages for injury to, destruction of, or loss of natural resources at or in connection with the release or threatened release of hazardous substances at the Raritan Bay Slag Superfund Site in Old Bridge and Sayreville, New Jersey (“the Site”).

B. The New Jersey Department of Environmental Protection, the Commissioner of the New Jersey Department of Environmental Protection, and the Administrator of the New Jersey Spill Compensation Fund (“Administrator”) (collectively “State Plaintiffs”) joined in the complaint against the Settling Defendants in this Court alleging that the Settling Defendants and Settling Federal Agencies are liable to the State under Section 107 of CERCLA, 42 U.S.C. § 9607, and the New Jersey Spill Compensation and Control Act, N.J.S.A. 58:10-23.11 through 23.24 (“Spill Act”), and the Water Pollution Control Act, N.J.S.A. 58:10A-1.1 to -20 (“WPCA”). The State Plaintiffs seek reimbursement of response costs incurred and to be incurred by the State Plaintiffs for response actions taken or to be taken at or in connection with the discharge, release or threatened release of hazardous substances at the Site, and damages for injury to, destruction of, or loss of natural resources as a result of the discharge of hazardous substances at the Site, together with accrued State Interest.

C. On June 5, 2013, NL filed suit against the United States Army Corps of Engineers, the General Services Administration, Old Bridge, the Settling Defendants listed in Appendix A, and others to obtain reimbursement of costs that NL had already incurred, and would in the future incur, to conduct environmental response actions at the Site under Sections 107 and 113 of CERCLA, 42 U.S.C. §§ 9607 and 9613, as well as the Spill Act, N.J.S.A. 58:1023.11g and for declaratory judgment under the New Jersey Declaratory Judgment Act, 2A:16-50 et seq., in the action *NL Industries, Inc. v. Old Bridge Township, et. al.*, 13-cv-03493 MAS (D. New Jersey)(the “NL Federal Court Action”).

D. On June 13, 2014, the District Court entered a Stipulation and Order that any enforcement claims that could be brought by the United States relating to the Site need not be asserted as a compulsory counterclaim in the NL Federal Court Action.

E. On August 16, 2017, NL filed a claim against the State of New Jersey (“State”) in the Superior Court of New Jersey, Middlesex County for contribution under the Spill Act, N.J.S.A. 58:10-23.11g and 2A:16-50 et seq. *NL Industries, Inc. v. State*, Docket No. MID-L1296-14. The State filed its answer and counterclaims on September 25, 2017, alleging NL is strictly liable for the State’s response costs, as well as natural resource damages at the Site pursuant to the Spill Act. On October 6, 2020, NL and the State agreed to voluntarily dismiss this action, without prejudice, while settlement discussions were ongoing.

F. In response to the release or threatened release of hazardous substances at or from the Site, EPA undertook response actions at the Site pursuant to Section 104 of CERCLA, 42 U.S.C. § 9604, and will undertake additional response actions in the future.

G. In accordance with Section 105 of CERCLA, EPA listed the Site on the National Priorities List (“NPL”), set forth at 40 C.F.R. Part 300, Appendix B, by publication in the Federal Register on November 4, 2009, 74 Fed. Reg. 57085. After conducting investigations at the Site, in accordance with Section 117 of CERCLA and 40 C.F.R. § 300.430(f), EPA published notice of the completion of the Feasibility Study and of the proposed plan for remedial action on September 28, 2012, in a major local newspaper of general circulation. EPA provided an opportunity for written and oral comments from the public on the proposed plan for remedial action. A copy of the transcript of the public meeting and comments received are available to the public as part of the administrative record upon which the Director of the Emergency and Remedial Response Division (now the Superfund and Emergency Management Division), EPA Region 2, based the selection of the response action. EPA issued a Record of Decision (“ROD”) on May 23, 2013, on which NJDEP has given its concurrence, selecting excavation and off-site disposal of slag, battery casings, and lead-contaminated soil and sediment as the remedial action for the Site.

H. In performing response actions at the Site, EPA has incurred response costs and will incur additional response costs in the future.

I. In accordance with Section 122(j)(1) of CERCLA, 42 U.S.C. § 9622(j)(1), EPA notified NOAA, USFWS and NJDEP’s Office of Natural Resource Restoration of negotiations with potentially responsible parties regarding the release of hazardous substances that may have resulted in injury to the natural resources under federal and state trusteeship and encouraged them to participate in the negotiation of this Consent Decree.

J. Pursuant to Section 107(f)(2) of CERCLA, the National Contingency Plan regulations at 40 C.F.R. Part 300, subpart G, and further designations and delegations, NOAA, DOI, and NJDEP’s Office of Natural Resource Restoration (collectively the “Trustees” and each individually a “Trustee”) serve as trustees of natural resources that have been or may be injured, destroyed, or lost as a result of the releases described in the complaint. The Trustees’ responsibilities include assessing and recovering damages due to those injuries and using the recovered damages to restore, replace, rehabilitate, or acquire the equivalent of the injured natural resources and associated natural resource services. The Trustees’ assessment in this matter focused on natural resource injuries and damages within the Site.

K. For purposes of the settlement set forth in this Consent Decree, the Trustees have agreed to act jointly in carrying out their responsibilities as natural resource trustees on behalf of the public. The Trustees have entered into a Memorandum of Agreement dated April 29, 2015 (the “Trustee Memorandum of Agreement”), which establishes a framework for coordination and joint decision-making in the assessment of natural resource injuries and damages attributable to the Site and the development and implementation of plans to restore the injured natural resources and associated services.

L. The Trustees initiated a natural resource damages assessment (“NRD Assessment” or “NRDA”) in accordance with the regulations found at 43 C.F.R. Part 11, for the

purpose of evaluating the injury, destruction, or loss of natural resources resulting from the release of hazardous substances at the Site and developing a plan to restore, replace, rehabilitate, or acquire the equivalent of the injured natural resources and associated natural resource services.

M. Each Trustee has incurred assessment costs in connection with the NRD Assessment for the Site.

N. The United States alleges that the defendants that have entered into this Consent Decree (“Settling Defendants”) are responsible parties pursuant to Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), and are jointly and severally liable for response costs and natural resource damages incurred and to be incurred at the Site.

O. Settling Defendants do not admit any liability to Plaintiffs arising out of the transactions or occurrences alleged in the complaint. Settling Federal Agencies do not admit any liability arising out of the transactions or occurrences alleged in any claim or counterclaim asserted by Settling Defendants or any claim by the State. The State does not admit any liability arising out of the transactions or occurrences alleged in any claim or counterclaim asserted by Settling Defendants, or any claim by the State Plaintiffs or the United States.

P. NL and the Settling Defendants listed in Appendix A have entered into settlement agreements regarding claims for cost recovery and/or contribution under Sections 107 and 113 of CERCLA, 42 U.S.C. §§ 9607 and 9613, as well as the Spill Act, N.J.S.A. 58:10-23.11g and for declaratory judgment under the New Jersey Declaratory Judgment Act, 2A:16-50 et seq. NL will combine the payments NL received from the Settling Defendants listed in Appendix A with NL’s own funds to make the payment required under Paragraph 5(a)(1).

Q. On August 28, 2019, the Superior Court of California granted approval for a settlement agreement between the Insurance Commissioner of the State of California, in his capacity as the liquidator of the Western Employers Insurance Company (“WEIC”), Old Bridge, DOI, EPA, and NOAA (collectively referred to as “the Federal Claimants”), acting by and through the United States Department of Justice (“DOJ”) (the “2019 Settlement Agreement”). Under the 2019 Settlement Agreement, the liquidator, on behalf of WEIC, paid to the Federal Claimants \$2.2 million. The 2019 Settlement Agreement states that in the event of any litigation, settlement, or other proceedings between Federal Claimants and Old Bridge regarding liability for response costs and natural resource damages at the Site, Old Bridge shall receive settlement credit for any and all payments in distribution made by the Liquidator on behalf of WEIC. Paragraph 6, “Payments by Old Bridge” therefore reflects the \$2.2 million credit from the 2019 Settlement Agreement to make the total combined settlement payment of \$23.3 million from Old Bridge to the United States.

R. The United States, the State Plaintiffs, the State, and Settling Defendants agree, and this Court by entering this Consent Decree finds, that this Consent Decree has been negotiated by the Parties in good faith, that settlement of this matter without further litigation and without the any further admission or adjudication of any issue of fact or law is appropriate and will avoid prolonged and complicated litigation between the Parties, and that this Consent Decree is fair, reasonable, and in the public interest.

THEREFORE, with the consent of the Parties to this Consent Decree, it is ORDERED, ADJUDGED, AND DECREED:

II. JURISDICTION

1. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §§ 1331, 1367, and 1345 and 42 U.S.C. §§ 9606, 9607, and 9613(b) and also has personal jurisdiction over Settling Defendants. Venue lies in this District under Section 113(b) of CERCLA and 28 U.S.C. §§ 1391(b) and 1395(a), because the Site is located in this judicial district. Solely for the purposes of this Consent Decree and the underlying complaint, Settling Defendants waive all objections and defenses that they may have to jurisdiction of the Court or to venue in this District. Settling Defendants shall not challenge entry or the terms of this Consent Decree or this Court's jurisdiction to enter and enforce this Consent Decree.

III. PARTIES BOUND

2. This Consent Decree is binding upon the United States (including on behalf of Settling Federal Agencies) and the State, and upon Settling Defendants and their successors. Any change in ownership or corporate or other legal status, including, but not limited to, any transfer of assets or real or personal property, shall in no way alter the obligations of Settling Defendants under this Consent Decree.

IV. DEFINITIONS

3. Unless otherwise expressly provided in this Consent Decree, terms used in this Consent Decree that are defined in CERCLA or in regulations promulgated under CERCLA shall have the meaning assigned to them in CERCLA or in such regulations. Whenever terms listed below are used in this Consent Decree or its appendices, the following definitions shall apply:

“Affected Property” means all real property at the Site and any other real property, owned or controlled by Owner Settling Defendant, where EPA determines, at any time, that access or land, water, or other resource use restrictions are needed to implement response actions at the Site, including, but not limited to, the following properties: Township of Old Bridge Tax map Block 1, Lots 45.11, 48, 49, 50, 53, 54.11 and 54.12.

“Business Day” means any day, except for Saturday, Sunday, and federal holidays.

“CERCLA” means the Comprehensive Environmental Response, Compensation, and Liability Act, 42 U.S.C. §§ 9601–9675, as amended.

“Consent Decree” means this Consent Decree and all appendices attached hereto. In the event of conflict between this Consent Decree and any appendix, this Consent Decree shall control.

“Covered Natural Resource Damages” means any damages recoverable by the United States or the State Plaintiffs, including NJDEP Natural Resource Damages, on behalf of the public, for injury to, destruction of, loss of, loss of use of, or impairment of Natural Resources at the Site as a result of a release or discharge of hazardous substances, including, but not limited to: (i) the reasonable costs of assessing such injury, destruction, or loss or

impairment arising from or relating to such a release or discharge; (ii) the costs of Restoration, rehabilitation, or replacement of injured or lost Natural Resources or of acquisition of equivalent resources; (iii) the costs of planning such Restoration activities; (iv) compensation for injury, destruction, loss, loss of use, or impairment of Natural Resources; and (v) each of the categories of recoverable damages described in 43 C.F.R. § 11.15.

“Day” or “day” means a calendar day. In computing any period of time under this Consent Decree, where the last day would fall on a Saturday, Sunday, or federal or State holiday, the period shall run until the close of business of the next working day.

“DARRF” means the National Oceanic and Atmospheric Administration’s Damage Assessment and Restoration Revolving Fund, established by the Oil Pollution Act, 33 U.S.C. § 2701, *et seq.* This fund’s Treasury account symbol (“TAS”) is 13X4316.

“DOI” means the U.S. Department of the Interior.

“DOJ” means the U.S. Department of Justice.

“Effective Date” means the date upon which approval of this Consent Decree is recorded on the Court’s docket.

“EPA” means the U.S. Environmental Protection Agency.

“EPA Hazardous Substance Superfund” means the Hazardous Substance Superfund established by the Internal Revenue Code, 26 U.S.C. § 9507.

“Insurance Policies” means all casualty, and/or liability insurance policies that have ever been to the benefit of NL and/or any predecessor in interest to NL issued by the Midland Insurance Company, including but not limited to all policies for general, public, comprehensive, primary, excess, excess/umbrella, pollution legal liability, cleanup cost cap or stop loss policies, and environmental impairment liability insurance.

“National Contingency Plan” or “NCP” means the National Oil and Hazardous Substances Pollution Contingency Plan promulgated pursuant to Section 105 of CERCLA, 42 U.S.C. § 9605, codified at 40 C.F.R. Part 300, and any amendments thereto.

“Natural Resource” or “Natural Resources” has the meaning provided in Section 101(16) of CERCLA, 42 U.S.C. § 9601(16), and in N.J.S.A. 58:10-23.11b of the Spill Compensation and Control Act, and includes land, fish, wildlife, biota, air, water, ground water, drinking water supplies, and other such resources, belonging to, managed by, held in trust by, appertaining to, or otherwise controlled by the United States or the State.

“Natural Resource Damage Restoration” means the activities for which Restoration funds may be applied including: (a) Restoration planning, including any further assessment needed to develop and finalize Restoration plans; (b) implementation of Restoration projects; (c) administrative expenses and indirect costs related to Restoration planning or implementation; and (d) operation, maintenance, and monitoring of completed Restoration projects and adaptive management to reinstate or enhance the effectiveness of Restoration in accordance with 42 U.S.C. §§ 9607(f) and 9611(i) and 43 C.F.R. Part 11.

“NOAA” means the National Oceanic and Atmospheric Administration, a component of the U.S. Department of Commerce.

“NRDAR Fund” means DOI’s Natural Resource Damage Assessment and Restoration Fund, established pursuant to 43 U.S.C. §§ 1474b and 1474b-1. This fund’s TAS is 14X5198.

“NJDEP” means the New Jersey Department of Environmental Protection and any successor departments or agencies of the State of New Jersey.

“NJDEP Natural Resource Damages” shall mean all claims arising from discharges at the Site that occurred prior to the effective date of this Consent Decree, and that are recoverable by State Plaintiffs as damages for injuries to Natural Resources under the Spill Compensation and Control Act, N.J.S.A. 58:10-23.11 et seq., the New Jersey Water Pollution Control Act, N.J.S.A. 58:10A-1 through -20; the Oil Pollution Act, 33 U.S.C. §§ 2701 through -2761; the Clean Water Act, 33 U.S.C. §§ 1251 through -1387; the Comprehensive Environmental Response, Compensation, and Liability Act, 42 U.S.C. §§ 9601 through 9675; the Sanitary Landfill Facility Closure and Contingency Fund Act, N.J.S.A. 13:1E-100 et seq., or any other state or federal common law, statute, or regulation, and include:

a. The costs of assessing injury to natural resources, NJDEP Office of Natural Resource Restoration’s (“ONRR’s”) costs and fees, attorney’s fees, consultants and experts’ fees, other litigation costs, and State Interest, incurred in connection with injuries to Natural Resources at the Site prior to the Effective Date of this Decree; and

b. Compensation for the lost value of, injury to, or destruction of Natural Resources; and

c. Costs incurred by the State Plaintiffs for Natural Resource Damage Restoration.

“NJDEP Natural Resource Damages” do not include:

a. Compliance with any statutory or regulatory requirement that is not within the definition of Covered Natural Resource Damages; or

b. Requirements to clean up any contamination as a result of discharges at the Site and not within the definition of Natural Resource Damage Restoration.

“NJDEP Past Cleanup and Removal Costs” shall mean all costs, including direct and indirect costs that NJDEP incurred on or before the Effective Date of this Consent Decree in connection with the Site, and State Interest on such costs.

“Owner Settling Defendant” means the following Settling Defendant who owns or controls a portion of the Site: Old Bridge Township.

“Paragraph” means a portion of this Consent Decree identified by an Arabic numeral or an upper- or lower-case letter.

“Parties” means the United States, the New Jersey Department of Environmental Protection, the Commissioner of the New Jersey Department of Environmental Protection, the Administrator of the New Jersey Spill Compensation Fund, the State, and Settling Defendants, each of which is individually a “Party”.

“Person” means an individual, firm, corporation, association, partnership, consortium, joint venture, commercial entity, the United States, the State, municipality, county within the State, commission, political subdivision of the State, or any interstate body.

“Plaintiffs” means the United States and State Plaintiffs.

“Prime Interest Rate” shall mean the WSJ prime rate computed by and published in the Wall Street Journal on the Effective Date, which can be found at https://www.wsj.com/market-data/bonds?mod=nav_top_subsection or <https://www.bankrate.com/rates/interest-rates/wall-street-prime-rate/>.

“Raritan Bay Slag Site Special Account” means the special account, within the EPA Hazardous Substance Superfund, established for the Site by EPA pursuant to Section 122(b)(3) of CERCLA, 42 U.S.C. § 9622(b)(3) and the 2019 Settlement Agreement.

“Record of Decision” or “ROD” means the EPA Record of Decision relating to the Raritan Bay Slag Superfund Site signed on May 23, 2013, by the Regional Administrator, EPA Region 2, and all attachments thereto.

“Remedial Action” means those activities, except for Operation and Maintenance, to be undertaken to implement the ROD.

“RCRA” means the Solid Waste Disposal Act, 42 U.S.C. §§ 6901–6992, also known as the Resource Conservation and Recovery Act.

“Restoration” means actions to restore, replace, rehabilitate, or acquire the equivalent of injured Natural Resources and associated services to people or the ecosystem.

“Section” means a portion of this Consent Decree identified by a Roman numeral.

“Settling Defendants” means NL Industries, Inc., Old Bridge Township, and the defendants listed in Appendix A.

“Settling Federal Agencies” means the General Services Administration and the Department of Defense as defined in 10 U.S.C. § 111, including but not limited to the U.S. Army and the U.S. Army Corps of Engineers, and their successor departments, agencies, or instrumentalities.

“Site” means the Raritan Bay Slag Superfund Site, located on the shores of the Raritan Bay in Old Bridge Township and the Borough of Sayreville. The Site includes three sectors, the seawall, jetty, and Margaret’s Creek, contaminated with lead slag, batteries, and associated wastes as well as sediment and soil contamination surrounding them as generally shown on the map included in Appendix B.

“State” means the State of New Jersey and each department and agency.

“State Interest” shall mean any interest owed to the State Plaintiffs pursuant to this Consent Decree, and shall be paid at the interest rate established by R. 4:42-11 of the then-current edition of the New Jersey Court Rules.

“State Plaintiffs” means NJDEP, the Commissioner of the New Jersey Department of Environmental Protection, and the Administrator of the New Jersey Spill Compensation Fund.

“Superfund Interest” means interest at the rate specified for interest on investments of the EPA Hazardous Substance Superfund established by 26 U.S.C. § 9507, compounded annually on October 1 of each year, in accordance with 42 U.S.C. § 9607(a). The applicable rate of interest shall be the rate in effect at the time the interest accrues. The rate of interest is subject to change on October 1 of each year. Rates are available online at <https://www.epa.gov/superfund/superfund-interest-rates>.

“Transfer” means to sell, assign, convey, lease, mortgage, or grant a security interest in, or where used as a noun, a sale, assignment, conveyance, or other disposition of any interest by operation of law or otherwise.

“Trustee Council” means the Site-specific decision-making body, consisting of one representative of each Trustee, established for the purpose of, among other things, selecting and overseeing the implementation of restoration projects for the Site.

“United States” means the United States of America and each department, agency, and instrumentality of the United States, including EPA, DOI, NOAA, and Settling Federal Agencies.

“Waste Material” means (a) any “hazardous substance” under Section 101(14) of CERCLA; (b) any pollutant or contaminant under Section 101(33) of CERCLA; (c) any “solid waste” under Section 1004(27) of RCRA; and (d) any “hazardous waste” under N.J.A.C. § 7:26G-5.

V. STATEMENT OF PURPOSE

4. The objectives of the Parties in entering into this Consent Decree is for Settling Defendants, Settling Federal Agencies, and the State to make a cash payment to resolve their alleged civil liability regarding the Site under Sections 106 and 107 of CERCLA, and the Spill Act, N.J.S.A. 58:10-23.11 through 23.24, and the WPCA, N.J.S.A. 58:10A-1.1 to -20 with the State Plaintiffs, subject to the Covenants and Reservations in Sections X and XI.

VI. PAYMENT OF COSTS AND DAMAGES

5. Payments by NL.

a. On behalf of itself and the Settling Defendants listed in Appendix A, NL shall pay to the United States \$56,100,000, plus interest as described in this Paragraph. This payment shall be made in three installments:

- (1) Within seven Business Days after the Effective Date, NL shall pay \$35,000,000, plus an additional interest payment of \$485,265. Upon the United States' receipt of this payment, each Settling Defendant listed in Appendix A is deemed to have fully satisfied the requirements under the Consent Decree, including, but not limited to, Paragraphs 28, 31 and 39. If payment is not made within seven Business Days after the Effective Date, NL shall pay Superfund Interest on the unpaid balance, with such interest

commencing on the 8th Business Day after the Effective Date and accruing through the date of the payment.

- (2) Within six months after NL's first installment payment described above, NL shall make an additional payment of \$10,550,000 plus an additional amount for interest accrued at the Prime Interest Rate on the unpaid principal amount from the date of the previous payment through the date of payment.
- (3) Within twelve months after NL's first installment payment described above, NL shall make an additional payment of \$10,550,000 plus an additional amount for interest accrued at the Prime Interest Rate on the unpaid principal amount from the date of the previous payment through the date of payment.
- (4) As additional consideration, NL also assigns the right to recover certain insurance proceeds as set forth in Section VII below.

b. NL may pay any payment prior to its due date due under Subparagraphs 5(a)(2)-(3)), without penalty, but must contact the Financial Litigation Unit ("FLU") of the U.S. Attorney's Office for the District of New Jersey in advance for a determination regarding the amount of interest to be included with the payment as outlined in Paragraph 5(a)(2)-(3). If any installment payment includes an overpayment, the amount of the overpayment will be applied to the remaining principal.

c. If NL fails to make any payment required under Paragraph 5 by the due date, the United States may send NL a written notice of late payment. If NL fails to make the payment and to pay all interest as outlined in Paragraph 5(a) and stipulated penalties owed within 30 days of receipt of the notice, all remaining payments and all accrued interest will be due immediately. Interest as outlined in Paragraph 5(a) will continue to accrue on any unpaid amounts until NL pays the total amount due. Interest required under this Paragraph is in addition to any stipulated penalties owed under Paragraph 17.

d. If NL becomes the subject of a proceeding under the Bankruptcy Code, 11 U.S.C. § 101-1532, all remaining payments and all accrued interest will be due immediately. Interest as outlined in Paragraph 5(a) will continue to accrue on any unpaid amounts until NL pays the total amount due. Interest required under this Paragraph is in addition to any stipulated penalties owed under Paragraph 17.

6. **Payments by Old Bridge.** Old Bridge shall pay \$21,100,000, plus an additional amount for Superfund Interest, as described in this Paragraph.

a. Within 30 Days after the Effective Date, Old Bridge shall pay \$15,600,000, plus an additional amount for Superfund Interest on that payment amount accruing from August 1, 2024, through the date of payment.

b. Within 120 Days after the Effective Date, Old Bridge shall pay \$5,500,000, plus an additional amount for Superfund Interest on that payment amount accruing from August 1, 2024, through the date of payment.

c. Old Bridge may pay any payment prior to its due date due under Subparagraphs 6(a)-(b), without penalty, but must contact the Financial Litigation Unit ("FLU") of the U.S. Attorney's Office for the District of New Jersey in advance for a determination regarding the amount of interest to be included with the payment as outlined in Paragraph 6(a)-(b). If any installment payment includes an overpayment, the amount of the overpayment will be applied to the remaining principal.

7. Payment by the State. Within 60 days after the Effective Date, the State shall pay \$25,300,000, plus an additional interest payment of \$359,745. If payment is not made 60 days after the Effective Date, the State shall pay Superfund Interest on the unpaid balance, with such interest commencing on the 61st day after the Effective Date and accruing through the date of the payment.

8. NL, Old Bridge, and the State shall make payments by FedWire Electronic Funds Transfer ("EFT") in accordance with instructions provided to Settling Defendants by the FLU) after the Effective Date. The payment instructions provided by the FLU will include a Consolidated Debt Collection System ("CDCS") number, Site/Spill ID Number A205, and DJ Number 90-11-3-10954, which shall be used to identify all payments required to be made in accordance with this Consent Decree. After the Effective Date, the FLU of the U.S. Attorney's Office for the District of New Jersey will provide to a Settling Defendant a calculation of the interest due for each payment. The FLU will provide the payment instructions to:

As to NL: John R. Powers, III
Senior Vice President and
General Counsel
NL Industries, Inc.
5430 Lyndon B Johnson Fwy
Suite 1700
Dallas, TX 75240
jpowers@valhi.net
(972) 450-4271

As to Old Bridge: Mark Roselli, Esq.
Roselli Griegel Lozier, PC
1337 Highway 33
Hamilton, New Jersey 08690
mroselli@roselligriegel.com
P: 609-586-2257

As to the State: Bethanne S. Prugh
Deputy Attorney General
Environmental Enforcement Section
New Jersey Office of the Attorney General, Division of Law and Public
Safety
25 Market Street
P.O. Box 093
Trenton, NJ 08625
Tel: (609) 376-2822

on behalf of NL, Old Bridge, and the State. Settling Defendants and the State may change the individual to receive payment instructions on their behalf by providing written notice of such change to DOJ and EPA in accordance with Section XVI (Notices and Submissions).

9. **Notice of Payment.** At the time of payment, NL, Old Bridge, and the State shall send to EPA and DOJ in accordance with Section XVI (Notices and Submissions), a notice of this payment including references to the CDCS Number, Site/Spill ID Number A205, and DJ Number 90-11-3-10954.

10. **Payments by Settling Federal Agencies**

a. As soon as reasonably practicable after the Effective Date, the United States, on behalf of Settling Federal Agencies, shall pay \$48,600,000 as outlined in Paragraph 11.

b. **Interest.** If any payment required by Paragraph 10.a is not made within 120 days after the Effective Date, the United States, on behalf of Settling Federal Agencies, shall pay Superfund Interest on the unpaid balance, with such interest commencing on the 121st day after the Effective Date and accruing through the date of the payment.

c. The Settling Federal Agencies' payments under this Consent Decree can only be paid from appropriated funds legally available for such purpose. Nothing in this Consent Decree constitutes a commitment or requirement that any Settling Federal Agency obligate or pay funds in contravention of the Anti-Deficiency Act, 31 U.S.C. §1341, or any other applicable provision of law.

11. **Payment Allocations.** All payments made pursuant to this Consent Decree, shall be allocated as follows:

a. For each of the payments, 87.6% shall be deposited by EPA in the Raritan Bay Slag Site Special Account to be retained and used to conduct or finance response actions at or in connection with the Site, or to be transferred by EPA to the EPA Hazardous Substance Superfund.

b. For each of the payments, 12.4% shall be allocated to the Trustees for Covered Natural Resource Damages as follows:

(1) Past Assessment Costs. From these payments:

- (a) \$1,185,000 shall be deposited by the United States into the DARFF for reimbursement of Assessment Costs incurred by NOAA, subject to the deduction required by 1994 CJS Appropriations Act;
- (b) \$10,913.73 shall be deposited by the United States into the NRDAR Fund for reimbursement of Assessment Costs incurred by DOI, subject to the deduction required by 1994 CJS Appropriations Act.

- (2) The remainder, including any accrued interest, will be deposited in the DOI NRDAR Fund for the joint benefit and use of the Trustees in accordance with Section IX.

VII. INSURANCE

12. **Assignment of Insurance Rights.** NL agrees to irrevocably assign to the United States all of NL's rights to proceeds under the Insurance Policies relating to the Raritan Bay Slag Superfund Site. This assignment does not include proceeds relating to insurance coverage for property damage or bodily injury relating to lead paint or asbestos. Upon request of the United States, NL shall reasonably cooperate with and assist the United States in (i) asserting and pursuing claims for coverage under those Insurance Policies, and (ii) negotiating or litigating to obtain the most favorable resolution of claims under those Insurance Policies as is reasonable. NL further agrees to execute all necessary documentation to effectuate this assignment and to allow the pursuit and collection by the United States, including EPA or a designee, of any insurance claims proceeds. NL shall not be required by this Consent Decree or the assignment to fund any litigation against the insurers. In the event an insurer brings a declaratory action on an Insurance Policy and names NL in this declaratory action, NL shall provide the United States with written notice no later than ten days after NL learns of any such declaratory action. The United States may, in its sole discretion, either seek to dismiss the action as to NL or to substitute itself for NL as party to the action on the basis of the assignment of rights conferred by this Paragraph. NL shall not be required to defend itself or otherwise participate at its own expense in any such declaratory action beyond the level of cooperation required in this Paragraph.

13. **Payment of Insurance Proceeds.** NL agrees that 100% of any recovery of proceeds from Insurance Policies assigned under the preceding paragraph ("Insurance Proceeds") shall be paid to the United States or its designee. NL shall use best efforts to have these Insurance Proceeds paid to the United States or its designee in accordance with the procedures specified in Paragraph 8 or pursuant to an alternate payment procedure agreeable to the United States. In the event any Insurance Proceeds are paid directly to NL, NL shall provide the United States with written notice no later than three business days after NL receives such Insurance Proceeds. NL will pay any Insurance Proceeds that it receives from applicable Insurance Policies for claims relating to the Site to the United States within 30 days of receipt.

14. **Deposit of Insurance Proceeds.** All payments of Insurance Proceeds shall be allocated in accordance with Paragraph 11.

15. **Notice of Payment of Insurance Proceeds.** At the time of NL's payment of Insurance Proceeds to the United States or its designee, NL shall send notice that payment has been made to EPA in accordance with Paragraph 9.

VIII. FAILURE TO COMPLY WITH CONSENT DECREE

16. **Interest on Late Payments.** If NL, Old Bridge or the State fails to make any payment required by Paragraphs 5-7, and 13 by the required due date, interest as outlined for each such payment shall continue to accrue on the unpaid balance through the date of payment.

17. **Stipulated Penalty**

a. If any amounts due under Paragraphs 5-7, and 13 are not paid by the required due date, whichever failed to make such payment shall be in violation of this Consent Decree and shall pay, as a stipulated penalty, in addition to the interest required by Paragraph 16 (Interest on Late Payments), \$5,000 per violation per day that such payment is late.

b. Stipulated penalties are due and payable within 30 days after the date of the demand for payment of the penalties by EPA. NL, Old Bridge, and/or the State shall make payment at <https://www.pay.gov> using the link for "EPA Miscellaneous Payments Cincinnati Finance Center," including references to Site/Spill ID Number A205, and DJ Number 90-11-3-10954, and the purpose of the payment. NL, Old Bridge, and/or the State shall send a notice of any such payment to DOJ, EPA and the Trustees. The payment of stipulated penalties and interest, if any, does not alter any obligation by Settling Defendants and/or the State under the Consent Decree.

c. Penalties shall accrue as provided in this Paragraph regardless of whether EPA has notified NL, Old Bridge, and/or the State of the violation or made a demand for payment but need only be paid upon demand. All penalties shall begin to accrue on the day after payment is due and shall continue to accrue through the date of payment. Nothing in this Consent Decree shall prevent the simultaneous accrual of separate penalties for separate violations of this Consent Decree.

d. Of any stipulated penalties paid, 87.6% shall be paid to EPA consistent with the instruction in Paragraph 11.a, and deposited by EPA in the Raritan Bay Slag Site Special Account to be retained and used to conduct or finance response actions at or in connection with the Site, or to be transferred by EPA to the EPA Hazardous Substance Superfund and 12.4% shall be paid to the Trustees, consistent with the instruction in Paragraph 11.b and deposited in the DOI NRDAR Fund for the joint benefit and use of the Trustees.

18. The State's payments under this Consent Decree can only be paid from appropriated funds legally available for such purpose. Nothing in this Consent Decree constitutes a commitment or requirement that the State obligate or pay funds, including pursuant to Paragraphs 16, 17, and 19, in contravention of the N.J. Const. art. VIII, sec. 2, par. 2, or any other applicable provision of law.

19. If the United States and/or the State Plaintiffs bring an action to enforce this Consent Decree, the Settling Defendant(s) against which such action was brought shall reimburse the United States and/or the State Plaintiffs for all costs of such action, including but not limited to costs of attorney time. If the United States brings an action to enforce this Consent Decree against the State, the State shall reimburse the United States for all costs of such action, including but not limited to costs of attorney time.

20. Payments made under this Section shall be in addition to any other remedies or sanctions available to Plaintiffs by virtue of Settling Defendants' or the State's failure to comply with the requirements of this Consent Decree.

21. Notwithstanding any other provision of this Section, the United States may, in its unreviewable discretion, waive payment of any portion of the stipulated penalties that have accrued pursuant to this Consent Decree. Payment of stipulated penalties shall not excuse

Settling Defendants from payment as required by Section VI (Payment of Costs and Damages) or from performance of any other requirements of this Consent Decree.

IX. USE OF PAYMENTS FOR NATURAL RESOURCE RESTORATION

22. All funds received under Paragraphs 5-11, 13, 14 and 17 allocated to the Trustees, other than the funds to reimburse for assessment costs, must be used to restore, rehabilitate, replace, and/or acquire the equivalent of the Natural Resources alleged to be injured as a result of releases or discharges of hazardous substances at or from the Site in accordance with this Consent Decree. The activities for which Restoration funds may be applied include: (a) Restoration planning, including any further assessment needed to develop and finalize Restoration plans; (b) implementation of Restoration projects; (c) administrative expenses and indirect costs related to Restoration planning or implementation; and (d) operation, maintenance, and monitoring of completed restoration projects and adaptive management to reinstate or enhance the effectiveness of Restoration in accordance with 42 U.S.C. §§ 9607(f) and 9611(i) and 43 C.F.R. Part 11.

23. Decisions regarding the use of funds under this Section will be made by agreement of the Trustees, acting through the Trustee Council. Settling Defendants may not challenge or dispute, in any forum or proceeding, any decision by the Trustees regarding the use of Restoration funds under this Section or the selection or implementation of Restoration relating to the Site, except that they may participate in opportunities for public comment on Trustee proposals that are formally noticed for comments by the general public.

X. COVENANTS BY THE UNITED STATES AND THE STATE

24. **United States Covenant Not to Sue Settling Defendants and the State.** Subject to Paragraphs 28-31, the United States (including Settling Federal Agencies) covenants not to sue or to take administrative action against Settling Defendants and the State under Sections 106 and 107(a) of CERCLA regarding the Site.

25. **Covenants for Settling Federal Agencies.** Subject to Paragraphs 28-31, EPA, NOAA, and DOI covenant not to take administrative action against Settling Federal Agencies under Sections 106 and 107(a) of CERCLA regarding the Site.

26. **State Covenants for Settling Defendants.** Subject to Paragraphs 28 - 31, the State Plaintiffs covenant on behalf of themselves and the State not to sue or to take administrative action against Settling Defendants under Sections 106 and 107(a) of CERCLA, the Spill Act, or any and all of State Plaintiffs' causes of action for NJDEP Natural Resource Damages regarding the Site.

27. **State Covenants for Settling Federal Agencies.** Subject to Paragraphs 28 - 31, the State covenants not to sue or to take administrative action against Settling Federal Agencies under Sections 106 and 107(a) of CERCLA regarding the Site.

28. The covenants under Paragraphs 24 through 27: (a) take effect upon the Effective Date, except with respect to future liability, for which these covenants take effect upon Certification of Remedial Action Completion by EPA under Paragraph 30; (b) are conditioned, respectively, on the satisfactory performance by Settling Defendants, by the State, and by the United States on behalf of the Settling Federal Agencies of the requirements of this Consent

Decree; (c) extend to the successors of each Settling Defendant but only to the extent that the alleged liability of the successor of the Settling Defendant is based solely on its status as a successor of the Settling Defendant; and (d) do not extend to any other person.

29. **United States Pre-and Post-Certification Reservations.** Notwithstanding any other provision of this Consent Decree, the United States reserves, and this Consent Decree is without prejudice to, the right to issue an administrative order or to institute proceedings in this action or in a new action seeking to compel Settling Defendants and/or the State, and EPA reserves the right to issue an administrative order seeking to compel Settling Federal Agencies, to perform further response actions relating to the Site, to pay the United States for additional costs of response, or any combination thereof. The United States may exercise its rights under this reservation only if, at any time, conditions at the Site previously unknown to EPA are discovered, or information previously unknown to EPA is received, and EPA determines, based in whole or in part on these previously unknown conditions or information, that the Remedial Action is not protective of public health or welfare or the environment.

a. Before Certification of Remedial Action Completion, the information and the conditions known to EPA include only that information and those conditions known to EPA as of the date the Record of Decision was signed and set forth in the Record of Decision for the Site and the administrative record supporting the Record of Decision.

b. After Certification of Remedial Action Completion under Paragraph 30, the information and the conditions known to EPA include only that information and those conditions known to EPA as of the date of Certification of Remedial Action Completion and set forth in the Record of Decision, the administrative record supporting the Record of Decision, the post-Record of Decision administrative record, or in any information received by EPA and in accordance with the requirements of this Consent Decree prior to Certification of Remedial Action Completion.

30. As soon as reasonably practicable after such a certification is possible, EPA will certify in writing that the Remedial Action has been performed fully and that the performance standards identified in the ROD have been attained. This certification shall constitute the Certification of Remedial Action Completion at issue for purposes of Paragraphs 28, 29.a, and 29.b above.

31. **General Reservations.** Notwithstanding any other provision of this Consent Decree, the United States and the State Plaintiffs reserve, and this Consent Decree is without prejudice to, all rights against Settling Defendants and the State; and EPA, the Trustees, and the State Plaintiffs reserve, and this Consent Decree is without prejudice to, all rights against Settling Federal Agencies, regarding the following:

a. liability for failure of Settling Defendants, Settling Federal Agencies, or the State to meet a requirement of this Consent Decree;

b. liability for assessment costs or damages incurred or to be incurred by Plaintiffs that are not within the definition of Covered Natural Resource Damages;

c. additional claims in this action or in a new action for Covered Natural Resource Damages if conditions, factors, or information at the Site, not known to the Trustees as

of the date of lodging of this Consent Decree, are discovered that, together with any other relevant information, indicate that there is a threat to the environment, or injury to, destruction of, or loss of Natural Resources of a type unknown or of a magnitude significantly greater than was known, at the time of the date of lodging of this Consent Decree. The information and the conditions known to the Trustees as of the date of lodging of this Consent Decree include only those documented in: (i) information collected or developed by or for any of the Trustees for purposes of the NRD Assessment for the Site prior to the date of lodging of this Consent Decree, including any sampling data or other data and any analyses, diagrams, maps, reports, or surveys relating to the Site in the possession or control of any Trustee, and (ii) any administrative record established by EPA for a removal or remedial action selected prior to the date of lodging of this Consent Decree;

d. liability based on the ownership of the Site by Settling Defendants, Settling Federal Agencies, or the State when such ownership commences after signature of this Consent Decree by Settling Defendants, Settling Federal Agencies, or the State;

e. liability based on the operation of the Site by Settling Defendants, Settling Federal Agencies, or the State when such operation commences after signature of this Consent Decree by Settling Defendants, Settling Federal Agencies, or the State;

f. liability based on Settling Defendants', Settling Federal Agencies', or the State's transportation, treatment, storage, or disposal, or arrangement for transportation, treatment, storage, or disposal of Waste Material at or in connection with the Site, after signature of this Consent Decree by Settling Defendants, Settling Federal Agencies, or the State;

g. liability arising from the past, present, or future disposal, release, or threat of release of Waste Material outside of the Site; and

h. criminal liability.

32. Subject to Paragraphs 24 through 27, nothing in this Consent Decree limits any authority of Plaintiffs to take, direct, or order all appropriate action to protect public health and welfare and the environment or to prevent, abate, respond to, or minimize an actual or threatened release of Waste Material on, at, or from the Site, or to request a court to order such action.

XI. COVENANTS BY SETTLING DEFENDANTS, SETTLING FEDERAL AGENCIES and the STATE

33. Covenants by Settling Defendants.

a. Subject to Paragraph 34, Settling Defendants covenant not to sue and shall not assert any claim against the United States (including Settling Federal Agencies) or the State under CERCLA, Section 7002(a) of RCRA, the United States Constitution, the Tucker Act, 28 U.S.C. § 1491, the Equal Access to Justice Act, 28 U.S.C. § 2412, the New Jersey State Constitution, the Spill Act, the WPCA or at common law regarding the Site, including any claim or cause of action against Plaintiffs relating to Covered Natural Resource Damages, the assessment of Natural Resource injuries and damages, or any Restoration actions relating to the Site.

b. Subject to Paragraph 34, Settling Defendants covenant not to seek reimbursement from the EPA Hazardous Substance Superfund through CERCLA or any other law for costs regarding the Site or any direct or indirect claim for reimbursement from the Spill Compensation Fund within the meaning of N.J.S.A. 58:10-23.11k or N.J.A.C. 7:11 or the Sanitary Landfill Facility Contingency Fund within the meaning of N.J.S.A. 13:1E-107 or N.J.A.C. 7:11 concerning the Site.

34. Settling Defendants' Reservation. The covenants in Paragraph 33 do not apply to any claim brought or order issued after the Effective Date by the United States (including Settling Federal Agencies) or the State (including State Plaintiffs) to the extent such claim or order is within the scope of a reservation under Paragraphs 29, and 31.a through 31.g.

35. Covenant by Settling Federal Agencies. Settling Federal Agencies shall not seek reimbursement from the Fund through CERCLA or any other law for the Site. This covenant does not preclude demand for reimbursement from the Superfund of costs incurred by a Settling Federal Agency in the performance of its duties (other than pursuant to this Consent Decree) as lead or support agency under the NCP.

36. Covenant by the State. The State shall not seek reimbursement from the EPA Hazardous Substance Superfund through CERCLA or any other law for this Site. This covenant does not preclude demand for reimbursement from the Superfund of costs incurred by the State in the performance of its duties (other than pursuant to this Consent Decree) as lead or support agency under the NCP.

37. Third Party Waiver. Settling Defendants and the State shall not assert any claims and waive all claims or causes of action (including claims or causes of action under Sections 107(a) and 113 of CERCLA) that they may have against any third party who enters or has entered into a settlement with the United States to the extent Settling Defendants' or the State's claims and causes of action are within the scope of the matters addressed in the third party's settlement with the United States, provided, however, that this waiver does not apply if the third party asserts a claim regarding the Site against the Settling Defendants or the State. Nothing in this Consent Decree limits Settling Defendants' or the State's rights under Section 122(d)(2) of CERCLA to comment on any settlement proposed by the United States.

38. Nothing in this Consent Decree shall be deemed to constitute approval or preauthorization of a claim within the meaning of Section 111 of CERCLA, 42 U.S.C. § 9611, or 40 C.F.R. 300.700(d). Nothing in this Consent Decree shall be deemed to constitute preauthorization of a claim against the Spill Fund within the meaning of N.J.S.A. 58:10-23.11k or N.J.A.C. 7:1J.

XII. EFFECT OF SETTLEMENT/CONTRIBUTION

39. The Parties agree and this Court finds that: (a) the complaint filed by the United States and the State Plaintiffs in this action is a civil action within the meaning of Section 113(f)(1) of CERCLA; (b) this Consent Decree constitutes a judicially-approved settlement under which each Settling Defendant, the State, and each Settling Federal Agency has, as of the Effective Date, resolved liability to the United States within the meaning of Sections 113(f)(2) and 113(f)(3)(B) of CERCLA and/or to the State Plaintiffs within the meaning of Section 113(f)(2) of CERCLA and Section 11f.a.(2)(b) of the Spill Act, N.J.S.A. 58:10-23.11f.a.(2)(b);

and (c) each Settling Defendant, the State, and Settling Federal Agency is entitled, as of the Effective Date, to protection from contribution actions or claims as provided by Section 113(f)(2) of CERCLA and N.J.S.A. 58:10-23.11f.a(2)(b), or as may be otherwise provided by law, for the “matters addressed” in this Consent Decree. The contribution protection under the preceding sentence extends to the successors of each Settling Defendant but only to the extent that the alleged liability of the successor of the Settling Defendant is based solely on its status as a successor of the Settling Defendant. The “matters addressed” in this Consent Decree are all response actions taken or to be taken and all response costs, and Covered Natural Resource Damages, incurred or to be incurred, at or in connection with the Site, by the United States, the State Plaintiffs or any other person; provided, however, that if the United States or State Plaintiffs exercise rights under the reservations in Paragraphs 29, and 31.a through 31.g., the “matters addressed” in this Consent Decree will no longer include those response costs or response actions or Covered Natural Resource Damages that are within the scope of the claim brought under the reservation.

40. Each Settling Defendant or the State shall, with respect to any suit or claim brought by it for matters related to this Consent Decree, notify EPA, DOJ, and the State Plaintiffs in writing no later than 60 days prior to the initiation of such suit or claim. Each Settling Defendant or the State also shall, with respect to any suit or claim brought against it for matters related to this Consent Decree, notify EPA, DOJ, and the State Plaintiffs in writing within 10 days after service of the complaint or claim upon it. In addition, each Settling Defendant or the State shall notify EPA, DOJ, and the State Plaintiffs within 10 days after service or receipt of any Motion for Summary Judgment, and within 10 days after receipt of any order from a court setting a case for trial, for matters related to this Consent Decree.

41. Res Judicata and Other Defenses. In any subsequent administrative or judicial proceeding initiated by the United States or the State for injunctive relief, recovery of response costs, recovery of natural resource damages, or other relief relating to the Site, Settling Defendants and the State (and, with respect to a State action, Settling Federal Agencies) shall not assert, and may not maintain, any defense or claim based upon the principles of waiver, res judicata, the entire controversy doctrine, collateral estoppel, issue preclusion, claim-splitting, or other defenses based upon any contention that the claims raised by the United States or State Plaintiffs in the subsequent proceeding were or should have been brought in the instant case; provided, however, that nothing in this Paragraph affects the enforceability of the covenants not to sue set forth in Section X of this Consent Decree.

42. Nothing in this Consent Decree diminishes the right of the United States or the State Plaintiffs pursuant to Section 113(f)(2) and (3) of CERCLA, 42 U.S.C. § 9613(f)(2)-(3), or the Spill Act, to pursue any person not a party to this Consent Decree to obtain additional damages, response costs or response action or cleanup and removal costs and Covered Natural Resource Damages and to enter into settlements that give rise to contribution protection pursuant to Section 113(f)(2) or the Spill Act.

43. Nothing in this Consent Decree shall diminish NL, Old Bridge, the State, or any Settling Defendant’s right to seek contribution under Section 113(f)(1)-(3) of CERCLA against any Person not a Party to this settlement.

44. Upon entry of this Consent Decree, all claims in the NL Federal Court Action between and among the Parties to the Consent Decree, shall be deemed dismissed with prejudice, with all such Parties to bear their own costs.

XIII. PROPERTY REQUIREMENTS

45. Agreements Regarding Access and Non-Interference. Owner Settling Defendant shall, with respect to its Affected Property:

a. Provide the United States, NJDEP, and their representatives, contractors, and subcontractors with access at all reasonable times to its Affected Property to conduct any activity relating to response actions and Natural Resource Damage Restoration at the Site including the following activities:

- (1) Verifying any data or information submitted to the United States or the State;
- (2) Conducting investigations regarding contamination and Covered Natural Resource Damages at or near the Site;
- (3) Obtaining samples;
- (4) Assessing the need for, planning, implementing, or monitoring as to response actions and Natural Resource Damage Restoration;
- (5) Inspecting and copying records, operating logs, contracts, or other documents maintained or generated by Owner Settling Defendant or its agents, consistent with Section XIV (Access to Information);
- (6) Assessing Owner Settling Defendant's compliance with the Consent Decree;
- (7) Determining whether the Affected Property is being used in a manner that is prohibited or restricted, or that may need to be prohibited or restricted, under the Consent Decree;
- (8) Implementing, monitoring, maintaining, reporting on, and enforcing any institutional controls or any land, water, or other resource use restrictions regarding the Affected Property; and
- (9) Implementing Natural Resource Damages Restoration, including restoration projects selected by the Trustee Council in accordance with 42 U.S.C. §§ 9607(f) and 9611(i) and 43 C.F.R. Part 1.

b. Refrain from using its Affected Property in any manner that EPA or NJDEP determines will (i) pose an unacceptable risk to human health or to the environment due to exposure to hazardous substances or (ii) interfere with or adversely affect the implementation, integrity, or protectiveness of response actions at the Site, including the following restrictions:

- (1) Prohibiting the following activities which could interfere with response actions at the Site:

- (a) access to or use of the restricted park and beach areas (identified as Area 2 in the ROD) unless authorized by EPA until response actions are deemed complete by EPA;
 - (b) access to or use of park or beach areas that will need to be restricted during remedial action activities unless authorized by EPA until response actions are deemed complete by EPA; and
 - (c) denial of access to use roadways and other property under the control of the Owner Settling Defendant in such a manner as to interfere with the ability of EPA or its contractors to perform response actions.
- (2) Prohibiting the following activities which could result in exposure to contaminants in subsurface soils and groundwater:
- (a) excavation of subsurface soils in the park, or sediments in the beach areas without prior approval from EPA and until response actions are deemed complete by EPA; and
 - (b) use of beach areas for recreational or other public activities during the conduct of response actions without prior approval from EPA and until response actions are deemed complete by EPA.
- (3) Ensuring that any new structures on the Affected Property will not be constructed in the following manner which could interfere with response actions at the Site:
- (a) coordinating any new construction within the park area or its immediate environs with EPA to assure the placement/replacement of building(s) and the associated staging area needed during construction do not interfere with EPA's response actions; and
 - (b) ensuring any new structures built prior to or during EPA response actions are designed in such a manner that they can withstand the impacts of nearby response action work.

46. If EPA determines in a decision document prepared in accordance with the NCP that institutional controls in the form of state or local laws, regulations, ordinances, zoning, or other governmental controls or notices are needed regarding the Affected Property, Owner Settling Defendant shall cooperate with EPA's and the State Plaintiffs' efforts to secure and ensure compliance with such institutional controls.

47. In the event of any Transfer of the Affected Property, unless the United States otherwise consents in writing, Owner Settling Defendant shall continue to comply with its obligations under the Consent Decree.

48. Notwithstanding any provision of this Consent Decree, the United States and NJDEP retain all of their access authorities and rights, as well as all of their rights to require

institutional controls, including enforcement authorities related thereto, under CERCLA, RCRA, and any other applicable statute or regulations.

XIV. ACCESS TO INFORMATION

49. Settling Defendants shall provide to the United States and the State Plaintiffs, upon request, copies of all records, reports, documents, and other information (including records, reports, documents, and other information in electronic form) (hereinafter referred to as "Records") within their possession or control, or that of their contractors or agents, regarding the Site, including information relevant to liability. Each Settling Defendant shall also make available to the United States and the State Plaintiffs, for purposes of investigation, information gathering, or testimony, their employees, agents, or representatives with knowledge of relevant facts concerning the Site.

50. **Privileged and Protected Claims**

a. Settling Defendants may assert that all or part of a Record is privileged or protected as provided under federal law and/or state law, provided they comply with Paragraph 50.b, and except as provided in Paragraph 50.c.

b. If Settling Defendants assert a claim of privilege or protection, they shall provide Plaintiffs with the following information regarding such Record: its title; its date; the name, title, affiliation (e.g., company or firm), and address of the author, each addressee, and of each recipient; a description of the Record's contents; and the privilege or protection asserted. If a claim of privilege or protection applies only to a portion of a Record, Settling Defendants shall provide the Record to Plaintiffs in redacted form to mask the privileged or protected information only. Settling Defendants shall retain all Records that they claim to be privileged or protected until the Plaintiffs have had a reasonable opportunity to dispute the privilege or protection claim and any such dispute has been resolved in the Settling Defendants' favor.

c. Settling Defendants may make no claim of privilege or protection regarding:

- (1) any data regarding the Site, including but not limited to, all sampling, analytical, monitoring, hydrogeologic, scientific, chemical, radiological, or engineering data, or the portion of any other Record that evidences conditions at or around the Site; or
- (2) the portion of any Record that Settling Defendants are required to create or generate pursuant to this Consent Decree.

51. **Business Confidential Claims.** Settling Defendants may assert that all or part of a record submitted to Plaintiffs under this Section or Section XV (Retention of Records) is business confidential to the extent permitted by and in accordance with Section 104(e)(7) of CERCLA, 42 U.S.C. § 9604(e)(7), and 40 C.F.R. 2.203(b). Settling Defendants shall segregate and clearly identify all records or parts thereof submitted under this Consent Decree for which Settling Defendants assert a business confidentiality claim. Records that Settling Defendants claim to be confidential business information will be accorded the protection specified in 40 C.F.R. Part 2, Subpart B. If no claim of confidentiality accompanies records when they are submitted to EPA and State Plaintiffs, or if EPA has notified Settling Defendants that the records

are not confidential under the standards of Section 104(e)(7) of CERCLA or 40 C.F.R. Part 2 Subpart B, the public may be given access to such records without further notice to Settling Defendants.

52. Notwithstanding any provision of this Consent Decree, the United States and the State retain all of their information gathering and inspection authorities and rights, including enforcement actions related thereto, under CERCLA, RCRA, and any other applicable statutes or regulations.

XV. RETENTION OF RECORDS

53. Until 10 years after the Effective Date, each Settling Defendant and the State shall preserve and retain all non-identical copies of Records now in its possession or control, or that come into its possession or control, that relate in any manner to its liability under CERCLA with respect to the Site, provided, however, that Settling Defendants who are potentially liable as owners or operators of the Site must retain, in addition, all Records that relate to the liability of any other person under CERCLA with respect to the Site. Each of the above record retention requirements shall apply regardless of any corporate or State retention policy to the contrary.

54. After the conclusion of the document retention period in the preceding paragraph, Settling Defendants shall notify the United States and State Plaintiffs at least 90 days prior to the destruction of any such Records, and, upon request by the United States or State Plaintiffs, except as provided in Paragraph 50 (Privileged and Protected Claims), Settling Defendants shall deliver any such Records to the requesting party.

55. Each of the Settling Defendants certifies individually that, to the best of its knowledge and belief, after thorough inquiry, it has not altered, mutilated, discarded, destroyed or otherwise disposed of any Records relating to its potential liability regarding the Site since notification of potential liability by the United States, the State, or NL, and that it has fully complied with any and all United States and/or State Plaintiffs requests for information regarding the Site pursuant to Sections 104(e) and 122(e)(3)(B) of CERCLA, 42 U.S.C. §§ 9604(e) and 9622(e)(3)(B), Section 3007 of RCRA, 42 U.S.C. § 6927, and state law.

56. The United States acknowledges that each Settling Federal Agency (a) is subject to all applicable Federal record retention laws, regulations, and policies; and (b) has certified that it has fully complied with any and all United States and State requests for information regarding the Site pursuant to Sections 104(e) and 122(e)(3)(B) of CERCLA, 42 U.S.C. §§ 9604(e) and 9622(e)(3)(B), Section 3007 of RCRA, 42 U.S.C. § 6927, and state law.

57. The State acknowledges that its (a) is subject to all applicable State record retention laws, regulations, and policies; and (b) has certified that it has fully complied with any and all United States requests for information regarding the Site pursuant to Sections 104(e) and 122(e)(3)(B) of CERCLA, 42 U.S.C. §§ 9604(e) and 9622(e)(3)(B), Section 3007 of RCRA, 42 U.S.C. § 6927, and state law.

XVI. NOTICES AND SUBMISSIONS

58. Whenever, under the terms of this Consent Decree, notice is required to be given or a document is required to be sent by one Party to another, it shall be directed to the individuals at the addresses specified below, unless those individuals or their successors give notice of a

change to the other Parties in writing. Except as otherwise provided, notice to a Party by email (if that option is provided below) or by regular mail in accordance with this Section satisfies any notice requirement of the Consent Decree regarding such Party. Any Party may change the method, person, or address applicable to it by providing notice of such change to all Parties.

For notice to the United States, DOJ, EPA, NOAA, and Settling Federal Agencies should be included:

As to DOJ by email: eescasemanagement.enrd@usdoj.gov
Re: DJ # 90-11-3-10954

**As to DOJ by email on
On behalf of Settling
Federal Agencies:** mailprocessing_EDS.enrd@usdoj.gov
Re: DJ # 90-11-6-19872

As to DOJ by mail: EES Case Management Unit
U.S. Department of Justice
Environment and Natural Resources Division
P.O. Box 7611
Washington, D.C. 20044-7611
Re: DJ # 90-11-3-10954

**And on behalf of:
Settling Federal Agencies:** Chief
U.S. Department of Justice
Environment and Natural Resources Division
Environmental Defense Section
P.O. Box 7611
Washington, D.C. 20044-7611
Re: DJ # 90-11-6-19872

As to EPA: Damaris Urdaz
Assistant Regional Counsel
Office of Regional Counsel
U.S. Environmental Protection Agency, Region 2
290 Broadway, 17th Floor
New York, New York 10007
urdaz.damaris@epa.gov

and

Tanya Mitchell
Special Projects Branch
Superfund and Emergency Management Division
U.S. Environmental Protection Agency
290 Broadway, 18th Floor
New York, New York 10007
mitchell.tanya@epa.gov

As to NOAA:

Lisa Rosman
NOAA, Assessment & Restoration Division
26 Federal Plaza; Suite 2-130
New York, New York 10278
Lisa.rosman@noaa.gov

and

Kim Katzenbarger
Natural Resources Section
NOAA Office of General Counsel
1315 East West Highway; Suite 15873
Silver Spring, MD 20910
Kimberly.katzenbarger@noaa.gov

As to DOI:

Mark Barash, Esq.
Senior Attorney
Office of the Solicitor of the United States Department of the
Interior
15 State St., 8th Floor
Boston, MA 02109-3502
mark.barash@sol.doi.gov

As to the State:

Bethanne S. Prugh
Deputy Attorney General
Environmental Enforcement Section
New Jersey Office of the Attorney General, Division of Law and
Public Safety
25 Market Street
P.O. Box 093
Trenton, NJ 08625
Tel: (609) 376-2822
Tel: (609) 376-2740 - Main
Fax: (609) 984-9315
Bethanne.Prugh@law.njoag.gov

As to NL:

John R. Powers, III
Senior Vice President and
General Counsel
NL Industries, Inc.
5430 Lyndon B Johnson Fwy
Suite 1700

Dallas, TX 75240
jpowers@valhi.net

and

Christopher R. Gibson, Esq.
Archer & Greiner, P.C.
1025 Laurel Oak Road
Voorhees, NJ 08043
cgibson@archerlaw.com

As to Old Bridge:

George Buermann, Esq.
Goldberg Segalla, LLP
1037 Raymond Blvd
Newark, NJ 07102
Gbuermann@goldbergsegalla.com

-and-

Matthew C. Moench, Esq.
King Moench & Collins LLP
51 Gibraltar Drive, Suite 2F
Morris Plains, NJ 07950
mmoench@kingmoench.com

XVII. RETENTION OF JURISDICTION

59. This Court shall retain jurisdiction over this matter for the purpose of interpreting and enforcing the terms of this Consent Decree.

XVIII. INTEGRATION AND APPENDICES

60. This Consent Decree and its appendices constitute the final, complete, and exclusive agreement and understanding among the Parties with respect to the settlement embodied in this Consent Decree. The Parties acknowledge that there are no representations, agreements, or understandings relating to the settlement other than those expressly contained in this Consent Decree. The following appendices are attached to and incorporated into this Consent Decree:

“Appendix A” is a list of additional Settling Defendants whose payments are included with NL’s.

“Appendix B” is the map of the Site.

XIX. LODGING AND OPPORTUNITY FOR PUBLIC COMMENT

61. This Consent Decree shall be lodged with the Court for a period of at least 60 days for public notice and comment in accordance with Section 122(d) of CERCLA and 28 C.F.R. § 50.7. The United States may modify or withdraw its consent to this Consent Decree if comments received disclose facts or considerations that indicate that this Consent Decree is inappropriate, improper, or inadequate. Settling Defendants consent to the entry of this Consent Decree without further notice.

62. NJDEP, in accordance with N.J.S.A. 58:10-23.11e2, will arrange for written notice of the Consent Decree to all other potentially responsible parties of whom NJDEP had notice as of the date NJDEP published notice of the proposed Consent Decree in this matter in the New Jersey Register. NJDEP will publish notice of this Consent Decree in the New Jersey Register and on NJDEP's website for public comment for a period of 60 days. In accordance with N.J.S.A. 58:10-23.11e2, such notice shall include the following information:

- a. the caption of this case;
- b. the name and location of the Site;
- c. the name of the Settling Defendants;
- d. a summary of the terms of this Consent Decree; and
- e. that there are 60 days to comment on the proposed Consent Decree.

63. NJDEP reserves the right to withdraw or withhold its consent to this Consent Decree if NJDEP receives information that discloses facts or considerations that indicate to NJDEP in its sole discretion, that the Consent Decree is inappropriate, improper, or inadequate.

64. Settling Defendants agree not to oppose or to appeal the entry of this Consent Decree. If for any reason the Court should decline to approve this Consent Decree in the form presented, this agreement, except for the previous sentence, is voidable at the sole discretion of any Party and its terms may not be used as evidence in any litigation among the Parties.

XX. SIGNATORIES/SERVICE

65. The undersigned representative of the United States, the undersigned representative of the State, and each undersigned representative of the individual Settling Defendants certifies that he or she is fully authorized to enter into the terms and conditions of this Consent Decree and to execute and legally bind such Party to this document.

66. Each of the Settling Defendants shall identify, on the attached signature page, the name and address of an agent who is authorized to accept service of process by mail on behalf of that Party with respect to all matters arising under or relating to this Consent Decree. Settling Defendants agree to accept service in that manner and to waive the formal service requirements set forth in Rule 4 of the Federal Rules of Civil Procedure and any applicable local rules of this Court, including but not limited to, service of a summons. The Parties agree that Settling Defendants need not file an answer to the complaint in this action unless or until the Court expressly declines to enter this Consent Decree.

XXI. FINAL JUDGMENT

67. Upon entry of this Consent Decree by the Court, this Consent Decree shall constitute the final judgment between and among the United States, the State, and Settling Defendants. The Court finds that there is no just reason for delay and therefore enters this judgment as a final judgment under Fed. R. Civ. P. 54 and 58.

SO ORDERED THIS 10th DAY OF February, 2025.

/s/Michael A. Shipp
Michael A. Shipp
United States District Judge

FOR THE UNITED STATES OF AMERICA:

Todd Kim
Assistant Attorney General
U.S. Department of Justice
Environment and Natural Resources Division
Washington, D.C. 20530

9/4/24
Dated

/s/Rachel Hankey.
Rachel Hankey
Trial Attorney
U.S. Department of Justice
Environment and Natural Resources
Division
Environmental Enforcement Section
P.O. Box 7611
Washington, D.C. 20044-7611

/s/Heather Gange
Heather Gange
Senior Attorney
U.S. Department of Justice
Environment and Natural Resources
Division
Environmental Defense Section
P.O. Box 7611
Washington, D.C. 20044-7611]

Phillip R. Sellinger
United States Attorney
District of New Jersey

/s/Heather Carney Costanzo
Heather Carney Costanzo
Assistant United States Attorney
United States Attorney's Office
District of New Jersey
402 E. State Street, Room 430
Trenton, New Jersey 08608
Phone: 609-858-0305
[E-mail: heather.costanzo@usdoj.gov](mailto:heather.costanzo@usdoj.gov)

/s/Pat Evangelista
Pat Evangelista, Director
Superfund and Emergency Management Division
U.S. Environmental Protection Agency, Region 2
290 Broadway, 19th Floor
New York, New York 10007

/s/Damaris C. Urdaz
Damaris C. Urdaz
Assistant Regional Counsel
Office of Regional Counsel
U.S. Environmental Protection Agency, Region 2
290 Broadway, 17th Floor
New York, New York 10007

FOR THE STATE OF NEW JERSEY:

Matthew J. Platkin
Attorney General of New Jersey

July 11, 2024

Dated

/s/Richard Engel, Esq.
By: Richard Engel, Esq.
Deputy Attorney General
New Jersey Department of Law and Public Safety
Division of Law
R.J. Hughes Justice Complex
25 W. Market Street, P.O. Box 093
Trenton, NJ 08625-0093

COMMISSIONER OF THE NEW JERSEY
DEPARTMENT OF ENVIRONMENTAL
PROTECTION

July 10, 2024

Dated

/s/Shawn M. LaTourette
Shawn M. LaTourette

ASSISTANT COMMISSIONER, CONTAMINATED
SITE REMEDIATION AND REDEVELOPMENT

July 10, 2024

Dated

/s/David E. Haymes
David E. Haymes

ADMINISTRATOR OF THE SPILL FUND

July 10, 2024

Dated

/s/David E. Haymes
David E. Haymes

FOR OLD BRIDGE TOWNSHIP:

July 31, 2024

Dated

/s/Mark Roselli, Esq.

Mark Roselli, Esq.

Counsel

Roselli Griegel Lozier, PC

1337 Highway 33

Hamilton, New Jersey 08690

mroselli@roselligriegel.com

P: 609-586-2257

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Matthew C. Moench, Esq.

King Moench & Collins LLP

51 Gibraltar Drive, Suite 2F

Morris Plains, NJ 07950

mmoench@kingmoench.com

FOR NL INDUSTRIES, INC.:

July 10, 2024
Dated

/s/John R. Powers, III
John R. Powers, III
Senior Vice President and General Counsel
NL Industries, Inc.
5430 LBJ Freeway, Suite 1700
Dallas, Texas 75240

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Christopher R. Gibson, Esq.
Counsel
Archer & Greiner, P.C.
1025 Laurel Oak Road
Voorhees, NJ 08043
cgibson@archerlaw.com

FOR ATLANTIC BATTERY COMPANY, INC.:

6-30-24
Dated

/s/Keith Migell
Keith Migell
President
Atlantic Battery Co., Inc.
P.O. Box 172
E. Watertown, MA 02172

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Christopher D. Hillsley, Esq.
McGivney Kluger Clark &
Intoccia, P.C. 1001
Conshohocken State RD, 2-
107 Conshohocken,
Pennsylvania 19428

**FOR ATLANTIC RICHFIELD
COMPANY:**

July 1, 2024
Dated

/s/Nathan Block, Esq.
Nathan Block, Esq.
Managing Counsel
501 Westlake Park Blvd
WL1 LR3
Houston, TX 77079

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Scott McDonald
Liability Manager
Helios Plaza
201 Helios Way
Houston, TX 77079
281-892-3182
Scott.McDonald2@bp.com

and

Nathan Block
Managing Counsel
501 Westlake Park Blvd
WL1 LR3
Houston, TX 77079
832-684-6252
Nathan.Block@bp.com

FOR BIXON LIQUIDATION CORP.:

July 2, 2024

Dated

/s/Harvey Bixon, President

Harvey Bixon, President

Bixon Liquidation Corp.

275 Tennis Court

Wall Township, New Jersey 07719

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Franklin W. Boenning, Esq.

275 Tennis Court

Wall Township, New Jersey 07719

FOR C&D TECHNOLOGIES, INC.:

July 12, 2024

Dated

/s/Mara Williams

Mara Williams
Chief Legal Officer
200 Precision Road
Horsham, PA 19044

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Mara Williams
Chief Legal Officer
200 Precision Road
Horsham, PA 19044

FOR CLARIOS, LLC:

7/3/24

Dated

Counsel

/s/Alexis MacDowall

Alexis MacDowall

Vice President, Global Deputy General

Clarios, LLC

5757 N. Green Bay Avenue, Florist Tower

Glendale, WI 53209-4408

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Beveridge & Diamond, P.C.

Counsel

Eric Klein

Beveridge & Diamond, P.C.

155 Federal St #1600

Boston, MA 02110

FOR CROWN BATTERY MANUFACTURING COMPANY:

7-11-24

Dated

/s/Lee Henig-Elona, Esq

for/Harold F Hawk Jr,

President and CEO

Crown Battery Manufacturing Company

1445 Majestic Drive, Fremont OH 43420

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Harold F Hawk Jr,

President and CEO

Crown Battery Manufacturing Company

1445 Majestic Drive, Fremont OH 43420

**FOR EAST PENN MANUFACTURING
CO.:**

7/12/24
Dated

/s/Christina L. Weeber
Christina L. Weeber
Executive Vice President and Chief
Financial Officer
East Penn Manufacturing Co.
102 Deka Road
Lyon Station, PA 19536-0147

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Christina L. Weeber
Executive Vice President and Chief
Financial Officer
East Penn Manufacturing Co.
102 Deka Road
Lyon Station, PA 19536-0147

**FOR E.I. DU PONT DE NEMOURS and COMPANY (now known as EIDP, INC.:
which has assigned this site to THE CHEMOURS COMPANY:**

Jul 10, 2024
Dated

/s/Thomas A. Warnock
Thomas A. Warnock
Vice President, Deputy General Counsel and Chief of
Litigation
EIDP, Inc.
974 Centre Road, Building 735
Wilmington, DE 19805
thomas.a.warnock@corteva.com

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Loly G. Tor, Esq.
K&L Gates LLP
One Newark Center, 10th Fl.
Newark, NJ 07102

FOR ENERSYS DELAWARE, INC.:

July 10, 2024

Dated

/s/Andrea J. Funk

Andrea J. Funk, Chief Financial Officer
2366 Bernville Road
Reading, PA 19605

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Nicole Moshang, Esq.
Andrea J. Funk, Chief Financial Officer
Three Bala Plaza East
Suite 700
Bala Cynwyd, PA 19004
nmoshang@mankogold.com

FOR FMC CORPORATION:

July 1, 2024
Dated

/s/Douglas Groux
Douglas Groux
Global Director, EHS, Process Safety, Remediation &
EHS
Governance
2929 Walnut Street
Philadelphia, PA 19104

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Mica Iddings, Esq.
Environmental, Health & Safety Counsel
FMC Corporation
2929 Walnut Street, Philadelphia PA 19104

FOR GOULD ELECTRONICS, INC.:

7/10/24

Dated

/s/Dean Hattula

Dean Hattula

Chief Administrative Officer

Gould Electronics, Inc.

2555 W Fairview St., Suite 103

Chandler, AZ 85224

Agent Authorized to Accept Service on Behalf of Above-signed Party:

John Rego, Esq.

c/o Benesch Friedlander Copan & Aronoff

LLP

127 Public Square, Suite 4900

Cleveland, OH 44114

FOR HONEYWELL INTERNATIONAL, INC.:

July 11, 2024
Dated

/s/Charles Anthony
Charles Anthony
VP and General Counsel – Health, Safety,
Environment, Product Stewardship, and
Sustainability 855 S. Mint Street

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Charles Anthony
VP and General Counsel – Health, Safety,
Environment, Product Stewardship, and
Sustainability
855 S. Mint Street
Charlotte, NC 28202

FOR JOE KRENTZMAN & SON, INC:

7/3/24
Dated

/s/Stephen M. Krentzman
Stephen M. Krentzman, Chairman
P.O. Box 508
Lewistown, PA 17044

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Scott A. Gould, Esq.
McNees Wallace & Nurick LLC
100 Pine Street
Harrisburg, PA 17101
sgould@mcneeslaw.com

FOR JOHNSON CONTROLS, INC.

Dated /s/Richard Dancy
Richard Dancy, Vice President
Johnson Controls, Inc.
5757 N. Green Bay Ave.
Milwaukee, Wisconsin 53209

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Beveridge & Diamond, P.C.
Counsel

Nicole Weinstein
Beveridge & Diamond, P.C.
825 Third Avenue
16th Floor
New York, NY 10022

**FOR RAE STORAGE BATTERY CO.,
INC.:**

7-9-24
Dated

/s/Roy Earley, Owner
Roy Earley, Owner
RAE Storage Battery Co., Inc.
94 Misty Mountain Road, Berlin, CT
06037

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Frank J. Brennan, III, Esq.
Brennan Law Firm
73 North Main Street
Cranbury, NJ 08512

**FOR RIO TINTO MINERALS, INC., RIO TINTO METALS LIMITED,
RIO TINTO PLC**

13-07-24
Dated

/s/Stephen Bourn
Stephen Bourn
General Manager, Closure Delivery
Americas
Rio Tinto Minerals, Inc.
4700 Daybreak Parkway
South Jordan, UT 84009

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Corporation Service Company
15 West South Temple, Suite 600
Salt Lake City, UT 84101

FOR TIFFEN ACQUISITION CORP. AND TIFFEN COMPANY, LLC:

07-12-24
Dated

/s/Steven Tiffen
Steven Tiffen
Chairman and Chief Executive Officer
90 Oser Avenue
Hauppauge, NY 11788

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Steven Tiffen
Tiffen Company, LLC
Chairman and Chief Executive Officer
90 Oser Avenue
Hauppauge, NY 11788

FOR WIMCO METALS, INC.:

7-2-24
Dated

/s/Mark A. Weis
Mark A. Weis, Controller
221 Seventh Street
Suite 304
Pittsburgh, PA 15238

Agent Authorized to Accept Service on Behalf of Above-signed Party:

Scott A. Gould, Esq.
McNees Wallace & Nurick LLC
100 Pine Street
Harrisburg, PA 17101
sgould@mcneeslaw.com

FOR YUASA BATTERY, INC.:

7/8/2024
Dated

/s/Ryo Okubo
Ryo Okubo
CEO/President
Yuasa Battery, Inc.
2901 Montrose Ave.
Laureldale, PA 19605

Agent Authorized to Accept Service on Behalf of Above-signed Party:
Ryo Okubo

CEO/President
Yuasa Battery, Inc.
2901 Montrose Ave.
Laureldale, PA 19605

AND

Dennis Ulrich
Sr. VP of Engineering, EHS, & Quality
Yuasa Battery, Inc.
2901 Montrose Ave.
Laureldale, PA 19605

APPENDIX A

Atlantic Battery Co., Inc.
Atlantic Richfield Company
Bixon Liquidation Corp.
C&D Technologies, Inc.
Clarios, LLC (f/n/a Johnson Controls Battery Group. LLC)
Crown Battery Manufacturing Company
East Penn Manufacturing Co.
E.I. du Pont de Nemours and Company (n/k/a EIDP, Inc.)
EnerSys Delaware, Inc.
FMC Corporation
Gould Electronics, Inc. on behalf of Gould Inc.
Honeywell International, Inc.
Joe Krentzman & Son, Inc.
Johnson Controls, Inc.
RAE Storage Battery Co.
Rio Tinto Metals Limited
Rio Tinto Minerals Inc.
Rio Tinto plc
Tiffen Acquisition Corp.
Tiffen Company, LLC
Wimco Metals, Inc.
Yuasa Battery, Inc.

Adopted March 6, 2025

Valhi, Inc.
Insider Trading Policy

1. Purpose

The board of directors of Valhi, Inc. has adopted this Insider Trading Policy (the “Policy”) to promote compliance with U.S. federal, state and foreign securities laws that prohibit certain persons who are aware of material nonpublic information about a company from: (i) engaging in transactions in the securities of that company; or (ii) providing material nonpublic information to other persons who may trade on the basis of that information.

2. Persons and Securities Subject to the Policy

a. This Policy applies to all *officers, directors and employees of the Company* (as defined below). The Company may also determine that other persons should be subject to this Policy, such as contractors or consultants who have access to material nonpublic information. This Policy also applies to family members, other members of a person’s household and entities controlled by a person covered by this Policy, as described below.

b. The definition of the term *Company* in this Policy helps determine *who* is subject to this Policy. As used in this Policy, “Company” means Valhi, Inc. and its subsidiaries (other than NL Industries, Inc. Kronos Worldwide, Inc. and CompX International Inc. and their respective subsidiaries). Some subsidiaries are excluded from the definition because they are subject to a separate insider trading policy.

c. The definition of the term *Issuer* in this Policy helps determine *what securities* are subject to this Policy. Each of the following is an “Issuer” within the meaning of this Policy:

- i. the Company; and
- ii. each of the following publicly traded affiliates of the Company:
 - (A) NL Industries, Inc. (and its wholly owned subsidiaries);
 - (B) Kronos Worldwide, Inc. (and its wholly owned subsidiaries); and
 - (C) CompX International Inc. (and its wholly owned subsidiaries).

(See Section 11.d(iv) below regarding overlapping insider trading policies.)

d. As used in this Policy, “Securities” of a company means that company’s securities, including its common stock, options to purchase common stock, or any other type of securities (equity or debt) that such company may issue, including (but not limited to) preferred stock, debentures and warrants, as well as derivative securities that are not issued by it, such as exchange-traded put or call options or swaps relating to such company’s securities.

3. Transactions Subject to the Policy

This Policy applies to all transactions (including purchases, sales and gifts) in Securities of the Company and (as applicable) of other Issuers.

4. Individual Responsibility

Persons subject to this Policy have ethical and legal obligations to maintain the

confidentiality of information about the Company and to not engage in transactions in Securities of the Company, or (as applicable) of other Issuers, while in possession of material nonpublic information. Persons subject to this policy must not engage in illegal trading and must avoid the appearance of improper trading. Each individual is responsible for making sure that they comply with this Policy, and that any family member, household member or entity whose transactions are subject to this Policy, as discussed below, also comply with this Policy. In all cases, the responsibility for determining whether an individual is in possession of material nonpublic information rests with that individual, and any action on the part of the Company, the Compliance Officer or any other employee or director pursuant to this Policy (or otherwise) does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws. You could be subject to severe legal penalties and disciplinary action by the Company for any conduct prohibited by this Policy or applicable securities laws, as described below in more detail in Section 15 (Consequences of Violations).

5. Administration of the Policy

The corporate secretary of Valhi, Inc. shall serve as the “Compliance Officer” for the purposes of this Policy and may delegate authority to administer the Policy.

6. Principal Statement of Policy

a. Trading in Issuer Securities and Disclosure of Non-public Information. It is the policy of the Company that no director, officer or other employee of the Company (or any other person designated as subject to this Policy) who is aware of material nonpublic information relating to an Issuer may, directly, or indirectly through family members or other persons or entities:

i. engage in transactions in Securities of any Issuer with respect to which such information is material nonpublic information, in each case except as otherwise specified in this Policy in Section 12 (Rule 10b5-1 Plans);

ii. recommend that others engage in transactions in any Securities of any Issuer with respect to which such information is material nonpublic information;

iii. disclose material nonpublic information to persons within the Company whose jobs do not require them to have that information, or outside of the Company to other persons, including, but not limited to, family, friends, business associates, investors and expert consulting firms, unless any such disclosure is made in accordance with the Company’s policies regarding the protection or authorized external disclosure of information regarding the Company; or

iv. assist anyone engaged in the above activities.

(Important: Please make sure you are familiar with the additional procedural requirements in Sections 11.a and 11.b below, regarding Quarterly Trading Restriction (applicable to all employees, plus officers and directors) and Pre-Clearance Procedures (applicable to officers and directors).)

b. Trading in Securities of Other Companies. In addition, it is the policy of the Company that no director, officer or other employee of the Company (or any other person designated as subject to this Policy) who learns of material nonpublic information about a publicly traded company (including without limitation any affiliate of the Company not otherwise covered by this Policy) in the course of working or providing services for the Company may engage in transactions in that company's securities until the information becomes public or is no longer material.

c. No Exceptions. There are no exceptions to this Policy, other than as specifically noted herein. Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure), or small transactions, are not excepted from this Policy. The securities laws do not recognize any mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.

7. Definition of Material Nonpublic Information

a. Material Information. Information is considered "material" if a reasonable investor would consider that information important in making a decision to buy, hold or sell securities. Any information that could be expected to affect a company's stock price, whether it is positive or negative, should be considered material. There is no bright-line standard for assessing materiality; rather, materiality is based on an assessment of all of the facts and circumstances, and is often evaluated by enforcement authorities with the benefit of hindsight. While it is not possible to define all categories of material information, some examples of information that ordinarily would be regarded as material are:

- a pending or proposed merger, acquisition, joint venture, tender offer or restructuring;
- a pending or proposed acquisition or disposition of a significant asset;
- significant related party transactions;
- a change in dividend policy, the declaration of a stock split, or an offering of additional securities;
- bank borrowings or other financing transactions out of the ordinary course;
- a change in senior management;
- development of a significant new product, process, or service;
- pending or threatened significant litigation, or the resolution of such litigation; or
- a significant cybersecurity incident, such as a data breach, or any other significant disruption in the company's operations or loss, potential loss, breach or unauthorized access of its property or assets, whether at its facilities or through its information technology infrastructure.

b. When Information is Considered Public. Information that has not been disclosed to the public is generally considered to be nonpublic information. In order to establish that the information has been disclosed to the public, it may be necessary to demonstrate that the information has been widely disseminated. Information generally would be considered widely disseminated if it has been disclosed through the newswire services, a broadcast on widely-available radio or television programs, publication in a widely-available newspaper, magazine or news website, or public disclosure documents filed with the SEC that are available on the SEC's website. By contrast, information would likely not be considered widely disseminated if it is

available only to the Company's employees, or if it is only available to a select group of analysts, brokers and institutional investors.

Once information is widely disseminated, it is still necessary to provide the investing public with sufficient time to absorb the information. As a general rule, information should not be considered fully absorbed by the marketplace until after the close of business on the second day after the day on which the information is released. If, for example, the Company were to make a material announcement on a Monday, you should not trade in Securities of the Company until after the close of business on Wednesday. Depending on the particular circumstances, the Company may determine that a longer or shorter period should apply to the release of specific material nonpublic information.

8. Transactions by Family Members and Others

This Policy applies to your family members who reside with you (including a spouse, children, children away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings and in-laws), anyone else who lives in your household, and any family members who do not live in your household but whose transactions in Issuer Securities are directed by you or are subject to your influence or control, such as parents or children who consult with you before they trade in Issuer Securities (collectively referred to as "Family Members"). You are responsible for the transactions of these other persons and therefore should make them aware of the need to confer with you before they trade in Issuer Securities, and you should treat all such transactions for the purposes of this Policy and applicable securities laws as if the transactions were for your own account. This Policy does not, however, apply to personal securities transactions of Family Members where the purchase or sale decision is made by a third party not controlled by, influenced by or related to you or your Family Members.

9. Transactions by Entities that You Influence or Control

This Policy applies to any entities that you influence or control, including any corporations, partnerships or trusts (collectively referred to as "Controlled Entities"), and transactions by these Controlled Entities should be treated for the purposes of this Policy and applicable securities laws as if they were for your own account.

10. Transactions Under Company Plans

This Policy does not apply to the receipt of stock by directors under the Company's Non-Employee Director Stock Plan. However, the Policy does apply to transactions in such stock following receipt by the director.

11. Additional Procedures

The Company has established additional procedures in order to assist the Company in the administration of this Policy, to facilitate compliance with laws prohibiting insider trading while in possession of material nonpublic information, and to avoid the appearance of any impropriety. Some of these additional procedures are applicable only to certain individuals, as described below.

a. Pre-Clearance Procedures. *Officers and directors* of the Company, as well as the Family Members and Controlled Entities of such persons, may not engage in any transaction in Securities of the Company or any other Issuer without first obtaining pre-clearance of the transaction from the Compliance Officer. The Compliance Officer is under no obligation to approve a transaction submitted for pre-clearance, and may determine not to permit the transaction. If a person seeks pre-clearance and permission to engage in the transaction is denied, then they should refrain from initiating any transaction in the applicable Securities, and should not inform any other person of the restriction unless authorized by the Compliance Officer.

When a request for pre-clearance is made, the requestor should carefully consider whether they may be aware of any material nonpublic information about the Company or another Issuer, and should describe fully those circumstances to the Compliance Officer. The requestor should also indicate whether they have effected any non-exempt “opposite-way” transactions within the past six months, and should be prepared to report the proposed transaction on an appropriate Form 4 or Form 5. The requestor should also be prepared to comply with SEC Rule 144 and file Form 144, if necessary, at the time of any sale.

Pre-cleared transactions should be effected promptly. Requestors are encouraged, but not required, to refresh the request for pre-clearance if a pre-cleared transaction is not effected within five (5) business days after pre-clearance is received.

b. Quarterly Trading Restrictions. *All officers, directors and employees* of the Company, as well as their Family Members or Controlled Entities, may not conduct any transactions involving the Securities of the Company or any other Issuer (other than as specified by this Policy), during a “Restricted Period” that:

- begins at the close of business on the day that is two weeks prior to the end of each fiscal quarter, and
- ends at the close of business on the second business day following the date of the public release of the Company’s earnings results for that quarter.

In other words, these persons may only conduct transactions in Securities of the Company or any other Issuer during the “window period” beginning after the close of business on the second business day following the public release of the Company’s quarterly earnings and ending at the close of business on the day that is two weeks prior to the close of the next fiscal quarter.

c. Event-Specific Restricted Periods. From time to time, an event may occur that is material to the Company and is known by only a few directors, officers and/or employees. So long as the event remains material and nonpublic, *the persons designated by the Compliance Officer* may not engage in transactions in Issuer Securities. In addition, the Company’s financial results may be sufficiently material in a particular fiscal quarter that, in the judgment of the Compliance Officer, designated persons should refrain from engaging in transactions in Issuer

Securities even sooner than the quarterly Restricted Period described above. In that situation, the Compliance Officer may notify these persons that they should not trade in the Company's Securities, without disclosing the reason for the restriction. The existence of an event-specific restricted period or the extension of a quarterly Restricted Period will not be announced to the Company as a whole, and should not be communicated to any other person. Even if the Compliance Officer has not designated you as a person who should not engage in transactions in Issuer Securities due to an event-specific restricted period, you should not trade while aware of material nonpublic information. Exceptions will not be granted during an event-specific restricted period.

d. Exceptions.

i. The quarterly trading restrictions and event-driven trading restrictions do not apply to those transactions described above under Section 10 (Transactions Under Company Plans) as exceptions.

ii. The requirement for pre-clearance, the quarterly trading restrictions and event-driven trading restrictions do not apply to transactions conducted pursuant to approved Rule 10b5-1 plans, described under Section 12 (Rule 10b5-1 Plans).

iii. The Compliance Officer (or the person delegated authority by the Compliance Officer) in his/her discretion may approve other or further exceptions to these requirements on a case-by-case basis in certain very limited circumstances. Any request for an exception pursuant to this paragraph must be submitted in advance and in writing, and any approval must be in writing.

iv. With respect to transactions in securities of an Issuer other than the Company, if a person is subject to the insider trading policy of that Issuer, they do not need to separately comply with this Policy. For example, if a person who is a director of both Valhi, Inc. and CompX International Inc. desires to sell stock of CompX International Inc., they would only need to comply with the insider trading policy of CompX International Inc. (and not this Policy).

12. Rule 10b5-1 Plans

Rule 10b5-1 under the Exchange Act provides a defense from insider trading liability under Rule 10b-5. In order to be eligible to rely on this defense, a person subject to this Policy must enter into a Rule 10b5-1 plan for transactions in Issuer Securities that meets certain conditions specified in the Rule (a "Rule 10b5-1 Plan"). If the plan meets the requirements of Rule 10b5-1, transactions in Issuer Securities may occur even when the person who has entered into the plan is aware of material nonpublic information. To comply with the Policy, a Rule 10b5-1 Plan must be approved by the Compliance Officer and meet the requirements of Rule 10b5-1. In general, a Rule 10b5-1 Plan must be entered into at a time when the person entering into the plan is not aware of material nonpublic information. Once the plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party.

13. Prohibition on Short Sales

Section 16(c) of the Exchange Act prohibits officers and directors of the Company from engaging in short sales of the Company's Securities (*i.e.*, the sale of a security that the seller does not own), regardless of whether they are aware of any material nonpublic information.

14. Post-Termination Transactions

This Policy continues to apply to transactions in Issuer Securities even after termination of service to the Company. If an individual is in possession of material nonpublic information when his or her service terminates, that individual may not engage in transactions in Issuer Securities until that information has become public or is no longer material. The pre-clearance procedures specified under Section 11 (Additional Procedures) above, however, will cease to apply to transactions in Issuer Securities upon the expiration of any Restricted Period or other Company-imposed trading restrictions applicable at the time of the termination of service.

15. Consequences of Violations

The purchase or sale of securities while aware of material nonpublic information, or the disclosure of material nonpublic information to others who then engage in transactions in the Securities of the Company (or, as applicable, of other Issuers), is prohibited by the federal and state laws. Insider trading violations are pursued vigorously by the SEC, U.S. Attorneys and state enforcement authorities, as well as enforcement authorities in foreign jurisdictions. Punishment for insider trading violations is severe, and could include significant fines and imprisonment. While the regulatory authorities concentrate their efforts on the individuals who trade, or who tip inside information to others who trade, the federal securities laws also impose potential liability on companies and other "controlling persons" if they fail to take reasonable steps to prevent insider trading by company personnel.

In addition, an individual's failure to comply with this Policy may subject the individual to Company-imposed sanctions, including dismissal of an employee for cause, whether or not the employee's failure to comply results in a violation of law. A violation of law, or even an SEC investigation that does not result in prosecution, can tarnish a person's reputation and irreparably damage a career.

16. Company Assistance

Any person who has a question about this Policy or its application to any proposed transaction may obtain additional guidance from the Compliance Officer. The general counsel of the Company may also be contacted with questions regarding the Policy and to confirm the identity of the Compliance Officer or any other person delegated authority.

SUBSIDIARIES OF THE REGISTRANT

Name of Corporation	Jurisdiction of Incorporation or Organization	% of Voting Securities Held at December 31, 2024 (1)
ASC Holdings, Inc.	Utah	100%
Kronos Worldwide, Inc. (2)	Delaware	50%
NL Industries, Inc. (2), (3), (4)	New Jersey	83%
CompX International Inc. (4)	Delaware	87%
Tremont LLC	Delaware	100%
TRECO LLC	Nevada	100%
Basic Management, Inc.	Nevada	63%
Basic Environmental Company LLC	Nevada	100%
Basic Remediation Company LLC	Nevada	100%
Basic Land Company	Nevada	100%
The LandWell Company LP (5)	Delaware	50%
Henderson Interchange Sign LLC	Nevada	100%
TRE Management Company	Delaware	100%
Tall Pines Insurance Company	Vermont	100%
Medite Corporation	Delaware	100%

- (1) Held by the Registrant or the indicated subsidiary of the Registrant.
- (2) Subsidiaries of Kronos are incorporated by reference to Exhibit 21.1 of Kronos' Annual Report on Form 10-K for the year ended December 31, 2024 (File No. 333-100047). NL owns an additional 31% of Kronos directly.
- (3) Subsidiaries of NL are incorporated by reference to Exhibit 21.1 of NL's Annual Report on Form 10-K for the year ended December 31, 2024 (File No. 1-640).
- (4) Subsidiaries of CompX are incorporated by reference to Exhibit 21.1 of CompX's Annual Report on Form 10-K for the year ended December 31, 2024 (File No. 1-13905).
- (5) TRECO LLC owns an additional 27% of The LandWell Company LP directly.
-

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-256546) of Valhi, Inc. of our report dated March 6, 2025 relating to the financial statements, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas
March 6, 2025

I, Michael S. Simmons, certify that:

- 1) I have reviewed this Annual Report on Form 10-K of Valhi, Inc.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
- 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 function):
 - 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: March 6, 2025

/s/Michael S. Simmons

Michael S. Simmons

Vice Chairman of the Board, President and Chief Executive Officer

I, Amy A. Samford, certify that:

- 1) I have reviewed this Annual Report on Form 10-K of Valhi, Inc.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an Annual Report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
- 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 function):
 - 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: March 6, 2025

/s/ Amy A. Samford

Amy A. Samford

Executive Vice President and Chief Financial Officer

**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 Annual Report of Valhi, Inc. (the "Company") on Form 10-K for the year ended December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Michael S. Simmons, Vice Chairman of the Board, President and Chief Executive Officer, and Amy A. Samford, Executive Vice President and Chief Financial Officer of the Company, certify, 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; and

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

/s/Michael S. Simmons

Michael S. Simmons

Vice Chairman of the Board, President and
Chief Executive Officer

March 6, 2025

/s/Amy A. Samford

Amy A. Samford

Executive Vice President and Chief Financial Officer
March 6, 2025

Note: The certification the registrant furnishes in this exhibit is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Registration Statements or other documents filed with the Securities and Exchange Commission shall not incorporate this exhibit by reference, except as otherwise expressly stated in such filing.
