

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

**FORM 10-K**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the Fiscal Year Ended December 31, 2025

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
Commission File Number 001-35456

**ALLISON TRANSMISSION HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

26-0414014  
(I.R.S. Employer Identification Number)



One Allison Way  
Indianapolis, IN 46222

(Address of principal executive offices and zip code)

(317) 242-5000

(Registrant's telephone number, including area code)

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange On Which Registered
Common Stock, \$0.01 par value	ALSN	New York Stock Exchange

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

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

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

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

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

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

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

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

Indicate by check mark whether the registrant 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).

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

The aggregate market value of the voting and non-voting stock held by non-affiliates was approximately \$7,896 million as of June 30, 2025.

As of January 30, 2026, there were 82,805,592 shares of Common Stock outstanding.

**Documents Incorporated by Reference**

Portions of the Registrant's definitive Proxy Statement for its 2026 annual meeting of stockholders will be incorporated by reference in Part III of this Annual Report on Form 10-K.

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### **Cautionary Note Regarding Forward-Looking Statements**

This Annual Report on Form 10-K contains forward-looking statements. The words “believe,” “expect,” “anticipate,” “intend,” “estimate” and other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. You should not place undue reliance on these forward-looking statements. Although forward-looking statements reflect management’s good faith beliefs, reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements speak only as of the date the statements are made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise. These forward-looking statements are subject to numerous risks and uncertainties, including, but not limited to: the significant costs we are expected to incur in connection with the integration of the Off-Highway Drive & Motion Systems business (the “Acquired Off-Highway Business”) of Dana Incorporated (“Dana”); our ability to successfully integrate the Acquired Off-Highway Business and its operations in the expected time frame; our ability to realize all of the anticipated benefits from the integration of the Acquired Off-Highway Business and its operations and to effectively manage our expanded operations; our participation in markets that are competitive; our ability to prepare for, respond to and successfully achieve our objectives relating to technological and market developments, competitive threats and changing customer needs, including with respect to electric hybrid and fully electric commercial vehicles; increases in cost, disruption of supply or shortage of labor, freight, raw materials, energy or components used to manufacture or transport our products or those of our customers or suppliers, including as a result of geopolitical risks, natural disasters, extreme weather events, wars and public health crises such as pandemics; global economic volatility; general economic and industry conditions, including the risk of prolonged inflation and recession; labor strikes, work stoppages or similar labor disputes, which could significantly disrupt our operations or those of our principal customers or suppliers; the highly cyclical industries in which certain of our end users operate; uncertainty in the global regulatory and business environments in which we operate; the concentration of our net sales in our top five customers and the loss of any one of these; cybersecurity risks to our operational systems, security systems or infrastructure owned by us or our third-party vendors and suppliers; the failure of markets outside North America to increase adoption of fully automatic transmissions; the success of our research and development efforts, the outcome of which is uncertain; U.S. and foreign defense spending; risks associated with our international operations, including acts of war and increased trade protectionism and tariffs; the discovery of defects in our products, resulting in delays in new model launches, recall campaigns and/or increased warranty costs and reduction in future sales or damage to our brand and reputation; our ability to identify, consummate and effectively integrate acquisitions and collaborations; and risks related to our indebtedness.

Important factors that could cause actual results to differ materially from our expectations are disclosed under Part I, Item 1A., “Risk Factors” in this Annual Report on Form 10-K. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by these cautionary statements as well as other cautionary statements that are made from time to time in our other United States Securities and Exchange Commission (“SEC”) filings or public communications. You should evaluate all forward-looking statements made in this Annual Report on Form 10-K in the context of these risks and uncertainties.

### **Certain Trademarks**

This Annual Report on Form 10-K includes trademarks, such as Allison Transmission, eGen Flex, eGen Power, FracTran, ReTran and Walker Die Casting, which are protected under applicable intellectual property laws and are our property and/or the property of our subsidiaries. This report also contains trademarks, service marks, copyrights and trade names of other companies, which are the property of their respective owners. We do not intend our use or display of other companies’ trademarks, service marks, copyrights or trade names to imply a relationship with, or endorsement or sponsorship of us by, any other companies. Solely for convenience, our trademarks and trade names referred to in this report may appear without the ® or ™ symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensor to these trademarks and trade names.

## PART I.

### ITEM 1. Business

#### *Overview*

Allison Transmission Holdings, Inc. and its subsidiaries (“Allison,” “we,” “us” or “our”) is a global leader in high-performance mobility and work solutions built for the needs of the modern industrial world. The business was founded in 1915 and has been headquartered in Indianapolis, Indiana since inception. Allison is traded on the New York Stock Exchange under the symbol “ALSN”.

We have a global presence by serving customers in North America, Asia, Europe, South America, and Africa, with approximately 76% of our revenues being generated in North America in 2025. We serve customers through an independent network of approximately 1,500 independent distributor and dealer locations worldwide as of December 31, 2025.

On January 1, 2026, we completed the acquisition of the Acquired Off-Highway Business, expanding our portfolio of drivetrain and propulsion solutions and broadening our participation in off-highway end markets. As a result of this acquisition, we now operate a broader range of technologies and products and serve a more diverse global customer base across on-highway, off-highway, and defense applications.

Unless otherwise expressly provided herein, the information disclosed in this Part I, Item 1 is provided as of and/or for the year ended December 31, 2025 and, accordingly, does not give effect to the acquisition of the Acquired Off-Highway Business.

#### *Our Business*

We are the world’s largest manufacturer of fully automatic transmissions for medium- and heavy-duty commercial vehicles and medium- and heavy-tactical U.S. defense vehicles, and subsequent to the acquisition of the Acquired Off-Highway Business, a leading provider of drivetrain and propulsion solutions for off-highway applications. Allison products are used in a wide variety of applications, including on-highway vehicles (distribution, refuse, construction, fire and emergency), buses (primarily school, transit and coach), motorhomes, off-highway vehicles and equipment (energy, mining, construction and agriculture) and defense vehicles (tactical wheeled and tracked). We believe the Allison brand is one of the most recognized in our industry as a result of the performance, reliability and fuel efficiency of our propulsion solutions and is associated with high quality, durability, vocational value, technological leadership and superior customer service.

We introduced the world’s first fully automatic transmission for commercial vehicles over 75 years ago. Since that time, we have driven the trend in North America and other parts of the world towards increasing automaticity by targeting a diverse range of commercial vehicle vocations. Allison products are optimized for the unique performance requirements of end users, which typically vary by vocation. Our products are highly engineered, requiring advanced manufacturing processes, and employ complex software algorithms for our propulsion system controls to maximize end user performance.

As a result of our acquisition of the Acquired Off-Highway Business, we now offer an expanded portfolio of drivetrain, motion and propulsion solutions, providing complementary product breadth and an enhanced ability to support customers across multiple end markets. The Acquired Off-Highway Business has historically served end markets with demand characteristics that differ from our traditional on-highway markets, contributing to a more diversified portfolio.

Following our acquisition of the Acquired Off-Highway Business, we continue to operate under the Allison name, but our operations are now comprised of two business units: Allison Transmission and Allison Off-Highway

Drive & Motion Systems. Business unit leadership is located globally, reflecting the international nature of our operations and the importance of local market insights, sourcing, production and customer support.

### ***Our Industry***

Commercial vehicles typically employ one of three transmission types: manual, automated manual or fully automatic. Manual transmissions and automated manual transmissions ("AMT") are the most prevalent transmission types used in Class 8 tractors in North America. Manual transmissions are the most prevalent in medium- and heavy-duty commercial vehicles, generally, outside North America. Manual transmissions utilize a disconnect clutch causing power to be interrupted during each gear shift resulting in energy loss-related inefficiencies and less work being accomplished for a given amount of fuel consumed. In long-distance trucking, this power interruption is not a significant factor, as the manual transmission provides its highest degree of fuel economy during steady-state cruising. However, steady-state cruising is only one part of the duty cycle. When the duty cycle requires a high degree of "start and stop" activity or speed transients, as is common in many vocations as well as in urban environments, we believe manual transmissions result in reduced performance, lower fuel efficiency, lower average speed for a given amount of fuel consumed and inferior ride quality. Moreover, the clutches must be replaced regularly, resulting in increased maintenance expense and vehicle downtime. Manual transmissions also require a skilled driver to operate the disconnect clutch when launching the vehicle and shifting gears. AMTs are manual transmissions that feature automated operation of the disconnect clutch. Fully automatic transmissions utilize technology that smoothly shifts gears instead of a disconnect clutch, thereby delivering uninterrupted power to the wheels during gear shifts and requiring minimal driver input. These transmissions deliver superior acceleration, higher productivity, increased fuel efficiency, reduced operating costs, less driveline shock and smoother shifting relative to both manual transmissions and AMTs in vocations with a high degree of "start and stop" activity, as well as in urban environments.

Emerging technologies in commercial-duty propulsion solutions include electric hybrid and fully electric propulsion solutions in certain end markets and are in part driven by efforts to reduce fuel consumption, noise and greenhouse gas emissions. Fully electric powertrains differ from electric hybrid powertrains because they only have a battery for energy storage and exclusively power the wheels using electric motors. In contrast, electric hybrids may use multiple energy storage sources including diesel and hydrogen and may drive the wheels exclusively with electric motors or in parallel with an internal combustion engine. While both emerging technologies are gaining use in automotive markets and electric hybrids and fully electric propulsion solutions have gained use in the bus market, fully electric propulsion solutions remain in a developmental phase in the medium- and heavy-duty commercial vehicle market.

### ***Our Served Markets***

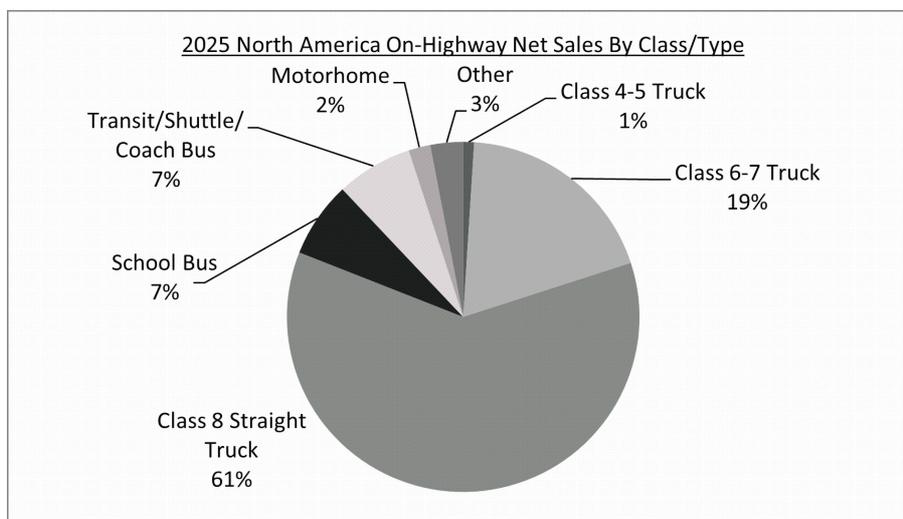
We sell our propulsion solutions globally for use in medium- and heavy-duty on-highway commercial vehicles, off-highway vehicles and equipment and defense vehicles. In addition to the sale of propulsion solutions, we also sell branded replacement parts, support equipment, aluminum die cast components and other products necessary to service the installed base of vehicles utilizing our solutions. The following table provides a summary of our business by end market for the fiscal year ended December 31, 2025.

END MARKET	ON-HIGHWAY		OFF-HIGHWAY	DEFENSE	SERVICE PARTS, SUPPORT EQUIPMENT & OTHER
	NORTH AMERICA	OUTSIDE NORTH AMERICA	GLOBAL		
<b>2025 NET SALES (DOLLARS IN MILLIONS)</b>	\$ 1,540	\$ 507	\$ 53	\$ 267	\$ 643
<b>% OF TOTAL</b>	51%	17%	2%	9%	21%
	<ul style="list-style-type: none"> <li>• Construction</li> <li>• Day Cab Tractors</li> <li>• Distribution</li> <li>• Emergency</li> <li>• Motorhome</li> <li>• Refuse</li> <li>• School, transit, shuttle and coach buses</li> <li>• Utility</li> </ul>	<ul style="list-style-type: none"> <li>• Agriculture</li> <li>• Construction</li> <li>• Distribution</li> <li>• Emergency</li> <li>• Mining</li> <li>• Refuse</li> <li>• School, transit, shuttle and coach buses</li> <li>• Specialty</li> <li>• Wheeled defense platforms</li> <li>• Utility</li> </ul>	<ul style="list-style-type: none"> <li>• Construction</li> <li>• Energy</li> <li>• Mining</li> <li>• Specialty vehicle</li> </ul>	<ul style="list-style-type: none"> <li>• Global tracked combat platforms</li> <li>• North America wheeled platforms</li> </ul>	<ul style="list-style-type: none"> <li>• Aluminum die cast components</li> <li>• Extended transmission coverage</li> <li>• Remanufactured propulsion solutions</li> <li>• Royalties</li> <li>• Saleable engineering</li> <li>• Service parts</li> <li>• Support equipment</li> <li>• Transmission fluids</li> </ul>

Refer to "Note 19. Concentration of Risk" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K for additional information on our significant original equipment manufacturer ("OEM") customers.

## North America On-Highway

We are the largest manufacturer of fully automatic transmissions for the on-highway medium- and heavy-duty commercial vehicle market in North America. The following is a summary of our on-highway net sales by vehicle class and type in North America for 2025.



Our North American on-highway market includes Class 4-5, Class 6-7 and Class 8 straight trucks and regional haul tractors, conventional transit, shuttle and coach buses, school buses and motorhomes. Class 8 trucks are subdivided into two markets: straight and tractor. Class 8 straight trucks are those with a unified body (e.g., refuse, construction, and dump trucks), while tractors have a vehicle chassis that is separable from the trailer they pull. Class 8 tractors are further divided into two subcategories: regional haul and line-haul. Regional haul tractors are typically used for local or regional hauling, whereas line-haul tractors are typically used in extended duration long distance hauling. We have been supplying transmissions for Class 8 straight trucks for decades, and it is a core end market for us. We have limited exposure to the Class 8 line-haul tractor market because lower priced manual transmissions and AMTs generally meet the needs of these vehicles, which are primarily used in long distance hauling.

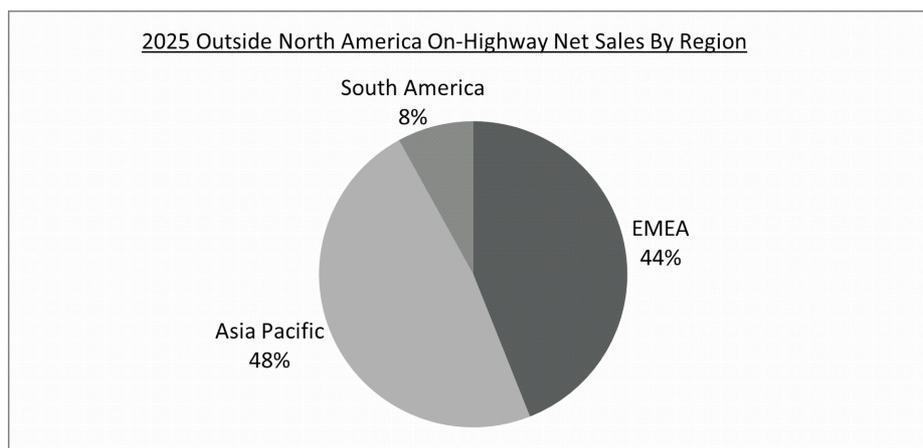
We also provide electric hybrid propulsion solutions within the North American on-highway transit market, where interest in conserving fuel and reducing greenhouse gas emissions remains a customer desire. We compete primarily with BAE Systems plc in the transit market segment.

We sell substantially all of our propulsion solutions in the North American on-highway market to OEMs. These OEMs, in turn, install our propulsion solutions in vehicles in which our product is either the exclusive propulsion solution available or is specifically requested by end users. In 2025, OEM customers representing over 90% of our North American on-highway unit volume participated in long-term agreements (“LTAs”) with us. Generally, these LTAs offer the OEM customer defined levels of mutual commitment with respect to growing Allison’s presence in the OEMs’ products and promotional efforts, pricing and sharing of commodity cost risk. The length of our LTAs is typically between three and five years. We often compete in this market against (i) independent manufacturers of manual transmissions, AMTs and electric hybrid and fully electric propulsion solutions, (ii) fully automatic transmissions manufactured by Ford Motor Company (“Ford”), ZF Friedrichshafen AG (“ZF”) and Driventic GmbH (“Driventic”) and (iii) vertically integrated OEMs in certain weight classes that use their own internally manufactured transmissions in certain vehicles.

## Outside North America On-Highway

Outside North America we serve several different markets, including: Asia-Pacific, Europe, Middle East, Africa (collectively, “EMEA”), and South America.

We are a leading manufacturer of fully automatic transmissions for the medium-duty and heavy-duty commercial vehicle market outside of North America. We also provide fully electric propulsion solutions for the outside North America on-highway market. While the use of fully automatic transmissions in the medium- and heavy-duty commercial vehicle market has been widely accepted in North America, markets outside North America continue to be predominantly served by manual transmissions. Where adopted, fully automatic transmission-equipped medium- and heavy-duty commercial vehicles are concentrated in certain vocational end markets. We often compete in this market against (i) independent manufacturers of manual transmissions, AMTs and electric hybrid and fully electric propulsion solutions, (ii) fully automatic transmissions manufactured by ZF, Driventic, and Shaanxi Fast Gear Co., Ltd. and (iii) vertically integrated OEMs. The following is a summary of our on-highway net sales by region outside of North America for 2025.



**Asia-Pacific.** Our key Asia-Pacific markets include Australia, China, India, Japan and South Korea; however, we actively participate in several other important Asia-Pacific countries including Indonesia, Malaysia, Singapore, Taiwan and Thailand. In addition, OEMs in the Asia-Pacific market are increasingly exporting their products to other regions. Within Asia-Pacific, our sales efforts are principally focused on the transit bus, vocational truck, severe service, distribution and wide-body dump truck markets. Currently, manual transmissions are the predominant transmission type used in commercial vehicles in the Asia-Pacific region.

**Europe, Middle East, Africa.** EMEA is composed of several different markets, each of which differs from our core North American market by the degree of market maturity, sophistication and acceptance of fully automatic transmission and electric propulsion solution technology. Within Europe, we serve Western European developed markets, as well as Eastern European emerging markets, principally in the refuse, emergency, transit bus, coach bus, distribution, utility and wheeled defense vehicle markets. Competition in Western Europe is most notably characterized by a high level of vertical powertrain integration, with OEMs often utilizing vertically integrated manual transmissions and AMTs in their vehicles, and electric hybrid and fully electric propulsion solutions. The Middle East and Africa regions are generally characterized by very limited local vehicle production, with imports from China, Europe, India, South America, Turkey and the U.S. accounting for the majority of vehicles.

**South America.** The South American region is characterized by a high level of OEM vertical integration, with captive manual transmission and AMT manufacturing. Currently, manual transmissions are the predominant

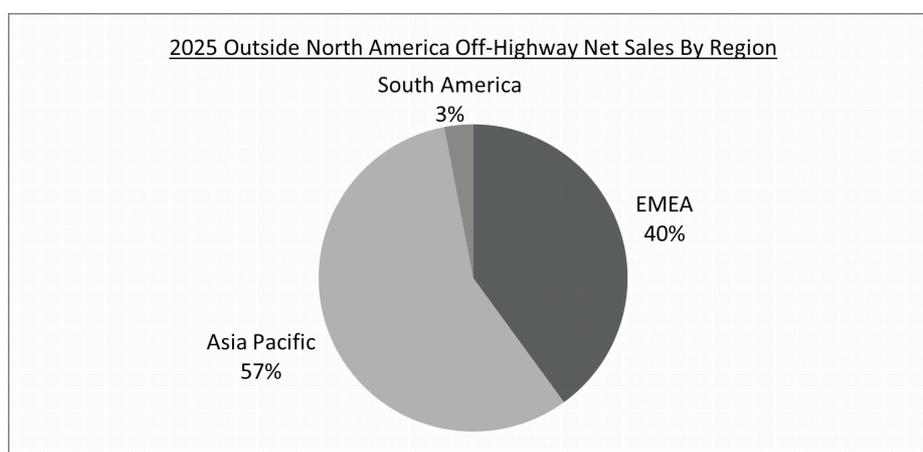
transmissions used in commercial vehicles in South America. We serve the South American region primarily in the bus, refuse, vocational truck and agricultural markets.

### Global Off-Highway

**North America.** We have provided products used in vehicles and equipment that primarily serve energy, mining and construction applications in North America for over 75 years. Off-highway energy applications include hydraulic fracturing equipment, well-stimulation equipment, pumping equipment, and well-servicing rigs, which often use a fully automatic transmission in stationary pumping applications. We supply our heavy-duty off-highway transmissions to producers of well-stimulation and well-servicing equipment. Competition in this end market for 2025 included Caterpillar Inc. (“Caterpillar”), Twin Disc, Inc. (“Twin Disc”) and certain alternative hydraulic fracturing technologies.

We also provide heavy-duty transmissions used in mining trucks, specialty vehicles and construction vehicles. Off-highway mining and construction applications include trucks used to haul various commodities and other products around construction sites and mines, including underground mines. These trucks include rigid dump trucks, wide-body dump trucks and underground trucks with load capacities between 40 to 130 tons. Our major competitors in this end market for 2025 included vertically integrated companies that manufacture fully automatic transmissions for their vehicles. These vertically integrated competitors included Caterpillar, Komatsu Ltd. (“Komatsu”), and Volvo Group (“Volvo”). We also compete with independent manufacturers such as ZF. Specialty vehicles using our heavy-duty off-highway transmissions include airport rescue and firefighting vehicles. Our major competitor in this end market for 2025 was Twin Disc.

**Outside North America.** The following is a summary of our off-highway net sales by region outside of North America for 2025.



**Asia-Pacific.** Off-highway markets in Asia are shared by energy, mining and construction applications. Our primary competitors were Caterpillar, Danyang Winstar Auto Parts Co., Ltd., Twin Disc and manufacturers of electrified solutions in energy applications; Caterpillar, Xi'an FC Intelligence Transmission Co. Ltd. and Komatsu in mining applications; and Caterpillar, Volvo and ZF in construction applications in 2025.

**Europe, Middle East, Africa.** Our off-highway markets in EMEA are mining and construction. Our primary off-highway competitors for 2025 were Caterpillar, Volvo and Komatsu, all of which are vertically integrated manufacturers of off-highway mining vehicles, including the specific fully automatic transmission used in their mining

trucks. A typical mining application is a rigid, underground or articulated dump truck, with competition from Caterpillar, Volvo and ZF in 2025.

As a result of the acquisition of the Acquired Off-Highway Business, we now provide drivetrain and motion solutions for a wide range of mobile and stationary off-highway equipment both in North America and outside North America. These solutions include optimized drivetrain systems, propulsion components and motion technologies designed for industries such as construction, agriculture, mining, material handling and other industrial applications. The portfolio encompasses systems that manage power conveyance to machines and power work functions, including axles, gearboxes, transmissions and related components, as well as motion systems tailored to customer performance and efficiency requirements across both conventional and electrified powertrains. Consequently, we now face competition in these expanded end markets.

## **Defense**

We have had a long-standing relationship with the U.S. Department of Defense (the "DOD") since the 1940s, when we began developing our first-generation tank transmission. Today, we sell substantially all of the propulsion solutions for medium- and heavy-tactical wheeled vehicles used by the U.S. military, including the Joint Light Tactical Vehicle, Stryker Armored Vehicle, the Family of Medium Tactical Vehicles, Heavy Expanded Mobility Tactical Trucks, Palletized Loading Systems, Heavy Dump Trucks and Heavy Equipment Transporters. Propulsion solutions for tactical wheeled vehicles are typically sold to OEMs.

We supply tracked vehicle propulsion solutions to the U.S. Army, including the Abrams M1A2 Main Battle Tank, Joint Assault Bridge, Assault Breacher Vehicles, M10 Booker and the M113A3 Armored Personnel Carrier family of vehicles. We also sell parts kits to the U.S. Army for Abrams Tank sustainment. See Part I, Item 1A., "Risk Factors" of this Annual Report on Form 10-K for a discussion of risks associated with our contracts with the DOD.

We have defense products in approximately 120 countries around the world as of December 31, 2025. Increasingly, we are supplying vehicle propulsion solutions for international tracked vehicles, such as light tracked personnel carriers, armored fighting vehicles, heavy tracked artillery systems, and Main Battle Tanks. Our defense products are manufactured at our headquarters in Indianapolis and by our licensees internationally for export world-wide.

Globally, we face competition primarily from QinetiQ Group plc, Renk AG/Renk America, SAPA S.p.A and ST Kinetics for the supply of tracked vehicle propulsion solutions. Additionally, we face competition from ZF in certain defense wheeled vehicles using automatic transmissions and from several AMT suppliers.

## **Service Parts, Support Equipment and Other**

Our service parts, support equipment and other end market is comprised of: Allison-branded service parts and transmission fluids, aluminum die cast components, extended transmission coverage, remanufactured propulsion solutions, royalties, saleable engineering and support equipment. The aftermarket provides us with a relatively stable source of revenues as the installed base of vehicles and equipment utilizing our solutions continues to grow. The need for replacement parts is driven by normal vehicle and equipment maintenance requirements. Uninterrupted operation is generally critical for end users' profitability.

The sale of Allison-branded service parts and transmission fluids, remanufactured propulsion solutions and support equipment is fundamental to our brand promise. We have assembled a worldwide network of approximately 1,500 independent distributor and dealer locations as of December 31, 2025 to sell, service and support our solutions. As part of our brand strategy, our distributors and dealers are required to sell genuine Allison-branded service parts. Within the aftermarket, we offer remanufactured propulsion solutions as a cost-effective alternative for repairs and replacements. We also provide support equipment to our OEMs to assist in installing new Allison solutions into vehicles, and, therefore, sales of support equipment are dependent upon sales of new solutions. The competition for service parts and remanufactured propulsion solutions comes from a variety of smaller-scale companies sourcing non-genuine “will-fit” parts from unauthorized manufacturers. These “will-fit” parts often do not meet our product specifications, and therefore may be of lesser quality than genuine Allison parts.

**Our Product Offerings**

Allison transmissions and electric propulsion solutions are sold under the Allison Transmission brand name and remanufactured transmissions are sold under the ReTran brand name. The following is a summary of our product lines as of December 31, 2025.

<b>On-Highway Products</b>			
<b>Product</b>			<b>Applications</b>
1000 Series	<ul style="list-style-type: none"> <li>• Agriculture</li> <li>• Distribution</li> <li>• Motorhome</li> <li>• Refuse</li> </ul>		<ul style="list-style-type: none"> <li>• School and Shuttle Bus</li> <li>• Services</li> <li>• Specialty</li> <li>• Wheeled Defense</li> </ul>
2000 Series	<ul style="list-style-type: none"> <li>• Agriculture</li> <li>• Distribution</li> <li>• Motorhome</li> <li>• Refuse</li> </ul>		<ul style="list-style-type: none"> <li>• School and Shuttle Bus</li> <li>• Services</li> <li>• Specialty</li> <li>• Wheeled Defense</li> </ul>
3000 Series	<ul style="list-style-type: none"> <li>• Agriculture</li> <li>• Coach and Transit Bus</li> <li>• Construction</li> <li>• Day Cab Tractors</li> <li>• Distribution</li> <li>• Fire and Emergency</li> </ul>		<ul style="list-style-type: none"> <li>• Motorhome</li> <li>• Refuse</li> <li>• Services</li> <li>• Specialty</li> <li>• Wheeled Defense</li> </ul>
4000 Series	<ul style="list-style-type: none"> <li>• Articulated and Wide Body Mining Dump Trucks</li> <li>• Coach and Transit Bus</li> <li>• Construction</li> <li>• Day Cab Tractors</li> <li>• Distribution</li> </ul>		<ul style="list-style-type: none"> <li>• Fire and Emergency</li> <li>• Motorhome</li> <li>• Refuse</li> <li>• Specialty</li> <li>• Wheeled Defense</li> </ul>
eGen Flex Electric Hybrid Propulsion Solutions	<ul style="list-style-type: none"> <li>• Transit Bus</li> </ul>		
eGen Power Fully Electric Propulsion Solutions	<ul style="list-style-type: none"> <li>• Coach and Transit Bus</li> <li>• Day Cab Tractors</li> <li>• Distribution</li> <li>• Fire and Emergency</li> </ul>		<ul style="list-style-type: none"> <li>• Line-Haul Tractors</li> <li>• Refuse</li> <li>• School and Shuttle Bus</li> </ul>

**Off-Highway Products**

Product	Applications
6000 Series	<ul style="list-style-type: none"><li>• Rigid, Articulated, and Wide-Body Mining Dump Trucks</li><li>• Underground Mine Truck</li><li>• Well Service Rigs</li></ul>
8000 Series	<ul style="list-style-type: none"><li>• Hydraulic Fracturing Equipment</li><li>• Rigid Dump Trucks</li></ul>
9000 Series	<ul style="list-style-type: none"><li>• Hydraulic Fracturing Equipment</li><li>• Rigid Dump Trucks</li></ul>
FracTran	<ul style="list-style-type: none"><li>• Hydraulic Fracturing Equipment</li></ul>

**Defense Products**

Product	Applications
X200	<ul style="list-style-type: none"><li>• Tracked Vehicles</li></ul>
3040MX	<ul style="list-style-type: none"><li>• Tracked Vehicles</li></ul>
4040MX	<ul style="list-style-type: none"><li>• Tracked Vehicles</li></ul>
X1100	<ul style="list-style-type: none"><li>• Tracked Vehicles</li></ul>
eGen Force	<ul style="list-style-type: none"><li>• Tracked Vehicles</li></ul>

Subsequent to the acquisition of the Acquired Off-Highway Business, our product portfolio has expanded to include drivetrain and motion solutions for a wide range of mobile and stationary off-highway equipment. These solutions include optimized drivetrain systems, propulsion components and motion technologies designed for industries such as construction, agriculture, mining, material handling and other industrial applications. This expanded portfolio encompasses systems that manage power conveyance to machines and power work functions, including axles, gearboxes, transmissions and related components, as well as motion systems tailored to customer performance and efficiency requirements across both conventional and electrified powertrains.

**Product Development and Engineering**

We maintain product development and engineering capabilities dedicated to the design, development, refinement and support of our fully automatic transmissions and electric hybrid and fully electric propulsion systems. We believe our customers expect our products to provide unparalleled performance and value defined in various ways, including delivering maximum cargo in minimum time, using the least amount of fuel possible while employing the fewest vehicles possible and experiencing maximum vehicle uptime. In response to those needs and the evolving customer focus on fuel efficiency and reduced emissions, we provide vehicle specification guidelines, propulsion control software and mechanical components to optimize fuel economy while delivering desired vehicle performance.

Further, we are developing new products and technology to improve the fuel efficiency and fuel economy of our fuel-agnostic conventional products, including by allowing engines to operate more efficiently and at lower speeds without compromising performance, and by developing our product portfolio to pair with new engine ratings enabling lower nitrous oxide emissions.

## Sales and Marketing Organization

Our sales and marketing effort is organized along geographic and customer lines and is comprised of marketing, sales and service professionals, supported by customer integration engineers worldwide. In North America, selling efforts in the on-highway end market are organized by distributor area responsibility, OEM sales and, for our large end users, national accounts. Outside North America, we manage our sales, marketing, service and customer integration engineering professionals through regional areas of responsibility. These regional management teams distribute OEM service and customer integration engineering resources globally.

We have developed a marketing strategy to reach OEM customers as well as end users. We target our end users primarily through marketing activities by our sales staff, who directly call on end users and attend local trade shows, targeting specific vocations globally and through our plant tour programs, where end users may test our products on our Indianapolis test track and our enhanced customer experience demonstration track at our Hungary facility.

While our marketing management uses the term “customer” interchangeably for OEMs and end users, the primary objective of our marketing strategy is to create demand for propulsion solutions through:

- OEM and body builder promotion of our products and incorporation of our propulsion solutions in their commercial vehicle product offerings;
- Allison representative and/or Allison distributor contact with identified, major end users; and
- Our network of independent dealers who contact other end users.

The process is interactive, as Allison representatives, Allison distributors, OEMs and dealers educate customers and respond to the specific applications, requirements and needs of numerous specialty markets.

Similarly, we work with customers, dealers and OEMs to educate, improve and simplify how they specify vehicles and certain systems in order to optimize vehicle performance and fuel consumption. Our field organization also works closely with distributors who, in turn, work with dealers to provide end users with education, parts, service and warranty support. The defense group focuses on industry OEMs and collaborative dialogue with OEMs and government leaders to understand program requirements and determine our long-term product development strategy.

## Manufacturing

Our manufacturing strategy provides for distributed capability in manufacturing and assembly of our products for the global commercial vehicle market. As of December 31, 2025, our primary manufacturing facilities, located in Indianapolis, Indiana, consist of approximately 2.3 million square feet of usable manufacturing space in five plants. Our high volume on-highway products are produced in multiple global locations (United States, Chennai, India and Szentgotthard, Hungary), while off-highway products are produced in Indianapolis and Chennai, India. Our electric hybrid propulsion and defense tracked products are also produced in Indianapolis, and fully electric propulsion solutions are produced in Auburn Hills, Michigan. In addition, our aluminum die cast components are produced in Lewisburg, Tennessee. We also have established customization and parts distribution centers in the United States, the Netherlands, Brazil, China, Hungary, India and Japan.

As part of the acquisition of the Acquired Off-Highway Business, we acquired approximately 46 manufacturing and assembly plants, in addition to certain other facilities, which facilities will produce our Allison Off-Highway Drive & Motion Systems products.

## Suppliers and Raw Materials

A significant amount of the part numbers that make up our propulsion solutions are purchased from outside suppliers, and during 2025, we purchased approximately \$1,022 million of direct materials and components from outside suppliers. The largest elements of our direct spending are aluminum and steel castings and forgings that are formed by our suppliers into our larger components and assemblies for use in our propulsion solutions. Our spending on aluminum and steel raw materials directly and indirectly through our purchase of these components constituted approximately 16% of our direct material and component costs in 2025. The balance of our direct and indirect materials and components costs are primarily composed of value-added services and conversion costs. Our supply contracts, along with an intensive supplier selection and performance monitoring process, have enabled us to establish and maintain close relationships with suppliers and have contributed to our overall operating efficiency and quality.

## Intellectual Property

Patents, trademarks, and other proprietary rights are important to the continued success of our business. We also rely upon trade secrets, know-how, continuing technological innovation and licensing opportunities to develop and maintain our competitive position. We protect our proprietary rights through a variety of methods, including confidentiality agreements and proprietary information agreements with suppliers, employees, consultants and others who may have access to our proprietary information. We own and have licensing arrangements for a number of U.S. and foreign patents related to our products and business. We do not consider our business to be dependent on any single patent, nor will the expiration of any single patent materially affect our business. Our current patents will expire over various periods, and we continue to file new patent applications on newly-developed technology.

## Seasonality

Overall, the demand for our products is relatively consistent over the year. However, in typical market conditions, the North American truck market experiences a higher level of production in the first half of the year due to fewer holidays and the practice of plant shutdowns in July and December.

## Human Capital

At Allison, we believe in the power of our people, our processes and our products. For more than 105 years, we have built our business on these values: Quality, Customer Focus, Integrity, Innovation, and Teamwork. We use a variety of human capital measures in managing our business, including: workforce demographics; equality of opportunity; and employee health and safety.

**Workforce Demographics.** Our people are a critical component in our continued success, the delivery of our values and the execution of our growth initiatives. As of December 31, 2025, we had a highly skilled workforce of approximately 4,000 employees, with approximately 87% of those employees in the U.S. Approximately 49% of our U.S. employees are represented by the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America ("UAW") and are subject to a collective bargaining agreement. In January 2024, we entered into a four-year collective bargaining agreement with UAW Local 933 that expires in November 2027.

As part of the acquisition of the Acquired Off-Highway Business, effective as of January 1, 2026, we acquired approximately 8,000 additional employees, excluding contractors, with approximately 8% of those employees in the U.S. Approximately 68% of the U.S. employees that were acquired with the Acquired Off-Highway Business are represented by the UAW or the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union (the "USW") and are subject to collective bargaining agreements.

**Equality of Opportunity.** Allison recognizes the power of different thought, accepts and respects each individual and strives to create a workplace where everyone can reach their full potential, driving innovation and business results. Allison hires, promotes, trains, and compensates its employees based on merit, experience, or other work-related criteria. Allison values the wide range of backgrounds of our employees. Allison views our diversity as a strength and strives to create work environments that accept differences while promoting productivity and teamwork. Everyone at Allison is responsible for creating and maintaining a productive work environment where the dignity of all employees is respected. Our efforts to promote a respectful workplace include: providing training; utilizing non-traditional recruiting sources, such as organizations focused on veterans and people with disabilities, diverse professional organizations, and schools with diverse student bodies; organizing virtual mentoring programs to connect employees from different locations, departments and backgrounds; and creating multicultural, emerging professionals, and military veterans employee resource groups that are open to all.

**Employee Health & Safety.** Allison's overriding priority is to protect the health and safety of each employee. As part of our health and safety programs, Allison is certified in ISO 45001, Occupational Health and Safety Management Systems. ISO 45001 is the only internationally recognized Safety Management System. Employees participate in training focused on health and safety, and metrics are reviewed regularly, including the number of injury incidents that occur and those incidents that result in lost work days. For 2025, we achieved an overall recordable rate of 0.99 at our global locations, meaning that for every 100 employees, 0.99 employees incurred an injury that resulted in recordable medical treatment, and the number of lost work days was 0.30 at our global locations, meaning that for every 100 employees, 0.30 individuals experienced an incident that resulted in days away from work.

### **Government Regulations**

We are subject to a variety of federal, state, local and foreign laws and regulations, including those governing the discharge of pollutants into the air or water, the management and disposal of hazardous substances or wastes, and the cleanup of contaminated sites. Some of our operations require environmental permits and controls to prevent and reduce air and water pollution. These permits are subject to modification, renewal and revocation by issuing authorities. In addition, certain of our products and our customer's products are subject to certification requirements by a variety of regulatory bodies. We believe we are in substantial compliance with all material environmental laws and regulations applicable to our plants and operations. Historically, our annual costs of achieving and maintaining compliance with environmental, health and safety requirements have not been material to our financial results.

Increasing global efforts to control emissions of carbon dioxide, methane, ozone, nitrogen oxide and other greenhouse gases and pollutants, as well as the shifting focus of regulatory efforts towards total emissions output, have the potential to impact our facilities, costs, products and customers. The U.S. Environmental Protection Agency has taken action to control greenhouse gases from certain stationary and mobile sources. In addition, several states have taken steps, such as the adoption of cap and trade programs or other regulatory systems, to address greenhouse gases. There have also been international efforts seeking legally binding reductions in emissions of greenhouse gases. These developments and further actions that may be taken in the U.S. and in other countries, states or provinces could affect our operations both positively and negatively (e.g., by affecting the demand for or suitability of some of our products).

In addition to the foregoing, various legislation, regulations and international accords pertaining to climate change have been implemented or are being considered for implementation, particularly as they relate to the reporting of greenhouse gas emissions and sustainability efforts being undertaken, such as the European Union's Corporate Sustainability Reporting Directive ("CSRD") and California's Climate Corporate Data Accountability Act and Climate-Related Financial Risk Act. We continue to monitor the development and implementation of such legislation and regulations and are evaluating the impact these laws and regulations may have on the Company, including the extent of our potential disclosures or other reporting requirements. We also continue to regularly report our sustainability efforts in our annual Corporate Social Responsibility Report.

We also may be subject to liability as a potentially responsible party under the Comprehensive Environmental Response, Compensation, and Liability Act and similar state or foreign laws for contaminated properties that we currently own, lease or operate or that we or our predecessors have previously owned, leased or operated and sites to which we or our predecessors sent hazardous substances. Such liability may be joint and several so that we may be liable for more than our share of any contamination, and any such liability may be determined without regard to causation or knowledge of contamination. We or our predecessors have been named potentially responsible parties at contaminated sites from time to time. We do not anticipate our liabilities relating to contaminated sites will be material to our financial results.

## **Competition**

We compete on the basis of product performance, quality, value, distribution capability, service and fuel efficiency, in addition to other factors. We face competition from numerous manufacturers of various types of propulsion solutions for commercial vehicles. Furthermore, we face an increasing amount of competition from vertical integration, as some of our customers are OEMs that manufacture propulsion solutions for their own products. Despite their propulsion solutions manufacturing capabilities, we believe that our existing OEM customers have chosen to purchase certain propulsion solutions from us due to the quality, reliability and strong brand of our propulsion solutions and in order to limit fixed costs, minimize production risks and maintain company focus on commercial vehicle design, production and marketing.

## Corporate Information

Allison Transmission Holdings, Inc. was incorporated in Delaware on June 22, 2007. Our principal executive offices are located at One Allison Way, Indianapolis, IN 46222 and our telephone number is (317) 242-5000. Our internet address is <https://www.allisontransmission.com>. We file annual, quarterly and current reports, proxy statements and other documents with the SEC under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These periodic and current reports and all amendments to those reports are available free of charge on the investor relations page of our website at <https://ir.allisontransmission.com> as soon as reasonably practicable after we electronically file them with, or furnish them to, the SEC. We have included our website address throughout this filing as textual references only. The information contained on, or accessible through, our website is not incorporated into this Annual Report on Form 10-K. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at <https://www.sec.gov>.

## ITEM 1A. Risk Factors

The following is a cautionary discussion of risks, uncertainties and assumptions that we believe are material to our business. In addition to the factors discussed elsewhere in this Annual Report on Form 10-K, the following are the material factors that, individually or in the aggregate, we believe could make our actual results differ materially from those described in any forward-looking statements.

### Risk Factors Summary

The following is a summary of the principal risks that could adversely affect our business, results of operations and financial condition.

#### Risks Related to Our Business and Operations

- *We participate in markets that are competitive, and our competitors' actions could have a material adverse effect on our business, results of operations and financial condition.*
- *Volatility in and disruption to the global economic environment may have a material adverse effect on our business, results of operations and financial condition.*
- *Increases in cost, disruption of supply or shortage of raw materials or components used in our products could harm our business and profitability.*
- *Prolonged inflation could result in higher costs and decreased margins and earnings.*
- *Labor cost inflation and employee attraction and retention could have an adverse effect on our business, results of operations and financial condition.*
- *Certain of our end users operate in highly cyclical industries, which can result in uncertainty and significantly impact the demand for our products, which could have a material adverse effect on our business, results of operations and financial condition.*
- *In 2025, our sales were concentrated among our top five OEM customers. The loss or consolidation of any one of these customers or the discontinuation of particular vehicle models for which we are a significant supplier could reduce our net sales and have a material adverse effect on our results of operations and financial condition.*
- *Labor unrest could have an adverse effect on our business, results of operations and financial condition.*
- *We are subject to cybersecurity risks to operational systems, security systems, and infrastructure owned by Allison or third-party vendors or suppliers.*
- *Geopolitical risks may have an adverse effect on our results of operations and financial condition.*
- *Our brand and reputation are dependent on the continued participation and level of service of our numerous independent distributors and dealers.*
- *In the event of a catastrophic loss of one of our key manufacturing facilities, our business would be adversely affected.*

#### Strategic Risks

- *Our success depends on research and development efforts, and we may not be successful in developing or introducing new products and technologies and responding to customer needs.*
- *Our long-term growth prospects and results of operations may be impaired if the rate of adoption of fully automatic transmissions in commercial vehicles outside North America does not increase.*
- *Our international operations, in particular our emerging markets, are subject to various risks which could have a material adverse effect on our business, results of operations and financial condition.*
- *Fluctuations in foreign currency exchange rates could adversely affect our results.*

- *We may not be able to identify or consummate acquisitions or partnerships or achieve expected benefits from or effectively integrate acquisitions or partnerships, which could harm our growth.*

#### **Risks Related to our Acquisition of the Acquired Off-Highway Business**

- *We expect to incur significant costs in connection with the integration of the Acquired Off-Highway Business.*
- *Any failure to integrate the Acquired Off-Highway Business and its operations with ours successfully in the expected time frame may adversely affect our results of operations and financial condition.*
- *We may fail to realize all of the anticipated benefits from the integration of the Acquired Off-Highway Business and its operations after the acquisition or fail to effectively manage our expanded operations.*
- *Our future results may suffer if we do not effectively manage our expanded operations.*

#### **Legal and Regulatory Risks**

- *Any events that impact our brand name could have an adverse effect on our reputation, cause us to incur significant costs and negatively impact our business, results of operations and financial condition.*
- *Many of the key patents and unpatented technology we use in our business are licensed to us, not owned by us, and our ability to use and enforce such patents and technology is restricted by the terms of the license.*
- *We rely on unpatented technology, which exposes us to certain risks.*
- *Environmental, health and safety laws and regulations may impose significant compliance costs and liabilities on us.*
- *Our business and financial results may be adversely affected by government contracting risks.*
- *Provisions of our amended and restated certificate of incorporation and amended and restated bylaws and Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, as a result, depress the trading price of our common stock.*

#### **Risks Related to Our Indebtedness and Financial Risks**

- *Our indebtedness could adversely affect our financial health, restrict our activities and affect our ability to meet our obligations.*
- *To service our indebtedness, we will require a significant amount of cash, and our ability to generate cash depends on many factors beyond our control.*
- *Despite current indebtedness levels, we and our subsidiaries may still be able to incur additional indebtedness, which could further exacerbate the risks associated with our substantial financial leverage.*
- *Our pension and other post-retirement benefits funding obligations could increase as a result of a variety of factors.*
- *An impairment in the carrying value of goodwill, other intangible assets or long-lived assets could negatively affect our consolidated results of operations and net worth.*

For a more complete discussion of the material risks facing our business, see below.

#### **Risks Related to Our Business and Operations**

***We participate in markets that are competitive, and our competitors' actions could have a material adverse effect on our business, results of operations and financial condition.***

Our business operates in competitive markets. We compete against other existing or new global manufacturers of transmissions and propulsion solutions for commercial vehicles on the basis of product

performance, quality, price, distribution capability, service and fuel efficiency in addition to other factors. In addition, we compete with manufacturers developing alternative technologies, including fully electric propulsion solutions, that may or may not require a transmission. A focus on climate change and environmental sustainability, including through regulations enacted and subsidies offered by governmental entities, continues to drive the development and adoption of various alternative technologies, including electric propulsion solutions, in the commercial vehicle industry. If the pace of adoption of electric vehicles proceeds faster than we are anticipating, we may not be in a position to meet customer demand or our competitors may be better positioned to meet customer demand, which may result in a decline in our market share or negatively impact our ability to execute our growth initiatives. Actions by our competitors or accelerated adoption of electric vehicles, in particular if our competitors are able to develop, validate and release new technologies more quickly than we do, could also lead to downward pressure on prices and/or a decline in our market share, either or both of which could adversely affect our results.

In addition, some of our customers or future customers are OEMs that manufacture or could in the future manufacture transmissions, propulsion solutions or alternate technologies, including electric propulsion solutions, for their own products. Despite their manufacturing capabilities, our existing OEM customers have chosen to purchase certain transmissions and propulsion solutions from us due to end user demand. However, we cannot be certain these customers will continue to purchase our products in the future. Increased levels of production insourcing by these customers could result from a number of factors, such as shifts in our customers' business strategies, acquisition by a customer of another transmission or propulsion solution manufacturer, the inability of third-party suppliers to meet specifications and the emergence of low-cost production opportunities in foreign countries. As a result, these OEMs may use products produced internally or by another manufacturer and no longer choose to purchase products from us. A significant reduction in the level of external sourcing by our OEM customers could significantly impact our net sales and cash flows and, accordingly, have a material adverse effect on our business, results of operations and financial condition.

***Volatility in and disruption to the global economic environment, including the impact of an economic recession, trade protectionism and tariffs, and changes in the regulatory and business environments in which we operate, may have a material adverse effect on our business, results of operations and financial condition.***

Geopolitical risks, supply chain, labor and energy constraints and inflation have caused and may continue to cause volatility in and disruption to the global economic environment. Historically, the commercial vehicle industry as a whole has been more adversely affected by volatile economic conditions, such as a recession, than many other industries, as the purchase or replacement of commercial vehicles, which are durable items, can be deferred for many reasons, including reduced spending by end users. Future changes in the regulatory and business environments in which we operate, including increased geopolitical risks, trade protectionism and tariffs, may adversely affect our ability to sell our products or source materials needed to manufacture our products.

Furthermore, financial instability or bankruptcy at any of our suppliers or customers could disrupt our ability to manufacture our products and impair our ability to collect receivables, any or all of which may have a material adverse effect on our business, results of operations and financial condition. In addition, some of our customers and suppliers may experience serious cash flow problems and, thus, may find it difficult to obtain financing, if financing is available at all. As a result, our customers' need for and ability to purchase our products or services may decrease, and our suppliers may increase their prices, reduce their output or change their terms of sale. Any inability of customers to pay us for our products and services, or any demands by suppliers for different payment terms, may materially and adversely affect our business, results of operations and financial condition. Furthermore, our suppliers may not be successful in generating sufficient sales or securing alternate financing arrangements, and therefore may no longer be able to supply goods and services to us. In that event, we would need to find alternate sources for these goods and services, and there is no assurance we would be able to find such alternate sources

on favorable terms, if at all. Any such disruption in our supply chain could adversely affect our ability to manufacture and deliver our products on a timely basis, and thereby affect our results of operations.

***Increases in cost, disruption of supply or shortage of raw materials or components used in our products could harm our business and profitability.***

Our products contain various raw materials, including corrosion-resistant steel, non-ferrous metals such as aluminum and nickel, and precious metals such as platinum and palladium. We use raw materials directly in manufacturing and in components that we purchase from our suppliers. We generally purchase components with significant raw material content on the open market. The prices for and availability of these raw materials fluctuate depending on market conditions, including government trade policies and tariffs. Volatility in the prices of raw materials such as steel, aluminum and nickel could increase the cost of manufacturing our products. Additionally, our suppliers are also subject to fluctuations in the prices of raw materials and may attempt to pass all or a portion of such increases on to us. In the event they are successful in doing so, our margins would decline. We may not be able to pass on these costs to our customers, and this could have a material adverse effect on our business, results of operations and financial condition. Even in the event that increased costs can be passed through to customers, our gross margin percentages would decline as the recovery of these costs from customers generally lags six to 12 months.

In 2025, approximately 75% of our total spending on components was sourced from approximately 40 suppliers, many of which are the single source for such components. As of December 31, 2025, all of the suppliers from which we purchase materials and components used in our business were fully validated suppliers, meaning the suppliers' manufacturing processes and inputs have been validated under a production part approval process ("PPAP"). Furthermore, there are only a limited number of suppliers for certain of the materials used in our business, such as corrosion-resistant steel. As a result, our business is subject to the risk of additional price fluctuations and periodic delays in the delivery of our materials or components if supplies from a validated supplier are interrupted and a new supplier, if one is available, must be validated or materials and components must be purchased from a supplier without a completed PPAP, which could increase our risk of purchasing non-conforming components. Any such price fluctuations or delays, if significant, could harm our profitability or operations. In addition, the loss of a supplier could result in significant material cost increases or reduce our production capacity.

We have experienced, and expect to continue to experience, delays in the availability and receipt of component parts as a result of shortages of available labor in North America and global economic uncertainty, some of which have materially impacted, and may continue to materially impact, our ability to meet customer demand. We also cannot guarantee we will be able to maintain favorable arrangements and relationships with these suppliers. An increase in the cost or a sustained interruption in the supply or shortage of some of these raw materials or components that may be caused by a deterioration of our relationships with suppliers, adverse geopolitical events such as the crisis in the Red Sea, events such as natural disasters and extreme weather events, which may increase in frequency and intensity as a result of climate change, power outages, labor strikes and public health crises, such as pandemics and epidemics, could negatively impact our business, results of operations and financial condition. Although we have agreements with many of our customers that we will pass such price increases through to them, such contracts may be canceled by our customers and/or we may not be able to recoup the costs of such price increases. Additionally, if we are unable to continue to purchase our required quantities of raw materials on commercially reasonable terms, or at all, if we are unable to maintain or enter into purchasing contracts for commodities, or if delivery of materials or component parts from suppliers is delayed or non-conforming, our operations could be disrupted, we may not be able to meet customer demand, and our profitability and our financial results may be materially impacted. While we may experience the supply chain constraints mentioned above across all our product lines, the impacts to our customers are likely to be more pronounced in our

lower volume product lines, including those supplied to the Allison Transmission Defense and Allison Transmission Off-Highway end markets.

***Prolonged inflation could result in higher costs and decreased margins and earnings.***

Recent inflationary pressures have resulted in increased raw material, labor, energy, freight and logistics expenses and other costs, which may adversely affect our results of operations. If our costs are subject to continuing significant inflationary pressures, we may not be able to fully offset such higher costs through price increases. Our inability to do so could harm our business and results of operations. In addition, government trade policies and tariffs have increased, and could continue to increase our manufacturing costs, and we may not be able to fully offset such higher costs through price increases.

***Labor cost inflation and employee attraction and retention could have an adverse effect on our business, results of operations and financial condition.***

Our success depends on our ability to identify, recruit and retain highly skilled, qualified personnel, and there is currently increased competition for talent. We have experienced labor shortages and wage inflation amid low levels of unemployment and workforce availability. As a result, we may not be able to attract and retain qualified personnel, which may impact our ability to manufacture, design and develop our propulsion solutions, satisfy customer demand in a timeframe that meets their desired production schedules and compete effectively. In addition, we continue to experience increased labor costs, including significant labor cost increases under our collective bargaining agreement with the UAW, which will continue to impact our results of operations.

Our business would be adversely affected if we fail to retain key executives, or to adequately plan for the succession of members of our executive management team. While we have succession plans in place for members of our executive management team, and continue to review and update those plans, and certain key executive officers are party to or participants in severance and change in control arrangements, these arrangements do not guarantee that the services of our executive officers will continue to be available to us or that we will be able to find suitable management personnel to replace departing executives on a timely basis.

***Certain of our end users operate in highly cyclical industries, which can result in uncertainty and significantly impact the demand for our products, which could have a material adverse effect on our business, results of operations and financial condition.***

Some of the markets in which we operate, including agriculture, energy, mining, construction, material handling, distribution and motorhomes, exhibit a high degree of cyclicality. Decisions to purchase our products are largely a result of the performance of these and other industries we serve. If demand for output in these industries decreases, the demand for our products will likely decrease. Demand in these industries is impacted by numerous factors, including prices of commodities, rates of infrastructure spending, housing starts, real estate equity values, interest rates, consumer spending, fuel costs, energy demands, municipal spending, commercial construction and global pandemics, among others. Increases or decreases in these variables globally may significantly impact the demand for our products, which could have a material adverse effect on our business, results of operations and financial condition. If we are unable to accurately predict demand, we may be unable to meet our customers' needs, resulting in the loss of potential sales, or we may manufacture excess products, resulting in increased inventories and overcapacity in our production facilities, increasing our unit production cost and decreasing our operating margins.

***In 2025, our sales were concentrated among our top five OEM customers. The loss or consolidation of any one of these customers or the discontinuation of particular vehicle models for which we are a significant supplier could reduce our net sales and have a material adverse effect on our results of operations and financial condition.***

We have in the past and may in the future derive a significant portion of our net sales from a relatively limited number of OEM customers. For the years ended December 31, 2025, 2024 and 2023, our top five OEM customers accounted for approximately 52%, 55% and 52% of our net sales, respectively. Our top three customers, Daimler AG, PACCAR Inc. and Traton SE, accounted for approximately 18%, 11% and 10%, respectively, of our net sales during 2025. The loss of, or consolidation of, any one of these customers or a significant decrease in business from one or more of these customers, could harm our business, results of operations and financial condition. In addition, the discontinuation of particular vehicle models for which we are a significant supplier could reduce our net sales and have a material adverse effect on our business, results of operations and financial condition.

***Labor unrest could have an adverse effect on our business, results of operations and financial condition.***

As of December 31, 2025, approximately 49% of our U.S. employees, representing approximately 43% of our total employees, were represented by the UAW and are subject to a collective bargaining agreement. Our current collective bargaining agreement with UAW Local 933 is effective through November 2027. In addition, approximately 68% of the U.S. employees that were acquired with the Acquired Off-Highway Business are represented by the UAW or the USW and are subject to collective bargaining agreements. Any new collective bargaining agreements we negotiate with the UAW or the USW to replace the existing collective bargaining agreements upon their expiration may result in increased costs to us, in particular labor costs, which could have an adverse effect on our results of operations. In addition to our unionized work force, many of our direct and indirect customers and vendors have unionized work forces. Strikes, work stoppages or slowdowns experienced by these customers or vendors or their other suppliers could result in slowdowns or closings of assembly plants that use our products or supply materials for use in the production of our products. Organizations responsible for shipping our products may also be impacted by strikes. Any interruption in the delivery of our products could reduce demand for our products and could have a material adverse effect on us.

In general, we consider our labor relations with all of our employees to be good. However, in the future we may be subject to labor unrest. If strikes, work stoppages or lock-outs at our facilities or at the facilities of our vendors or customers occur or continue for a long period of time, our business, results of operations and financial condition may be materially adversely affected.

***We are subject to cybersecurity risks to operational systems, security systems, and infrastructure owned by Allison or third-party vendors or suppliers.***

We are at risk for interruptions, outages, and compromises to the confidentiality, integrity or availability of: (i) operational systems, including information technology, business, financial, accounting, product development, data processing, or manufacturing processes, owned by us or our third-party vendors or suppliers; (ii) facility security systems, owned by us or our third-party vendors, customers or suppliers; and/or (iii) vehicle propulsion control modules or other in-product technology, owned by us, our customers or our third-party vendors or suppliers. Such cyber incidents could materially disrupt operational systems (for example, through the deployment of ransomware); result in loss of intellectual property, trade secrets or other proprietary or competitively sensitive information; compromise personally identifiable information of employees, customers, suppliers, or others; jeopardize the security of our facilities; and/or affect the performance of vehicle propulsion control modules or other in-product technology. A cyber incident could be caused by malicious insiders or by third parties using sophisticated, targeted methods to circumvent firewalls, encryption, and other security defenses, including hacking, fraud, trickery, or other

forms of deception, such as social engineering and phishing, or due to human or technological error, such as misconfigurations, “bugs,” or vulnerabilities in software or hardware used by us or others.

The techniques used by threat actors change frequently and are often difficult to detect. Cyberattacks are expected to accelerate on a global basis in frequency and magnitude as threat actors are increasingly using tools - including artificial intelligence - to evade detection and even remove forensic evidence. As a result, we may be unable to detect, investigate, remediate or recover from future cyberattacks or other incidents, or to avoid a materially adverse impact to our systems, information or business. In addition, remote or hybrid working arrangements at our Company, our customers and many third-party providers increase cybersecurity risks due to the challenges associated with managing remote computing assets and the nature of security vulnerabilities that are present in many non-corporate and home networks. We also deploy scanning tools in our systems that allow us to identify and track known security vulnerabilities, but we cannot guarantee that patches or mitigation measures will be applied in all instances before such vulnerabilities can be exploited by a threat actor.

We and certain of our customers and third-party providers have experienced cyberattacks and other incidents in the past and will continue to experience varying degrees of cyberattacks and incidents in the future. While to date no cybersecurity incidents have had a material impact on our operations or financial results, we cannot guarantee that material incidents will not occur in the future. As a provider of defense products and services to the U.S. government and foreign governments, we are subject to a heightened risk of cyberattacks, including by foreign governments, violent extremist organizations, and transnational criminal organizations. In addition, because certain of our systems are integrated with third-party (e.g., dealers) systems and technology, the circumvention or failure of our cybersecurity measures could compromise the confidentiality, integrity, and availability of those third-party systems, and vice versa.

A significant cyber incident could impact our production capability, harm our reputation and business relationships, impact our competitive position (including compromising our intellectual property assets), and subject us to regulatory actions or litigation and fines and/or penalties, including pursuant to evolving global privacy and security regulations and laws, as well as significant investigative, restoration or remediation costs and/or increased compliance costs. Any of the foregoing could materially affect our business, results of operations and financial condition. There is no guarantee that our measures to prevent, detect and mitigate these threats, including employee and key third-party partner education, monitoring of networks and systems, and maintenance of backup and protective systems, will be successful in preventing or mitigating a cyber incident.

In addition, in many jurisdictions, we are subject to privacy and data protection laws and regulations. These laws and regulations are changing rapidly and becoming increasingly complex. The interpretation and application of data protection laws in the U.S., Europe, and elsewhere are uncertain, evolving and may be inconsistent across jurisdictions. Our failure to comply with these laws and regulations could result in legal liability, significant regulator penalties and fines, or impair our reputation in the marketplace.

***Geopolitical risks may have an adverse effect on our results of operations and financial condition, including on the availability of raw materials for our products or component parts, our supply chain, our customers and our long-term sales opportunities.***

Political, economic and other conditions in foreign countries and regions, including geopolitical risks such as escalating tensions between China and western countries and the current wars in Ukraine and the Middle East, may have an adverse effect on our results of operations and financial condition. The duration of any such conflict, its impact on the applicable regional and global economy, and the breadth, severity and duration of any applicable sanctions imposed by the U.S. and other governments is uncertain. Extended or expanded conflicts could impact our ability or those of our suppliers or customers to obtain certain raw materials or component parts and could limit the availability and cost of energy throughout Europe, which could increase our costs, impact our ability to deliver

our products or reduce customer demand. In addition, while we have suspended indefinitely all sales and exports of our products to customers in Russia and Belarus and Russian and Belarusian affiliate owned or controlled entities, certain of our competitors have continued to sell products in Russia during this time, which may have a negative impact on our long-term sales opportunities in Russia.

***Our brand and reputation are dependent on the continued participation and level of service of our numerous independent distributors and dealers.***

We work with a network of approximately 1,500 independent distributors and dealers (as of December 31, 2025) that provide post-sale service, service parts and support equipment. Because we depend on the pull-through demand generated by end users for our products, any actions by the independent distributors or dealers, which are not in our control, may harm our reputation and damage the brand loyalty among our customer base. In the event that we are not able to maintain our brand reputation because of the actions of our independent distributors and dealers, we may face difficulty in maintaining our pricing positions with respect to some of our products or have reduced demand for our products, which could negatively impact our business, results of operations and financial condition. In addition, if a significant number of independent dealers were to terminate their contracts, it could adversely impact our business, results of operations and financial condition.

***In the event of a catastrophic loss of one of our key manufacturing facilities, our business would be adversely affected.***

While we manufacture our products in many facilities and maintain insurance covering our facilities, including business interruption insurance, a catastrophic loss of the use of all or a portion of one of our manufacturing facilities due to accident, labor issues, weather conditions, acts of war, political unrest, terrorist activity, natural disaster or extreme weather events, which may increase in frequency and intensity as a result of climate change, public health crises, such as pandemics and epidemics, or otherwise, whether short- or long-term, would have a material adverse effect on our business, results of operations and financial condition. Our most significant concentration of manufacturing is around our corporate headquarters in Indianapolis, Indiana, where we produced approximately 85% of our transmissions in 2025. In addition to our Indianapolis manufacturing facilities, we currently operate manufacturing facilities for our fully electric propulsion solutions in Auburn Hills, Michigan, for our transmissions in both Szentgotthard, Hungary and Chennai, India and for our aluminum die cast components in Lewisburg, Tennessee. We also acquired approximately 46 manufacturing and assembly facilities as part of the acquisition of the Acquired Off-Highway Business, located in approximately 22 countries. In the event of a disruption at the Indianapolis facilities, our other facilities may not be adequately equipped to operate at a level sufficient to compensate for the volume of production at the Indianapolis facility due to their size and the fact that they have not yet been tested for such significant increases in production volume.

## **Strategic Risks**

***Our success depends on research and development efforts, and we may not be successful in developing or introducing new products and technologies and responding to customer needs.***

Our success depends on our ability to develop or introduce new products and technologies and improve the efficiency and performance of our current products, and we invest significant resources in research and development in order to do so. We currently have enhancements to our existing products and technologies and new products and technologies under development, including electric hybrid and fully electric propulsion solutions, for planned introduction into certain end markets. The development of new products and technologies is difficult, time-consuming and costly and the timetable for commercial release is uncertain. Not all of our new product launches have been successful, and we may not be successful in the future in introducing other new products and responding to customer needs. In addition, it often takes significant time, in some cases multiple fleet buy cycles,

before customers gain experience with new products and technologies and those new products and technologies become widely-accepted by the market, if at all. Given the early stages of development of some of these new products and technologies, there can be no guarantee of future market acceptance and investment returns with respect to these products. In addition, an increased adoption of electric propulsion solutions could result in lower demand for our fully automatic transmissions and, over time, the demand for related service parts and support equipment, which would impact our margins. If we do not adequately anticipate the changing needs of our customers by keeping pace with improvements and changes in vehicle propulsion technology and developing and introducing new and effective products and technologies on a timely basis, or if the products and technologies we develop do not become market-leading, our competitive position and prospects could be harmed. If our competitors are able to respond to changing market demands and adopt new technologies more quickly than we do, demand for our products could decline, our competitive position could be harmed, our future research and development activities may be constrained due to intellectual property rights of others, licenses for technologies that would enable us to keep pace with our competitors may not be available on commercially reasonable terms if at all and we may not be able to recoup a return on our development investments. Moreover, changing customer demands as well as evolving regulatory, safety and environmental standards could require us to adapt our products and technologies to address such changes. As a result, in the future we may experience delays in the introduction of some or all of our new products or modifications or enhancements of existing products. Furthermore, there may be production delays due to unanticipated technological setbacks, which may, in turn, delay the release of new products to our end users. If the rate of adoption of new technologies, including electric vehicles for the medium- and heavy-duty commercial market, occurs at a pace that is faster than we are anticipating, we may not have products available to meet that accelerated timeframe. If we experience significant delays or increased costs in the production, launch or acceptance of our products and technologies, our business, results of operations and financial condition may be materially adversely affected.

***Our long-term growth prospects and results of operations may be impaired if the rate of adoption of fully automatic transmissions in commercial vehicles outside North America does not increase.***

Our long-term growth strategy depends in part on an increased rate of automaticity outside North America. As part of that strategy, we have established manufacturing facilities in India and Hungary. We have also dedicated significant human resources to serve markets where we anticipate increased adoption of automaticity. However, manual transmissions remain the market leader outside North America, and there can be no assurance that adoption of automatic transmissions will increase. Factors potentially impacting adoption of automatic transmissions outside of North America include the large existing installed base of manual transmissions, customer preferences for manual transmissions, commercial vehicle OEM vertical integration into manual transmission and AMT manufacturing, increased competition from AMTs, electric propulsion solutions, and other alternative transmission and propulsion solution technologies and failure to further develop the Allison brand. If the rate of adoption of our propulsion solutions, including fully automatic transmissions, does not increase as we have anticipated, our long-term growth prospects and results of operations may be impaired.

***Our international operations, in particular our emerging markets, are subject to various risks which could have a material adverse effect on our business, results of operations and financial condition.***

Our business is subject to certain risks associated with doing business internationally, particularly in emerging markets. Outside-North America net sales represented approximately 24% of our net sales for 2025. Most of our operations were in the U.S. in 2025, but we also have manufacturing and customization facilities in India and Hungary with a services agreement with Stellantis N.V. and customization capability in Brazil, the Netherlands, China and Japan, and, effective January 1, 2026, manufacturing and assembly facilities located in approximately 14 additional countries as a result of the acquisition of the Acquired Off-Highway Business. Further, we intend to continue to pursue growth opportunities for our business in a variety of business environments outside the U.S.,

which could exacerbate the risks set forth below. Our international operations are subject to, without limitation, the following risks:

- the burden of complying with multiple and possibly conflicting laws and any unexpected changes in regulatory requirements;
- foreign currency exchange controls, sanctions, import and export restrictions and tariffs, including restrictions promulgated by the Office of Foreign Assets Control of the U.S. Department of the Treasury, and other trade protection regulations and measures;
- political risks, including increased trade protectionism and risks of loss due to civil disturbances, acts of terrorism, acts of war, guerrilla activities and insurrection;
- unstable economic, financial and market conditions and increased expenses as a result of inflation, higher energy costs or higher interest rates;
- difficulties in enforcement of third-party contractual obligations and intellectual property rights and collecting receivables through foreign legal systems;
- difficulties in staffing and managing international operations and the application of foreign labor regulations;
- differing local product preferences and product requirements;
- potentially adverse tax consequences from changes in tax laws, requirements relating to withholding taxes on remittances and other payments by subsidiaries and restrictions on our ability to repatriate dividends from our subsidiaries; and
- exposure to liabilities under anti-corruption and anti-money laundering laws, including the U.S. Foreign Corrupt Practices Act ("FCPA") and similar laws and regulations in other jurisdictions.

Any one of these factors could materially adversely affect our sales of products or services to international customers or harm our reputation, which could have a material adverse effect on our business, results of operations and financial condition.

***Fluctuations in foreign currency exchange rates could adversely affect our results.***

We generate revenues and incur costs in multiple currencies. As a result, changes in exchange rates may impact margins on sales outside the U.S. and on products that include components sourced from suppliers located in other countries. In addition, the translation of foreign-denominated revenues, expenses, assets and liabilities into U.S. dollars for financial reporting purposes may result in variability in our reported results. We use natural hedging strategies and may, from time to time, enter into derivative instruments to manage a portion of our foreign currency exposure. However, these measures may not fully offset the effects of exchange rate fluctuations, and our hedging activities may not be effective in mitigating all foreign currency risks, which could adversely affect our results of operations, financial condition and cash flows. Our exposure to such exchange rate fluctuations and foreign currency risks has increased with the acquisition of the Acquired Off-Highway Business.

***We may not be able to identify or consummate acquisitions or partnerships or achieve expected benefits from or effectively integrate acquisitions or partnerships, which could harm our growth.***

From time to time, we evaluate selective acquisitions, partnerships and strategic investments. Potential and completed acquisitions, including the acquisition of the Acquired Off-Highway Business, and partnerships involve many risks that could have an adverse effect on our business, financial condition or results of operations, including:

- our ability to identify suitable acquisition or partnership candidates, prevail against competing potential acquirers or partners and negotiate and consummate acquisitions or partnerships on terms attractive to us;

- difficulties in integrating personnel and sales forces, operations, manufacturing, logistics, research and development, information technology, communications, purchasing, accounting, marketing, administration and other systems and processes and otherwise assimilating the operations of the acquired company;
- the diversion of resources, including diverting management's attention from our current operations;
- risks of entering new geographic or product markets in which we have limited or no direct prior experience;
- the potential loss of key customers, employees or suppliers of the acquired company or adverse effects on our existing business relationships with our suppliers and customers;
- the potential incurrence of indebtedness to fund the acquisition or partnerships;
- the acquired business or partnership not achieving anticipated revenues, earnings, cash flow or market share;
- excess capacity;
- failure to achieve the expected synergies or cost savings;
- the need for additional investments post-investment or post-acquisition that could be greater than anticipated;
- the impact of U.S. and foreign competition laws and regulations on our ability to make certain acquisitions, to enter into certain partnerships or to make certain strategic investments;
- inaccurate assessment of undisclosed, contingent or other liabilities or problems and unanticipated costs associated with the acquisition or partnership;
- incorrect estimates made in accounting for acquisitions, incurrence of non-recurring charges and write-off of significant amounts of goodwill that could adversely affect our financial results; and
- dilution of earnings.

We may also face liability with respect to acquired businesses for violations of environmental or other laws occurring prior to the date of our acquisition, and some or all of these liabilities may not be covered by environmental or other insurance secured to mitigate the risk or by indemnification from the sellers from which we acquired these businesses. We could also incur significant costs, including, but not limited to, remediation costs, natural resources damages, civil or criminal fines and sanctions and third-party claims, as a result of past or future violations of, or liabilities associated with, environmental or other laws.

We cannot offer any assurance that we will be able to consummate any future acquisitions, strategic investments, partnerships or other business combinations. If we are unable to identify suitable acquisition candidates or to consummate and successfully integrate any future acquisitions, our business and results of operations may be adversely affected as a result. See also "Risks Related to our Acquisition of the Acquired Off-Highway Business" below for additional discussion of certain risks related to the acquisition of the Acquired Off-Highway Business.

### **Risks Related to our Acquisition of the Acquired Off-Highway Business**

#### ***We expect to incur significant costs in connection with the integration of the Acquired Off-Highway Business.***

We have incurred, and will continue to incur, substantial costs related to formulating and implementing plans to integrate the Acquired Off-Highway Business, including facilities, systems and service contract consolidation costs and employment-related costs. We will continue to assess the magnitude of these costs, and additional unanticipated costs may be incurred in connection with the integration of the Acquired Off-Highway Business. These costs, as well as other unanticipated costs and expenses, could adversely affect our business, results of operations and financial condition.

***Any failure to integrate the Acquired Off-Highway Business and its operations with ours successfully in the expected time frame may adversely affect our results of operations and financial condition.***

The Acquired Off-Highway Business and its operations may not be integrated successfully with ours. It is possible that the integration process could result in the loss of our or Dana's key employees, the loss of customers, suppliers, service providers or other business counterparties, the disruption of our ongoing businesses, inconsistencies in standards, controls, procedures and policies, potential unknown liabilities and unforeseen expenses, delays, or regulatory conditions associated with and following completion of the acquisition, higher-than-expected integration costs and an overall post-closing integration process that takes longer than originally anticipated. In addition, the attention of our management team and our resources may be focused on the integration process, which may harm our day-to-day business operations or prevent us from pursuing other opportunities that may be beneficial.

***We may fail to realize all of the anticipated benefits from the integration of the Acquired Off-Highway Business and its operations after the acquisition or fail to effectively manage our expanded operations.***

The success of the acquisition of the Acquired Off-Highway Business will depend, in part, on our ability to achieve the expected opportunities, cost savings, operating synergies and other benefits from integrating the Acquired Off-Highway Business. However, the anticipated benefits of the acquisition may not be realized fully or at all, may take longer to realize than expected, or may result in other adverse effects that we do not currently foresee, which could adversely affect our business, results of operations and financial condition. In addition, the estimates and assumptions that we and Dana have made when evaluating the anticipated benefits from the acquisition may not be accurate, and there could be potential unknown liabilities and unforeseen expenses associated with the acquisition that could adversely impact us. In addition, following the acquisition, the size and complexity of our businesses and operations increased significantly. Our future success will depend, in part, upon our ability to manage this expanded business.

## **Legal and Regulatory Risks**

***Any events that impact our brand name, including if the products we manufacture or distribute are found to be defective, could have an adverse effect on our reputation, cause us to incur significant costs and negatively impact our business, results of operations and financial condition.***

We face exposure to product liability claims in the event that the use of our products has, or is alleged to have, resulted in injury, death or other adverse effects. We currently maintain product liability insurance coverage, but we cannot guarantee that we will be able to obtain such insurance on acceptable terms in the future, if at all, or that any such insurance will provide adequate coverage against potential claims. Product liability claims can be expensive to defend and can divert the attention of management and other personnel for long periods of time, regardless of the ultimate outcome. An unsuccessful product liability defense could have a material adverse effect on our business, results of operations, financial condition or prospects. If one of our products is determined to be defective, we may face substantial warranty costs and may be responsible for significant costs associated with a product recall or a redesign. We have had defect and warranty issues associated with certain of our products in the past, and similar product defects may occur in the future. See "Note 10. Product Warranty Liabilities" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K for additional details regarding these warranty issues.

Furthermore, our business depends on the strong brand reputation we believe we have developed. In addition to the risk of defective products, we also face significant risks in our efforts to penetrate new markets, where we have limited brand recognition. We also rely on our reputation with end users of our products to specify our products when purchasing new vehicles from our OEM customers. In the event we are not able to maintain or enhance our

brand in these new markets or our reputation is damaged in our existing markets as a result of product defects or recalls, we may face difficulty in maintaining our pricing positions with respect to some of our products or experience reduced demand for our products, which could negatively impact our business, results of operations and financial condition.

Additionally, we license the “Allison Transmission” name and certain related trademarks to third parties. If any third party uses the trade name “Allison Transmission” in ways that adversely affect such trade name or trademark, our reputation could suffer damage, which in turn could have a material adverse effect on our business, results of operations and financial condition.

***Many of the key patents and unpatented technology we use in our business are licensed to us, not owned by us, and our ability to use and enforce such patents and technology is restricted by the terms of the license.***

Protecting our intellectual property rights is critical to our ability to compete and succeed as a company. General Motors Company (“GM”) has granted us an irrevocable, perpetual, royalty-free, worldwide license under a large number of U.S. and foreign patents and patent applications, as well as certain unpatented technology and know-how, to design, develop, manufacture, use and sell fully automatic transmissions and electric hybrid propulsion solutions for use in certain vocational vehicles, defense vehicles and off-road products. For the bulk of the intellectual property licensed to us, our license is exclusive with respect to the design, development, manufacture, use and sale of fully automatic transmissions and electric hybrid propulsion solutions in vocational vehicles above certain weight rating thresholds, certain defense vehicles and certain off-road products. It is non-exclusive with respect to certain other products that are within the scope of the licensed patents or to which the licensed technology can be applied. GM continues to own such patents and technology, and GM has the right, in the first instance, to control the maintenance, enforcement and defense of such patents and the prosecution of the licensed patent applications. In addition, our ability to sublicense our rights is limited.

***We rely on unpatented technology, which exposes us to certain risks.***

We currently rely, and may continue in the future to rely, on unpatented proprietary technology. In such regard, we cannot be assured that any of our applications for protection of our intellectual property rights will be approved or that others will not infringe or challenge our intellectual property rights. It is possible our competitors will independently develop the same or similar technology or otherwise obtain access to our unpatented technology.

Although we believe the loss or expiration of any single patent would not have a material effect on our business, results of operations or financial condition, there can be no assurance that any one, or more, of the patents or any other intellectual property owned by or licensed to us will not be challenged, invalidated or circumvented by third parties. In fact, a number of the patents licensed to us are set to expire in the next few years. When a patent expires, the inventions it discloses can be used freely by others. Thus, the competitive advantage that we gain from the patents licensed to us will decrease over time, and a greater burden will be placed on our own research and development and licensing efforts to develop and otherwise acquire technologies to keep pace with improvements of transmission-related technology in the marketplace. We enter into confidentiality and invention assignment agreements with employees, and into non-disclosure agreements with suppliers and appropriate customers so as to limit access to and disclosure of our proprietary information. We cannot be assured that these measures will provide meaningful protection for our trade secrets, know-how or other proprietary information in the event of any unauthorized use, misappropriation or disclosure. If we are unable to maintain the proprietary nature of our technologies, our ability to sustain margins on some or all of our products may be affected, which could reduce our sales and profitability. Moreover, the protection provided for our intellectual property by the laws and courts of foreign nations may not be as advantageous to us as the protection available under U.S. law.

***Environmental, health and safety laws and regulations may impose significant compliance costs and liabilities on us.***

Our manufacturing operations are subject to many environmental, health and safety laws and regulations governing emissions to air, discharges to water, the generation, handling and disposal of waste and the cleanup of contaminated properties. Compliance with these laws and regulations is costly. We have incurred and expect to continue to incur significant costs to maintain or achieve compliance with applicable environmental, health and safety laws and regulations. Moreover, regulatory bodies are increasingly adopting regulations that target limiting greenhouse gases and combating climate change, which may impact our ability to sell our current products or require us to develop new products or technologies. If these environmental, health and safety laws and regulations that impact our operations or products become more stringent or expand to include a larger portion of our products or our customers' products in the future, we could incur additional costs in order to ensure that our business and products comply with such regulations. In addition, we may not be successful in developing products or technologies that comply with, or the vehicle or customer OEMs to which we sell our products may choose not to comply with, such laws and regulations, which could impact our ability to sell our products in certain locations, negatively impact our business and result in a loss of market share. Furthermore, if our products that are already placed in service are found to be non-compliant with certain laws, regulations and certifications, we may incur additional costs and fines. We cannot assure that we are in full compliance with all environmental, health and safety laws and regulations. Our failure to comply with applicable environmental, health and safety laws and regulations and permit requirements could result in civil or criminal fines, penalties or enforcement actions, third-party claims for property damage and personal injury, requirements to clean up property or to pay for the costs of cleanup or regulatory or judicial orders enjoining or curtailing operations or requiring corrective measures, including the installation of pollution control equipment or remedial actions. Our failure to comply could also result in our failure to secure adequate insurance for our business, resulting in significant exposure, diminished ability to hedge our risks and material modifications of our business operations.

Concern over climate change continues to result in new legal and regulatory requirements designed to mitigate the effects of climate change on the environment, such as actions taken by the U.S. Environmental Protection Agency and several states to address greenhouse gas emissions, the European Union's CSRD and California's Climate Corporate Data Accountability Act and Climate-Related Financial Risk Act. We are experiencing increased compliance burdens and costs in addressing our obligations under these new legal and regulatory obligations, and these new legal and regulatory obligations may adversely affect raw material sourcing, manufacturing operations and the distribution of our products.

We may be subject to liability as a potentially responsible party under the Comprehensive Environmental Response, Compensation and Liability Act and similar state or foreign laws for contaminated properties that we currently own, lease or operate or that we or our predecessors have previously owned, leased or operated, and sites to which we or our predecessors sent hazardous substances. Such liability may be joint and several so that we may be liable for more than our share of any contamination, and any such liability may be determined without regard to causation or knowledge of contamination. We or our predecessors have been named potentially responsible parties at contaminated sites from time to time.

There can be no assurance that future environmental remediation obligations will not have a material adverse effect on our results of operations and financial condition. In addition, we occasionally evaluate alternatives with respect to our facilities, including possible dispositions or closings. Investigations undertaken in connection with these activities may lead to discoveries of contamination that must be remediated, and closings of facilities may trigger remediation requirements that are not applicable to operating facilities. We may also face lawsuits brought by third parties that either allege property damage or personal injury as a result of, or seek reimbursement for costs associated with, such contamination.

***Our business and financial results may be adversely affected by government contracting risks.***

We are subject to various laws and regulations applicable to parties doing business with governmental entities, including laws and regulations governing performance of government contracts, capital allocations, the use and treatment of government furnished property and the nature of materials used in our products. We may be unilaterally suspended or barred from conducting business with a governmental entity, or become subject to fines or other sanctions if we are found to have violated such laws or regulations. As a result of the need to comply with these laws and regulations, we are subject to increased risks of governmental investigations, civil fraud actions, criminal prosecutions, whistleblower lawsuits and other enforcement actions. The laws and regulations to which we are subject include, but are not limited to, Export Administration Regulations, the Federal Acquisition Regulation, International Traffic in Arms Regulations, regulations from the Bureau of Alcohol, Tobacco, Firearms and Explosives and the FCPA in the U.S., as well as the regulations and laws applicable to government contracting in countries outside the U.S. The risks may be amplified in non-U.S. jurisdictions due to differing legal regimes, export controls, trade restrictions, currency and payment practices, and political and economic instability.

U.S. government contracts are subject to modification, curtailment or termination by the U.S. government without prior written notice, either for convenience or for default as a result of our failure to perform under the applicable contract. If terminated by the U.S. government as a result of our default, we could be liable for additional costs the U.S. government incurs in acquiring undelivered goods or services from another source and any other damages it suffers. Additionally, we cannot assign prime U.S. government contracts without the prior consent of the U.S. government contracting officer, and we are required to register with the Central Contractor Registration Database. Furthermore, the U.S. government periodically audits our governmental contract costs, which could result in fines, penalties or adjustment of costs and prices under the contracts. The result of, or expiration of the statute of limitations for, such audits could have an impact on reported liabilities, net income and cash flow from operations.

As our business increasingly includes contracts with governmental customers outside the U.S., we are subject to comparable risk of modification, suspension or termination, as well as audit, compliance and performance requirements, under foreign legal and regulatory regimes. These risks may be heightened by differing procurement practices, payment terms, export controls, political or regulatory developments, and other complexities inherent in contracting with non-U.S. governmental entities.

***Provisions of our amended and restated certificate of incorporation and amended and restated bylaws and Delaware law might discourage, delay or prevent a change of control of our company or changes in our management and, as a result, depress the trading price of our common stock.***

Our amended and restated certificate of incorporation and amended and restated bylaws and certain provisions of the General Corporation Law of the State of Delaware contain provisions that could discourage, delay or prevent a change in control of our Company or changes in our management that the stockholders of our Company may deem advantageous. These provisions:

- authorize the issuance of blank check preferred stock that our Board of Directors could issue to increase the number of outstanding shares and to discourage a takeover attempt;
- prohibit our stockholders from calling a special meeting of stockholders;
- prohibit stockholder action by written consent, which requires all stockholder actions to be taken at a meeting of our stockholders;
- provide that the Board of Directors is expressly authorized to adopt, or to alter or repeal, our bylaws;
- establish advance notice requirements for nominations for election to our Board of Directors or for proposing matters that can be acted upon by stockholders at stockholder meetings; and

- require the approval of holders of at least two-thirds of the outstanding shares of common stock to amend the bylaws and certain provisions of the certificate of incorporation.

These anti-takeover defenses could discourage, delay or prevent a transaction involving a change in control of our Company that our stockholders may believe to be in their best interests. These provisions could also discourage proxy contests and make it more difficult for our stockholders to elect directors of their choosing and cause us to take corporate actions other than those they desire.

### **Risks Related to Our Indebtedness and Financial Risks**

#### ***Our indebtedness could adversely affect our financial health, restrict our activities and affect our ability to meet our obligations.***

As of December 31, 2025, we had total indebtedness of \$2,909 million, and we would have been able to borrow an additional \$745 million, net of \$5 million of outstanding letters of credit, under Allison Transmission Inc.'s ("ATI"), our wholly-owned subsidiary, revolving credit facility with commitments in the amount of \$750 million due March 2029 ("Revolving Credit Facility"). As of December 31, 2025, we had no outstanding borrowings against the Revolving Credit Facility. At December 31, 2025, \$509 million of indebtedness was associated with ATI's term loan facility due March 2031 ("Term Loan", and together with the Revolving Credit Facility, the "Senior Secured Credit Facility"), \$400 million of indebtedness was associated with ATI's 4.75% Senior Notes due October 2027 ("4.75% Senior Notes"), \$500 million of indebtedness was associated with ATI's 5.875% Senior Notes due June 2029 ("5.875% Senior Notes 2029"), \$1,000 million of indebtedness was associated with ATI's 3.75% Senior Notes due January 2031 ("3.75% Senior Notes") and \$500 million of indebtedness was associated with ATI's 5.875% Senior Notes due December 2033 ("5.875% Senior Notes 2033", and together with the 4.75% Senior Notes, 5.875% Senior Notes 2029 and 3.75% Senior Notes, the "Senior Notes"). For a complete description of the terms of the Senior Secured Credit Facility and the Senior Notes, see "Note 8. Debt" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K.

On January 2, 2026, we amended the Second Amended and Restated Credit Agreement dated as of March 29, 2019, as amended (the "Credit Agreement"), to provide for an incremental term loan facility under the Credit Agreement in an aggregate principal amount equal to \$1,200 million (the "Incremental Term Loan") and increased the commitments under the Revolving Credit Facility by \$250 million to an aggregate principal amount of up to \$1,000 million. We used the proceeds of the Incremental Term Loan and also borrowed \$300 million under the Revolving Credit Facility to pay a portion of the consideration for the acquisition of the Acquired Off-Highway Business and fees, costs and expenses related to the acquisition.

Our indebtedness could have important consequences. For example, it could:

- make it more difficult for us to satisfy our obligations under our indebtedness;
- require us to further dedicate a substantial portion of our cash flow from operations to payments of principal and interest on our indebtedness, thereby reducing the availability of our cash flow to fund acquisitions, working capital, capital expenditures, research and development efforts and other general corporate purposes;
- increase our vulnerability to and limit our flexibility in planning for, or reacting to, downturns or changes in our business and the industry in which we operate;
- restrict us from making strategic acquisitions or cause us to make non-strategic divestitures;
- expose us to the risk of increased interest rates as borrowings under the Senior Secured Credit Facility are subject to variable rates of interest;
- place us at a competitive disadvantage compared to our competitors that have less debt; and

- limit our ability to borrow additional funds.

In addition, the Revolving Credit Facility contains a maximum total senior secured leverage ratio. The Senior Secured Credit Facility and the indentures governing the Senior Notes also contain other negative and affirmative covenants that will limit our ability to engage in activities that may be in our long-term best interests. Our failure to comply with any of the covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our indebtedness.

***To service our indebtedness, we will require a significant amount of cash, and our ability to generate cash depends on many factors beyond our control.***

Our ability to make cash payments on our indebtedness and to fund planned capital expenditures will depend on our ability to generate significant operating cash flow in the future. This, to a significant extent, is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

We cannot ensure that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under the Revolving Credit Facility in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. In such circumstances, we may need to refinance all or a portion of our indebtedness on or before maturity. We cannot ensure that we will be able to refinance any of our indebtedness on commercially reasonable terms or at all. If we cannot service our indebtedness, we may have to take actions such as selling assets, seeking additional equity or reducing or delaying capital expenditures, strategic acquisitions, investments and alliances. We cannot ensure that any such actions, if necessary, could be effected on commercially reasonable terms or at all.

***Despite current indebtedness levels, we and our subsidiaries may still be able to incur additional indebtedness, which could further exacerbate the risks associated with our substantial financial leverage.***

We and our subsidiaries may be able to incur additional indebtedness in the future because the terms of our indebtedness do not fully prohibit us or our subsidiaries from doing so. Subject to covenant compliance and certain conditions, our indebtedness as of December 31, 2025 permitted additional borrowing, including total borrowing up to \$745 million under the Revolving Credit Facility, net of \$5 million in letters of credit. If new debt is added to our current debt levels and our subsidiaries' current debt levels, the related risks that we and they now face could intensify.

***Our pension and other post-retirement benefits funding obligations could increase as a result of a variety of factors.***

Our earnings may be positively or negatively impacted by the amount of income or expense recorded for our defined benefit pension plans and other post-retirement benefits ("OPEB"). Accounting principles generally accepted in the United States of America ("GAAP") require that income or expense for defined benefit pension plans be calculated at the annual measurement date, or more frequently if certain events occur, using actuarial assumptions and calculations. These calculations reflect certain assumptions, the most significant of which relate to the capital markets, interest rates, health care inflation rates and other economic conditions. Changes in key economic indicators can change these assumptions. These assumptions, along with the actual value of assets at the measurement date, will impact the calculation of pension expense for the year. Although GAAP pension expense and pension contributions are not directly related, the key economic indicators that affect GAAP pension expense also affect the amount of cash that we would contribute to our defined benefit pension plans. Because the values of these defined benefit pension plans' assets have fluctuated and will fluctuate in response to changing market conditions, the amount of gains or losses that will be recognized in subsequent periods, the impact on the funded status of the defined benefit pension plans and the future minimum required contributions, if any, could have

a material adverse effect on our business, results of operations and financial condition. The magnitude of such impact cannot be determined with certainty at this time. However, the effect of a one percentage point decrease in the assumed discount rate would result in an increase in the December 31, 2025 defined benefit pension plans obligation of approximately \$13 million. Likewise, a one percentage point decrease in the effective interest rate for determining defined benefit pension plans contributions would result in an increase in the minimum required contributions for 2026 of approximately \$2 million. Similarly, a one percentage point decrease in the assumed discount rate would result in an increase in the December 31, 2025 OPEB obligation of approximately \$6 million. As of December 31, 2025, the unfunded status of our defined benefit pension plans was \$4 million and the unfunded status of our OPEB plan was \$66 million.

***An impairment in the carrying value of goodwill, other intangible assets or long-lived assets could negatively affect our consolidated results of operations and net worth.***

Pursuant to GAAP, we are required to assess our goodwill and indefinite-lived intangible assets to determine if they are impaired on an annual basis, or more often if events or changes in circumstances indicate that impairment may have occurred. Intangible assets with finite lives are amortized over the useful life and are reviewed for impairment on triggering events such as events or changes in circumstances indicating that an impairment may have occurred. If the testing performed indicates that impairment has occurred, we are required to record a non-cash impairment charge for the difference between the carrying value of the goodwill and the implied fair value of the goodwill or the carrying value of the intangible assets and the fair value of the intangible assets in the period the determination is made. Disruptions to our business, end market conditions, protracted economic weakness, the unsuccessful development of a product and unexpected significant declines in operating results may result in charges for goodwill and other asset impairments. See "Note 2. Summary of Significant Accounting Policies" and "Note 6. Goodwill and Other Intangible Assets" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K for additional details.

The carrying value of long-lived assets is evaluated whenever events or circumstances indicate that the carrying value of a long-lived asset may not be recoverable. Events or circumstances that would result in an impairment review primarily include a significant change in the use of an asset, a significant change in the projected future cash flows generated by an asset or the planned sale or disposal of an asset. The asset would be considered impaired when there is no future use planned for the asset or the future net undiscounted cash flows generated by the asset or asset group are less than its carrying value. An impairment loss would be recognized based on the amount by which the carrying value exceeds fair value and could have a material adverse effect on the results of our operations. See "Note 2. Summary of Significant Accounting Policies" and "Note 5. Property, Plant and Equipment" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K for additional details.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 1C. CYBERSECURITY**

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information.

Our cybersecurity risk management program is guided by the National Institute of Standards and Technology Cybersecurity Framework ("NIST CSF"). This does not imply that we meet any particular technical standards, specifications, or requirements, only that we use the NIST CSF as a framework to help us identify, assess, and manage cybersecurity risks relevant to our business.

Our cybersecurity risk management program is integrated into our overall enterprise risk management program and shares common methodologies, reporting channels and governance processes that apply across the enterprise risk management program to other legal, compliance, strategic, operational, and financial risk areas.

Key aspects of our cybersecurity risk management program include:

- Risk assessments designed to help identify material cybersecurity risks to our critical systems and information;
- A security team principally responsible for managing (1) our cybersecurity risk assessment processes, (2) our security controls, and (3) our response to cybersecurity incidents;
- The use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls;
- Cybersecurity awareness training of our employees, key third-party partners, incident response personnel, and senior management;
- A cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- A third-party risk management process for key third-party vendors and suppliers.

We have not identified risks from known cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected us, including our operations, business strategy, results of operations, or financial condition. We face certain ongoing risks from cybersecurity threats that, if realized, are reasonably likely to materially affect us, including our operations, business strategy, results of operations, or financial condition. See "Risk Factors – We are subject to cybersecurity risks to operational systems, security systems, or infrastructure owned by Allison or third-party vendors or suppliers" in Part I, Item 1A. of this Annual Report on Form 10-K.

### **Cybersecurity Governance**

Our Board considers cybersecurity risk as part of its risk oversight function and has delegated to its Audit Committee oversight of cybersecurity and other information technology risks. Our Audit Committee oversees management's implementation of our cybersecurity risk management program.

Our Audit Committee receives quarterly reports from management on our cybersecurity risks. In addition, management updates the Audit Committee, as necessary, regarding significant cybersecurity incidents.

The Audit Committee reports to the full Board regarding its activities, including those related to cybersecurity. The full Board also receives briefings from management on our cybersecurity risk management program. Board members receive presentations on cybersecurity topics from our Chief Information Security Officer ("CISO"), internal security staff or external experts as part of the Board's continuing education on topics that impact public companies.

Our CISO has primary responsibility for assessing and managing our material risks from cybersecurity threats and supervises both our internal cybersecurity operations team and our retained external cybersecurity consultants. Our management team, which includes our CISO as well as our Chief Executive Officer, Chief Financial Officer, General Counsel and Chief Information Officer, has overall responsibility for implementing our cybersecurity risk management program.

Our management team, led by our CISO, stays informed about and monitors the prevention, detection, mitigation, and remediation of key cybersecurity risks and incidents through various means, which may include briefings with internal cybersecurity team members and external consultants, threat intelligence and other information obtained from public or private sources, and alerts and reports produced by security tools deployed in

our information technology environment. Our CISO has over 30 years of experience in leading strategy and operations across information technology, cybersecurity and cloud infrastructure areas for entities in the public, private, government and military sectors. In addition, our CISO leads the operational cybersecurity team, which has an average of over 10 years of experience. Collectively, the members of the operational cybersecurity team have various certifications, including, but not limited to, CISSP, GSOM, GCIA, GCIH, CISA, CCSK, SSCP, GPEN, CEH, and CISM.

**ITEM 2. PROPERTIES**

Our world headquarters, which we own, is located at One Allison Way, Indianapolis, Indiana 46222. As of December 31, 2025, we have 17 manufacturing and certain other facilities in eight countries. The following table sets forth certain information regarding our significant facilities as of December 31, 2025.

Plant	Location	Approximate Size (ft <sup>2</sup> )	Owned / Leased	Description
Plant #3	Indianapolis	927,000	Own	Engineering, Operational Support
Plant #4	Indianapolis	425,900	Own	Manufacturing
Plant #6	Indianapolis	431,500	Own	Manufacturing
Plant #12	Indianapolis	534,900	Own	Manufacturing
Plant #14	Indianapolis	481,100	Own	Manufacturing
Plant #15	Indianapolis	391,700	Own	Manufacturing
Plant #17	Indianapolis	389,000	Own	Parts Distribution Center
Innovation Center	Indianapolis	96,000	Own	Engineering, Research and Development
Vehicle Electrification + Environmental Test (VE+ET) Center	Indianapolis	66,000	Own	Research and Development
Auburn Hills	Auburn Hills, Michigan, USA	110,400	Lease	Engineering, Operational Support, Manufacturing
Walker Die Casting	Lewisburg, Tennessee, USA	774,100	Own	Manufacturing
Chennai	India	551,551	Own	Manufacturing
Szentgotthard	Hungary	149,000	Own	Manufacturing & Customization

In addition, in connection with the acquisition of the Acquired Off-Highway Business, effective as of January 1, 2026, we acquired approximately 46 additional manufacturing and assembly plants and approximately 30 other facilities located in 24 countries.

We believe all our facilities are suitable for their intended purpose, are being efficiently utilized and provide adequate capacity to meet demand for the next several years. The table above does not include sales offices located in various countries.

**ITEM 3. LEGAL PROCEEDINGS**

We are subject to various contingencies, including routine legal proceedings and claims arising out of the normal course of business. These proceedings primarily involve commercial claims, product liability claims, personal injury claims and workers' compensation claims. The outcome of these lawsuits, legal proceedings and claims cannot be predicted with certainty. Nevertheless, we believe the outcome of any of these currently existing proceedings, even if determined adversely, would not have a material adverse effect on our financial condition or results of operations. See "Note 18. Commitments and Contingencies" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K.

**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****Market Information**

Our common stock is listed on the New York Stock Exchange under the symbol “ALSN.”

**Holders**

As of February 5, 2026, there were approximately 306,855 stockholders of record of our common stock, which includes the actual number of holders registered on our books and holders of shares in “street name” or persons, partnerships, associations, corporations or other entities identified in security position listings maintained by depositories.

**Unregistered Sales of Equity Securities**

During the period covered by this Annual Report on Form 10-K, we did not offer or sell any equity securities that were not registered under the Securities Act of 1933, as amended (the “Securities Act”).

**Issuer Purchases of Equity Securities**

Our current stock repurchase program (the “Repurchase Program”) was authorized by the Board of Directors in 2016, with increases approved by the Board of Directors on each of November 8, 2017, July 30, 2018, May 9, 2019, February 24, 2022 and February 20, 2025, which in the aggregate total authorized repurchases of \$5,000 million in shares of our common stock. The Repurchase Program has no termination date, and the timing and amount of stock purchases are subject to market conditions and corporate needs. The Repurchase Program may be modified, suspended or discontinued at any time at our discretion.

The following table sets forth information related to our repurchase of our common stock on a monthly basis during the three months ended December 31, 2025:

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs <sup>(1)</sup>	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs <sup>(1)</sup>
October 1 – October 31, 2025	207,881	\$ 82.97	207,881	\$ 1,218,918,146
November 1 – November 30, 2025	162,873	82.92	162,873	1,205,413,180
December 1 – December 31, 2025	143,818	96.08	143,818	1,191,595,143
Total	<u>514,572</u>	86.62	<u>514,572</u>	

<sup>(1)</sup> These values reflect repurchases made under the Repurchase Program.

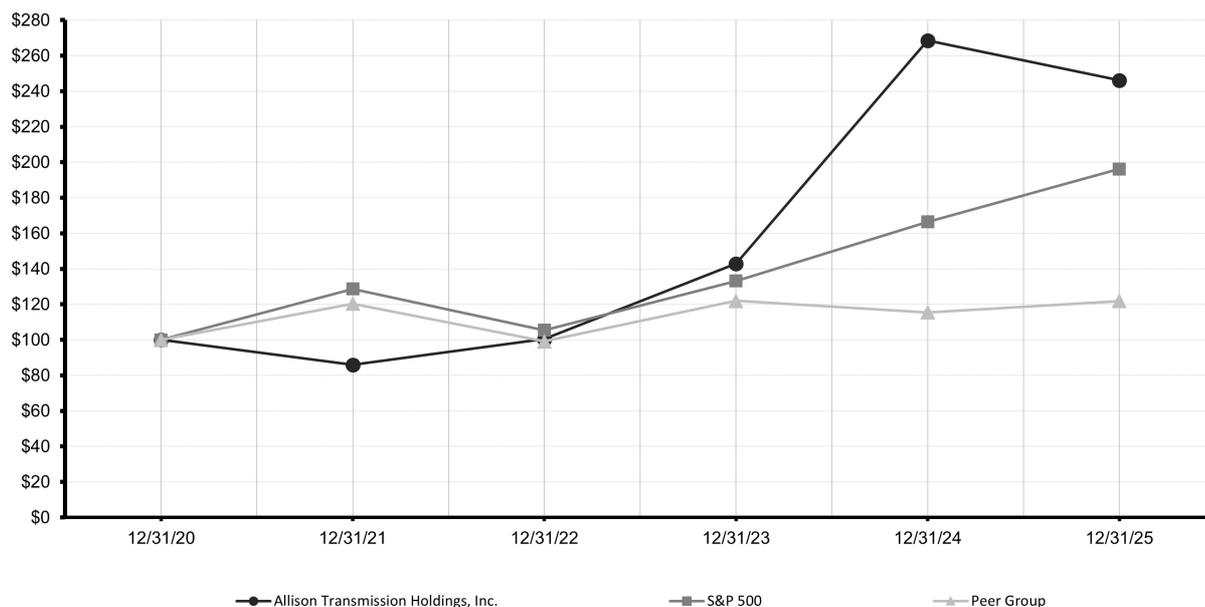
**Issuances Under Equity Compensation Plans**

For information regarding the securities authorized for issuance under our equity compensation plans, see Part III, Item 12. of this Annual Report on Form 10-K.

**Comparative Stock Performance Graph**

The information included under the heading “Comparative Stock Performance Graph” in this Item 5. of Part II of this Annual Report on Form 10-K shall not be deemed to be “soliciting material” or subject to Regulation 14A or 14C, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act.

Set forth below is a graph comparing the total cumulative returns of ALSN, the S&P 500 Index and an index of peer companies selected by us. Our peer group includes Donaldson Company, Inc., Graco Inc., Roper Technologies, Inc., Gentex Corporation, Rockwell Automation, Inc. and Sensata Technologies Holding PLC. The graph assumes \$100 was invested on December 31, 2020 in our common stock and each of the indices and that all dividends, if any, are reinvested.



	As of December 31, 2020	As of December 31, 2021	As of December 31, 2022	As of December 31, 2023	As of December 31, 2024	As of December 31, 2025
Allison Transmission Holdings, Inc.	\$ 100.00	\$ 85.92	\$ 100.39	\$ 142.82	\$ 268.48	\$ <b>246.04</b>
S&P 500 Index	100.00	128.71	105.40	133.10	166.40	<b>196.16</b>
Peer Group	100.00	120.37	99.13	121.93	115.48	<b>121.86</b>

**ITEM 6. [RESERVED]**

## ITEM 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The following discussion contains forward-looking statements regarding industry trends, our expectations regarding our future performance, liquidity and capital resources and other non-historical statements that involve risks and uncertainties. Our actual results may differ materially from those discussed in or implied by the forward-looking statements as a result of various factors, including, without limitation, those set forth under Part I, Item 1A., "Risk Factors," and other matters included elsewhere in this Annual Report on Form 10-K. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our Consolidated Financial Statements and the notes thereto included elsewhere in this Annual Report on Form 10-K.*

This section of this Annual Report on Form 10-K generally discusses 2025 and 2024 items and year-over-year comparisons between 2025 and 2024. A detailed discussion of 2023 items and year-over-year comparisons between 2024 and 2023 that are not included in this Annual Report on Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7. of our Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the SEC on February 13, 2025.

### Overview

We are a global leader in high-performance mobility and work solutions built for the needs of the modern industrial world. The business was founded in 1915 and has been headquartered in Indianapolis, Indiana since inception. Allison is traded on the New York Stock Exchange under the symbol, "ALSN".

We have a global presence by serving customers in North America, Asia, Europe, South America, and Africa, with approximately 76% of our revenues being generated in North America in 2025. We serve customers through an independent network of approximately 1,500 independent distributor and dealer locations worldwide as of December 31, 2025.

### Recent Developments

On June 11, 2025, we entered into a Stock Purchase Agreement (the "Purchase Agreement") with Dana to acquire the Acquired Off-Highway Business (the "Acquisition"). Also on June 11, 2025, in connection with the entry into the Purchase Agreement, we entered into a commitment letter (the "Commitment Letter") with a group of lenders (the "Lenders"), pursuant to which the Lenders committed to provide a 364-day senior unsecured bridge term loan facility (the "Bridge Facility"), in an aggregate principal amount of up to \$2,000 million. As of December 31, 2025, the Bridge Facility aggregate commitment principal amount had been reduced to \$500 million as a result of the issuance of \$500 million aggregate principal amount of our 5.875% Senior Notes due December 2033 ("5.875% Senior Notes 2033") and our election to voluntarily reduce the aggregate commitments under the facility.

On January 1, 2026, the Acquisition was completed for a purchase price of approximately \$2,732 million, subject to certain adjustments, using a combination of cash on hand, the \$500 million of proceeds from the issuance of the 5.875% Senior Notes 2033, \$1,200 million of proceeds from the Incremental Term Loan, and \$300 million borrowed under the Revolving Credit Facility. No amount was drawn from the Bridge Facility, and it was terminated upon the completion of the Acquisition.

As a result of the Acquisition, we now offer an expanded portfolio of drivetrain, motion and propulsion solutions, providing complementary product breadth and an enhanced ability to support customers across multiple end markets. The Acquired Off-Highway Business has historically served end markets with demand characteristics that differ from our traditional on-highway markets, contributing to a more diversified portfolio.

Following the Acquisition, we continue to operate under the Allison name, but our operations are now comprised of two business units: Allison Transmission and Allison Off-Highway Drive & Motion Systems. Business unit leadership is located globally, reflecting the international nature of our operations and the importance of local market insights, sourcing, production and customer support.

Allison Transmission offers more than 200 different models compatible with more than 500 combinations of engine brands, models and ratings, including diesel, gasoline, natural gas and other alternative fuels. In addition, Allison Transmission has developed thousands of proprietary calibrations available for use with our electronic control modules, enabling tailored performance across a broad range of customer applications.

Allison Off-Highway Drive & Motion Systems provides drivetrain and motion solutions for a wide range of mobile and stationary off-highway equipment. These solutions include optimized drivetrain systems, propulsion components and motion technologies designed for industries such as construction, agriculture, mining, material handling and other industrial applications. The portfolio encompasses systems that manage power conveyance to machines and power work functions, including axles, gearboxes, transmissions and related components, as well as motion systems tailored to customer performance and efficiency requirements across both conventional and electrified powertrains. The global engineering, manufacturing and service footprint of the Acquired Off-Highway Business supports localized responsiveness and technical support for customers in key off-highway end markets.

### **Trends Impacting Our Business**

In 2026, we expect to have higher net sales driven by our North America On-Highway and Defense end markets and net sales for Allison Off-Highway Drive & Motion Systems driven by our Construction & Material Handling end market.

**Full Year 2025 and 2024 Net Sales by End Market (dollars in millions)**

<b>End Market</b>	<b>2025 Net Sales</b>	<b>2024 Net Sales</b>	<b>% Variance</b>
North America On-Highway	\$ 1,540	\$ 1,752	(12)%
Outside North America On-Highway	507	493	3%
Global Off-Highway	53	105	(50)%
Defense	267	212	26%
Service Parts, Support Equipment and Other	643	663	(3)%
<b>Total Net Sales</b>	<b>\$ 3,010</b>	<b>\$ 3,225</b>	<b>(7)%</b>

North America On-Highway end market net sales were down 12% for the year ended December 31, 2025 compared to the year ended December 31, 2024, principally driven by lower demand for medium-duty and class 8 vocational trucks, partially offset by price increases on certain products and market share gains for hybrid propulsion systems for transit buses.

Outside North America On-Highway end market net sales were up 3% for the year ended December 31, 2025 compared to the year ended December 31, 2024, principally driven by higher demand in Europe and South America and price increases on certain products, partially offset by lower demand in Asia.

Global Off-Highway net sales were down 50% for the year ended December 31, 2025 compared to the year ended December 31, 2024, principally driven by lower demand from the energy, mining and construction sectors outside of North America.

Defense end market net sales were up 26% for the year ended December 31, 2025 compared to the year ended December 31, 2024, principally driven by increased demand for Tracked vehicle applications, price increases on certain products and the continued execution of our growth initiatives.

Service Parts, Support Equipment and Other end market net sales were down 3% for the year ended December 31, 2025 compared to the year ended December 31, 2024, principally driven by lower demand for aluminum die cast components and support equipment, partially offset by higher demand for service parts and price increases on certain products.

**Key Components of our Results of Operations****Net sales**

We generate our net sales primarily from the sale of vehicle propulsion solutions, service and component parts, support equipment, defense kits, engineering services, royalties and extended transmission coverage to a wide array of OEMs, distributors and the U.S. government. Sales are recorded in accordance with the terms of the contract, net of provisions for customer incentives and other rebates. Engineering services are recorded as net sales in accordance with the terms of the contract. The associated costs are recorded in cost of sales. We also have royalty agreements with third parties that provide net sales as a result of joint efforts in developing marketable products.

**Cost of sales**

Our primary components of cost of sales are purchased parts, the overhead expense related to our manufacturing operations and direct labor associated with the manufacture and assembly of vehicle propulsion solutions and parts. For the year ended December 31, 2025, direct material costs were approximately 66%, overhead costs were approximately 26% and direct labor costs were approximately 8% of total cost of sales. We are subject to changes in our cost of sales caused by movements in underlying commodity prices. We seek to

hedge against this risk by using LTAs. See Part II, Item 7A., “Quantitative and Qualitative Disclosures about Market Risk—Commodity Price Risk” included in this Annual Report on Form 10-K.

***Selling, general and administrative***

The principal components of our selling, general and administrative expenses are salaries and benefits for our office personnel, advertising and promotional expenses, product warranty expense, expenses relating to certain information technology systems and amortization of our intangible assets.

***Engineering — research and development***

We incur costs in connection with research and development programs that are expected to contribute to future earnings. Such costs are expensed as incurred.

***Non-GAAP Financial Measures***

We use Adjusted Earnings before Interest, Taxes, Depreciation, and Amortization (“EBITDA”) and Adjusted EBITDA as a percent of net sales to measure our operating profitability. We believe that Adjusted EBITDA and Adjusted EBITDA as a percent of net sales provide management, investors and creditors with useful measures of the operational results of our business and increase the period-to-period comparability of our operating profitability and comparability with other companies. Adjusted EBITDA as a percent of net sales is also used in the calculation of management’s incentive compensation program. The most directly comparable GAAP measure to Adjusted EBITDA and Adjusted EBITDA as a percent of net sales is Net income and Net income as a percent of net sales, respectively. Adjusted EBITDA is calculated as earnings before interest expense, net, income tax expense, amortization of intangible assets, depreciation of property, plant and equipment and other adjustments as defined by the Credit Agreement, governing ATI’s Senior Secured Credit Facility. Adjusted EBITDA as a percent of net sales is calculated as Adjusted EBITDA divided by net sales.

We use Adjusted free cash flow to evaluate the amount of cash generated by our business that, after the capital investment needed to maintain and grow our business and certain mandatory debt service requirements, can be used for repayment of debt, stockholder distributions and strategic opportunities, including investing in our business. We believe that Adjusted free cash flow enhances the understanding of the cash flows of our business for management, investors and creditors. Adjusted free cash flow is also used in the calculation of management’s incentive compensation program. The most directly comparable GAAP measure to Adjusted free cash flow is Net cash provided by operating activities. Adjusted free cash flow is calculated as Net cash provided by operating activities after additions of long-lived assets.

The following is a reconciliation of Net income and Net income as a percent of net sales to Adjusted EBITDA and Adjusted EBITDA as a percent of net sales and a reconciliation of Net cash provided by operating activities to Adjusted free cash flow:

<i>(unaudited, dollars in millions)</i>	For the years ended December 31,					
	2025		2024		2023	
<b>Net income (GAAP)</b>	\$	623	\$	731	\$	673
plus:						
Income tax expense		181		166		154
Depreciation of property, plant and equipment		117		111		109
Interest expense, net		92		89		107
Amortization of intangible assets		7		10		45
Acquisition-related expenses (a)		64		—		—
Loss associated with impairment of long-lived assets (b)		29		1		—
Stock-based compensation expense (c)		27		26		22
Unrealized (gain) loss on marketable securities (d)		(12)		9		1
UAW Local 933 contract signing incentives (e)		—		14		—
Pension plan settlement loss (f)		—		4		—
Other (g)		2		4		(3)
<b>Adjusted EBITDA (Non-GAAP)</b>	\$	1,130	\$	1,165	\$	1,108
<b>Net sales (GAAP)</b>	\$	3,010	\$	3,225	\$	3,035
<b>Net income as a percent of Net sales (GAAP)</b>		20.7%		22.7%		22.2%
<b>Adjusted EBITDA as a percent of Net sales (Non-GAAP)</b>		37.5%		36.1%		36.5%
<b>Net cash provided by operating activities (GAAP) (h)</b>	\$	836	\$	801	\$	784
Deductions to reconcile to Adjusted free cash flow:						
Additions of long-lived assets		(175)		(143)		(125)
<b>Adjusted free cash flow (Non-GAAP) (h)</b>	\$	661	\$	658	\$	659

- (a) Represents acquisition-related expenses (recorded in Selling, general and administrative), primarily consulting and legal fees, related to the Acquisition.
- (b) Represents a charge associated with the impairment of long-lived assets related to the production of certain electrified products.
- (c) Represents stock-based compensation expense (recorded in Cost of sales, Selling, general and administrative, and Engineering — research and development).
- (d) Represents unrealized (gains) losses (recorded in Other income (expense), net) principally related to an investment in the common stock of Jing-Jin Electric Technologies Co. Ltd.
- (e) Represents non-recurring incentives (recorded in Cost of sales, Selling, general and administrative, and Engineering - research and development) to eligible employees as a result of the UAW Local 933 represented employees ratifying a four-year collective bargaining agreement effective through November 2027.
- (f) Represents a non-cash settlement charge (recorded in Other income (expense), net) for a pro rata portion of previously unrecognized pension plan actuarial net losses associated with the pension risk transfer of a portion of our salaried defined benefit pension plan obligations to a third-party insurance company.
- (g) Represents other adjustments as defined by the Credit Agreement.
- (h) Net cash provided by operating activities (GAAP) and Adjusted free cash flow (Non-GAAP) include \$47 million of payments for expenses related to the Acquisition for the year ended December 31, 2025. There were no payments for expenses related to the Acquisition for the year ended December 31, 2024.

## Results of Operations

The following table sets forth certain financial information for the years ended December 31, 2025 and 2024. The following table and discussion should be read in conjunction with the information contained in our consolidated financial statements and the notes thereto included in Part II, Item 8., of this Annual Report on Form 10-K.

### Comparison of years ended December 31, 2025 and 2024

(dollars in millions)	Years ended December 31,			
	2025	% of net sales	2024	% of net sales
Net sales	\$ 3,010	100%	\$ 3,225	100%
Cost of sales	1,547	51	1,696	53
Gross profit	1,463	49	1,529	47
Operating expenses:				
Selling, general and administrative	380	13	336	10
Engineering — research and development	174	6	200	6
Loss associated with impairment of long-lived assets	29	1	1	—
Total operating expenses	583	20	537	16
Operating income	880	29	992	31
Other expense, net:				
Interest expense, net	(92)	(3)	(89)	(3)
Other income (expense), net	16	1	(6)	—
Total other expense, net	(76)	(2)	(95)	(3)
Income before income taxes	804	27	897	28
Income tax expense	(181)	(6)	(166)	(5)
Net income	\$ 623	21%	\$ 731	23%

### Net sales

Net sales for the year ended December 31, 2025 were \$3,010 million compared to \$3,225 million for the year ended December 31, 2024, a decrease of 7%.

The decrease was principally driven by:

- North America On-Highway end market net sales decreased \$212 million, or 12%, principally driven by lower demand for medium-duty and class 8 vocational trucks, partially offset by price increases on certain products and market share gains for hybrid propulsion systems for transit buses.
- Global Off-Highway end market net sales decreased \$52 million, or 50%, principally driven by lower demand from the energy, mining and construction sectors outside of North America.
- Service Parts, Support Equipment and Other end market net sales decreased \$20 million, or 3%, principally driven by lower demand for aluminum die cast components and support equipment, partially offset by higher demand for service parts and price increases on certain products.

These decreases were partially offset by:

- Defense end market net sales increased \$55 million, or 26%, principally driven by increased demand for Tracked vehicle applications, price increases on certain products and the continued execution of our growth initiatives.
- Outside North America On-Highway end market net sales increased \$14 million, or 3%, principally driven by higher demand in Europe and South America and price increases on certain products, partially offset by lower demand in Asia.

### **Cost of sales**

Cost of sales for the year ended December 31, 2025 was \$1,547 million compared to \$1,696 million for the year ended December 31, 2024, a decrease of 9%. The decrease was principally driven by lower direct material and manufacturing expense commensurate with decreased net sales, \$20 million of lower incentive compensation expense and \$13 million of UAW Local 933 contract signing incentives recognized in 2024 that did not reoccur in 2025, partially offset by unfavorable direct material costs.

### **Gross profit**

Gross profit for the year ended December 31, 2025 was \$1,463 million compared to \$1,529 million for the year ended December 31, 2024, a decrease of 4%. The decrease was principally driven by \$223 million from decreased net sales and \$45 million of unfavorable direct material costs, partially offset by \$140 million of price increases on certain products, \$29 million of lower manufacturing expense, \$20 million of lower incentive compensation expense and \$13 million of UAW Local 933 contract signing incentives recognized in 2024 that did not reoccur in 2025. Gross profit as a percent of net sales for the year ended December 31, 2025 increased 120 basis points compared to the same period in 2024, principally driven by price increases on certain products, lower incentive compensation expense and UAW Local 933 contract signing incentives recognized in 2024 that did not reoccur in 2025.

### **Selling, general and administrative**

Selling, general and administrative expenses for the year ended December 31, 2025 were \$380 million compared to \$336 million for the year ended December 31, 2024, an increase of 13%. The increase was principally driven by \$64 million of expenses related to the Acquisition and higher product warranty expense, partially offset by lower incentive compensation expense.

### **Engineering — research and development**

Engineering expenses for the year ended December 31, 2025 were \$174 million compared to \$200 million for the year ended December 31, 2024, a decrease of 13%. The decrease was principally driven by reduced product initiatives spending to align costs and programs across our business with end markets demand conditions and lower incentive compensation expense.

### **Loss associated with impairment of long-lived assets**

During the fourth quarter of 2025, we recorded \$29 million of losses associated with the impairment of long-lived assets related to the production of certain electrified products. See "Note 5. Property, Plant and Equipment" and "Note 6. Goodwill and Other Intangible Assets" of Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K for additional details.

### **Interest expense, net**

Interest expense, net for the year ended December 31, 2025 was \$92 million compared to \$89 million for the year ended December 31, 2024, an increase of 3%. The increase was principally driven by \$5 million of increased interest expense from amortization of deferred financing costs related to the Bridge Facility.

### **Other income (expense), net**

Other income (expense), net for the year ended December 31, 2025 was \$16 million compared to (\$6) million for the year ended December 31, 2024. The change was principally driven by a \$21 million change in unrealized mark-to-market adjustments for marketable securities and a \$4 million non-cash defined benefit pension plan settlement charge recognized in 2024 that did not reoccur in 2025, partially offset by \$5 million of reduced post-retirement benefit plan credits.

### **Income tax expense**

Income tax expense for the year ended December 31, 2025 was \$181 million resulting in an effective tax rate of 23%, compared to \$166 million of income tax expense and an effective tax rate of 19% for the year ended December 31, 2024. The increase in income tax expense and effective tax rate was principally driven by elections made under the One Big Beautiful Bill Act.

### **Liquidity and Capital Resources**

We generate cash primarily from our operations to fund our operating, investing and financing activities. Our principal uses of cash are operating expenses, capital expenditures, working capital needs, debt service, dividends on common stock, stock repurchases and strategic growth initiatives, including investments, acquisitions and collaborations. Our ability to generate cash in the future and our future uses of cash are subject to general economic, financial, competitive, legislative, regulatory and other factors that may be beyond our control. We had total available cash and cash equivalents of \$1,495 million and \$781 million as of December 31, 2025 and 2024, respectively. Of the available cash and cash equivalents, \$1,361 million was deposited in operating accounts and \$134 million was invested primarily in U.S. government backed securities and time deposits as of December 31, 2025, compared to \$117 million deposited in operating accounts and \$664 million invested primarily in U.S. government backed securities as of December 31, 2024.

As of December 31, 2025, the total of cash held by foreign subsidiaries was \$84 million, the majority of which was at our subsidiaries located in China, the Netherlands, Japan, Brazil and Hungary. We manage our worldwide cash requirements considering available funds among the subsidiaries through which we conduct our business and the cost effectiveness with which those funds can be accessed. As a result, we do not currently anticipate that local liquidity restrictions will preclude us from funding our targeted expectations or operating needs with local resources.

We have not recognized any deferred tax liabilities associated with earnings in foreign subsidiaries, except for our subsidiary located in China, as they are intended to be permanently reinvested and used to support foreign operations or have no associated tax requirements. We have recorded a deferred tax liability of \$3 million for the tax liability associated with the remittance of previously taxed income and unremitted earnings for our subsidiary located in China. The remaining deferred tax liabilities, if recorded, related to unremitted earnings that are indefinitely reinvested are not material.

Our liquidity requirements are significant, primarily due to our debt service requirements. As of December 31, 2025, we had \$509 million of indebtedness associated with ATI's Term Loan, \$400 million of indebtedness associated with ATI's 4.75% Senior Notes due October 2027 ("4.75% Senior Notes"), \$500 million of indebtedness associated with ATI's 5.875% Senior Notes due June 2029 ("5.875% Senior Notes 2029"), \$1,000 million of indebtedness associated with ATI's 3.75% Senior Notes due January 2031 ("3.75% Senior Notes") and \$500 million of indebtedness associated with ATI's 5.875% Senior Notes due December 2033 ("5.875% Senior Notes 2033", and together with the 4.75% Senior Notes, 5.875% Senior Notes 2029 and 3.75% Senior Notes, the "Senior Notes").

Our short-term and long-term debt service liquidity requirements consist of \$1 million of minimum required quarterly principal payments on ATI's Term Loan through its maturity date of March 2031, \$3 million of minimum required quarterly principal payments on ATI's Incremental Term Loan through its maturity date of January 2033 and periodic interest payments on ATI's Term Loan, ATI's Incremental Term Loan and the Senior Notes. There are no required quarterly principal payments on the Senior Notes. Our long-term debt service liquidity requirements also consist of the payment in full of any remaining principal balance of ATI's Term Loan, ATI's Incremental Term Loan and the Senior Notes upon their respective maturity dates.

We made \$5 million and \$104 million of principal payments on the Term Loan during the years ended December 31, 2025 and 2024, respectively. Our ability to make payments on and refinance our indebtedness and to fund planned capital expenditures and growth initiatives will depend on our ability to generate cash in the future.

As of December 31, 2025, the Senior Secured Credit Facility provided for a \$750 million Revolving Credit Facility, net of an allowance for up to \$75 million in outstanding letter of credit commitments, and we had \$745 million available under the Revolving Credit Facility, net of \$5 million in letters of credit. As of December 31, 2025, we had no amounts outstanding under the Revolving Credit Facility. If we have commitments outstanding on the Revolving Credit Facility at the end of a fiscal quarter, the Senior Secured Credit Facility requires us to maintain a specified maximum first lien net leverage ratio of 5.50x. Additionally, within the terms of the Senior Secured Credit Facility, a first lien net leverage ratio at or below 4.00x results in the elimination of excess cash flow payments on the Senior Secured Credit Facility for the applicable year. As of December 31, 2025, our first lien net leverage ratio was (0.87x). The Senior Secured Credit Facility also provides certain financial incentives based on our first lien net leverage ratio. A first lien net leverage ratio at or below 4.00x and above 3.50x results in a 25 basis point reduction to the applicable margin on the Revolving Credit Facility. A first lien net leverage ratio at or below 3.50x results in an additional 25 basis point reduction to the applicable margin on the Revolving Credit Facility. These reductions remain in effect as long as we achieve a first lien net leverage ratio at or below the related threshold.

On January 2, 2026, we entered into Amendment No. 5 (the "Amendment") to the Credit Agreement to provide for the Incremental Term Loan under the Credit Agreement in an aggregate principal amount equal to \$1,200 million, which matures on January 2, 2033 (with a springing maturity to the maturity date of the Term Loan in the event that Term Loan matures on any date prior to January 2, 2033), and increased the commitments under the Revolving Credit Facility by \$250 million to an aggregate principal amount of up to \$1,000 million. The Amendment also extended the maturity date of the Revolving Credit Facility from March 13, 2029 to January 2, 2031. Additionally, on January 2, 2026, we borrowed \$300 million under the Revolving Credit Facility. The proceeds from the borrowings under the Incremental Term Loan and the Revolving Credit Facility were used to pay a portion of the consideration for the Acquisition and fees, costs and expenses related to the Acquisition.

In addition, the Credit Agreement includes, among other things, customary restrictions (subject to certain exceptions) on our ability to incur certain indebtedness, grant certain liens, make certain investments, engage in acquisitions, consolidations and mergers, declare or pay certain dividends, and repurchase shares of our common stock. The indentures governing the Senior Notes contain negative covenants restricting or limiting our ability to, among other things, incur or guarantee additional indebtedness, incur liens, pay dividends on, redeem or repurchase our capital stock, make certain investments, permit payment or dividend restrictions on certain of our subsidiaries, sell assets, engage in certain transactions with affiliates, and consolidate or merge or sell all or substantially all of our assets. As of December 31, 2025, we were in compliance with all covenants under the Senior Secured Credit Facility and indentures governing the Senior Notes.

In connection with the Acquisition, we entered into the Commitment Letter, which provided for up to \$2,000 million of borrowing capacity under the Bridge Facility. As of December 31, 2025, the Bridge Facility aggregate commitment principal amount had been reduced to \$500 million as a result of the issuance of our 5.875% Senior Notes 2033 and our election to voluntarily reduce the aggregate commitments under the facility. No amount was drawn from the Bridge Facility, and it was terminated upon completion of the Acquisition on January 1, 2026.

Our credit ratings and outlook are reviewed periodically by Moody's Ratings ("Moody's") and Fitch Ratings, Inc. ("Fitch"). As of December 31, 2025, our credit ratings from both Moody's and Fitch are shown in the table below:

<i>Credit Ratings</i>	December 31, 2025	
	Moody's	Fitch
Corporate Credit	Ba1	BB+
Term Loan due 2031	Baa2	BBB-
4.75% Senior Notes due 2027	Ba2	BB+
5.875% Senior Notes due 2029	Ba2	BB+
3.75% Senior Notes due 2031	Ba2	BB+
5.875% Senior Notes due 2033	Ba2	BB+

We anticipate increased capital expenditures and cash income taxes in 2026 compared to 2025. In addition, as disclosed above, we have incurred additional debt on January 2, 2026 to fund the Acquisition. Further information is provided in "Note 25. Subsequent Events" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K.

On February 20, 2025, our Board of Directors authorized us to repurchase an additional \$1,000 million of our common stock pursuant to our stock repurchase program (the "Repurchase Program"), bringing the total amount authorized pursuant to the Repurchase Program to \$5,000 million. During 2025, we repurchased approximately \$328 million of our common stock under the Repurchase Program. All of the repurchase transactions during 2025 were settled in cash during the same period. As of December 31, 2025, we had approximately \$1,192 million available under the Repurchase Program.

The following table shows our sources and uses of funds for the years ended December 31, 2025, 2024 and 2023 (dollars in millions):

<i>Statements of Cash Flows Data</i>	Years ended December 31,					
	2025		2024		2023	
Cash flows provided by operating activities	\$	836	\$	801	\$	784
Cash flows used for investing activities		(184)		(147)		(129)
Cash flows provided by (used for) financing activities		57		(427)		(332)

Generally, cash provided by operating activities has been adequate to fund our operations. We had significant liquidity, including \$1,495 million of cash and cash equivalents and \$745 million available under the Revolving Credit Facility, net of \$5 million in letters of credit, as of December 31, 2025. On January 2, 2026, we entered into the Amendment to the Credit Agreement, which increased the commitments under the Revolving Credit Facility by \$250 million to an aggregate principal amount of up to \$1,000 million, \$300 million of which was borrowed to pay a portion of the consideration for the Acquisition and fees, costs and expenses related to the Acquisition. Following the closing of the Acquisition, we had \$263 million of cash and cash equivalents and \$695 million available under the Revolving Credit Facility, net of \$5 million in letters of credit.

At this time, we believe cash provided by operating activities, cash and cash equivalents and borrowing capacity under the Revolving Credit Facility will be sufficient to meet our known and anticipated cash requirements for the next twelve months and thereafter.

***Cash provided by operating activities***

Operating activities for the year ended December 31, 2025 generated \$836 million of cash compared to \$801 million for the year ended December 31, 2024. The increase was principally driven by lower cash income taxes, lower operating working capital funding requirements, UAW Local 933 contract signing incentives recognized in 2024 that did not reoccur in 2025 and decreased defined benefit pension plans funding payments, partially offset by lower gross profit, payments for expenses related to the Acquisition, lower cash interest received on interest rate swaps and higher cash incentive compensation payments.

***Cash used for investing activities***

Investing activities for the year ended December 31, 2025 used \$184 million of cash compared to \$147 million for the year ended December 31, 2024. The increase was principally driven by a \$32 million increase in capital expenditures.

***Cash provided by (used for) financing activities***

Financing activities for the year ended December 31, 2025 provided \$57 million of cash compared to using \$427 million for the year ended December 31, 2024. The increase was principally driven by \$500 million of proceeds from the issuance of the 5.875% Senior Notes 2033 and \$99 million of decreased payments on our long-term debt, partially offset by \$74 million of higher stock repurchases under the Repurchase Program, \$24 million of lower proceeds from the exercise of stock options, \$8 million of increased debt financing fees primarily associated with the issuance of the 5.875% Senior Notes 2033 and the Bridge Facility and \$5 million of higher taxes paid related to the net share settlement of equity awards.

## **Critical Accounting Estimates**

The preparation of the Consolidated Financial Statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of some assets and liabilities and, in some instances, the reported amounts of net sales and expenses during the applicable reporting period. Differences between actual amounts and estimates are recorded in the period identified. Estimates can require a significant amount of judgment, and a different set of judgments could result in changes to our reported results. A summary of our critical accounting estimates is included below.

### ***Revenue Recognition***

Revenue recognition contains uncertainties because it requires management to make assumptions and to apply judgment to estimate the amount of sales incentives and provision for government price reductions. Distributor and customer sales incentives, consisting of allowances and other rebates, are estimated at the time of sale based upon history and experience and are recorded as a reduction to net sales. Incentive programs are generally product specific or region specific. Some factors used in estimating the cost of incentives include the number of transmissions that will be affected by the incentive program and the rate of acceptance of any incentive program. If the actual number of affected transmissions differs from this estimate, or if a different mix of incentives is actually paid, the impact on net sales would be recorded in the period that the change was identified. Assuming our current mix of sales incentives, a 10% change in sales incentives would correspondingly change our earnings by approximately \$8 million.

Under the terms of certain previous U.S. government contracts, there were price reduction clauses and provisions for potential price reductions which were estimated at the time of sale based upon history and experience, and finalized after completion of U.S. government audits. Given our current price reduction reserve for government contracts, a 10% adjustment in our price reduction reserve would correspondingly change our earnings by approximately \$5 million. Since 2014, Allison contracts with the U.S. Government have generally been firm, fixed price contracts and therefore have not required re-calculation of pricing based on cost principles.

Further information is provided in "Note 2. Summary of Significant Accounting Policies" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K.

### ***Goodwill and Other Intangible Assets***

We have elected to perform our annual impairment tests for goodwill and indefinite-lived intangible assets on October 31 of every year using a multi-step impairment test. In Step 0, we have the option to evaluate various qualitative factors to determine the likelihood of impairment. If we determine that the fair value is more likely than not less than the carrying value, then we are required to perform Step 1. If we do not elect to perform Step 0, we can voluntarily proceed directly to Step 1. In Step 1, we perform a quantitative analysis to compare the fair value to our carrying value. If the fair value exceeds the carrying value, no impairment is recorded, and we are not required to perform further testing. If the carrying value exceeds fair value, we would record an impairment loss equal to the difference.

A qualitative assessment contains uncertainties because it requires management to make assumptions and to apply judgment to assess business changes, economic outlook, financial trends and forecasts, growth rates, credit ratings, equity ratings, discount rates, industry data and other relevant qualitative factors.

A quantitative analysis contains uncertainties because it is performed utilizing a discounted cash flow model which includes key assumptions, such as financial forecasts; net sales growth derived from market information, industry reports, marketing programs and future new product introductions; operating margin improvements derived

from cost reduction programs and fixed cost leverage driven by higher sales volumes; and a risk-adjusted discount rate.

Goodwill represents the excess of purchase price paid over the fair value of net assets acquired. In accordance with the Financial Accounting Standards Board's ("FASB") authoritative accounting guidance on goodwill, we do not amortize goodwill but rather evaluate it for impairment on an annual basis, or more often if events or circumstances change that could cause goodwill to become impaired. Goodwill is tested for impairment at the reporting unit level, which, for 2025, was the same as our one operating and reportable segment. We do not aggregate any components into our reporting unit.

We elected to perform a Step 1 quantitative impairment analysis of goodwill in 2025, which indicated that the fair value of the reporting unit exceeded its carrying value, indicating no impairment. The fair value was determined utilizing a discounted cash flow model, which includes key assumptions, such as net sales growth derived from market information, industry reports, marketing programs and certain growth initiatives; operating margin improvements derived from cost reduction programs and fixed cost leverage driven by higher sales volumes; and a risk-adjusted discount rate. Events or circumstances that could unfavorably impact the key assumptions include lower net sales driven by market conditions, our inability to execute on marketing programs and/or growth initiatives, lower gross margins as a result of market conditions or failure to obtain forecasted cost reductions, or a higher discount rate as a result of market conditions. While unpredictable and inherently uncertain, management believes the forecast estimates were reasonable and incorporate assumptions that similar market participants would use in their estimates of fair value.

Other intangible assets have both indefinite and finite useful lives. Intangible assets with indefinite useful lives are not amortized but are tested annually for impairment, or more often if events or circumstances change that could cause intangible assets with indefinite useful lives to become impaired. We elected to perform our annual indefinite-lived intangible assets impairment tests on October 31, 2025 and followed a similar multi-step impairment test that was performed on goodwill. Using the relief-from-royalty method under the income valuation approach, our 2025 annual trade name impairment test indicated that the fair value of the trade name exceeded its carrying value, indicating no impairment. Events or circumstances that could unfavorably impact the key assumptions included lower net sales driven by market conditions, our inability to execute on marketing programs and/or growth initiatives, lower gross margin as a result of market conditions or failure to obtain forecasted cost reductions, or a higher discount rate as a result of market conditions. While unpredictable and inherently uncertain, we believe the forecast estimates are reasonable and incorporate those assumptions that similar market participants would use in their estimates of fair value.

Intangible assets with finite lives are amortized over their estimated useful lives and reviewed for impairment when circumstances change that would create a triggering event. Customer relationships are amortized over the life in which expected benefits are to be consumed. The other remaining finite life intangibles are amortized on a straight-line basis over their useful lives. We evaluate the remaining useful life of the other intangible assets on a periodic basis to determine whether events or circumstances warrant a revision to the remaining useful life. Assumptions and estimates about future values and remaining useful lives of our intangible and other long-lived assets are complex and subjective. Such assumptions and estimates can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors, such as changes in our business strategy and internal forecasts. Although management believes the historical assumptions and estimates are reasonable and appropriate, different assumptions and estimates could materially impact our reported financial results. Further information is provided in "Note 6. Goodwill and Other Intangible Assets" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K.

### ***Impairment of Long-Lived Assets***

The carrying value of long-lived assets is evaluated whenever events or circumstances indicate that the carrying value of a long-lived asset may not be recoverable. Events or circumstances that would result in an impairment review primarily include a significant change in the use of an asset, or the planned sale or disposal of an asset. The asset would be considered impaired when there is no future use planned for the asset or the future net undiscounted cash flows generated by the asset or asset group are less than its carrying value. An impairment loss would be recognized based on the amount by which the carrying value exceeds fair value.

Assumptions and estimates used to determine cash flows in the evaluation of impairment and the fair values used to determine the impairment are subject to a degree of judgment and complexity. Any changes to the assumptions and estimates resulting from changes in actual results or market conditions from those anticipated may affect the carrying value of long-lived assets and could result in an impairment charge.

As a result of events and circumstances in the fourth quarter of 2025, primarily deteriorating market conditions, we performed an impairment analysis on certain of our long-lived assets related to the production of certain electrified products. We used a market approach to determine the fair value of the assets, resulting in an \$8 million and a \$21 million impairment loss recorded for the year ended December 31, 2025 for tangible and intangible assets, respectively.

### ***Warranty***

Provisions for estimated expenses related to product warranties are made at the time products are sold. Warranty claims arise when a transmission fails while in service during the relevant warranty period. The warranty reserve is adjusted in Selling, general and administrative expense based on our current and historical warranty claims paid and associated repair costs. These estimates are established using historical information including the nature, frequency, and average cost of warranty claims and are adjusted as actual information becomes available. From time to time, we may initiate a specific field action program. As a result of the uncertainty surrounding the nature and frequency of specific field action programs, the liability for such programs is recorded when we commit to an action. We review and assess the liability for these programs on a quarterly basis. We also assess our ability to recover certain costs from our suppliers and record a receivable from the supplier when we believe a recovery is realizable. Warranty costs may differ from those estimated if actual claim rates are higher or lower than our historical rates. Further information is provided in "Note 10. Product Warranty Liabilities" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K, which contains a summary of the activity in our warranty liability account for 2025, 2024 and 2023, including adjustments to pre-existing warranties.

### ***Pension and Post-retirement Benefit Plans***

Pension and OPEB costs are based upon various actuarial assumptions and methodologies as prescribed by authoritative accounting guidance. These assumptions include discount rates, expected return on plan assets, health care cost trend rates, inflation, rate of compensation increases, population demographics, mortality rates and other factors. We review all actuarial assumptions on an annual basis.

A change in the discount rate can have a significant impact on determining our benefit obligations. Our current discount rate is determined by matching the plans' projected cash flows to a yield curve based on long-term, fixed income debt instruments available as of the measurement date of December 31, 2025. The effect of a one percentage point decrease in the assumed discount rate would result in an increase in the December 31, 2025 defined benefit pension plans obligation of approximately \$13 million. Similarly, a one percentage point decrease in

the assumed discount rate would result in an increase in the December 31, 2025 OPEB obligation of approximately \$6 million.

Further information is provided in "Note 15. Employee Benefit Plans" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K, which contains our review on various actuarial assumptions.

### ***Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The future tax benefits associated with operating loss and tax credit carryforwards are recognized as deferred tax assets. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. When releasing income tax effects from accumulated other comprehensive loss, we utilize the portfolio securities approach.

The need to establish a valuation allowance against the deferred tax assets is assessed at least quarterly based on a more-likely-than-not realization threshold, in accordance with the FASB authoritative accounting guidance on income taxes. Appropriate consideration is given to all positive and negative evidence related to that realization. This assessment considers, among other matters, the nature, frequency and severity of recent losses, forecasts of future profitability, the duration of statutory carryforward periods, and experience with tax attributes expiring unused and tax planning alternatives. The weight given to these considerations depends upon the degree to which they can be objectively verified.

Further information on income taxes is provided in "Note 16. Income Taxes" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K.

### ***Business Combinations***

We use the acquisition method to account for business combinations. The assets acquired and liabilities assumed are recorded at their respective estimated fair value at the date of acquisition. Any excess purchase price over the fair values of the acquired net assets is recorded as goodwill. Determining the fair values of assets acquired and liabilities assumed requires management's judgment and includes the use of estimates with respect to timing and amount of future cash flows, market rate assumptions, actuarial assumptions, appropriate discount rates and other relevant factors.

### **Recently Issued Accounting Pronouncements**

Refer to "Note 2. Summary of Significant Accounting Policies" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K.

## **ITEM 7A. Quantitative and Qualitative Disclosures About Market Risk**

Our exposure to market risk consists of changes in interest rates, foreign currency rate fluctuations and movements in commodity prices.

### ***Interest Rate Risk***

Our principal interest rate exposure relates to outstanding amounts under our Senior Secured Credit Facility. As of December 31, 2025, our Senior Secured Credit Facility provided for variable rate borrowings of up to \$1,254 million, including our \$509 million Term Loan and \$745 million under our Revolving Credit Facility, net of \$5 million of letters of credit. A one-eighth percent increase or decrease in assumed interest rates for the Senior Secured Credit Facility, if fully drawn as of December 31, 2025, would have an impact of approximately \$2 million on interest expense per year. As of December 31, 2025, we had no amounts outstanding under the Revolving Credit Facility.

Refer to "Note 8. Debt" of Notes to Consolidated Financial Statements included in Part II, Item 8., of this Annual Report on Form 10-K.

### ***Exchange Rate Risk***

While our net sales and costs are denominated primarily in U.S. Dollars, net sales, costs, assets and liabilities are generated in other currencies including Brazilian Real, British Pound, Canadian Dollar, Chinese Yuan Renminbi, Euro, Hungarian Forint, Indian Rupee and Japanese Yen. The expansion of our business outside North America may further increase the risk that cash flows resulting from these activities may be adversely affected by changes in currency exchange rates.

Assuming the levels of foreign currency transactions as of December 31, 2025, a 10% aggregate increase or decrease in the Chinese Yuan Renminbi, Euro, Indian Rupee, and Japanese Yen would correspondingly change our earnings, net of tax, by an estimated \$5 million per year. We believe our other direct exposure to foreign currencies was immaterial as of December 31, 2025. The acquisition of the Acquired Off-Highway Business has increased our exposure to foreign currencies.

### ***Commodity Price Risk***

We are subject to changes in our cost of sales caused by movements in underlying commodity prices. As of December 31, 2025, approximately 66% of our cost of sales consisted of purchased components. A substantial portion of the purchased parts are made of aluminum and steel. The cost of aluminum parts includes an adjustment factor on future purchases for fluctuations in aluminum prices based on accepted industry indices. In addition, a substantial amount of steel-based contracts also includes an index-based component. As our costs change, we are able to pass through a portion of the changes in commodity prices to certain of our customers according to our LTAs. We historically have not entered into long-term purchase contracts related to the purchase of aluminum and steel.

Assuming the levels of commodity purchases as of December 31, 2025, a 10% variation in the price of aluminum and steel would correspondingly change our earnings by approximately \$7 million and \$11 million per year, respectively.

Many of our LTAs have incorporated a cost-sharing arrangement related to potential future commodity price fluctuations. For purposes of the sensitivity analysis above, the impact of these cost sharing arrangements has not been included.

**ITEM 8. Financial Statements and Supplementary Data**

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## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Allison Transmission Holdings, Inc.

### ***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of Allison Transmission Holdings, Inc. and its subsidiaries (the "Company") as of December 31, 2025 and 2024, and the related consolidated statements of comprehensive income, of stockholders' equity and of cash flows for each of the three years in the period ended December 31, 2025, including the related notes and financial statement schedule listed in the index appearing under Item 15(a)(2) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

### ***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting 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 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, and whether effective internal control over financial reporting was maintained in all material respects.

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

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

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

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

### **Critical Audit Matters**

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates 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 matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### **Product Warranty Liabilities**

As described in Notes 2 and 10 to the consolidated financial statements, the Company's consolidated product warranty liability balance was \$84 million as of December 31, 2025. Management makes provisions for estimated expenses related to product warranties at the time the products are sold. These estimates are established using historical information including the nature, frequency, and average cost of warranty claims and are adjusted as actual information becomes available.

The principal considerations for our determination that performing procedures relating to the product warranty liabilities is a critical audit matter are (i) the significant judgment by management when determining the estimate of the product warranty liabilities; (ii) a high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's significant assumptions related to the frequency and average cost of warranty claims; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

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 the product warranty liabilities, including controls over the significant assumptions and data used to estimate the product warranty liabilities. These procedures also included, among others (i) testing the completeness and accuracy of historical warranty claims data used in the estimate and (ii) the involvement of professionals with specialized skill and knowledge to assist in (a) developing an independent estimate of the product warranty liability, on a test basis, and comparing the independent estimate to management's estimate and (b) evaluating the reasonableness of significant assumptions related to the frequency and average cost of warranty claims.

/s/ PricewaterhouseCoopers LLP  
Indianapolis, Indiana  
February 24, 2026

We have served as the Company's auditor since 2008.

**Allison Transmission Holdings, Inc.**  
**Consolidated Balance Sheets**  
(dollars in millions, except share and per share data)

	December 31, 2025	December 31, 2024
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 1,495	\$ 781
Accounts receivable — net of allowance for doubtful accounts of \$1	333	360
Inventories	316	315
Other current assets	89	82
Total Current Assets	2,233	1,538
Marketable securities	24	11
Property, plant and equipment, net	862	803
Intangible assets, net	794	822
Goodwill	2,075	2,075
Other non-current assets	94	87
<b>TOTAL ASSETS</b>	<b>\$ 6,082</b>	<b>\$ 5,336</b>
<b>LIABILITIES</b>		
Current Liabilities		
Accounts payable	\$ 190	\$ 212
Product warranty liability	34	31
Current portion of long-term debt	5	5
Deferred revenue	34	41
Other current liabilities	197	217
Total Current Liabilities	460	506
Product warranty liability	50	36
Deferred revenue	103	95
Long-term debt	2,885	2,395
Deferred income taxes	557	501
Other non-current liabilities	160	152
<b>TOTAL LIABILITIES</b>	<b>4,215</b>	<b>3,685</b>
Commitments and Contingencies (see Note 18)		
<b>STOCKHOLDERS' EQUITY</b>		
Common stock, \$0.01 par value, 1,880,000,000 shares authorized, 82,828,704 shares issued and outstanding and 85,776,801 shares issued and outstanding, respectively	1	1
Non-voting common stock, \$0.01 par value, 20,000,000 shares authorized, none issued and outstanding	—	—
Preferred stock, \$0.01 par value, 100,000,000 shares authorized, none issued and outstanding	—	—
Paid in capital	1,960	1,940
Accumulated deficit	(38)	(239)
Accumulated other comprehensive loss, net of tax	(56)	(51)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>1,867</b>	<b>1,651</b>
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' EQUITY</b>	<b>\$ 6,082</b>	<b>\$ 5,336</b>

The accompanying notes are an integral part of the Consolidated Financial Statements.

**Allison Transmission Holdings, Inc.**  
**Consolidated Statements of Comprehensive Income**  
(dollars in millions, except per share data)

	Years ended December 31,		
	2025	2024	2023
Net sales	\$ 3,010	\$ 3,225	\$ 3,035
Cost of sales	1,547	1,696	1,565
<b>Gross profit</b>	<b>1,463</b>	<b>1,529</b>	<b>1,470</b>
Selling, general and administrative	380	336	357
Engineering — research and development	174	200	194
Loss associated with impairment of long-lived assets	29	1	—
<b>Operating income</b>	<b>880</b>	<b>992</b>	<b>919</b>
Interest expense, net	(92)	(89)	(107)
Other income (expense), net	16	(6)	15
<b>Income before income taxes</b>	<b>804</b>	<b>897</b>	<b>827</b>
Income tax expense	(181)	(166)	(154)
<b>Net income</b>	<b>\$ 623</b>	<b>\$ 731</b>	<b>\$ 673</b>
<b>Basic earnings per share attributable to common stockholders</b>	<b>\$ 7.42</b>	<b>\$ 8.40</b>	<b>\$ 7.48</b>
<b>Diluted earnings per share attributable to common stockholders</b>	<b>\$ 7.33</b>	<b>\$ 8.31</b>	<b>\$ 7.40</b>
Other comprehensive (loss) income, net of tax:			
Foreign currency translation	17	(13)	2
Pension and OPEB liability adjustment	(17)	(1)	(7)
Interest rate swaps	(5)	(6)	(4)
<b>Total other comprehensive (loss) income, net of tax</b>	<b>(5)</b>	<b>(20)</b>	<b>(9)</b>
<b>Comprehensive income, net of tax</b>	<b>\$ 618</b>	<b>\$ 711</b>	<b>\$ 664</b>

The accompanying notes are an integral part of the Consolidated Financial Statements.

**Allison Transmission Holdings, Inc.**  
**Consolidated Statements of Cash Flows**  
(dollars in millions)

	Years ended December 31,		
	2025	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 623	\$ 731	\$ 673
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of property, plant and equipment	117	111	109
Deferred income taxes	64	(17)	(17)
Loss associated with impairment of long-lived assets	29	1	—
Stock-based compensation	27	26	22
Unrealized (gain) loss on marketable securities	(12)	9	1
Amortization of deferred financing costs	8	3	4
Amortization of intangible assets	7	10	45
Unrealized loss on foreign exchange	3	1	—
Pension plan settlement loss	—	4	—
Technology-related investments loss (gain)	—	2	(3)
Other	(3)	(3)	1
Changes in assets and liabilities:			
Accounts receivable	34	(8)	7
Inventories	3	(44)	(52)
Accounts payable	(36)	1	21
Other assets and liabilities	(28)	(26)	(27)
Net cash provided by operating activities	<u>836</u>	<u>801</u>	<u>784</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Additions of long-lived assets	(175)	(143)	(125)
Investment in equity method investee	(5)	(6)	(1)
Investment in debt securities	(3)	—	—
Investment in equities without a readily determinable fair value	(1)	(2)	(5)
Proceeds from sale of assets	—	4	—
Proceeds from technology-related investments	—	—	2
Net cash used for investing activities	<u>(184)</u>	<u>(147)</u>	<u>(129)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Issuance of long-term debt	500	—	—
Repurchases of common stock	(328)	(254)	(263)
Dividend payments	(91)	(87)	(83)
Taxes paid related to net share settlement of equity awards	(15)	(10)	(7)
Debt financing fees	(12)	(4)	—
Proceeds from exercise of stock options	8	32	28
Payments on long-term debt	(5)	(104)	(7)
Net cash provided by (used for) financing activities	<u>57</u>	<u>(427)</u>	<u>(332)</u>
Effect of exchange rate changes on cash	5	(1)	—
Net increase in cash and cash equivalents	<u>714</u>	<u>226</u>	<u>323</u>
Cash and cash equivalents at beginning of period	<u>781</u>	<u>555</u>	<u>232</u>
Cash and cash equivalents at end of period	<u>\$ 1,495</u>	<u>\$ 781</u>	<u>\$ 555</u>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:</b>			
Income taxes paid, net of refunds received:			
U.S. federal	\$ (84)	\$ (162)	\$ (163)
U.S. state and local	(10)	(14)	(20)
Foreign	(13)	(14)	(11)
Interest paid	\$ (120)	\$ (124)	\$ (131)
Interest received from interest rate swaps	\$ 6	\$ 12	\$ 12
Non-cash investing activities:			
Capital expenditures in liabilities	\$ 20	\$ 9	\$ 4

The accompanying notes are an integral part of the Consolidated Financial Statements.

**Allison Transmission Holdings, Inc.**  
**Consolidated Statements of Stockholders' Equity**  
(dollars in millions)

	Common Stock	Non- voting Common Stock	Preferred Stock	Paid-in Capital	Accumulate d Deficit	Accumulate d Other Comprehen sive Loss, net of tax	Stockholder s' Equity
Balance at December 31, 2022	\$ 1	\$ —	\$ —	\$ 1,848	\$ (953)	\$ (22)	\$ 874
Stock-based compensation	—	—	—	22	—	—	22
Pension and OPEB liability adjustment	—	—	—	—	—	(7)	(7)
Foreign currency translation adjustment	—	—	—	—	—	2	2
Interest rate swaps	—	—	—	—	—	(4)	(4)
Issuance of common stock	—	—	—	21	—	—	21
Repurchase of common stock	—	—	—	—	(265)	—	(265)
Dividends on common stock (\$0.92 per share)	—	—	—	—	(83)	—	(83)
Net income	—	—	—	—	673	—	673
Balance at December 31, 2023	\$ 1	\$ —	\$ —	\$ 1,891	\$ (628)	\$ (31)	\$ 1,233
Stock-based compensation	—	—	—	26	—	—	26
Pension and OPEB liability adjustment	—	—	—	—	—	(1)	(1)
Foreign currency translation adjustment	—	—	—	—	—	(13)	(13)
Interest rate swaps	—	—	—	—	—	(6)	(6)
Issuance of common stock	—	—	—	23	—	—	23
Repurchase of common stock	—	—	—	—	(255)	—	(255)
Dividends on common stock (\$1.00 per share)	—	—	—	—	(87)	—	(87)
Net income	—	—	—	—	731	—	731
Balance at December 31, 2024	\$ 1	\$ —	\$ —	\$ 1,940	\$ (239)	\$ (51)	\$ 1,651
Stock-based compensation	—	—	—	27	—	—	27
Pension and OPEB liability adjustment	—	—	—	—	—	(17)	(17)
Foreign currency translation adjustment	—	—	—	—	—	17	17
Interest rate swaps	—	—	—	—	—	(5)	(5)
Issuance of common stock	—	—	—	(7)	—	—	(7)
Repurchase of common stock	—	—	—	—	(331)	—	(331)
Dividends on common stock (\$1.08 per share)	—	—	—	—	(91)	—	(91)
Net income	—	—	—	—	623	—	623
Balance at December 31, 2025	<u>\$ 1</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,960</u>	<u>\$ (38)</u>	<u>\$ (56)</u>	<u>\$ 1,867</u>

The accompanying notes are an integral part of the Consolidated Financial Statements.

**Allison Transmission Holdings, Inc.**  
**Notes to Consolidated Financial Statements**

**NOTE 1. OVERVIEW**

***Overview***

Allison Transmission Holdings, Inc. and its subsidiaries (“Allison” or the “Company”) is a global leader in high-performance mobility and work solutions built for the needs of the modern industrial world. The business was founded in 1915 and has been headquartered in Indianapolis, Indiana since inception. Allison trades on the New York Stock Exchange under the symbol, “ALSN”.

The Company has a global presence by serving customers in North America, Asia, Europe, South America, and Africa, with approximately 76% of its revenues being generated in North America in 2025. The Company serves customers through an independent network of approximately 1,500 independent distributor and dealer locations worldwide as of December 31, 2025.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation and Principles of Consolidation***

The Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The information herein reflects all normal recurring material adjustments, which are, in the opinion of management, necessary for a fair statement of the results for the periods presented. The Consolidated Financial Statements herein consist of all wholly-owned domestic and foreign subsidiaries with all significant intercompany transactions eliminated.

These Consolidated Financial Statements present the financial position, results of comprehensive income, cash flows and statements of stockholders’ equity. Certain immaterial reclassifications have been made in the Consolidated Financial Statements of prior periods to conform to the current period presentation. These reclassifications had no material impact on previously reported net income, total stockholders’ equity or cash flows.

***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of revenue and expenses. Estimates include, but are not limited to, sales incentives, government price adjustments, fair market values and future cash flows associated with goodwill, indefinite-lived intangibles, definite-lived intangibles, long-lived asset impairment tests, useful lives for depreciation and amortization, warranty liabilities, core deposit liabilities, determination of discount rate and other assumptions for pension and other post-retirement benefit (“OPEB”) expense, income taxes and deferred tax valuation allowances, derivative valuation, assumptions for business combinations and contingencies. The Company’s accounting policies involve the application of judgments and assumptions made by management that include inherent risks and uncertainties. Actual results could differ materially from these estimates and from the assumptions used in the preparation of the Company’s financial statements. Changes in estimates are recorded in results of operations in the period that the events or circumstances giving rise to such changes occur.

***Segment Reporting***

In accordance with the Financial Accounting Standards Board’s (“FASB”) authoritative accounting guidance on segment reporting, the Company had one operating segment and reportable segment as of December 31, 2025.

The Company was in one line of business, which was the manufacture and distribution of vehicle propulsion solutions.

### ***Business Combinations***

The Company uses the acquisition method to account for business combinations. The assets acquired and liabilities assumed are recorded at their respective estimated fair value at the date of acquisition. Any excess purchase price over the fair values of the acquired net assets is recorded as goodwill. Determining the fair values of assets acquired and liabilities assumed requires management's judgment and includes the use of estimates with respect to timing and amount of future cash flows, market rate assumptions, actuarial assumptions, appropriate discount rates and other relevant factors.

### ***Cash and Cash Equivalents***

Cash equivalents are defined as short-term, highly-liquid investments with original maturities of 90 days or less. Under the Company's cash management system, checks issued but not presented to banks may result in book overdraft balances for accounting purposes and are classified within Accounts payable in the Consolidated Balance Sheets. The change in book overdrafts is reported as a component of operating cash flows for Accounts payable.

### ***Investments***

Investments in equity securities where the Company is able to exercise significant influence, but not control, are accounted for under the equity method. Significant influence is typically considered to exist when the Company's ownership interest in the investee is between 20% and 50%, although other factors, such as representation on the investee's board of directors and the impact of commercial arrangements, also are considered. Investments in limited partnerships and limited liability companies are also accounted for using the equity method if the Company's investment is more than minor or if the Company is the general partner. Under the equity method of accounting, the investment is initially recorded at cost and subsequently adjusted by the Company's proportionate share of the entity's net income, with adjustments recognized in Other (expense) income, net.

Investments in equity securities with a readily determinable fair value, not accounted for under the equity method, are recorded at fair value with unrealized gains and losses included in Other (expense) income, net. For equity securities without a readily determinable fair value, the investments are recorded utilizing the measurement alternative at cost, less any impairment, plus or minus adjustments related to observable transactions for the same or similar securities, with gains and losses included in Other (expense) income, net. See "Note 7. Fair Value of Financial Instruments" for more details on the Company's investments in equity securities.

### ***Inventories***

Inventories are stated at the lower of cost or net realizable value. The Company determines cost using the first-in, first-out method. The Company analyzes inventory on a quarterly basis to determine whether it is excess or obsolete inventory. Any decline in carrying value of estimated excess or obsolete inventory is recorded as a reduction of inventory and as an expense included in Cost of sales in the period it is identified.

### **Property, Plant and Equipment**

Property, plant and equipment are recorded at cost less accumulated depreciation. Depreciation expense is recorded using the straight-line method over the following estimated lives:

	<b>Range in Years</b>
Land improvements	5 – 30
Buildings and building improvements	10 – 40
Machinery and equipment	2 – 20
Software	2 – 5
Special tooling	2 – 10

Software represents the costs of software developed or obtained for internal use. Software costs are amortized on a straight-line basis over their estimated useful lives. Software assets are reviewed for impairment when events or circumstances indicate that the carrying value may not be recoverable over the remaining lives of the assets. Upgrades and enhancements are capitalized if they result in added functionality, which enables the software to perform tasks it was previously incapable of performing. Software maintenance, training, data conversion and business process reengineering costs are expensed in the period in which they are incurred.

Special tooling represents the costs to design and develop tools, dies, jigs and other items owned by the Company and used in the manufacture of components by suppliers under long-term supply agreements. Special tooling is depreciated on a straight-line basis over the tool's expected useful life. Special tooling used in the development of new technology is expensed as incurred. Engineering, testing and other costs incurred in the design and development of production parts are expensed as incurred.

### **Impairment of Long-Lived Assets**

The carrying value of long-lived assets is evaluated whenever events or circumstances indicate that the carrying value of an asset may not be recoverable. Events or circumstances that would result in an impairment review primarily include a significant change in the use of an asset or the planned sale or disposal of an asset. The asset would be considered impaired when there is no future use planned for the asset or the future net undiscounted cash flows generated by the asset or asset group are less than its carrying value. An impairment loss would be recognized based on the amount by which the carrying value exceeds fair value.

Assumptions and estimates used to determine cash flows in the evaluation of impairment and the fair values used to determine the impairment are subject to a degree of judgment and complexity. Any changes to the assumptions and estimates resulting from changes in actual results or market conditions from those anticipated may affect the carrying value of long-lived assets and could result in an impairment charge.

As a result of events and circumstances in the fourth quarter of 2025, the Company reviewed its property, plant and equipment long-lived assets related to the production of certain electrified products, resulting in an \$8 million impairment loss recorded for the year ended December 31, 2025. Deteriorating market conditions significantly contributed to the future cash flows of the related assets being less than the carrying value of those assets. See "Note 5. Property, Plant and Equipment" for more information.

### ***Goodwill and Other Intangible Assets***

The Company has elected to perform its annual impairment tests for goodwill and indefinite-lived intangible assets on October 31 of every year using a multi-step impairment test. In Step 0, the Company has the option to evaluate various qualitative factors to determine the likelihood of impairment. If the Company determines that the fair value is more likely than not less than the carrying value, then it is required to perform Step 1. If the Company does not elect to perform Step 0, it can voluntarily proceed directly to Step 1. In Step 1, the Company performs a quantitative analysis to compare the fair value to its carrying value. If the fair value exceeds the carrying value, no impairment is recorded, and the Company is not required to perform further testing. If the carrying value exceeds fair value, the Company would record an impairment loss equal to the difference.

A qualitative assessment contains uncertainties because it requires management to make assumptions and to apply judgment to assess business changes, economic outlook, financial trends and forecasts, growth rates, credit ratings, equity ratings, discount rates, industry data and other relevant qualitative factors.

A quantitative analysis contains uncertainties because it is performed utilizing a discounted cash flow model which includes key assumptions, such as financial forecasts; net sales growth derived from market information, industry reports, marketing programs and future new product introductions; operating margin improvements derived from cost reduction programs and fixed cost leverage driven by higher sales volumes; and a risk-adjusted discount rate.

Goodwill represents the excess of purchase price paid over the fair value of net assets acquired. In accordance with the FASB's authoritative accounting guidance on goodwill, the Company does not amortize goodwill but rather evaluates it for impairment on an annual basis, or more often if events or circumstances change that could cause goodwill to become impaired. Goodwill is tested for impairment at the reporting unit level, which, for 2025, is the same as the Company's one operating and reportable segment. The Company does not aggregate any components into its reporting unit.

The Company elected to perform a Step 1 quantitative impairment analysis of goodwill in 2025, which indicated that the fair value of the reporting unit exceeded its carrying value, indicating no impairment. The fair value was determined utilizing a discounted cash flow model, which includes key assumptions such as net sales growth derived from market information, industry reports, marketing programs and certain growth initiatives; operating margin improvements derived from cost reduction programs and fixed cost leverage driven by higher sales volumes; and a risk-adjusted discount rate. Events or circumstances that could unfavorably impact the key assumptions include lower net sales driven by market conditions, our inability to execute on marketing programs and/or growth initiatives, lower gross margins as a result of market conditions or failure to obtain forecasted cost reductions, or a higher discount rate as a result of market conditions. While unpredictable and inherently uncertain, management believes the forecast estimates were reasonable and incorporate assumptions that similar market participants would use in their estimates of fair value.

Other intangible assets have both indefinite and finite useful lives. Intangible assets with indefinite useful lives are not amortized but are tested annually for impairment, or more often if events or circumstances change that could cause intangible assets with indefinite useful lives to become impaired. We elected to perform our annual indefinite-lived intangible assets impairment tests on October 31, 2025 and followed a similar multi-step impairment test that was performed on goodwill. Using the relief-from-royalty method under the income valuation approach, our 2025 annual trade name impairment test indicated that the fair value of the trade name exceeded its carrying value, indicating no impairment. Events or circumstances that could unfavorably impact the key assumptions included lower net sales driven by market conditions, our inability to execute on marketing programs and/or growth initiatives, lower gross margin as a result of market conditions or failure to obtain forecasted cost reductions, or a higher discount rate as a result of market conditions. While unpredictable and inherently uncertain, we believe the forecast estimates are reasonable and incorporate those assumptions that similar market participants would use in their estimates of fair value.

Intangible assets with finite lives are amortized over their estimated useful lives and reviewed for impairment when circumstances change that would create a triggering event. Customer relationships are amortized over the life in which expected benefits are to be consumed. The other remaining finite life intangibles are amortized on a straight-line basis over their useful lives. The Company evaluates the remaining useful life of the other intangible assets on a periodic basis to determine whether events or circumstances warrant a revision to the remaining useful life. Assumptions and estimates about future values and remaining useful lives of the Company's intangible and other long-lived assets are complex and subjective. Such assumptions and estimates can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors, such as changes in the Company's business strategy and internal forecasts. Although management believes the historical assumptions and estimates are reasonable and appropriate, different assumptions and estimates could materially impact the Company's reported financial results.

As a result of events and circumstances in the fourth quarter of 2025, the Company reviewed the definite-lived intangible assets related to the production of certain electrified products, resulting in a \$21 million impairment loss recorded for the year ended December 31, 2025. Deteriorating market conditions significantly contributed to the future cash flows of the related assets being less than the carrying value of those assets. See "Note 6. Goodwill and Other Intangible Assets" for more information.

#### ***Deferred Financing Costs***

The deferred financing costs related to line-of-credit arrangements are presented as a component of other non-current assets. The deferred financing costs related to other types of debt instruments such as notes and loans are presented as a component of long-term debt. Deferred financing costs continue to be amortized over the life of the related debt using the effective interest method. Amortization of deferred financing costs is recorded as part of interest expense and totaled \$8 million, \$3 million and \$4 million for the years ended December 31, 2025, 2024 and 2023, respectively.

#### ***Financial Instruments***

The Company's cash equivalents are invested in U.S. government backed securities and recorded at fair value in the Consolidated Balance Sheets. The Company's marketable securities are carried at fair value on the Consolidated Balance Sheets. The Company's financial derivative instruments, including interest rate swaps, are carried at fair value on the Consolidated Balance Sheets. Refer to "Note 7. Fair Value of Financial Instruments" for more detail. The Company's long-term debt obligations are carried at historical amounts with the Company providing fair value disclosure in "Note 8. Debt". The carrying values of accounts receivable and accounts payable approximate fair value due to their short-term nature.

### ***Insurable Liabilities***

The Company records liabilities for its medical, workers' compensation, long-term disability, product, general and auto liabilities. The determination of these liabilities and related expenses is dependent on claims experience. For most of these liabilities, claims incurred but not yet reported are estimated based upon historical claims experience.

### ***Revenue Recognition***

The Company records sales as each distinct performance obligation within a contract is satisfied. The Company sells extended transmission coverage ("ETC") for which sales are deferred. ETC sales are recognized ratably over the period of coverage, which typically ranges from one to five years after the standard warranty coverage ends. Costs associated with ETC programs are recorded as incurred during the extended period. Distributor and customer sales incentives, consisting of allowances and other rebates, are recorded as a reduction to Net sales when it is determined that the adjustment is not likely to reverse, historically on a quarterly basis. Incentive programs are generally product specific or region specific. Some factors used in estimating when an adjustment is not likely to reverse are the number of transmissions that will be affected by the incentive program and rate of acceptance of any incentive program.

Sales under U.S. government production contracts are recognized at the point in time when control passes to the customer, or when the U.S. government accepts the transmission and is able to direct its use in certain bill-and-hold arrangements. Deferred revenue arises from cash received in advance of the culmination of the earnings process and is recognized as revenue in future periods when the applicable revenue recognition criteria have been met. Under the terms of certain previous U.S. government contracts, there were certain price reduction clauses and provisions for potential price reductions which were estimated at the time of sale based upon the Company's history and experience and were recorded as a reduction to Net sales. Potential reductions may be attributed to a change in projected sales volumes or plant efficiencies which impact overall costs. The Company had \$54 million recorded in the price reduction reserve account as of both December 31, 2025 and 2024.

The Company engages in licensing agreements with certain third parties for the use of the Company's intellectual property. Deferred revenue arises from cash received in advance of the period of use of the intellectual property. Revenue is recognized over the license period as it is earned.

The Company classifies shipping and handling billed to customers in Net sales and shipping and handling costs in Cost of sales.

The Company contracts with various third parties to provide engineering services. These services are recorded as Net sales in accordance with the terms of the contract. The saleable engineering services recorded were \$10 million, \$10 million and \$26 million for the years ended December 31, 2025, 2024 and 2023, respectively. The associated costs are recorded in Cost of sales.

### ***Warranty***

Provisions for estimated expenses related to product warranties are made at the time products are sold. Warranty claims arise when a transmission or propulsion solution manufactured by us fails while in service during the relevant warranty period. The warranty reserve is adjusted in Selling, general and administrative expense based on the Company's current and historical warranty claims paid and associated repair costs. These estimates are established using historical information including the nature, frequency, and average cost of warranty claims and are adjusted as actual information becomes available. From time to time, the Company may initiate a specific field action program. As a result of the uncertainty surrounding the nature and frequency of specific field action programs, the liability for such programs is recorded when the Company commits to an action. The Company reviews and assesses the liability for these programs on a quarterly basis. The Company also assesses its ability to recover certain costs from its suppliers and records a receivable from the supplier when it believes a recovery is probable. Warranty costs may differ from those estimated if actual claim rates are higher or lower than the Company's historical rates.

### ***Research and Development***

The Company incurs costs in connection with research and development programs that are expected to contribute to future earnings. Such costs are charged to Engineering — research and development as incurred.

### ***Foreign Currency Translation***

Most of the Company's subsidiaries outside the United States prepare financial statements in currencies other than the U.S. Dollar. The functional currency for all of these subsidiaries is the local currency, except for the Company's Hong Kong and Middle East subsidiaries which currently use the U.S. Dollar as their functional currency. Balances are translated at period-end exchange rates for assets and liabilities and monthly weighted-average exchange rates for revenues and expenses. The translation gains and losses are stated as a component of Accumulated Other Comprehensive Loss ("AOCL") as disclosed in "Note 17. Accumulated Other Comprehensive Loss".

### ***Derivative Instruments***

In the normal course of business, the Company is exposed to fluctuations in interest rates, foreign currency exchange rates, and commodity prices. The risk is managed through the use of financial derivative instruments, when appropriate. The Company has qualified for and elected hedge accounting treatment on interest rate swap contracts. As necessary, the Company adjusts the values of the derivative instruments for counter-party or credit risk. "Note 9. Derivatives" provides further information on the accounting treatment of the Company's derivative instruments.

### ***Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the expected future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The future tax benefits associated with operating loss and tax credit carryforwards are recognized as deferred tax assets. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. When releasing income tax effects from AOCL, the Company utilizes the portfolio securities approach.

The need to establish a valuation allowance against the deferred tax assets is assessed periodically based on a more-likely-than-not realization threshold, in accordance with the FASB's authoritative accounting guidance on income taxes. Appropriate consideration is given to all positive and negative evidence related to that realization. This assessment considers, among other matters, the nature, frequency and severity of recent losses, forecasts of future profitability, the duration of statutory carryforward periods, experience with tax attributes expiring unused and tax planning alternatives. The weight given to these considerations depends upon the degree to which they can be objectively verified.

The Company records uncertain tax positions on the basis of a two-step process whereby (1) it is determined whether it is more likely than not that the tax position will be sustained based on the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, the Company recognizes the largest amount of tax benefit that is greater than 50% likely to be realized upon ultimate settlement with the related tax authority.

### ***Stock-Based Compensation***

In February 2024, the Company's Board of Directors adopted, and in May 2024, the Company's stockholders approved, the Allison Transmission Holdings, Inc. 2024 Equity Incentive Award Plan ("2024 Plan"), which became effective on May 8, 2024. The 2024 Plan was an amendment and restatement of the Allison Transmission Holdings, Inc. 2015 Equity Incentive Award Plan (the "Prior Plan"). Under the 2024 Plan, certain employees (including executive officers), consultants and directors are eligible to receive equity-based compensation, including non-qualified stock options, incentive stock options, restricted stock, dividend equivalents, stock payments, restricted stock units ("RSUs"), performance awards, stock appreciation rights and other equity-based awards, or any combination thereof. The 2024 Plan limits the aggregate number of shares of common stock available for issue to 3,850,000 and will expire on, and no option or other equity award may be granted pursuant to the 2024 Plan after, the tenth anniversary of the date the 2024 Plan was approved by the Board of Directors.

Prior to the adoption of the 2024 Plan, the Company's equity-based awards were granted under the Prior Plan. As of the effective date of the 2024 Plan, no new awards will be granted under the Prior Plan, but the Prior Plan will continue to govern the equity awards issued under the Prior Plan.

RSU grants are recorded at fair market value at the date of grant and vest upon continued performance of services by the RSU holder typically over one to three years. Performance unit grants are recorded at fair value based on a Monte-Carlo pricing model, and the restrictions lapse on the date the Compensation Committee of the Board of Directors determines the number of shares that shall vest based on the related performance or market condition achievement. Non-qualified stock option grants are recorded at fair value using a Black-Scholes option pricing model and vest upon the continued performance of services by the option holder typically over one to three years.

The Company has made a policy election under applicable accounting guidance to account for forfeitures as a reduction of stock-based compensation expense when the forfeiture occurs.

RSUs were granted to certain employees and directors at fair market value on the date of grant. The restrictions lapse upon continued performance by the RSU holder on the vest date which generally occurs over one, two or three years. RSU incentive compensation expense recorded was \$13 million, \$13 million and \$11 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Performance-based awards, including performance units, were granted to certain employees at fair value at the date of grant. The Company records the fair value of each performance-based award based on a Monte-Carlo pricing model. Performance-based award incentive compensation expense recorded was \$6 million, \$6 million, \$5 million for the years ended December 31, 2025, 2024 and 2023, respectively.

Stock options were granted to certain employees at fair value on the date of grant using a Black-Scholes option pricing model. Stock option incentive compensation expense recorded was \$8 million, \$7 million and \$6 million for the years ended December 31, 2025, 2024 and 2023, respectively.

### ***Pension and Post-retirement Benefit Plans***

For pension and OPEB plans in which employees participate, costs are determined within the FASB's authoritative accounting guidance set forth in employers' defined benefit pensions including accounting for settlements and curtailments of defined benefit pension plans, termination of benefits and accounting for post-retirement benefits other than pensions. In accordance with the authoritative accounting guidance, the Company recognizes the funded status of its defined benefit pension plans and OPEB plan in its Consolidated Balance Sheets with a corresponding adjustment to AOCL, net of tax.

Post-retirement benefit costs consist of service cost and interest cost on accrued obligations. Actuarial gains and losses on liabilities, together with any prior service costs, are charged (or credited) to income over the average remaining service lives of employees.

The benefit cost components shown in the Consolidated Statements of Comprehensive Income are based upon various actuarial assumptions and methodologies as prescribed by authoritative accounting guidance. These assumptions include discount rates, expected return on plan assets, health care cost trend rates, inflation, rate of compensation increases, population demographics, mortality rates and other factors. The Company reviews all actuarial assumptions on an annual basis. Changes in key economic indicators can change these assumptions. These assumptions, along with the actual value of assets at the measurement date, will impact the calculation of pension expenses for the following year.

### ***Recently Adopted Accounting Pronouncements***

In December 2023, the FASB issued authoritative accounting guidance to improve income tax disclosures by requiring disaggregated information about a reporting entity's effective tax rate reconciliation and information on income taxes paid. The guidance became effective for the Company for its fiscal year ended December 31, 2025 and was applied retrospectively. The adoption of this guidance did not have an impact on the Company's Consolidated Financial Statements but resulted in additional disclosures. See the Consolidated Statements of Cash Flows and "Note 16. Income Taxes" for the additional disclosures.

In July 2025, the FASB issued authoritative accounting guidance providing a practical expedient related to the estimation of expected credit losses for current accounts receivable and current contract assets arising from contracts with customers. The guidance became effective for the Company beginning January 1, 2026 and was applied prospectively. The adoption of this guidance did not have an impact on the Company's Consolidated Financial Statements.

### ***Recently Issued Accounting Pronouncements***

In November 2025, the FASB issued authoritative accounting guidance to amend certain aspects of the existing hedge accounting guidance to more closely align hedge accounting with the economics of an entity's risk management activities. The guidance will become effective for the Company beginning January 1, 2027 with early adoption permitted. Management is currently evaluating the potential impact of this guidance on the Company's Consolidated Financial Statements.

In November 2024, the FASB issued authoritative accounting guidance, which was subsequently amended, requiring additional disaggregation of certain expense and cost line items presented in the financial statements and in the notes to the financial statements. The guidance will become effective for the Company beginning with the fiscal year ending December 31, 2027 and the subsequent interim periods. Early adoption is permitted. Upon adoption, the guidance may be applied prospectively or retrospectively. Management is currently evaluating the impact of this guidance on the Company's Consolidated Financial Statements.

In September 2025, the FASB issued authoritative accounting guidance to modernize the accounting for costs related to internal-use software. The new guidance removes the software project development stages and provides new guidance on evaluating if the probable-to-complete recognition threshold has been met. The guidance will become effective for the Company beginning January 1, 2028 with early adoption permitted. Upon adoption, the guidance may be applied prospectively, retrospectively or using a modified transition approach. Management is currently evaluating the potential impact of this guidance on the Company's Consolidated Financial Statements.

All other recently issued accounting pronouncements were assessed as either not applicable to the Company or were not expected to have a material impact on the Company's Consolidated Financial Statements.

### **NOTE 3. REVENUE**

Revenue is recognized as each distinct performance obligation within a contract is satisfied. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer. The Company enters into long-term agreements ("LTAs") and distributor agreements with certain customers. The LTAs and distributor agreements do not include committed volumes until underlying purchase orders are issued; therefore, the Company determined that purchase orders are the contract with a customer. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue when the performance obligation is satisfied, as there is no right of return.

Some of the Company's contracts include multiple performance obligations, most commonly the sale of both a transmission and ETC. The Company allocates the contract's transaction price to each performance obligation based on the standalone selling price of each distinct good or service in the contract.

The Company may also use volume-based discounts and rebates as marketing incentives in the sales of both vehicle propulsion solutions and service parts, which are accounted for as variable consideration. The Company records the impact of the incentives as a reduction to revenue when it is determined that the adjustment is not likely to reverse. The Company estimates the impact of all other incentives based on the related sales and market conditions in the end market vocation. The Company recorded no material adjustments based on variable consideration during any of the years ended December 31, 2025, 2024 or 2023.

Net sales are made on credit terms, generally 30 days, based on an assessment of the customer's creditworthiness. For certain goods or services, the Company receives consideration prior to satisfying the related performance obligation. Such consideration is recorded as a contract liability in current and non-current deferred revenue as of December 31, 2025 and 2024. See "Note 11. Deferred Revenue" for more information including the amount of revenue earned during the year ended December 31, 2025 that had been previously deferred. The Company had no material contract assets as of either December 31, 2025 or 2024.

The Company had one operating segment and reportable segment as of December 31, 2025. The Company was in one line of business, which was the design, manufacture and distribution of vehicle propulsion solutions. The following presents disaggregated revenue by categories that best depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic factors (dollars in millions):

	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
North America On-Highway	\$ 1,540	\$ 1,752	\$ 1,529
Outside North America On-Highway	507	493	477
Global Off-Highway	53	105	167
Defense	267	212	166
Service Parts, Support Equipment and Other	643	663	696
Total Net Sales	<u>\$ 3,010</u>	<u>\$ 3,225</u>	<u>\$ 3,035</u>

Disaggregated revenue by end market is further described as follows:

#### *North America On-Highway*

Revenue from the North America On-Highway end market is driven by the sale of propulsion solutions to original equipment manufacturers ("OEMs"), distributors and dealers that install the product into Class 4-5, Class 6-7 and Class 8 straight trucks, Class 8 day cab tractors, conventional transit, shuttle and coach buses, school buses and motorhome applications. Revenue is recognized at the point in time when control passes to the customer, which is based on shipping terms when the order is fulfilled by the Company.

#### *Outside North America On-Highway*

Revenue from the Outside North America On-Highway end market is driven by the sale of propulsion solutions to OEMs and distributors that produce vehicles for commercial users in medium- and heavy-duty applications and wheeled defense platforms. Revenue is recognized at the point in time when control passes to the customer, which is based on shipping terms when the order is fulfilled by the Company.

#### *Global Off-Highway*

Revenue from the Global Off-Highway end market is driven by sales of transmissions to OEMs and distributors that serve end users who operate vehicles and auxiliary equipment in energy, mining and construction applications. Revenue is recognized at the point in time when control passes to the customer, which is based on shipping terms when the order is fulfilled by the Company.

#### *Defense*

Revenue from the Defense end market is driven by sales of propulsion solutions to the U.S. Government or its contractors and sales to certain government contractors outside of the U.S. for use in both wheeled and tracked defense vehicle applications. Revenue is recognized at the point in time when control passes to the customer, which is based on shipping terms when the order is fulfilled by the Company.

Periodically, the Company and the U.S. Government will enter into a bill-and-hold arrangement where a completed transmission physically remains at the Company's facility at the request of the U.S. Government. Revenue is recognized at the point in time when it is determined that the U.S. Government accepts the transmission and is able to direct its use.

### *Service Parts, Support Equipment and Other*

Revenue from the Service Parts, Support Equipment and Other end market is primarily derived from the sale of transmission parts and fluid purchased for the normal maintenance and repair needs of products in service, the sale of aluminum die cast components purchased as original parts and the sale of ETC contracts which extend the warranty coverages of propulsion solutions beyond the standard warranty period.

Revenue is recognized on sales of service parts, support equipment and aluminum die cast components at the point in time when control passes to the customer, which is based on shipping terms when the order is fulfilled by the Company.

Revenue from the sale of ETC contracts is recognized ratably over the time period that corresponds with the period of coverage, as the Company has determined this method best depicts the progress towards satisfaction of its performance obligation. ETC contracts are typically sold in one to five year durations within the North America On-Highway, Outside North America On-Highway and Global Off-Highway end markets. The ETC contract period begins when the standard warranty coverage period ends. All consideration allocated to an ETC performance obligation is initially deferred until the coverage period begins.

#### **NOTE 4. INVENTORIES**

Inventories consisted of the following components (dollars in millions):

	December 31, 2025	December 31, 2024
Purchased parts and raw materials	\$ 168	\$ 162
Work in progress	19	17
Finished goods	68	79
Service parts	61	57
<b>Total inventories</b>	<b>\$ 316</b>	<b>\$ 315</b>

Inventory components shipped to third parties, primarily cores, parts to re-manufacturers, and parts to contract manufacturers, which the Company has an obligation to buy back, are included in purchased parts and raw materials, with an offsetting liability in Other current liabilities. See "Note 14. Other Current Liabilities" for more information.

#### **NOTE 5. PROPERTY, PLANT AND EQUIPMENT**

The cost and accumulated depreciation of property, plant and equipment are as follows (dollars in millions):

	December 31, 2025	December 31, 2024
Machinery and equipment	\$ 1,038	\$ 1,003
Buildings and building improvements	559	537
Special tooling	273	239
Software	205	200
Construction in progress	119	73
Land and land improvements	29	28
<b>Total property, plant and equipment</b>	<b>2,223</b>	<b>2,080</b>
Accumulated depreciation	<b>(1,361)</b>	<b>(1,277)</b>
<b>Property, plant and equipment, net</b>	<b>\$ 862</b>	<b>\$ 803</b>

Depreciation of property, plant and equipment was \$117 million, \$111 million and \$109 million for the years ended December 31, 2025, 2024 and 2023, respectively.

As a result of events and circumstances in the fourth quarter of 2025, primarily deteriorating market conditions, the Company performed an impairment analysis on certain of its long-lived, tangible assets related to the production of certain electrified products. The Company used a market approach to determine the fair value of the assets, resulting in an \$8 million impairment loss for the year ended December 31, 2025 for long-lived property, plant and equipment assets. There were no impairment charges for the year ended December 31, 2024. See "Note 6. Goodwill and Other Intangible Assets" for more information on the impairment of long-lived intangible assets related to the production of certain electrified products and "Note 2. Summary of Significant Accounting Policies" for more information.

#### NOTE 6. GOODWILL AND OTHER INTANGIBLE ASSETS

As of both December 31, 2025 and 2024, the carrying amount of the Company's Goodwill was \$2,075 million.

The following presents a summary of other intangible assets (dollars in millions):

	December 31, 2025			December 31, 2024		
	Intangible assets, gross	Accumulated amortization	Intangible assets, net	Intangible assets, gross	Accumulated amortization	Intangible assets, net
Other intangible assets:						
Trade name	\$ 791	\$ —	\$ 791	\$ 791	\$ —	\$ 791
Customer relationships — commercial	839	(839)	—	839	(837)	2
Proprietary technology	484	(481)	3	507	(481)	26
Customer relationships — defense	62	(62)	—	62	(59)	3
Non-compete agreement	1	(1)	—	1	(1)	—
Total	\$ 2,177	\$ (1,383)	\$ 794	\$ 2,200	\$ (1,378)	\$ 822

Amortization of intangible assets was \$7 million, \$10 million and \$45 million for the years ended December 31, 2025, 2024 and 2023, respectively.

The Company's 2025 annual goodwill impairment test indicated that the fair value of the reporting unit exceeded its carrying value, indicating no impairment. The Company's 2025 annual indefinite-lived intangible assets impairment test indicated that the fair value of the Company's indefinite-lived intangible assets exceeded their carrying value, indicating no impairment.

As a result of events and circumstances in the fourth quarter of 2025, primarily deteriorating market conditions, the Company performed an impairment analysis on the long-lived, proprietary technology intangible asset associated with certain electrified products. The Company used a market approach to determine the fair value of the assets, resulting in a \$21 million impairment loss for the year ended December 31, 2025 for long-lived, intangible assets. There was a \$1 million impairment loss for the year ended December 31, 2024. See "Note 5. Property, Plant and Equipment" for more information on the impairment of property, plant and equipment assets related to the production of certain electrified products and "Note 2. Summary of Significant Accounting Policies" for more information.

Amortization expense related to other intangible assets for the next five fiscal years is expected to be (dollars in millions):

	2026	2027	2028	2029	2030
Amortization expense	\$ 2	\$ 1	\$ 1	\$ —	\$ —

## NOTE 7. FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price (exit price) that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The accounting guidance establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). The three levels of the fair value hierarchy defined by the relevant guidance are as follows:

Level 1 — Quoted prices are available in active markets for identical assets or liabilities as of the reporting date.

Level 2 — Inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes financial instruments that are valued using quoted prices in markets that are not active and those financial instruments that are valued using models or other valuation methodologies in which all significant value-drivers are observable in active markets or are supported by observable levels at which transactions are executed in the marketplace.

Level 3 — Certain inputs are unobservable or have little or no market data available. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value. At each balance sheet date, the Company performs an analysis of all instruments subject to authoritative accounting guidance and includes, in Level 3, all of those whose fair value is based on significant unobservable inputs. As of December 31, 2025 and 2024, the Company did not have any Level 3 financial assets or liabilities.

The following table summarizes the Company's financial assets and (liabilities) measured at fair value as of December 31, 2025 and 2024 (dollars in millions):

	Fair Value Measurements Using					
	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		TOTAL	
	2025	2024	2025	2024	2025	2024
Cash equivalents	\$ 134	\$ 664	\$ —	\$ —	\$ 134	\$ 664
Marketable securities	24	11	—	—	24	11
Rabbi trust assets	24	20	—	—	24	20
Deferred compensation obligation	(24)	(20)	—	—	(24)	(20)
Debt securities	—	—	3	—	3	—
Derivative assets	—	—	—	5	—	5
<b>Total</b>	<b>\$ 158</b>	<b>\$ 675</b>	<b>\$ 3</b>	<b>\$ 5</b>	<b>\$ 161</b>	<b>\$ 680</b>

The Company's valuation techniques used to calculate the fair value of cash equivalents, marketable securities, assets held in the rabbi trust and the deferred compensation obligation represent a market approach in active markets for identical assets that qualify as Level 1 in the fair value hierarchy. A description of the Company's Level 1 assets is as follows:

- Cash equivalents consist primarily of short-term U.S. government backed securities and time deposits.
- Marketable securities consist of publicly traded stock of Jing-Jin Electric Technologies Co. Ltd., which has a readily determinable fair value.
- Rabbi trust assets consist principally of publicly available mutual funds and target date retirement funds.

- Deferred compensation obligation is directly related to the fair value of assets held in the rabbi trust.

The Company's debt securities are classified as available-for-sale and qualify as Level 2 in the fair value hierarchy. The Company's valuation techniques used to calculate the fair value of derivative instruments represent a market approach with observable inputs that qualify as Level 2 in the fair value hierarchy. The Company used valuations from the issuing financial institutions for the fair value measurement of interest rate swaps. As of December 31, 2025, all of the Company's interest rate swap contracts reached maturity and were terminated. The floating-to-fixed interest rate swaps were based on the Secured Overnight Financing Rate ("SOFR"), which is observable at commonly quoted intervals. The fair values are included in Other current assets in the Consolidated Balance Sheets. See "Note 9. Derivatives" for more information regarding the Company's interest rate swaps.

The Company holds equity securities in unconsolidated entities without a readily determinable fair value. Each of these investments represents a less than 20% ownership interest in the respective privately-held entity, and the Company does not maintain significant influence over or control of any of the entities. The Company has elected the measurement alternative and measures the investments at cost, less any impairment, plus or minus adjustments related to observable price changes in orderly transactions for identical or similar investments of the same issuer. These equity investments are recorded in Other non-current assets in the Consolidated Balance Sheets, with changes in the value recorded in Other income (expense), net in the Consolidated Statements of Comprehensive Income. As of December 31, 2025 and 2024, the Company held equity securities without a readily determinable fair value of \$8 million and \$7 million, respectively. For the years ended December 31, 2025 and 2024, no adjustments were recorded resulting from observable price changes in orderly transactions for identical or similar investments of the same issuer and no impairment charges occurred for any of these investments.

**NOTE 8. DEBT**

Long-term debt and maturities are as follows (dollars in millions):

	December 31, 2025	December 31, 2024
Long-term debt:		
Senior Notes, fixed 4.75%, due 2027	\$ 400	\$ 400
Senior Notes, fixed 5.875%, due 2029	500	500
Senior Notes, fixed 3.75%, due 2031	1,000	1,000
Senior Secured Credit Facility Term Loan, variable, due 2031	509	514
Senior Notes, fixed 5.875%, due 2033	500	—
Total long-term debt	\$ 2,909	\$ 2,414
Less: current maturities of long-term debt	5	5
deferred financing costs, net (see Note 2)	19	14
Total long-term debt, net	\$ 2,885	\$ 2,395

Principal payments required on long-term debt during the next five years are as follows (dollars in millions):

	2026	2027	2028	2029	2030
Payments	\$ 5	\$ 405	\$ 5	\$ 505	\$ 5

As of December 31, 2025, the Company had \$2,909 million of indebtedness associated with Allison Transmission, Inc.'s ("ATI"), the Company's wholly-owned subsidiary, 4.75% Senior Notes due October 2027 ("4.75% Senior Notes"), ATI's 5.875% Senior Notes due June 2029 ("5.875% Senior Notes 2029"), ATI's 3.75% Senior Notes due January 2031 ("3.75% Senior Notes"), 5.875% Senior Notes due December 2033 ("5.875% Senior Notes 2033"), and together with the 4.75% Senior Notes, 5.875% Senior Notes 2029 and 3.75% Senior Notes, the "Senior Notes") and the Second Amended and Restated Credit Agreement dated as of March 29, 2019, as amended (the "Credit Agreement"), governing ATI's term loan facility in the amount of \$509 million due March 2031 ("Term Loan") and ATI's revolving credit facility with commitments in the amount of \$750 million due March 2029 ("Revolving Credit Facility", and together with the Term Loan, the "Senior Secured Credit Facility").

The fair value of the Company's long-term debt obligations as of December 31, 2025 was \$2,858 million. The fair value is based on quoted Level 2 market prices of the Company's debt as of December 31, 2025. The difference between the fair value and carrying value of the long-term debt is driven primarily by trends in the financial markets.

### **Senior Secured Credit Facility**

The borrowings under the Senior Secured Credit Facility are collateralized by a lien on substantially all assets of the Company, ATI and certain existing and future U.S. subsidiary guarantors, as provided in the Credit Agreement. Interest on the Term Loan, as of December 31, 2025, is either (a) 1.75% over a SOFR rate on deposits in U.S. dollars for one-, three- or six-month periods (or a twelve-month period if, at the time of the borrowing, consented to by all relevant lenders and the administrative agent) ("Term SOFR"), or (b) 0.75% over the greater of the prime lending rate as quoted by the administrative agent, the Term SOFR rate for an interest period of one month plus 1.00% and the federal funds effective rate published by the Federal Reserve Bank of New York plus 0.50%, subject to a 1.00% floor (the "Base Rate"). As of December 31, 2025, the Company elected to pay the lowest all-in rate of Term SOFR plus the applicable margin, or 5.50%, on the Term Loan. The Credit Agreement requires minimum quarterly principal payments on the Term Loan, as well as prepayments from certain net cash proceeds of non-ordinary course asset sales and casualty and condemnation events, the incurrence of certain debt and from a percentage of excess cash flow, if applicable. The minimum required quarterly principal payment on the Term Loan through its maturity date of March 2031 is \$1 million. As of December 31, 2025, there had been no payments required for certain net cash proceeds of non-ordinary course asset sales and casualty and condemnation events. The remaining principal balance is due upon maturity.

The Senior Secured Credit Facility also provides a Revolving Credit Facility, net of an allowance for up to \$75 million in outstanding letters of credit commitments. Throughout the year ended December 31, 2025, the Company made no withdrawals on the Revolving Credit Facility. As of December 31, 2025, the Company had \$745 million available under the Revolving Credit Facility, net of \$5 million in letters of credit. Borrowings under the Revolving Credit Facility bear interest at a variable base rate plus an applicable margin based on the Company's first lien net leverage ratio. When the Company's first lien net leverage ratio is above 4.00x, interest on the Revolving Credit Facility is (a) 0.75% over the Base Rate or (b) 1.75% over the Term SOFR rate; when the Company's first lien net leverage ratio is equal to or less than 4.00x and above 3.50x, interest on the Revolving Credit Facility is (i) 0.50% over the Base Rate or (ii) 1.50% over the Term SOFR rate; and when the Company's first lien net leverage ratio is equal to or below 3.50x, interest on the Revolving Credit Facility is (y) 0.25% over the Base Rate or (z) 1.25% over the Term SOFR rate. As of December 31, 2025, the applicable margin for the Revolving Credit Facility was 1.25%. In addition, there is an annual commitment fee, based on the Company's first lien net leverage ratio, on the average unused revolving credit borrowings available under the Revolving Credit Facility. As of December 31, 2025, the commitment fee was 0.25%. Borrowings under the Revolving Credit Facility are payable at the option of the Company throughout the term of the Revolving Credit Facility with the balance due at the end of the term.

The Senior Secured Credit Facility requires the Company to maintain a specified maximum first lien net leverage ratio of 5.50x when revolving loan commitments remain outstanding on the Revolving Credit Facility at the end of a fiscal quarter. As of December 31, 2025, the Company had no amounts outstanding under the Revolving Credit Facility; however, the Company would have been in compliance with the maximum first lien net leverage ratio, achieving a (0.87x) ratio. Additionally, within the terms of the Senior Secured Credit Facility, a first lien net leverage ratio at or below 4.00x results in the elimination of excess cash flow payments on the Senior Secured Credit Facility for the applicable year.

In addition, the Credit Agreement, among other things, includes customary restrictions (subject to certain exceptions) on the Company's ability to incur certain indebtedness, grant certain liens, make certain investments, engage in acquisitions, consolidations and mergers, declare or pay certain dividends or repurchase shares of the Company's common stock. As of December 31, 2025, the Company was in compliance with all covenants under the Credit Agreement.

### **Senior Notes**

In November 2025, ATI completed an offering of \$500 million of the 5.875% Senior Notes due December 2033. The 5.875% Senior Notes 2033 were offered in a private placement exempt from registration under the Securities Act of 1933, as amended. On June 11, 2025, the Company entered into a Stock Purchase Agreement (the "Purchase Agreement") with Dana Incorporated ("Dana") to acquire its off-highway business (the "Acquisition"). The net proceeds from the offering will be used to pay for a portion of the Acquisition. As a result of the offering, the Company recorded \$6 million as deferred financing fees in the Consolidated Balance Sheet as of December 31, 2025. See "Note 24. Acquisition" for additional details regarding the Acquisition.

Each series of the Senior Notes is unsecured and is guaranteed by each of ATI's domestic subsidiaries that is a borrower under or guarantees the Senior Secured Credit Facility and is unconditionally guaranteed, jointly and severally, by any of ATI's future domestic subsidiaries that are borrowers under or guarantee the Senior Secured Credit Facility. None of ATI's domestic subsidiaries currently guarantee its obligations under the Senior Secured Credit Facility, and therefore none of ATI's domestic subsidiaries currently guarantee any series of the Senior Notes. The indentures governing the Senior Notes contain negative covenants restricting or limiting the Company's ability to, among other things: incur or guarantee additional indebtedness, incur liens, pay dividends on, redeem or repurchase the Company's capital stock, make certain investments, permit payment or dividend restrictions on certain of the Company's subsidiaries, sell assets, engage in certain transactions with affiliates, and consolidate or merge or sell all or substantially all of the Company's assets. As of December 31, 2025, the Company was in compliance with all covenants under the indentures governing the Senior Notes.

ATI may from time to time seek to retire its Senior Notes through cash purchases, exchanges for equity securities, open market purchases, privately negotiated transactions, contractual redemptions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, liquidity requirements, contractual restrictions and other factors and will be in accordance with the respective indenture governing such notes. The amounts involved may be material. Some or all of the 4.75% Senior Notes, the 5.875% Senior Notes 2029 and the 3.75% Senior Notes may be redeemed at any time at redemption prices specified in the indentures governing such notes. Prior to December 1, 2028, ATI may redeem some or all of the 5.875% Senior Notes 2033 by paying a price equal to 100.00% of the principal amount being redeemed, plus an "applicable premium". At any time on or after December 1, 2028, ATI may redeem some or all of the 5.875% Senior Notes 2033 at redemption prices specified in the indenture governing such notes.

## NOTE 9. DERIVATIVES

The Company is subject to interest rate risk related to the Senior Secured Credit Facility and entered into interest rate swaps to manage a portion of this exposure. The interest rate swaps were designated as cash flow hedges that qualified for hedge accounting under the hypothetical derivative method and effectively hedged \$500 million of the variable rate debt associated with the Term Loan at the Term SOFR weighted average fixed rate of 2.81% through September 2025.

Fair value adjustments associated with the interest rate swaps were recorded as a component of Accumulated other comprehensive loss, net of tax ("AOCL") in the Consolidated Balance Sheets. Balances in AOCL were reclassified to earnings when transactions related to the underlying risk were settled.

In September 2025, all of the Company's interest rate swap contracts reached maturity and were terminated. See "Note 7. Fair Value of Financial Instruments" for information regarding the fair value of the Company's interest rate swaps. The following tabular disclosures further describe the Company's interest rate swap derivatives qualifying and designated for hedge accounting and their impact on the financial condition of the Company (dollars in millions):

	Balance Sheet Location	Fair Value	
		December 31, 2025	December 31, 2024
Derivative Assets:			
Interest rate swaps	Other current assets	\$ —	\$ 5
Total derivative assets		\$ —	\$ 5

As of December 31, 2025, all derivative gains recorded in AOCL were reclassified to earnings. There were \$5 million of net derivative gains recorded in AOCL as of December 31, 2024. See "Note 17. Accumulated Other Comprehensive Loss" for information regarding activity recorded as a component of AOCL during the years ended December 31, 2025 and 2024.

## NOTE 10. PRODUCT WARRANTY LIABILITIES

As of December 31, 2025, the current and non-current product warranty liabilities were \$34 million and \$50 million, respectively. As of December 31, 2024, the current and non-current product warranty liabilities were \$31 million and \$36 million, respectively. Product warranty liability activities consisted of the following (dollars in millions):

	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
Beginning balance	\$ 67	\$ 59	\$ 57
Payments	(38)	(41)	(41)
Increase in liability (warranty issued during period)	35	33	28
Net adjustments to liability	20	16	15
Ending balance	\$ 84	\$ 67	\$ 59

The adjustments to the total liability in 2025, 2024 and 2023 were the result of general changes in estimates for various products and specific field action programs as additional claims data and field information became available.

**NOTE 11. DEFERRED REVENUE**

As of December 31, 2025, the current and non-current deferred revenue were \$34 million and \$103 million, respectively. As of December 31, 2024, the current and non-current deferred revenue were \$41 million and \$95 million, respectively. Deferred revenue activity consisted of the following (dollars in millions):

	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
Beginning balance	\$ 136	\$ 130	\$ 131
Increases	46	51	52
Revenue earned	(45)	(45)	(53)
Ending balance	<u>\$ 137</u>	<u>\$ 136</u>	<u>\$ 130</u>

Deferred revenue recorded in current and non-current liabilities related to ETC as of December 31, 2025 was \$30 million and \$103 million, respectively. Deferred revenue recorded in current and non-current liabilities related to ETC as of December 31, 2024 was \$29 million and \$95 million, respectively.

**NOTE 12. LEASES*****Lessee Accounting***

Contracts are assessed by the Company to determine if the contract conveys the right to control an identified asset in exchange for consideration during a period of time. The Company classifies all identified leases as either operating or finance leases. The Company's operating leases consist of real estate, vehicles and IT equipment. As of both December 31, 2025 and 2024, the Company was not a party to any finance leases. Contracts that contain leases are assessed to determine if the consideration in the contract is related to a lease component, non-lease component or other components not related to the lease. Lease components are recorded as right-of-use ("ROU") assets and lease liabilities while any non-lease component is expensed as incurred. The consideration in the contract related to other components not related to the lease is allocated among the lease component and the non-lease component, as applicable, based on the stand-alone selling price of the lease and non-lease components.

Certain lease contracts may contain an option to extend or terminate the lease. The Company considers the economic impact of extension and termination options by contract. If the Company concludes it is reasonably certain an option will be exercised, that option is included in the lease term and impacts the amount recorded as an ROU asset and lease liability upon inception of the contract.

ROU assets are calculated as the related lease liability adjusted for lease incentives, any initial direct costs, prepayments and the effect of escalating lease payments on period expense. As of December 31, 2025 and December 31, 2024, total ROU assets were \$18 million and \$20 million, respectively, and were recorded in Other non-current assets in the Consolidated Balance Sheets. During the years ended December 31, 2025 and 2024, the Company recorded \$3 million and \$7 million, respectively, of new ROU assets obtained in exchange for lease obligations.

The Company's lease liability is determined by discounting the future cash flows over the lease period. The Company determines its discount rates utilizing current secured financing rates based on the length of the lease period plus the Company's margin over Term SOFR on the Term Loan. The Company believes this rate effectively represents a borrowing rate the Company could obtain on a debt instrument possessing similar terms as the lease. Lease liabilities are classified between current and non-current liabilities based on the terms of the underlying leases. The weighted average discount rate on operating leases as of December 31, 2025 and 2024 was 4.86% and 4.84%, respectively.

As of December 31, 2025, the Company recorded current and non-current operating lease liabilities of \$5 million and \$13 million, respectively. As of December 31, 2024, the Company recorded current and non-current operating lease liabilities of \$6 million and \$14 million, respectively. The Company's current and non-current operating lease liabilities are recorded in Other current liabilities and Other non-current liabilities, respectively, in the Consolidated Balance Sheets. The following table reconciles future undiscounted cash flows for operating leases to total operating lease liabilities as of December 31, 2025 (dollars in millions):

	December 31, 2025	
2026	\$	6
2027		5
2028		4
2029		1
2030		1
Thereafter		3
Total lease payments	\$	20
Less: Interest		2
Present value of operating lease liabilities	\$	18

The weighted average remaining lease term as of December 31, 2025 and December 31, 2024 was 4.8 years and 5.1 years, respectively.

Operating lease expense was \$7 million for each of the years ended December 31, 2025 and 2024 and was recorded within Selling, general and administrative expense and Engineering — research and development on the Company's Consolidated Statements of Comprehensive Income. There was no material short-term operating lease expense for either of the years ended December 31, 2025 or 2024.

### NOTE 13. OTHER INCOME (EXPENSE), NET

Other income (expense), net consisted of the following (dollars in millions):

	Years ended December 31,		
	2025	2024	2023
Unrealized gain (loss) on marketable securities	\$ 12	\$ (9)	\$ (1)
Post-retirement benefit plan amendment credits	5	10	9
Rabbi trust assets gain	3	3	3
Loss on foreign exchange	(3)	(6)	(2)
Technology-related investments (loss) gain	—	(2)	3
Other	(1)	(2)	3
Total	\$ 16	\$ (6)	\$ 15

### NOTE 14. OTHER CURRENT LIABILITIES

Other current liabilities consisted of the following (dollars in millions):

	December 31, 2025		December 31, 2024
Sales incentives	\$ 47	\$	42
Payroll and related costs	34		90
Accrued interest payable	28		25
Vendor buyback obligation	21		19
Taxes payable	21		14
Other accruals	46		27
Total	\$ 197	\$	217

**NOTE 15. EMPLOYEE BENEFIT PLANS**

The Company provides defined benefit pension plans, defined contribution plans and/or other postretirement benefit plans to certain employees globally. However, contributions to the Company's various international benefit plans are not material for the periods presented. The Company's defined benefit pension plans generally provide benefits of negotiated, stated amounts for each year of service as well as significant supplemental benefits for eligible employees. The Company sponsors defined contribution retirement savings plans for eligible employees, based on employee location and status. The Company's salaried defined contribution retirement savings plans provide for a Company match of employee contributions up to certain limits based upon eligible base salary. The charge to expense for the Company's defined contribution retirement savings plans was \$23 million, \$23 million and \$18 million for the years ended December 31, 2025, 2024 and 2023, respectively. The Company is also responsible for OPEB costs (medical, dental, vision, and life insurance) for hourly employees hired prior to May 19, 2008, excluding those employees eligible to retire at the time of the sale of the Company. The plan is unfunded and any future payments will be funded by the Company's operating cash flows.

**Obligations, Funded Status and Recognition in the Consolidated Balance Sheets**

The following table provides a reconciliation of the changes in the benefit obligations, funded status and amounts recognized in the Consolidated Balance Sheets for the years ended December 31, 2025 and 2024 (dollars in millions):

	Pension Plans		Post-retirement Benefits	
	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2025	Year ended December 31, 2024
<b>Benefit Obligations:</b>				
Benefit obligation at beginning of year	\$ 130	\$ 169	\$ 59	\$ 64
Service cost	3	4	—	—
Interest cost	7	7	3	3
Plan amendments	1	—	—	—
Plan settlements	—	(30)	—	—
Benefits paid	(9)	(9)	(4)	(5)
Actuarial loss (gain)	7	(11)	8	(3)
Benefit obligation at end of year	<u>\$ 139</u>	<u>\$ 130</u>	<u>\$ 66</u>	<u>\$ 59</u>
<b>Fair Value of Plan Assets:</b>				
Fair value of plan assets at beginning of year	\$ 132	\$ 164	\$ —	\$ —
Actual return on plan assets	8	2	—	—
Employer contributions	4	5	4	5
Plan settlements	—	(30)	—	—
Benefits paid	(9)	(9)	(4)	(5)
Fair value of plan assets at end of year	<u>\$ 135</u>	<u>\$ 132</u>	<u>\$ —</u>	<u>\$ —</u>
Net Funded Status	<u>\$ (4)</u>	<u>\$ 2</u>	<u>\$ (66)</u>	<u>\$ (59)</u>
<b>Amounts Recognized in Balance Sheet:</b>				
Non-current assets	\$ —	\$ 4	\$ —	\$ —
Current liabilities	—	—	(4)	(4)
Non-current liabilities	(4)	(2)	(62)	(55)
Net amount recognized	<u>\$ (4)</u>	<u>\$ 2</u>	<u>\$ (66)</u>	<u>\$ (59)</u>
<b>Accumulated Other Comprehensive Loss:</b>				
Prior service (credit) cost	\$ (1)	\$ 1	\$ —	\$ 5
Actuarial (gain) loss	(3)	3	21	32
Total	<u>\$ (4)</u>	<u>\$ 4</u>	<u>\$ 21</u>	<u>\$ 37</u>

The accumulated benefit obligation for the Company's pension plans as of December 31, 2025 and 2024 was \$136 million and \$125 million, respectively.

The table below provides the weighted-average actuarial assumptions used to determine the benefit obligations of the Company's plans.

	Pension Plans		Post-retirement Benefits	
	As of December 31,			
	2025	2024	2025	2024
Discount rate	<b>5.40%</b>	5.60%	<b>5.30%</b>	5.60%
Rate of compensation increase (salaried)	<b>3.00%</b>	3.00%	<b>N/A</b>	N/A

The discount rate is used to determine the present value of the Company's benefit obligations. The Company's discount rate is determined by matching the plans' projected cash flows to a yield curve based on long-term, fixed income debt instruments available as of the measurement date of December 31, 2025. The Company reviews all actuarial assumptions on an annual basis and in the case of remeasurement.

As of December 31, 2025 and 2024, the projected benefit obligation, the accumulated benefit obligation, and the fair value of plan assets for pension plans with a projected benefit obligation in excess of plan assets and for pension plans with an accumulated benefit obligation in excess of plan assets were as follows (dollars in millions):

	Hourly Plan		Salary Plan	
	As of December 31,			
	2025	2024	2025	2024
Plans with projected benefit obligation in excess of plan assets:				
Projected benefit obligation	<b>N/A</b> <sup>1</sup>	N/A <sup>1</sup>	<b>\$ 53</b>	\$ 50
Fair value of plan assets	<b>N/A</b> <sup>1</sup>	N/A <sup>1</sup>	<b>\$ 50</b>	\$ 47
Plans with accumulated benefit obligation in excess of plan assets:				
Accumulated benefit obligation	<b>N/A</b> <sup>1</sup>	N/A <sup>1</sup>	<b>\$ 50</b>	N/A <sup>2</sup>
Fair value of plan assets	<b>N/A</b> <sup>1</sup>	N/A <sup>1</sup>	<b>\$ 50</b>	N/A <sup>2</sup>

<sup>(1)</sup> As of December 31, 2025 and 2024, the hourly defined benefit pension plan had plan assets greater than the projected benefit obligation and the accumulated benefit obligation.

<sup>(2)</sup> As of December 31, 2024, the salary defined benefit pension plan had plan assets greater than the accumulated benefit obligation.

### Net Periodic Benefit Cost

Information about the net periodic benefit cost (credit) and other changes recognized in AOCL for the pension and post-retirement benefit plans is as follows (dollars in millions):

	Pension Plans			Post-retirement Benefits		
	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
Net Periodic Benefit Cost (Credit):						
Service cost	\$ 3	\$ 4	\$ 4	\$ —	\$ —	\$ —
Interest cost	7	7	8	3	3	4
Expected return on assets	(6)	(7)	(8)	—	—	—
Settlement loss	—	4	—	—	—	—
Prior service credit	(1)	(1)	—	(5)	(10)	(10)
Recognized actuarial loss (gain)	—	1	—	(3)	(3)	(2)
Net Periodic Benefit Cost (Credit)	\$ 3	\$ 8	\$ 4	\$ (5)	\$ (10)	\$ (8)
Other changes in other comprehensive loss (income):						
Net loss (gain)	\$ 5	\$ (4)	\$ 6	\$ 8	\$ (3)	\$ (8)
Incurred prior service cost	1	—	—	—	—	—
Amortizations	1	(5)	—	8	13	12
Total recognized – other comprehensive loss (income)	\$ 7	\$ (9)	\$ 6	\$ 16	\$ 10	\$ 4

The components of net periodic benefit costs (credits) other than the service cost component are included in Other income (expense), net in the Consolidated Statements of Comprehensive Income.

In June 2024, the Company completed a pension risk transfer to a third-party insurance company of a portion of its salaried defined benefit pension plan's obligations for certain participants and their beneficiaries. The Company agreed to an annuity contract that was purchased using pension plan assets, resulting in the transfer of \$30 million of pension plan assets and \$30 million of pension plan benefit obligations to the insurance company. As a result of this transaction, in the second quarter of 2024, the Company recognized a non-recurring, non-cash \$4 million settlement charge for a pro rata portion of previously unrecognized pension plan actuarial net losses, which was recorded in Other income (expense), net in the Consolidated Statements of Comprehensive Income for the year ended December 31, 2024.

The table below provides the weighted-average actuarial assumptions used to determine the net periodic benefit cost (credit).

	Pension Plans			Post-retirement Benefits		
	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
Discount rate	5.60%	5.00%	5.20%	5.60%	5.00%	5.20%
Rate of compensation increase (salaried)	3.00%	3.00%	3.00%	N/A	N/A	N/A
Expected return on assets	5.30%	5.30%	5.30%	N/A	N/A	N/A

The overall expected rate of return on plan assets is based upon historical and expected future returns consistent with the expected benefit duration of the plan for each asset group adjusted for investment and administrative fees. Health care cost trends are used to project future post-retirement benefits payable from the Company's plans. As of December 31, 2025, future post-retirement health care costs were forecasted assuming an initial annual increase of up to 7.00%, decreasing to an annual increase of up to 4.00% by the year 2050. The Company reviews all actuarial assumptions on an annual basis and in the case of remeasurement.

### Pension Plan Assets

The Company's pension plan assets mostly consist of diversified equity securities and diversified debt securities. The fair values of plan assets for the Company's pension plans as of December 31, 2025 and 2024 are as follows (dollars in millions):

	Fair Value Measurements Using					
	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		TOTAL	
	2025	2024	2025	2024	2025	2024
Diversified debt securities	\$ 10	\$ 10	\$ 100	\$ 96	\$ 110	\$ 106
Diversified equity securities	15	15	6	6	21	21
Cash equivalents	4	5	—	—	4	5
Total	\$ 29	\$ 30	\$ 106	\$ 102	\$ 135	\$ 132

The Company's investment strategy with respect to pension plan assets is to invest the assets in accordance with laws and regulations. The long-term primary objectives for the Company's pension assets are to provide results that meet or exceed the plans' actuarially assumed long-term rate of return without subjecting the funds to undue risk. To achieve these objectives the Company has established the following targets:

Asset Category	Target	
	Hourly	Salary
Cash equivalents	3%	3%
Diversified equity securities	15	15
Diversified debt securities	82	82
Total	100%	100%

Throughout 2025, the Company's investment committee has continued to evaluate the investments and take steps toward the established targets.

### Expected Contributions and Benefit Payments

Information about expected cash flows for the Company's pension and post-retirement benefit plans is as follows (dollars in millions):

	Pension Plans	Post-retirement Benefits
Employer Contributions:		
2026 expected contributions	\$ —	\$ 4
Expected Benefit Payments:		
2026	11	4
2027	11	5
2028	11	5
2029	11	5
2030	10	5
2031-2035	54	26

Expected benefit payments for pension and post-retirement benefits will be paid from plan trusts or corporate assets. The Company's funding policy is to contribute amounts annually that are at least equal to the amounts required by applicable laws and regulations or to directly fund payments to plan participants. Additional discretionary contributions will be made when deemed appropriate to meet the Company's long-term obligation to the plans.

### **Non-qualified Deferred Compensation Plan**

The Company maintains a non-qualified deferred compensation plan ("Deferred Compensation Plan") for a select group of management. Under the terms of the plan, the Company has utilized a rabbi trust to accumulate assets to fund its promise to pay benefits under the Deferred Compensation Plan. The rabbi trust is an irrevocable trust, which restricts any use of funds (operational or otherwise) by the Company other than to pay benefits under the Deferred Compensation Plan, and prevents immediate taxation of contributed amounts. Funds are accumulated through both employee deferrals and a Company match. Funds can be invested by the employee into a diversified group of investment options, which have been selected by the Company's investment committee, that are all categorized as Level 1 in the fair value hierarchy. The Company match resulted in \$1 million of expense recorded to the Consolidated Statements of Comprehensive Income for each of the years ended December 31, 2025, 2024 and 2023. The fair value of the rabbi trust plan assets and deferred compensation obligation was \$24 million and \$20 million as of December 31, 2025 and 2024, respectively.

### **NOTE 16. INCOME TAXES**

Income before income taxes included the following (dollars in millions):

	Years ended December 31,		
	2025	2024	2023
U.S. income	\$ 756	\$ 878	\$ 776
Foreign income	48	19	51
Total	\$ 804	\$ 897	\$ 827

The provision for income tax expense was estimated as follows (dollars in millions):

	Years ended December 31,		
	2025	2024	2023
Current income taxes:			
U.S. federal	\$ 92	\$ 161	\$ 144
U.S. state and local	15	13	16
Foreign	10	9	11
Total Current	117	183	171
Deferred income tax expense (benefit), net:			
U.S. federal	49	(13)	(15)
U.S. state and local	12	(3)	2
Foreign	3	(1)	(4)
Total Deferred	64	(17)	(17)
Total income tax expense	\$ 181	\$ 166	\$ 154

The following table reconciles income tax at the U.S. statutory rate to the reported consolidated income tax expense (dollars in millions):

	Years ended December 31,					
	2025		2024		2023	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
<b>Tax at U.S. statutory income tax rate</b>	<b>\$ 169</b>	<b>21%</b>	<b>\$ 189</b>	<b>21%</b>	<b>\$ 174</b>	<b>21%</b>
<b>Domestic U.S. federal reconciling items</b>						
Effect of cross-border tax laws						
Foreign derived intangible income deduction	(13)	(2)%	(29)	(3)%	(25)	(3)%
Other	2	—%	8	1%	10	1%
Tax credits						
Research and development tax credits	(3)	—%	(14)	(1)%	(14)	(2)%
Nontaxable and nondeductible items	(1)	—%	2	—%	(2)	—%
Changes in valuation allowances	—	—%	—	—%	(6)	—%
<b>U.S. state and local taxes, net of federal income tax effect<sup>1</sup></b>	<b>24</b>	<b>3%</b>	<b>7</b>	<b>1%</b>	<b>15</b>	<b>2%</b>
<b>Foreign tax effects</b>	<b>3</b>	<b>1%</b>	<b>3</b>	<b>—%</b>	<b>2</b>	<b>—%</b>
<b>Total income tax expense</b>	<b>\$ 181</b>	<b>23%</b>	<b>\$ 166</b>	<b>19%</b>	<b>\$ 154</b>	<b>19%</b>

<sup>(1)</sup> State taxes in California, North Carolina, Pennsylvania and Wisconsin made up the majority (greater than 50 percent) of the tax effect in this category for each of the years ended December 31, 2025, 2024 and 2023.

The effective tax rate for the years ended December 31, 2025 and 2024 was 23% and 19%, respectively. The increase in the effective tax rate for the year ended December 31, 2025 was principally driven by elections made under the One Big Beautiful Bill Act ("OBBBA").

On July 4, 2025, the OBBBA was enacted into law. The OBBBA made a number of changes to U.S. federal income tax law that impacted the Company, including: allowing immediate deduction of the full cost of qualified capital investments, suspending the requirement to capitalize and amortize domestic research and development expenditures, and modifying the applicable rules for global intangible low-taxed income and foreign derived intangible income. The OBBBA impact resulted in an estimated \$55 million of one-time cash tax savings during the year ending December 31, 2025.

Deferred income tax assets and liabilities as of December 31, 2025 and 2024 reflect the effect of temporary differences between amounts of assets, liabilities and equity for financial reporting purposes and the bases of such assets, liabilities and equity as measured by tax laws, as well as tax loss and tax credit carry forwards. Net deferred tax assets and liabilities are classified as non-current in the Consolidated Balance Sheets. As described above, the deferred tax assets and liabilities are measured based on the enacted tax rates that will apply in the years in which the temporary differences are expected to be recovered or paid.

The Company has not recognized any deferred tax liabilities associated with earnings in foreign subsidiaries, except for its subsidiary located in China, as they are intended to be permanently reinvested and used to support foreign operations or have no associated tax requirements. As of December 31, 2025, the Company has recorded a deferred tax liability of \$3 million for the tax liability associated with the remittance of previously taxed income and unremitted earnings for its subsidiary located in China.

Temporary differences and carryforwards that gave rise to deferred tax assets and liabilities included the following (dollars in millions):

	December 31, 2025	December 31, 2024
Deferred tax assets:		
Deferred revenue	\$ 30	\$ 30
Other accrued liabilities	25	34
Warranty accrual	17	12
Stock-based compensation	10	9
Tax credits	8	8
Inventories	8	8
Sales incentives	8	7
Transaction costs	6	—
Intangibles	4	—
Capitalized research	1	55
Other	17	18
Total deferred tax assets	<u>134</u>	<u>181</u>
Valuation allowances	<u>(9)</u>	<u>(9)</u>
Deferred tax liabilities:		
Goodwill	(425)	(414)
Trade name	(180)	(176)
Property, plant and equipment	(65)	(61)
Post-retirement	(4)	(8)
Other	(1)	(4)
Total deferred tax liabilities	<u>(675)</u>	<u>(663)</u>
Net deferred tax liability	<u>\$ (550)</u>	<u>\$ (491)</u>

Management has determined, based on an evaluation of available objective and subjective evidence, that it is more likely than not that certain federal and state deferred tax assets will not be realized; therefore, these deferred tax assets are offset with a valuation allowance of \$9 million as of both December 31, 2025 and 2024.

All of the Company's tax returns, once filed, will remain subject to examination by the various taxing authorities for the duration of the applicable statute of limitations (generally three years from the earlier of the date of filing or the due date of the return).

**NOTE 17. ACCUMULATED OTHER COMPREHENSIVE LOSS**

The changes in components of AOCL consisted of the following (dollars in millions):

	Pension and OPEB liability adjustments	Interest rate swaps	Foreign currency items	Total
AOCL as of December 31, 2022	\$ 5	\$ 15	\$ (42)	\$ (22)
Other comprehensive income before reclassifications	3	7	2	12
Amounts reclassified from AOCL	(12)	(12)	—	(24)
Income tax benefit	2	1	—	3
Net current period other comprehensive (loss) income	\$ (7)	\$ (4)	\$ 2	\$ (9)
AOCL as of December 31, 2023	\$ (2)	\$ 11	\$ (40)	\$ (31)
Other comprehensive income (loss) before reclassifications	8	5	(13)	—
Amounts reclassified from AOCL	(9)	(12)	—	(21)
Income tax benefit	—	1	—	1
Net current period other comprehensive loss	\$ (1)	\$ (6)	\$ (13)	\$ (20)
AOCL as of December 31, 2024	\$ (3)	\$ 5	\$ (53)	\$ (51)
Other comprehensive (loss) income before reclassifications	(14)	1	17	4
Amounts reclassified from AOCL	(9)	(6)	—	(15)
Income tax benefit	6	—	—	6
Net current period other comprehensive (loss) income	\$ (17)	\$ (5)	\$ 17	\$ (5)
AOCL as of December 31, 2025	\$ (20)	\$ —	\$ (36)	\$ (56)

The following table shows the location in the Consolidated Statements of Comprehensive Income affected by reclassifications from AOCL (dollars in millions):

AOCL Components	Amounts reclassified from AOCL			Affected line item in the Consolidated Statements of Comprehensive Income
	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023	
Interest rate swaps	\$ 6	\$ 12	\$ 12	Interest expense, net
Prior service credit	6	11	10	Other income (expense), net
Pension plan settlement loss	—	(4)	—	Other income (expense), net
Recognized actuarial gain	3	2	2	Other income (expense), net
Total reclassifications, before tax	15	21	24	Income before income taxes
Income tax expense	(3)	(5)	(5)	Income tax expense
Total reclassifications	\$ 12	\$ 16	\$ 19	

Prior service credits, actuarial gains and pension settlement losses are included in the computation of the Company's net periodic benefit cost (credit). See "Note 15. Employee Benefit Plans" for additional details.

**NOTE 18. COMMITMENTS AND CONTINGENCIES**

The Company is party to various legal actions and administrative proceedings and subject to various claims arising in the ordinary course of business. These proceedings primarily involve commercial claims, product liability claims, personal injury claims and workers' compensation claims. The Company believes that the ultimate liability, if any, in excess of amounts already provided for in the Consolidated Financial Statements or covered by insurance on the disposition of these matters will not have a material adverse effect on the financial position, results of operations or cash flows of the Company.

**NOTE 19. CONCENTRATION OF RISK**

As of December 31, 2025, the Company employed approximately 4,000 employees, with 87% of those employees in the U.S. As of December 31, 2024, the Company employed approximately 4,000 employees, with 89% of those employees in the U.S. Approximately 49% and 50% of the Company's U.S. employees were represented by unions and subject to a collective bargaining agreement as of December 31, 2025 and 2024, respectively. The Company is currently operating under a collective bargaining agreement with the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America ("UAW") Local 933 that expires in November 2027.

Three customers accounted for 10% or more of the Company's net sales within the last three years presented.

% of net sales	Years ended December 31,		
	2025	2024	2023
Daimler AG	18%	20%	18%
PACCAR Inc.	11%	13%	11%
Traton SE	10%	11%	11%

Two customers accounted for 10% or more of the Company's outstanding accounts receivable within the last two years presented.

% of accounts receivable	December 31,	December 31,
	2025	2024
Daimler AG	14%	20%
Traton SE	11%	11%

No supplier accounted for 10% or more of materials purchased during any of the years ended December 31, 2025, 2024 or 2023.

**NOTE 20. COMMON STOCK**

On February 20, 2025, the Board of Directors authorized the Company to repurchase an additional \$1,000 million of its common stock pursuant to the Company's stock repurchase program (the "Repurchase Program"), bringing the total amount authorized pursuant to the Repurchase Program to \$5,000 million.

During 2025, the Company repurchased approximately \$328 million of its common stock under the Repurchase Program, leaving approximately \$1,192 million of authorized repurchases remaining under the Repurchase Program as of December 31, 2025. The Repurchase Program has no termination date, and the timing and amount of stock purchases are subject to market conditions and corporate needs. The Repurchase Program may be modified, suspended or discontinued at any time at the Company's discretion.

**NOTE 21. EARNINGS PER SHARE**

The following table reconciles the numerators and denominators used to calculate basic EPS and diluted EPS (in millions, except per share data):

	Years ended December 31,		
	2025	2024	2023
Net income	\$ 623	\$ 731	\$ 673
Weighted average shares of common stock outstanding	84	87	90
Dilutive effect of stock-based awards	1	1	1
Diluted weighted average shares of common stock outstanding	85	88	91
Basic earnings per share attributable to common stockholders	\$ 7.42	\$ 8.40	\$ 7.48
Diluted earnings per share attributable to common stockholders	\$ 7.33	\$ 8.31	\$ 7.40

The dilutive impact of stock-based compensation is calculated using the treasury stock method. The treasury stock method assumes that the Company uses the proceeds from the exercise of awards to repurchase common stock at the average market price during the period. During each of the years ended December 31, 2025, 2024 and 2023, there were no outstanding stock options that were anti-dilutive and excluded from the diluted EPS calculation. Basic and diluted EPS for the full-year are calculated using the weighted average shares of common stock outstanding during the year while quarterly basic and diluted EPS are calculated using the weighted average shares of common stock outstanding during the quarter; therefore, the sum of each quarter's EPS may not equal full-year EPS.

**NOTE 22. GEOGRAPHIC INFORMATION**

The Company had the following net sales by country, based on the location of the customer (dollars in millions):

	Years ended December 31,		
	2025	2024	2023
United States	\$ 2,132	\$ 2,324	\$ 2,171
China	138	172	164
Canada	105	74	65
Japan	92	136	102
Turkey	59	41	42
Mexico	53	73	51
Germany	42	47	49
Other	389	358	391
Total	\$ 3,010	\$ 3,225	\$ 3,035

The Company had the following net long-lived assets by country (dollars in millions):

	Years ended December 31,		
	2025	2024	2023
United States	\$ 770	\$ 757	\$ 738
India	76	31	20
Hungary	11	10	10
Other	5	5	6
Total	\$ 862	\$ 803	\$ 774

**NOTE 23. SEGMENT INFORMATION**

In accordance with the FASB's authoritative accounting guidance on segment reporting, the Company had one operating segment and reportable segment as of December 31, 2025. The Company was managed by the Chief Operating Decision Maker ("CODM") based on its one line of business, the design, manufacture and distribution of vehicle propulsion solutions.

The Company's CODM is its Chair, President and Chief Executive Officer. The CODM evaluates Company performance and makes decisions on the allocation of resources based on Net income, a GAAP measure, and Adjusted Earnings before Interest, Taxes, Depreciation, and Amortization ("EBITDA"), a non-GAAP measure. The most directly comparable GAAP measure to Adjusted EBITDA is Net income. The Company believes that Net income and Adjusted EBITDA provide management, investors and creditors with useful measures of the operational results of its business and increase the period-to-period comparability of the Company's operating profitability and comparability with other companies.

The CODM assesses Company performance utilizing Net income and Adjusted EBITDA by comparing budget versus actual and year-over-year variances. Certain variances identified in the analysis of Net income and Adjusted EBITDA are evaluated to assist the CODM in assessing Company performance and making decisions on the allocation of Company resources. The following expenses included in Net income and Adjusted EBITDA are identified as significant expenses regularly provided to the CODM: Cost of sales, Selling, general and administrative, and Engineering — research and development.

The Company's one reportable segment as of December 31, 2025 was the same as its consolidated financial results; therefore, segment information for additions of long-lived assets and asset information can be found in the Company's Consolidated Statements of Cash Flows and Consolidated Balance Sheets, respectively.

The following presents a financial summary of the Company's one reportable segment (dollars in millions):

	Years ended December 31		
	2025	2024	2023
Net sales	\$ 3,010	\$ 3,225	\$ 3,035
less:			
Cost of sales	1,547	1,696	1,565
Selling, general and administrative	380	336	357
Engineering — research and development	174	200	194
Other segment items (a)	286	262	246
<b>Net income</b>	<b>623</b>	<b>731</b>	<b>673</b>
plus:			
Income tax expense	181	166	154
Depreciation of property, plant and equipment	117	111	109
Interest expense, net	92	89	107
Amortization of intangible assets	7	10	45
Other adjustments (b)	110	58	20
<b>Adjusted EBITDA</b>	<b>\$ 1,130</b>	<b>\$ 1,165</b>	<b>\$ 1,108</b>
<b>Total assets</b>	<b>\$ 6,082</b>	<b>\$ 5,336</b>	<b>\$ 5,025</b>

- (a) Represents other segment items included in Net income including Income tax expense, Interest expense, net, Loss associated with impairment of long-lived assets, and Other income (expense), net.
- (b) Represents other reconciling items between Net income and Adjusted EBITDA including Acquisition-related expenses, Loss associated with impairment of long-lived assets, Stock-based compensation expense, Unrealized (gain) loss on marketable securities and other adjustments as defined by the Credit Agreement.

## **NOTE 24. ACQUISITION**

On June 11, 2025, the Company entered into the Purchase Agreement with Dana to acquire its off-highway business, a leading provider of drivetrain and propulsion solutions. In connection with the entry into the Purchase Agreement, the Company entered into a commitment letter (the "Commitment Letter") with a group of lenders (the "Lenders"), pursuant to which the Lenders committed to provide a 364-day senior unsecured bridge term loan facility (the "Bridge Facility"), in an aggregate principal amount of up to \$2,000 million, subject to customary conditions, including the execution and delivery of definitive documentation with respect to the Bridge Facility in accordance with the terms set forth in the Commitment Letter.

In November 2025, ATI completed an offering of \$500 million of the 5.875% Senior Notes 2033. The net proceeds from the offering will be used to pay for a portion of the Acquisition. See "Note 8. Debt" for additional details regarding the new debt.

As of December 31, 2025, the Bridge Facility aggregate commitment principal amount had been reduced to \$500 million as a result of the issuance of the 5.875% Senior Notes 2033 and our election to voluntarily reduce the aggregate commitments under the facility.

On January 1, 2026, the Company completed the Acquisition and obtained control of the business for a purchase price of approximately \$2,732 million, subject to certain adjustments, using a combination of cash on hand, proceeds from the 5.875% Senior Notes 2033, proceeds from the borrowings under the incremental term loan facility under the Credit Agreement in an aggregate principal amount equal to \$1,200 million (the "Incremental Term Loan") and borrowings under the Revolving Credit Facility. The Company will account for the Acquisition in accordance with authoritative accounting guidance on business combinations. The off-highway business of Dana will be included in the Company's Consolidated Financial Statements beginning on the date of Acquisition. Due to the limited amount of time since closing the transaction, the preliminary allocation of the purchase price is not yet complete. The Company expects the purchase price allocation for this transaction to result primarily in the recognition of identifiable intangible assets, property, plant and equipment, inventory and goodwill. The initial preliminary purchase price allocation will be provided within the Company's Form 10-Q as of and for the three months ended March 31, 2026. In 2025, the Company recognized \$64 million of acquisition-related expenses recorded in Selling, general and administrative in the Company's Consolidated Statements of Comprehensive Income, primarily consisting of consulting and legal fees.

**NOTE 25. SUBSEQUENT EVENTS**

On January 1, 2026, the Company completed the Acquisition of the off-highway business of Dana for a purchase price of approximately \$2,732 million, subject to certain adjustments. See "Note 24. Acquisition" for additional details regarding the Acquisition.

On January 2, 2026, the Company entered into Amendment No.5 ("Amendment") to the Credit Agreement to provide for the Incremental Term Loan under the Credit Agreement in an aggregate principal amount equal to \$1,200 million, which matures on January 2, 2033 (with a springing maturity to the maturity date of the Term Loan in the event that the Term Loan matures on any date prior to January 2, 2033), and increased the commitments under the existing Revolving Credit Facility by \$250 million to an aggregate principal amount of up to \$1,000 million. The Amendment also extended the maturity date of the Revolving Credit Facility from March 13, 2029 to January 2, 2031. Additionally, on January 2, 2026, the Company borrowed \$300 million under the Revolving Credit Facility. The proceeds from the borrowings under the Incremental Term Loan and the Revolving Credit Facility were used to pay a portion of the consideration for the Acquisition and fees, costs and expenses related to the Acquisition. Short-term and long-term debt service liquidity requirements consist of \$3 million of minimum required quarterly principal payments on ATI's Incremental Term Loan through its maturity date of January 2033 and periodic interest payments on ATI's Incremental Term Loan and Revolving Credit Facility. No amount was drawn from the Bridge Facility, and it was terminated upon the completion of the Acquisition.

**Allison Transmission Holdings, Inc.**  
**Schedule I—Parent Company only Balance Sheets**  
**(dollars in millions)**

	<u>December 31, 2025</u>	<u>December 31, 2024</u>
<b>ASSETS</b>		
Current Assets:		
Cash	\$ —	\$ —
Total Current Assets	—	—
Investments in and advances to subsidiaries	1,867	1,651
<b>TOTAL ASSETS</b>	<b>\$ 1,867</b>	<b>\$ 1,651</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities:		
Accounts payable	\$ —	\$ —
Total Current Liabilities	—	—
Capital stock	1	1
Paid in capital	1,960	1,940
Accumulated deficit	(38)	(239)
Accumulated other comprehensive loss, net of tax	(56)	(51)
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 1,867</b>	<b>\$ 1,651</b>

The accompanying note is an integral part of the Parent Company only financial statements.

**Allison Transmission Holdings, Inc.**  
**Schedule I—Parent Company only Statements of Comprehensive Income**  
**(dollars in millions)**

	Years ended December 31,		
	2025	2024	2023
Net sales	\$ —	\$ —	\$ —
General and administrative fees	—	—	—
Total operating income	—	—	—
Other income:			
Equity earnings of consolidated subsidiary	623	731	673
Income before income taxes	623	731	673
Income tax expense	—	—	—
Net income	\$ 623	\$ 731	\$ 673
Comprehensive income	\$ 618	\$ 711	\$ 664

The accompanying note is an integral part of the Parent Company only financial statements.

**Allison Transmission Holdings, Inc.**  
**Schedule I—Parent Company only Statements of Cash Flows**  
**(dollars in millions)**

	Years ended December 31,		
	2025	2024	2023
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 623	\$ 731	\$ 673
Deduct items included in net income not providing cash:			
Equity in earnings in consolidated subsidiary	(623)	(731)	(673)
Net cash provided by operating activities	—	—	—
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Investments in subsidiaries	(8)	(32)	(28)
Dividends	91	87	83
Net cash provided by investing activities	83	55	55
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Capital contributions	8	32	28
Dividends	(91)	(87)	(83)
Net cash used in financing activities	(83)	(55)	(55)
Net increase (decrease) during period	—	—	—
Cash and cash equivalents at beginning of period	—	—	—
Cash and cash equivalents at end of period	\$ —	\$ —	\$ —

The accompanying note is an integral part of the Parent Company only financial statements.

**Allison Transmission Holdings, Inc.**  
**Schedule I—Parent Company only Footnote**

**NOTE 1—BASIS OF PRESENTATION**

Allison Transmission Holdings, Inc. (the "Parent Company") is a holding company that conducts all of its business operations through its subsidiaries. There are restrictions on the Parent Company's ability to obtain funds from its subsidiaries through dividends (refer to "Note 8. Debt" of Notes to Consolidated Financial Statements). The entire amount of the Parent Company's consolidated net assets was subject to restrictions on payment of dividends as of December 31, 2025, 2024 and 2023. Accordingly, these financial statements have been presented on a "parent-only" basis. Under a parent-only presentation, the Parent Company's investments in its consolidated subsidiaries are presented under the equity method of accounting. These parent-only financial statements should be read in conjunction with Allison Transmission Holdings, Inc.'s audited Consolidated Financial Statements included elsewhere herein.

## **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**

Our management, with the participation of our Chief Executive Officer, who is our principal executive officer, and our Chief Financial Officer, who is our principal financial officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of December 31, 2025. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on the evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of December 31, 2025, the end of the period covered by this Annual Report on Form 10-K, were effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

#### **Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

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

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2025. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control—Integrated Framework (2013). Based on this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2025. PricewaterhouseCoopers LLP, our independent registered public accounting firm, has audited the effectiveness of our internal control over financial reporting as of December 31, 2025. Their report is included in Part II, Item 8., "Financial Statements and Supplementary Data" in this Annual Report on Form 10-K.

## Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## ITEM 9B. Other Information

### Insider Trading Arrangements

The following table sets forth information related to the Company's directors and officers who adopted, modified or terminated any contract, instruction or written plan for the purchase or sale of Company securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) ("Rule 10b5-1 trading arrangement") or any "non-Rule 10b5-1 trading arrangement," as such term is defined in Item 408(c) of Regulation S-K, during the three months ended December 31, 2025:

Name	Title	Action	Date	Trading Arrangement		Total Shares to be Sold	Expiration Date
				Rule 10b5-1*	Non-Rule 10b5-1**		
Dana J.H. Pittard	Vice President, Defense Programs	Adopted	10/31/2025	X		6,829	1/29/2027

\* Intended to satisfy the affirmative defense of Rule 10b5-1(c)

\*\* Not intended to satisfy the affirmative defense of Rule 10b5-1(c)

## 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 concerning our executive officers, directors and nominees for director and Audit Committee members and financial expert(s) and disclosure of delinquent filers under Section 16(a) of the Exchange Act will be set forth under the headings “Executive Officers,” “Proposal No. 1 – To elect nine directors,” “Meetings and Committees of our Board” and “Stock Ownership” in our definitive Proxy Statement for our 2026 annual meeting of stockholders, which will be filed with the SEC pursuant to Regulation 14A within 120 days after the end of our last fiscal year, and such information is incorporated herein by reference.

#### Code of Business Conduct

We have adopted the Allison Code of Business Conduct that applies to all of our directors and officers and other employees, including our principal executive officer, principal financial officer and principal accounting officer. This code is publicly available through the Investor Relations section of our website at <https://ir.allisontransmission.com>. We will post on the Investor Relations section of our website any amendment to the Allison Code of Business Conduct, or any grant of a waiver from a provision of the Allison Code of Business Conduct.

#### Insider Trading Policy

We have adopted the Allison Insider Trading Policy and the Addendum to Insider Trading Policy governing the purchase, sale, or other dispositions of our securities by our directors, officers, and employees that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations, and the New York Stock Exchange listing standards applicable to us. A copy of our insider trading policy and related addendum are filed as exhibits to this Annual Report on Form 10-K.

### ITEM 11. Executive Compensation

The information required by this Item concerning remuneration of our executive officers and directors, material transactions involving such executive officers and directors and Compensation Committee interlocks, as well as the Compensation Committee Report and CEO pay ratio disclosure, will be set forth under the headings “Executive Compensation,” “Director Compensation,” “Meetings and Committees of our Board” and “Ratio of CEO Compensation to Median of Employees” in our definitive Proxy Statement for our 2026 annual meeting of stockholders, which will be filed with the SEC pursuant to Regulation 14A within 120 days after the end of our last fiscal year, and such information is incorporated herein by reference.

### ITEM 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item concerning the stock ownership of management and five percent beneficial owners and securities authorized for issuance under equity compensation plans will be set forth under the headings “Stock Ownership” and “Equity Compensation Plan Information” in our definitive Proxy Statement for our 2026 annual meeting of stockholders, which will be filed with the SEC pursuant to Regulation 14A within 120 days after the end of our last fiscal year, and such information is incorporated herein by reference.

### ITEM 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this Item concerning certain relationships and related person transactions, and director independence will be set forth under the headings “Corporate Governance” and “Certain Relationships and

Related Person Transactions” in our definitive Proxy Statement for our 2026 annual meeting of stockholders, which will be filed with the SEC pursuant to Regulation 14A within 120 days after the end of our last fiscal year, and such information is incorporated herein by reference.

**ITEM 14. Principal Accountant Fees and Services**

The information required by this Item concerning the fees and services of our independent registered public accounting firm and our Audit Committee actions with respect thereto will be set forth under the heading “Proposal No. 2 – To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2026” in our definitive Proxy Statement for our 2026 annual meeting of stockholders, which will be filed with the SEC pursuant to Regulation 14A within 120 days after the end of our last fiscal year, and such information is incorporated herein by reference.

**PART IV.****ITEM 15. Exhibits and Financial Statement Schedules****(a)(1) Financial Statements.**

The response to this item is included in Part II, Item 8., of this Annual Report on Form 10-K.

**(a)(2) Financial Statement Schedules.**

Schedule I – Parent Company only Balance Sheets as of the years ended December 31, 2025 and 2024, Schedule I – Parent Company only Statements of Comprehensive Income for the years ended December 31, 2025, 2024 and 2023, Schedule I – Parent Company only Statements of Cash Flows for the years ended December 31, 2025, 2024 and 2023 and Schedule I – Parent Company only Footnote are included in Part II, Item 8., of this Annual Report on Form 10-K. All other schedules have been omitted because they are not required or because the information required is included in the Consolidated Financial Statements and notes thereto.

**(a)(3) Exhibits**

See the response to Item 15.(b) below.

**(b) Exhibits**

The following exhibits are filed as part of, or are incorporated by reference into, this Annual Report on Form 10-K:

<b>Exhibit No.</b>	<b>DESCRIPTION OF EXHIBIT</b>
2.1	<a href="#">Stock Purchase Agreement, dated June 11, 2025, by and between Dana Incorporated and Allison Transmission Holdings, Inc. (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed June 13, 2025)</a>
3.1	<a href="#">Second Amended and Restated Certificate of Incorporation of Allison Transmission Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 filed April 26, 2012)</a>
3.2	<a href="#">Amendment to Second Amended and Restated Certificate of Incorporation of Allison Transmission Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed May 18, 2016)</a>
3.3	<a href="#">Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of Allison Transmission Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed May 9, 2025)</a>
3.4	<a href="#">Amended and Restated Bylaws of Allison Transmission Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed May 5, 2023)</a>
4.1	<a href="#">Form of Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 filed June 17, 2011)</a>
4.2	<a href="#">Indenture, dated as of September 26, 2017, between the Issuer and Wilmington Trust, National Association, as Trustee (including form of 4.75% Senior Notes due 2027) (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed September 26, 2017)</a>
4.3	<a href="#">Indenture, dated as of March 29, 2019, between the Issuer and Wilmington Trust, National Association, as Trustee (including form of 5.875% Senior Notes due 2029) (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed March 29, 2019)</a>
4.4	<a href="#">Indenture, dated as of November 19, 2020, between the Issuer and Wilmington Trust, National Association, as Trustee (including form of 3.75% Senior Notes due 2031) (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed November 19, 2020)</a>

- 4.5 [Indenture, dated as of November 21, 2025, between the Issuer and Wilmington Trust, National Association, as Trustee, \(including form of 5.875% Senior Notes due 2033\) \(incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed November 24, 2025\)](#)
- 4.6 [Description of Securities \(incorporated by reference to Exhibit 4.5 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023 filed February 14, 2024\)](#)
- 10.1 [Second Amended and Restated Credit Agreement, dated as of March 29, 2019, among Allison Transmission Holdings, Inc., Allison Transmission, Inc., as Borrower, the several banks and other financial institutions or entities from time to time parties thereto as lenders and Citibank, N.A., as Administrative Agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed March 29, 2019\)](#)
- 10.2 [Amendment No. 1 dated October 11, 2019, to the Second Amended and Restated Credit Agreement, dated as of March 29, 2019, among Allison Transmission Holdings, Inc., Allison Transmission, Inc., as Borrower, the several banks and other financial institutions or entities from time to time parties thereto as lenders, Citibank, N.A. as Administrative Agent and as the 2019 refinancing term lender and the other agents and arrangers party thereto \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed October 15, 2019\)](#)
- 10.3 [Amendment No. 2 dated as of November 19, 2020, by and among Allison Transmission Holdings, Inc., Allison Transmission, Inc., as Borrower, the several banks and other financial institutions party thereto, as 2020 Revolving Credit Lenders and Citibank, N.A., as Administrative Agent amending the Second Amended and Restated Credit Agreement, dated as of March 29, 2019, among Allison Transmission Holdings, Inc., Allison Transmission, Inc., the several banks and other financial institutions or entities from time to time parties thereto as lenders, Citibank, N.A., as Administrative Agent and Citicorp North America, Inc., as Collateral Agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed November 19, 2020\)](#)
- 10.4 [Amendment No. 3 to Credit Agreement, dated February 28, 2023, by and among Allison Transmission Inc., Allison Transmission Holdings, Inc., and Citibank N.A., as administrative agent, to the Second Amended and Restated Credit Agreement, dated as of March 29, 2019, among Allison Transmission Holdings, Inc., Allison Transmission, Inc., as borrower, the several banks and other financial institutions or entities from time to time parties thereto as lenders and Citibank, N.A., as administrative agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed March 6, 2023\)](#)
- 10.5 [Amendment No. 4 to Credit Agreement, dated March 13, 2024, by and among Allison Transmission Inc., Allison Transmission Holdings, Inc., and Citibank N.A., as administrative agent, to the Second Amended and Restated Credit Agreement, dated as of March 29, 2019, among Allison Transmission Holdings, Inc., Allison Transmission, Inc., as borrower, the several banks and other financial institutions or entities from time to time parties thereto as lenders and Citibank, N.A., as administrative agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed March 18, 2024\)](#)
- 10.6 [Amendment No. 5 to Credit Agreement, dated as of January 2, 2026, by and among Allison Transmission Inc., Allison Transmission Holdings, Inc., and Citibank N.A., as administrative agent, to the Second Amended and Restated Credit Agreement, dated as of March 29, 2019, among Allison Transmission Holdings, Inc., Allison Transmission, Inc., as borrower, the several banks and other financial institutions or entities from time to time parties thereto as lenders and Citibank, N.A., as administrative agent \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed January 2, 2026\)](#)
- 10.7 [Guarantee And Collateral Agreement made by Allison Transmission Holdings, Inc., Allison Transmission, Inc., as Borrower, and the Subsidiary Guarantors party thereto in favor of Citicorp North America, Inc., as Administrative Agent, dated as of August 7, 2007 \(incorporated by reference to Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 filed March 18, 2011\)](#)
- 10.8 [Trademark Security Agreement made by Allison Transmission, Inc. in favor of Citicorp North America, Inc., as Administrative Agent, dated as of August 7, 2007 \(incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 filed March 18, 2011\)](#)
- 10.9 [Copyright Security Agreement made by Allison Transmission, Inc. in favor of Citicorp North America, Inc., as Administrative Agent, dated as of August 7, 2007 \(incorporated by reference to Exhibit 10.5 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 filed May 16, 2011\)](#)
- 10.10\* [Allison Transmission Holdings, Inc. 2024 Equity Incentive Award Plan \(incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 10, 2024\)](#)

- 10.11\* [Form of 2024 Equity Incentive Award Plan Performance Stock Unit Agreement for 2025 \(incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2025 filed May 2, 2025\)](#)
- 10.12\* [Form of 2024 Equity Incentive Award Plan Restricted Stock Unit Agreement \(incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 filed July 26, 2024\)](#)
- 10.13\* [Form of 2024 Equity Incentive Award Plan Stock Option Agreement \(incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 filed July 26, 2024\)](#)
- 10.14\* [Form of 2024 Equity Incentive Award Plan Performance Stock Unit Agreement \(incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 filed July 26, 2024\)](#)
- 10.15\* [Allison Transmission Holdings, Inc. 2015 Equity Incentive Award Plan \(incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed April 2, 2015\)](#)
- 10.16\* [Allison Transmission Holdings, Inc. 2016 Incentive Plan \(incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A filed April 2, 2015\)](#)
- 10.17\* [Form of 2015 Equity Incentive Award Plan Restricted Stock Agreement \(incorporated by reference to Exhibit 10.41 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2015 filed February 19, 2016\)](#)
- 10.18\* [Form of 2015 Equity Incentive Award Plan Restricted Stock Unit Agreement \(incorporated by reference to Exhibit 10.42 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2015 filed February 19, 2016\)](#)
- 10.19\* [Form of 2015 Equity Incentive Award Plan Stock Option Agreement \(incorporated by reference to Exhibit 10.43 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2015 filed February 19, 2016\)](#)
- 10.20\* [Form of 2015 Equity Incentive Award Plan Performance Stock Unit Agreement \(incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2016 filed February 24, 2017\)](#)
- 10.21\* [Form of 2015 Equity Incentive Award Plan Performance Stock Unit Agreement \(revised 2023\) \(incorporated by reference to Exhibit 10.14 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023 filed February 14, 2024\)](#)
- 10.22\* [Form of 2015 Equity Incentive Award Plan Restricted Stock Unit Agreement \(revised 2024\) \(incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 filed April 26, 2024\)](#)
- 10.23\* [Form of 2015 Equity Incentive Award Plan Stock Option Agreement \(revised 2024\) \(incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 filed April 26, 2024\)](#)
- 10.24\* [Form of 2015 Equity Incentive Award Plan Performance Stock Unit Agreement \(revised 2024\) \(incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 filed April 26, 2024\)](#)
- 10.25\* [Allison Transmission Holdings, Inc. 2011 Equity Incentive Award Plan \(incorporated by reference to Exhibit 10.10 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 filed June 17, 2011\)](#)
- 10.26\* [Form of 2011 Equity Incentive Award Plan Restricted Stock Unit Agreement \(incorporated by reference to Exhibit 10.12 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 filed June 17, 2011\)](#)
- 10.27\* [Deferred Compensation Plan of Allison Transmission Inc. \(incorporated by reference to Exhibit 10.21 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 filed July 31, 2012\)](#)
- 10.28\* [Eighth Amended and Restated Non-Employee Director Compensation Policy \(incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2024 filed July 26, 2024\)](#)

## Table of Contents

- 10.29\* [Amended and Restated Non-Employee Director Deferred Compensation Plan of Allison Transmission Holdings, Inc. \(incorporated by reference to Exhibit 10.38 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 filed April 28, 2015\)](#)
- 10.30\* [Form of Allison Transmission Holdings, Inc. Indemnification Agreement \(incorporated by reference to Exhibit 10.9 to Amendment No. 2 to the Registrant's Registration Statement on Form S-1 filed May 16, 2011.\)](#)
- 10.31\* [Allison Transmission, Inc. Executive Change in Control and Severance Plan \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed July 19, 2022\)](#)
- 10.32\* [Severance and Change in Control Agreement, between Allison Transmission, Inc. and David S. Graziosi, dated as of March 23, 2018 \(incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed March 23, 2018\)](#)
- 10.33\* [Service Agreement, between Dana UK Driveshaft Limited and Craig Price, dated as of January 12, 2026 \(filed herewith\)](#)
- 19.1 [Allison Insider Trading Policy \(incorporated by reference to Exhibit 19.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2024 filed February 13, 2025\)](#)
- 19.2 [Addendum to Insider Trading Policy \(incorporated by reference to Exhibit 19.2 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2024 filed February 13, 2025\)](#)
- 21.1 [List of Subsidiaries of Allison Transmission Holdings, Inc. \(filed herewith\)](#)
- 23.1 [Consent of PricewaterhouseCoopers LLP \(filed herewith\)](#)
- 31.1 [Certification pursuant to Rule 13a-14\(a\)/15d-14\(a\) of the Securities Exchange Act of 1934 of the Chief Executive Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\)](#)
- 31.2 [Certification pursuant to Rule 13a-14\(a\)/15d-14\(a\) of the Securities Exchange Act of 1934 of the Chief Financial Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 \(filed herewith\)](#)
- 32.1 [Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 \(filed herewith\)](#)
- 97 [Allison Transmission Holdings, Inc. Policy for Recovery of Erroneously Awarded Compensation \(incorporated by reference to Exhibit 97 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2023 filed February 14, 2024\)](#)
- 101.INS Inline XBRL Instance Document (filed herewith)
- 101.SCH Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Document (filed herewith)
- 104 Cover Page Interactive Data File – The cover page from the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, formatted in Inline XBRL and contained in Exhibit 101

\* Indicates a management contract or compensatory plan or arrangement

**ITEM 16. Form 10-K Summary**

Intentionally left blank.

**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.

**Allison Transmission Holdings, Inc.**  
(Registrant)

Date: February 24, 2026

By: /s/ David S. Graziosi  
David S. Graziosi  
*Chair, President and Chief Executive Officer*  
*(Principal 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.

<u>SIGNATURES</u>	<u>CAPACITY</u>	<u>DATE</u>
/s/ David S. Graziosi David S. Graziosi	Chair, President and Chief Executive Officer (Principal Executive Officer)	February 24, 2026
/s/ Scott Mell Scott Mell	Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer)	February 24, 2026
/s/ Judy Altmaier Judy Altmaier	Director	February 24, 2026
/s/ D. Scott Barbour D. Scott Barbour	Director	February 24, 2026
/s/ Philip J. Christman Philip J. Christman	Director	February 24, 2026
/s/ David C. Everitt David C. Everitt	Director	February 24, 2026
/s/ Carolann I. Haznedar Carolann I. Haznedar	Director	February 24, 2026
/s/ Sasha Ostojic Sasha Ostojic	Director	February 24, 2026
/s/ Gustave F. Perna Gustave F. Perna	Director	February 24, 2026
/s/ Krishna Shivram Krishna Shivram	Director	February 24, 2026

Dated

12 January 2026

DANA UK DRIVESHAFT LIMITED

and

CRAIG PRICE

---

SERVICE AGREEMENT

---

**LATHAM & WATKINS**

London  
99 Bishopsgate  
London EC2M 3XF  
(44) 020 7710 1000 (Tel)  
[www.lw.com](http://www.lw.com)

THIS AGREEMENT is made on 12 January 2026

**BETWEEN**

- (1) **DANA UK DRIVESHAFT LIMITED**, a company registered in England with registered number 06088797 and having its registered office at Bridgeway House, Bridgeway, Stratford-Upon-Avon, CV37 6YX (the “**Company**”); and
- (2) **CRAIG PRICE**, residing at \_\_\_\_\_ (“**you**”).

**BACKGROUND**

The Company wishes to employ you on the terms and conditions of this Agreement and you wish to accept such employment.

**IT IS AGREED** as follows:

**1. DEFINITIONS AND INTERPRETATION**

**1.1 Definitions**

In this Agreement, unless the context otherwise requires:

- “**Basic Salary**” means the salary, as specified in Clause 6.1(a) or, as appropriate, the reviewed annual salary from time to time;
- “**Board**” means the board of directors of the Company from time to time or any duly authorised committee thereof (including, where applicable, the remuneration committee), or where the relevant powers have been reserved to the Company’s members, its members from time to time;
- “**Confidential Information**” means all information which is identified or treated by the Company or any Group Company or any of the Group’s clients or customers as confidential or which by reason of its character or the circumstances or manner of its disclosure is evidently confidential including (without prejudice to the foregoing generality) any information about the personal affairs of any of the directors (or their families) of the Company or any Group Company, business plans, proposals relating to the acquisition or disposal of a company or business or proposed expansion or contraction of activities, maturing new business opportunities, research and development projects, designs, secret processes, trade secrets, product or services development and formulae, know-how, inventions, sales statistics and forecasts, marketing strategies and plans, costs, profit and loss and other financial information (save to the extent published in audited accounts), prices and discount structures and the names, addresses and contact and other details of: (a) employees and their terms of employment; (b) customers and potential customers, their requirements and their terms of business with the Company or Group; and (c) suppliers and potential suppliers and their terms of business (all whether or not recorded in writing or in electronic or other format);

<b>“Corruption”</b>	includes bribery, extortion, fraud, deception, collusion, and money laundering, and each of these terms shall have the meaning ascribed to them by applicable law including but not limited to the Bribery Act 2010, the Fraud Act 2006, and the Proceeds of Crime Act 2002, or any similar legislation in any other jurisdiction;
<b>“Employment”</b>	means your employment under this Agreement or, as the context requires, the duration of that employment;
<b>“Garden Leave”</b>	has the meaning given in Clause 5.3;
<b>“Group”</b>	means the Company, any presently existing or future holding company or undertaking of the Company and any presently existing or future subsidiaries and subsidiary undertakings of the Company or such holding company or undertaking (and the words “subsidiary” and “holding company” shall have the meanings given to them in section 1159 in the Companies Act 2006);
<b>“Group Company”</b>	means any company within the Group;
<b>“Health Care Scheme”</b>	means the medical expenses insurance, permanent health insurance (“ <b>PHI</b> ”) or other healthcare or disability scheme(s) or arrangement(s) as may be provided or introduced from time to time by the Company (at the Company’s discretion) for the benefit of similarly situated executives in the Company or Group;
<b>“Intellectual Property Rights”</b>	means any and all existing and future intellectual or industrial property rights in and to any Works (whether registered or unregistered, and whether subsisting in any part of the world), including all existing and future patents, copyrights, design rights, database rights, trade marks, trade names, semiconductor topography rights, plant varieties rights, internet rights/domain names, goodwill and the right to sue for passing off or unfair competition, know-how and any and all applications for any of the foregoing and any and all rights to apply for any of the foregoing in and to any Works;
<b>“Minority Holder”</b>	means a person who either solely or jointly holds (directly or through nominees) any shares or loan capital in any company, whether or not it is listed or dealt in on a recognised stock exchange, provided that such holding does not, when aggregated with any shares or loan capital held by your partner and/or your children or your partner’s children under the age of 18, exceed 3% of the shares or loan capital of the class concerned for the time being issued;
<b>“Severance Plan”</b>	means the Allison Transmission, Inc. Executive Change in Control & Severance Plan as it may be amended from time to time, adopted by the Compensation Committee of the Board of Directors of Allison Transmission Holdings, Inc., (“ <b>Allison</b> ”) effective as of July 13, 2022;
<b>“Share Incentive”</b>	means any option or other right that you may have to purchase, hold or otherwise acquire a share or right in

<b>“Termination Date”</b>	respect of or relating to shares in the Company and/or a Group Company;
<b>“Works”</b>	means the date of termination of the Employment; and means any documents, materials, models, designs, drawings, processes, inventions, ideas, improvements, formulae, computer coding, methodologies, know-how, Confidential Information or other work, performed, made, created, devised, developed or discovered by you in the course of the Employment either alone or with any other person in connection with or relating to the business of the Company or any Group Company or capable of being used or adapted for use therein or in connection therewith.

## 1.2 Interpretation and Construction

Save to the extent that the context or the express provisions of this Agreement require otherwise, in this Agreement:

- (a) words importing the singular shall include the plural and vice versa;
- (b) words importing any gender shall include all other genders;
- (c) words importing the whole shall be treated as including reference to any part of the whole;
- (d) any reference to a Clause, the Schedule or part of the Schedule is to the relevant Clause, Schedule or part of the Schedule of or to this Agreement unless otherwise specified;
- (e) reference to this Agreement or to any other document is a reference to this Agreement or to that other document as modified, amended, varied, supplemented, assigned, novated or replaced from time to time;
- (f) reference to a provision of law is a reference to that provision as extended, applied, amended, consolidated or re-enacted or as the application thereof is modified from time to time and shall be construed as including reference to any order, instrument, regulation or other subordinate legislation from time to time made under it;
- (g) references to a “person” includes any individual, firm, company, corporation, body corporate, government, state or agency of state, trust or foundation, or any association, partnership or unincorporated body (whether or not having separate legal personality) or two or more of the foregoing;
- (h) general words shall not be given a restrictive meaning because they are followed by words which are particular examples of the acts, matters or things covered by the general words and “including”, “include” and “in particular” shall be construed without limitation; and
- (i) the meaning of any words coming after “other” or “otherwise” shall not be constrained by the meaning of any words coming before “other” or “otherwise” where a wider construction is possible.

### 1.3 **Headings**

The headings in this Agreement are included for convenience only and shall be ignored in construing this Agreement.

## 2. **THE EMPLOYMENT**

### 2.1 **Employment**

Subject to the provisions of this Agreement, the Company employs you and you accept employment as President and Business Unit Leader, Allison Off-Highway Drive & Motions Systems, reporting to the Chief Executive Officer of Allison (“**CEO**”), with effect from Closing notwithstanding the date or dates of this Agreement (the “**Commencement Date**”).

### 2.2 **Work Permits and warranty**

- (a) You warrant to the Company that by virtue of entering into this Agreement you will not be in breach of any express or implied obligation to any third party, including any restrictive covenants.
- (b) You warrant that you are legally entitled to work in the United Kingdom and will throughout the Employment continue to hold a valid United Kingdom work permit if appropriate. You warrant that you will notify the Company in advance of any possible change to your immigration status, as soon as you become aware of any circumstances that might give rise to such change.

## 3. **DURATION OF THE EMPLOYMENT**

### 3.1 **Continuous Employment**

Your continuous period of employment with the Company commenced on 1 June 2010.

### 3.2 **Probationary period**

No probationary period applies to your employment.

### 3.3 **Duration**

Subject to the provisions of Clauses 3 and 19.1 the Employment shall continue unless and until terminated at any time by either party giving the other party not less than 6 months’ prior written notice of termination of the Employment.

### 3.4 **Payment in lieu of notice**

- (a) The Company shall be entitled, at its sole discretion, to terminate the Employment immediately at any time by giving you notice in writing. In these circumstances, subject to the terms of Clause 3.4(b), the Company will subsequently make a payment to you in lieu of notice, calculated in accordance with the provisions of Clauses 3.4 (the payment being referred to as a “**Notice Payment**”).
- (b) For the avoidance of doubt, the Company is not obliged to exercise its discretion to terminate the Employment under Clause 3.4(a). If the Company decides not to exercise that discretion, you shall not be entitled to any Notice Payment nor to enforce any such payment as a contractual debt nor as liquidated damages.

- (c) The Notice Payment will be paid less all deductions that are required or permitted by law to be made including in respect of income tax, National Insurance contributions and any sums due to the Company or any Group Company.
- (d) The Notice Payment will consist of a sum equivalent to the Basic Salary which you would have received in respect of any notice period outstanding on the Termination Date but will exclude any bonus, commission and share of profit and any other benefits (for example any benefits derived from any Share Incentives) which you would have received or would have accrued to you during that period.
- (e) Notwithstanding Clause 3.4(a), you shall not be entitled to any Notice Payment if the Company would otherwise have been entitled to terminate the Employment without notice in accordance with Clause 19.1. In that case the Company shall be entitled to recover from you any Notice Payment (or any instalments) already made.

### 3.5 **Payment in instalments**

The Company may, at its sole discretion, pay the Notice Payment in equal monthly instalments over a period of 6 months (the “**Instalment Period**”), the first instalment payable at the end of the month in which the Termination Date occurs.

## 4. **HOURS AND PLACE OF WORK**

### 4.1 **Hours of work**

You agree that you shall work normal business hours (being 8.00 am to 5.00 pm Monday to Friday) together with such additional hours as are necessary for the proper performance of your duties.

### 4.2 **Working Time Regulations**

You have autonomous decision making powers. The duration of your working time is not measured or predetermined.

### 4.3 **Place of work**

- (a) Your place of work will initially be at the Company’s offices at Rutherford Drive, Park Farm South, Wellingborough but the Company may require you to work remotely, at home, or at any place within the United Kingdom on either a temporary or an indefinite basis. You will be given reasonable notice of any change in your permanent place of work.
- (b) You will not be required to be absent from the United Kingdom for a period exceeding one month at any one time.

## 5. **SCOPE OF THE EMPLOYMENT**

### 5.1 **Duties**

During the Employment you shall:

- (a) undertake and carry out to the best of your ability such duties and exercise such powers in relation to the Company or Group’s business as may from time to time be assigned to or vested in you by the Board including where those duties require you to work for any Group Company;

- (b) in the discharge of those duties and the exercise of those powers observe and comply with all lawful resolutions, regulations and directions from time to time made by, or under the authority of, the Board and promptly upon request, give a full account to the Board or a person duly authorised by the Board of all matters with which you are involved. You will provide the information in writing if requested;
- (c) comply with the Articles of Association (as amended from time to time) of the Company and any Group Company;
- (d) do, or refrain from doing, such things as are necessary or expedient to ensure compliance by you and the Company and any Group Company with applicable law and regulations including all applicable regulations of all regulatory authorities relevant to the Company and any Group Company;
- (e) comply with all codes of practice, rules, policies and procedures (including without limitation anti-bribery and corruption policies or procedures) issued by the Company and any Group Company, as applicable from time to time, it being acknowledged that such codes, rules, policies and procedures do not form part of this Agreement and may be amended at any time, and to the extent that there is any conflict between the terms of this Agreement and any such codes, rules, policies and procedures, this Agreement shall prevail;
- (f) act in accordance with all statutory, fiduciary and common law duties that you owe to the Company and any Group Company;
- (g) refrain from doing anything which would cause you to be disqualified from acting as a director;
- (h) unless prevented by ill-health, holidays or other unavoidable cause, devote the whole of your working time, attention and skill to the discharge of your duties hereunder;
- (i) faithfully and diligently perform your duties and at all times use your best endeavours to promote and protect the interests of the Company and the Group; and
- (j) promptly disclose to the Board full details of any wrongdoing by you or any other employee of any Group Company where that wrongdoing is material to that employee's employment by the relevant company or to the interests or reputation of any Group Company.

## 5.2 Directorships and Directors & Officers insurance

- (a) You will be required to act as a director of the Company and other Group Companies (either executive or non-executive) as the Board requires from time to time. The Company reserves the right to give written notice to you to terminate any office or directorship held by you immediately at any time.
- (b) The Company shall for the duration of the Employment and for a period of not less than six calendar years following the Termination Date, maintain directors' and officers' insurance for your benefit in respect of those liabilities which you may incur as a director or officer of the Company or any Group Company and for which such insurance is normally available.

## 5.3 Suspension and Garden Leave

- (a) The Company retains the right to suspend you from the Employment at any time for a reasonable period to investigate any matter in which it reasonably believes you are

implicated or involved (whether directly or indirectly). For the avoidance of doubt, suspension is not a disciplinary sanction. You will continue to receive Basic Salary and contractual benefits during any period of suspension.

- (b) Where notice of termination has been served or given by either party, the Company reserves the right in its absolute discretion to suspend all or any of your duties and powers on terms it considers expedient or to require you to perform only such duties, specific projects or tasks as are assigned to you expressly by the Company in any case for such period or periods and at such place or places (including, without limitation, your home) as the Company in its absolute discretion deems necessary (the “**Garden Leave**”). During any period of Garden Leave the terms and conditions set out in this Agreement shall continue to apply to you.
- (c) The Company may, at its sole discretion, require that during the Garden Leave you shall not:
  - (i) enter or attend the premises of the Company or any Group Company;
  - (ii) contact or have any communication with any client or prospective client or supplier of the Company or any Group Company in relation to the business of the Company or any Group Company;
  - (iii) contact or have any communication with any employee, officer, director, agent or consultant of the Company or any Group Company in relation to the business of the Company or any Group Company;
  - (iv) remain or become involved in any aspect of the business of the Company or any Group Company except as required by such companies; or
  - (v) work either on your own account or on behalf of any other person.
- (d) During Garden Leave, you will continue to receive your Basic Salary and benefits but will not accrue any bonus, commission or share of profit and no Share Incentive will continue to vest during a period of Garden Leave.

## **6. REMUNERATION**

### **6.1 Basic Salary**

- (a) During the Employment the Company shall pay you a Basic Salary of not less than £423,530 per annum. The Basic Salary shall accrue from day to day and be payable by credit transfer in equal monthly instalments in arrears on or around the last day of each calendar month or otherwise as arranged from time to time. The Basic Salary will be paid less all deductions, income tax and National Insurance contributions.
- (b) The Basic Salary shall be inclusive of all fees (if any) to which you may become entitled as an officer of any Group Company.

### **6.2 Salary review**

The Basic Salary shall be reviewed annually in or around February, with the first review taking place in 2027. There is no obligation to increase the Basic Salary at any review.

### **6.3 Allison Incentive Compensation Plan (“IComp”)**

- (a) Subject at all times to the rules of the IComp (as amended from time to time), during the Employment you shall be eligible to participate in the Group's annual IComp. Your annual IComp target will be 100% of Basic Salary, with the maximum you can earn under IComp each year being a sum equal to 200% of your Basic Salary. The total amount of the IComp fund each year will be determined by the Group's performance against targets established by Allison's board of directors and your individual payment will be determined by reference to your individual performance ("**IComp Payment**").
- (b) You will be eligible to participate in the 2026 IComp program (paid out in Q1 of 2027). Should the Commencement Date fall after 1 January 2026, any IComp Payment paid to you under the 2026 IComp program shall be pro-rated accordingly.
- (c) For the avoidance of doubt, no IComp Payment will accrue, nor will you have any legitimate expectation as to the size or form of the IComp Payment, until the Company pays it to you. There are no circumstances whether in reliance on express or implied terms or otherwise where you can require pay out of a particular sum or payment in a particular form or claim compensation for loss of such an IComp Payment.
- (d) All IComp Payments shall be paid less all deductions, income tax and National Insurance contributions. No IComp Payment shall be pensionable.

**7. EXPENSES**

The Company shall reimburse you (against receipts or other appropriate evidence as the Board may require) the amount of all out-of-pocket expenses reasonably and properly incurred by you in the proper discharge of your duties hereunder to the extent that such expenses are incurred in accordance with the Company's business expenses policy from time to time. In the event that the Company issues a Company sponsored credit or charge card to you, you shall use such card only for such expenses.

**8. DEDUCTIONS**

You agree that the Company may deduct from any sums due to you under this Agreement, any sums due by you to any Group Company including, without limitation, any unauthorised debits to any Group Company credit or charge card, your pension contributions (if any), any overpayments, loans or advances made to you by any Group Company, the cost of repairing any damage or loss to the Group's property caused by you and any losses suffered by any Group Company as a result of any negligence or breach of duty by you.

**9. LONG TERM INCENTIVE PROGRAM ("LTIP")**

Subject at all times to the rules of the LTIP (as amended from time to time), during the Employment you shall be eligible to participate in the Group's LTIP. Your annual LTIP target value will be 200% of Basic Salary. Further details shall be provided to you upon the commencement of the Employment.

**10. CAR ALLOWANCE**

You will be paid an allowance of £1,500 per month to enable you to obtain a car (deemed by the Company to be appropriate to the status of the Employment) and will be reimbursed the cost of your business mileage in terms of the mileage allowance applicable from time to time. The car allowance will be subject to deduction of tax and National Insurance contributions and is not pensionable.

## **11. PENSION SCHEME**

- (a) During the Employment, the Company will comply at all times with the employer duties under Part 1 of the Pensions Act 2008.
- (b) Without prejudice to the terms of Clauses 3 and 19, and subject at all times to the terms and conditions of the relevant insurance policy in force from time to time, during the Employment you shall be entitled to participate in the Company's life assurance scheme.

## **12. BENEFITS**

### **12.1 Health Care Scheme**

Without prejudice to the terms of Clauses 3 and 19, you and your spouse and dependants shall be entitled during the Employment, to participate at the Company's expense in any Health Care Scheme subject to the following terms and conditions:

- (a) your and your family's participation is subject to the Company's rules regarding eligibility in force from time to time and the rules, terms and conditions of the relevant Health Care Scheme and/or insurance policy in force from time to time;
- (b) the Company reserves the right to terminate your or your family's or the Company's participation in any of the Health Care Scheme(s), substitute a new scheme(s) for an existing scheme(s) and/or alter the level or type of benefits available under any scheme(s);
- (c) if a scheme provider (e.g., an insurance company or pensions provider) refuses for any reason (whether under its own interpretation of the rules, terms and conditions of the relevant insurance policy or otherwise) to accept a claim and/or provide the relevant benefit(s) to you (or your family) under the applicable Health Care Scheme, the Company shall not be liable to provide (or compensate you for the loss of) such benefit(s) nor shall it be obliged to take action against the provider to enforce any rights under the Health Care Scheme;
- (d) the fact that the termination of the Employment may result in you or your family ceasing to be eligible to receive or continue to receive benefits under any Health Care Scheme does not remove the Company's right to terminate the Employment; and
- (e) your acceptance of such variations to your terms and conditions of employment as may from time to time be required by the Company.

### **12.2 PHI payments**

- (a) All payments under a PHI scheme or the like will be subject to all deductions required by law.
- (b) Where payments are made under a PHI scheme all other payments or benefits provided to or in respect of you will cease from the start of those payments (if they have not done so already), unless the Company is fully reimbursed by the PHI scheme for the cost of providing the benefit.

### **12.3 Medical examinations**

At any reasonable time during the Employment the Company may require you to undergo a medical examination by a medical practitioner appointed by the Company and at the Company's expense and you will consent to any such examination.

#### 12.4 **Other leave and benefits**

- (a) You may be eligible for other forms of paid leave, subject to any statutory eligibility requirements or conditions and the Company's rules applicable to each type of leave in force from time to time. Other forms of paid leave which you may be eligible for, depending on the circumstances include paid time off for jury service, statutory paternity leave and pay, statutory adoption leave and pay, shared parental leave and pay, time off for antenatal or adoption appointments, statutory parental bereavement leave and pay, and (subject to the Company's discretion) compassionate leave. The Company may replace, amend or withdraw the Company's policy on any types of leave at any time.
- (b) You may be eligible to be provided with other benefits during your employment with the Company, subject to any rules applicable to the relevant benefit. Details of the other benefits for which you may be eligible will be provided to you separately. The Company may replace or withdraw such benefits, or amend the terms of such benefits, at any time on reasonable notice to you.

### 13. **HOLIDAYS**

#### 13.1 **The holiday year**

The Company's holiday year runs from 1st January to 31st December. Holidays can only be taken with the prior permission of the Board.

#### 13.2 **Annual entitlement**

- (a) Your annual entitlement to paid holidays is to those public or customary holidays recognised by the Company in any holiday year (of which there are eight in total) and in addition, 30 contractual days' holiday.
- (b) Entitlement to contractual holidays is accrued pro rata throughout the holiday year. You will be entitled to take public and customary holidays on the days that they are recognised by the Company during the holiday year.
- (c) You are not entitled to carry any unused holiday entitlement forward to the next holiday year unless you have been prevented from taking it in the relevant holiday year because of sickness, absence or authorised family-related leave or unless the Company has otherwise granted permission.

#### 13.3 **Holiday entitlement on termination**

Upon notice of termination of the Employment being served by either party, the Company may require you to take any unused holidays accrued in the holiday year in which the termination takes place at that time during any notice period. Alternatively, the Company may, at its discretion, on termination of the Employment, make a payment in lieu of accrued contractual holiday entitlement. You will be required to make a payment to the Company in respect of any holidays taken in excess of your holiday entitlement accrued at the Termination Date. Any sums so due may be deducted from any money owing to you by the Company.

## **14. TRAINING**

As at the date of this Agreement, you are not required to undertake any particular training. If any particular training is required or offered, details will be provided.

## **15. SICKNESS AND INJURY**

### **15.1 Communication and fitness for work**

- (a) If you are unable to work due to sickness or injury you must report this to the Company on the first working day of such sickness or injury, indicating so far as practicable the date on which you expect to return to work. You shall keep the Company informed and provide it with such certification of your condition as it may require.
- (b) You will be required to complete a self-certification form on your return to work from any absence of up to seven days (including non-working days). If your absence exceeds seven consecutive days you must provide the Company with a doctor's certificate as soon as possible after the seventh day of absence. You must provide further doctor's certificates to the Company as necessary to cover the full period of your continued absence.
- (c) If at any time in the reasonable opinion of the Company you are unable to perform all or part of your work due to sickness or injury, you will at the request and expense of the Company:
  - (i) consent to an examination by a doctor nominated by the Company; and
  - (ii) authorise the doctor to disclose to and discuss with the Company their report (including copies) of the examination and your fitness for work.
- (d) Failure to follow these requirements may result in disciplinary action and loss of statutory sick pay ("SSP") and/or other sick pay pursuant to Clause 15.2.

### **15.2 Sick pay**

The Company is entitled to rely on the reasonable opinion of any doctor engaged to examine you as to your fitness for work. If you are absent from work due to sickness, injury or other incapacity you may be entitled to receive SSP from the Company provided that you are eligible for payment and have complied with all the statutory rules (including the statutory requirements for notification of absence). For the purposes of SSP your qualifying days are Monday to Friday inclusive. Any remuneration paid to you other than SSP during periods of absence due to illness, and any additional payments, shall be paid in accordance with the Company's Sick Pay Policy, as may be amended from time to time at the Company's discretion.

## **16. OTHER INTERESTS**

### **16.1 Disclosure of other interests**

You shall disclose to the Board any interest of your own (or that of your partner or of any child of yours or of your partner under eighteen years of age):

- (a) in any trade, business or occupation whatsoever which is in any way similar to any of those in which the Company or any Group Company is involved; and

- (b) in any trade, business or occupation carried on by any supplier or customer of the Company or any Group Company whether or not such trade, business or occupation is conducted for profit or gain.

## 16.2 Restrictions on other activities and interests

- (a) During the Employment you shall not at any time, without the prior written consent of the Board, either alone or jointly with any other person, carry on or be directly or indirectly employed, engaged, concerned or interested in any business, prospective business or undertaking (including any preparatory steps in respect thereof) other than a Group Company, nor carry out any public or private work other than your duties under this Agreement (whether for profit or otherwise). Nothing contained in this Clause shall preclude you from being a Minority Holder unless the holding is in a company that is a direct business competitor of the Company or any Group Company in which case, you shall obtain the prior consent of the Board to the acquisition or variation of such holding.
- (b) If you, with the consent of the Board, accept any other appointment you must keep the Company accurately informed of the amount of time you spend working under that appointment.

## 17. CONFIDENTIALITY AND COMPANY DOCUMENTS

### 17.1 Restrictions on disclosure and use of Confidential Information

You must not either during the Employment (except in the proper performance of your duties) or at any time (without limit) after the Termination Date:

- (a) divulge or communicate to any person;
- (b) use for your own purposes or for any purposes other than those of the Company or any Group Company; or
- (c) through any failure to exercise due care and diligence, cause any unauthorised disclosure of;

any Confidential Information. You must at all times use your best endeavours to prevent publication or disclosure of any Confidential Information. These restrictions shall cease to apply to any information which shall become available to the public generally otherwise than through the default of you. These restrictions shall not apply to any use or disclosure authorised by the Board or required by law, or any protected disclosure within the meaning of section 43A of the Employment Rights Act 1996.

### 17.2 Protection of Company documents and materials

All notes, records, lists of customers, suppliers and employees, correspondence, computer and other discs or tapes, data listings, codes, keys and passwords, designs, drawings and other documents or material whatsoever (whether made or created by you or otherwise and in whatever medium or format) relating to the business of the Company or any Group Company or any of its or their clients (and any copies of the same):

- (a) shall be and remain the property of the Company or the relevant Group Company or client; and

- (b) shall be handed over by you to the Company or the relevant Group Company or client on demand by the Company and in any event on or prior to the termination of the Employment.

## **18. INVENTIONS AND OTHER WORKS**

### **18.1 Obligation to further interests of the Company**

The Company and you agree that you may make or create Works in the course of and/or during the Employment and agree that in this respect you are obliged to further the interests of the Company and any Group Company.

### **18.2 Disclosure and ownership of Works**

You must immediately disclose to the Company all Works and all Intellectual Property Rights. Both the Works and all Intellectual Property Rights will (subject to sections 39 to 43 Patents Act 1977) belong to and be the absolute property of the Company or any other person the Company may nominate.

### **18.3 Protection, registration and vesting of Works**

You shall immediately on request by the Company (whether during or after the Employment) and at the expense of the Company:

- (a) apply or join with the Company or any Group Company in applying for any Intellectual Property Rights or other protection or registration (“**Protection**”) in the United Kingdom and in any other part of the world for, or in relation to, any Works;
- (b) execute all instruments and do all things necessary for vesting all Intellectual Property Rights or Protection when obtained and all right, title and interest to and in the same absolutely and as sole beneficial owner in the Company or such Group Company or other person as the Company may nominate; and
- (c) sign and execute any documents and do any acts reasonably required by the Company in connection with any proceedings in respect of any applications and any publication or application for revocation of any Intellectual Property Rights or Protection.

### **18.4 Waiver of rights**

You hereby irrevocably and unconditionally waive all rights under Chapter IV Copyright, Designs and Patents Act 1988 and any other moral rights which you may have in the Works, in whatever part of the world such rights may be enforceable including:

- (a) the right conferred by section 77 of that Act to be identified as the author of any such Works; and
- (b) the right conferred by section 80 of that Act not to have any such Works subjected to derogatory treatment.

### **18.5 Power of Attorney**

You hereby irrevocably appoint the Company to be your attorney and in your name and on your behalf to execute any such act and to sign all deeds and documents and generally to use your name for the purpose of giving to the Company the full benefit of this Clause. You agree that, with respect to any third parties, a certificate signed by any duly authorised officer of the

Company that any act or deed or document falls within the authority hereby conferred shall be conclusive evidence that this is the case.

#### 18.6 **Statutory rights**

Nothing in this Clause 18 shall be construed as restricting the rights of you or the Company under sections 39 to 43 of the Patents Act 1977.

### 19. **TERMINATION**

#### 19.1 **Termination events**

Notwithstanding the provisions of Clauses 3 and 12, the Company shall be entitled, but not bound, to terminate the Employment with immediate effect by giving to you notice in writing at any time after the occurrence of any one or more of the following events:

- (a) if you are guilty of any gross misconduct or behaviour which tends to bring you or the Company or any Group Company into disrepute; or
- (b) if you commit any material or persistent breach of this Agreement (in the case of a non-material persistent breach, having been given notice in writing of the breach and a reasonable opportunity to rectify the breach) or fail to comply with any reasonable order or direction of the Board; or
- (c) if you do not, or cease to, have permission to live and work in the United Kingdom; or
- (d) if you become insolvent or bankrupt or compound with or grant a trust deed for the benefit of your creditors; or
- (e) if your behaviour (whether or not in breach of this Agreement) can reasonably be regarded as materially prejudicial to the interests of the Company or any Group Company, including if you are found guilty of any criminal offence punishable by imprisonment (whether or not such sentence is actually imposed); or
- (f) if you have an order made against you disqualifying you from acting as a company director; or
- (g) if you are, in the opinion of a medical practitioner, physically or mentally incapable of performing your duties and may remain so for more than three months and the medical practitioner has given a medical opinion to the Company to that effect; or
- (h) if you are found guilty of any offence of bribery under the Bribery Act 2010, or other bribery legislation in any other jurisdiction, or breach of the Company's Anti-bribery and Corruption Policy or procedure applicable from time to time; or
- (i) if you commit any material breach or persistent but non-material breach of the Articles of Association (as amended from time to time) of the Company or any Group Company (in the case of a persistent but non-material breach, having been given notice in writing of the breach and a reasonable opportunity to rectify the breach).

#### 19.2 **Termination on resignation as director**

If you resign as a director of the Company or any Group Company (otherwise than at the request of the Company), you shall be deemed to have terminated the Employment with effect from the date of your resignation and the Employment shall terminate at that time, unless the Company

agrees with you that the Employment should continue, in which case the Employment may be subject to any terms and conditions stipulated by the Company in its absolute discretion.

**19.3 No damages or payment in lieu of notice**

In the event of the Employment being terminated pursuant to Clause 19.1, you shall not be entitled to receive any payment in lieu of notice nor make any claim against the Company or any Group Company for damages for loss of office or termination of the Employment. Regardless of this, the termination shall be without prejudice to your continuing obligations owed under this Agreement.

**20. SEVERANCE**

20.1 Pursuant to the terms of this Clause 20, it is the Company's intention that you shall be entitled to comparable severance terms to those offered to the Group's executives based in the United States ("US") under the Severance Plan. Any defined terms in this Clause that are not defined elsewhere in this Agreement shall have the meanings given to them under the Severance Plan (as may be amended from time to time at Allison's absolute discretion).

20.2 Subject at all times to the remainder of this Clause 20, you will be entitled to receive severance payments as follows:

- (a) upon a Qualifying Termination, save for a Change in Control Qualifying Termination, payments in an amount equal to:
  - (i) twelve months' Base Amount, such sum to be reduced by any Notice Payment paid to you at the Company's discretion pursuant to Clause 3.4;
  - (ii) twelve months' Bonus Amount; and
  - (iii) up to twelve months' premium costs payable by the Company in respect of any Health Care Scheme in which you (and your spouse and dependents, as applicable) participate as at the Qualifying Termination;

(together the "**Severance Payments**"); or

- (b) upon a Change in Control Qualifying Termination, payments in an amount equal to:
  - (i) twenty-four months' Base Amount, such sum to be reduced by any Notice Payment paid to you at the Company's discretion pursuant to Clause 3.4;
  - (ii) twenty-four months' Bonus Amount; and
  - (iii) up to twenty-four months' premium costs payable by the Company in respect of any Health Care Scheme in which you (and your spouse and dependents, as applicable) participate as at the Change in Control Qualifying Termination;

(together the "**CIC Severance Payments**", and together with the Severance Payments the "**Plan Payments**"). For the avoidance of doubt, no Plan Payments will be payable should the Employment be terminated by: (i) the Company for Cause; or (ii) by you other than for Good Reason. All Plan Payments payable to you pursuant to this Clause 20 shall be payable after the deduction of any taxes and national insurance contributions as appropriate.

20.3 Your entitlement to receive the Plan Payments will be strictly conditional upon:

- (a) the Company being fully satisfied that you have complied with your obligations under Clause 21 and your continued compliance with your obligations under Clause 22; and
- (b) you having entered into a binding settlement agreement within 60 days of the Qualifying Termination or Change in Control Qualifying Termination (as applicable) which includes a general release of all statutory and contractual claims against the Company, any Group Company and any of its or their affiliates or respective shareholders, officers, employees or agents in any jurisdiction in a form acceptable to the Company (the “**Settlement Agreement**”).

For the avoidance of doubt, no Plan Payments will be payable should you fail to fully comply with (a) and (b), or in the event you enter into the Settlement Agreement and then subsequently purport to revoke the release of claims. Should the Plan Payments already have been paid to you in such circumstances, the Company shall be entitled to demand immediate repayment of said Plan Payments.

20.4 Subject at all times to Clause 20.3:

- (a) any sums payable pursuant to Clauses 20.2(a)(i), 20.2(a)(ii), 20.2(b)(i) and/or 20.2(b)(ii) shall be made to you within 60 days of the later of: (i) the Qualifying Termination or Change in Control Qualifying Termination (as applicable); and (ii) receipt by the Company of the Settlement Agreement, duly signed by you and your adviser;
- (b) any sums payable pursuant to Clauses 20.2(a)(iii) shall be paid to you on a monthly basis for the shorter of (i) twelve months, and (ii) you being eligible to participate in a substantially comparable Health Care Scheme with an alternative employer; and
- (c) any sums payable pursuant to Clauses 20.2(b)(iii) shall be paid to you on a monthly basis for the shorter of (i) twenty-four months, and (ii) you being eligible to participate in a substantially comparable Health Care Scheme with an alternative employer.

20.5 In addition to the Plan Payments, and at all times subject to the terms of the applicable equity plan, upon a Change in Control Qualifying Termination:

- (a) all unvested time-based equity or equity-based awards under any Allison equity compensation plan held by you shall immediately become 100% vested as at the Change in Control Qualifying Termination; and
- (b) the post-termination exercise period of any stock options outstanding under any Allison equity compensation plan as at the Change in Control Qualifying Termination shall be extended until the second anniversary of the date of such Change in Control Qualifying Termination (or the expiration date, if earlier);

provided that, any such awards that are subject to performance-based vesting conditions shall only be payable subject to the attainment of the performance measures for the applicable performance period as provided under the terms of the applicable award agreement.

20.6 You hereby acknowledge and agree that the terms of this Clause 20 may be amended at the Company’s absolute discretion at any time on written notice to you to reflect any amendment(s) Allison may make to the Severance Plan at any time in the future that affect Tier 1 Participants, for the purposes of ensuring that your entitlement to Plan Payments under this Clause 20 remains comparable in all material respects to the entitlement of Tier 1 Participants under the Severance Plan.

## 21. EVENTS UPON TERMINATION

### 21.1 Obligations upon termination

Immediately upon the termination of the Employment howsoever arising or immediately at the request of the Company at any time after either the Company or you have served notice of termination of the Employment, you shall:

- (a) deliver to the Company all Works, materials within the scope of Clause 17.2 and all other materials and property including credit or charge cards, mobile telephone, computer equipment, disks and software, passwords, encryption keys or the like, keys, security pass, letters, stationery, documents, files, films, records, reports, plans and papers (in whatever format including electronic) and all copies thereof used in or relating to the business of the Company or the Group which are in your possession or under your control;
- (b) resign (without claim for compensation) as a director and from all other offices held by you in the Company or any Group Company or otherwise by virtue of the Employment. For the avoidance of doubt, such resignations shall be without prejudice to any claims you may have against the Company or any Group Company arising out of the termination of the Employment; and
- (c) transfer without payment, to the Company, or as the Company may direct, any shares or other securities held by you as nominee or trustee for the Company or any Group Company;

and should you fail to do so the Company is hereby irrevocably authorised to appoint some person to sign any documents and/or do all things in your name and on your behalf necessary to give effect thereto.

### 21.2 Loss of Share Incentives

On the termination of the Employment (howsoever arising, including lawfully or unlawfully), you shall not be entitled to any compensation or payment for the loss of any Share Incentives or any benefit which could have been derived from them, whether the compensation or payment is claimed by way of a payment in lieu of notice, damages for wrongful dismissal, breach of contract or loss of office, or compensation for unfair dismissal, or by way of any other statutory claim or any action relating to this Agreement. For the avoidance of doubt, this Clause 21.2 shall not prevent from you from exercising any rights you may have in accordance with and subject to the terms of any separate agreement(s) pertaining to any Share Incentives.

## 22. RESTRICTIONS AFTER TERMINATION

### 22.1 Definitions

Since you are likely to obtain Confidential Information in the course of the Employment and personal knowledge of and influence over suppliers, customers, clients and employees of the Company and Group Companies, you hereby agree with the Company that in addition to the other terms of this Agreement and without prejudice to the other restrictions imposed upon you by law, you will be bound by the covenants and undertakings contained in Clause 22.2. In this Clause 22, unless the context otherwise requires:

“**Customer**” means any person to which the Company distributed, sold or supplied products or services in connection with the Restricted Business during the Relevant Period and with whom, during that period either you, or any employee under the direct or

indirect supervision of you, had material dealings in the course of the Employment, or about which you had Confidential Information, but always excluding therefrom, any division, branch or office of such person with whom you and/or any such employee had no dealings during that period and about whom you had no Confidential Information;

**“Prospective Customer”**

means any person with whom the Company had discussions during the Relevant Period regarding the possible distribution, sale or supply of products or services in connection with the Restricted Business and with whom during such period you, or any employee who was under the direct or indirect supervision of you, had material dealings in the course of the Employment, or about which you had Confidential Information, but always excluding therefrom any division, branch or office of that person with whom you and/or any such employee had no dealings during that period and about whom you had no Confidential Information;

**“Relevant Period”**

means: (i) where the Employment is continuing, the period of the Employment; and (ii) where the Employment has terminated, the period of twelve months immediately preceding the Termination Date;

**“Restricted Area”**

means:

- (a) England, Scotland, Wales and Northern Ireland; and
- (b) any other country in the world where, on the Termination Date, the Company dealt in or carried on the Restricted Business;

**“Restricted Business”**

means the business carried on by the Company, and any services (including but not limited to technical and product support, technical advice and customer services) researched into, developed or supplied by the Company and any products, equipment or machinery researched into, developed, manufactured, supplied, marketed, distributed or sold by the Company, in each case with which your duties were materially concerned or for which you were responsible during the Relevant Period or about which you had Confidential Information, or any services or products, equipment or machinery of the same type or materially similar thereto;

**“Restricted Employee”**

means any person who was a director, employee or consultant of the Company at any time within the Relevant Period who by reason of that position and in particular their seniority and expertise or knowledge of Confidential Information or knowledge of or influence over the clients, customers or contacts of the Company is likely to cause damage to the Company if they were to leave the employment of the Company and become employed by a competitor of the Company;

**“Restricted Period”** means the period commencing on the Termination Date and, subject to the terms of Clause 22.4, continuing for twelve months;

**“Supplier”** means any supplier, agent, distributor or other person who, during the Relevant Period was in the habit of dealing with the Company and with which, during that period, you, or any employee under your direct or indirect supervision, had material dealings in the course of the Employment, or about whom you had Confidential Information.

## 22.2 Restrictive covenants

Both during the Employment and during the Restricted Period, you will not, without the prior written consent of the Company, whether by yourself, through your employees or agents and whether on your own behalf or on behalf of any person, directly or indirectly:

- (a) solicit business from or canvas any Customer or Prospective Customer in respect of any business which seeks to compete with the Restricted Business;
- (b) accept orders from, act for or have any business dealings with, any Customer or Prospective Customer in respect of any business which seeks to compete with the Restricted Business;
- (c) within the Restricted Area, be employed or engaged in or provide Confidential Information to that part of a business or person which is involved in any business which seeks to compete with the Restricted Business. For the purposes of this sub-clause, acts done by you outside the Restricted Area shall nonetheless be deemed to be done within the Restricted Area where their primary purpose is to engage in or carry on any business which seeks to compete with the Restricted Business in the Restricted Area;
- (d) solicit or induce or endeavour to solicit or induce any person who was a Restricted Employee (and with whom you had dealings during the Relevant Period) to cease working for or providing services to the Company, whether or not any such person would thereby commit a breach of contract;
- (e) employ or otherwise engage any Restricted Employee in any business which seeks to compete with the Restricted Business if that business is, or seeks to be, in competition with the Company; or
- (f) solicit or induce or endeavour to solicit or induce any Supplier to cease to deal with the Company and shall not interfere in any way with any relationship between a Supplier and the Company.

## 22.3 Application of restrictive covenants to other Group Companies

Clause 22.2 shall also apply as though references to the “Company” in Clauses 22.1 and 22.2 include references to each Group Company in relation to which you have in the course of the Employment or by reason of rendering services to or holding office in such Group Company:

- (a) acquired knowledge of its products, services, trade secrets or Confidential Information; or
- (b) had personal dealings with, or Confidential Information about, its Customers or Prospective Customers; or

- (c) supervised directly or indirectly employees having personal dealings with its Customers or Prospective Customers;

but so that references to the “**Company**” shall for this purpose be deemed to be references to the relevant Group Company. The obligations undertaken by you pursuant to this Clause 22.3 shall, with respect to each Group Company, constitute a separate and distinct covenant in favour of and for the benefit of each Group Company and which shall be enforceable either by the particular Group Company or by the Company on behalf of the Group Company and the invalidity or unenforceability of any such covenant shall not affect the validity or enforceability of the covenants in favour of any other Group Company.

#### 22.4 **Effect of Garden Leave on Restricted Period**

The periods for which the restrictions in Clause 22.2 apply shall be reduced by any period that you spend on Garden Leave immediately prior to the Termination Date.

#### 22.5 **Further undertakings**

You hereby undertake to the Company that you will not at any time:

- (a) during the Employment or after the Termination Date engage in any trade or business or be associated with any person engaged in any trade or business using any trading names used by the Company or any Group Company including, but not limited to, the name(s) or incorporating the word(s) “Allison Transmission”, “Allison” and “Spicer”;
- (b) after the Termination Date make any public statement in relation to the Company or any Group Company or any of their officers or employees; or
- (c) after the Termination Date represent or otherwise indicate any association or connection with the Company or any Group Company or for the purpose of carrying on or retaining any business represent or otherwise indicate any past association with the Company or any Group Company.

#### 22.6 **Protection of Company reputation**

You undertake that, you will not at any time during the Employment and at any time (without limit) after the Termination Date make or publish or cause to be made or published to anyone in any circumstances any disparaging remarks concerning the Company or any Group Company or any of its or their respective members, officers, employees or agents. Nothing in this Agreement shall prevent you from:

- (a) making a “protected disclosure” within the meaning of Part 4A (Protected Disclosures) of the Employment Rights Act 1996;
- (b) raising a grievance in respect of your employment;
- (c) disclosing information to any professional legal or tax advisor or medical professionals or counsellors where it is necessary to do so provided that such person is also bound by a duty of confidentiality (which remains unwaived);
- (d) reporting any criminal conduct or suspected offence to the relevant authorities (including the police or any other applicable law enforcement agency) or cooperating with the relevant authorities regarding a criminal investigation; or
- (e) making a disclosure to, or co-operating with any investigation by, HMRC or any relevant regulator, ombudsman or supervisory authority responsible for supervising or

regulating any relevant matter in question including in respect of any misconduct, wrongdoing or serious breach of regulatory requirements (including giving evidence at a hearing).

#### 22.7 **Employment Offer**

In the event that you receive an offer of employment or request to provide services either during the Employment or during the terms of the Restricted Period, you shall:

- (a) provide immediately to such person, company or other entity making such an offer or request a full and accurate copy of the Restrictive Covenants set out at Clause 22 of this Agreement; and
- (b) notify the Company within three working days of receipt of the offer and the identity of the person, company or other entity making the offer.

#### 22.8 **Severance**

The restrictions in this Clause 22 (on which you have had the opportunity to take independent advice, as you hereby acknowledge) are separate and severable restrictions and are considered by the parties to be reasonable in all the circumstances. It is agreed that if any such restrictions, by themselves, or taken together, shall be adjudged to go beyond what is reasonable in all the circumstances for the protection of the legitimate interests of the Company or a Group Company but would be adjudged reasonable if some part of it were deleted, the relevant restriction or restrictions shall apply with such deletion(s) as may be necessary to make it or them valid and enforceable.

### 23. **RECONSTRUCTION AND AMALGAMATIONS**

If the Company undergoes any process of reconstruction or amalgamation (whether or not involving the liquidation of the Company) and you are offered employment by the successor or proposed successor to the Company or any Group Companies on terms not materially less favourable overall to those under this Agreement whether as to duties, responsibilities, remuneration or otherwise and you do not accept the offer within one month of it being made, then you shall have no claim against the Company or the successor to the Company in respect of termination of this Agreement and the Employment.

### **ANTI-BRIBERY AND CORRUPTION POLICY AND PROCEDURES**

#### 23.1 **Prohibition of Corruption**

The Company prohibits Corruption and will not tolerate any involvement or attempted involvement in Corruption by you, the Company or any executives, employees, agents, associates or any parties in any way associated with the business of the Company or the Group. This prohibition extends to all of the Group's business dealings and transactions in all countries in which it, its subsidiaries, its agents and its associates operate.

#### 23.2 **Compliance with the Anti-Bribery and Corruption Policy**

You must comply with the Company's Anti-Bribery and Corruption Policy and related procedures as may be in place from time to time and in particular you must report any instances of Corruption (including those attempted and/or resisted) and/or corrupt activity involving the Company or any Group Company or any of its officers, employees, agents or associates which you become aware of irrespective of the identity or position of those alleged to be involved.

## **24. DISCIPLINARY AND GRIEVANCE PROCEDURE**

### **24.1 Disciplinary procedures**

Any disciplinary action taken in connection with the Employment will usually be taken in accordance with the Company's normal disciplinary procedures (which are not contractually binding), a copy of which is available from the Human Resources department.

### **24.2 Grievance procedure**

If you want to raise a grievance, you may apply in writing to the Chair of the Board in accordance with the Company's non-contractual grievance procedure.

## **25. GENERAL**

### **25.1 Provisions which survive termination**

Any provision of this Agreement which is expressed or intended to have effect on, or to continue in force after, the termination of this Agreement shall have such effect, or, as the case may be, continue in force, after such termination.

### **25.2 No collective agreements**

There are no collective agreements that directly affect the terms and conditions of the Employment.

## **26. DATA PROTECTION AND PRIVACY**

The Company will hold, collect and otherwise process certain personal data as set out in the Company's privacy notice, which is available to you. All personal data will be treated in accordance with applicable data protection laws and regulations.

## **27. POWER OF ATTORNEY**

You irrevocably appoint the Company (or a person nominated by the Company) to be your attorney in your name and on your behalf to execute documents, use your name and do all things which are necessary or desirable for the Company to obtain for itself or its nominee the full benefit of Clauses 18 and 21.1.

## **28. AMENDMENTS, WAIVERS AND REMEDIES**

### **28.1 Amendments**

No amendment or variation of this Agreement or any of the documents referred to in it (other than an alteration in the Basic Salary) shall be effective unless it is in writing and signed by or on behalf of each of the parties.

### **28.2 Waivers and remedies cumulative**

- (a) The rights of each party under this Agreement:
  - (i) may be exercised as often as necessary;
  - (ii) are cumulative and not exclusive of its rights under the general law; and
  - (iii) may be waived only in writing and specifically.

- (b) Delay in exercising or non-exercise of any right is not a waiver of that right.
- (c) Any right of rescission conferred upon the Company by this Agreement shall be in addition to and without prejudice to all other rights and remedies available to it.

**29. ENTIRE AGREEMENT**

- (a) This Agreement and the documents referred to in it constitute the entire agreement and understanding of the parties and supersede and extinguish all previous agreements, promises, assurances, warranties, representations and understandings between the parties, whether written or oral, relating to the subject matter of this Agreement.
- (b) Each party acknowledges that in entering into this Agreement it does not rely on, and shall have no remedies in respect of, any statement, representation, assurance or warranty (whether made innocently or negligently) that is not set out in this Agreement.
- (c) Each party agrees that it shall have no claim for innocent or negligent misrepresentation or negligent misstatement based on any statement in this Agreement.
- (d) Nothing in this Clause shall limit or exclude any liability for fraud.

**30. NO OUTSTANDING CLAIMS**

You hereby acknowledge that you have no outstanding claims of any kind against the Company or any Group Company (other than in respect of remuneration and expenses due to the date of this Agreement but not yet paid).

**31. SEVERANCE**

If any provision of this Agreement is or becomes illegal, invalid or unenforceable in any jurisdiction, that shall not affect:

- (a) the legality, validity or enforceability in that jurisdiction of any other provisions of this Agreement; or
- (b) the legality, validity or enforceability in any other jurisdiction of that or any other provision of this Agreement.

**32. NOTICE**

**Notices and deemed receipt**

Any notice hereunder shall be given by either party to the other either personally to you or the Company Secretary (as appropriate) or sent in the case of the Company, to its registered office for the time being and, in the case of you, to your postal or email address last known to the Company. Any such notice shall be in writing and shall be given by letter delivered by hand or sent by first class prepaid recorded delivery or registered post or by email. Any such notice shall be deemed to have been received:

- (a) if delivered personally, at the time of delivery;
- (b) in the case of pre-paid recorded delivery or registered post, 48 hours from the date of posting; and
- (c) in the case of email, at the time of transmission;

provided that if deemed receipt occurs before 9 am on a business day the notice shall be deemed to have been received at 9 am on that day and if deemed receipt occurs after 5 pm on a business day, or on a day which is not a business day, the notice shall be deemed to have been received at 9 am on the next business day. For the purpose of this Clause, “business day” means any day which is not a Saturday, a Sunday or a public holiday in the place at or to which the notice is left or sent.

**33. GOVERNING LAW AND JURISDICTION**

**33.1 Governing law**

This Agreement is governed by and to be construed in accordance with English law.

**33.2 Jurisdiction**

Each party hereby submits to the exclusive jurisdiction of the English courts as regards any claim, dispute or matter arising out of or in connection with this Agreement and its implementation and effect.

**IN WITNESS** of which this Agreement has been executed and delivered as a deed on the first date written above.

EXECUTED as a Deed  /s/ Ross Brown  
by **DANA UK DRIVESHAFT**  
**LIMITED** Director  
acting by **Ross Brown**

Witness's

Signature:  /s/ Adeola Kazeem

Full Name:  Adeola Kazeem

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

EXECUTED as a Deed  
by **CRAIG PRICE**  /s/ Craig Price  
in the presence of:

Witness's

Signature:  /s/ Sharon Price

Full Name:  Sharon Price

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

List of Subsidiaries

<u>Name</u>
Allison Transmission, Inc.

<u>State or Country of Organization</u>
Delaware

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (No. 333-180285 and 333-204224) of Allison Transmission Holdings, Inc. of our report dated February 24, 2026 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP  
Indianapolis, Indiana  
February 24, 2026

**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, David S. Graziosi, certify that:

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

Dated: February 24, 2026

/s/ David S. Graziosi

Name: David S. Graziosi

Title: Chair, President and Chief Executive Officer (Principal Executive Officer)

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**CERTIFICATION PURSUANT TO RULE 13a-14(a)/15d-14(a) OF THE SECURITIES  
EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE  
SARBANES-OXLEY ACT OF 2002**

I, Scott Mell, certify that:

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

Dated: February 24, 2026

/s/ Scott Mell

Name: Scott Mell

Title: Chief Financial Officer and Treasurer

(Principal Financial Officer)

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**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 Allison Transmission Holdings, Inc. (the “Company”) on Form 10-K for the fiscal year ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, David S. Graziosi, Chairman, President and Chief Executive Officer of the Company, and Scott Mell, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. § 1350 as adopted pursuant to § 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 results of operations of the Company.

Dated: February 24, 2026

/s/ David S. Graziosi  
Name: David S. Graziosi  
Title: Chair, President and Chief Executive Officer (Principal Executive Officer)

Dated: February 24, 2026

/s/ Scott Mell  
Name: Scott Mell  
Title: Chief Financial Officer and Treasurer  
(Principal Financial Officer)

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