

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q**

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

For the quarterly period ended September 30, 2025

OR

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

For the transition period from _____ to

Commission File Number 001-40620

BUILDERS FIRSTSOURCE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

52-2084569

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

6031 Connection Drive, Suite 400

Irving, Texas

(Address of principal executive offices)

75039

(Zip Code)

(214) 880-3500

(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, par value \$0.01 per share

BLDR

New York Stock Exchange

NYSE Texas

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

The number of shares of the issuer's common stock, par value \$0.01, outstanding as of October 24, 2025, was 110,580,581.

BUILDERS FIRSTSOURCE, INC.**Index to Form 10-Q**

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PART I — FINANCIAL INFORMATION

Item 1. *Financial Statements (unaudited)*

BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

| (in thousands, except per share amounts) | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|--------------|------------------------------------|---------------|
| | 2025 | 2024 | 2025 | 2024 |
| Net sales | \$ 3,941,190 | \$ 4,232,494 | \$ 11,832,750 | \$ 12,580,186 |
| Cost of sales | 2,741,707 | 2,846,161 | 8,218,985 | 8,431,315 |
| Gross margin | 1,199,483 | 1,386,333 | 3,613,765 | 4,148,871 |
| Selling, general and administrative expenses | 970,715 | 958,310 | 2,889,269 | 2,857,768 |
| Income from operations | 228,768 | 428,023 | 724,496 | 1,291,103 |
| Interest expense, net | 69,258 | 54,263 | 206,139 | 154,615 |
| Income before income taxes | 159,510 | 373,760 | 518,357 | 1,136,488 |
| Income tax expense | 37,126 | 88,977 | 114,638 | 248,834 |
| Net income | \$ 122,384 | \$ 284,783 | \$ 403,719 | \$ 887,654 |
| <i>Net income per share:</i> | | | | |
| Basic | \$ 1.11 | \$ 2.45 | \$ 3.61 | \$ 7.45 |
| Diluted | \$ 1.10 | \$ 2.44 | \$ 3.60 | \$ 7.39 |
| <i>Weighted average common shares:</i> | | | | |
| Basic | 110,547 | 116,176 | 111,703 | 119,120 |
| Diluted | 110,930 | 116,940 | 112,142 | 120,116 |

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

BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

| (in thousands, except per share amounts) | September 30, 2025 | December 31, 2024 |
|--|-----------------------|----------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 296,162 | \$ 153,624 |
| Accounts receivable, less allowances of \$43,203 and \$41,233, respectively | 1,254,739 | 1,163,147 |
| Other receivables | 299,226 | 344,342 |
| Inventories, net | 1,176,429 | 1,212,375 |
| Contract assets | 148,480 | 151,095 |
| Other current assets | 121,152 | 116,656 |
| Total current assets | 3,296,188 | 3,141,239 |
| Property, plant and equipment, net | 2,203,663 | 1,961,731 |
| Operating lease right-of-use assets, net | 604,286 | 594,301 |
| Goodwill | 3,996,476 | 3,678,504 |
| Intangible assets, net | 1,195,868 | 1,103,634 |
| Other assets, net | 134,402 | 103,677 |
| Total assets | \$ 11,430,883 | \$ 10,583,086 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 960,870 | \$ 868,054 |
| Accrued liabilities | 578,768 | 634,045 |
| Contract liabilities | 184,197 | 168,208 |
| Current portion of operating lease liabilities | 107,019 | 103,499 |
| Current maturities of long-term debt | 14,228 | 3,470 |
| Total current liabilities | 1,845,082 | 1,777,276 |
| Noncurrent portion of operating lease liabilities | 531,164 | 525,213 |
| Long-term debt, net of current maturities, discounts and issuance costs | 4,428,746 | 3,700,643 |
| Deferred income taxes | 172,043 | 148,167 |
| Other long-term liabilities | 137,659 | 135,317 |
| Total liabilities | 7,114,694 | 6,286,616 |
| Commitments and contingencies (Note 11) | | |
| Stockholders' equity: | | |
| Preferred stock, \$0.01 par value, 10,000 shares authorized; zero shares issued and outstanding | — | — |
| Common stock, \$0.01 par value, 300,000 shares authorized; 110,552 and 113,578 shares issued and outstanding, respectively | 1,106 | 1,136 |
| Additional paid-in capital | 4,192,699 | 4,271,269 |
| Retained earnings | 122,384 | 24,065 |
| Total stockholders' equity | 4,316,189 | 4,296,470 |
| Total liabilities and stockholders' equity | \$ 11,430,883 | \$ 10,583,086 |

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

BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| (in thousands) | Nine Months Ended September 30, | |
|--|------------------------------------|-------------|
| | 2025 | 2024 |
| Cash flows from operating activities: | | |
| Net income | \$ 403,719 | \$ 887,654 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 440,090 | 425,441 |
| Deferred income taxes | 23,876 | (46,000) |
| Stock-based compensation expense | 46,800 | 50,885 |
| Other non-cash adjustments | (5,625) | 17,136 |
| Changes in assets and liabilities, net of assets acquired and liabilities assumed: | | |
| Receivables | 10,160 | 105,140 |
| Inventories, net | 103,616 | 47,316 |
| Contract assets | 2,615 | (18,220) |
| Other current assets | (3,731) | 4,741 |
| Other assets and liabilities | (21,772) | (41,009) |
| Accounts payable | 77,263 | 123,658 |
| Accrued liabilities | (65,368) | (81,237) |
| Contract liabilities | 9,449 | 23,724 |
| Net cash provided by operating activities | 1,021,092 | 1,499,229 |
| Cash flows from investing activities: | | |
| Cash used for acquisitions, net of cash acquired | (904,515) | (256,856) |
| Purchases of property, plant and equipment | (274,531) | (280,897) |
| Proceeds from sale of property, plant and equipment | 18,408 | 10,555 |
| Cash used for equity investments | (1,330) | (7,686) |
| Net cash used in investing activities | (1,161,968) | (534,884) |
| Cash flows from financing activities: | | |
| Borrowings under revolving credit facility | 4,058,000 | 954,000 |
| Repayments under revolving credit facility | (4,058,000) | (1,418,000) |
| Proceeds from long-term debt and other loans | 750,000 | 1,000,000 |
| Repayments of long-term debt and other loans | (2,151) | (2,613) |
| Payments of loan costs | (19,861) | (12,829) |
| Payments of acquisition-related deferred and contingent consideration | (3,425) | (14,364) |
| Tax withholdings on and exercises of equity awards | (27,191) | (55,267) |
| Repurchase of common stock | (413,958) | (1,153,325) |
| Net cash provided by (used in) financing activities | 283,414 | (702,398) |
| Net change in cash and cash equivalents | 142,538 | 261,947 |
| Cash and cash equivalents at beginning of period | 153,624 | 66,156 |
| Cash and cash equivalents at end of period | \$ 296,162 | \$ 328,103 |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for interest | \$ 205,872 | \$ 160,383 |
| Cash paid for income taxes | 72,760 | 312,307 |
| Supplemental disclosures of non-cash activities: | | |
| Accrued consideration for acquisitions | \$ 6,277 | \$ 8,570 |
| Accrued purchases of property, plant and equipment | 8,164 | 19,680 |
| Right-of-use assets obtained in exchange for operating lease obligations | 79,099 | 159,221 |
| Amounts accrued related to repurchases of common stock | 3,538 | 15,624 |

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

BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

| (in thousands) | Common Stock | | Additional Paid-in Capital | Retained Earnings | Total |
|---|----------------|-----------------|----------------------------------|----------------------|---------------------|
| | Shares | Amount | | | |
| Balance at December 31, 2023 | 121,857 | \$ 1,219 | \$ 4,270,948 | \$ 460,184 | \$ 4,732,351 |
| Vesting of restricted stock units | 438 | 4 | (4) | — | — |
| Stock-based compensation expense | — | — | 16,900 | — | 16,900 |
| Repurchase of common stock (1) | (97) | (1) | — | (19,599) | (19,600) |
| Exercise of stock options | 21 | — | 151 | — | 151 |
| Shares withheld for restricted stock units vested | (169) | (3) | (31,873) | — | (31,876) |
| Net income | — | — | — | 258,781 | 258,781 |
| Balance at March 31, 2024 | 122,049 | 1,220 | 4,256,122 | 699,366 | 4,956,708 |
| Vesting of restricted stock units | 351 | 3 | (3) | — | — |
| Stock-based compensation expense | — | — | 16,726 | — | 16,726 |
| Repurchase of common stock (1) | (5,821) | (58) | — | (989,550) | (989,608) |
| Exercise of stock options | 2 | — | 28 | — | 28 |
| Shares withheld for restricted stock units vested | (130) | (1) | (23,301) | — | (23,302) |
| Net income | — | — | — | 344,090 | 344,090 |
| Balance at June 30, 2024 | 116,451 | 1,164 | 4,249,572 | 53,906 | 4,304,642 |
| Vesting of restricted stock units | 7 | — | — | — | — |
| Stock-based compensation expense | — | — | 17,259 | — | 17,259 |
| Repurchase of common stock (1) | (904) | (8) | — | (159,733) | (159,741) |
| Exercise of stock options | 5 | — | 66 | — | 66 |
| Shares withheld for restricted stock units vested | (2) | — | (336) | — | (336) |
| Net income | — | — | — | 284,783 | 284,783 |
| Balance at September 30, 2024 | <u>115,557</u> | <u>\$ 1,156</u> | <u>\$ 4,266,561</u> | <u>\$ 178,956</u> | <u>\$ 4,446,673</u> |
| | | | | | |
| Balance at December 31, 2024 | 113,578 | \$ 1,136 | \$ 4,271,269 | \$ 24,065 | \$ 4,296,470 |
| Vesting of restricted stock units | 376 | 4 | (4) | — | — |
| Stock-based compensation expense | — | — | 14,238 | — | 14,238 |
| Repurchase of common stock (2) | (97) | (1) | — | (12,749) | (12,750) |
| Exercise of stock options | 9 | — | 77 | — | 77 |
| Shares withheld for restricted stock units vested | (140) | (2) | (20,177) | — | (20,179) |
| Net income | — | — | — | 96,304 | 96,304 |
| Balance at March 31, 2025 | 113,726 | 1,137 | 4,265,403 | 107,620 | 4,374,160 |
| Vesting of restricted stock units | 166 | 2 | (2) | — | — |
| Stock-based compensation expense | — | — | 16,160 | — | 16,160 |
| Repurchase of common stock (2)(3) | (3,305) | (33) | (98,172) | (292,651) | (390,856) |
| Exercise of stock options | 5 | — | 69 | — | 69 |
| Shares withheld for restricted stock units vested | (55) | (1) | (6,471) | — | (6,472) |
| Net income | — | — | — | 185,031 | 185,031 |
| Balance at June 30, 2025 | <u>110,537</u> | <u>1,105</u> | <u>4,176,987</u> | <u>—</u> | <u>4,178,092</u> |
| Vesting of restricted stock units | 19 | 1 | (1) | — | — |
| Stock-based compensation expense | — | — | 16,402 | — | 16,402 |
| Exercise of stock options | 2 | — | 29 | — | 29 |
| Shares withheld for restricted stock units vested | (6) | — | (718) | — | (718) |
| Net income | — | — | — | 122,384 | 122,384 |
| Balance at September 30, 2025 | <u>110,552</u> | <u>\$ 1,106</u> | <u>\$ 4,192,699</u> | <u>\$ 122,384</u> | <u>\$ 4,316,189</u> |

- During the three months ended March 31, 2024, June 30, 2024, and September 30, 2024, we repurchased and retired 0.1 million shares, 5.8 million shares and 0.9 million shares of our common stock for \$19.6 million, \$989.6 million and \$159.7

- million, inclusive of applicable fees and taxes, at an average price of \$202.67, \$170.01 and \$176.73 per share, respectively.
2. During the three months ended March 31, 2025 and June 30, 2025, we repurchased and retired 0.1 million shares and 3.3 million shares of our common stock for \$12.8 million and \$390.9 million, inclusive of applicable fees and taxes, at an average price of \$131.51 and \$118.27 per share, respectively.
 3. The amounts paid in excess of par have been allocated to additional paid-in capital upon depleting retained earnings.

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

BUILDERS FIRSTSOURCE, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

Builders FirstSource, Inc., a Delaware corporation formed in 1998, is a leading supplier of building materials, manufactured components and construction services to professional contractors, sub-contractors, and consumers. The Company operates approximately 585 locations in 43 states across the United States. In this quarterly report, references to the “Company,” “we,” “our,” “ours” or “us” refer to Builders FirstSource, Inc. and its consolidated subsidiaries unless otherwise stated or the context otherwise requires.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements include all recurring adjustments and normal accruals necessary for a fair statement of the Company’s financial position, results of operations and cash flows for the dates and periods presented. Results for interim periods are not necessarily indicative of the results to be expected during the remainder of the current year or for any future period. Intercompany transactions are eliminated in consolidation.

The Condensed Consolidated Balance Sheet as of December 31, 2024, is derived from the audited consolidated financial statements but does not include all disclosures required by Generally Accepted Accounting Principles in the United States of America (“GAAP”). The Condensed Consolidated Balance Sheet as of December 31, 2024, and the unaudited condensed consolidated financial statements included herein should be read in conjunction with the more detailed audited consolidated financial statements for the year ended December 31, 2024, included in our most recent annual report on Form 10-K for fiscal year 2024 (“2024 Form 10-K”). Accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with the accounting policies described in the Notes to Consolidated Financial Statements included in our 2024 Form 10-K.

Business Combinations

When they meet the requirements under ASC 805, Business Combinations, merger and acquisition transactions are accounted for using the acquisition method, and accordingly the results of operations of the acquiree are included in the Company’s consolidated financial statements from the acquisition date. The consideration transferred is allocated to the identifiable assets acquired and liabilities assumed based on estimated fair values at the acquisition date, with any excess recorded as goodwill. Transaction-related costs are expensed in the period the costs are incurred. During the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with the corresponding adjustment to goodwill.

Segments

We offer an integrated solution to our customers providing manufacturing, supply, and installation of a full range of structural and related building products. Given the span and depth of our geographical reach, our locations are organized into three geographical divisions (East, Central, and West), which are also our operating segments. All of our operating segments have similar customers, products and services, and distribution methods.

Due to these similarities, along with the similar economic profitability achieved across all our operating segments, we aggregate our three operating segments into one reportable segment in accordance with GAAP. Centralized financial and operational oversight, including resource allocation and assessment of performance, is performed by our principal executive officer (“CEO”), whom we have determined to be our chief operating decision maker (“CODM”). Since the Company operates in one reportable segment, the primary measures reviewed by our CEO, including revenue, gross margin and income before income taxes, are shown in these condensed consolidated financial statements.

The accounting policies of our reportable segment are consistent with the accounting policies described in the Notes to Consolidated Financial Statements included in our 2024 Form 10-K.

Cloud Computing Arrangements

We assess cloud computing arrangements to determine whether the contract meets the definition of a service contract or conveys a software license. When cloud computing arrangements meet the definition of a service contract, we capitalize expenditures for implementation, set-up, and other upfront costs incurred. Once the implementation of a cloud computing arrangement is complete and ready for its intended use, we amortize the costs over the expected term of the hosting arrangement using the straight-line method to the same income statement line as the associated cloud operating expenses. As of September 30, 2025, and December 31, 2024, we had

capitalized costs, net of amortization, of \$20.8 million and \$9.3 million, respectively, included in other current assets. As of September 30, 2025, and December 31, 2024, we had capitalized costs, net of amortization, of \$81.8 million and \$52.7 million, respectively, included in other assets, net. During the three and nine months ended September 30, 2025, we amortized \$4.8 million for these costs. During the three and nine months ended September 30, 2024, we amortized \$0.3 million and \$1.0 million for these costs,

respectively. The amortized expenses are included in selling, general and administrative expenses within the Condensed Consolidated Statements of Operations.

Comprehensive Income

Comprehensive income is equal to net income for all periods presented.

Equity Investments

The Company's equity investments are accounted for using equity method accounting and are recorded as other assets, net in the accompanying Condensed Consolidated Balance Sheets and are not considered significant to the Company.

Reclassifications

The prior period amounts disclosed in Note 3 have been reclassified to conform to current year presentation. These reclassifications had no impact on net income, total assets and liabilities, stockholders' equity or cashflows as previously reported.

Recent Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board ("FASB") issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which is intended to enhance the transparency and decision usefulness of income tax disclosures. This amendment modifies the rules on income tax disclosures to require entities to disclose: (i) specific categories in the rate reconciliation and additional information for reconciling items that meet a quantitative threshold; (ii) the amount of income taxes paid (net of refunds received) disaggregated by federal, state, and foreign taxes, as well as individual jurisdictions in which income taxes paid is equal to or greater than five percent of total income taxes paid net of refunds; (iii) the income or loss from continuing operations before income tax expense, or benefit, disaggregated between domestic and foreign; and (iv) income tax expense or benefit from continuing operations disaggregated by federal, state and foreign. The guidance is effective for annual periods beginning after December 15, 2024, with early adoption permitted, and should be applied on a prospective basis, though retrospective application is permitted. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements and we will reflect the related disclosure requirements within our 2025 Annual Report on Form 10-K.

In November 2024, the FASB issued ASU No. 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses ("ASU 2024-03"), and in January 2025, the FASB issued Accounting Standards Update No. 2025-01, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date ("ASU 2025-01"). ASU 2024-03 requires additional disclosure of the nature of expenses included in the income statement as well as disclosures about specific types of expenses included in the expense captions presented in the income statement. ASU 2024-03, as clarified by ASU 2025-01, is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods within annual reporting periods beginning after December 15, 2027. The requirements will be applied prospectively with the option for retrospective application and early adoption is permitted. We are currently evaluating the potential impact of adopting this new guidance on our consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU No. 2025-06, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software. The standard applies to costs incurred to develop or obtain software for internal use. ASU 2025-06 amends the existing standard that refers to various stages of a software development project to align better with current software development methods, such as agile programming. Under the new standard, entities will commence capitalizing eligible costs when (i) management has authorized and committed to funding the software project and (ii) it is probable that the project will be completed and the software will be used to perform the function intended. The amendments in ASU 2025-06 are effective for annual reporting periods beginning after December 15, 2027, and interim reporting periods, with early adoption permitted. We are currently evaluating the potential impact of adopting this new guidance on our consolidated financial statements and related disclosures.

2. Business Combinations

During the first nine months of 2025, we completed the acquisitions of Alpine Lumber Company ("Alpine Lumber"), O.C. Cluss Lumber Company ("Cluss Lumber"), Truckee Tahoe Lumber ("Truckee Tahoe") and St. George Truss Co. ("St. George Truss") for a combined total of approximately \$910.8 million, net of cash acquired. Alpine Lumber was the largest independently operated supplier of building materials in Colorado and northern New Mexico. Alpine Lumber serves the Colorado Front Range, western Colorado and

northern New Mexico, providing a broad product range which includes prefabricated trusses and wall panels, and millwork. Cluss Lumber is a supplier of lumber and building materials to southwestern Pennsylvania, western Maryland and northern West Virginia. Truckee Tahoe is a supplier of lumber and building materials in the northern California and northwestern Nevada markets. St. George Truss manufactures trusses, serving builders in southern Utah and southern Nevada.

During the first nine months of 2024, we completed the acquisitions of Quality Door & Millwork, Inc. (“Quality Door”), Hanson Truss Components, Inc. (“Hanson Truss”), Schoeneman Bros. Company (“Schoeneman”), TRSMI, LLC (“TRSMI”), RPM Wood Products, Inc. (“RPM”), Western Truss & Components (“Western Truss”), CRI SoCal (“CRI”), Wyoming Millwork Co. (“Wyoming Millwork”), Sunrise Wood Designs, LLC (“Sunrise Wood Designs”), Reno Truss, Inc. (“Reno Truss”) and High Mountain Door and Trim, Inc. (“High Mountain”) for a combined total of approximately \$265.4 million, net of cash acquired. Quality Door is a millwork distributor, serving Idaho markets in the Boise and Idaho Falls areas. Hanson Truss produces trusses, serving the areas of northern California and western Nevada. Schoeneman manufactures trusses and provides building materials and products to eastern South Dakota, and western Iowa. TRSMI manufactures and distributes trusses around the Detroit, Michigan area. RPM provides a diverse product mix of lumber, windows, doors, millwork and trusses in northeastern Florida. Western Truss manufactures roof and floor trusses, serving central Arizona. CRI installs windows and doors in the southern California area. Wyoming Millwork serves custom and semi-custom builders with lumber and lumber sheet goods, windows, doors, millwork, trusses and other building products in Delaware. Sunrise Wood Designs is a custom cabinet manufacturer and installer to production and custom builders in North Texas. Reno Truss is a manufacturer and distributor of roof and floor trusses to single-family and multi-family markets in the Nevada area. High Mountain distributes and installs doors, windows and millwork to single-family and multi-family markets in the southern Nevada area.

The acquisitions were funded with a combination of cash on hand and borrowings under our \$2.2 billion revolving credit facility due May 20, 2030 (the “Revolving Facility”). The transactions were accounted for by the acquisition method, and accordingly, the results of operations have been included in the Company’s consolidated financial statements from the acquisition dates. The purchase price was allocated to the assets acquired and liabilities assumed based on estimated fair values at the acquisition dates, with the excess of purchase price over the estimated fair value of the net assets acquired recorded as goodwill.

Pro forma financial information for the acquisitions discussed above for 2025 and 2024 are not presented as these acquisitions did not have a material impact on our results of operations, individually or in the aggregate for each respective period.

The following table summarizes the aggregate fair values of the assets acquired and liabilities assumed for acquisitions during the periods ended September 30, 2025, and September 30, 2024:

| | Total Acquisitions | |
|---|---------------------------|----------------|
| | 2025 | 2024 |
| | (in thousands) | (in thousands) |
| Cash and cash equivalents | \$ 2,785 | \$ 7,749 |
| Accounts receivable | 49,795 | 26,749 |
| Other receivables | 6,842 | 127 |
| Inventories | 67,670 | 22,969 |
| Contract assets | — | 454 |
| Other current assets | 766 | 410 |
| Property, plant and equipment | 193,816 | 51,550 |
| Operating lease right-of-use assets | 11,646 | 14,502 |
| Finance lease right-of-use assets | 286 | — |
| Intangible assets | 312,917 | 82,125 |
| Other assets | 262 | 134 |
| Total assets | 646,785 | 206,769 |
| | | |
| Accounts payable | 14,512 | 4,709 |
| Accrued liabilities | 18,196 | 4,612 |
| Contract liabilities | 6,540 | 130 |
| Operating lease liabilities | 11,646 | 14,502 |
| Finance lease liabilities | 286 | — |
| Total liabilities | 51,180 | 23,953 |
| | | |
| Goodwill | 317,972 | 90,359 |
| Total purchase consideration | 913,577 | 273,175 |
| Accrued contingent consideration and purchase price adjustments | (6,277) | (8,570) |

| | | |
|---------------------------------|-------------------|-------------------|
| Less: cash acquired | (2,785) | (7,749) |
| Total cash consideration | \$ 904,515 | \$ 256,856 |

3. Revenue

The following table disaggregates our net sales by product category:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|---------------------|------------------------------------|----------------------|
| | 2025 | 2024 | 2025 | 2024 |
| | (in thousands) | | | |
| Manufactured products | \$ 868,363 | \$ 1,014,658 | \$ 2,691,517 | \$ 3,075,489 |
| Windows, doors and millwork | 989,916 | 1,086,981 | 2,962,268 | 3,238,405 |
| Specialty building products and services | 1,087,272 | 1,049,698 | 3,050,015 | 2,963,801 |
| Lumber and lumber sheet goods | 995,639 | 1,081,157 | 3,128,950 | 3,302,491 |
| Net sales | <u>\$ 3,941,190</u> | <u>\$ 4,232,494</u> | <u>\$ 11,832,750</u> | <u>\$ 12,580,186</u> |

As our product alignment continues to be refined, we have reclassified prior periods' net sales by product category to conform to current period presentation. The impact to each of the prior periods' net sales for manufactured products, windows, doors and millwork, specialty building products and services, and lumber and lumber sheet goods was 1.7%, 0.2%, -2.9% and 1.1%, respectively, for the three months ended September 30, 2024, and 1.4%, 0.2%, -3.6% and 1.8%, respectively, for the nine months ended September 30, 2024.

The timing of revenue recognition, invoicing and cash collection results in accounts receivable, unbilled receivables, contract assets and contract liabilities. Contract assets include unbilled amounts when the revenue recognized exceeds the amount billed to the customer, and amounts representing a right to payment from previous performance that is conditional on something other than passage of time, such as retainage. Contract liabilities consist of customer advances and deposits, and deferred revenue.

Through September 30, 2025, and 2024, we recognized as revenue substantially all of the contract liabilities balances outstanding as of December 31, 2024, and 2023, respectively.

4. Net Income per Common Share

Net income per common share ("EPS") is calculated in accordance with the *Earnings per Share* topic of the FASB Accounting Standards Codification, which requires the presentation of basic and diluted EPS. Basic EPS is computed using the weighted average number of common shares outstanding during the period. Diluted EPS is computed using the weighted average number of common shares outstanding during the period, plus the dilutive effect of potential common shares.

The table below presents the calculation of basic and diluted EPS:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|----------------|------------------------------------|----------------|
| | 2025 | 2024 | 2025 | 2024 |
| (in thousands, except per share amounts) | | | | |
| Numerator: | | | | |
| Net income | \$ 122,384 | \$ 284,783 | \$ 403,719 | \$ 887,654 |
| Denominator: | | | | |
| Weighted average shares outstanding, basic | 110,547 | 116,176 | 111,703 | 119,120 |
| Dilutive effect of options and RSUs | 383 | 764 | 439 | 996 |
| Weighted average shares outstanding, diluted | <u>110,930</u> | <u>116,940</u> | <u>112,142</u> | <u>120,116</u> |
| Net income per share: | | | | |
| Basic | \$ 1.11 | \$ 2.45 | \$ 3.61 | \$ 7.45 |
| Diluted | <u>\$ 1.10</u> | <u>\$ 2.44</u> | <u>\$ 3.60</u> | <u>\$ 7.39</u> |

| | | | | |
|--|-----|-----|-----|-----|
| Antidilutive and contingent RSUs excluded from diluted EPS | 118 | 271 | 323 | 196 |
|--|-----|-----|-----|-----|

5. Goodwill

The following table sets forth the changes in the carrying amount of goodwill:

| | (in thousands) |
|--------------------------------------|---------------------|
| Balance as of December 31, 2024 (1) | \$ 3,678,504 |
| Acquisitions | 317,972 |
| Balance as of September 30, 2025 (1) | <u>\$ 3,996,476</u> |

(1) Goodwill is presented net of historical accumulated impairment losses of \$44.6 million.

In 2025, the change in the carrying amount of goodwill is attributable to the acquisitions completed during the period. As of September 30, 2025, no impairment triggering events have occurred. The amount allocated to goodwill is attributable to the assembled workforce, synergies and expected growth from the expanded product and service offerings of acquisitions. The goodwill recognized from the current year acquisitions is expected to be deductible and amortized ratably over a 15-year period for tax purposes.

6. Intangible Assets

The following table presents intangible assets as of:

| | September 30, 2025 | | December 31, 2024 | |
|-------------------------|------------------------------|---------------------------------|------------------------------|---------------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Customer relationships | \$ 2,520,495 | \$ (1,403,173) | \$ 2,216,578 | \$ (1,198,125) |
| Developed technology | 95,600 | (43,849) | 95,600 | (35,887) |
| Trade names | 73,500 | (49,629) | 64,500 | (43,483) |
| Non-compete agreements | 13,050 | (10,126) | 13,050 | (8,599) |
| Total intangible assets | <u>\$ 2,702,645</u> | <u>\$ (1,506,777)</u> | <u>\$ 2,389,728</u> | <u>\$ (1,286,094)</u> |

In connection with the current year acquisitions, we recorded intangible assets of \$312.9 million, which includes \$303.9 million of customer relationships and \$9.0 million of trade names. The weighted average useful life of the current year acquired intangible assets is 10.7 years in total, 10.9 years for customer relationships and 3.0 years for trade names. The fair value of acquired customer relationship intangible assets was primarily estimated by applying the multi-period excess earnings method, which involved the use of significant estimates and assumptions primarily related to forecasted revenue growth rates, gross margin, contributory asset charges, customer attrition rates, and market-participant discount rates. These measures are based on significant Level 3 inputs not observable in the market. Key assumptions developed based on the Company's historical experience, future projections and comparable market data include future cash flows, long-term growth rates, attrition rates and discount rates.

During the three and nine months ended September 30, 2025, we recorded amortization expense in relation to the above-listed intangible assets of \$73.5 million and \$220.7 million, respectively. During the three and nine months ended September 30, 2024, we recorded amortization expense in relation to the above-listed intangible assets of \$76.3 million and \$237.2 million, respectively.

The following table presents the estimated amortization expense for intangible assets for the years ending December 31:

| | (in thousands) |
|---|----------------------------|
| 2025 (from October 1, 2025) | \$ 73,722 |
| 2026 | 264,308 |
| 2027 | 204,085 |
| 2028 | 151,792 |
| 2029 | 96,507 |
| Thereafter | 405,454 |
| Total future intangible amortization expense | <u>\$ 1,195,868</u> |

7. Accrued Liabilities

Accrued liabilities consisted of the following as of:

| | September 30, 2025 | December 31, 2024 |
|---|-------------------------------|------------------------------|
| | (in thousands) | (in thousands) |
| Accrued payroll and other employee related expenses | \$ 266,672 | \$ 310,073 |
| Self-insurance reserves | 96,288 | 102,876 |

| | | |
|-----------------------------------|-------------------|-------------------|
| Accrued business and other taxes | 74,907 | 72,944 |
| Accrued interest | 51,496 | 55,454 |
| Accrued rebates payable | 30,944 | 35,404 |
| Accrued professional service fees | 21,808 | 16,406 |
| Other | 36,653 | 40,888 |
| Total accrued liabilities | <u>\$ 578,768</u> | <u>\$ 634,045</u> |

8. Long-Term Debt

Long-term debt consisted of the following as of:

| | September 30, 2025 (in thousands) | December 31, 2024 (in thousands) |
|--|---|--|
| Revolving credit facility | \$ — | \$ — |
| 4.25% 2032 notes | 1,300,000 | 1,300,000 |
| 6.375% 2034 notes | 1,000,000 | 1,000,000 |
| 6.75% 2035 notes | 750,000 | — |
| 6.375% 2032 notes | 700,000 | 700,000 |
| 5.00% 2030 notes | 550,000 | 550,000 |
| Other finance obligations | 186,987 | 190,312 |
| Finance lease obligations | 942 | 1,078 |
| | <u>4,487,929</u> | <u>3,741,390</u> |
| Unamortized debt discount/premium and debt issuance costs | (44,955) | (37,277) |
| | <u>4,442,974</u> | <u>3,704,113</u> |
| Less: current maturities of long-term debt | 14,228 | 3,470 |
| Long-term debt, net of current maturities, discounts and issuance costs | \$ 4,428,746 | \$ 3,700,643 |

2025 Debt Transactions

Notes Offering Transaction

On May 8, 2025, the Company completed a private offering of \$750.0 million in aggregate principal amount of 6.750% senior unsecured notes due 2035 (“6.75% 2035 Notes”) at an issue price equal to 100% of par value. The net proceeds from the offering were used to repay indebtedness outstanding under the Revolving Facility.

In connection with the issuance of the 6.75% 2035 Notes, we incurred \$11.1 million of various third-party fees and expenses. These costs have been recorded as a reduction to long-term debt and are being amortized over the contractual life of the 6.75% 2035 Notes using the effective interest method.

The 6.75% 2035 Notes mature on May 15, 2035, with interest accruing at a rate of 6.75% per annum and interest payable semi-annually on May 15 and November 15 of each year.

The terms of the 6.75% 2035 Notes are governed by the indenture, dated as of May 8, 2025 (“2035 Indenture”). The 2035 Indenture contains terms consistent with the other indentures the Company is party to and is among the Company, the guarantors named therein and Wilmington Trust, National Association, as trustee.

The 6.75% 2035 Notes, subject to certain exceptions, are guaranteed, jointly and severally, on a senior unsecured basis, by each of the Company’s direct and indirect wholly-owned subsidiaries (the “Guarantors”) that guarantee the Revolving Facility, the 5.000% senior notes due 2030 (the “5.00% 2030 Notes”), the 4.250% senior notes due 2032 (the “4.25% 2032 Notes”), the 6.375% senior notes due 2032 (the “6.375% 2032 Notes”) and the 6.375% senior notes due 2034 (the “6.375% 2034 Notes” and, collectively with the 5.00% 2030 Notes, the 4.25% 2032 Notes and 6.375% 2032 Notes, the “Existing Notes”).

The 6.75% 2035 Notes constitute senior unsecured obligations of the Company and Guarantors, pari passu in right of payment, with all of the existing and future senior indebtedness of the Company, including indebtedness under the Revolving Facility and the Existing Notes effectively subordinated to all existing and future secured indebtedness of the Company and the Guarantors (including indebtedness under the Revolving Facility) to the extent of the value of the assets securing such indebtedness, senior to all of the future subordinated indebtedness of the Company and the Guarantors and structurally subordinated to any existing and future indebtedness and other liabilities, including preferred stock, of the Company’s subsidiaries that do not guarantee the 6.75% 2035 Notes.

The 2035 Indenture contains certain covenants that limit the ability of the Company and its restricted subsidiaries to, among other things, incur additional debt or issue preferred stock, create liens, create restrictions on the Company’s subsidiaries’ ability to make

payments to the Company, pay dividends and make other distributions in respect of the Company's and its subsidiaries' capital stock, make certain investments or certain other restricted payments, guarantee indebtedness, designate unrestricted subsidiaries, sell certain kinds of assets, enter into certain types of transactions with affiliates, and effect mergers and consolidations.

The Company may redeem the 6.75% 2035 Notes within five years from the date of issuance, in whole or in part, at a redemption price equal to 100% of the principal amount of the 6.75% 2035 Notes plus the "applicable premium" set forth in the 2035 Indenture. The Company may, within three years of the date of issuance, redeem up to 40% of the aggregate principal amount of the 6.75% 2035 Notes with the net cash proceeds of one or more equity offerings at 106.75% of the principal amount thereof plus accrued and unpaid interest, if any, to the redemption date. After the five-year period from original issuance, the Company may redeem the 6.75% 2035 Notes at the redemption prices set forth in the 2035 Indenture, plus accrued and unpaid interest, if any, to the redemption date. If the Company experiences certain change of control triggering events, holders of the 6.75% 2035 Notes may require it to

repurchase all or part of their notes at 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the repurchase date.

The Company's other outstanding senior unsecured notes are discussed in more detail in our 2024 Form 10-K.

Revolving Credit Facility Amendment

On May 20, 2025, the Company amended the Revolving Facility to increase the existing revolving commitments of \$1.8 billion with new revolving commitments of \$2.2 billion, and to extend the maturity date to May 20, 2030. Effective with the amendment, the interest pricing tiers will be 1.00% or 1.25% per annum in the case of Secured Overnight Financing Rate ("SOFR") loans, and 0.00% or 0.25% per annum in the case of base rate loans, in each case based on a measure of availability under the amended Revolving Facility. Letters of credit fees under the Revolving Facility are assessed at a rate between 1.00% and 1.25%, based on the average excess availability. The commitment fee rate will continue to be equal to 0.20% per annum. In addition, the Revolving Facility also contains a financial covenant requiring the satisfaction of a minimum fixed charge ratio of 1.00 to 1.00 if our excess availability falls below the greater of \$165.0 million or 10% of the maximum borrowing amount, which was \$187.0 million as of September 30, 2025. The guarantees and covenants in the amended revolving facility remain consistent with those in the prior revolving facility and described in our 2024 Form 10-K.

In connection with this amendment, we expensed approximately \$0.2 million of unamortized debt issuance costs related to an exiting lender to interest expense, and we incurred approximately \$8.7 million of new debt issuance costs which, together with the previous unamortized debt issuance costs, have been deferred and will be amortized over the remaining contractual life.

Fair Value

As of September 30, 2025, and December 31, 2024, the Company does not have any financial instruments that are measured at fair value on a recurring basis. We have elected to report the value of our 6.75% 2035 Notes, and Existing Notes at amortized cost. The fair values of the 4.25% 2032 Notes, 6.375% 2034 Notes, 6.75% 2035 Notes, 6.375% 2032 Notes, and 5.00% 2030 Notes at September 30, 2025 were approximately \$1.2 billion, \$1.0 billion, \$785.6 million, \$724.5 million, and \$543.8 million, respectively, which were determined using Level 2 inputs based on market prices.

We were not in violation of any covenants or restrictions imposed by any of our debt agreements at September 30, 2025.

9. Employee Stock-Based Compensation

Time Based Restricted Stock Unit Grants

In the first nine months of 2025, our board of directors granted 453,500 restricted stock units ("RSUs") to employees under our 2014 Incentive Plan for which vesting is based solely on continuous employment over the requisite service period. These grants vest over a service period between one and three years. The weighted average grant date fair value for these RSUs was \$126.91 per unit, which was based on the closing stock price on the respective grant dates.

Performance, Market and Service Condition Based Restricted Stock Unit Grants

In the first nine months of 2025, our board of directors granted 180,500 RSUs to employees under our 2014 Incentive Plan, which cliff vest on the third anniversary of the grant date based on the Company's level of achievement of performance goals relating to return on invested capital over a three-year period ("performance condition") and continued employment during the performance period ("service condition"). The total number of shares of common stock that may be earned from the performance condition ranges from zero to 200% of the RSUs granted. The number of shares earned from the performance condition may be further increased or decreased by 10% based on the Company's total shareholder return relative to a peer group during the performance period ("market condition"). The grant date fair value for these RSUs, with consideration of the market condition, was \$129.03 per unit, which was determined using the Monte Carlo simulation model, applying the following assumptions:

| | |
|---|-------|
| Expected volatility (Company) | 44.3% |
| Expected volatility (peer group median) | 31.5% |
| Correlation between the Company and peer group median | 0.5 |
| Expected dividend yield | 0.0% |
| Risk-free rate | 4.0% |

The expected volatilities and correlation are based on the historical daily returns of our common stock and the common stocks of the constituents of our peer group over the most recent period equal to the measurement period. The expected dividend yield is based on our history of not paying regular dividends in the past and our current intention to not pay regular dividends in the foreseeable future. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant and has a term equal to the measurement period.

10. Income Taxes

A reconciliation of the statutory federal income tax rate to our effective rate for continuing operations is provided below:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|--------------|--|--------------|
| | 2025 | 2024 | 2025 | 2024 |
| Statutory federal income tax rate | 21.0% | 21.0% | 21.0% | 21.0% |
| State income taxes, net of federal income tax | 2.6 | 2.5 | 2.5 | 2.5 |
| Stock-based compensation windfall benefit | (0.2) | (0.1) | (1.0) | (2.2) |
| Permanent differences and other | (0.1) | 0.4 | (0.4) | 0.6 |
| | 23.3% | 23.8% | 22.1% | 21.9% |

We base our estimate of deferred tax assets and liabilities on current tax laws and rates. In certain cases, we also base our estimate on business plan forecasts and other expectations about future outcomes. Changes in existing tax laws or rates could affect our actual tax results, and future business results may affect the amount of our deferred tax liabilities or the valuation of our deferred tax assets over time. Due to uncertainties in the estimation process, particularly with respect to changes in facts and circumstances in future reporting periods, as well as the residential homebuilding industry's cyclical and sensitivity to changes in economic conditions, it is possible that actual results could differ from the estimates used in previous analyses. These differences could have a material impact on our consolidated results of operations or financial position.

On July 4, 2025, H.R.1 - One Big Beautiful Bill was enacted into law (the "Act"). The Act makes permanent key elements of the Tax Cuts and Jobs Act, including 100% bonus depreciation, domestic research cost expensing, and the business interest expense limitation. The Company's deferred income tax liabilities as of September 30, 2025, and December 31, 2024, were \$172.0 million and \$148.2 million, respectively. The increase was primarily due to the bonus depreciation and domestic research cost expensing elements of the Act. The Act did not have a material impact on our income tax expense for the period ending September 30, 2025, and we do not expect it to materially change our effective income tax rate for the year ending December 31, 2025. With further guidance from the U.S. Treasury and IRS expected, the Company is continuing to analyze the full impact of the Act on the Company's financial statements and related disclosures. We anticipate the Act to have a material impact on our future financial results including cash flows. The permanent extension of 100% bonus depreciation and reinstating the expensing of domestic research costs is anticipated to reduce our cash tax payments in the current and future years, and increase our operating cash flows.

11. Commitments and Contingencies

As of September 30, 2025, we had outstanding letters of credit totaling \$79.6 million under our Revolving Facility that principally support our self-insurance programs.

The Company has a number of known and threatened construction defect legal claims. While these claims are generally covered under the Company's existing insurance programs to the extent any loss exceeds the deductible, there is a reasonable possibility of loss that is not able to be estimated at this time because (i) many of the proceedings are in the discovery stage, (ii) the outcome of future litigation is uncertain, and/or (iii) the complex nature of the claims. Although the Company cannot estimate a reasonable range of loss based on currently available information, the resolution of these matters could materially affect the Company's financial position, results of operations or cash flows.

In addition, we are involved in various other claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in amounts in excess of our self-insured retention that we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities in respect to such claims and lawsuits. Although the ultimate disposition of these other proceedings cannot be predicted with certainty, management believes the outcome of any such claims that are pending or threatened, either individually or on a combined basis, will not materially affect our consolidated financial position, cash flows or results of operations. However, there can be no assurances that future adverse judgments and costs would not be material to our results of operations or liquidity for a particular period.

12. Significant Segment Expenses

The primary measures reviewed by the CODM, including revenue, gross margin and income before income taxes, are shown in these condensed consolidated financial statements. The CODM uses these measures to assess performance for the reportable segment and to decide how to allocate resources. Gross margin and income before income taxes are driven by the segment's significant expense items of cost of sales and compensation and benefits, as well as other segment items. Cost of sales is shown in these condensed consolidated financial statements. Compensation and benefits, which are reported within selling, general, and administrative expenses in these condensed consolidated financial statements were \$0.6 billion for the three months ended September 30, 2025 and 2024, and \$1.7 billion for the nine months ended September 30, 2025 and 2024. Other segment items are substantially all the remaining selling, general, and administrative expenses reported in these condensed consolidated financial statements. The measure of segment assets is reported on the Condensed Consolidated Balance Sheet as total assets.

13. Subsequent Events*Business Combinations*

Subsequent to September 30, 2025, we completed the acquisitions of Stately Las Vegas Holdings, LLC and substantially all the assets of Rystin Construction, Inc. Both of the acquired businesses provide turnkey door and trim solutions to customers in the Las Vegas area.

The accounting for these business combinations has not been completed as of the date of this quarterly report on Form 10-Q given the proximity to the acquisition date.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition and results of operations should be read in conjunction with the Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and notes thereto for the year ended December 31, 2024, included in our 2024 Form 10-K. The following discussion and analysis should also be read in conjunction with the unaudited condensed consolidated financial statements appearing elsewhere in this report.

Cautionary Statement

Statements in this report and the schedules hereto that are not purely historical facts or that necessarily depend upon future events, including statements about expected market share gains, forecasted financial performance, industry and business outlook or other statements about anticipations, beliefs, expectations, hopes, intentions or strategies for the future, may be forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Readers are cautioned not to place undue reliance on forward-looking statements. In addition, oral statements made by our directors, officers and employees to the investor and analyst communities, media representatives and others, depending upon their nature, may also constitute forward-looking statements. All forward-looking statements are based upon currently available information and the Company's current assumptions, expectations and projections about future events. Forward-looking statements are by nature inherently uncertain, and actual results or events may differ materially from the results or events described in the forward-looking statements as a result of many factors. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements involve risks and uncertainties, many of which are beyond the Company's control or may be currently unknown to the Company, that could cause actual events or results to differ materially from the events or results described in the forward-looking statements; such risks or uncertainties include those related to the Company's growth strategies, including acquisitions, organic growth and digital and technology strategies, including our ability to drive growth by incorporating artificial intelligence and machine learning solutions into our platform, or the dependence of the Company's revenues and operating results on, among other things, the homebuilding industry and, to a lesser extent, repair and remodel activity, which in each case is dependent on economic conditions, including inflation, interest rates, home size and affordability, consumer confidence, labor and supply shortages, and also lumber and other commodity prices, which may be impacted by changes in tariffs. The Company may not succeed in addressing these and other risks. Further information regarding the risk factors that could affect our financial and other results can be found in the risk factors section of the Company's 2024 Form 10-K filed with the Securities and Exchange Commission. Consequently, all forward-looking statements in this report are qualified by the factors, risks and uncertainties contained therein.

COMPANY OVERVIEW

We are a leading provider of building materials for professional builders in new residential construction and repair and remodeling. We deliver integrated homebuilding solutions by manufacturing, supplying, and installing a full range of structural and related building products. The Company operates approximately 585 locations in 43 states across the United States, which are internally organized into geographic operating divisions. Due to the similar economic characteristics, categories of products, distribution methods and customers, our operating divisions are aggregated into one reportable segment.

Our leading network of strategically located manufacturing facilities produces factory-built roof and floor trusses, wall panels, vinyl windows, custom millwork and trim, as well as engineered wood that we design and cut specifically for each home. We also assemble interior and exterior doors into pre-hung units for easy installation. Additionally, we distribute a wide range of building products, including lumber, sheet goods, windows, doors, millwork, and specialty items. Our services, which vary by market, include professional installation, turnkey framing, and shell construction. Supported by the latest construction innovations and digital solutions, we help drive greater efficiency across homebuilding.

RECENT DEVELOPMENTS

Business Combinations

Through September 30, 2025, we have completed the acquisitions of Alpine Lumber, Cluss Lumber, Truckee Tahoe, and St. George Truss for an aggregate purchase price of approximately \$910.8 million, net of cash acquired. Among other opportunities, these acquisitions further expand our market footprint and provide additional operations in our value-added product categories and allow us to better serve our customers in these markets. These transactions are described in further detail in Note 2 to the condensed consolidated financial statements included in Item 1 of this quarterly report on Form 10-Q.

Company Shares Repurchases

On April 30, 2025, the Company's board of directors authorized a new repurchase plan of up to \$500.0 million of the Company's outstanding shares of common stock. The new repurchase plan replaced the Company's prior \$1.0 billion share repurchase authorization announced in August 2024, which had approximately \$100.0 million remaining under its authorization.

During the nine months ended September 30, 2025, the Company repurchased 3.4 million shares at a weighted average price of \$118.65 per share, for a total cost of \$403.6 million, inclusive of applicable fees and taxes.

Debt Transactions

On May 8, 2025, the Company completed a private offering of \$750.0 million in aggregate principal amount of 6.750% senior unsecured notes due 2035, at an issue price equal to 100% of par value. The net proceeds from the offering were used to repay indebtedness outstanding under the Revolving Facility.

On May 20, 2025, the Company amended the Revolving Facility to increase the existing revolving commitments of \$1.8 billion with the new revolving commitments of \$2.2 billion, and to extend the maturity date to May 20, 2030.

These transactions are described in Note 8 to the condensed consolidated financial statements included in Item 1 of this quarterly report on Form 10-Q. From time to time, based on market conditions and other factors and subject to compliance with applicable laws and regulations, the Company may repurchase or call its notes, repay debt, repurchase shares of its common stock or otherwise enter into transactions regarding its capital structure.

Market Information

Our common stock is dual listed on the New York Stock Exchange and the NYSE Texas, Inc. (the "NYSE Texas") under the trading symbol "BLDR." The listing and trading of the common stock on the NYSE Texas commenced on August 12, 2025.

CURRENT OPERATING CONDITIONS AND OUTLOOK

As a result of the U.S. federal government shutdown, September 2025 housing starts have not been published as of the date of this quarterly report on Form 10-Q. According to the U.S. Census Bureau, as of August 2025, the seasonally adjusted annual rate ("SAAR") U.S. total housing starts were 1.3 million and the SAAR U.S. single-family housing starts were 890 thousand, a decrease of 6.0% and 11.7%, respectively, compared to the comparable period of 2024. A composite of third-party sources, including the National Association of Home Builders and John Burns Research and Consulting, are forecasting 1.3 million U.S. total housing starts and 940 thousand U.S. single-family housing starts for 2025, which are decreases of 2.5% and 7.4%, respectively from 2024.

We believe the housing industry's long-term outlook is positive and that it remains underbuilt due to growth in the underlying demographics compared to historical new construction levels. However, macroeconomic uncertainty, including fluctuations in interest rates, stock market volatility, impact of changes in tariffs and inflation, may continue to pressure near-term housing industry demand as homes are less affordable for consumers, investors and builders. We believe we are well-positioned to accelerate growth and capture market share as industry conditions improve in the long term. We will continue to focus on working capital by closely monitoring the credit exposure of our customers, maintaining the right level of inventory and by working with our vendors to improve payment terms. We strive to achieve the appropriate balance of short-term expense control while maintaining the expertise and capacity to grow the business.

SEASONALITY AND OTHER FACTORS

Our first and fourth quarters have historically been, and are generally expected to continue to be, adversely affected by weather causing reduced construction activity during these quarters. In addition, quarterly results historically have reflected, and are expected to continue to reflect, fluctuations from period to period arising from the following:

- The cyclical nature of the homebuilding industry;
- General economic conditions in the markets in which we compete;
- The volatility of lumber prices;
- The pricing policies of our competitors;
- Disruptions in our supply chain; and
- The production schedules of our customers.

The composition and level of working capital typically change during periods of increasing sales as we carry more inventory and receivables. Working capital levels typically increase in the first and second quarters of the year due to higher sales during the peak residential construction season. These increases may result in negative operating cash flows during this peak season, which historically have been financed through available cash and borrowing availability under credit facilities. Generally, collection of receivables and reduction in inventory levels following the peak building and construction season positively impact cash flow.

RESULTS OF OPERATIONS

The following table sets forth the percentage relationship to net sales of certain costs, expenses and income items:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|--------|------------------------------------|--------|
| | 2025 | 2024 | 2025 | 2024 |
| Net sales | 100.0% | 100.0% | 100.0% | 100.0% |
| Cost of sales | 69.6% | 67.2% | 69.5% | 67.0% |
| Gross margin | 30.4% | 32.8% | 30.5% | 33.0% |
| Selling, general and administrative expenses | 24.6% | 22.6% | 24.4% | 22.7% |
| Income from operations | 5.8% | 10.2% | 6.1% | 10.3% |
| Interest expense, net | 1.8% | 1.4% | 1.7% | 1.2% |
| Income tax expense | 0.9% | 2.1% | 1.0% | 2.0% |
| Net income | 3.1% | 6.7% | 3.4% | 7.1% |

Three Months Ended September 30, 2025 Compared with the Three Months Ended September 30, 2024

Net Sales. Net sales for the three months ended September 30, 2025, were \$3.9 billion, a 6.9% decrease from net sales of \$4.2 billion for the three months ended September 30, 2024. Core organic sales decreased net sales by 10.6%, primarily due to decreases in the multi-family and single-family customer segments, while commodity price deflation decreased net sales by another 1.1%. These decreases were partially offset by an increase in net sales from acquisitions of 4.8%.

The following table shows net sales classified by product category:

| | Three Months Ended September 30, | | | | |
|--|---|-----------------------|-------------------|-----------------------|-----------------|
| | 2025 | | 2024 | | |
| | (in millions) | | | | |
| | Net Sales | % of Net Sales | Net Sales | % of Net Sales | % Change |
| Manufactured products (1) | \$ 868.4 | 22.0% | \$ 1,014.7 | 24.0% | (14.4)% |
| Windows, doors and millwork (1) | 989.9 | 25.1% | 1,087.0 | 25.7% | (8.9)% |
| Specialty building products and services | 1,087.3 | 27.6% | 1,049.6 | 24.8% | 3.6% |
| Lumber and lumber sheet goods | 995.6 | 25.3% | 1,081.2 | 25.5% | (7.9)% |
| Net sales | \$ 3,941.2 | 100.0% | \$ 4,232.5 | 100.0% | (6.9)% |

(1) Manufactured products and windows, doors and millwork are collectively referred to as total value-added products.

We experienced decreased net sales in our manufactured products category primarily due to decreased single-family activity due to lower housing starts and decreased multi-family activity, partially offset by an increase in net sales from acquisitions. Our windows, doors, and millwork declined primarily due to decreased single-family activity due to lower housing starts. Our lumber and lumber sheet goods category decreased primarily due to lower single-family housing starts and commodity price deflation, partially offset by an increase in net sales from acquisitions. For the comparable period, specialty building products remained relatively consistent.

Gross Margin. Gross margin decreased \$0.2 billion to \$1.2 billion. Our gross margin percentage decreased to 30.4% in the third quarter of 2025 from 32.8% in the third quarter of 2024, a 2.4% decrease. This decrease was primarily driven by a below-normal starts environment.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased by \$12.4 million, or 1.3%, primarily due to additional operating expenses from locations acquired within the last twelve months and our ongoing enterprise resource planning (“ERP”) system implementation, partially offset by lower variable compensation due to decreased sales and the absence of prior year asset write-offs.

As a percentage of net sales, selling, general and administrative expenses increased to 24.6%, up from 22.6%, for the three months ended September 30, 2025 and 2024, respectively, primarily attributable to reduced operating leverage.

Interest Expense, Net. Interest expense was \$69.3 million in the third quarter of 2025, an increase of \$15.0 million from the third quarter of 2024. The increase was primarily due to higher average debt balances.

Income Tax Expense. We recorded income tax expense of \$37.1 million and \$89.0 million in the third quarters of 2025 and 2024, respectively. The decrease in the tax expense was primarily driven by a decrease in income before income taxes in the current period. Our effective tax rate was 23.3% in the third quarter of 2025, a decrease from 23.8% in the third quarter of 2024, primarily related to decreased permanent and other differences.

Nine Months ended September 30, 2025 Compared with the Nine Months ended September 30, 2024

Net Sales. Net sales for the nine months ended September 30, 2025, were \$11.8 billion, a 5.9% decrease from net sales of \$12.6 billion for the nine months ended September 30, 2024. Core organic sales decreased net sales by 9.1%, primarily due to decreases in the multi-family and single-family customer segments, while commodity price deflation and one fewer selling day decreased net sales by another 1.2% and 0.5%, respectively. These decreases were partially offset by increased net sales from acquisitions of 4.9%.

The following table shows net sales classified by product category:

| | Nine Months Ended September 30, | | | | |
|--|---------------------------------|----------------|-------------|----------------|----------|
| | 2025 | | 2024 | | |
| | (in millions) | | | | |
| | Net Sales | % of Net Sales | Net Sales | % of Net Sales | % Change |
| Manufactured products (1) | \$ 2,691.5 | 22.7% | \$ 3,075.5 | 24.4% | (12.5)% |
| Windows, doors and millwork (1) | 2,962.3 | 25.0% | 3,238.4 | 25.7% | (8.5)% |
| Specialty building products & services | 3,050.0 | 25.9% | 2,963.8 | 23.6% | 2.9% |
| Lumber & lumber sheet goods | 3,129.0 | 26.4% | 3,302.5 | 26.3% | (5.3)% |
| Net sales | \$ 11,832.8 | 100.0% | \$ 12,580.2 | 100.0% | (5.9)% |

(1) Manufactured products and windows, doors and millwork are collectively referred to as total value-added products.

We experienced decreased net sales in our manufactured products category primarily due to decreased single-family activity due to lower housing starts and decreased multi-family activity, partially offset by an increase in net sales from acquisitions. Our windows, doors, and millwork declined primarily due to decreased single-family activity due to lower housing starts. Our lumber and lumber sheet goods category decreased primarily due to lower single-family housing starts and commodity price deflation, partially offset by an increase in net sales from acquisitions. For the comparable period, specialty building products remained relatively flat.

Gross Margin. Gross margin decreased \$0.5 billion to \$3.6 billion, and our gross margin percentage decreased to 30.5% for the nine months ended September 30, 2025, from 33.0% in the nine months ended September 30, 2024, a 2.5% decrease. This decrease was primarily attributed to a lower starts environment.

Selling, General and Administrative Expenses. Selling, general and administrative expenses increased \$31.5 million, or 1.1%. This increase was primarily due to additional operating expenses from locations acquired within the last twelve months and our ongoing ERP system implementation, partially offset by lower variable compensation due to decreased sales and the absence of prior year asset write-offs.

As a percentage of net sales, selling, general and administrative expenses increased to 24.4% up from 22.7% for the nine months ended September 30, 2025 and 2024, respectively, primarily attributable to reduced operating leverage.

Interest Expense, Net. Interest expense was \$206.1 million in the nine months ended September 30, 2025, an increase of \$51.5 million from the nine months ended September 30, 2024. Interest expense increased primarily due to higher average debt balances.

Income Tax Expense. We recorded income tax expense of \$114.6 million and \$248.8 million for the nine months ended September 30, 2025 and 2024, respectively. The decrease in tax expense was primarily driven by a decrease in income before income taxes in the current period. Our effective tax rate was 22.1% in the first nine months ended September 30, 2025, an increase from 21.9% in the first nine months ended September 30, 2024, primarily related to a decrease in our stock-based compensation windfall benefit, partially offset by permanent and other differences.

LIQUIDITY AND CAPITAL RESOURCES

Our primary capital requirements are to fund working capital needs and operating expenses, meet required interest and principal payments, and to fund capital expenditures and potential future growth opportunities. Our capital resources at September 30, 2025, consist of cash on hand and borrowing availability under our Revolving Facility.

Our Revolving Facility is primarily used for working capital, general corporate purposes and funding capital expenditures and growth opportunities. In addition, we may use borrowings under the Revolving Facility to facilitate debt repayment and consolidation, and to fund share repurchases. Availability under the Revolving Facility is determined by a borrowing base. Our borrowing base consists of accounts receivable, inventory, and qualified cash that all meet specific criteria contained within the credit agreement, minus agent specified reserves. Net excess borrowing availability is equal to the maximum borrowing amount minus outstanding borrowings and letters of credit.

The following table shows our borrowing base and excess availability as of:

| | September 30, 2025 | December 31, 2024 |
|--------------------------------------|-----------------------|----------------------|
| | (in millions) | |
| Accounts receivable availability (1) | \$ 842.5 | \$ 773.4 |
| Inventory availability | 881.8 | 891.7 |
| Gross availability | 1,724.3 | 1,665.1 |
| Less: | | |
| Agent reserves | (47.3) | (39.3) |
| Plus: | | |
| Cash in qualified accounts | 192.5 | 88.5 |
| Borrowing base | 1,869.5 | 1,714.3 |

| | | |
|---|-------------------|-------------------|
| Aggregate revolving commitments | 2,200.0 | 1,800.0 |
| Maximum borrowing amount (lesser of borrowing base and aggregate revolving commitments) | 1,869.5 | 1,714.3 |
| Less: | | |
| Outstanding borrowings | — | — |
| Letters of credit | (79.6) | (83.3) |
| Net excess borrowing availability on revolving facility | \$ <u>1,789.9</u> | \$ <u>1,631.0</u> |

- (1) The prior year amounts have been conformed to current period presentation. There is no impact on gross availability or net excess borrowing availability on the Revolving Facility as previously reported.

As of September 30, 2025, we had no outstanding borrowings under our Revolving Facility, and our net excess borrowing availability was \$1.8 billion after being reduced by outstanding letters of credit totaling \$79.6 million. Excess availability must equal or exceed a minimum specified amount, currently \$187.0 million, or we are required to meet a fixed charge coverage ratio of 1.00 to 1.00. We were not in violation of any covenants or restrictions imposed by any of our debt agreements at September 30, 2025.

Liquidity

Our liquidity at September 30, 2025, was \$2.1 billion, which consists of net borrowing availability under the Revolving Facility and cash on hand.

Our level of indebtedness results in significant interest expense and could have the effect of, among other things, reducing our flexibility to respond to changing business and economic conditions. From time to time, based on market conditions and other factors and subject to compliance with applicable laws and regulations, we may repurchase or call our notes, repay, refinance or modify our debt or otherwise enter into transactions regarding our capital structure.

If industry conditions deteriorate or if we pursue additional acquisitions, we may be required to raise additional funds through the sale of capital stock or debt in the public capital markets or in privately negotiated transactions. There can be no assurance that any of these financing options would be available on favorable terms, if at all. Alternatives to help supplement our liquidity position could include, but are not limited to, idling or permanently closing additional facilities, adjusting our headcount in response to current business conditions, attempts to renegotiate leases, managing our working capital and/or divesting of non-core businesses. There are no assurances that these steps would prove successful or materially improve our liquidity position.

Consolidated Cash Flows

Cash provided by operating activities was \$1.0 billion for the nine months ended September 30, 2025, compared to cash provided by operating activities of \$1.5 billion for the nine months ended September 30, 2024. The decrease in cash provided by operating activities was largely the result of lower net income in the first nine months of 2025.

For the nine months ended September 30, 2025, cash used in investing activities increased \$0.6 billion compared to the nine months ended September 30, 2024, primarily due to using an additional \$0.6 billion of cash for acquisitions.

Cash provided by financing activities was \$0.3 billion for the nine months ended September 30, 2025, which consisted primarily of a net \$0.7 billion received for the issuance of the 6.75% 2035 Notes, offset by \$0.4 billion for repurchases of common stock. Cash used in financing activities was \$0.7 billion for the nine months ended September 30, 2024, which consisted primarily of \$1.2 billion for repurchases of common stock and \$0.5 billion in net payments on the Revolving Facility, offset by a net \$1.0 billion received for the issuance of the 6.375% 2034 Notes.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Critical accounting policies are those that are both important to the accurate portrayal of a company's financial condition and results, and require subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain.

To prepare financial statements that conform to generally accepted accounting principles, we make estimates and assumptions that affect the amounts reported in our financial statements and accompanying notes. Certain estimates are particularly sensitive due to their significance to the financial statements and the possibility that future events may be significantly different from our expectations.

Refer to Part II, "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2024 Form 10-K for a discussion of our critical accounting estimates and assumptions.

RECENT ACCOUNTING PRONOUNCEMENTS

Information regarding recent accounting pronouncements is discussed in Note 1 to the condensed consolidated financial statements included in Item 1 of this quarterly report on Form 10-Q.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We may experience changes in interest expense if changes in our debt occur. Changes in market interest rates could also affect our interest expense. Borrowings under the Revolving Facility bear interest at either a base rate or SOFR, plus, in each case, an applicable margin. We did not have any outstanding borrowings on the Revolving Facility as of September 30, 2025. The Revolving Facility also assesses variable commitment and outstanding letter of credit fees based on quarterly average loan utilization. Our 4.25% 2032 Notes, 6.375% 2034 Notes, 6.75% 2035 Notes, 6.375% 2032 Notes, and 5.00% 2030 Notes, bear interest at a fixed rate, and therefore our interest expense related to these notes would not be affected by an increase in market interest rates.

We purchase certain materials, including lumber products, which are then sold to customers, as well as used as direct production inputs for our manufactured products that we deliver. Short-term changes in the cost of these materials and the related in-bound freight costs, some of which are subject to significant fluctuations, are sometimes, but not always, passed on to our customers. Delays in our ability to pass on material price increases to our customers can adversely impact our operating results.

Item 4. Controls and Procedures

Disclosure Controls Evaluation and Related CEO and CFO Certifications. Our management, with the participation of our principal executive officer (“CEO”) and principal financial officer (“CFO”), conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report.

Certifications of our CEO and our CFO, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), are attached as exhibits to this quarterly report. This “Controls and Procedures” section includes the information concerning the controls evaluation referred to in the certifications, and it should be read in conjunction with the certifications for a more complete understanding of the topics presented.

Limitations on the Effectiveness of Controls. We do not expect that our disclosure controls and procedures will prevent all errors and all fraud. A system of controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the system are met. Because of the limitations in all such systems, no evaluation can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. Furthermore, the design of any system of controls and procedures is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how unlikely. Because of these inherent limitations in a cost-effective system of controls and procedures, misstatements or omissions due to error or fraud may occur and not be detected.

Scope of the Controls Evaluation. The evaluation of our disclosure controls and procedures included a review of their objectives and design, the Company’s implementation of the controls and procedures and the effect of the controls and procedures on the information generated for use in this quarterly report. In the course of the evaluation, we sought to identify whether we had any data errors, control problems or acts of fraud and to confirm that appropriate corrective action, including process improvements, were being undertaken if needed. This type of evaluation is performed on a quarterly basis so that conclusions concerning the effectiveness of our disclosure controls and procedures can be reported in our quarterly reports on Form 10-Q. Many of the components of our disclosure controls and procedures are also evaluated by our internal audit department, by our legal department and by personnel in our finance organization. The overall goals of these various evaluation activities are to monitor our disclosure controls and procedures on an ongoing basis, and to maintain them as dynamic systems that change as conditions warrant.

Conclusions Regarding Disclosure Controls. Based on the required evaluation of our disclosure controls and procedures, our CEO and CFO have concluded that, as of September 30, 2025, we maintained disclosure controls and procedures that were effective in providing reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting. During the period covered by this report, there were no changes in our internal control over financial reporting identified in connection with the evaluation described above that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

The Company has a number of known and threatened construction defect legal claims. While these claims are generally covered under the Company's existing insurance programs to the extent any loss exceeds the deductible, there is a reasonable possibility of loss that is not able to be estimated at this time because (i) many of the proceedings are in the discovery stage, (ii) the outcome of future litigation is uncertain, and/or (iii) the complex nature of the claims.

In addition, we are involved in various other claims and lawsuits incidental to the conduct of our business in the ordinary course. We carry insurance coverage in such amounts in excess of our self-insured retention as we believe to be reasonable under the circumstances and that may or may not cover any or all of our liabilities in respect of such claims and lawsuits.

Although the ultimate disposition of these proceedings cannot be predicted with certainty, management believes the outcome of any such claims that are currently pending or threatened, either individually or on a combined basis, will not have a material adverse effect on our consolidated financial position, cash flows or results of operations. However, there can be no assurances that future adverse judgments and costs would not be material to our results of operations or liquidity for a particular period.

Item 1A. Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part 1, "Item 1A. Risk Factors" in our 2024 Form 10-K, which could materially affect our business, financial condition or future results. The risks described in our 2024 Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

There were no material changes to the risk factors reported in Part 1, "Item 1A. Risk Factors" in our 2024 Form 10-K.

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

Company Stock Repurchases

The following table provides information with respect to the purchases of our common stock during the third quarter of fiscal year 2025:

| Period | Total Number of Shares Purchased | Average Price Paid per Share (including applicable fees and taxes) | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽¹⁾ | Approximate Dollar Value of Shares That May Yet be Purchased Under the Plans or Programs ⁽¹⁾ |
|--|----------------------------------|--|---|---|
| July 1, 2025 — July 31, 2025 | 4,804 | \$ 126.85 | — | \$ 500,000,000 |
| August 1, 2025 — August 31, 2025 | 572 | 144.45 | — | 500,000,000 |
| September 1, 2025 — September 30, 2025 | 189 | 138.68 | — | 500,000,000 |
| Total | 5,565 | \$ 129.06 | — | \$ 500,000,000 |

- (1) On April 30, 2025, the Company announced the board of directors' termination of the prior share repurchase authorization and approval of a new share repurchase authorization of up to \$500.0 million of the Company's outstanding shares of common stock.

In the third quarter of 2025, the Company did not repurchase or retire any shares pursuant to share repurchase plans authorized by our board of directors. The 5,565 shares presented in the table above represent stock tendered in order to meet tax withholding requirements for restricted stock units vested. Share repurchases under the program may be made through a variety of methods, which may include open market purchases, block trades, accelerated share repurchases, trading plans in accordance with Rule 10b-5 or Rule 10b-18 under the Exchange Act, or any combination of such methods. The program does not obligate the Company to acquire any particular amount of its common stock, and the share repurchase program may be suspended or discontinued at any time at the Company's discretion.

Item 5. Other Information

None.

Item 6. Exhibits

| <u>Description</u> |
|---|
| 3.1 Amended and Restated Certificate of Incorporation of Builders FirstSource, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 27, 2025, File Number 001-40620) |
| 3.2 Amended and Restated By-Laws of Builders FirstSource, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed with the Securities and Exchange Commission on May 27, 2025, File Number 001-40620) |
| 31.1* Certification of Chief Executive Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, signed by Peter M. Jackson as Chief Executive Officer |
| 31.2* Certification of Chief Financial Officer pursuant to 17 CFR 240.13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, signed by Pete R. Beckmann as Chief Financial Officer |
| 32.1** Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, signed by Peter M. Jackson as Chief Executive Officer and Pete R. Beckmann as Chief Financial Officer |
| 101* The following financial information from Builders FirstSource, Inc.'s Form 10-Q filed on October 30, 2025 formatted in Inline eXtensible Business Reporting Language ("Inline XBRL"): (i) Condensed Consolidated Statement of Operations for the three and nine months ended September 30, 2025 and 2024, (ii) Condensed Consolidated Balance Sheet as of September 30, 2025 and December 31, 2024, (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2025 and 2024, (iv) Condensed Consolidated Statements of Changes in Stockholders' Equity for the three and nine months ended September 30, 2025 and 2024 and (v) the Notes to Condensed Consolidated Financial Statements. |
| 104* The cover page for the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2025, has been formatted in Inline XBRL. |

* Filed herewith.

** Builders FirstSource, Inc. is furnishing, but not filing, the written statement pursuant to Title 18 United States Code 1350, as added by Section 906 of the Sarbanes-Oxley Act of 2002, of Peter M. Jackson, our Chief Executive Officer, and Pete R. Beckmann, our Chief Financial Officer.

+ Indicates a management contract or compensatory plan or arrangement.

SIGNATURES

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

BUILDERS FIRSTSOURCE, INC.

/s/ PETER M. JACKSON

Peter M. Jackson
President and Chief Executive Officer
(Principal Executive Officer)

October 30, 2025

/s/ PETE R. BECKMANN

Pete R. Beckmann
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

October 30, 2025

/s/ MATTHEW TRESTER

Matthew Trester
Vice President and Controller
(Principal Accounting Officer)

October 30, 2025