
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended November 2, 2025

OR

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

For transition period from to
Commission File Number 001-40650



Core & Main, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

86-3149194

(I.R.S. Employer
Identification Number)

**1830 Craig Park Court
St. Louis, Missouri 63146
(314) 432-4700**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.01 per share	CNM	The New York Stock Exchange

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

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

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

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

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

As of December 5, 2025, there were 188,802,673 shares of the registrant's Class A common stock, par value \$0.01 per share, and 6,709,636 shares of the registrant's Class B common stock, par value \$0.01 per share, outstanding.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements include, without limitation, all statements other than statements of historical facts contained in this Quarterly Report, including statements relating to our intentions, beliefs, assumptions or current expectations concerning, among other things, our future results of operations and financial position, business strategy and plans and objectives of management for future operations, including, among others, statements regarding expected growth, future capital expenditures, capital allocation and debt service obligations, and the anticipated impact on our business.

Some of the forward-looking statements can be identified by the use of forward-looking terms such as “believes,” “expects,” “may,” “will,” “shall,” “should,” “would,” “could,” “seeks,” “aims,” “projects,” “is optimistic,” “intends,” “plans,” “estimates,” “anticipates” or the negative versions of these words or other comparable terms.

Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be outside our control. We caution you that forward-looking statements are not guarantees of future performance or outcomes and that actual performance and outcomes, including, without limitation, our actual results of operations, financial condition and liquidity, and the development of the market in which we operate, may differ materially from those made in or suggested by the forward-looking statements contained in this Quarterly Report on Form 10-Q. In addition, even if our results of operations, financial condition, cash flows and the development of the market in which we operate are consistent with the forward-looking statements contained in this Quarterly Report on Form 10-Q, those results or developments may not be indicative of results or developments in subsequent periods. A number of important factors, including, without limitation, the risks and uncertainties discussed under the captions “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended February 2, 2025 (the “2024 Annual Report on Form 10-K”) and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Quarterly Report on Form 10-Q, could cause actual results and outcomes to differ materially from those reflected in the forward-looking statements. Furthermore, new risks and uncertainties emerge from time to time, and it is not possible for us to predict all risks and uncertainties that could have an impact on the forward-looking statements contained in this Quarterly Report on Form 10-Q. Factors that could cause actual results and outcomes to differ from those reflected in forward-looking statements include, without limitation:

- declines, volatility and cyclicalities in the U.S. residential and non-residential construction markets;
- slowdowns in municipal infrastructure spending and delays in appropriations of federal funds;
- our ability to competitively bid for contracts;
- price fluctuations in our product costs (including effects of tariffs);
- our ability to manage our inventory effectively, including during periods of supply chain disruptions;
- risks involved with acquisitions and other strategic transactions, including our ability to identify, acquire, close or integrate acquisition targets successfully;
- the fragmented and highly competitive markets in which we compete and consolidation within our industry;
- the development of alternatives to distributors of our products in the supply chain;
- our ability to hire, engage and retain key personnel, including sales representatives, qualified branch, district and regional managers and senior management;
- our ability to identify, develop and maintain relationships with a sufficient number of qualified suppliers and the potential that our exclusive or limited supplier distribution rights are terminated;
- changes in supplier rebates or other terms of our supplier agreements;
- the availability of freight;
- the ability of our customers to make payments on credit sales;
- our ability to identify and introduce new products and product lines effectively;
- the spread of, and response to public health crises and the inability to predict the ultimate impact on us;
- costs and potential liabilities or obligations imposed by environmental, health and safety laws and requirements;
- regulatory change and the costs of compliance with regulation;
- changes in stakeholder expectations in respect of environmental, social and governance (“ESG”) and sustainability practices;

- exposure to product liability, construction defect and warranty claims and other litigation and legal proceedings;
- potential harm to our brand or reputation;
- difficulties with or interruptions of our fabrication services;
- safety and labor risks associated with the distribution of our products;
- interruptions in the proper functioning of the Company's and our third-party service providers' information technology systems, including from cybersecurity threats;
- impairment in the carrying value of goodwill, intangible assets or other long-lived assets;
- our ability to continue our customer relationships with short-term contracts;
- risks associated with operating internationally including exporting and importing of certain products;
- our indebtedness and the potential that we may incur additional indebtedness that might restrict our operating flexibility;
- the limitations and restrictions in the agreements governing our indebtedness, the Amended and Restated Limited Partnership Agreement of Holdings, as amended, and the Tax Receivable Agreements (each as defined herein);
- increases in interest rates on our variable rate indebtedness;
- changes in our credit ratings and outlook;
- our ability to generate the significant amount of cash needed to service our indebtedness;
- our organizational structure, including our payment obligations under the Tax Receivable Agreements, which may be significant;
- our ability to sustain an active, liquid trading market for our Class A common stock; and
- risks related to other factors discussed under "Risk Factors" in our 2024 Annual Report on Form 10-K.

You should read this Quarterly Report on Form 10-Q and our 2024 Annual Report on Form 10-K completely and with the understanding that actual future results may be materially different from expectations. All forward-looking statements made in this Quarterly Report on Form 10-Q are qualified by these cautionary statements. These forward-looking statements are made only as of the date of this Quarterly Report on Form 10-Q, and we do not undertake any obligation, other than as may be required by law, to update or revise any forward-looking or cautionary statements to reflect changes in assumptions, the occurrence of events, unanticipated or otherwise, and changes in future operating results over time or otherwise.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

CORE & MAIN, INC. CONDENSED CONSOLIDATED BALANCE SHEETS *Amounts in millions (except share and per share data), unaudited*

	November 2, 2025	February 2, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 89	\$ 8
Receivables, net of allowance for credit losses of \$22 and \$18, respectively	1,342	1,066
Inventories	1,016	908
Prepaid expenses and other current assets	60	43
Total current assets	2,507	2,025
Property, plant and equipment, net	175	168
Operating lease right-of-use assets	280	244
Intangible assets, net	847	935
Goodwill	1,918	1,898
Deferred income taxes	571	558
Other assets	2	42
Total assets	\$ 6,300	\$ 5,870
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current maturities of long-term debt	\$ 24	\$ 24
Accounts payable	734	562
Accrued compensation and benefits	107	123
Current operating lease liabilities	74	67
Other current liabilities	168	90
Total current liabilities	1,107	866
Long-term debt	2,129	2,237
Non-current operating lease liabilities	207	178
Deferred income taxes	89	87
Tax receivable agreement liabilities	682	706
Other liabilities	31	22
Total liabilities	4,245	4,096
Commitments and contingencies		
Class A common stock, par value \$0.01 per share, 1,000,000,000 shares authorized, 189,736,004 and 189,815,899 shares issued and outstanding as of November 2, 2025 and February 2, 2025, respectively	2	2
Class B common stock, par value \$0.01 per share, 500,000,000 shares authorized, 6,709,636 and 7,936,061 shares issued and outstanding as of November 2, 2025 and February 2, 2025, respectively	—	—
Additional paid-in capital	1,245	1,220
Retained earnings	736	449
Accumulated other comprehensive (loss) income	(6)	27
Total stockholders' equity attributable to Core & Main, Inc.	1,977	1,698
Non-controlling interests	78	76
Total stockholders' equity	2,055	1,774
Total liabilities and stockholders' equity	\$ 6,300	\$ 5,870

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

CORE & MAIN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
Amounts in millions (except share and per share data), unaudited

	Three Months Ended		Nine Months Ended	
	November 2, 2025	October 27, 2024	November 2, 2025	October 27, 2024
Net sales	\$ 2,062	\$ 2,038	\$ 6,066	\$ 5,743
Cost of sales	1,501	1,495	4,435	4,214
Gross profit	561	543	1,631	1,529
Operating expenses:				
Selling, general and administrative	295	274	890	799
Depreciation and amortization	46	46	137	135
Total operating expenses	341	320	1,027	934
Operating income	220	223	604	595
Interest expense	30	36	91	106
Income before provision for income taxes	190	187	513	489
Provision for income taxes	47	47	124	122
Net income	143	140	389	367
Less: net income attributable to non-controlling interests	6	7	18	20
Net income attributable to Core & Main, Inc.	\$ 137	\$ 133	\$ 371	\$ 347
Earnings per share ("EPS")				
Basic	\$ 0.72	\$ 0.69	\$ 1.95	\$ 1.81
Diluted	\$ 0.72	\$ 0.69	\$ 1.94	\$ 1.79
Number of shares used in computing EPS				
Basic	190,214,298	191,538,672	189,973,574	192,173,529
Diluted	197,905,484	201,165,553	198,302,805	202,146,712

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

CORE & MAIN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
Amounts in millions, unaudited

	Three Months Ended		Nine Months Ended	
	November 2, 2025	October 27, 2024	November 2, 2025	October 27, 2024
Net income	\$ 143	\$ 140	\$ 389	\$ 367
Net comprehensive loss, net of tax benefit of \$1, \$3, \$11 and \$8, respectively	(5)	(9)	(34)	(24)
Total comprehensive income	138	131	355	343
Less: comprehensive income attributable to non-controlling interests	6	7	17	19
Total comprehensive income attributable to Core & Main, Inc.	<u>\$ 132</u>	<u>\$ 124</u>	<u>\$ 338</u>	<u>\$ 324</u>

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

CORE & MAIN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
Amounts in millions (except share data), unaudited

	Class A Common Stock		Class B Common Stock		Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non-Controlling Interests	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balances at February 2, 2025	189,815,899	\$ 2	7,936,061	\$ —	\$ 1,220	\$ 449	\$ 27	\$ 76	\$ 1,774
Net income	—	—	—	—	—	100	—	5	105
Equity-based compensation	—	—	—	—	5	—	—	—	5
Net comprehensive loss, net of tax	—	—	—	—	—	—	(20)	(1)	(21)
Distributions to non-controlling interest holders	—	—	—	—	—	—	—	(2)	(2)
Repurchase and Retirement of equity interests	(837,268)	—	—	—	(5)	(34)	—	—	(39)
Exchange of Partnership Interests and Class B Shares for Class A Shares	279,352	—	(286,571)	—	1	—	—	(1)	—
Establishment/adjustment of deferred tax asset associated with Core & Main investment in Core & Main Holdings, LP	—	—	—	—	4	—	—	—	4
Establishment of Tax receivable agreement liabilities	—	—	—	—	(4)	—	—	—	(4)
Activity under equity-based compensation plans, net of tax withholdings	193,286	—	—	—	(1)	—	—	—	(1)
Balances at May 4, 2025	189,451,269	2	7,649,490	—	1,220	515	7	77	1,821
Net income	—	—	—	—	—	134	—	7	141
Equity-based compensation	—	—	—	—	5	—	—	—	5
Net comprehensive loss, net of tax	—	—	—	—	—	—	(8)	—	(8)
Distributions to non-controlling interest holders	—	—	—	—	—	—	—	(2)	(2)
Repurchase and Retirement of equity interests	(121,835)	—	—	—	(1)	(7)	—	—	(8)
Exchange of Partnership Interests and Class B Shares for Class A Shares	706,438	—	(717,475)	—	6	—	—	(6)	—
Establishment/adjustment of deferred tax asset associated with Core & Main investment in Core & Main Holdings, LP	—	—	—	—	13	—	—	—	13
Establishment of Tax receivable agreement liabilities	—	—	—	—	(11)	—	—	—	(11)
Activity under equity-based compensation plans, net of tax withholdings	456,111	—	—	—	11	—	—	—	11
Balances at August 3, 2025	190,491,983	2	6,932,015	—	1,243	642	(1)	76	1,962
Net income	—	—	—	—	—	137	—	6	143
Equity-based compensation	—	—	—	—	4	—	—	—	4
Net comprehensive loss, net of tax	—	—	—	—	—	—	(5)	—	(5)
Distributions to non-controlling interest holders	—	—	—	—	—	—	—	(1)	(1)
Repurchase and Retirement of equity interests	(990,136)	—	—	—	(7)	(43)	—	—	(50)
Exchange of Partnership Interests and Class B Shares for Class A Shares	208,027	—	(222,379)	—	3	—	—	(3)	—
Establishment/adjustment of deferred tax asset associated with Core & Main investment in Core & Main Holdings, LP	—	—	—	—	3	—	—	—	3
Establishment of Tax receivable agreement liabilities	—	—	—	—	(2)	—	—	—	(2)
Activity under equity-based compensation plans, net of tax withholdings	26,130	—	—	—	1	—	—	—	1
Balances at November 2, 2025	189,736,004	\$ 2	6,709,636	\$ —	\$ 1,245	\$ 736	\$ (6)	\$ 78	\$ 2,055

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

	Class A Common Stock		Class B Common Stock		Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Non-Controlling Interests	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					
Balances at January 28, 2024	191,663,608	\$ 2	9,630,186	\$ —	\$ 1,214	\$ 189	\$ 46	\$ 73	\$ 1,524
Net income	—	—	—	—	—	95	—	6	101
Equity-based compensation	—	—	—	—	3	—	—	—	3
Net comprehensive gain, net of tax	—	—	—	—	—	—	17	1	18
Distributions to non-controlling interest holders	—	—	—	—	(2)	—	—	(2)	(4)
Exchange of Partnership Interests and Class B Shares for Class A Shares	812,612	—	(816,654)	—	4	—	—	(4)	—
Establishment/adjustment of deferred tax asset associated with Core & Main investment in Core & Main Holdings, LP	—	—	—	—	13	—	—	—	13
Establishment of Tax receivable agreement liabilities	—	—	—	—	(10)	—	—	—	(10)
Activity under equity-based compensation plans, net of tax withholdings	158,097	—	—	—	(1)	—	—	—	(1)
Balances at April 28, 2024	192,634,317	2	8,813,532	—	1,221	284	63	74	1,644
Net income	—	—	—	—	—	119	—	7	126
Equity-based compensation	—	—	—	—	4	—	—	—	4
Net comprehensive loss, net of tax	—	—	—	—	—	—	(31)	(2)	(33)
Distributions to non-controlling interest holders	—	—	—	—	(1)	—	—	(1)	(2)
Repurchase and Retirement of equity interests	(429,996)	—	—	—	(3)	(18)	—	—	(21)
Exchange of Partnership Interests and Class B Shares for Class A Shares	326,889	—	(329,823)	—	2	—	—	(2)	—
Establishment/adjustment of deferred tax asset associated with Core & Main investment in Core & Main Holdings, LP	—	—	—	—	5	—	—	—	5
Establishment of Tax receivable agreement liabilities	—	—	—	—	(4)	—	—	—	(4)
Activity under equity-based compensation plans, net of tax withholdings	111,479	—	—	—	1	—	—	—	1
Balances at July 28, 2024	192,642,689	2	8,483,709	—	1,225	385	32	76	1,720
Net income	—	—	—	—	—	133	—	7	140
Equity-based compensation	—	—	—	—	4	—	—	—	4
Net comprehensive loss, net of tax	—	—	—	—	—	—	(9)	—	(9)
Distributions to non-controlling interest holders	—	—	—	—	—	—	—	(1)	(1)
Repurchase and Retirement of equity interests	(2,460,487)	—	—	—	(12)	(85)	—	(3)	(100)
Establishment/adjustment of deferred tax asset associated with Core & Main investment in Core & Main Holdings, LP	—	—	—	—	(3)	—	—	—	(3)
Establishment of Tax receivable agreement liabilities	—	—	—	—	(1)	—	—	—	(1)
Activity under equity-based compensation plans, net of tax withholdings	7,232	—	—	—	—	—	—	—	—
Balances at October 27, 2024	190,189,434	\$ 2	8,483,709	\$ —	\$ 1,213	\$ 433	\$ 23	\$ 79	\$ 1,750

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

CORE & MAIN, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Amounts in millions, unaudited

	Nine Months Ended	
	November 2, 2025	October 27, 2024
Cash Flows From Operating Activities:		
Net income	\$ 389	\$ 367
Adjustments to reconcile net cash from operating activities:		
Depreciation and amortization	144	144
Equity-based compensation expense	14	11
Deferred income tax expense	20	9
Other	10	10
Changes in assets and liabilities:		
(Increase) decrease in receivables	(277)	(316)
(Increase) decrease in inventories	(106)	(77)
(Increase) decrease in other assets	(2)	(8)
Increase (decrease) in accounts payable	169	235
Increase (decrease) in accrued liabilities	21	11
Net cash provided by operating activities	382	386
Cash Flows From Investing Activities:		
Capital expenditures	(31)	(24)
Acquisitions of businesses, net of cash acquired	(32)	(722)
Other	(8)	(11)
Net cash used in investing activities	(71)	(757)
Cash Flows From Financing Activities:		
Repurchase and retirement of equity interests	(97)	(121)
Distributions to non-controlling interest holders	(5)	(9)
Payments pursuant to Tax Receivable Agreements	(18)	(11)
Borrowings on asset-based revolving credit facility	150	715
Repayments on asset-based revolving credit facility	(243)	(910)
Issuance of long-term debt	—	750
Repayments of long-term debt	(18)	(17)
Debt issuance costs	—	(14)
Other	1	(3)
Net cash (used in) provided by financing activities	(230)	380
Increase in cash and cash equivalents	81	9
Cash and cash equivalents at the beginning of the period	8	1
Cash and cash equivalents at the end of the period	\$ 89	\$ 10
Cash paid for interest (excluding effects of interest rate swap)	\$ 109	\$ 141
Cash paid for income taxes	72	107

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

CORE & MAIN, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Dollars in millions, except as noted, unaudited

1) BASIS OF PRESENTATION & DESCRIPTION OF BUSINESS

Business and Organization

Core & Main, Inc. (“Core & Main” and collectively with its subsidiaries, the “Company”) is a leading specialty distributor dedicated to advancing reliable infrastructure with local service, nationwide. With a focus on water, wastewater, storm drainage and fire protection products, and related services, the Company provides solutions to municipalities, private water companies and professional contractors across municipal, non-residential and residential end markets. The Company’s specialty products and services are used in the maintenance, repair, replacement, and construction of water and fire protection infrastructure. The Company reaches customers through a network of approximately 370 branches across 49 United States (“U.S.”) states. The Company’s products include pipes, valves, fittings, storm drainage products, fire protection products, meter products and other products. The Company has complemented its core products through additional offerings, including fusible high-density polyethylene (“fusible HDPE”) piping solutions, specifically engineered treatment plant products and geosynthetics and erosion control products. The Company’s services and capabilities allow for integration with customers and form part of their sourcing and procurement function. Substantially all of the Company’s long-lived assets are located within the U.S.

Core & Main is a holding company that indirectly owns Core & Main LP through its ownership interest in Core & Main Holdings, LP (“Holdings”). Core & Main’s primary material assets are its direct and indirect ownership interest in Holdings and deferred tax assets associated with such ownership.

Repurchase Program

On June 12, 2024, the Company’s board of directors authorized a share repurchase program (the “Repurchase Program”), pursuant to which the Company may purchase up to \$500 million of the Company’s Class A common stock. Shares repurchased under the Repurchase Program are retired immediately and are accounted for as a decrease to stockholders’ equity. For the nine months ended November 2, 2025, the Company repurchased 1,949,239 shares of Class A common stock for a total of \$97 million through open market transactions. For the nine months ended October 27, 2024 the Company repurchased 2,890,483 shares of Class A common stock for a total of \$121 million through open market transactions. As of November 2, 2025, \$227 million of the authorized amount remained available for use under the Repurchase Program.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements present the results of operations, financial position and cash flows of Core & Main and its subsidiaries, which includes the consolidated financial statements of Holdings and its consolidated subsidiary, Core & Main LP, as the legal entity that conducts the operations of the Company. All intercompany balances and transactions have been eliminated in consolidation. The limited partner interests of Holdings (“Partnership Interests”) not held by Core & Main are reflected as non-controlling interests in the consolidated financial statements.

In management’s opinion, the unaudited condensed consolidated financial information for the interim periods presented include all normal recurring adjustments necessary for a fair statement of the Company’s results of operations, financial position and cash flows, which include all disclosures required by accounting principles generally accepted in the United States of America (“U.S. GAAP”). Revenues, expenses, assets and liabilities can vary during each quarter of the year. Therefore, the results and trends in these interim unaudited condensed consolidated financial statements may not be the same as those for the full year. The February 2, 2025 condensed consolidated Balance Sheet was derived from audited financial statements as of that date, but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The accompanying unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the related notes thereto as of and for the fiscal year ended February 2, 2025 included in our Annual Report on Form 10-K for the fiscal year ended February 2, 2025 (the “2024 Annual Report on Form 10-K”).

Segments

The Company's chief operating decision maker ("CODM") is the Chief Executive Officer. The CODM manages the business as a single operating and reportable segment. The Company operates approximately 370 branch locations across the U.S. The nature of the products and services, suppliers, customers and distribution methods are similar across branches. The consolidated performance of the Company is utilized to determine incentive compensation for executive officers, annual merit decisions, management of national supplier relationships, allocation of resources and in evaluating acquisitions and the Company's capital structure. Performance is most notably measured by the CODM based on net sales and net income at the consolidated level, as reported in the consolidated statement of operations. Significant expenses within net income include cost of sales and selling, general and administrative expense, which are each separately presented in the consolidated statement of operations. Other segment items within net income include depreciation and amortization expense, interest expense and income tax expense.

Fiscal Year

The Company's fiscal year is a 52- or 53-week period ending on the Sunday nearest to January 31st. Quarters within the fiscal year include 13-week periods, unless a fiscal year includes a 53rd week, in which case the fourth quarter of the fiscal year will be a 14-week period. Each of the three months ended November 2, 2025 and three months ended October 27, 2024 included 13 weeks and each of the nine months ended November 2, 2025 and nine months ended October 27, 2024 included 39 weeks. The current fiscal year ending February 1, 2026 ("fiscal 2025") will include 52 weeks.

Estimates

Management has made a number of estimates and assumptions relating to the reporting of certain assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses in preparing the elements of these financial statements in conformity with U.S. GAAP. Actual results could differ from these estimates.

Accounting Policies

The Company's significant accounting policies are discussed in Note 2 to the audited consolidated financial statements in our 2024 Annual Report on Form 10-K. There have been no significant changes to these policies which have had a material impact on the Company's unaudited condensed consolidated financial statements and related notes during the three and nine months ended November 2, 2025.

2) RECENT ACCOUNTING PRONOUNCEMENTS

Income Tax Disclosures - In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures" ("ASU 2023-09"). The new guidance requires, on an annual basis, disclosure of specific categories in the rate reconciliation and disclosure of income taxes paid disaggregated by jurisdiction. ASU 2023-09 is effective for annual periods beginning after December 15, 2024. The adoption of ASU 2023-09 is expected to result in additional disclosures, but not have a material impact on the consolidated financial statements.

Disaggregation of Income Statement Expenses - In November 2024, the FASB issued ASU No. 2024-03, "Disaggregation of Income Statement Expenses" ("ASU 2024-03"). The new guidance requires additional disclosure related to the disaggregation of income statement expense categories. ASU 2024-03 is effective for annual periods beginning after December 15, 2026 and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The adoption of ASU 2024-03 is expected to result in additional disclosures and the Company is currently evaluating the effect this standard will have on the consolidated financial statements.

Targeted Improvements to the Accounting for Internal-Use Software - 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" ("ASU 2025-06"). The new guidance revises the criteria as to when an entity is required to start capitalizing software costs and requires an entity to evaluate whether the probable-to-completion recognition threshold has been met. ASU 2025-06 is effective for annual periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the effect this standard will have on the consolidated financial statements and related disclosures.

3) REVENUE

Disaggregation of Revenue

The following table represents net sales disaggregated by product category:

Product Category	Three Months Ended		Nine Months Ended	
	November 2, 2025	October 27, 2024	November 2, 2025	October 27, 2024
Pipes, valves & fittings products	\$ 1,382	\$ 1,386	\$ 4,109	\$ 3,884
Storm drainage products	333	327	963	886
Fire protection products	152	145	459	455
Meter products	195	180	535	518
Total net sales	\$ 2,062	\$ 2,038	\$ 6,066	\$ 5,743

4) ACQUISITIONS

The Company completed various acquisitions during the nine months ended November 2, 2025 (the "Fiscal 2025 Acquisition") and the nine months ended October 27, 2024 (the "Fiscal 2024 Acquisitions") with an aggregate transaction value of \$49 million and \$748 million, subject to working capital adjustments, respectively. The transaction value for the Fiscal 2025 Acquisition consists of \$31 million of initial cash consideration and contingent consideration of up to \$18 million based upon financial performance after closing. These transactions were funded with cash and borrowings under the Senior Term Loan Credit Facility (as defined in Note 6).

Fiscal 2025 Acquisition

- On September 30, 2025, the Company acquired certain assets and assumed certain liabilities of Canada Waterworks Inc. and Canada Waterworks Ottawa Inc. (collectively, "Canada Waterworks"). Canada Waterworks has three locations and is a Canadian distributor of water and wastewater products.

Fiscal 2024 Acquisitions

- On September 16, 2024, the Company acquired certain assets and assumed certain liabilities of Green Equipment Company ("Green Equipment"). Green Equipment has one location and is a provider of underground utility protection equipment.
- On September 9, 2024, the Company acquired certain assets and assumed certain liabilities of GroGreen Solutions Georgia, LLC ("GroGreen"). GroGreen has four locations and is a provider of erosion control products.
- On August 12, 2024, the Company acquired certain assets and assumed certain liabilities of HM Pipe Products LP and HM Pipe Products Kitchner LP (collectively, "HM Pipe Products"). HM Pipe Products has two locations and is a Canadian distributor of water and wastewater products.
- On May 6, 2024, the Company acquired certain assets and assumed certain liabilities of Geothermal Supply Company Inc. ("GSC"). GSC has one location and is a distributor and fabricator of fusible HDPE pipe and other related products, primarily serving the geothermal, water and sewer industries.
- On April 30, 2024, the Company acquired certain assets and assumed certain liabilities of EGW Utilities Inc. ("EGW"). EGW has one location and is a provider of underground utility infrastructure products and services.
- On April 1, 2024, the Company acquired all of the outstanding shares of NW Geosynthetics Inc. ("ACF West"). ACF West has six locations and is a distributor of geosynthetic materials and provider of soil stabilization solutions.
- On March 7, 2024, the Company acquired all of the membership interests of DKC Group Holdings, LLC, and associated entities (collectively, "Dana Kepner"). Dana Kepner has twenty-one locations and is a distributor of water, wastewater, storm drainage, and geotextile products, along with specialty tools and accessories.
- On February 12, 2024, the Company acquired certain assets and assumed certain liabilities of Eastern Supply Inc. and a related entity (collectively, "Eastern Supply"). Eastern Supply has two locations and is a distributor of a broad range of storm drainage products, with custom fabrication capabilities.

The following table represents the preliminary allocation of the transaction price to the fair value of identifiable assets acquired and liabilities assumed in the Fiscal 2025 Acquisition and final allocation of the transaction price to the fair value of identifiable assets acquired and liabilities assumed in the Fiscal 2024 Acquisitions. The allocations are preliminary for items including review of working capital balances and the completion of intangible asset valuations.

	Fiscal 2025 Acquisition	Fiscal 2024 Acquisitions ⁽¹⁾
Cash	\$ —	\$ 31
Receivables	9	94
Inventories	6	111
Intangible assets	14	277
Goodwill	20	325
Property, plant and equipment	1	16
Operating lease right-of-use assets	1	22
Other assets, current and non-current	—	2
Total assets acquired	<u>51</u>	<u>878</u>
Accounts payable	3	42
Deferred income taxes	—	41
Contingent consideration	14	5
Operating lease liabilities, current and non-current	1	22
Deferred consideration	—	8
Other liabilities, current and non-current	—	7
Net assets acquired	<u>\$ 33</u>	<u>\$ 753</u>

(1) Amounts include the purchase price allocation of Dana Kepner net assets of \$263 million to goodwill, \$184 million to intangible assets, \$89 million to net working capital, \$29 million to cash and \$8 million to fixed assets. Additionally, includes a deferred income tax liability of \$36 million for the Dana Kepner acquisition.

The Canada Waterworks acquisition includes a contingent consideration arrangement of up to \$18 million that will be paid by the Company to the Canada Waterworks sellers, based upon certain future Adjusted EBITDA targets over a two-year period. The range of the undiscounted amounts the Company could pay under the contingent consideration agreement is between zero and \$18 million. The fair value of the contingent consideration recognized on the acquisition date of \$14 million was estimated by utilizing a weighted probability assessment of the potential outcomes (a level 3 fair value measurement based on unobservable inputs).

The net outflow of cash in respect of the purchase of businesses is as follows:

	Fiscal 2025 Acquisition	Fiscal 2024 Acquisitions
Net assets acquired	\$ 33	\$ 753
Less: Cash acquired in acquisition	—	(31)
Plus: Contingent consideration	14	—
Total consideration	47	722
Less: Contingent consideration	<u>\$ (14)</u>	<u>—</u>
Total consideration, net of cash; investing cash outflow	<u>\$ 33</u>	<u>\$ 722</u>

In the above transactions, to the extent applicable, the excess of purchase price over net tangible and intangible assets acquired resulted in goodwill, which represents the assembled workforce and anticipated long-term growth in new markets, customers and products. Goodwill of \$20 million and \$239 million associated with the Fiscal 2025 Acquisition and Fiscal 2024 Acquisitions, respectively, are fully deductible by the Company for U.S. income tax purposes.

Intangible Assets

For the Fiscal 2025 Acquisition and the Fiscal 2024 Acquisitions, the intangible assets acquired consisted of customer relationships and other intangible assets.

The customer relationship intangible assets represent the value associated with those customer relationships in place at the date of each transaction included in the Fiscal 2025 Acquisition and Fiscal 2024 Acquisitions. The Company valued the customer relationships using an excess earnings method including various inputs such as customer attrition rate, revenue growth rate, gross margin percentage and discount rate. Cash flows associated with the existing relationships are expected to diminish over time due to customer turnover. The Company reflected this expected diminishing cash flow through the utilization of an annual customer attrition rate assumption and in its method of amortization.

The other intangible assets primarily consist of trademark intangible assets that represent the value associated with the brand names in place at the date of the applicable closing.

A summary of the intangible asset acquired and assumptions utilized in the valuation for the Fiscal 2025 Acquisition and Fiscal 2024 Acquisitions is as follows:

	Intangible Asset Amount	Weighted Average Amortization Period	Weighted Average Discount Rate	Weighted Average Attrition Rate
Customer Relationships				
Fiscal 2025 Acquisition	\$ 12	10 years	14.3 %	10.0 %
Fiscal 2024 Acquisitions ⁽¹⁾	272	10 years	13.5 %	12.4 %
Other Intangible Assets				
Fiscal 2025 Acquisition	\$ 2	7 years	14.3 %	N/A
Fiscal 2024 Acquisitions	5	5 years	13.6 %	N/A

(1) Customer relationships acquired and assumptions utilized in the valuation for the Dana Kepner acquisition were as follows: \$181 million customer relationship intangible asset, 10 years amortization period, 13.0% discount rate and 12.5% attrition rate.

Pro Forma Financial Information

The following pro forma information presents a summary of the results of operations for the periods indicated as if the Dana Kepner acquisition had been completed as of January 30, 2023. The pro forma financial information is based on the historical financial information for the Company and Dana Kepner, along with certain pro forma adjustments. These pro forma adjustments consist primarily of:

- increased amortization and depreciation expense related to the intangible assets and fixed assets acquired, respectively, in the Dana Kepner acquisition;
- increased interest expense to reflect the borrowings under the Senior Term Loan Credit Facility including the interest and amortization of deferred financing costs;
- reclassification of direct acquisition transaction costs, retention bonuses and inventory fair value adjustments from the period incurred to periods these expenses would have been recognized given the assumed transaction date identified above; and
- the related income tax effects of the aforementioned adjustments to the provision for income taxes for Core & Main.

The following pro forma information has been prepared for comparative purposes only and is not necessarily indicative of the results of operations as they would have been had the Dana Kepner acquisition occurred on the assumed date, nor is it necessarily an indication of future operating results. In addition, the pro forma information does not reflect the cost of any integration activities, benefits from any synergies that may be derived from the Dana Kepner acquisition or revenue growth that may be anticipated.

	Nine Months Ended October 27, 2024
Net sales	\$ 5,772
Net income	368

As a result of integration of the Dana Kepner acquisition with existing operations of the Company it is impracticable to identify the discrete financial performance associated with the Dana Kepner acquisition. As such, the Company has not presented the post-acquisition net sales and net income for the Dana Kepner acquisition.

5) GOODWILL AND INTANGIBLE ASSETS

Goodwill

The carrying amount of the Company's goodwill included in its Balance Sheets is as follows:

	November 2, 2025	February 2, 2025
Gross Goodwill	\$ 1,918	\$ 1,898
Accumulated Impairment	—	—
Net Goodwill	<u>\$ 1,918</u>	<u>\$ 1,898</u>

The changes in the carrying amount of goodwill are as follows:

	Nine Months Ended November 2, 2025
Beginning Balance	\$ 1,898
Goodwill acquired	20
Ending Balance	<u>\$ 1,918</u>

Goodwill acquired during the nine months ended November 2, 2025 was primarily related to the Fiscal 2025 Acquisition, as further described in Note 4.

Goodwill represents the excess of purchase price over the fair value of net assets acquired. The Company does not amortize goodwill but does assess the recoverability of goodwill on an annual basis during the fourth quarter. If an event occurs or circumstances change that would “more likely than not” reduce the fair value of a reporting unit below its carrying value, an interim impairment test would be performed between annual tests.

Intangible Assets

The Company's intangible assets included in its Balance Sheets consist of the following:

	November 2, 2025			February 2, 2025		
	Gross Intangible	Accumulated Amortization	Net Intangible	Gross Intangible	Accumulated Amortization	Net Intangible
Customer relationships	\$ 1,788	\$ 978	\$ 810	\$ 1,775	\$ 868	\$ 907
Internal use software	32	—	32	23	—	23
Other intangible assets	12	7	5	10	5	5
Total	<u>\$ 1,832</u>	<u>\$ 985</u>	<u>\$ 847</u>	<u>\$ 1,808</u>	<u>\$ 873</u>	<u>\$ 935</u>

Amortization expense related to intangible assets was as follows:

	Three Months Ended		Nine Months Ended	
	November 2, 2025	October 27, 2024	November 2, 2025	October 27, 2024
Amortization expense	\$ 38	\$ 39	\$ 112	\$ 112

The estimated aggregate amortization expense on intangible assets owned by the Company for the remainder of fiscal 2025 and the next four full fiscal years is expected to be as follows:

Fiscal 2025	\$ 37
Fiscal 2026	140
Fiscal 2027	131
Fiscal 2028	122
Fiscal 2029	108

6) DEBT

Debt consisted of the following:

	November 2, 2025		February 2, 2025	
	Principal	Unamortized Discount and Debt Issuance Costs	Principal	Unamortized Discount and Debt Issuance Costs
Current maturities of long-term debt:				
Senior Term Loan due July 2028	\$ 15	\$ —	\$ 15	\$ —
Senior Term Loan due February 2031	9	—	9	—
	24	—	24	—
Long-term debt:				
Senior ABL Credit Facility due February 2029	—	—	93	—
Senior Term Loan due July 2028	1,222	10	1,233	12
Senior Term Loan due February 2031	926	9	933	10
	2,148	19	2,259	22
Total	\$ 2,172	\$ 19	\$ 2,283	\$ 22

The Company's debt obligations as of November 2, 2025 include the following debt agreements:

Senior Term Loan Credit Facility

Core & Main LP has entered into a Senior Term Loan Credit Facility (as defined herein) under which it can incur tranches of indebtedness. Pursuant to the Senior Term Loan Credit Facility, Core & Main LP entered into a \$1,500 million senior term loan (the "2028 Senior Term Loan"), which matures on July 27, 2028. The 2028 Senior Term Loan requires quarterly principal payments on the last business day of each fiscal quarter in an amount equal to approximately 0.25% of the original principal amount. The remaining balance is payable upon final maturity of the 2028 Senior Term Loan on July 27, 2028. The 2028 Senior Term Loan bears interest at a rate equal to (i) term secured overnight financing rate ("Term SOFR") plus, in each case, an effective applicable margin of 2.00% or (ii) the base rate, which will be the highest of (x) the corporate base rate established by the administrative agent as its prime rate in effect at its principal office in New York City from time to time, (y) the overnight federal funds rate plus 0.50% per annum and (z) one-month Term SOFR (adjusted for maximum reserves) plus 1.00% per annum, plus, in each case, an applicable margin of 1.50%. The 2028 Senior Term Loan is subject to a Term SOFR "floor" of 0.00%. The weighted average interest rate, excluding the effect of the interest rate swap, of Core & Main LP's outstanding borrowings under the 2028 Senior Term Loan as of November 2, 2025 was 5.99%. See further discussion of the interest rate swap below. Based on quotes from financial institutions (i.e., level 2 of the fair value hierarchy), the fair value of the 2028 Senior Term Loan was \$1,237 million as of November 2, 2025.

Pursuant to the Senior Term Loan Credit Facility, Core & Main LP also entered into an additional \$944 million senior term loan (the "2031 Senior Term Loan" and, together with the 2028 Senior Term Loan, the "Senior Term Loan Credit Facility"), which matures on February 9, 2031. The 2031 Senior Term Loan requires quarterly principal payments, payable on the last business day of each fiscal quarter, in an amount equal to approximately 0.25% of the principal amount of the 2031 Senior Term Loan. The remaining balance is payable upon final maturity of the 2031 Senior Term Loan on February 9, 2031. The 2031 Senior Term Loan bears interest at a rate equal to (i) Term SOFR plus, in each case, an applicable margin of 2.00% or (ii) an alternate base rate plus an applicable margin of 1.00%. The 2031 Senior Term Loan is subject to a Term SOFR "floor" of 0.00%. The weighted average interest rate, excluding the effect of the interest rate swap, of Core & Main LP's outstanding borrowings under the 2031 Senior Term Loan as of November 2, 2025 was 5.99%. See further discussion of the interest rate swap below. Based on quotes from financial institutions (i.e., level 2 of the fair value hierarchy), the fair value of the 2031 Senior Term Loan was \$935 million as of November 2, 2025.

Asset-Based Credit Facility

Core & Main LP has a senior asset-based revolving credit facility with a borrowing capacity of up to \$1,250 million, subject to borrowing base availability, with a maturity date of February 9, 2029 (the "Senior ABL Credit Facility"). Borrowings under the Senior ABL Credit Facility bear interest at either a Term SOFR rate plus an applicable margin ranging from 1.25% to 1.75%, or an alternate base rate plus an applicable margin ranging from 0.25% to 0.75%, depending on the borrowing capacity under the Senior ABL Credit Facility. Additionally, Core & Main LP pays a fee of 0.25% on unfunded commitments under the Senior ABL Credit Facility. As of November 2, 2025 there were no amounts outstanding and as of February 2, 2025 there was \$93 million of outstanding borrowings under the Senior ABL Credit Facility.

The aforementioned debt agreements include customary affirmative and negative covenants, which include, among other things, restrictions on Core & Main LP's ability to make distributions, pay dividends, create liens, incur additional indebtedness, make investments, dispose of assets and merge or consolidate with any other person. The Senior Term Loan Credit Facility may require accelerated repayment based upon cash flows generated in excess of operating and investing requirements when the Consolidated Secured Leverage Ratio (as defined in the agreement governing the Senior Term Loan Credit Facility) is greater than or equal to 3.25. In addition, the Senior ABL Credit Facility requires Core & Main LP to comply with a consolidated fixed charge coverage ratio of greater than or equal to 1.00 when availability under the Senior ABL Credit Facility is less than 10.0% of the lesser of (i) the then applicable borrowing base or (ii) the then aggregate effective commitments. The Company was in compliance with all debt covenants as of November 2, 2025.

Substantially all of Core & Main LP's assets are pledged as collateral for the Senior Term Loan Credit Facility and the Senior ABL Credit Facility.

The aggregate amount of debt payments for the remainder of fiscal 2025 and the next four full fiscal years are as follows:

Fiscal 2025	\$	6
Fiscal 2026		24
Fiscal 2027		24
Fiscal 2028		1,212
Fiscal 2029		9

Interest Rate Swaps

Core & Main LP entered into an instrument in which it makes payments to a third party based upon a fixed interest rate of 0.693% and receives payments based upon the one-month Term SOFR rate. The interest rate swap has a notional amount of \$700 million as of November 2, 2025 through the instrument maturity on July 27, 2026. This instrument is intended to reduce the Company's exposure to variable interest rates under the Senior Term Loan Credit Facility. As of November 2, 2025, this instrument resulted in an effective fixed rate of 2.693%, based upon the 0.693% fixed rate plus an effective applicable margin of 2.00%.

Core & Main LP entered into an additional instrument pursuant to which it will make payments to a third party based upon a fixed interest rate of 3.913% and receive payments based upon the one-month Term SOFR rate. The interest rate swap has a starting notional amount of \$750 million that increases to \$1,500 million on July 27, 2026 through the instrument maturity on July 27, 2028. The instrument is intended to reduce the Company's exposure to variable interest rates under the Senior Term Loan Credit Facility. As of November 2, 2025, this instrument resulted in an effective fixed rate of 5.913%, based upon the 3.913% fixed rate plus an effective applicable margin of 2.00%.

The fair value of these cash flow interest rate swaps was a \$16 million asset and a \$22 million liability as of November 2, 2025, which is included within prepaid expenses and other current assets and other current liabilities, respectively, in the Balance Sheet. The aggregate fair value of these cash flow interest rate swaps was a \$40 million asset as of February 2, 2025, which is included within other assets in the Balance Sheet.

Accumulated Other Comprehensive (Loss) Income	Three Months Ended		Nine Months Ended	
	November 2, 2025	October 27, 2024	November 2, 2025	October 27, 2024
Beginning of period balance	\$ (1)	\$ 33	\$ 30	\$ 48
Measurement adjustment gain (loss) for interest rate swap	2	(1)	(23)	5
Reclassification of (income) to interest expense	(7)	(11)	(23)	(37)
Tax benefit (expense) on interest rate swap adjustments				
Measurement adjustment gain (loss) for interest rate swap	(1)	—	5	(1)
Reclassification of (income) to interest expense	2	3	6	9
End of period balance	\$ (5)	\$ 24	\$ (5)	\$ 24

The cash flows related to settlement of the interest rate swaps are classified in the consolidated statements of cash flows based on the nature of the underlying hedged items. Fair value is based upon the present value of future cash flows under the terms of the contract and observable market inputs (level 2). Significant inputs used in determining fair value include forward-looking one-month Term SOFR rates and the discount rate applied to projected cash flows.

As of November 2, 2025, the Company estimates \$12 million of the cash flow interest rate swap net gains will be reclassified from accumulated other comprehensive income into earnings over the next 12 months.

7) INCOME TAXES

For the three months ended November 2, 2025 and three months ended October 27, 2024 the Company's effective tax rate was 24.7% and 25.1%, respectively. For the nine months ended November 2, 2025 and nine months ended October 27, 2024, the Company's effective tax rate was 24.2% and 24.9%, respectively. The effective tax rate for the nine months ended November 2, 2025 decreased primarily due to certain tax windfall benefits from equity award exercises.

Tax Receivable Agreements

The Company is party to a tax receivable agreement with certain stockholders affiliated with Clayton, Dublier & Rice ("CD&R") that transferred all of their Partnership Interests at the time of the initial public offering (the "Former Limited Partners Tax Receivable Agreement") and a tax receivable agreement with certain stockholders affiliated with CD&R and Core & Main Management Feeder, LLC ("Management Feeder") that continued to own Partnership Interests beyond the time of the initial public offering (the "Continuing Limited Partners Tax Receivable Agreement") (collectively, the "Tax Receivable Agreements"). The Company has generated tax attributes, and expects to generate additional tax attributes with future exchanges of Partnership Interests, that will reduce amounts that it would otherwise pay in the future to various tax authorities. The Tax Receivable Agreements provide payments to the parties subject to the Tax Receivable Agreements, or their permitted transferees, of 85% of the tax benefits realized by the Company, or in some circumstances are deemed to be realized.

The Company recorded payables to related parties pursuant to the Tax Receivable Agreements of \$723 million and \$725 million as of November 2, 2025 and February 2, 2025, respectively. Payments under the Tax Receivable Agreements within the next 12 months are expected to be \$41 million, which is included within other current liabilities in the Balance Sheet.

The actual amount and timing of any payments under the Tax Receivable Agreements will vary depending upon a number of factors, including the timing of exchanges by the holders of Partnership Interests, the amount of gain recognized by such holders of Partnership Interests, the amount and timing of the taxable income the Company generates in the future and the federal tax rates then applicable. Assuming (i) that Management Feeder exchanged all of its remaining Partnership Interests at \$52.18 per share of our Class A common stock (the closing stock price on October 31, 2025), (ii) no material changes in relevant tax law, (iii) a constant corporate tax rate of 25.1%, which represents a pro forma tax rate that includes a provision for U.S. federal income taxes and assumes the highest statutory rate apportioned to each state and local jurisdiction and (iv) that the Company earns sufficient taxable income in each year to realize on a current basis all tax benefits, the Company would recognize an additional deferred tax asset (subject to offset with existing deferred tax liabilities) of approximately \$103 million and a liability of approximately \$88 million, payable over the life of the Continuing Limited Partners Tax Receivable Agreement. The full exchange will also decrease Core & Main's aforementioned deferred tax asset associated with its investment in Holdings by \$6 million. The foregoing amounts are estimates and subject to change.

8) SUPPLEMENTAL FINANCIAL STATEMENT INFORMATION

Receivables

Receivables consisted of the following:

	November 2, 2025	February 2, 2025
Trade receivables, net of allowance for credit losses	\$ 1,244	\$ 986
Supplier rebate receivables	98	80
Receivables, net of allowance for credit losses	<u>\$ 1,342</u>	<u>\$ 1,066</u>

Accrued Compensation and Benefits

Accrued compensation and benefits consisted of the following:

	November 2, 2025	February 2, 2025
Accrued bonuses and commissions	\$ 79	\$ 91
Other compensation and benefits	28	32
Accrued compensation and benefits	<u>\$ 107</u>	<u>\$ 123</u>

Leases

The table below presents cash and non-cash impacts associated with leases:

	Nine Months Ended	
	November 2, 2025	October 27, 2024
Operating cash flow payments for operating lease liabilities	\$ 53	\$ 47
Operating cash flow payments for non-lease components	30	24
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 90	\$ 53

The non-cash impact related to right-of-use assets obtained in exchange for new operating lease liabilities in the table above excludes the impact from acquisitions.

Depreciation Expense

Depreciation expense is classified within cost of sales and depreciation and amortization within the Statement of Operations. Depreciation expense related to property, plant and equipment, including capitalized software, was as follows:

	Three Months Ended		Nine Months Ended	
	November 2, 2025	October 27, 2024	November 2, 2025	October 27, 2024
Depreciation expense	\$ 10	\$ 9	\$ 28	\$ 26

9) NON-CONTROLLING INTERESTS

Core & Main consolidates the consolidated financial statements of Holdings and attributes a portion of net income and equity of Holdings to non-controlling interests related to the vested Partnership Interests held by Management Feeder. The Company had non-controlling interests of 3.4% and 3.9% as of November 2, 2025 and February 2, 2025, respectively.

10) BASIC AND DILUTED EARNINGS PER SHARE

The following table presents the calculation of basic and diluted earnings per share for the three and nine months ended November 2, 2025 and October 27, 2024.

Basic earnings per share is computed by dividing net income attributable to Core & Main for the period by the weighted average number of shares of Class A common stock outstanding during the same period. Shares of Class A common stock issued during the period were weighted for the portion of the period in which the shares of Class A common stock were outstanding. The Company did not apply the two-class method because shares of Class B common stock do not participate in earnings of Core & Main. As a result, the shares of Class B common stock are not considered participating securities and are not included in the weighted average shares outstanding for purposes of basic earnings per share. Net income allocated to holders of non-controlling interests was excluded from net income available to the Class A common stock. There were no preferred dividends and no shares of preferred stock outstanding for the period.

The diluted earnings per share calculation includes the basic weighted average number of shares of Class A common stock outstanding plus the dilutive impact of potential outstanding shares of Class A common stock that would be issued upon exchange of Partnership Interests, together with the retirement of a corresponding number of shares of Class B common stock, under the if-converted method, if dilutive. The treasury stock method is applied to outstanding awards, including unvested Partnership Interests and outstanding stock appreciation rights, restricted stock units and stock options.

	Three Months Ended		Nine Months Ended	
	November 2, 2025	October 27, 2024	November 2, 2025	October 27, 2024
Basic earnings per share:				
Net income	\$ 143	\$ 140	\$ 389	\$ 367
Net income attributable to non-controlling interests	6	7	18	20
Net income available to Class A common stock	137	133	371	347
Weighted average shares outstanding	190,214,298	191,538,672	189,973,574	192,173,529
Net income per share	\$ 0.72	\$ 0.69	\$ 1.95	\$ 1.81
Diluted earnings per share:				
Net income available to common shareholders - basic	\$ 137	\$ 133	\$ 371	\$ 347
Increase to net income attributable to dilutive instruments	5	5	14	15
Net income available to common shareholders - diluted	142	138	385	362
Weighted average shares outstanding - basic	190,214,298	191,538,672	189,973,574	192,173,529
Incremental shares of common stock attributable to dilutive instruments	7,691,186	9,626,881	8,329,231	9,973,183
Weighted average shares outstanding - diluted	197,905,484	201,165,553	198,302,805	202,146,712
Net income per share - diluted	\$ 0.72	\$ 0.69	\$ 1.94	\$ 1.79

11) RELATED PARTIES

The Company has entered into the Tax Receivable Agreements and the Exchange Agreement, dated as of July 22, 2021 (as amended, the “Exchange Agreement”) with related parties, that are discussed in Note 14 to the audited consolidated financial statements in our 2024 Annual Report on Form 10-K. There have been no significant changes to these related party agreements.

12) SUBSEQUENT EVENTS

On December 1, 2025, the Company’s board of directors authorized an increase of \$500 million to the Company’s existing share repurchase program.

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

The following information should be read in conjunction with the condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q and the audited consolidated financial statements and notes thereto of Core & Main, Inc. for the fiscal year ended February 2, 2025 included in our 2024 Annual Report on Form 10-K. The following discussion may contain forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed below and elsewhere in this Quarterly Report on Form 10-Q for a number of important factors, particularly those described under the caption "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors" in Part I, Item 1A of the 2024 Annual Report on Form 10-K.

Overview

Core & Main, Inc. ("Core & Main" and collectively with its subsidiaries, the "Company") is a leading specialty distributor dedicated to advancing reliable infrastructure with local service, nationwide. With a focus on water, wastewater, storm drainage and fire protection products, and related services, we provide solutions to municipalities, private water companies and professional contractors across municipal, non-residential and residential end markets, nationwide. Our specialty products and services are used primarily in the maintenance, repair, replacement and new construction of water, wastewater, storm drainage and fire protection infrastructure. We reach customers through a network of over 370 branches across 49 United States ("U.S.") states. Our products include pipes, valves, fittings, storm drainage products, fire protection products, meter products and other products. We complement our core products through additional offerings, including fusible high-density polyethylene ("fusible HDPE") piping solutions, specifically engineered treatment plant products, geosynthetics and erosion control products.

Basis of Presentation

The Company is a holding company and its primary material assets are its direct and indirect ownership interest in Core & Main Holdings, LP, a Delaware limited partnership ("Holdings") and deferred tax assets associated with this ownership. Holdings has no operations and no material assets of its own other than its indirect ownership interest in Core & Main LP, a Florida limited partnership, the legal entity that conducts the operations of Core & Main. The condensed consolidated financial information of Core & Main, within this Quarterly Report on Form 10-Q, includes the consolidated financial information of Holdings and its subsidiaries. The limited partner interests of Holdings ("Partnership Interests") not held by Core & Main are reflected as non-controlling interests in the condensed consolidated financial statements.

Fiscal Year

The Company's fiscal year is a 52- or 53-week period ending on the Sunday nearest to January 31st. Quarters within the fiscal year include 13-week periods, unless a fiscal year includes a 53rd week, in which case the fourth quarter of the fiscal year will be a 14-week period. Each of the three months ended November 2, 2025 and three months ended October 27, 2024 included 13 weeks and each of the nine months ended November 2, 2025 and nine months ended October 27, 2024 included 39 weeks. The current fiscal year ending February 1, 2026 ("fiscal 2025") will include 52 weeks.

Key Factors Affecting Our Business

End-Markets and General Economic Conditions

Historically, demand for our products has been tied to municipal infrastructure spending, non-residential construction and residential construction in the U.S. We estimate that, based on net sales for the fiscal year ended February 2, 2025 ("fiscal 2024"), our exposure by end market was approximately 42% municipal, 38% non-residential and 20% residential. Infrastructure spending and the non-residential and residential construction markets are subject to cyclical market pressures. Municipal demand has been relatively steady over the long term due to the consistent and immediate need to replace broken infrastructure; however, activity levels are subject to the availability of funding for municipal projects. Non-residential and residential construction activities are primarily driven by availability of credit, interest rates, general economic conditions, consumer confidence and other factors that are beyond our control. The length and magnitude of these cycles have varied over time and by market. Cyclicalities can also have an impact on the products we procure for our customers or our related services, as further discussed under "—Price Fluctuations" below. Interest rate increases in the fiscal year ended January 28, 2024 ("fiscal 2023") slowed home buying and new lot development, which was a contributing factor to a decline in the residential end market in fiscal 2023. In the second half of 2024 certain benchmark interest rates were cut. If interest rates continue to decline this may result in increased levels of activity in the U.S. residential and non-residential construction markets.

In November 2021, the Infrastructure Investment and Jobs Act (“IIJA”) was signed into law, which includes \$55 billion to invest in water infrastructure across the U.S. In January 2025, President Trump issued an executive order to pause funding disbursements under IIJA; however this funding pause was not related to funding for water or road projects. While this pause is temporary, a more permanent reduction in IIJA funding may have an adverse effect on our business or financial condition. In the coming years, including as a result of the IIJA, we expect, but cannot provide any assurance that, increased federal infrastructure investment to have a core focus on the upgrade, repair and replacement of municipal waterworks systems and to address demographic shifts and serve the growing population. We believe these dynamics, coupled with expanding municipal budgets, create the backdrop for a favorable funding environment and accelerated investment in projects that will benefit our business.

Seasonality

Our operating results within a fiscal year are typically impacted by seasonality. Colder weather and shorter daylight hours historically have reduced construction, maintenance and repair activity. As a result, net sales are typically lower in our first and fourth fiscal quarters, especially in northern geographic regions. Abnormal levels of precipitation may negatively impact our operating results as it may result in the delay of construction projects across fiscal quarters. Our operating results may also be adversely affected by hurricanes, which typically occur during our third fiscal quarter. Our cash flows from operating activities are typically lower during the first and second fiscal quarters due to investment in working capital and annual incentive compensation payments and are typically higher during the third and fourth fiscal quarters due to cash inflows associated with receivable collections and reduced inventory purchases.

Price Fluctuations

Our financial performance is impacted by price fluctuations in the cost to procure substantially all the products we sell and our ability to reflect these changes, in a timely manner, in our customer pricing.

The costs to procure the products we sell are historically volatile and subject to fluctuations arising from changes in supply and demand, national and international economic conditions, labor and material costs, competition, market speculation, government regulation, weather events, trade policies and periodic delays in the delivery of our products. If we are able to pass through price increases to our customers, our net sales will increase; conversely, during periods of deflation, our customer pricing may decrease to remain competitive, resulting in decreased net sales. During the fiscal year ended January 29, 2023 (“fiscal 2022”), we experienced supply chain disruption that contributed to significant price inflation and product surcharges with respect to certain products we sell. The supply chain disruption was due to several factors, including, but not limited to, unpredictable lead times and delays from our suppliers, labor availability, global logistics and the availability of raw materials. In fiscal 2023, we saw improvements in the supply chain and more predictable lead times for certain products that led to price stability in subsequent periods. Additional supply chain disruptions may result in increases in product costs which we may not be able to pass on to our customers, loss of sales due to lack of product availability or potential customer claims from the inability to provide products in accordance with contractual terms. Greater product availability from supply chain improvements may lead to increased competition that may result in price and volume declines. We continue to monitor all of these factors and the resulting price impacts. In addition, the cost of products we purchase and sell may be impacted by the imposition of additional tariffs on imported goods from several geographic regions.

In recent months, the U.S. government has announced tariffs and trade restrictions on certain goods produced outside the United States. We believe our exposure to tariffs is limited as over three-quarters of products that we purchase are manufactured domestically. In addition, when price increases occur, we proactively evaluate our customer pricing and strategic buying opportunities. The potential direct and indirect impacts of tariffs on the broad economy and our end markets are uncertain and we continue to closely monitor and evaluate the ongoing situation.

We are also exposed to fluctuations in costs for petroleum as we distribute a substantial portion of our products by truck. In addition, we are exposed to fluctuations in prices for imported products due to logistical challenges and changes in labor, fuel, shipping container and other importation-related costs. We may also face price fluctuations on other products due to constrained labor availability and manufacturing capacity of our suppliers. Our ability to reflect these changes, in a timely manner, in our customer pricing may impact our financial performance.

Interest Rates

Certain of our indebtedness, including borrowings under the Senior Term Loan Credit Facility (as defined in Note 6 to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q) and the Senior ABL Credit Facility, are subject to variable rates of interest and expose us to interest rate risk. The Senior Term Loan Credit Facility and the Senior ABL Credit Facility each bear interest based on term secured overnight financing rate ("Term SOFR"). If interest rates increase, our debt service obligations on our variable-rate indebtedness will increase and our net income would decrease, even though the amount borrowed under the facilities remains the same. As of November 2, 2025, we had \$2,172 million of outstanding variable-rate debt. We seek to mitigate our exposure to interest rate volatility through the entry into interest rate swap instruments, such as our interest rate swap, associated with borrowings under the Senior Term Loan Credit Facility, which effectively converts \$700 million of our variable rate debt to fixed rate debt through the instrument maturity on July 27, 2026. Core & Main LP entered into an additional interest rate swap, associated with borrowings under the Senior Term Loan Credit Facility, that has a starting notional amount of \$750 million that increases to \$1,500 million on July 27, 2026 through the instrument maturity on July 27, 2028. Despite these efforts, unfavorable movement in interest rates may further result in higher interest expense and cash payments.

Acquisitions

In addition to our organic growth strategy, we opportunistically pursue strategic asset and business acquisitions to grow our business. Below is a summary of the acquisitions that closed during the nine months ended November 2, 2025 (the "Fiscal 2025 Acquisition") and the fiscal year ended February 2, 2025 (the "Fiscal 2024 Acquisitions") with an aggregate transaction value of \$49 million and \$769 million, subject to working capital adjustments, respectively.

	Product Lines	Closing Date
Fiscal 2025		
Canada Waterworks Inc. and Canada Waterworks Ottawa Inc.	Pipes, Valves & Fittings; Storm Drainage	September 2025
Fiscal 2024		
ARGCO Northeast LLC	Fire Protection	November 2024
Eastcom Associates, Inc.	Pipes, Valves & Fittings; Meter products	October 2024
Green Equipment Company	Pipes, Valves & Fittings; Meter products	September 2024
GroGreen Solutions Georgia, LLC	Storm Drainage	September 2024
HM Pipe Products LP and HM Pipe Products Kitchner LP	Pipes, Valves & Fittings; Storm Drainage	August 2024
Geothermal Supply Company Inc.	Pipes, Valves & Fittings	May 2024
EGW Utilities Inc.	Pipes, Valves & Fittings; Meter products	April 2024
NW Geosynthetics Inc.	Storm Drainage	April 2024
DKC Group Holdings, LLC	Pipes, Valves & Fittings; Storm Drainage; Meter products	March 2024
Eastern Supply Inc.	Storm Drainage	February 2024

As we integrate these and other acquisitions into our existing operations, we may not be able to identify the specific financial statement impacts associated with these acquisitions. There can be no assurance that the anticipated benefits of the acquisitions will be realized on the timeline we expect, or at all.

Key Business Metrics

Net Sales

We generate net sales primarily from the sale of water, wastewater, storm drainage and fire protection products and the provision of related services to over 60,000 customers, as of February 2, 2025, including municipalities, private water companies and professional contractors. We recognize sales, net of sales tax, customer incentives, returns and discounts. Net sales fluctuate as a result of changes in product costs as we seek to reflect these changes in our customer pricing in a timely manner. This will increase net sales if we are able to pass along price increases and decrease net sales if we are required to reduce our customer prices as a result of competitive dynamics.

We categorize our net sales into pipes, valves & fittings, storm drainage products, fire protection products and meter products:

- Pipe, valves, hydrants, fittings include these products and other complementary products and services. Pipe includes PVC, ductile iron, fusible HDPE and copper tubing.

- Storm drainage products primarily include corrugated piping systems, retention basins, manholes, grates, geosynthetics, erosion control and other related products.
- Fire protection products primarily include fire protection pipe, sprinkler heads, fittings, valves and devices as well as custom fabrication services.
- Meter products primarily include smart meter products, meter sets, meter accessories, installation, software and other services.

Gross Profit

Gross profit represents the difference between the product cost inclusive of material costs from suppliers (net of earned rebates and discounts and including the cost of inbound freight), labor and overhead costs and depreciation and the net sale price to our customers. Gross profit may be impacted by the time between changes in supplier costs and changes in our customer pricing. Gross profit may not be comparable to those of other companies, as other companies may include all of the costs related to their distribution network in cost of sales.

Operating Expenses

Operating expenses are primarily comprised of selling, general and administrative costs, which include personnel expenses (salaries, wages, incentive compensation, benefits and payroll taxes), rent, insurance, utilities, professional fees, outbound freight, fuel and repair and maintenance.

Net Income

Net income represents net sales less cost of sales, operating expenses, depreciation and amortization, interest expense, other expense and the provision for income taxes.

Net Income Attributable to Core & Main, Inc.

Net income attributable to Core & Main, Inc. represents net income less income attributable to non-controlling interests. Non-controlling interests represent owners of Partnership Interests of Holdings other than Core & Main, Inc.

Adjusted EBITDA

We define Adjusted EBITDA as EBITDA further adjusted for certain items management believes are not reflective of the underlying operations of our business, including but not limited to (a) loss on debt modification and extinguishment, (b) equity-based compensation, (c) expenses associated with the public offerings and subsequent secondary offerings and (d) expenses associated with acquisition and other activities. Adjusted EBITDA includes amounts otherwise attributable to non-controlling interests as we manage the consolidated Company and evaluate operating performance in a similar manner. We use Adjusted EBITDA to assess the operating results and effectiveness of our business. See “—Non-GAAP Financial Measures” below for further discussion of Adjusted EBITDA and a reconciliation to net income or net income attributable to Core & Main, Inc., the most directly comparable measure under U.S. generally accepted accounting principles (“GAAP”), as applicable.

Earnings Per Share

Earnings per share represents the Class A common stock basic and diluted earnings per share. For a further description of basic and diluted earnings per share, refer to Note 10 to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Adjusted Diluted Earnings Per Share

We define Adjusted Diluted Earnings Per Share as diluted earnings per share adjusted for (a) amortization of intangible assets, (b) loss on debt modification and extinguishment, (c) equity-based compensation, (d) expenses associated with acquisition and other activities, (e) expenses associated with the initial public offering and subsequent secondary offerings and (f) the tax impact of these Non-GAAP adjustments, divided by the weighted-average number of shares of our common stock outstanding on a fully diluted basis for the applicable period. We use Adjusted Diluted Earnings Per Share to assess the operating results and effectiveness of our business. See “—Non-GAAP Financial Measures” below for further discussion of Adjusted Diluted Earnings Per Share and a reconciliation to diluted earnings per share, the most directly comparable measure under U.S. GAAP.

Results of Operations

Three Months Ended November 2, 2025 Compared with Three Months Ended October 27, 2024

Amounts in millions (except per share data)

	Three Months Ended	
	November 2, 2025	October 27, 2024
Net sales	\$ 2,062	\$ 2,038
Cost of sales	1,501	1,495
Gross profit	561	543
Operating expenses:		
Selling, general and administrative	295	274
Depreciation and amortization	46	46
Total operating expenses	341	320
Operating income	220	223
Interest expense	30	36
Income before provision for income taxes	190	187
Provision for income taxes	47	47
Net income	143	140
Less: net income attributable to non-controlling interests	6	7
Net income attributable to Core & Main, Inc.	\$ 137	\$ 133
Earnings per share:		
Basic	\$ 0.72	\$ 0.69
Diluted	\$ 0.72	\$ 0.69
Non-GAAP Financial Data:		
Adjusted EBITDA	\$ 274	\$ 277
Adjusted Diluted Earnings Per Share	\$ 0.89	\$ 0.86

Net Sales

Net sales for the three months ended November 2, 2025 increased \$24 million, or 1.2%, to \$2,062 million compared with \$2,038 million for the three months ended October 27, 2024. Net sales increased primarily due to acquisitions. Net sales for pipes, valves & fittings decreased due to slightly lower volumes. Net sales for storm drainage products increased due to acquisitions. Net sales of fire protection products increased due to higher average selling prices. Net sales of meter products increased due to higher volumes.

	Three Months Ended		Percentage Change
	November 2, 2025	October 27, 2024	
Pipes, valves & fittings products	\$ 1,382	\$ 1,386	(0.3)%
Storm drainage products	333	327	1.8 %
Fire protection products	152	145	4.8 %
Meter products	195	180	8.3 %
Total net sales	\$ 2,062	\$ 2,038	

Gross Profit

Gross profit for the three months ended November 2, 2025 increased \$18 million, or 3.3%, to \$561 million compared with \$543 million for the three months ended October 27, 2024. Gross profit as a percentage of net sales for the three months ended November 2, 2025 was 27.2% compared with 26.6% for the three months ended October 27, 2024. The overall increase in gross profit as a percentage of net sales was primarily attributable to favorable impacts from the execution of our gross margin initiatives and disciplined purchasing and pricing management.

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

SG&A expenses for the three months ended November 2, 2025 increased \$21 million, or 7.7%, to \$295 million compared with \$274 million during the three months ended October 27, 2024. SG&A expenses as a percentage of net sales were 14.3% for the three months ended November 2, 2025 compared with 13.4% for the three months ended October 27, 2024. The increase was primarily attributable to higher acquisition-related costs, higher personnel expenses, increases in other distribution-related expenses driven by inflation and higher employee benefits costs.

Depreciation and Amortization (“D&A”) Expense

D&A expense was \$46 million for both the three months ended November 2, 2025 and the three months ended October 27, 2024. Higher D&A expense related to recent acquisitions was offset by lower amortization on existing intangible assets.

Operating Income

Operating income for the three months ended November 2, 2025 decreased \$3 million, or 1.3%, to \$220 million compared with \$223 million during the three months ended October 27, 2024. The decrease in operating income was primarily attributable to higher SG&A expenses partially offset by higher gross profit.

Interest Expense

Interest expense was \$30 million for the three months ended November 2, 2025 compared with \$36 million for the three months ended October 27, 2024. The decrease was primarily attributable to fiscal 2024 amendments to reduce the effective applicable margin on the Senior Term Loan Credit Facility, a decrease in interest rates and decreased borrowings under the Senior ABL Credit Facility.

Provision for Income Taxes

The provision for income taxes was \$47 million for both the three months ended November 2, 2025 and the three months ended October 27, 2024. For the three months ended November 2, 2025 and the three months ended October 27, 2024, our effective tax rate was 24.7% and 25.1%, respectively.

Net Income

Net income for the three months ended November 2, 2025 increased \$3 million, or 2.1%, to \$143 million compared with \$140 million for the three months ended October 27, 2024. The increase in net income was primarily attributable to a decrease in interest expense partially offset by a decrease in operating income.

Net Income Attributable to Core & Main, Inc.

Net income attributable to Core & Main, Inc. for the three months ended November 2, 2025 increased \$4 million, or 3.0%, to \$137 million compared with \$133 million for the three months ended October 27, 2024. The increase was primarily attributable to increased net income.

Earnings Per Share

The Class A common stock basic earnings per share and diluted earnings per share for the three months ended November 2, 2025 increased 4.3% to \$0.72 compared with \$0.69 for the three months ended October 27, 2024. The increase in basic and diluted earnings per share was attributable to an increase in net income and lower Class A share counts following share repurchase transactions.

Adjusted EBITDA

Adjusted EBITDA for the three months ended November 2, 2025 decreased \$3 million, or 1.1%, to \$274 million compared with \$277 million for the three months ended October 27, 2024. The decrease in Adjusted EBITDA was primarily attributable to higher SG&A expenses partially offset by higher gross profit. For a reconciliation of Adjusted EBITDA to net income or net income attributable to Core & Main, Inc., the most comparable GAAP financial metric, as applicable, see “—Non-GAAP Financial Measures.”

Adjusted Diluted Earnings Per Share

Adjusted Diluted Earnings Per Share for the three months ended November 2, 2025 increased 3.5% to \$0.89 compared with \$0.86 for the three months ended October 27, 2024. The increase in Adjusted Diluted Earnings Per Share was primarily attributable to an increase in net income and lower Class A share counts following share repurchase transactions. For a reconciliation of Adjusted Diluted Earnings Per Share to diluted earnings per share, the most comparable GAAP financial metric, as applicable, see “—Non-GAAP Financial Measures.”

Nine Months Ended November 2, 2025 Compared with Nine Months Ended October 27, 2024

Amounts in millions (except per share data)

	Nine Months Ended	
	November 2, 2025	October 27, 2024
Net sales	\$ 6,066	\$ 5,743
Cost of sales	4,435	4,214
Gross profit	1,631	1,529
Operating expenses:		
Selling, general and administrative	890	799
Depreciation and amortization	137	135
Total operating expenses	1,027	934
Operating income	604	595
Interest expense	91	106
Income before provision for income taxes	513	489
Provision for income taxes	124	122
Net income	389	367
Less: net income attributable to non-controlling interests	18	20
Net income attributable to Core & Main, Inc.	\$ 371	\$ 347
Earnings per share:		
Basic	\$ 1.95	\$ 1.81
Diluted	\$ 1.94	\$ 1.79
Non-GAAP Financial Data:		
Adjusted EBITDA	\$ 764	\$ 751
Adjusted Diluted Earnings Per Share	\$ 2.45	\$ 2.28

Net Sales

Net sales for the nine months ended November 2, 2025 increased \$323 million, or 5.6%, to \$6,066 million compared with \$5,743 million for the nine months ended October 27, 2024. Net sales increased primarily due to higher volumes and acquisitions. Net sales increased for pipes, valves & fittings and storm drainage due to higher volumes and acquisitions. Net sales increased for fire protection and meter products due to acquisitions.

	Nine Months Ended		Percentage Change
	November 2, 2025	October 27, 2024	
Pipes, valves & fittings products	\$ 4,109	\$ 3,884	5.8 %
Storm drainage products	963	886	8.7 %
Fire protection products	459	455	0.9 %
Meter products	535	518	3.3 %
Total net sales	\$ 6,066	\$ 5,743	

Gross Profit

Gross profit for the nine months ended November 2, 2025 increased \$102 million, or 6.7%, to \$1,631 million compared with \$1,529 million for the nine months ended October 27, 2024. Gross profit as a percentage of net sales for the nine months ended November 2, 2025 was 26.9% compared with 26.6% for the nine months ended October 27, 2024. The overall increase in gross profit as a percentage of net sales was primarily attributable to favorable impacts from the execution of our gross margin initiatives and disciplined purchasing and pricing management.

SG&A Expenses

SG&A expenses for the nine months ended November 2, 2025 increased \$91 million, or 11.4%, to \$890 million compared with \$799 million during the nine months ended October 27, 2024. SG&A expenses as a percentage of net sales were 14.7% for the nine months ended November 2, 2025 compared with 13.9% for the nine months ended October 27, 2024. The increase was primarily attributable to higher acquisition-related costs, higher personnel expenses, including higher variable compensation costs, higher employee benefits costs and increases in other distribution-related expenses driven by inflation and increased sales volume.

D&A Expense

D&A expense was \$137 million for the nine months ended November 2, 2025 compared with \$135 million for the nine months ended October 27, 2024. The increase was primarily attributable to recent acquisitions.

Operating Income

Operating income for the nine months ended November 2, 2025 increased \$9 million, or 1.5%, to \$604 million compared with \$595 million during the nine months ended October 27, 2024. The increase in operating income was primarily attributable to higher gross profit partially offset by higher SG&A expenses.

Interest Expense

Interest expense was \$91 million for the nine months ended November 2, 2025 compared with \$106 million for the nine months ended October 27, 2024. The decrease was primarily attributable to fiscal 2024 amendments to reduce the effective applicable margin on the Senior Term Loan Credit Facility, a decrease in interest rates and decreased borrowings under the Senior ABL Credit Facility.

Provision for Income Taxes

The provision for income taxes for the nine months ended November 2, 2025 increased \$2 million, or 1.6%, to \$124 million compared with \$122 million for the nine months ended October 27, 2024. The increase was primarily attributable to an increase in operating income partially offset by a decrease in the effective tax rate. For the nine months ended November 2, 2025 and the nine months ended October 27, 2024, our effective tax rate was 24.2% and 24.9%, respectively. The decrease in the effective tax rate was primarily due to certain tax windfall benefits from equity award exercises.

Net Income

Net income for the nine months ended November 2, 2025 increased \$22 million, or 6.0%, to \$389 million compared with \$367 million for the nine months ended October 27, 2024. The increase in net income was primarily attributable to an increase in operating income and a decrease in interest expense.

Net Income Attributable to Core & Main, Inc.

Net income attributable to Core & Main, Inc. for the nine months ended November 2, 2025 increased \$24 million, or 6.9%, to \$371 million compared with \$347 million for the nine months ended October 27, 2024. The increase was primarily attributable to increased net income.

Earnings Per Share

The Class A common stock basic earnings per share for the nine months ended November 2, 2025 increased 7.7% to \$1.95 compared with \$1.81 for the nine months ended October 27, 2024. The Class A common stock diluted earnings per share for the nine months ended November 2, 2025 increased 8.4% to \$1.94 compared with \$1.79 for the nine months ended October 27, 2024. The basic and diluted earnings per share increased due to an increase in net income and lower Class A share counts following share repurchase transactions.

Adjusted EBITDA

Adjusted EBITDA for the nine months ended November 2, 2025 increased \$13 million, or 1.7%, to \$764 million compared with \$751 million for the nine months ended October 27, 2024. The increase in Adjusted EBITDA was primarily attributable to higher gross profit partially offset by higher SG&A expenses. For a reconciliation of Adjusted EBITDA to net income or net income attributable to Core & Main, Inc., the most comparable GAAP financial metric, as applicable, see “—Non-GAAP Financial Measures.”

Adjusted Diluted Earnings Per Share

Adjusted Diluted Earnings Per Share for the nine months ended November 2, 2025 increased 7.5% to \$2.45 compared with \$2.28 for the nine months ended October 27, 2024. The increase in Adjusted Diluted Earnings Per Share was primarily attributable to an increase in net income and lower Class A share counts following share repurchase transactions. For a reconciliation of Adjusted Diluted Earnings Per Share to diluted earnings per share, the most comparable GAAP financial metric, as applicable, see “—Non-GAAP Financial Measures.”

Liquidity and Capital Resources

Historically, we have financed our liquidity requirements through cash flows from operating activities, borrowings under our credit facilities, issuances of equity and debt securities and working capital management activities. Our principal historical liquidity requirements have been for working capital, capital expenditures, acquisitions, servicing indebtedness, payments under the Tax Receivable Agreements and share repurchases (including under the Repurchase Program).

As of November 2, 2025, our cash and cash equivalents totaled \$89 million. We maintain our cash deposits according to a banking policy that requires diversification across a variety of highly-rated financial institutions. However, this could result in a concentration of cash and cash equivalents across these financial institutions in excess of Federal Deposit Insurance Corporation-insured limits.

As of November 2, 2025, there were no outstanding borrowings on our Senior ABL Credit Facility, which provides for borrowings of up to \$1,250 million, subject to borrowing base availability. As of November 2, 2025, after giving effect to approximately \$24 million of letters of credit issued under the Senior ABL Credit Facility, Core & Main LP would have been able to borrow approximately \$1,226 million under the Senior ABL Credit Facility, subject to borrowing base availability. Our short term debt obligations of \$24 million are related to quarterly principal payments on the Senior Term Loan Credit Facility.

In fiscal 2025 and fiscal 2024, the Company had a financing cash outflow related to the payment of \$18 million and \$11 million, respectively, under the Tax Receivable Agreements. The annual payments under the Tax Receivable Agreements increased as a result of exchanges of Partnership Interests completed in fiscal 2023. Payments under the Tax Receivable Agreements are only required to be made to the extent that we realize or are deemed to have realized the benefit of the corresponding tax deductions to reduce payments to federal, state and local taxing authorities. These payments are in an amount that represents 85% of the reduction in payments to federal, state and local taxing authorities. As such, the cash savings from the incremental tax deductions are expected to exceed the payments under the Tax Receivable Agreements over the life of these arrangements. Based on the anticipated filing date of income tax returns and contractual payment terms in the Tax Receivable Agreements, we expect these payments to occur two fiscal years after we utilize the corresponding tax deductions.

Further exchanges of Partnership Interest by Management Feeder will result in additional tax deductions to us and require additional payables pursuant to Tax Receivable Agreements. The actual amount and timing of the additional payments under the Tax Receivable Agreements will vary depending upon a number of factors as discussed further in Note 7 to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Payments under the Tax Receivable Agreements may be accelerated if we elect an early termination in accordance with the terms of the Tax Receivable Agreements or negotiate a settlement of the Tax Receivable Agreements. An early termination or negotiated settlement of our obligations, or our successor's obligations, under such Tax Receivable Agreement to make payments thereunder would be based on certain assumptions, including an assumption that we would have sufficient taxable income to fully utilize all potential future tax benefits that are subject to such Tax Receivable Agreement.

We believe that our current sources of liquidity, which include cash generated from operations, existing cash and cash equivalents and available borrowing capacity under the Senior ABL Credit Facility, will be sufficient to meet our working capital, capital expenditures and other cash commitments, including obligations relating to our indebtedness and the Tax Receivable Agreements, over the next 12 months, at minimum. We have based these estimates on assumptions that may prove to be wrong, and we could utilize our available capital resources sooner than we expect. Our growth strategy contemplates future acquisitions for which we will need sufficient access to capital. To finance future acquisitions, particularly larger acquisitions, we may issue additional equity or incur additional indebtedness. Any such additional indebtedness would increase our debt leverage. See “Risk Factors” in Part I, Item 1A of the 2024 Annual Report on Form 10-K.

Additionally, we regularly evaluate our approach to our capital allocation, which may include acquisitions, capital expenditures, greenfields, debt reduction (including through open market debt repurchases, negotiated repurchases, other retirements of outstanding debt and opportunistic refinancing of debt), stock repurchases, dividends, payments on Tax Receivable Agreements or other distributions. During the nine months ended November 2, 2025, we completed \$97 million of repurchases of Class A common stock under the Repurchase Program. For further details, refer to Note 1 to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. We may continue to return capital to our shareholders through share repurchases, including pursuant to the Repurchase Program or initiating dividend payments. The execution of these, and other, capital allocation activities may be at the discretion of, and subject to the approval by, our board of directors and will depend on our financial condition, earnings, liquidity and capital requirements, market conditions, level of indebtedness, contractual restrictions, compliance with our debt covenants, restrictions imposed by applicable law, general business conditions and any other factors that our board of directors deems relevant in making any such determination. Therefore, there can be no assurance that we will engage in any or all of these actions or to what amount of capital we will allocate to each option.

The execution of certain initiatives under our capital allocation policy may require distributions by Holdings and Core & Main LP. These entities' ability to make distributions may be limited as a practical matter by our growth plans as well as Core & Main LP's Senior Term Loan Credit Facility and Senior ABL Credit Facility. The Senior Term Loan Credit Facility may require accelerated repayment based upon cash flows generated in excess of operating and investing requirements when Core & Main LP's net total leverage ratio (as defined in the agreement governing the Senior Term Loan Credit Facility) is greater than or equal to 3.25. In addition, the Senior ABL Credit Facility requires us to comply with a consolidated fixed charge coverage ratio of greater than or equal to 1.00 when availability is less than 10.0% of the lesser of (i) the then applicable borrowing base and (ii) the then aggregate effective commitments under the Senior ABL Credit Facility. Substantially all of Core & Main LP's assets secure the Senior Term Loan Credit Facility and the Senior ABL Credit Facility.

Information about our cash flows, by category, is presented in the Condensed Consolidated Statements of Cash Flows and is summarized as follows:

	Nine Months Ended	
	November 2, 2025	October 27, 2024
Cash flows provided by operating activities	\$ 382	\$ 386
Cash flows used in investing activities	(71)	(757)
Cash flows (used in) provided by financing activities	(230)	380
Increase in cash and cash equivalents	\$ 81	\$ 9

Operating Activities

Net cash provided by operating activities was \$382 million for the nine months ended November 2, 2025 compared with \$386 million for the nine months ended October 27, 2024. The \$4 million decrease in cash provided by operating activities was due to a higher investment in working capital in the nine months ended November 2, 2025 partially offset by lower interest payments, timing of tax payments and an increase in net income.

Investing Activities

Net cash used in investing activities decreased by \$686 million to \$71 million for the nine months ended November 2, 2025 compared with \$757 million for the nine months ended October 27, 2024, primarily attributable to a \$690 million decrease in cash outflows for acquisitions partially offset by a \$7 million increase in capital expenditures.

Financing Activities

Net cash used in financing activities was \$230 million for the nine months ended November 2, 2025 compared with net cash provided by financing activities of \$380 million for the nine months ended October 27, 2024. The change of \$610 million was primarily attributed to a \$635 million swing in net debt activity and a \$7 million increase in payments under the Tax Receivable Agreements during fiscal 2025 partially offset by a \$24 million decrease in outflows related to the repurchases of Class A common stock under the Repurchase Program.

Financing

As of November 2, 2025, our debt obligations (in millions) consisted of the following:

	Aggregate Principal/Borrowing Capacity	Maturity Date	Interest
2028 Senior Term Loan	\$ 1,237	July 27, 2028	(i) Term SOFR plus, in each case, an effective applicable margin of 2.00%, or (ii) the base rate (described in Note 6 included elsewhere in this Quarterly Report on Form 10-Q). The weighted average interest rate, excluding the effects of the interest rate swaps, was 5.99% as of November 2, 2025.
2031 Senior Term Loan	935	February 9, 2031	(i) Term SOFR plus, in each case, an applicable margin of 2.00%, or (ii) the base rate (described in Note 6 included elsewhere in this Quarterly Report on Form 10-Q). The weighted average interest rate, excluding the effects of the interest rate swaps, was 5.99% as of November 2, 2025.
Senior ABL Credit Facility ⁽¹⁾	1,250	February 9, 2029	Term SOFR rate plus an applicable margin ranging from 1.25% to 1.75%, or an alternate base rate plus an applicable margin ranging from 0.25% to 0.75%, depending on the borrowing capacity under the Senior ABL Credit Facility.
Interest Rate Swap	700	July 27, 2026	Effective fixed rate of 2.693%, based upon the 0.693% fixed rate plus an applicable margin of 2.00% associated with the Senior Term Loan Credit Facility.
Interest Rate Swap ⁽²⁾	750	July 27, 2028	Effective fixed rate of 5.913%, based upon the 3.913% fixed rate plus an applicable margin of 2.00% associated with the Senior Term Loan Credit Facility.

(1) Aggregate amount of commitments under the asset-based revolving credit facility of \$1,250 million overall, subject to borrowing base availability. There were no outstanding borrowings under the Senior ABL Credit Facility as of November 2, 2025.

(2) Interest rate swap entered into on February 12, 2024 for a notional amount of \$750 million. The notional amount increases to \$1,500 million on July 27, 2026 through the instrument maturity on July 27, 2028.

Refer to Note 6 to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q for a description of our debt obligations and the timing of future principal and interest payments including impacts from our interest rate swap.

Purchase Obligations

As of November 2, 2025, the Company had agreements in place with various suppliers to purchase goods and services, primarily inventory, in the aggregate amount of \$875 million. These purchase obligations are generally cancellable, but the Company foresees no intent to cancel. Payments are generally expected to be made during fiscal 2025 and the fiscal year ended January 31, 2027.

Non-GAAP Financial Measures

In addition to providing results that are determined in accordance with GAAP, we present EBITDA, Adjusted EBITDA and Adjusted Diluted Earnings Per Share, which are non-GAAP financial measures. These measures are not considered measures of financial performance or liquidity under GAAP and the items excluded therefrom are significant components in understanding and assessing our financial performance or liquidity. These measures should not be considered in isolation or as alternatives to GAAP measures such as net income, net income attributable to Core & Main, Inc. or diluted earnings per share, as applicable, cash provided by or used in operating, investing or financing activities or other financial statement data presented in our financial statements as an indicator of our financial performance or liquidity.

We define EBITDA as net income, or net income attributable to Core & Main, Inc., as applicable, adjusted for non-controlling interests, depreciation and amortization, provision for income taxes and interest expense. We define Adjusted EBITDA as EBITDA as further adjusted for certain items management believes are not reflective of the underlying operations of our business, including but not limited to (a) loss on debt modification and extinguishment, (b) equity-based compensation, (c) expenses associated with the initial public offering and subsequent secondary offerings and (d) expenses associated with acquisition and other activities. Net income attributable to Core & Main, Inc. is the most directly comparable GAAP measure to EBITDA and Adjusted EBITDA.

We define Adjusted Diluted Earnings Per Share as diluted earnings per share adjusted for (a) amortization of intangible assets, (b) loss on debt modification and extinguishment, (c) equity-based compensation, (d) expenses associated with acquisition and other activities, (e) expenses associated with the initial public offering and subsequent secondary offerings and (f) the tax impact of these Non-GAAP adjustments, divided by the weighted-average number of shares of our common stock outstanding on a fully diluted basis for the applicable period. Diluted earnings per share is the most directly comparable GAAP measure to Adjusted Diluted Earnings Per Share.

We use EBITDA, Adjusted EBITDA and Adjusted Diluted Earnings Per Share to assess the operating results and effectiveness and efficiency of our business. Adjusted EBITDA and Adjusted Diluted Earnings Per Share include amounts otherwise attributable to non-controlling interests as we manage the consolidated Company and evaluate operating performance in a similar manner. We present these non-GAAP financial measures because we believe that investors consider them to be important supplemental measures of performance, and we believe that these measures are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. Non-GAAP financial measures as reported by us may not be comparable to similarly titled metrics reported by other companies and may not be calculated in the same manner. These measures have limitations as analytical tools, and you should not consider them in isolation or as substitutes for analysis of our results as reported under GAAP. For example, EBITDA and Adjusted EBITDA:

- do not reflect the significant interest expense or the cash requirements necessary to service interest or principal payments on debt;
- do not reflect income tax expenses, the cash requirements to pay taxes or related distributions;
- do not reflect cash requirements to replace in the future any assets being depreciated and amortized; and
- exclude certain transactions or expenses as allowed by the various agreements governing our indebtedness.

In evaluating Adjusted EBITDA and Adjusted Diluted Earnings Per Share, you should be aware that, in the future, we may incur expenses similar to those eliminated in this presentation.

The following table sets forth a reconciliation of net income or net income attributable to Core & Main, Inc. to EBITDA and Adjusted EBITDA for the periods presented:

	Three Months Ended		Nine Months Ended	
	November 2, 2025	October 27, 2024	November 2, 2025	October 27, 2024
Net income attributable to Core & Main, Inc.	\$ 137	\$ 133	\$ 371	\$ 347
Plus: net income attributable to non-controlling interest	6	7	18	20
Net income	143	140	389	367
Depreciation and amortization ⁽¹⁾	47	46	140	137
Provision for income taxes	47	47	124	122
Interest expense	30	36	91	106
EBITDA	\$ 267	\$ 269	\$ 744	\$ 732
Equity-based compensation	4	4	14	11
Acquisition and other expenses ⁽²⁾	3	4	6	8
Adjusted EBITDA	\$ 274	\$ 277	\$ 764	\$ 751

(1) Includes depreciation of certain assets which are reflected in “cost of sales” in our Statement of Operations.

(2) Represents expenses associated with acquisition and other activities, including transaction costs, post-acquisition employee retention bonuses, severance payments and expense recognition of purchase accounting fair value adjustments (excluding amortization).

The following table sets forth a reconciliation of diluted earnings per share to Adjusted Diluted Earnings Per Share for the periods presented:

	Three Months Ended		Nine Months Ended	
	November 2, 2025	October 27, 2024	November 2, 2025	October 27, 2024
Diluted earnings per share	\$ 0.72	\$ 0.69	\$ 1.94	\$ 1.79
Amortization of intangible assets	0.19	0.19	0.56	0.55
Equity-based compensation	0.02	0.02	0.07	0.05
Acquisition and other expenses ⁽¹⁾	0.02	0.02	0.03	0.04
Income tax impact of adjustments ⁽²⁾	(0.06)	(0.06)	(0.15)	(0.15)
Adjusted Diluted Earnings Per Share	<u>\$ 0.89</u>	<u>\$ 0.86</u>	<u>\$ 2.45</u>	<u>\$ 2.28</u>

(1) Represents expenses associated with acquisition and other activities, including transaction costs, post-acquisition employee retention bonuses, severance payments and expense recognition of purchase accounting fair value adjustments (excluding amortization).

(2) Represents the tax impact on non-GAAP adjustments for amortization of intangibles, equity-based compensation, and acquisition and other expenses.

Recently Issued and Adopted Accounting Pronouncements and Accounting Pronouncements Issued But Not Yet Adopted

Refer to Note 2 to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q.

Critical Accounting Policies and Estimates

A summary of our significant accounting policies are discussed in Note 2 to the audited consolidated financial statements in our 2024 Annual Report on Form 10-K. The preparation of condensed consolidated financial statements requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Our estimates and assumptions are based on historical experiences and changes in the business environment. However, actual results may differ from estimates under different conditions, sometimes materially. Critical accounting policies and estimates are defined as those that are both most important to the portrayal of our financial condition and results of operations and require management judgment. There have been no significant changes to these policies which have had a material impact on the Company's interim unaudited condensed consolidated financial statements and related notes during the three and nine months ended November 2, 2025.

Off-Balance Sheet Arrangements

We had no off-balance sheet arrangements as of November 2, 2025.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of conducting business, we are exposed to certain risks associated with potential changes in market conditions. These risks include fluctuations in interest rates, foreign currency exchange rates and prices, including price fluctuations related to substantially all of our products.

Interest Rate Risk

Our credit facilities bear interest at a floating rate. The Senior Term Loan Credit Facility and the Senior ABL Credit Facility bear interest generally equal to Term SOFR plus an applicable margin. As a result, we are exposed to fluctuations in interest rates to the extent of our net borrowings under the Senior Term Loan Credit Facility and the Senior ABL Credit Facility. As of November 2, 2025, our net borrowings under the Senior Term Loan Credit Facility and the Senior ABL Credit Facility were \$2,172 million. As such, excluding the impact of any interest rate swap, each one percentage point change in interest rates would result in an approximately \$22 million change in the annual interest expense on the Senior Term Loan Credit Facility. As of November 2, 2025, assuming availability under our Senior ABL Credit Facility was fully utilized, each one percentage point change in interest rates would result in an approximately \$12 million change in annual interest expense. See “Item 2. Management’s Discussion and Analysis of Financial Conditions and Results of Operations—Key Factors Affecting Our Business—Interest Rates.”

Credit Risk

We are exposed to credit risk on accounts receivable balances. This risk is mitigated due to our large, diverse customer base. In fiscal 2024, our 50 largest customers accounted for approximately 12% of our net sales, with our largest customer accounting for less than 1% of net sales. We maintain provisions for potential credit losses and such losses to date have normally been within our expectations. We evaluate the solvency of our customers on an ongoing basis to determine if additional allowances for doubtful accounts receivable need to be recorded. We have historically not been exposed to a material amount of uncollectible receivable balances.

Price Risk

We are exposed to price fluctuations in the cost to procure substantially all the products we sell and our ability to reflect these changes, in a timely manner, in our customer pricing. Our operating performance may be affected by both upward and downward price fluctuations. We have a limited ability to control the timing and amount of changes in the cost to procure our products including supplier pricing, transportation and governmental fees. We seek to recover increases in our product costs by passing product cost increases on to our customers. Conversely, decreases in our product costs can correspondingly lower the price levels of the products we sell in order to remain competitive in our markets. Changes to product costs may lead to a reduction to our gross profit margins. We seek to minimize this risk through strategic inventory investments ahead of announced price increases, management of our inventory levels, our variable compensation plans for associates and the execution of our gross margin initiatives. We are also exposed to fluctuations in petroleum costs as we deliver a substantial portion of the products we sell by truck and fluctuations in prices for imported products due to logistical challenges. Such price fluctuations have from time to time produced volatility in our financial performance and could do so in the future.

Foreign Currency Risk

We are exposed to risks from foreign currency exchange rate fluctuations on the translation of our foreign operations into U.S. dollars. As of November 2, 2025, our foreign currency operations were not material and a hypothetical 10% change in the relative value of the U.S. dollar would not materially impact the Company’s net earnings.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic and current reports under the Exchange Act that we file with the U.S. Securities and Exchange Commission (the “SEC”) 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 Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), as appropriate, to allow timely decisions regarding required disclosure. Our management, with the participation of our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer), evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Financial Officer) concluded that, as of November 2, 2025, our disclosure controls and procedures were effective at the reasonable assurance level.

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 fiscal quarter to which this Quarterly Report on Form 10-Q relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on Effectiveness of Controls and Procedures

Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision making can be faulty and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also 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; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently party to any material legal proceedings. Nevertheless, we are from time to time involved in litigation incidental to the ordinary conduct of our business, including personal injury, workers' compensation and business operations. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources and other factors.

Like other companies in our industry, we have been subject to personal injury and property damage claims arising from the types of products that we distribute. As a distributor in this industry, we face an inherent risk of exposure to product liability claims in the event that the use of the products we have distributed in the past or may in the future distribute is alleged to have resulted in economic loss, personal injury or property damage or violated environmental, health or safety or other laws. Such product liability claims in the past have included, and may in the future include, allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability or a breach of warranties. In particular, we have been and continue to be a defendant in asbestos-related litigation matters. See Item 1A. "Risk Factors—Risks Related to Our Business—The nature of our business exposes us to product liability, construction defect and warranty claims and other litigation and legal proceedings" in our Fiscal 2024 Annual Report on Form 10-K.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed in Part I, Item 1A "Risk Factors" in our Fiscal 2024 Annual Report on Form 10-K.

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

a. Sales of Unregistered Securities

None.

b. Use of Proceeds from Public Offering of Common Stock

None.

c. Issuer Purchases of Equity Securities

The following is a summary of our repurchases of shares of Class A common stock during the three months ended November 2, 2025:

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) or Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (in millions)
August 4 - August 31 ⁽¹⁾	2,125	\$ 64.28	—	\$ 277
September 1 - September 30 ⁽¹⁾⁽²⁾	876,478	50.23	—	233
October 1 - November 2 ⁽¹⁾⁽²⁾	114,397	52.68	—	227
	993,000	\$ 50.54	—	\$ 227

(1) Reflects repurchases by the Company of shares of our Class A common stock pursuant to employee tax withholding obligations and strike price settlement upon exercise of unit appreciation rights and vesting of restricted stock units pursuant to terms of the Company's 2021 Omnibus Equity Incentive Plan.

(2) Includes the repurchase by the Company of 990,136 shares of our Class A common stock for an average price per share of \$50.51 through open market transactions during the three months ended November 2, 2025 as part of the Repurchase Program (as defined in Note 1 to the unaudited condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q).

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Director and Officer Trading Arrangements

Item 408(a) of Regulation S-K requires the Company to disclose whether any of its directors or officers have adopted or terminated (i) any trading arrangement that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c); and/or (ii) any written trading arrangement that meets the requirements of a “non-Rule 10b5-1 trading arrangement” as defined in Item 408(c) of Regulation S-K. During the quarter ended November 2, 2025, the following activity occurred requiring disclosure under Item 408(a) of Regulation S-K.

Orvin T. Kimbrough, Director, adopted a new trading arrangement on October 17, 2025 providing for the sale of up to 27,749 aggregate shares of the Company’s Class A common stock between January 16, 2026 and July 16, 2026.

Margaret M. Newman, Director, adopted a new trading arrangement on October 8, 2025 providing for the sale of up to 38,616 aggregate shares of the Company’s Class A common stock between January 7, 2026 and December 31, 2026.

Each of the above trading arrangements is intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Exchange Act and the Company’s Policy on Trading in Securities.

Item 6. Exhibits

Exhibit Number	Description
10.1	<u>Executive Transition Agreement, dated as of September 5, 2025, by and between Core & Main LP and John R. Schaller (incorporated by reference to Exhibit 10.1 to Core & Main's Quarterly Report on Form 10-Q for the quarterly period ended August 3, 2025 filed on September 9, 2025.†</u>
31.1	<u>Certification by Mark R. Witkowski, Core & Main's Principal Executive Officer, pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</u>
31.2	<u>Certification by Robyn L. Bradbury, Core & Main's Principal Financial Officer, pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*</u>
32.1	<u>Certification by Mark R. Witkowski, Core & Main's Principal Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**</u>
32.2	<u>Certification by Robyn L. Bradbury, Core & Main's Principal Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**</u>
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.*
101.SCH	Inline XBRL Taxonomy Extension Schema Document.*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.*
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).*

* Filed herewith.

** Furnished herewith.

† Identifies each 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.

Date: December 9, 2025

CORE & MAIN, INC.

By: /s/ Mark R. Witkowski

Name: Mark R. Witkowski

Title: Chief Executive Officer and Director

(Principal Executive Officer)

By: /s/ Robyn L. Bradbury

Name: Robyn L. Bradbury

Title: Chief Financial Officer

(Principal Financial Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Mark R. Witkowski, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Core & Main, 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.

Date: December 9, 2025

/s/ Mark R. Witkowski

Mark R. Witkowski

Chief Executive Officer and Director

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Robyn L. Bradbury, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Core & Main, 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.

Date: December 9, 2025

/s/ Robyn L. Bradbury

Robyn L. Bradbury
Chief Financial Officer
(Principal Financial Officer)

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

In connection with the Quarterly Report of Core & Main, Inc. (the “Company”) on Form 10-Q for the quarter ended November 2, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Mark R. Witkowski, Chief Executive Officer 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, as amended; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 9, 2025

/s/ Mark R. Witkowski

Mark R. Witkowski

Chief Executive Officer and Director

(Principal Executive Officer)

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

In connection with the Quarterly Report of Core & Main, Inc. (the “Company”) on Form 10-Q for the quarter ended November 2, 2025 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Robyn L. Bradbury, Chief Financial Officer 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, as amended; and
- 2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: December 9, 2025

/s/ Robyn L. Bradbury

Robyn L. Bradbury

Chief Financial Officer

(Principal Financial Officer)