Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ **See separate instructions.**

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name QXO, Inc., as successor to TopBuild Corp.			**2 Issuer's employer identification number (EIN)** 16-1633636
3 Name of contact for additional information Investor Relations	**4** Telephone No. of contact (888) 998-6000		**5** Email address of contact investors@qxo.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact Five American Lane			**7** City, town, or post office, state, and ZIP code of contact Greenwich, Connecticut 06831
8 Date of action July 1, 2026	**9** Classification and description TopBuild common stock		
10 CUSIP number 89055F103	**11** Serial number(s)	**12** Ticker symbol BLD	**13** Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See attachment.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attachment.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attachment.

Part II **Organizational Action** *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attachment.

18 Can any resulting loss be recognized? ▶ See attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attachment.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ /s/ Frank DeTuro Date ▶ August 12, 2026

Print your name ▶ Frank DeTuro Title ▶ Vice President, Tax

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

QXO, Inc., as successor to
TopBuild Corp.
EIN 16-1633636
Attachment to Form 8937

The information contained herein is being provided pursuant to the requirements of section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"),[1] and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Merger (as defined below) on certain securities. The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any shareholder's specific circumstances (including holders that may be subject to special tax rules or that held the equity interests as other than a capital asset). Further discussion of material U.S. federal income tax consequences of the Merger can be found in the Form S-4 under the heading "Material U.S. Federal Income Tax Consequences." Shareholders are urged to consult their own tax advisors regarding the U.S. federal income tax consequences of the Merger and the impact on tax basis resulting from such transaction. Any capitalized terms herein that are not otherwise defined shall have the meaning ascribed to such terms in the Merger Agreement (as defined below).

Form 8937, Part II, Box 14: Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action

On July 1, 2026, pursuant to the terms of the Agreement and Plan of Merger, dated as of April 18, 2026 (the "Merger Agreement"), by and among QXO, Inc., a Delaware corporation ("QXO"), TopBuild Corp., a Delaware corporation ("TopBuild"), Titanium MergerCo, Inc., a Delaware corporation and wholly owned subsidiary of QXO ("Titanium Merger Sub"), and Titanium MergerCo 2, LLC, a Delaware limited liability company and wholly owned subsidiary of QXO ("Forward Merger Sub"), Titanium Merger Sub merged with and into TopBuild (the "Titanium Merger"), with TopBuild surviving the Titanium Merger as a wholly owned subsidiary of QXO and immediately thereafter, TopBuild merged with and into Forward Merger Sub (the "Forward Merger" and, together with the Titanium Merger, the "Merger"), with Forward Merger Sub surviving the Forward Merger as a wholly owned subsidiary of QXO.

At the effective time of the Titanium Merger, by virtue of the Titanium Merger and without any action on the part of any holder thereof, each share of common stock, par value $0.01 per share, of TopBuild ("TopBuild Shares") issued and outstanding immediately prior thereto (other than certain excluded shares, cancelled shares and dissenting shares) was converted into the right to receive, at the election of the holder and subject to proration as described in the Merger Agreement, one of the following forms of merger consideration: (i) an amount in cash equal to $505.00 per TopBuild Share (the "Cash Consideration") or (ii) 20.200 shares of QXO common stock, par value $0.00001 per share ("QXO Shares"), per TopBuild Share (the "Stock Consideration"). TopBuild Shares in respect of which no cash election or stock election was validly made were treated as having elected to receive the Stock Consideration in accordance with the terms of the Merger Agreement. No fractional QXO Shares were issued in the Merger, and holders of TopBuild Shares received cash in lieu of any fractional QXO Shares based on a per share price of $17.28.

Form 8937, Part II, Box 15: Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis

Consistent with the discussion in the Form S-4, the Merger is intended to qualify as, and will be reported as, a "reorganization" within the meaning of section 368(a) of the Code. No ruling from the Internal Revenue Service has been requested or is intended to be obtained as to the U.S. federal income tax consequences of the Merger. The

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[1] Unless otherwise specified, all "section" references herein are to the Code.

following description assumes that the Merger constitutes a reorganization. The effect of the Merger to U.S. taxpayers not in a special class of holders subject to special rules as described further in the Form S-4 ("U.S. holders") depends on whether such holder of TopBuild Shares received solely cash, solely QXO Shares or a combination of cash and QXO Shares in exchange for such holder's TopBuild Shares.

U.S. Holders Receiving Solely QXO Shares

Except as described below with respect to the receipt of cash in lieu of a fractional QXO Share, a U.S. holder that received solely QXO Shares in exchange for TopBuild Shares in the Merger generally should not recognize gain or loss as a result of such exchange. A U.S. holder's aggregate tax basis in the QXO Shares received in exchange for the TopBuild Shares surrendered (including the basis allocable to any fractional QXO Share for which cash is received) will be equal to the U.S. holder's aggregate tax basis in the TopBuild Shares exchanged therefor.

If a U.S. holder acquired different blocks of TopBuild Shares at different times or different prices, such U.S. holder should consult their own tax advisor as to the determination of the tax bases of the QXO Shares received in the Merger.

U.S. Holders Receiving Solely Cash

A U.S. holder of TopBuild Shares that received solely cash in exchange for TopBuild Shares in the Merger generally should recognize capital gain or loss equal to the difference between the amount of cash received by such U.S. holder and such U.S. holder's tax basis in the TopBuild Shares exchanged therefor. Because such U.S. holder did not receive any QXO Shares, such U.S. holder does not have a new tax basis to compute.[2]

U.S. Holders Receiving QXO Shares and Cash

A U.S. holder of TopBuild Shares that exchanged its TopBuild Shares for a combination of QXO Shares and cash should recognize a taxable gain, but not a loss, equal to the lesser of (i) the excess, if any, of the amount of cash plus the fair market value at the effective time of the Merger of the QXO Shares received in exchange for such TopBuild Shares in the Merger, over such U.S. holder's tax basis in the TopBuild Shares exchanged therefor and (ii) the amount of cash received by such U.S. holder in exchange for such TopBuild Shares. For purposes of calculating taxable gain, the amount of cash received in the exchange does not include cash received in lieu of fractional QXO Shares (see discussion of cash received in lieu of fractional shares below).

Generally, such U.S. holder's aggregate tax basis in the QXO Shares received by such holder in the Merger, including the basis allocable to any fractional QXO Share for which cash is received, should equal such U.S. holder's aggregate tax basis in the TopBuild Shares exchanged therefor, increased by the amount of taxable gain, if any, recognized by such U.S. holder of TopBuild Shares in the exchange of such shares, and decreased by the amount of cash received by such U.S. holder of TopBuild Shares in exchange for such shares of TopBuild Shares (excluding cash received in lieu of any fractional QXO Share).

If a U.S. holder acquired different blocks of TopBuild Shares at different times or different prices, any gain or loss may be determined separately for each block of shares and such U.S. holder's basis in its QXO Shares may be determined with reference to each block of TopBuild Shares. Any such U.S. holder should consult their own tax advisor regarding the manner in which the cash consideration and stock consideration should be allocated among different blocks of TopBuild Shares surrendered, including the ability to specifically identify TopBuild Shares exchanged for the cash consideration, and the determination of the tax bases of the QXO Shares received.

[2] The exchange of TopBuild Shares by a holder solely for cash consideration is not subject to reporting on this Form 8937.

Fractional Shares

A U.S. holder of TopBuild Shares that received cash instead of a fractional QXO Share will generally be treated as having received the fractional share pursuant to the Merger and then as having sold to QXO that fractional QXO Share for cash. As a result, a U.S. holder of TopBuild Shares will generally recognize gain or loss equal to the difference between the amount of cash received and the tax basis allocated to such fractional QXO Share.

Form 8937, Part II, Box 16: Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates

See response to Box 15, above. For purposes of calculating basis of QXO Shares received in the Merger, the taxable gain (if any) recognized is determined by reference to the fair market value of QXO Shares and the amount of cash received in the Merger. Although U.S. federal income tax rules do not specify how to determine fair market value, one reasonable approach is to utilize the New York Stock Exchange market closing price on June 30, 2026, for QXO Shares as an indication of the fair market value. Using this approach, the fair market value of each QXO Share received in the Merger was $17.28. Other approaches to determine fair market value may also be possible and a U.S. holder of TopBuild Shares should consult their own tax advisor regarding the appropriate method for determining fair market value.

Form 8937, Part II, Box 17: List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based

Sections 354, 356, 358, 368(a) and 1001.

Form 8937, Part II, Box 18: Can any resulting loss be recognized?

The Merger was intended to qualify as a "reorganization" within the meaning of section 368(a). As described in the response to Box 15, if the Merger is respected as a "reorganization" within the meaning of section 368(a), a U.S. holder of TopBuild Shares generally will not recognize any loss upon receipt of QXO Shares in the Merger, but may recognize loss in the circumstances described in the response to Box 15:

- A U.S. holder of TopBuild Shares who receives cash in lieu of a fractional QXO Share in the Merger generally will be treated as having received such fractional share in the Merger and then as having received cash in redemption of such fractional share and may recognize a taxable loss as a result of such redemption.

- A U.S. holder of TopBuild Shares who exchanged TopBuild Shares solely for cash may recognize loss, if any, subject to the limitations discussed in Box 15.

The deductibility of capital losses may be subject to limitations.

Form 8937, Part II, Box 19: Provide any other information necessary to implement the adjustment, such as the reportable tax year

The Merger was consummated on July 1, 2026. Consequently, the reportable year for holders of TopBuild Shares for reporting the tax effect of the Merger is the taxable year that includes July 1, 2026.

Former holders of TopBuild Shares are urged to consult their own tax advisors with respect to their individual tax consequences of the Merger.