

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

FORM 10-Q

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

For the quarterly period ended: **March 31, 2026**

or

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

For the transition period from _____ to _____

Commission File Number: **001-38063**



QXO, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

16-1633636

(IRS Employer Identification No.)

Five American Lane

Greenwich, CT 06831

(Address of principal executive offices)

(888) 998-6000

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.00001 per share	QXO	New York Stock Exchange
Depository Shares, each representing a 1/20th interest in a share of 5.50% Series B Mandatory Convertible Preferred Stock, par value \$0.001 per share	QXO.PRB	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 13(a) of the Exchange 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 May 5, 2026, there were 725,168,030 shares outstanding of the registrant's common stock.

QXO, INC. AND SUBSIDIARIES
FORM 10-Q
For the Quarter Ended March 31, 2026

TABLE OF CONTENTS

<u>PART I.</u>	<u>FINANCIAL INFORMATION</u>	<u>Page</u>
<u>Item 1.</u>	<u>Condensed Consolidated Financial Statements (Unaudited)</u>	<u>5</u>
	<u>Condensed Consolidated Balance Sheets</u>	<u>5</u>
	<u>Condensed Consolidated Statements of Operations</u>	<u>6</u>
	<u>Condensed Consolidated Statements of Comprehensive (Loss) Income</u>	<u>7</u>
	<u>Condensed Consolidated Statements of Stockholders' Equity</u>	<u>8</u>
	<u>Condensed Consolidated Statements of Cash Flows</u>	<u>9</u>
	<u>Notes to the Condensed Consolidated Financial Statements</u>	<u>10</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>33</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>45</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>	<u>45</u>
<u>PART II.</u>	<u>OTHER INFORMATION</u>	
<u>Item 1.</u>	<u>Legal Proceedings</u>	<u>46</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>46</u>
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>47</u>
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>	<u>47</u>
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	<u>47</u>
<u>Item 5.</u>	<u>Other Information</u>	<u>48</u>
<u>Item 6.</u>	<u>Exhibits</u>	<u>49</u>
<u>Signatures</u>		<u>50</u>

PART I. FINANCIAL INFORMATION

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q (this “Quarterly Report”) contains forward-looking statements. Statements that are not historical facts, including statements about beliefs, expectations, targets or goals are forward-looking statements. These statements are based on plans, estimates, expectations and/or goals at the time the statements are made, and readers should not place undue reliance on them. In some cases, readers can identify forward-looking statements by the use of forward-looking terms such as “may,” “will,” “should,” “expect,” “opportunity,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “target,” “goal,” or “continue,” or the negative of these terms or other comparable terms. Forward-looking statements involve inherent risks and uncertainties and readers are cautioned that a number of important factors could cause actual results to differ materially from those contained in any such forward-looking statements. Factors that could cause actual results to differ materially from those described herein include, among others:

- *an inability to obtain the products we distribute resulting in lost revenues and reduced margins and damaging relationships with customers;*
- *a change in supplier pricing and demand adversely affecting our income and gross margins;*
- *a change in vendor rebates adversely affecting our income and gross margins;*
- *our inability to identify potential acquisition targets, successfully complete acquisitions on acceptable terms, or successfully integrate acquired businesses into our operations;*
- *risks related to maintaining our safety record;*
- *the possibility that building products distribution industry demand may soften or shift substantially due to cyclicalities or dependence on general economic and political conditions, including inflation or deflation, interest rates, governmental subsidies or incentives, consumer confidence, labor and supply shortages, weather and commodity prices;*
- *risks related to fragmentation in our industry and the possibility that regional or global barriers to trade or a global trade war could increase the cost of products in the building products distribution industry, which could adversely impact the competitiveness of such products and the financial results of businesses in the industry;*
- *seasonality, weather-related conditions and natural disasters;*
- *risks related to the effective development and proper functioning of our information technology systems, including from cybersecurity threats, artificial intelligence use, and digital transformation initiatives;*
- *loss of key talent or our inability to attract and retain new qualified talent;*
- *risks related to work stoppages, union negotiations, labor disputes and other matters associated with our labor force or the labor force of our suppliers or customers;*
- *our dependence on Brad Jacobs as chairman and chief executive officer and the impact of the loss of Mr. Jacobs in these roles;*
- *the risk that Mr. Jacobs’ past performance may not be representative of future results;*
- *the risk that the anticipated benefits of our acquisition of Beacon Roofing Supply, Inc. (the “Beacon Acquisition”), Kodiak Building Partners (the “Kodiak Acquisition”), TopBuild Corp. (the “TopBuild Acquisition”) or any future acquisition may not be fully realized or may take longer to realize than expected;*
- *the effect of the Beacon Acquisition and Kodiak Acquisition, the pendency of the TopBuild Acquisition or any future acquisition on our business relationships with employees, customers or suppliers, operating results and business generally;*
- *risks related to our obligations under the indebtedness we incurred in connection with the Beacon Acquisition and intend to incur in connection with the TopBuild Acquisition;*
- *the possible economic impact of the Company’s outstanding warrants and preferred stock on the Company and the holders of its common stock, including market price volatility, dilution from the exercise or conversion of the warrants or preferred stock, or the impact of dividend payments or liquidation preferences from preferred stock that remains outstanding;*
- *challenges raising additional equity or debt capital from public or private markets to pursue the Company’s business plan and the effects that raising such capital may have on the Company and its business;*
- *the possibility that new investors in any future financing transactions could gain rights, preferences and privileges senior to those of the Company’s existing stockholders;*
- *risks associated with periodic litigation, regulatory proceedings and enforcement actions, which may adversely affect the Company’s business and financial performance;*
- *the impact of legislative, regulatory, economic, competitive and technological changes;*
- *unknown liabilities and uncertainties regarding general economic, business, competitive, legal, regulatory, tax and geopolitical conditions;*
- *the risk that the TopBuild Acquisition may not be completed on the anticipated terms or timeline, or at all, including as a result of the failure to obtain required regulatory or stockholder approvals;*
- *the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the TopBuild Merger Agreement (as defined herein), including in circumstances requiring us to pay a termination fee;*
- *the possibility that the TopBuild Acquisition may be more expensive to complete than anticipated, including as a result of unexpected factors or events, significant transaction costs or unknown liabilities;*
- *potential litigation and/or regulatory action relating to the TopBuild Acquisition; and*
- *other factors, including those set forth in the Company’s filings with the Securities and Exchange Commission (the “SEC”), including its most recent Annual Report on Form 10-K and any subsequent Quarterly Reports on Form 10-Q.*

[Table of Contents](#)

Forward-looking statements should not be relied on as predictions of future events, and these statements are not guarantees of performance or results. Forward-looking statements herein speak only as of the date each statement is made. The Company does not undertake any obligation to update any of these statements in light of new information or future events, except to the extent required by applicable law.

Item 1. Condensed Consolidated Financial Statements

QXO, INC. AND SUBSIDIARIES
Condensed Consolidated Balance Sheets
(in millions, except per share amounts)
(Unaudited)

	March 31, 2026	December 31, 2025
Assets		
Current assets:		
Cash and cash equivalents	\$ 3,046.3	\$ 2,361.6
Accounts receivable, net	1,135.7	1,145.1
Inventories, net	1,668.2	1,497.3
Vendor rebates receivable	478.8	427.0
Income tax receivable	32.8	31.6
Prepaid expenses and other current assets	94.8	83.7
Total current assets	6,456.6	5,546.3
Property and equipment, net	659.7	688.6
Goodwill	5,129.4	5,111.3
Intangibles, net	3,704.5	3,819.1
Operating lease right-of-use assets, net	669.7	689.6
Other assets, net	40.3	32.4
Total assets	<u>\$ 16,660.2</u>	<u>\$ 15,887.3</u>
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 1,170.8	\$ 819.0
Accrued expenses	606.5	574.3
Current portion of operating lease liabilities	110.1	107.5
Current portion of finance lease liabilities	49.8	49.2
Total current liabilities	1,937.2	1,550.0
Long-term debt, net	3,058.6	3,057.3
Deferred income tax liabilities, net	789.4	847.2
Operating lease liabilities	554.4	561.8
Finance lease liabilities	129.6	138.7
Other long-term liabilities	26.1	25.5
Total liabilities	6,495.3	6,180.5
Commitments and contingencies (Note 11)		
Stockholders' equity:		
Mandatory Convertible Preferred Stock, \$0.001 par value; 0.6 shares authorized, issued and outstanding as of March 31, 2026 and December 31, 2025	558.1	558.1
Convertible Preferred Stock, \$0.001 par value; authorized 10.0 shares, 1.0 shares issued and outstanding as of March 31, 2026 and December 31, 2025	498.6	498.6
Common stock, \$0.00001 par value; authorized 2,000.0 shares; 710.8 and 674.5 shares issued and outstanding as of March 31, 2026 and December 31, 2025, respectively	—	—
Additional paid-in capital	9,760.2	9,046.9
Retained earnings (accumulated deficit)	(652.0)	(394.5)
Accumulated other comprehensive loss	—	(2.3)
Total stockholders' equity	10,164.9	9,706.8
Total liabilities and stockholders' equity	<u>\$ 16,660.2</u>	<u>\$ 15,887.3</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

QXO, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Operations
(in millions, except per share amounts)
(Unaudited)

	Three Months Ended March 31,	
	2026	2025
Net sales	\$ 1,730.2	\$ 13.5
Cost of products sold	1,320.9	8.1
Gross profit	409.3	5.4
Operating expense:		
Selling, general and administrative	497.0	44.4
Depreciation	47.3	0.1
Amortization	116.9	0.2
Total operating expense	661.2	44.7
Loss from operations	(251.9)	(39.3)
Interest (expense) income, net	(31.1)	56.6
Other income, net	2.7	—
(Loss) income before (benefit from) provision for income taxes	(280.3)	17.3
(Benefit from) provision for income taxes	(53.2)	8.5
Net (loss) income	\$ (227.1)	\$ 8.8
Loss per common share - basic and diluted (Note 7)	\$ (0.35)	\$ (0.03)
Total weighted-average common shares outstanding:		
Basic	744.4	451.4
Diluted	744.4	451.4

See accompanying notes to the unaudited condensed consolidated financial statements.

QXO, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive (Loss) Income
(in millions)
(Unaudited)

	Three Months Ended March 31,	
	2026	2025
Net (loss) income	\$ (227.1)	\$ 8.8
Other comprehensive income:		
Foreign currency translation adjustment	2.3	—
Total other comprehensive income	2.3	—
Comprehensive (loss) income	<u>\$ (224.8)</u>	<u>\$ 8.8</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

QXO, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Stockholders' Equity
(in millions)
(Unaudited)

	Mandatory Convertible Preferred Stock		Convertible Preferred Stock		Common Stock		Additional Paid-in Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Loss	Total
	Shares	Amount	Shares	Amount	Shares	Amount				
Three Months Ended March 31, 2026										
Balance as of December 31, 2025	0.6	\$ 558.1	1.0	\$ 498.6	674.5	\$ —	\$ 9,046.9	\$ (394.5)	\$ (2.3)	\$ 9,706.8
Series C Preferred Stock commitment	—	—	—	—	—	—	(47.3)	—	—	(47.3)
Mandatory Convertible Preferred Stock dividend	—	—	—	—	—	—	—	(7.9)	—	(7.9)
Convertible Preferred Stock dividend	—	—	—	—	—	—	—	(22.5)	—	(22.5)
Issuance of common stock, net of issuance costs	—	—	—	—	31.6	—	748.6	—	—	748.6
Proceeds from stock option exercises	—	—	—	—	0.2	—	0.9	—	—	0.9
Vesting of stock-based compensation awards	—	—	—	—	4.5	—	—	—	—	—
Tax withholdings for stock-based compensation awards	—	—	—	—	—	—	(28.1)	—	—	(28.1)
Stock-based compensation	—	—	—	—	—	—	39.2	—	—	39.2
Other comprehensive income	—	—	—	—	—	—	—	—	2.3	2.3
Net loss	—	—	—	—	—	—	—	(227.1)	—	(227.1)
Balance as of March 31, 2026	<u>0.6</u>	<u>\$ 558.1</u>	<u>1.0</u>	<u>\$ 498.6</u>	<u>710.8</u>	<u>\$ —</u>	<u>\$ 9,760.2</u>	<u>\$ (652.0)</u>	<u>\$ —</u>	<u>\$10,164.9</u>
Three Months Ended March 31, 2025										
Balance as of December 31, 2024	—	\$ —	1.0	\$ 498.6	409.4	\$ —	\$ 4,560.5	\$ (6.2)	\$ —	\$ 5,052.9
Convertible Preferred Stock dividend	—	—	—	—	—	—	—	(22.5)	—	(22.5)
Stock-based compensation	—	—	—	—	—	—	20.2	—	—	20.2
Net income	—	—	—	—	—	—	—	8.8	—	8.8
Balance as of March 31, 2025	<u>—</u>	<u>\$ —</u>	<u>1.0</u>	<u>\$ 498.6</u>	<u>409.4</u>	<u>\$ —</u>	<u>\$ 4,580.7</u>	<u>\$ (19.9)</u>	<u>\$ —</u>	<u>\$ 5,059.4</u>

See accompanying notes to the unaudited condensed consolidated financial statements.

QXO, INC. AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows
(in millions)
(Unaudited)

	Three Months Ended March 31,	
	2026	2025
Operating Activities		
Net (loss) income	\$ (227.1)	\$ 8.8
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation	47.3	0.1
Amortization	116.9	0.2
Stock-based compensation	39.2	20.2
Amortization of debt issuance costs	2.3	—
Provision for credit losses	11.5	—
Non-cash lease expense	32.3	—
Deferred income taxes	(53.3)	—
Changes in operating assets and liabilities:		
Accounts receivable	0.3	(0.5)
Inventories	(183.9)	—
Vendor rebates receivable	(56.0)	—
Income tax receivable	(1.3)	—
Prepaid expenses and other current assets	(11.2)	(0.8)
Accounts payable and accrued expenses	379.2	8.5
Other assets and liabilities	(25.6)	—
Net cash provided by operating activities	<u>70.6</u>	<u>36.5</u>
Investing Activities		
Capital expenditures	(22.5)	(0.1)
Other	3.0	(0.7)
Net cash used in investing activities	<u>(19.5)</u>	<u>(0.8)</u>
Financing Activities		
Payments under equipment financing facilities and finance leases	(12.2)	—
Proceeds from issuance of common stock related to equity awards	0.9	—
Proceeds from issuance of common stock, net of issuance costs	749.5	—
Payment of taxes related to net share settlement of equity awards	(28.1)	—
Payment of costs to obtain Series C Preferred Stock commitment	(45.8)	—
Payment of dividends on Convertible Preferred Stock	(22.5)	(22.5)
Payment of dividends on Mandatory Convertible Preferred Stock	(7.9)	—
Net cash provided by (used in) financing activities	<u>633.9</u>	<u>(22.5)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	<u>(0.3)</u>	<u>—</u>
Net increase in cash, cash equivalents and restricted cash	684.7	13.2
Cash, cash equivalents and restricted cash, beginning of period	<u>2,365.4</u>	<u>5,072.0</u>
Cash, cash equivalents and restricted cash, end of period	<u>\$ 3,050.1</u>	<u>\$ 5,085.2</u>
Supplemental Cash Flow Information		
Cash paid during the period for:		
Interest	\$ 15.4	\$ —
Income taxes, net of refunds	\$ 1.4	\$ —

See accompanying notes to the unaudited condensed consolidated financial statements.

QXO, INC. AND SUBSIDIARIES
Notes to the Condensed Consolidated Financial Statements
(Unaudited)

1. Description of Business

Prior to the Beacon Acquisition (as defined below), QXO, Inc. (“QXO” or the “Company”) was primarily a technology solutions and professional services company, providing critical software applications, consulting and other professional services, including specialized programming, training and technical support to small and mid-size companies in the manufacturing, distribution and services industries.

Beacon Acquisition

On March 20, 2025, QXO entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Beacon Roofing Supply, Inc., a Delaware corporation (“Beacon”), and Queen MergerCo, Inc., a Delaware corporation and wholly owned subsidiary of QXO (“Merger Sub”), pursuant to which QXO agreed to acquire Beacon for a purchase price of \$124.35 per share of common stock (the “Merger Consideration”) of Beacon (the “Beacon Acquisition”). On April 29, 2025 (the “Closing Date”), pursuant to the Merger Agreement, Merger Sub merged with and into Beacon, with Beacon remaining as the surviving entity and being renamed QXO Building Products, Inc. (“QXO Building Products”), and the Company completed its acquisition of Beacon in a transaction that valued Beacon at \$10.6 billion.

QXO is the largest publicly-traded distributor of roofing, waterproofing and complementary building products in North America. The Company plans to become the tech-enabled leader in the \$800 billion building products distribution industry and generate outsized value for shareholders. The Company is executing its strategy toward a target of \$50 billion in annual revenues within the next decade through accretive acquisitions and organic growth.

The Company serves customers in all 50 states throughout the United States (the “U.S.”) and seven provinces in Canada. The Company’s material subsidiary is QXO Building Products.

2. Basis of Presentation and Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to state fairly the financial position of the Company as of March 31, 2026 and December 31, 2025 and the results of operations and cash flows for the three months ended March 31, 2026 and 2025 in accordance with accounting principles generally accepted in the U.S. (“GAAP”). These unaudited condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) and consequently have been condensed and do not include all required disclosures in an Annual Report on Form 10-K. The unaudited condensed consolidated financial statements included herein should be read in conjunction with the consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2025, filed with the SEC on February 27, 2026. All inter-company transactions and accounts have been eliminated in consolidation.

The Beacon Acquisition has been accounted for using the acquisition method of accounting in accordance with Accounting Standards Codification (“ASC”) Topic 805 (“ASC 805”), Business Combinations. As the legacy Beacon business now comprises substantially all of the Company and has significantly larger operations compared to the Company prior to the Beacon Acquisition, QXO determined that Beacon is the predecessor entity (“predecessor”) for financial reporting purposes. The Company also determined that the Beacon Acquisition represented a fundamental change in QXO’s operations.

Reclassifications

The Company has reclassified certain prior period amounts to conform with the current period presentation in the unaudited condensed consolidated statements of operations related to revenue, cost of sales, depreciation and amortization, which are now presented to conform with the predecessor’s historical presentation.

Use of Estimates

The preparation of unaudited financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of these unaudited condensed consolidated financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Significant items subject to such estimates include inventories, purchase price allocations, income taxes and vendor rebates receivable. Actual results could differ from those estimates.

Business Combinations

The Company records acquisitions resulting in the consolidation of a business using the acquisition method of accounting. Under this method, the Company records the assets acquired, including intangible assets that can be identified, and liabilities assumed based on their estimated fair values at the date of acquisition. Various Level 3 (as hereinafter defined) fair value assumptions are used in the determination of these estimated fair values, including items such as sales growth rates, cost synergies, customer attrition rates, discount rates, and other prospective financial information. The purchase price in excess of the fair value of the assets acquired and liabilities assumed is recorded as goodwill. Estimates associated with the accounting for acquisitions may change as additional information becomes available regarding the assets acquired and liabilities assumed. While management believes these estimates are based on reasonable assumptions, they are inherently uncertain and unpredictable; therefore, actual results may differ. During the measurement period, which is up to one year from the acquisition date, the Company may adjust provisional amounts that were recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. Transaction costs associated with acquisitions are expensed as incurred and are included as a component of selling, general and administrative expense within the condensed consolidated statements of operations.

Cash, Cash Equivalents and Restricted Cash

The following table provides a reconciliation of cash, cash equivalents and restricted cash:

	As of	
	March 31, 2026	December 31, 2025
(in millions)		
Cash and cash equivalents	\$ 3,046.3	\$ 2,361.6
Restricted cash included in prepaid expenses and other current assets	3.8	3.8
Total cash, cash equivalents and restricted cash	<u>\$ 3,050.1</u>	<u>\$ 2,365.4</u>

Accounts Receivable

The following table represents the roll-forward of the allowance for credit losses for the three months ended March 31, 2026 and the year ended December 31, 2025:

	March 31, 2026	December 31, 2025
(in millions)		
Balance at beginning of period	\$ 13.0	\$ 0.5
Current period provision for expected credit losses	11.5	13.8
Write-offs, net of recoveries	(3.1)	(1.3)
Balance at end of period	<u>\$ 21.4</u>	<u>\$ 13.0</u>

Property and Equipment

The following table presents the components of property and equipment, net:

	As of	
	March 31, 2026	December 31, 2025
(in millions)		
Equipment	\$ 309.1	\$ 259.5
Finance lease assets	220.4	216.9
Leasehold improvements	129.8	124.5
Furniture and fixtures	23.7	29.7
Software	30.7	31.2
Land and buildings	54.9	59.6
Construction in progress	48.7	55.1
Total property and equipment	817.3	776.5
Accumulated depreciation	(157.6)	(87.9)
Total property and equipment, net	<u>\$ 659.7</u>	<u>\$ 688.6</u>

Goodwill

The following table sets forth the change in the carrying amount of goodwill during the three months ended March 31, 2026:

(in millions)

Balance as of December 31, 2025	\$	5,111.3
Measurement period adjustments		16.2
Translation adjustments		1.9
Balance as of March 31, 2026	\$	5,129.4

Intangible Assets

The Company amortizes certain identifiable intangible assets that have finite lives, currently consisting of customer relationships and trade names. The following table summarizes intangible assets by category:

	As of		Weighted-Average Remaining Life ⁽¹⁾ (Years)
(in millions, except time periods)	March 31, 2026	December 31, 2025	
Amortizable intangible assets:			
Customer relationships and other	\$ 3,910.9	\$ 3,908.7	9.1
Trade names	230.0	229.9	2.1
Total amortizable intangible assets	4,140.9	4,138.6	8.7
Accumulated amortization	(437.1)	(320.2)	
Total amortizable intangible assets, net	3,703.8	3,818.4	
Indefinite-lived domain names	0.7	0.7	
Total intangibles, net	\$ 3,704.5	\$ 3,819.1	

⁽¹⁾ As of March 31, 2026.

The following table summarizes the estimated future amortization expense for intangible assets for each of the next five years ending December 31 and thereafter:

(in millions)

2026 (April - December)	\$	350.9
2027		467.8
2028		415.8
2029		390.5
2030		390.3
Thereafter		1,688.5
Total future amortization expense	\$	3,703.8

Accrued Expenses

The following table presents the components of accrued expenses:

(in millions)	As of	
	March 31, 2026	December 31, 2025
Inventory	\$ 205.7	\$ 170.0
Other selling, general and administrative	131.7	100.1
Payroll and employee benefit costs	100.8	66.5
Interest expense	64.9	27.1
Customer rebates	44.6	148.4
Sales returns	27.6	26.6
Customer advances	24.9	20.1
Other	6.3	15.5
Total accrued expenses	<u>\$ 606.5</u>	<u>\$ 574.3</u>

Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. To increase the comparability of fair value measures, the following hierarchy prioritizes the inputs to valuation methodologies used to measure fair value:

- *Level 1:* Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.
- *Level 2:* Observable prices that are based on inputs not quoted on active markets but corroborated by market data.
- *Level 3:* Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

The Company's current financial assets and liabilities approximate fair value due to their short-term nature and include cash and cash equivalents, accounts receivable, vendor rebates receivable, income tax receivable, prepaid expenses and other current assets, accounts payable and accrued liabilities.

Net Sales

Net sales represent the consideration the Company expects to be entitled to in exchange for transferring products to customers. Performance obligations are satisfied at a point in time, and net sales are recognized when control of the product transfers to the customer, which occurs when the customer accepts the delivery of our product or takes possession of our product with rights and rewards of ownership. Substantially all of the Company's contracts have a single performance obligation—to deliver products—and are short-term in nature.

The Company does not provide extended payment terms, and payment is due shortly after control transfers. The Company generally does not require prepayments; however, to the extent customers make payments in advance of delivery, the Company records a liability. Total customer advances as of March 31, 2026 were \$24.9 million and are expected to be recognized as revenue within the next 12 months due to the short-term nature of the contracts. Total customer advances as of December 31, 2025 were \$20.1 million.

Net sales are presented net of variable consideration, including estimated product returns, customer sales incentives (including volume rebates), and early payment discounts taken.

The Company estimates product returns based on historical return rates and records accrued sales returns and defers the related cost of products sold. Total accrued sales returns as of March 31, 2026 and December 31, 2025 were \$27.6 million and \$26.6 million, respectively, and total cost of products sold deferred were \$21.2 million and \$20.4 million, respectively. Provisions for early payment discounts are accrued in the same period in which the sale occurs based on historical experience. Commissions paid to internal sales teams to obtain contracts are expensed as incurred because the related contracts have a duration of one year or less. Sales taxes collected from customers and remitted to governmental authorities are excluded from net sales.

The Company offers sales incentives to customers, primarily volume rebates based on achieving specified sales levels. These volume rebates are not in exchange for a distinct good or service and therefore reduce net sales when the related revenue is recognized. The Company estimates volume rebate accruals based on contract terms, historical experience and performance levels. Total customer rebates as of March 31, 2026 and December 31, 2025 were \$44.6 million and \$148.4 million, respectively.

Shipping and handling amounts billed to customers are included in net sales. Related shipping and handling costs are accounted for as fulfillment activities and are recognized in cost of products sold when control of the products transfers to the customer.

Customer advances, sales returns and sales incentives are included in accrued expenses, early payment discounts are included in accounts receivable, net, and cost of products sold deferred are included in prepaid and other current assets in the condensed consolidated balance sheets.

Interest (Expense) Income, Net

The following table presents the components of interest (expense) income, net:

<i>(in millions)</i>	Three Months Ended March 31,	
	2026	2025
Interest income	\$ 25.4	\$ 56.6
Interest expense	(56.5)	—
Interest (expense) income, net	\$ (31.1)	\$ 56.6

Recent Accounting Pronouncements — Adopted

In July 2025, the FASB issued ASU 2025-05, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets”. The standard provides a practical expedient to assume that conditions as of the balance sheet date remain unchanged over the life of the asset when estimating expected credit losses for current accounts receivable and current contract assets arising from transactions accounted for under ASC Topic 606. This standard should be applied prospectively and is effective for fiscal years beginning after December 15, 2025, and interim periods within those fiscal years, with early adoption permitted. The standard became effective for the Company on January 1, 2026. Upon adoption, the Company elected to apply the practical expedient on a prospective basis. The adoption of this standard did not have a material impact on the Company’s consolidated financial statements and related disclosures.

Recent Accounting Pronouncements — Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, “Income Statement – Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses.” The standard requires disclosure of disaggregated information about certain financial statement expense line items presented on the consolidated statements of operations in the notes to the financial statements on an interim and annual basis. The standard can be applied either prospectively or retrospectively and is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU 2025-06, “Intangibles – Goodwill and Other – Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software.” The standard modernizes the recognition and disclosure framework for internal-use software costs, removing all references to software development stages and introducing a more judgment-based approach. This standard can be applied either prospectively, retrospectively, or utilizing a modified transition approach and is effective for fiscal years beginning after December 15, 2027, and interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements and related disclosures.

3. Acquisitions

Beacon Roofing Supply, Inc. Acquisition

On March 20, 2025, QXO entered into a Merger Agreement with Beacon and Merger Sub, pursuant to which QXO agreed to acquire Beacon for a purchase price of \$124.35 per share of common stock of Beacon. On the Closing Date, pursuant to the Merger Agreement, Merger Sub merged with and into Beacon, with Beacon remaining as the surviving entity and being renamed QXO Building Products, Inc., and the Company completed its acquisition of Beacon.

The Company was determined to be the accounting acquirer in the Beacon Acquisition in accordance with ASC 805 primarily due to having board and common share voting control over the combined company, and its managers, including the chief executive officer, directing the activities of the newly merged entity. Furthermore, the Beacon Acquisition was initiated by QXO, and the Company retained the QXO name subsequent to the Beacon Acquisition. The historical financial statements of QXO prior to April 29, 2025 are reflected in this Quarterly Report as QXO’s historical financial statements. Accordingly, the financial results of QXO as of and for any periods prior to April 29, 2025 do not include the financial results of Beacon and current and future results will not be comparable to historical results.

Additionally, in considering the foregoing principles of predecessor determination and in light of the Company's specific facts and circumstances, the Company determined that Beacon is the predecessor entity for financial reporting purposes.

Purchase Price

The following table summarizes the components of the preliminary aggregate purchase consideration paid to acquire Beacon and is subject to adjustments:

(in millions)

Cash paid for outstanding Beacon common stock ⁽¹⁾	\$ 7,736.6
Converted Beacon restricted stock units ("RSUs") and options attributable to pre-combination service ⁽²⁾	103.5
Payment of Beacon debt, including accrued interest ⁽³⁾	2,947.8
Preliminary aggregate acquisition consideration	10,787.9
Less: cash acquired	143.9
Preliminary aggregate acquisition consideration, net of cash acquired	\$ 10,644.0

⁽¹⁾ The cash component of the preliminary aggregate acquisition consideration represents 62.2 million shares of outstanding common stock of Beacon multiplied by the \$124.35 per share cash portion of the acquisition consideration.

⁽²⁾ This amount represents the value of outstanding equity awards held by Beacon employees that were converted into replacement QXO instruments with identical terms. The conversion was based on the volume-weighted average trading price of QXO common stock for the five consecutive trading days ending on the trading day immediately preceding the Closing Date. The fair value of replacement equity-based awards attributable to pre-acquisition service was recorded as part of the consideration transferred. This amount also includes cash paid by QXO of \$16.0 million to settle RSUs for non-employee members of the board of directors of Beacon, which were accelerated in full, cancelled and paid in cash for \$124.35 per share. See Note 8 for additional information.

⁽³⁾ This amount represents the cash paid by QXO to settle Beacon's senior secured term loan B facility, senior secured notes, and outstanding line of credit borrowings of \$1.26 billion, \$1.25 billion and \$370.8 million, respectively. Additionally, accrued interest expense of \$30.1 million and a breakage fee of \$37.8 million was paid for early termination of Beacon's debt at the closing of the Beacon Acquisition.

Preliminary Purchase Price Allocation

The Company applied the acquisition method of accounting in accordance with ASC 805, Business Combinations, and recognized assets acquired and liabilities assumed at their fair values as of the effective date of the Beacon Acquisition, with the excess purchase consideration recorded to goodwill. Goodwill reflects the assembled workforce of Beacon as well as operating synergies that are expected to result from the Beacon Acquisition. All preliminary goodwill is not deductible for tax purposes.

The purchase price allocation is preliminary and subject to change. The Company is continuing to obtain information to complete its valuation of certain assets and liabilities, in addition to ensuring all other assets and liabilities and contingencies have been identified and recorded. The Company has estimated the preliminary fair value of assets acquired and liabilities assumed based on information currently available and will continue to adjust those estimates as additional information pertaining to events or circumstances present at the Closing Date becomes available during the measurement period. The Company will reflect measurement period adjustments, if any, in the period in which the adjustments occur, and the Company will finalize its accounting for the Beacon Acquisition within one year of the Closing Date.

The following table presents the preliminary allocation of the purchase price to the assets acquired and liabilities assumed, and a reconciliation to total consideration transferred. The allocation of the purchase price is ongoing, and the Company continues to ascertain the reasonableness of the fair value of the assets acquired and liabilities assumed. Subsequent to the determination of the preliminary purchase price allocation, the Company recorded certain measurement period adjustments primarily related to accounts receivable, inventories, vendor rebates receivable, property and equipment, accounts payable, accrued expenses and deferred income taxes. The measurement period adjustments recorded during the three months ended March 31, 2026 had a net impact of increasing goodwill by \$16.2 million.

<i>(in millions)</i>	Preliminary Allocation
Assets:	
Accounts receivable	\$ 1,319.1
Inventories	1,772.6
Vendor rebates receivable	235.8
Income tax receivable	19.9
Prepaid expenses and other current assets	81.0
Property and equipment	683.6
Goodwill	5,127.5
Intangibles	4,130.6
Operating lease right-of-use assets	708.0
Other non-current assets	17.5
Liabilities:	
Accounts payable	(1,135.8)
Accrued expenses	(532.6)
Deferred income taxes	(906.0)
Other long-term liabilities	(27.5)
Operating lease liabilities	(668.2)
Finance lease liabilities	(181.5)
Preliminary aggregate acquisition consideration	\$ 10,644.0

The following table presents a summary of intangible assets acquired and the weighted-average useful life of these assets:

<i>(in millions, except weighted-average useful life)</i>	Fair Value	Weighted-Average Useful Life in Years
Customer relationships	\$ 3,900.6	10.0
Trade names	230.0	3.0
Total intangible assets acquired	<u>\$ 4,130.6</u>	<u>9.6</u>

The fair value estimate of the customer relationships intangible asset was determined using the multi-period excess earnings method. The excess earnings methodology is an income approach methodology that estimates the projected cash flows of the business attributable to the customer relationships intangible asset, net of charges for the use of other identifiable assets of the business including working capital, fixed assets and other intangible assets. The fair value estimate of the trade names intangible asset was determined using the relief-from-royalty method, which presumes the owner of the asset avoids hypothetical royalty payments that would need to be made for the use of the asset if the asset was not owned.

A key assumption in the fair value measurement of the customer relationships intangible asset is the customer attrition rate, which projects the percentage of customer revenue from an existing customer base that is lost over the customer relationships intangible asset's estimated useful life. Other key inputs used in the discounted cash flow analyses and other areas of judgment include projected financial information, discount rates used to present value future cash flows, royalty rates, economic useful life of assets and tax rates, as relevant, that market participants would consider when estimating fair values.

During the year ended December 31, 2025, the Company incurred transaction costs of approximately \$74.8 million related to the Beacon Acquisition. These costs were associated with legal and professional services and were recognized in selling, general and administrative expenses on the consolidated statements of operations for the year ended December 31, 2025.

Kodiak Building Partners Acquisition

On February 10, 2026, QXO entered into an Agreement and Plan of Merger (the “Kodiak Merger Agreement”) with Kodiak Building Partners Inc., a Delaware corporation (“Kodiak”), Court Square Capital Partners, and Juno Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of QXO (“Juno Merger Sub”), pursuant to which QXO agreed to acquire Kodiak from Court Square Capital Partners.

On April 1, 2026 (the “Kodiak Closing Date”), pursuant to the Kodiak Merger Agreement, Juno Merger Sub merged with and into Kodiak, with Kodiak remaining as the surviving entity, and the Company completed its acquisition of Kodiak for a purchase price of \$2.25 billion (the “Kodiak Acquisition”). The purchase price comprised \$2.0 billion of cash and 13.2 million shares of the Company’s common stock, with the Company retaining the right to repurchase these shares at \$40 per share at any time.

Kodiak is a U.S. distributor of lumber, trusses, windows and doors, construction supplies, waterproofing, roofing, and complementary exterior products, as well as value-added assembly, fabrication, and installation services. The integration of Kodiak’s structural and exterior construction product offerings with QXO’s existing offerings will better position the Company to grow market share and advance the Company’s plan to become the tech-enabled leader in the building products distribution industry.

Due to the limited time between the Kodiak Closing Date and the Company's filing of this Quarterly Report on Form 10-Q for the quarter ended March 31, 2026, initial accounting for the business combination is incomplete and the Company is not yet able to disclose the provisional amounts to be recognized as of the acquisition date for assets acquired and liabilities assumed. The Company expects to provide preliminary purchase price allocation information in the Quarterly Report on Form 10-Q for the quarter ending June 30, 2026.

TopBuild Corp. Acquisition

On April 18, 2026, QXO entered into an Agreement and Plan of Merger (the “TopBuild Merger Agreement”) with TopBuild Corp., a Delaware corporation (“TopBuild”), Titanium MergerCo, Inc., a Delaware corporation a wholly owned subsidiary of QXO (“Titanium Merger Sub”), and Titanium MergerCo 2, LLC, a Delaware limited liability company and a wholly owned subsidiary of QXO (“Forward Merger Sub”), pursuant to which QXO agreed to acquire TopBuild for approximately \$17.0 billion in a combination of cash and stock consideration.

Pursuant to the TopBuild Merger Agreement, each share of common stock of TopBuild issued and outstanding immediately prior to the effective time, subject to certain customary exceptions, will be automatically converted into the right to receive, subject to certain terms and conditions: (i) an amount in cash equal to \$505.00 (the “Cash Consideration”) or (ii) 20.200 QXO shares of common stock (the “Stock Consideration”). The maximum number of TopBuild shares to be converted into the right to receive the Cash Consideration will be equal to forty-five percent (45%) of the aggregate number of TopBuild shares issued and outstanding immediately prior to the effective time (other than cancelled shares). The maximum number of TopBuild shares to be converted into the right to receive the Stock Consideration will be equal to fifty-five percent (55%) of the aggregate number of TopBuild shares issued and outstanding immediately prior to the effective time (other than cancelled shares), which maximum number may be increased by the Company in its sole discretion.

The transaction is subject to the satisfaction or waiver of customary closing conditions, including, among others, approval by the stockholders of TopBuild and QXO. The transaction is expected to close in the third quarter of 2026.

The TopBuild Acquisition is subject to a number of risks and uncertainties and there is no assurance that the TopBuild Acquisition will occur.

4. Restructuring

Subsequent to the Beacon Acquisition, the Company developed a restructuring plan to streamline and simplify the organization, improve efficiency and reduce costs. During the three months ended March 31, 2026, the Company recorded \$17.2 million in pre-tax restructuring charges, comprised of \$6.5 million of severance and employee-related costs associated with corporate workforce optimization, a \$0.9 million stock-based compensation charge associated with the impacted employees, and \$9.8 million of lease abandonment costs. These restructuring charges are reflected in selling, general and administrative expenses on the condensed consolidated statements of operations. The severance and employee-related costs were recorded in accrued expenses as payroll and employee benefit costs, while the stock-based compensation charge was reflected as an adjustment to common stock and additional paid-in capital on the condensed consolidated balance sheets. The severance and employee-related restructuring charge liability is expected to be substantially paid by September 2026.

The following table shows the change in the restructuring charge liability during the three months ended March 31, 2026:

<i>(in millions)</i>	Severance and Employee- related Costs	Lease Abandonment Costs
Restructuring charge liability as of December 31, 2025	\$ 26.2	\$ —
Restructuring charges	6.5	9.8
Payments	(5.8)	(1.0)
Non-cash settlement	—	(8.8)
Restructuring charge liability as of March 31, 2026	<u>\$ 26.9</u>	<u>\$ —</u>

Severance and employee-related costs consist primarily of salary continuation benefits, prorated annual incentive compensation, continuation of health care benefits, outplacement services and retention awards issued to certain key employees. Severance and employee-related benefits are determined pursuant to the Company's written severance plans and are recognized when the benefits are determined to be probable of being paid and are reasonably estimable. Retention awards are recognized on a straight-line basis from the communication date to the end of the requisite retention period.

Lease abandonment costs primarily represent the write-off of the remaining carrying value of operating lease ROU assets for branch facilities that were abandoned in connection with the Company's restructuring plan. These lease abandonment charges are recognized as of the cease-use date. Other exit-related costs, including costs to close branch facilities, are recognized as incurred.

5. Segment Reporting and Geographic Information

Segment Reporting

Operating segments are defined as components of an entity for which separate discrete financial information is available and regularly reviewed by the Chief Operating Decision Maker (“CODM”) in deciding how to allocate resources to an individual segment and in assessing performance. The Company’s CODM, the chief executive officer, reviews consolidated results of operations to make decisions, therefore the Company views its operations and manages its business as a single operating segment.

The Company’s revenues for its single operating segment are primarily derived from the sale of residential and non-residential roofing products, as well as complementary products, such as siding and waterproofing. The CODM evaluates performance for the Company’s single operating segment and decides how to allocate resources based on the Company’s consolidated net income that is reported in the condensed consolidated statements of operations as net (loss) income. The measure of segment assets is reported on the condensed consolidated balance sheets as total assets. These results are used to assess segment performance and determine the compensation of certain employees.

The operating segment financial information regularly reviewed by the CODM, inclusive of assets, revenue, expenses, profit or loss and noncash items are presented on a consolidated basis. Other segment items included in consolidated net income are depreciation, amortization, interest income (expense), net, other income, net, and (benefit from) provision for income taxes, which are reflected on the condensed consolidated statements of operations.

The following table presents information regarding the components of revenue, significant segment expenses and consolidated net (loss) income representative of the significant categories regularly provided to the CODM when managing the Company’s one operating segment:

<i>(in millions)</i>	Three Months Ended March 31,	
	2026	2025
Net sales:		
Residential roofing products	\$ 799.1	\$ —
Non-residential roofing products	463.6	—
Complementary building products	452.9	—
Software products and services	14.6	13.5
Total net sales	<u>\$ 1,730.2</u>	<u>\$ 13.5</u>
Less:		
Cost of products sold	\$ 1,320.9	\$ 8.1
Selling, general administrative expenses ⁽¹⁾	457.8	24.2
Stock-based compensation	39.2	20.2
Other segment items	139.4	(47.8)
Net (loss) income	<u>\$ (227.1)</u>	<u>\$ 8.8</u>

⁽¹⁾ Excludes stock-based compensation.

Geographic Information

Net sales in the U.S. accounted for approximately 98% of total net sales for the three months ended March 31, 2026, and approximately 94% of the Company’s long-lived assets were in the U.S. as of March 31, 2026. All of the Company’s net sales were derived from the U.S. for the three months ended March 31, 2025, and approximately 96% of the Company’s long-lived assets were in the U.S. as of December 31, 2025. The CODM does not review geographic asset information when assessing performance or allocating resources.

6. Equity

April 2024 Investment Agreement

On April 14, 2024, the Company entered into the Amended and Restated Investment Agreement (the “Investment Agreement”) among the Company, JPE and the other investors party thereto (collectively, the “Investors”), providing for, among other things, an aggregate investment by the Investors of \$1.0 billion in cash in the Company. Pursuant to the Investment Agreement, the Company issued and sold an aggregate of 1,000,000 shares of Convertible Perpetual Preferred Stock, par value \$0.001 per share (the “Convertible Preferred Stock”), which are initially convertible into an aggregate of 219.0 million shares of common stock at an initial conversion price of \$4.566 per share and issued and sold warrants exercisable for an aggregate of 219.0 million shares of common stock (the “Warrants”). The Investment Agreement and related transactions closed on June 6, 2024 (the “Equity Investment”) and generated gross proceeds of \$1.0 billion before deducting fees and offering expenses.

Issuance of Convertible Preferred Stock

On June 6, 2024, under the terms of the Investment Agreement, the Company issued 1.0 million shares of Convertible Preferred Stock. The Convertible Preferred Stock has an initial liquidation preference of \$1,000 per share, for an aggregate initial liquidation preference of \$1.0 billion. The Convertible Preferred Stock is convertible at any time, in whole or in part and from time to time, at the option of the holder thereof into a number of shares of common stock equal to the then-applicable liquidation preference divided by the conversion price, which initially is \$4.566 per share of common stock (subject to customary anti-dilution adjustments). Shares of Convertible Preferred Stock are initially convertible into an aggregate of 219.0 million shares of common stock (after giving effect to the Reverse Stock Split). The Convertible Preferred Stock is not redeemable or subject to any required offer to purchase.

The Convertible Preferred Stock ranks, with respect to dividend rights and distribution of assets upon liquidation, winding-up or dissolution, senior to the Company’s common stock and Mandatory Convertible Preferred Stock (as defined below). Holders of Convertible Preferred Stock will vote together with the holders of the Company’s common stock on an “as-converted” basis on all matters, except as otherwise required by law. In addition, the approval of holders of at least a majority of the outstanding shares of the Convertible Preferred Stock, voting separately as a single class, will be required for certain matters set forth in the Certificate of Designation for the Convertible Preferred Stock.

Dividends on the Convertible Preferred Stock are payable quarterly, when, as and if declared by the Company’s board of directors at the rate per annum of 9% per share on the then-applicable liquidation preference (subject to certain exceptions in the event that the Company pays dividends on shares of its common stock). During the three months ended March 31, 2026, the Company paid \$22.5 million of dividends to holders of Convertible Preferred Stock. Subsequent to the close of the quarter ended March 31, 2026, the Company paid \$22.5 million of quarterly dividends to holders of Convertible Preferred Stock.

Warrants

The aggregate number of shares of the Company’s common stock subject to the Warrants is 219.0 million shares. The Warrants are exercisable at the option of the holder at any time until June 6, 2034. The Warrants have an exercise price of \$4.566 per share of common stock with respect to 50% of the Warrants, \$6.849 per share of common stock with respect to 25% of the Warrants, and \$13.698 per share of common stock with respect to the remaining 25% of the Warrants.

Each Warrant may be exercised, in whole or in part, at any time or times on or after the issuance date and on or before the expiration date at the election of the holder (in such holder’s sole discretion) by means of a “cashless exercise” in which the holder will be entitled to receive a number of shares of the Company’s common stock equal to the quotient of the product of the Closing Sale Price (as defined in the Warrant Certificate) of a share of the Company’s common stock on the trading day immediately preceding the date on which the holder elects to exercise its Warrant, less the adjusted exercise price, multiplied by the number of shares of the Company’s common stock issuable upon exercise of such Warrant, divided by the aforementioned Closing Sale Price of a share of the Company’s common stock on the trading day immediately preceding the date on which the holder elects to exercise its Warrant.

Private Placements

On June 13, 2024, the Company entered into purchase agreements with certain institutional and accredited investors to issue and sell in a private placement an aggregate of 340.9 million shares of the Company’s common stock at a price of \$9.14 per share, and pre-funded warrants (the “Pre-Funded Warrants”) to purchase 42.0 million shares of the Company’s common stock at a price of \$9.13999 per Pre-Funded Warrant. Each Pre-Funded Warrant has an exercise price of \$0.00001 per share, is exercisable immediately and until the Pre-Funded Warrant is exercised in full. The closing of the private placement was completed on July 19, 2024.

On July 22, 2024, the Company entered into purchase agreements with certain institutional and accredited investors to privately place 67.8 million shares of its common stock at a price of \$9.14 per share. The closing of the private placement was completed on July 25, 2024.

On March 17, 2025, the Company entered into purchase agreements with certain institutional investors to privately place 67.5 million shares of its common stock at a price of \$12.30 per share. The closing of the private placement was contingent upon the completion of the Beacon Acquisition and was completed on April 29, 2025. As a result of the closing, the Company raised \$823.8 million in net proceeds, after deducting offering costs of \$6.8 million, to partially fund the Beacon Acquisition and related costs.

Issuance of Mandatory Convertible Preferred Stock

On May 27, 2025, the Company completed a preferred stock offering, through which QXO issued and sold 11.5 million depositary shares (“Depositary Shares”), each representing a 1/20th interest in a share of the Company’s 5.50% Series B Mandatory Convertible Preferred Stock, liquidation preference \$1,000 per share, par value \$0.001 per share (the “Mandatory Convertible Preferred Stock”). The amount issued included 1.5 million Depositary Shares issued pursuant to the exercise in full of the option granted to the underwriters to purchase additional Depositary Shares. The Company received net proceeds from the offering of \$558.1 million, after deducting underwriting discounts, commissions and offering expenses of \$16.9 million.

Dividends

The Mandatory Convertible Preferred Stock will accumulate dividends (which may be paid in cash or, subject to certain limitations, in shares of common stock or in any combination of cash and common stock) at a rate per annum equal to 5.50% on the liquidation preference of \$1,000 per share, payable when, as and if declared by the Company’s board of directors (or an authorized committee thereof), on February 15, May 15, August 15 and November 15 of each year, beginning on August 15, 2025 and ending on, and including, May 15, 2028. Given the requirement to pay dividends in any settlement outcome of the Mandatory Convertible Preferred Stock, the Company accrues dividends whether or not they are formally declared by the Company’s board of directors. During the three months ended March 31, 2026, the Company paid \$7.9 million of dividends to holders of Mandatory Convertible Preferred Stock.

Mandatory Conversion

The following table illustrates the conversion rate per share of the Mandatory Convertible Preferred Stock, subject to certain anti-dilution adjustments, based on the applicable market value of the common stock:

Applicable Market Value of Common Stock	Conversion Rate per Share of Mandatory Convertible Preferred Stock
Greater than \$20.2126 (the “Threshold Appreciation Price”)	49.4740 shares of common stock
Equal to or less than the Threshold Appreciation Price but greater than or equal to the Initial Price	Between 49.4740 and 60.6060 shares of common stock, determined by dividing \$1,000 by the applicable market value
Less than \$16.50 (the “Initial Price”)	60.6060 shares of common stock

The following table illustrates the conversion rate per Depositary Share, subject to certain anti-dilution adjustments, based on the applicable market value of the common stock:

Applicable Market Value of Common Stock	Conversion Rate per Depositary Share Representing a 1/20th interest in a share of the Mandatory Convertible Preferred Stock
Greater than the Threshold Appreciation Price	2.4737 shares of common stock
Equal to or less than the Threshold Appreciation Price but greater than or equal to the Initial Price	Between 2.4737 and 3.0303 shares of common stock, determined by dividing \$50 by the applicable market value
Less than the Initial Price	3.0303 shares of common stock

Optional Conversion

Other than the occurrence of a fundamental change (as defined in the Company’s Certificate of Designations relating to the Mandatory Convertible Preferred Stock) at any time prior to May 15, 2028, a holder of Mandatory Convertible Preferred Stock may elect to convert such holder’s shares of Mandatory Convertible Preferred Stock, in whole or in part, at the minimum conversion rate of 49.4740 shares of common stock per share of Mandatory Convertible Preferred Stock (equivalent to 2.4737 shares of common stock per Depositary Share), subject to certain anti-dilution and other adjustments. Because each Depositary Share represents a 1/20th fractional interest in a share of Mandatory Convertible Preferred Stock, a holder of Depositary Shares may convert its Depositary Shares only in lots of 20 Depositary Shares.

Fundamental Change Conversion

If a fundamental change occurs on or prior to May 15, 2028, holders of the Mandatory Convertible Preferred Stock will have the right to convert their shares of Mandatory Convertible Preferred Stock, in whole or in part, into shares of common stock at the fundamental change conversion rate during the period beginning on, and including, the effective date of such fundamental change and ending on, and including, the earlier of (a) the date that is 20 calendar days after such effective date (or, if later, the date that is 20 calendar days

after holders receive notice of such fundamental change) and (b) May 15, 2028. For the avoidance of doubt, the period described in the immediately preceding sentence may not end on a date that is later than May 15, 2028.

Ranking

The Mandatory Convertible Preferred Stock ranks, with respect to dividend rights and distribution of assets upon liquidation, winding-up or dissolution, (i) senior to the Company's common stock and each other class or series of capital stock, whether outstanding or established after the date of issuance of the Mandatory Convertible Preferred Stock, the terms of which do not expressly provide that it ranks senior to or on a parity with the Mandatory Convertible Preferred Stock as to payment of dividends and distribution of assets upon liquidation, winding-up or dissolution, and (ii) junior to the Convertible Preferred Stock. The Mandatory Convertible Preferred Stock ranks on a parity with or junior to each class or series of capital stock, the terms of which expressly provide for a pari passu or senior ranking, respectively, relative to the Mandatory Convertible Preferred Stock.

Voting Rights

Holders of Mandatory Convertible Preferred Stock will not have voting rights, except with respect to issuances of securities senior to the Mandatory Convertible Preferred Stock, amendments to the Company's Fifth Amended and Restated Certificate of Incorporation that would materially and adversely affect the rights of the holders of Mandatory Convertible Preferred Stock, or in the event of a merger, consolidation, exchange or reclassification involving the Mandatory Convertible Preferred Stock, or non-payment of dividends for six consecutive quarters.

Registered Equity Offerings

In April 2025, the Company sold 37.7 million shares of the Company's common stock in an underwritten public offering at a price of \$13.25 per share. The closing of the equity offering was completed on April 21, 2025 and the Company raised \$487.7 million in net proceeds from the equity offering, after deducting offering costs of \$12.3 million. The Company also granted the underwriters in the public offering a 30-day option to purchase up to an additional 5.7 million shares of the Company's common stock at a price of \$13.25 per share less underwriting discounts and commissions. On May 5, 2025, the option was partially exercised with respect to 4.0 million shares resulting in an additional \$51.8 million of net proceeds. The remaining option to purchase additional shares expired unexercised at the end of the 30-day period.

In May 2025, the Company sold 48.5 million shares of the Company's common stock in an underwritten public offering at a price of \$16.50 per share. The Company also granted the underwriters in the public offering a 30-day option to purchase up to an additional 7.3 million shares of the Company's common stock at a price of \$16.50 per share less underwriting discounts and commissions. On May 21, 2025, the option was exercised in full. The closing of the equity offering was completed on May 23, 2025 and the Company raised \$892.4 million in net proceeds from the equity offering, after deducting offering costs of \$27.6 million.

In June 2025, the Company sold 89.9 million shares of the Company's common stock in an underwritten public offering at a price of \$22.25 per share. The closing of the equity offering was completed on June 26, 2025 and the Company raised \$1.96 billion in net proceeds from the equity offering, after deducting offering costs of \$37.8 million. The Company also granted the underwriters in the public offering a 30-day option to purchase up to an additional 13.5 million shares of the Company's common stock at a price of \$22.25 per share less underwriting discounts and commissions. On July 24, 2025, the option was partially exercised with respect to 1.7 million shares resulting in additional net proceeds of \$38.1 million. The remaining option to purchase additional shares expired unexercised at the end of the 30-day period.

In January 2026, the Company sold 31.6 million shares of the Company's common stock in an underwritten public offering at a price of \$23.80 per share. The closing of the equity offering was completed on January 20, 2026 and the Company raised \$748.6 million in net proceeds from the equity offering, after deducting offering costs of \$4.6 million. The Company also granted the underwriters in the public offering a 30-day option to purchase up to an additional 4.7 million shares of the Company's common stock at a price of \$23.80 per share less underwriting discounts and commissions. The option to purchase additional shares expired unexercised at the end of the 30-day period.

January 2026 Investment Agreement

In January 2026, the Company entered into an investment agreement (the "January 2026 Investment Agreement") with AP Quince Holdings, L.P., a fund managed by affiliates of Apollo Global Management, Inc., and the other investors party thereto (collectively, the "Series C Investors"). Pursuant to the January 2026 Investment Agreement, the Series C Investors committed until July 15, 2026 (the "Initial Commitment Period") to purchase up to 300,000 shares of a new series of Series C Convertible Perpetual Preferred Stock, par value \$0.001 per share (the "Series C Preferred Stock"), for an aggregate purchase price of \$3.0 billion to fund one or more acquisitions of assets, equity or businesses (or portions thereof) for a purchase price in excess of \$1.5 billion or as otherwise determined by the Company (each, a "Qualifying Acquisition"). The Initial Commitment Period will be extended with respect to the commitment for a Qualifying Acquisition up to an additional 12 months if a definitive acquisition agreement for such Qualifying Acquisition is executed before the expiration of the Initial Commitment Period.

On April 1, 2026, the Company completed its acquisition of Kodiak, which constitutes a Qualifying Acquisition, for a total purchase price of \$2.25 billion.

Issuance of Series C Preferred Stock

On April 1, 2026, the Company issued 200,000 shares of the Company's Series C Preferred Stock to finance the Kodiak Acquisition. The Series C Preferred Stock has an initial liquidation preference of \$10,000 per share (the "Stated Value"). The Company received proceeds from the issuance of approximately \$2.0 billion. Following such issuance, the Series C Investors have commitments to purchase an additional 100,000 shares of Series C Preferred Stock for \$1.0 billion in cash.

Dividends

The holders of the Series C Preferred Stock (each, a "Holder" and collectively, the "Holders") will be entitled to dividends on the Series C Preferred Stock at a rate of 4.75% per annum. The Holders will be entitled to participate in dividends declared or paid on the common stock on an as-converted basis; provided that any such dividends on the common stock on an as-converted basis received by Holders will reduce, on a dollar-for-dollar basis, the dividends such Holders are entitled to receive on the Series C Preferred Stock. Dividends on the Series C Preferred Stock will be payable on a quarterly basis in cash and/or by delivery of shares of registered (or freely tradeable) common stock, in each case at the sole discretion of the Company. Any dividends not declared and paid in cash or shares of common stock on any dividend payment date will accrue and be compounded quarterly in arrears on the then Stated Value of such shares of Series C Preferred Stock on such dividend payment date.

Conversion and Redemption

The Series C Preferred Stock are, at the option of the holders thereof at any time and from time to time, convertible into common stock at an initial conversion price of \$23.25 per share of Common Stock, subject to customary anti-dilution protections (the "Conversion Price").

At any time after the second anniversary of the initial issuance of the Series C Preferred Stock (the "Initial Issue Date"), the Company will have the option to require that all or any portion of the then-outstanding shares of Series C Preferred Stock be converted into common stock at the then applicable Conversion Price if the closing price per share of common stock exceeds (i) from and after the second anniversary and prior to the third anniversary of the Initial Issue Date, 175% of the Conversion Price and (ii) from and after the third anniversary of the Initial Issue Date, 150% of the Conversion Price, in each case, then in effect for at least 20 trading days in any period of 30 consecutive trading days immediately prior to the Holders' receipt of the conversion notice.

At any time on or following the seventh anniversary of the Initial Issue Date, the Company may redeem all or any portion of the outstanding Series C Preferred Stock at the applicable redemption price (the "Optional Redemption Price") plus accrued and unpaid dividends thereon. The Optional Redemption Price will be an amount in cash equal to the greater of (a) (i) 107% of the Stated Value, with respect to a redemption date on or following the seventh anniversary of the Initial Issue Date but prior to the eighth anniversary of the Initial Issue Date, (ii) 104% of the Stated Value, with respect to a redemption date on or following the eighth anniversary of the Initial Issue Date but prior to the ninth anniversary of the Initial Issue Date and (iii) 100% of the Stated Value, with respect to a redemption date on or following the ninth anniversary of the Initial Issue Date and (b) the as-converted value.

Fundamental Change Conversion and Redemption

Upon the occurrence of a fundamental change of the Company (i) in certain circumstances, the Company will be obligated to pay a customary fundamental change make-whole premium on the Series C Preferred Stock converted in connection with such fundamental change by increasing the conversion rate on such Series C Preferred Stock and (ii) the Company will be obligated to offer to redeem all of the Series C Preferred Stock for a price in cash equal to the greater of (a) the Stated Value, plus accrued and unpaid dividends thereon and (b) the as-converted value.

Ranking

The Series C Preferred Stock will rank junior to the Company's Convertible Preferred Stock, *pari passu* with the Company's Mandatory Convertible Preferred Stock and senior to the Company's common stock, with respect to dividend rights and rights on the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company.

Voting Rights

The Series C Investors, as Holders, will be entitled to vote with the holders of the common stock on an as-converted basis, voting together as a single class, on all matters presented to the holders of common stock, except as required by Delaware law, subject to certain requirements as described in the January 2026 Investment Agreement.

7. Earnings (Loss) Per Common Share

Basic earnings (loss) per common share is computed using the two-class method, which is an earnings allocation method that determines earnings (loss) per share for common shares and participating securities. Basic net income (loss) per share is calculated by dividing net income (loss) attributable to common stockholders by the weighted-average number of common shares outstanding during the period, without consideration for common share equivalents or the conversion of the Company's Convertible Preferred Stock and Mandatory Convertible Preferred Stock. The weighted-average number of common shares outstanding used in the basic and diluted net loss per share calculation include the Pre-Funded Warrants as the Pre-Funded Warrants are exercisable at any time for nominal consideration. Common share equivalents consist of the incremental common shares issuable upon the exercise of stock options and vesting of restricted stock unit awards.

Diluted net income (loss) per common share is calculated by utilizing the most dilutive result of the if-converted and two-class methods. In both methods, net income (loss) attributable to common stockholders and the weighted-average common shares outstanding are adjusted to account for the impact of the assumed issuance of potential common shares that are dilutive, subject to dilution sequencing rules.

The following table presents the components and calculations of basic and diluted net income (loss) per common share attributable to common stockholders:

<i>(in millions, except per share amounts; certain amounts may not recalculate due to rounding)</i>	Three Months Ended March 31,	
	2026	2025
Basic and diluted earnings (loss) per common share computation:		
Net (loss) income	\$ (227.1)	\$ 8.8
Less: Convertible Preferred Stock dividend	(22.5)	(22.5)
Less: Mandatory Convertible Preferred Stock dividend	(7.9)	—
Less: Undistributed earnings allocated to participating securities	—	—
Loss attributable to common shareholders	\$ (257.5)	\$ (13.7)
Weighted-average common shares	702.4	409.4
Weighted-average Pre-Funded Warrants	42.0	42.0
Total weighted-average common shares outstanding	744.4	451.4
Basic and diluted loss per common share	\$ (0.35)	\$ (0.03)

The following table includes the number of shares that may be dilutive common shares in the future. These shares were not included in the computation of diluted net income (loss) per common share because the effect was either anti-dilutive or the requisite performance conditions were not met:

<i>(in millions)</i>	Three Months Ended March 31,	
	2026	2025
Convertible Preferred Stock	219.0	219.0
Mandatory Convertible Preferred Stock	28.4	—
Warrants	219.0	219.0
Stock-based awards	25.6	22.1
Total potential dilutive securities not included in loss per common share	492.0	460.1

Subsequent to the quarter ended March 31, 2026, the Company issued 200,000 shares of Series C Preferred Stock with a stated value of \$10,000 per share, the conversion of which may result in dilutive common shares in the future. The stated value of the Series C Preferred Stock is, at the option of the holders, convertible into the Company's common stock at an initial conversion price of \$23.25 per share.

8. Stock-based Compensation

At the special meeting of the Company's stockholders on May 30, 2024, the stockholders approved the QXO, Inc. 2024 Omnibus Incentive Plan (the "2024 Plan"). The 2024 Plan provides for the grant of options intended to qualify as incentive stock options ("ISOs"), nonqualified stock options ("NSOs"), stock appreciation rights ("SARs"), restricted share awards, RSUs, performance-based restricted stock units ("PRSUs"), cash incentive awards, deferred share units and other equity-based and equity-related awards, as well as cash-based awards.

Subject to adjustment for changes in capitalization, the maximum aggregate number of shares of common stock that may be delivered pursuant to awards granted under the 2024 Plan shall be equal to 30,000,000 (the "Plan Share Limit"), of which 30,000,000 shares of common stock may be delivered pursuant to ISOs granted under the 2024 Plan (such amount, the "Plan ISO Limit"). The 2024 Plan provides that the Plan Share Limit shall automatically increase on January 1 of each calendar year commencing on January 1, 2025 and ending on January 1, 2034 in an amount equal to three percent (3%) of the sum of: i) the number of shares of common stock outstanding as of December 31 of the preceding calendar year, and ii) the number of shares of common stock into which the Convertible Preferred Stock outstanding on December 31 of the preceding calendar year are convertible. The Company may act prior to the first day of any calendar year to provide that there shall be no increase in the Plan Share Limit for such calendar year or that the increase in the Plan Share Limit for such calendar year shall be a lesser number of shares than would otherwise occur. The Compensation and Talent Committee took no action to alter the automatic increase effective January 1, 2026 in the Plan Share Limit under the 2024 Plan. The automatic renewal increased the Plan Share Limit to 62.0 million shares, including shares available for issuance as a result of the Converted Beacon Stock Plan (as defined below), for the calendar year commencing on January 1, 2026.

As part of the Beacon Acquisition, the Company assumed the remaining shares authorized and available for future issuance under the Beacon Roofing Supply, Inc. 2024 Stock Plan into the 2024 Plan as of the Closing Date (the "Converted Beacon Stock Plan"), which was adjusted based on the equity award exchange ratio discussed below and subject to certain regulatory limits. As a result, 21.5 million additional shares were added to the 2024 Plan's Plan Share Limit as of the Closing Date and may only be used to grant equity awards to employees that were former Beacon employees on the Closing Date or QXO employees hired after the Closing Date. A portion of the additional shares were used to grant the Converted RSUs and Converted NSOs (as defined and further discussed below).

As of March 31, 2026, there were 58.1 million additional shares of the Company's common stock reserved for future issuance under the 2024 Plan.

Beacon Equity Awards

On the Closing Date of the Beacon Acquisition, the Company converted outstanding Beacon stock-based incentive awards issued to Beacon employees under the Beacon Roofing Supply, Inc. 2024 Stock Plan at a 9.8380 equity award exchange ratio. In accordance with the terms of the Merger Agreement, the equity award exchange ratio was determined as the Merger Consideration divided by the volume-weighted average closing sale price of one share of QXO's common stock for the five consecutive trading days ended April 28, 2025 of \$12.64 per share.

Employee-held outstanding Beacon RSUs were converted into corresponding QXO RSUs, subject to the same service-based vesting terms as immediately prior to the Beacon Acquisition. All RSUs held by a non-employee member of the board of directors of Beacon, whether vested or unvested, were accelerated in full and cancelled in exchange for a cash payment equal to the product of (i) the Merger Consideration and (ii) the number of Beacon shares underlying such RSUs. Each outstanding Beacon PRSU was also converted into QXO RSUs, with the performance-based vesting condition deemed satisfied at target and the resulting award subject solely to time-based vesting (collectively, the "Converted RSUs"). All outstanding stock option awards were converted into corresponding QXO NSOs (the "Converted NSOs"). The exercise price of Converted NSOs was adjusted using the equity award exchange ratio such that the award holders maintained the same economic benefit as of the Closing Date.

The total fair value of the Converted RSUs and Converted NSOs was \$176.8 million as of the Beacon Acquisition's Closing Date, of which \$87.5 million was related to pre-combination expense and was included as a component of purchase price. The remaining fair value of \$89.3 million relates to post-combination expense. As of March 31, 2026, the future unrecognized stock-based compensation expense related to the outstanding Converted RSUs was \$18.1 million, which will be recognized over a weighted-average remaining service period of 1.3 years. As of March 31, 2026, the future unrecognized stock-based compensation expense related to the outstanding Converted NSOs was \$0.5 million, which will be recognized over a weighted-average remaining service period of 0.9 years.

Converted NSOs

Converted NSOs generally expire 10 years after the grant date and, except under certain conditions, the options are subject to continued employment and vest in three annual installments over the three-year period following the grant date. In connection with the Beacon Acquisition, the Company issued 5.1 million of Converted NSOs with a weighted-average exercise price of \$5.04. There were 1.3 million Converted NSOs outstanding at the beginning of the period, and 0.2 million were exercised during the period at a weighted-average exercise price of \$4.80. There was no other activity related to NSOs during the three months ended March 31, 2026.

RSUs

The Company grants RSUs which vest subject to the employee's continued employment with the Company through the applicable vesting date.

The following table summarizes the activity related to the Company's RSUs for the three months ended March 31, 2026:

<i>(in millions, except for weighted-average grant date fair value)</i>	Number of RSUs	Weighted-Average Grant Date Fair Value
Balance at beginning of period	16.1	\$ 12.69
Granted	3.7	\$ 21.83
Vested ⁽¹⁾	(3.1)	\$ 14.55
Forfeited	(0.1)	\$ 13.94
Balance at end of period	16.6	\$ 14.37

⁽¹⁾ The number of RSUs vested includes 0.9 million RSUs that vested in March 2026, but were not legally settled until April 2026.

The following table summarizes additional information regarding RSUs:

<i>(in millions, except per share amounts)</i>	Three Months Ended March 31,	
	2026	2025
Weighted-average fair value per share of RSUs granted	\$ 21.83	\$ 13.07
Total grant date fair value of RSUs vested	\$ 45.3	\$ —
Total intrinsic value of RSUs released	\$ 66.3	\$ —

As of March 31, 2026, total unrecognized stock-based compensation expense related to unvested RSUs was \$199.5 million and is expected to be recognized over a weighted-average period of 2.7 years.

PRSUs

The Company grants PRSUs which include a service-based vesting condition and a market condition or performance condition for exercisability. The service condition is subject to the employee's continued employment with the Company through the applicable vesting date. The vesting of certain PRSUs is also subject to achievement of performance goals relating to the Company's total stock return compared to the total stock return ranking of each company that is in the S&P 500 index. The performance goals for a portion of the PRSUs will be measured over a cumulative performance period ending on December 31, 2028, and the performance goals for the remainder of the PRSUs will be measured based on designated performance periods that occur within such cumulative period.

The following table summarizes the market-based conditions:

Percentile Position vs. S&P 500 Index Companies	Units Earned as a Percentage of Target
Below 55th Percentile	— %
55th Percentile	100 %
65th Percentile	150 %
75th Percentile	175 %
80th Percentile	200 %
90th Percentile	225 %

The following table summarizes the activity related to the Company's PRSUs for the three months ended March 31, 2026:

<i>(in millions, except for weighted-average grant date fair value)</i>	Number of PRSUs	Weighted- Average Grant Date Fair Value
Balance at beginning of period	8.8	\$ 20.17
Granted	0.1	\$ 20.79
Added by performance factor ⁽¹⁾	1.4	\$ 15.66
Vested ⁽¹⁾	(2.4)	\$ 15.66
Balance at end of period	7.9	\$ 20.78

⁽¹⁾ Includes PRSUs that vested above target based on achievement of applicable performance goals.

The following table summarizes additional information regarding PRSUs:

<i>(in millions, except per share amounts)</i>	Three Months Ended March 31,	
	2026	2025
Weighted-average fair value per share of PRSUs granted	\$ 20.79	\$ —
Total grant date fair value of PRSUs vested	\$ 37.1	\$ —
Total intrinsic value of PRSUs released	\$ 60.4	\$ —

As of March 31, 2026, total unrecognized stock-based compensation expense related to unvested PRSUs was \$94.3 million and is expected to be recognized over a weighted-average period of 2.7 years.

The fair value of PRSUs with a market condition is determined on the date of grant using a Monte Carlo model to simulate total stockholder return for the Company and peer companies. There were no PRSUs with a market condition granted during the three months ended March 31, 2026 and 2025.

The RSUs and PRSUs may vest in whole or in part before the applicable vesting date if the grantee's employment is terminated by the Company without cause or by the grantee with good reason (as defined in the grant agreement), upon death or disability of the grantee or in the event of a change in control of the Company. Upon vesting, the RSUs and PRSUs result in the issuance of shares of the Company's common stock. The holders of the RSUs and PRSUs do not have the rights of a stockholder and do not have voting rights until shares are issued and delivered in settlement of the awards.

Stock-Based Compensation Expense

Stock-based compensation expense is included within selling, general and administrative expenses in the condensed consolidated statements of operations. The Company recognized stock-based compensation expense as follows:

<i>(in millions)</i>	Three Months Ended March 31,	
	2026	2025
NSOs	\$ 0.2	\$ —
RSUs	27.5	7.5
PRSUs	11.5	12.7
Total stock-based compensation expense	\$ 39.2	\$ 20.2

9. Debt

The following table summarizes all outstanding debt:

(in millions)	As of					
	March 31, 2026			December 31, 2025		
	Principal Balance	Carrying Value	Fair Value	Principal Balance	Carrying Value	Fair Value
Long-term Debt, net						
Term Loan Facility ⁽¹⁾	\$ 850.0	\$ 828.5	\$ 848.9	\$ 850.0	\$ 827.8	\$ 852.1
Notes ⁽²⁾	2,250.0	2,230.1	2,278.1	2,250.0	2,229.5	2,356.9
Long-term debt, net	<u>\$ 3,100.0</u>	<u>\$ 3,058.6</u>	<u>\$ 3,127.0</u>	<u>\$ 3,100.0</u>	<u>\$ 3,057.3</u>	<u>\$ 3,209.0</u>

⁽¹⁾ Interest rate of 5.67% and 5.72% as of March 31, 2026 and December 31, 2025, respectively.

⁽²⁾ Interest rate of 6.75% for all periods presented.

As of March 31, 2026, all outstanding debt was classified as Level 2 in the fair value hierarchy. The fair values of QXO Building Products' Notes and Term Loan Facility were based upon recent trading prices.

Senior Secured Notes

On April 29, 2025, Merger Sub (the "Issuer") completed the issuance and sale of \$2.25 billion in aggregate principal amount of 6.75% Senior Secured Notes due 2032 (the "Notes"). The Notes were issued pursuant to an Indenture, dated as of April 29, 2025 (as supplemented, the "Indenture"), and, upon consummation of the Beacon Acquisition, QXO Building Products assumed the obligations under the Notes and the Indenture and certain of QXO Building Products' subsidiaries (collectively, the "Subsidiary Guarantors") guaranteed QXO Building Products' obligations under the Notes and the Indenture. The Notes are secured by first-priority liens on substantially all assets of the Issuer and the Subsidiary Guarantors, other than the ABL Priority Collateral (as defined below) (the "Notes Priority Collateral") and by second-priority liens on substantially all of the Issuer's and the Subsidiary Guarantors' inventory, receivables and related assets (the "ABL Priority Collateral"), in each case, subject to certain exceptions and permitted liens. The Notes will mature on April 30, 2032. Interest on the Notes accrues at 6.75% per annum and will be paid semi-annually, in arrears, on April 30 and October 30 of each year, beginning October 30, 2025. Proceeds from the Notes were used to partially fund the Beacon Acquisition and related transaction expenses.

On or after April 30, 2028, the Issuer may redeem the Notes at its option, in whole at any time or in part from time to time, at the redemption prices set forth in the Indenture. In addition, prior to April 30, 2028, the Issuer may redeem the Notes at its option, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus a "make-whole" premium and accrued and unpaid interest, if any. Notwithstanding the foregoing, at any time prior to April 30, 2028, the Issuer may also redeem up to 50% of the aggregate principal amount of the Notes with funds in an aggregate amount not to exceed the net cash proceeds from certain equity offerings at a redemption price equal to 106.75% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any. In addition, prior to April 30, 2028, the Issuer may redeem during each twelve-month period up to 10% of the original aggregate principal amount of the Notes at a redemption price equal to 103%, plus accrued and unpaid interest, if any.

The Indenture includes customary affirmative and negative covenants with respect to the Issuer and its restricted subsidiaries. These covenants are subject to a number of important qualifications and exceptions. Additionally, upon the occurrence of specified change of control events, the Issuer must offer to repurchase the Notes at 101% of the principal amount, plus accrued and unpaid interest, if any, to, but excluding, the purchase date. The Indenture also provides for customary events of default. As of March 31, 2026, the Issuer and its restricted subsidiaries were in compliance with these covenants.

Debt issuance costs of \$22.2 million related to the Notes were capitalized and are being amortized over the term of the financing arrangement.

As of March 31, 2026, the outstanding balance on the Notes, net of \$19.9 million of unamortized debt issuance costs, was \$2.23 billion.

Term Loan Facility

On April 29, 2025, Merger Sub, as initial borrower, entered into a Term Loan Credit Agreement (the "Term Loan Credit Agreement") with Queen HoldCo, LLC ("Holdings"), the lenders party thereto and Goldman Sachs Bank USA, as administrative agent, which provides for senior secured financing consisting of a term loan facility (the "Term Loan Facility") in an aggregate principal amount of \$2.25 billion. Upon the consummation of the Beacon Acquisition, QXO Building Products entered into a joinder to the Term Loan Credit Agreement as the surviving borrower (the "Borrower"). The facility matures on April 30, 2032. Proceeds from the Term Loan Facility were used to partially fund the Beacon Acquisition and related transaction expenses.

Borrowings under the Term Loan Facility bear interest at variable rates based on Term SOFR or a base rate, in each case plus an applicable margin. The facility requires scheduled quarterly amortization payments in an annual amount equal to 1.0% of the original principal amount of borrowings under the Term Loan Facility, with the remaining balance due at maturity. The Term Loan Facility also requires the Borrower to make certain mandatory prepayments. The Borrower can make voluntary prepayments at any time without penalty, except in connection with a repricing event in respect of the Term Loan Facility, subject to customary breakage costs. Any refinancing through the issuance of certain debt or any repricing amendment, in either case, that constitutes a “repricing event” applicable to the term loans resulting in a lower yield occurring at any time during the first six months after the closing date of the Term Loan Facility will be accompanied by a 1.00% prepayment premium or fee, as applicable.

The Term Loan Facility is unconditionally guaranteed by Holdings on a limited-recourse basis and secured by a first-priority lien on the equity interests of the Borrower held by Holdings. The Term Loan Facility is also guaranteed by each Subsidiary Guarantor and secured by a first-priority lien with respect to the Notes Priority Collateral and a second-priority lien with respect to the ABL Priority Collateral. The Term Loan Facility is secured on a ratable basis with the Notes with respect to the Notes Priority Collateral and the ABL Priority Collateral.

The Term Loan Credit Agreement includes customary affirmative and negative covenants with respect to the Borrower and its restricted subsidiaries. These covenants are subject to a number of important qualifications and exceptions. The Term Loan Credit Agreement contains certain customary events of default, including relating to a change of control. As of March 31, 2026, the Borrower and its restricted subsidiaries were in compliance with these covenants.

The principal amount of borrowing under the Term Loan Facility was reduced by an original issue discount (“OID”) of 1%. OID costs of \$22.5 million and debt issuance costs of \$50.9 million related to the Term Loan Facility were capitalized and are being amortized over the term of the financing arrangement.

On May 29, 2025, the Borrower made a voluntary principal prepayment of \$1.40 billion under the Term Loan Facility. As a result, the Borrower was relieved of its obligation to make quarterly amortization payments in an annual amount equal to 1.0% of the original principal amount of borrowings under the Term Loan Facility. Additionally, as a result of the principal prepayment, the Borrower recognized a loss on debt extinguishment of \$45.7 million during the three months ended June 30, 2025, which is comprised of \$14.0 million of unamortized OID costs and \$31.7 million of unamortized debt issuance costs related to the Term Loan Facility.

On November 5, 2025, the Borrower amended the Term Loan Credit Agreement in order to refinance the Term Loan Facility. The amendment reduced the applicable margin for borrowings under the Term Loan Facility from 3.00% to 2.00% for Term SOFR borrowings and from 2.00% to 1.00% for base rate borrowings. (the “Term Loan Refinancing”). As a result of the Term Loan Refinancing, the Borrower recognized a loss on debt extinguishment of \$4.0 million during the three months ended September 30, 2025, which is comprised of \$0.9 million of unamortized OID costs, \$2.2 million of unamortized debt issuance costs, and \$0.9 million of third-party fees associated with the modification of the Term Loan Facility. Additionally, new debt issuance costs of \$0.1 million were capitalized and are being amortized over the term of the financing arrangement.

The loss on debt extinguishment resulting from the principal prepayment and the subsequent Term Loan Refinancing was separately recognized on the consolidated statements of operations for the year ended December 31, 2025.

As of March 31, 2026, the outstanding balance on the Term Loan Facility, net of \$6.6 million of unamortized OID costs and \$14.9 million of unamortized debt issuance costs, was \$828.5 million.

ABL Credit Agreement

On April 29, 2025, Merger Sub, as initial borrower, entered into the Asset-Based Revolving Credit Agreement (the “ABL Credit Agreement”), with Holdings, the lenders party thereto and Citibank, N.A., as administrative agent and collateral agent, which provides for an asset-based revolving credit facility (the “ABL Facility”), with an aggregate borrowing availability equal to the lesser of \$2.0 billion, and the borrowing base. Upon the consummation of the Beacon Acquisition, the Borrower entered into a joinder to the ABL Credit Agreement as the surviving borrower. The ABL Facility matures on April 29, 2030. Based on the Borrower’s borrowing base as of March 31, 2026, the Borrower had \$1.98 billion borrowing capacity under the ABL Facility.

Borrowings under the ABL Facility bear interest at a rate equal to, at the Borrower’s option, either (a) (x) Term SOFR determined by reference to the secured overnight financing rate published by the Federal Reserve Bank of New York, which rate shall be no less than zero or (y) a base rate determined by reference to the highest of (i) the federal funds rate plus 0.50% per annum, (ii) the prime rate quoted by the Wall Street Journal as the “Prime Rate” and (iii) the sum of one-month adjusted Term SOFR plus 1.00% per annum, which base rate shall be no less than 1.00%, or (b) (x) with respect to borrowings of Canadian dollars, Term CORRA determined by reference to the interbank offered rate administered by the CORRA Administrator, which rate shall be no less than zero or (y) a base rate determined by reference to the highest of (i) zero (0%), (ii) the one-month Term CORRA plus 1.00% per annum or (iii) the prime rate reported by Reuters, in each case plus an applicable margin based on excess availability set forth in the ABL Credit Agreement. The Borrower is also required to pay a commitment fee equal to 0.20% per annum (depending on the average utilization of the commitments) to the lenders under the ABL Facility in respect of the unutilized commitments thereunder. The Borrower can make voluntary prepayments at any time without penalty, subject to customary breakage costs.

The ABL Facility (and at the Borrower's option certain hedging, cash management and bank product obligations secured under the ABL Facility) is unconditionally guaranteed by Holdings on a limited-recourse basis and secured by a second-priority lien on the equity interests of the Borrower held by Holdings. The ABL Facility is also guaranteed by each Subsidiary Guarantor and secured by a second-priority lien with respect to the Notes Priority Collateral and a first-priority lien with respect to the ABL Priority Collateral.

The ABL Credit Agreement includes customary affirmative and negative covenants with respect to the Borrower and its restricted subsidiaries. These covenants are subject to a number of important qualifications and exceptions. The ABL Credit Agreement contains certain customary events of default, including relating to a change of control.

The ABL Facility requires that the Borrower, commencing on or after the last day of the first full fiscal quarter ending after the closing date of the ABL Facility, maintain a minimum fixed charge coverage ratio of 1.0 to 1.0 at any time that availability is less than the greater of (x) \$120 million and (y) 10% of the lesser of (i) the borrowing base at such time and (ii) the aggregate amount of ABL Facility commitments at such time. As of March 31, 2026, the Borrower and its restricted subsidiaries were in compliance with these covenants.

Debt issuance costs of \$18.8 million related to the ABL Facility were capitalized and are being amortized ratably over the term of the financing arrangement. The debt issuance costs related to the ABL Facility are presented as an asset, included in other assets, net on the condensed consolidated balance sheets. As of March 31, 2026, there were \$15.4 million of unamortized debt issuance costs related to the ABL Facility.

As of March 31, 2026, there was no outstanding balance on the ABL Facility. The Borrower and its restricted subsidiaries had \$21.2 million in outstanding standby letters of credit issued under the ABL Facility as of March 31, 2026.

Other Information

All required principal payments on outstanding debt are due after December 31, 2030.

Under the terms of the ABL Facility, the Term Loan Facility and the Notes, QXO Building Products is limited in making certain restricted payments, including dividends on its common stock. Based on the provisions in the respective debt agreements and given the Company's intention to not pay common stock dividends in the foreseeable future, the Company does not believe that the restrictions are significant.

10. Leases

The Company primarily operates in leased branch facilities and corporate offices, which are accounted for as operating leases. The real estate leases expire between 2026 and 2037. The Company also leases equipment, such as trucks and forklifts. Equipment leases are accounted for as either operating or finance leases. The equipment leases expire between 2026 and 2033.

The following table presents components of lease costs recognized in the condensed consolidated statements of operations:

<i>(in millions)</i>	Three Months Ended March 31,	
	2026	2025
Operating lease costs	\$ 43.3	\$ —
Finance lease costs:		
Amortization of right-of-use assets	13.3	0.1
Interest on lease obligations	3.0	—
Variable lease costs	5.4	0.1
Total lease costs	<u>\$ 65.0</u>	<u>\$ 0.2</u>

The following table presents supplemental cash flow information related to the Company's leases:

<i>(in millions)</i>	Three Months Ended March 31,	
	2026	2025
Cash paid for amounts included in measurement of lease obligations:		
Operating cash outflows from operating leases	\$ 41.3	\$ 0.1
Operating cash outflows from finance leases	\$ 3.0	\$ —
Financing cash outflows from finance leases	\$ 12.2	\$ —
Right-of-use assets obtained in exchange for new finance lease liabilities	\$ 3.7	\$ —
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 10.3	\$ —

As of March 31, 2026, the Company's operating leases had a weighted-average remaining lease term of 6.0 years and a weighted-average discount rate of 6.56%, and the Company's finance leases had a weighted-average remaining lease term of 4.0 years and a weighted-average discount rate of 6.57%.

The following table summarizes future lease payments for each of the next five years ending December 31 and thereafter:

<i>(in millions)</i>	Operating Leases	Finance Leases
2026 (April - December)	\$ 109.2	\$ 45.4
2027	154.3	55.6
2028	136.7	44.3
2029	115.9	31.3
2030	94.2	19.7
Thereafter	199.0	7.1
Total future lease payments	809.3	203.4
Imputed interest	(144.8)	(24.0)
Total lease liabilities	<u>\$ 664.5</u>	<u>\$ 179.4</u>

11. Commitments and Contingencies

Various legal claims arise from time to time in the normal course of business. In assessing loss contingencies related to legal proceedings that are pending against the Company, or unasserted claims that may result in such proceedings, the Company evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

The Company believes that it has adequately accrued for the potential impact of loss contingencies that are probable and reasonably estimable, and does not believe that the ultimate resolution of any matters to which it is presently a party will have a material adverse effect on the Company's results of operations, financial condition or cash flows. However, the results of these matters cannot be predicted with certainty, and an unfavorable resolution of one or more of these matters could have a material adverse effect on the Company's financial condition, results of operations or cash flows.

12. Income Taxes

The Company's interim provision for income taxes is determined based on its annual estimated effective tax rate, applied to the actual year-to-date income, and adjusted for the tax effects of any discrete items. The Company's effective tax rate for the three months ended March 31, 2026, excluding discrete items, was 17.0%, compared to 49.3% for the three months ended March 31, 2025. The Company's effective tax rates for the three months ended March 31, 2026 and 2025 were based on the U.S. federal statutory tax rate of 21% and state jurisdictional income tax rates, adjusted for permanent items including compensation above \$1 million, inclusive of equity awards, paid to covered employees under Internal Revenue Code Section 162(m), coupled with the pre-tax loss during the three months ended March 31, 2026.

13. Subsequent Events

Kodiak Building Partners Acquisition

On April 1, 2026, pursuant to the Kodiak Merger Agreement, the Company completed its acquisition of Kodiak for a purchase price of \$2.25 billion. The purchase price comprised \$2.0 billion of cash and 13.2 million shares of the Company's common stock, with the Company retaining the right to repurchase these shares at \$40 per share at any time.

Issuance of Series C Preferred Stock

On April 1, 2026, the Company issued 200,000 shares of the Company's Series C Preferred Stock to finance the Kodiak Acquisition. The Series C Preferred Stock have an initial liquidation preference of \$10,000 per share. The Company received proceeds from the issuance of approximately \$2.0 billion.

TopBuild Corp. Acquisition

On April 18, 2026, QXO entered into the TopBuild Merger Agreement with TopBuild, Titanium Merger Sub and Forward Merger Sub, pursuant to which QXO agreed to acquire TopBuild for approximately \$17.0 billion in a combination of cash and stock consideration. The transaction is subject to the satisfaction or waiver of customary closing conditions, including, among others, approval by the stockholders of TopBuild and QXO. The transaction is expected to close in the third quarter of 2026. For additional

[Table of Contents](#)

details regarding the TopBuild Acquisition, refer to Note 3 – *Acquisitions* of Item I of Part I, “Condensed Consolidated Financial Statements” of this Quarterly Report.

The TopBuild Acquisition is subject to a number of risks and uncertainties and there is no assurance that the TopBuild Acquisition will occur.

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

Our unaudited condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). These accounting principles require us to make certain estimates, judgments and assumptions. We believe that the estimates, judgments and assumptions upon which we rely are reasonable based upon information available to us at the time that these estimates, judgments and assumptions are made. These estimates, judgments and assumptions can affect the reported amounts of assets and liabilities as of the date of the unaudited condensed consolidated financial statements as well as the reported amounts of revenues and expenses during the periods presented. Our unaudited condensed consolidated financial statements would be affected to the extent that there are material differences between these estimates and actual results. In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management’s judgment in its application. There are also areas in which management’s judgment in selecting any available alternative would not produce a materially different result. The following discussion should be read in conjunction with our unaudited condensed consolidated financial statements and notes appearing elsewhere in this report.

Overview

Prior to the Beacon Acquisition (as defined below), QXO, Inc. (“QXO”, “we”, “our”, or the “Company”) was primarily a technology solutions and professional services company, providing critical software applications, consulting and other professional services, including specialized programming, training and technical support to small and mid-size companies in the manufacturing, distribution and services industries. On January 17, 2025, the Company transferred the listing of its common stock, par value \$0.00001 per share (the “common stock”), from Nasdaq to the New York Stock Exchange (the “NYSE”). The Company’s listing and trading of the common stock on Nasdaq ended at market close on January 16, 2025. The Company’s common stock began trading on the NYSE on January 17, 2025.

Beacon Acquisition

On March 20, 2025, QXO entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Beacon Roofing Supply, Inc., a Delaware corporation (“Beacon”), and Queen MergerCo, Inc., a Delaware corporation and wholly owned subsidiary of QXO (“Merger Sub”), pursuant to which QXO agreed to acquire Beacon for a purchase price of \$124.35 per share of common stock (the “Merger Consideration”) of Beacon (the “Beacon Acquisition”). On April 29, 2025 (the “Closing Date”), pursuant to the Merger Agreement, Merger Sub merged with and into Beacon, with Beacon remaining as the surviving entity and being renamed QXO Building Products, Inc. (“QXO Building Products”), and the Company completed its acquisition of Beacon in a transaction that valued Beacon at \$10.6 billion.

QXO is the largest publicly-traded distributor of roofing, waterproofing, and complementary building products in North America. We plan to become the tech-enabled leader in the \$800 billion building products distribution industry and generate outsized value for shareholders. We are executing our strategy toward a target of \$50 billion in annual revenues within the next decade through accretive acquisitions and organic growth.

Kodiak Acquisition

On February 10, 2026, QXO entered into an Agreement and Plan of Merger (the “Kodiak Merger Agreement”) with Kodiak Building Partners Inc., a Delaware corporation (“Kodiak”), Court Square Capital Partners, and Juno Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of QXO (“Juno Merger Sub”), pursuant to which QXO agreed to acquire Kodiak from Court Square Capital Partners. On April 1, 2026 (the “Kodiak Closing Date”), pursuant to the Kodiak Merger Agreement, Juno Merger Sub merged with and into Kodiak, with Kodiak remaining as the surviving entity, and the Company completed its acquisition of Kodiak for a purchase price of \$2.25 billion (the “Kodiak Acquisition”). The purchase price comprised \$2.0 billion of cash and 13.2 million shares of the Company’s common stock, with the Company retaining the right to repurchase these shares at \$40 per share at any time.

Proposed Acquisition of TopBuild

On April 18, 2026, QXO entered into an Agreement and Plan of Merger (the “TopBuild Merger Agreement”) with 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”), pursuant to which QXO agreed to acquire TopBuild for approximately \$17.0 billion in a combination of cash and stock consideration. The transaction is subject to the satisfaction or waiver of customary closing conditions, including, among others, approval by the stockholders of TopBuild and QXO. The transaction is expected to close in the third quarter of 2026. For additional details regarding the TopBuild Acquisition, refer to Note 3 – *Acquisitions* of Item I of Part I, “Condensed Consolidated Financial Statements” of this Quarterly Report.

The TopBuild Acquisition is subject to a number of risks and uncertainties and there is no assurance that the TopBuild Acquisition will occur. See “Risks Related to the Proposed Acquisition of TopBuild” in Item 1A of Part II, “Risk Factors” of this Quarterly Report.

Results of Consolidated Operations

The following tables set forth our results of operations for the periods presented. The period-to-period comparison of financial results is not necessarily indicative of future results.

<i>(in millions, except percentages)</i>	Three Months Ended March 31,		% of net sales ⁽¹⁾	
	2026	2025	2026	2025
Net sales	\$ 1,730.2	\$ 13.5	100.0 %	100.0 %
Cost of products sold	1,320.9	8.1	76.3 %	60.0 %
Gross profit	409.3	5.4	23.7 %	40.0 %
Operating expense:				
Selling, general and administrative	497.0	44.4	28.7 %	328.9 %
Depreciation	47.3	0.1	2.7 %	0.7 %
Amortization	116.9	0.2	6.8 %	1.5 %
Total operating expense	661.2	44.7	38.2 %	331.1 %
Loss from operations	(251.9)	(39.3)	(14.6)%	(291.1)%
Interest (expense) income, net	(31.1)	56.6	(1.8)%	419.3 %
Other income, net	2.7	—	0.2 %	— %
(Loss) income before (benefit from) provision for income taxes	(280.3)	17.3	(16.2)%	128.1 %
(Benefit from) provision for income taxes	(53.2)	8.5	(3.1)%	63.0 %
Net (loss) income	\$ (227.1)	\$ 8.8	(13.1)%	65.2 %

⁽¹⁾ Percent of net sales may not foot due to rounding.

Three Months Ended March 31, 2026 Compared with Three Months Ended March 31, 2025

Net Sales

The following table summarizes net sales by line of business for the periods presented:

<i>(in millions, except percentages)</i>	Three Months Ended March 31,		% of net sales	
	2026	2025	2026	2025
Residential roofing products	\$ 799.1	\$ —	46.2%	—%
Non-residential roofing products	463.6	—	26.8%	—%
Complementary building products	452.9	—	26.2%	—%
Software products and services	14.6	13.5	0.8%	100.0%
Total net sales	\$ 1,730.2	\$ 13.5	100.0%	100.0%

Net sales for the three months ended March 31, 2026 increased to \$1.73 billion compared to \$13.5 million for the three months ended March 31, 2025. The increase in net sales was primarily driven by the Beacon Acquisition as Beacon's net sales are included in net sales for the three months ended March 31, 2026. Beacon's sales for the three months ended March 31, 2026 were down relative to Beacon's sales for the three months ended March 31, 2025 primarily due to macroeconomic headwinds consistent with the broader building products industry.

Cost of Products Sold

Cost of products sold for the three months ended March 31, 2026 increased to \$1.32 billion, up from \$8.1 million for the three months ended March 31, 2025. The comparative increase was primarily due to higher cost of products sold associated with increased net sales as a result of the Beacon Acquisition.

Selling, General and Administrative ("SG&A") Expense

SG&A expense for the three months ended March 31, 2026 increased to \$497.0 million, up from \$44.4 million for the three months ended March 31, 2025. The increase in SG&A expense was primarily driven by costs incurred to support the ongoing operations of our business subsequent to the Beacon Acquisition, including payroll and employee benefit costs, warehouse operating costs, and general and administrative costs. The increase in SG&A expense was also attributable to increases in stock-based compensation expense of \$19.0 million, restructuring charges of \$16.3 million, and incremental costs of \$11.4 million related to our transformation efforts, which are directed at simplifying, streamlining, and optimizing the Company's operations.

Depreciation Expense

Depreciation expense was \$47.3 million for the three months ended March 31, 2026, compared to \$0.1 million for the three months ended March 31, 2025. The comparative increase was primarily due to an increase in property and equipment as a result of the Beacon Acquisition.

Amortization Expense

Amortization expense was \$116.9 million for the three months ended March 31, 2026, compared to \$0.2 million for the three months ended March 31, 2025. The comparative increase was primarily due to amortization expense associated with new customer relationships and trade names intangible assets recognized as a result of the Beacon Acquisition.

Interest (Expense) Income, Net

Interest (expense) income, net was \$(31.1) million for the three months ended March 31, 2026, compared to \$56.6 million for the three months ended March 31, 2025. The comparative increase in interest expense was primarily due to additional debt that was issued by QXO Building Products in connection with the Beacon Acquisition, resulting in higher interest expense. Interest (expense) income, net for the three months ended March 31, 2026 was partially offset by interest income of \$25.4 million recognized on interest-bearing cash accounts. Interest (expense) income, net for the three months ended March 31, 2025 was \$56.6 million, consisting of \$56.6 million of interest income recognized on interest-bearing cash accounts and de minimis interest expense.

Income Taxes

The Company's interim provision for income taxes is determined based on its annual estimated effective tax rate, applied to the actual year-to-date income, and adjusted for the tax effects of any discrete items. The Company's effective tax rate for the three months ended March 31, 2026, excluding discrete items, was 17.0%, compared to 49.3% for the three months ended March 31, 2025. The Company's effective tax rates for the three months ended March 31, 2026 and 2025 were based on the U.S. federal statutory tax rate of 21% and state jurisdictional income tax rates, adjusted for permanent items including compensation above \$1 million, inclusive of equity awards, paid to covered employees under Internal Revenue Code Section 162(m), coupled with the pre-tax loss during the three months ended March 31, 2026.

Benefits for income taxes consists of federal and state taxes in the United States and income in certain foreign jurisdictions, as well as deferred income taxes and changes in valuation allowance, reflecting net tax effects of temporary differences between carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

Realization of our deferred tax assets depends on the generation of future taxable income. In considering our need for a valuation allowance, we consider our historical and future projected taxable income, as well as other objectively verifiable evidence, including our realization of tax attributes and utilization of net operating loss carryforwards.

We believe that it is at least more likely than not that the benefit of the year-to-date losses will be realized in future periods. However, our future effective tax rate may be affected by our ongoing assessment of the need for a valuation allowance on our deferred tax assets or liabilities, or changes in tax laws, regulations, or accounting principles, tax planning initiatives, as well as certain discrete items.

Non-GAAP Financial Measures

To provide investors with additional information regarding our financial results, we have disclosed here and elsewhere in this Quarterly Report Adjusted Net Income (Loss), Adjusted Diluted Earnings (Loss) per Common Share, Adjusted EBITDA and Adjusted EBITDA Margin, which represent non-GAAP financial measures.

We calculate Adjusted Net Income (Loss) as net income (loss) excluding amortization; stock-based compensation; restructuring costs; transaction costs; transformation costs; and the income tax associated with such adjusting items. We calculate Adjusted Diluted Earnings (Loss) per Common Share as Adjusted Net Income (Loss) divided by the weighted-averaged number of common shares outstanding during the period plus the effect of dilutive common share equivalents based on the most dilutive result of the if-converted and two-class methods. We calculate Adjusted EBITDA as net income (loss) excluding depreciation; amortization; stock-based compensation; interest (income) expense, net; provision for (benefit from) income taxes; restructuring costs; transaction costs; and transformation costs that we do not consider representative of our underlying operations. We calculate Adjusted EBITDA Margin as Adjusted EBITDA divided by net sales.

We have provided a reconciliation below of Adjusted Net Income (Loss) to net income (loss), the most directly comparable financial measure as measured in accordance with GAAP, as well as a calculation of diluted earnings (loss) per common share and Adjusted Diluted Earnings (Loss) per Common Share. We have also provided a reconciliation below of Adjusted EBITDA to net income (loss), the most directly comparable financial measure as measured in accordance with GAAP, as well as a calculation of net margin and Adjusted EBITDA Margin.

Management uses these non-GAAP financial measures in making financial, operating and planning decisions and evaluating QXO's ongoing performance. We believe these non-GAAP financial measures facilitate analysis of our ongoing business operations because they exclude items that may not be reflective of, or are unrelated to, QXO's core operating performance, and may assist investors with comparisons to prior periods and assessing trends in our underlying business. Other companies may calculate these non-GAAP financial measures differently, and therefore our measures may not be comparable to similarly titled measures of other companies.

Adjusted Net Loss and Adjusted Diluted Loss per Common Share

A reconciliation of net loss and diluted loss per common share to Adjusted Net Loss and Adjusted Diluted Loss per Common Share is as follows:

<i>(in millions, except per share amounts)</i>		Three Months Ended March 31, 2026
Net loss	\$	(227.1)
Benefit from income taxes		(53.2)
Loss before benefit from income taxes		(280.3)
Amortization		116.9
Stock-based compensation		39.2
Restructuring costs		16.3
Transaction costs		19.3
Transformation costs		11.4
Adjusted loss before benefit from income taxes		(77.2)
Income tax associated with the adjustments above ⁽¹⁾		20.0
Adjusted Net Loss	\$	(57.2)
Convertible Preferred Stock dividend		(22.5)
Mandatory Convertible Preferred Stock dividend		(7.9)
Undistributed income allocated to participating securities		—
Adjusted Net Loss attributable to common stockholders	\$	(87.6)
Basic and diluted loss per common share	\$	(0.35)
Adjusted Diluted Loss per Common Share ⁽²⁾	\$	(0.12)
Adjusted diluted weighted-average common shares outstanding ⁽²⁾		744.4

⁽¹⁾ The effective tax rate to calculate Adjusted Net Loss for the three months ended March 31, 2026 is 26.0% due to the tax calculated on adjusted loss before benefit from income taxes.

⁽²⁾ Adjusted Diluted Loss per Common Share is calculated as Adjusted Net Loss divided by the weighted-average number of common shares outstanding during the period plus the effect of dilutive common share equivalents based on the most dilutive result of the if-converted and two-class methods.

Adjusted EBITDA and Adjusted EBITDA Margin

A reconciliation of net (loss) income and net margin to Adjusted EBITDA and Adjusted EBITDA Margin is as follows:

(in millions, except percentages)	Three Months Ended March 31,	
	2026	2025
Net (loss) income	\$ (227.1)	\$ 8.8
Depreciation	47.3	0.1
Amortization	116.9	0.2
Stock-based compensation	39.2	20.2
Interest expense (income), net	31.1	(56.6)
(Benefit from) provision for income taxes	(53.2)	8.5
Restructuring costs	16.3	—
Transaction costs	19.3	9.8
Transformation costs	11.4	—
Adjusted EBITDA	\$ 1.2	\$ (9.0)
Net sales	\$ 1,730.2	\$ 13.5
Net margin ⁽¹⁾	(13.1)%	65.2 %
Adjusted EBITDA Margin ⁽¹⁾	0.1 %	(66.7)%

⁽¹⁾ Net margin is calculated as net (loss) income divided by net sales. Adjusted EBITDA margin is calculated as Adjusted EBITDA divided by net sales.

Seasonality

The demand for exterior building materials is closely correlated to both seasonal changes and unpredictable weather patterns, therefore demand fluctuations are expected. In general, we expect our net sales and net income to be the highest in quarters ending June 30, September 30, and December 31, which represent the peak months of construction and re-roofing. Conversely, we expect low net income levels or net losses in quarters ending March 31, when winter construction cycles and cold weather patterns have an adverse impact on our customers' ability to conduct their business.

Liquidity and Capital Resources

The Company's cash balance was \$3.05 billion as of March 31, 2026 and consisted primarily of cash on deposit with banks and investments in money market funds. In addition, we may choose to raise additional funds at any time through equity or debt financing arrangements, which may or may not be needed for additional working capital, acquisitions or other strategic investments. We continually evaluate our liquidity requirements considering our operating needs, growth initiatives and capital resources. Following the Beacon Acquisition, our primary sources of liquidity are cash on the balance sheet, cash generated by operations and borrowings under the ABL Facility. Our primary uses of cash after the Beacon Acquisition are working capital requirements, debt service requirements and capital expenditures. We believe that our existing liquidity and sources of capital are sufficient to support our operations over the next 12 months.

From time to time, depending upon market and other conditions, as well as upon our cash balances and liquidity, we, our subsidiaries or our affiliates may acquire our outstanding debt securities or our other indebtedness through open market purchases, privately negotiated transactions, tender offers, redemption or otherwise, upon such terms and at such prices as we, our subsidiaries or our affiliates may determine for cash or other consideration.

Convertible Preferred Stock

The Company has a quarterly dividend policy in place for its Convertible Preferred Stock, and dividends are paid when declared by the board of directors. During the three months ended March 31, 2026, the Company paid \$22.5 million of dividends to holders of Convertible Preferred Stock. Subsequent to the close of the quarter ended March 31, 2026, the Company paid \$22.5 million of quarterly dividends to holders of Convertible Preferred Stock. These dividends are part of the Company's ongoing cash obligations and are considered when evaluating overall liquidity needs. For additional information regarding the Company's Convertible Preferred Stock, see Note 6 – *Equity* of Item I of Part I, "Condensed Consolidated Financial Statements" of this Quarterly Report.

Private Placements

On June 13, 2024, the Company entered into purchase agreements with certain institutional and accredited investors to issue and sell in a private placement an aggregate of 340.9 million shares of the Company's common stock at a price of \$9.14 per share, and pre-funded warrants (the "Pre-Funded Warrants") to purchase 42.0 million shares of the Company's common stock at a price of \$9.13999 per Pre-Funded Warrant. Each Pre-Funded Warrant has an exercise price of \$0.00001 per share, is exercisable immediately and until the Pre-Funded Warrant is exercised in full. The closing of the private placement was completed on July 19, 2024.

On July 22, 2024, the Company entered into purchase agreements with certain institutional and accredited investors to privately place 67.8 million shares of its common stock at a price of \$9.14 per share. The closing of the private placement was completed on July 25, 2024.

On March 17, 2025, the Company entered into purchase agreements with certain institutional investors to privately place 67.5 million shares of its common stock at a price of \$12.30 per share. The closing of the private placement was contingent upon the completion of the Beacon Acquisition and was completed on April 29, 2025. As a result of the closing, the Company raised \$823.8 million in net proceeds, after deducting offering costs of \$6.8 million, to partially fund the Beacon Acquisition and related costs.

Issuance of Mandatory Convertible Preferred Stock

On May 27, 2025, the Company completed a preferred stock offering, through which QXO issued and sold 11.5 million depositary shares ("Depositary Shares"), each representing a 1/20th interest in a share of the Company's 5.50% Series B Mandatory Convertible Preferred Stock, liquidation preference \$1,000 per share, par value \$0.001 per share (the "Mandatory Convertible Preferred Stock"). The amount issued included 1.5 million Depositary Shares issued pursuant to the exercise in full of the option granted to the underwriters to purchase additional Depositary Shares. The Company received net proceeds from the offering of \$558.1 million, after deducting underwriting discounts, commissions and offering expenses of \$16.9 million.

Dividends

The Mandatory Convertible Preferred Stock will accumulate dividends (which may be paid in cash or, subject to certain limitations, in shares of common stock or in any combination of cash and common stock) at a rate per annum equal to 5.50% on the liquidation preference of \$1,000 per share, payable when, as and if declared by the Company's board of directors (or an authorized committee thereof), on February 15, May 15, August 15 and November 15 of each year, beginning on August 15, 2025 and ending on, and including, May 15, 2028. Given the requirement to pay dividends in any settlement outcome of the Mandatory Convertible Preferred Stock, the Company accrues dividends whether or not they are formally declared by the Company's board of directors. During the three months ended March 31, 2026, the Company paid \$7.9 million of dividends to holders of Mandatory Convertible Preferred Stock. These dividends are part of the Company's ongoing cash obligations and are considered when evaluating overall liquidity needs. For additional information regarding the Company's Mandatory Convertible Preferred Stock, see Note 6 – *Equity* of Item I of Part I, "Condensed Consolidated Financial Statements" of this Quarterly Report.

Mandatory Conversion

The following table illustrates the conversion rate per share of the Mandatory Convertible Preferred Stock, subject to certain anti-dilution adjustments, based on the applicable market value of the common stock:

Applicable Market Value of Common Stock	Conversion Rate per Share of Mandatory Convertible Preferred Stock
Greater than \$20.2126 (the "Threshold Appreciation Price")	49.4740 shares of common stock
Equal to or less than the Threshold Appreciation Price but greater than or equal to the Initial Price	Between 49.4740 and 60.6060 shares of common stock, determined by dividing \$1,000 by the applicable market value
Less than \$16.50 (the "Initial Price")	60.6060 shares of common stock

The following table illustrates the conversion rate per Depositary Share, subject to certain anti-dilution adjustments, based on the applicable market value of the common stock:

Applicable Market Value of Common Stock	Conversion Rate per Depositary Share Representing a 1/20th interest in a share of the Mandatory Convertible Preferred Stock
Greater than the Threshold Appreciation Price	2.4737 shares of common stock
Equal to or less than the Threshold Appreciation Price but greater than or equal to the Initial Price	Between 2.4737 and 3.0303 shares of common stock, determined by dividing \$50 by the applicable market value
Less than the Initial Price	3.0303 shares of common stock

Optional Conversion

Other than the occurrence of a fundamental change (as defined in the Company's Certificate of Designations relating to the Mandatory Convertible Preferred Stock) at any time prior to May 15, 2028, a holder of Mandatory Convertible Preferred Stock may elect to convert such holder's shares of Mandatory Convertible Preferred Stock, in whole or in part, at the minimum conversion rate of 49.4740 shares of common stock per share of Mandatory Convertible Preferred Stock (equivalent to 2.4737 shares of common stock per Depositary Share), subject to certain anti-dilution and other adjustments. Because each Depositary Share represents a 1/20th fractional interest in a share of Mandatory Convertible Preferred Stock, a holder of Depositary Shares may convert its Depositary Shares only in lots of 20 Depositary Shares.

Fundamental Change Conversion

If a fundamental change occurs on or prior to May 15, 2028, holders of the Mandatory Convertible Preferred Stock will have the right to convert their shares of Mandatory Convertible Preferred Stock, in whole or in part, into shares of common stock at the fundamental change conversion rate during the period beginning on, and including, the effective date of such fundamental change and ending on, and including, the earlier of (a) the date that is 20 calendar days after such effective date (or, if later, the date that is 20 calendar days after holders receive notice of such fundamental change) and (b) May 15, 2028. For the avoidance of doubt, the period described in the immediately preceding sentence may not end on a date that is later than May 15, 2028.

Ranking

The Mandatory Convertible Preferred Stock ranks, with respect to dividend rights and distribution of assets upon liquidation, winding-up or dissolution, (i) senior to the Company's common stock and each other class or series of capital stock, whether outstanding or established after the date of issuance of the Mandatory Convertible Preferred Stock, the terms of which do not expressly provide that it ranks senior to or on a parity with the Mandatory Convertible Preferred Stock as to payment of dividends and distribution of assets upon liquidation, winding-up or dissolution, and (ii) junior to the Convertible Preferred Stock. The Mandatory Convertible Preferred Stock ranks on a parity with or junior to each class or series of capital stock, the terms of which expressly provide for a pari passu or senior ranking, respectively, relative to the Mandatory Convertible Preferred Stock.

Voting Rights

Holders of Mandatory Convertible Preferred Stock will not have voting rights, except with respect to issuances of securities senior to the Mandatory Convertible Preferred Stock, amendments to the Company's Fifth Amended and Restated Certificate of Incorporation that would materially and adversely affect the rights of the holders of Mandatory Convertible Preferred Stock, or in the event of a merger, consolidation, exchange or reclassification involving the Mandatory Convertible Preferred Stock, or non-payment of dividends for six consecutive quarters.

Registered Equity Offerings

In April 2025, the Company sold 37.7 million shares of the Company's common stock in an underwritten public offering at a price of \$13.25 per share. The closing of the equity offering was completed on April 21, 2025 and the Company raised \$487.7 million in net proceeds from the equity offering, after deducting offering costs of \$12.3 million. The Company also granted the underwriters in the public offering a 30-day option to purchase up to an additional 5.7 million shares of the Company's common stock at a price of \$13.25 per share less underwriting discounts and commissions. On May 5, 2025, the option was partially exercised with respect to 4.0 million shares resulting in an additional \$51.8 million of net proceeds. The remaining option to purchase additional shares expired unexercised at the end of the 30-day period.

In May 2025, the Company sold 48.5 million shares of the Company's common stock in an underwritten public offering at a price of \$16.50 per share. The Company also granted the underwriters in the public offering a 30-day option to purchase up to an additional 7.3 million shares of the Company's common stock at a price of \$16.50 per share less underwriting discounts and commissions. On May 21, 2025, the option was exercised in full. The closing of the equity offering was completed on May 23, 2025 and the Company raised \$892.4 million in net proceeds from the equity offering, after deducting offering costs of \$27.6 million.

In June 2025, the Company sold 89.9 million shares of the Company's common stock in an underwritten public offering at a price of \$22.25 per share. The closing of the equity offering was completed on June 26, 2025 and the Company raised \$1.96 billion in net proceeds from the equity offering, after deducting offering costs of \$37.8 million. The Company also granted the underwriters in the public offering a 30-day option to purchase up to an additional 13.5 million shares of the Company's common stock at a price of \$22.25 per share less underwriting discounts and commissions. On July 24, 2025, the option was partially exercised with respect to 1.7 million shares resulting in additional net proceeds of \$38.1 million. The remaining option to purchase additional shares expired unexercised at the end of the 30-day period.

In January 2026, the Company sold 31.6 million shares of the Company's common stock in an underwritten public offering at a price of \$23.80 per share. The closing of the equity offering was completed on January 20, 2026 and the Company raised \$748.6 million in net proceeds from the equity offering, after deducting offering costs of \$4.6 million. The Company also granted the underwriters in the public offering a 30-day option to purchase up to an additional 4.7 million shares of the Company's common stock at a price of \$23.80 per share less underwriting discounts and commissions. The option to purchase additional shares expired unexercised at the end of the 30-day period.

January 2026 Investment Agreement

In January 2026, the Company entered into an investment agreement (the "January 2026 Investment Agreement") with AP Quince Holdings, L.P., a fund managed by affiliates of Apollo Global Management, Inc., and the other investors party thereto (collectively, the "Series C Investors"). Pursuant to the January 2026 Investment Agreement, the Series C Investors committed until July 15, 2026 (the "Initial Commitment Period") to purchase up to 300,000 shares of a new series of Series C Convertible Perpetual Preferred Stock, par value \$0.001 per share (the "Series C Preferred Stock"), for an aggregate purchase price of \$3.0 billion to fund one or more acquisitions of assets, equity or businesses (or portions thereof) for a purchase price in excess of \$1.5 billion or as otherwise determined by the Company (each, a "Qualifying Acquisition"). The Initial Commitment Period will be extended with respect to the commitment for a Qualifying Acquisition up to an additional 12 months if a definitive acquisition agreement for such Qualifying Acquisition is executed before the expiration of the Initial Commitment Period.

On April 1, 2026, the Company completed its acquisition of Kodiak, which constitutes a Qualifying Acquisition, for a total purchase price of \$2.25 billion.

Issuance of Series C Preferred Stock

On April 1, 2026, the Company issued 200,000 shares of the Company's Series C Preferred Stock to finance the Kodiak Acquisition. The Series C Preferred Stock has an initial liquidation preference of \$10,000 per share (the "Stated Value"). The Company received proceeds from the issuance of approximately \$2.0 billion. Following such issuance, the Series C Investors have commitments to purchase an additional 100,000 shares of Series C Preferred Stock for \$1.0 billion in cash.

Dividends

The holders of the Series C Preferred Stock (each, a "Holder" and collectively, the "Holders") will be entitled to dividends on the Series C Preferred Stock at a rate of 4.75% per annum. The Holders will be entitled to participate in dividends declared or paid on the common stock on an as-converted basis; provided that any such dividends on the common stock on an as-converted basis received by Holders will reduce, on a dollar-for-dollar basis, the dividends such Holders are entitled to receive on the Series C Preferred Stock. Dividends on the Series C Preferred Stock will be payable on a quarterly basis in cash and/or by delivery of shares of registered (or freely tradeable) common stock, in each case at the sole discretion of the Company. Any dividends not declared and paid in cash or shares of common stock on any dividend payment date will accrue and be compounded quarterly in arrears on the then Stated Value of such shares of Series C Preferred Stock on such dividend payment date.

Conversion and Redemption

The Series C Preferred Stock are, at the option of the holders thereof at any time and from time to time, convertible into common stock at an initial conversion price of \$23.25 per share of Common Stock, subject to customary anti-dilution protections (the "Conversion Price").

At any time after the second anniversary of the initial issuance of the Series C Preferred Stock (the "Initial Issue Date"), the Company will have the option to require that all or any portion of the then-outstanding shares of Series C Preferred Stock be converted into common stock at the then applicable Conversion Price if the closing price per share of common stock exceeds (i) from and after the second anniversary and prior to the third anniversary of the Initial Issue Date, 175% of the Conversion Price and (ii) from and after the third anniversary of the Initial Issue Date, 150% of the Conversion Price, in each case, then in effect for at least 20 trading days in any period of 30 consecutive trading days immediately prior to the Holders' receipt of the conversion notice.

At any time on or following the seventh anniversary of the Initial Issue Date, the Company may redeem all or any portion of the outstanding Series C Preferred Stock at the applicable redemption price (the "Optional Redemption Price") plus accrued and unpaid dividends thereon. The Optional Redemption Price will be an amount in cash equal to the greater of (a) (i) 107% of the Stated Value, with respect to a redemption date on or following the seventh anniversary of the Initial Issue Date but prior to the eighth anniversary of the Initial Issue Date, (ii) 104% of the Stated Value, with respect to a redemption date on or following the eighth anniversary of the Initial Issue Date but prior to the ninth anniversary of the Initial Issue Date and (iii) 100% of the Stated Value, with respect to a redemption date on or following the ninth anniversary of the Initial Issue Date and (b) the as-converted value.

Fundamental Change Conversion and Redemption

Upon the occurrence of a fundamental change of the Company (i) in certain circumstances, the Company will be obligated to pay a customary fundamental change make-whole premium on the Series C Preferred Stock converted in connection with such fundamental change by increasing the conversion rate on such Series C Preferred Stock and (ii) the Company will be obligated to offer to redeem all of the Series C Preferred Stock for a price in cash equal to the greater of (a) the Stated Value, plus accrued and unpaid dividends thereon and (b) the as-converted value.

Ranking

The Series C Preferred Stock will rank junior to the Company's Convertible Preferred Stock, *pari passu* with the Company's Mandatory Convertible Preferred Stock and senior to the Company's common stock, with respect to dividend rights and rights on the distribution of assets on any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Company.

Voting Rights

The Series C Investors, as Holders, will be entitled to vote with the holders of the common stock on an as-converted basis, voting together as a single class, on all matters presented to the holders of common stock, except as required by Delaware law, subject to certain requirements as described in the January 2026 Investment Agreement.

Senior Secured Notes

On April 29, 2025, Merger Sub (the "Issuer") completed the issuance and sale of \$2.25 billion in aggregate principal amount of 6.75% Senior Secured Notes due 2032 (the "Notes"). The Notes were issued pursuant to an Indenture, dated as of April 29, 2025 (as supplemented, the "Indenture"), and, upon consummation of the Beacon Acquisition, QXO Building Products assumed the obligations under the Notes and the Indenture and certain of QXO Building Products' subsidiaries (collectively, the "Subsidiary Guarantors") guaranteed QXO Building Products' obligations under the Notes and the Indenture. The Notes are secured by first-priority liens on substantially all assets of the Issuer and the Subsidiary Guarantors, other than the ABL Priority Collateral (as defined below) (the "Notes Priority Collateral") and by second-priority liens on substantially all of the Issuer's and the Subsidiary Guarantors' inventory, receivables and related assets (the "ABL Priority Collateral"), in each case, subject to certain exceptions and permitted liens. The Notes will mature on April 30, 2032. Interest on the Notes accrues at 6.75% per annum and will be paid semi-annually, in arrears, on April 30 and October 30 of each year, beginning October 30, 2025. Proceeds from the Notes were used to partially fund the Beacon Acquisition and related transaction expenses.

On or after April 30, 2028, the Issuer may redeem the Notes at its option, in whole at any time or in part from time to time, at the redemption prices set forth in the Indenture. In addition, prior to April 30, 2028, the Issuer may redeem the Notes at its option, in whole at any time or in part from time to time, at a redemption price equal to 100% of the principal amount of the Notes redeemed, plus a "make-whole" premium and accrued and unpaid interest, if any. Notwithstanding the foregoing, at any time prior to April 30, 2028, the Issuer may also redeem up to 50% of the aggregate principal amount of the Notes with funds in an aggregate amount not to exceed the net cash proceeds from certain equity offerings at a redemption price equal to 106.75% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any. In addition, prior to April 30, 2028, the Issuer may redeem during each twelve-month period up to 10% of the original aggregate principal amount of the Notes at a redemption price equal to 103%, plus accrued and unpaid interest, if any.

The Indenture includes customary affirmative and negative covenants with respect to the Issuer and its restricted subsidiaries. These covenants are subject to a number of important qualifications and exceptions. Additionally, upon the occurrence of specified change of control events, the Issuer must offer to repurchase the Notes at 101% of the principal amount, plus accrued and unpaid interest, if any, to, but excluding, the purchase date. The Indenture also provides for customary events of default. As of March 31, 2026, the Issuer and its restricted subsidiaries were in compliance with these covenants.

Debt issuance costs of \$22.2 million related to the Notes were capitalized and are being amortized over the term of the financing arrangement.

As of March 31, 2026, the outstanding balance on the Notes, net of \$19.9 million of unamortized debt issuance costs, was \$2.23 billion.

Term Loan Facility

On April 29, 2025, Merger Sub, as initial borrower, entered into a Term Loan Credit Agreement (the "Term Loan Credit Agreement") with Queen HoldCo, LLC ("Holdings"), the lenders party thereto and Goldman Sachs Bank USA, as administrative agent, which provides for senior secured financing consisting of a term loan facility (the "Term Loan Facility") in an aggregate principal amount of \$2.25 billion. Upon the consummation of the Beacon Acquisition, QXO Building Products entered into a joinder to the Term Loan Credit Agreement as the surviving borrower (the "Borrower"). The facility matures on April 30, 2032. Proceeds from the Term Loan Facility were used to partially fund the Beacon Acquisition and related transaction expenses.

Borrowings under the Term Loan Facility bear interest at variable rates based on Term SOFR or a base rate, in each case plus an applicable margin. The facility requires scheduled quarterly amortization payments in an annual amount equal to 1.0% of the original principal amount of borrowings under the Term Loan Facility, with the remaining balance due at maturity. The Term Loan Facility also requires the Borrower to make certain mandatory prepayments. The Borrower can make voluntary prepayments at any time without penalty, except in connection with a repricing event in respect of the Term Loan Facility, subject to customary breakage costs. Any refinancing through the issuance of certain debt or any repricing amendment, in either case, that constitutes a “repricing event” applicable to the term loans resulting in a lower yield occurring at any time during the first six months after the closing date of the Term Loan Facility will be accompanied by a 1.00% prepayment premium or fee, as applicable.

The Term Loan Facility is unconditionally guaranteed by Holdings on a limited-recourse basis and secured by a first-priority lien on the equity interests of the Borrower held by Holdings. The Term Loan Facility is also guaranteed by each Subsidiary Guarantor and secured by a first-priority lien with respect to the Notes Priority Collateral and a second-priority lien with respect to the ABL Priority Collateral. The Term Loan Facility is secured on a ratable basis with the Notes with respect to the Notes Priority Collateral and the ABL Priority Collateral.

The Term Loan Credit Agreement includes customary affirmative and negative covenants with respect to the Borrower and its restricted subsidiaries. These covenants are subject to a number of important qualifications and exceptions. The Term Loan Credit Agreement contains certain customary events of default, including relating to a change of control. As of March 31, 2026, the Borrower and its restricted subsidiaries were in compliance with these covenants.

The principal amount of borrowing under the Term Loan Facility was reduced by an original issue discount (“OID”) of 1%. OID costs of \$22.5 million and debt issuance costs of \$50.9 million related to the Term Loan Facility were capitalized and are being amortized over the term of the financing arrangement.

On May 29, 2025, the Borrower made a voluntary principal prepayment of \$1.40 billion under the Term Loan Facility. As a result, the Borrower was relieved of its obligation to make quarterly amortization payments in an annual amount equal to 1.0% of the original principal amount of borrowings under the Term Loan Facility. Additionally, as a result of the principal prepayment, the Borrower recognized a loss on debt extinguishment of \$45.7 million during the three months ended June 30, 2025, which is comprised of \$14.0 million of unamortized OID costs and \$31.7 million of unamortized debt issuance costs related to the Term Loan Facility.

On November 5, 2025, the Borrower amended the Term Loan Credit Agreement in order to refinance the Term Loan Facility. The amendment reduced the applicable margin for borrowings under the Term Loan Facility from 3.00% to 2.00% for Term SOFR borrowings and from 2.00% to 1.00% for base rate borrowings. (the “Term Loan Refinancing”). As a result of the Term Loan Refinancing, the Borrower recognized a loss on debt extinguishment of \$4.0 million during the three months ended September 30, 2025, which is comprised of \$0.9 million of unamortized OID costs, \$2.2 million of unamortized debt issuance costs, and \$0.9 million of third-party fees associated with the modification of the Term Loan Facility. Additionally, new debt issuance costs of \$0.1 million were capitalized and are being amortized over the term of the financing arrangement.

The loss on debt extinguishment resulting from the principal prepayment and the subsequent Term Loan Refinancing was separately recognized on the consolidated statements of operations for the year ended December 31, 2025.

As of March 31, 2026, the outstanding balance on the Term Loan Facility, net of \$6.6 million of unamortized OID costs and \$14.9 million of unamortized debt issuance costs, was \$828.5 million.

ABL Credit Agreement

On April 29, 2025, Merger Sub, as initial borrower, entered into the Asset-Based Revolving Credit Agreement (the “ABL Credit Agreement”), with Holdings, the lenders party thereto and Citibank, N.A., as administrative agent and collateral agent, which provides for an asset-based revolving credit facility (the “ABL Facility” and, together with the Term Loan Facility, the “Credit Facilities”), with an aggregate borrowing availability equal to the lesser of \$2.0 billion, and the borrowing base. Upon the consummation of the Beacon Acquisition, the Borrower entered into a joinder to the ABL Credit Agreement as the surviving borrower. The ABL Facility matures on April 29, 2030. Based on the Borrower’s borrowing base as of March 31, 2026, the Borrower had \$1.98 billion borrowing capacity under the ABL Facility.

Borrowings under the ABL Facility bear interest at a rate equal to, at the Borrower’s option, either (a) (x) Term SOFR determined by reference to the secured overnight financing rate published by the Federal Reserve Bank of New York, which rate shall be no less than zero or (y) a base rate determined by reference to the highest of (i) the federal funds rate plus 0.50% per annum, (ii) the prime rate quoted by the Wall Street Journal as the “Prime Rate” and (iii) the sum of one-month adjusted Term SOFR plus 1.00% per annum, which base rate shall be no less than 1.00%, or (b) (x) with respect to borrowings of Canadian dollars, Term CORRA determined by reference to the interbank offered rate administered by the CORRA Administrator, which rate shall be no less than zero or (y) a base rate determined by reference to the highest of (i) zero (0%), (ii) the one-month Term CORRA plus 1.00% per annum or (iii) the prime rate reported by Reuters, in each case plus an applicable margin based on excess availability set forth in the ABL Credit Agreement. The Borrower is also required to pay a commitment fee equal to 0.20% per annum (depending on the average utilization of the commitments) to the lenders under the ABL Facility in respect of the unutilized commitments thereunder. The Borrower can make voluntary prepayments at any time without penalty, subject to customary breakage costs.

The ABL Facility (and at the Borrower's option certain hedging, cash management and bank product obligations secured under the ABL Facility) is unconditionally guaranteed by Holdings on a limited-recourse basis and secured by a second-priority lien on the equity interests of the Borrower held by Holdings. The ABL Facility is also guaranteed by each Subsidiary Guarantor and secured by a second-priority lien with respect to the Notes Priority Collateral and a first-priority lien with respect to the ABL Priority Collateral.

The ABL Credit Agreement includes customary affirmative and negative covenants with respect to the Borrower and its restricted subsidiaries. These covenants are subject to a number of important qualifications and exceptions. The ABL Credit Agreement contains certain customary events of default, including relating to a change of control.

The ABL Facility requires that the Borrower, commencing on or after the last day of the first full fiscal quarter ending after the closing date of the ABL Facility, maintain a minimum fixed charge coverage ratio of 1.0 to 1.0 at any time that availability is less than the greater of (x) \$120 million and (y) 10% of the lesser of (i) the borrowing base at such time and (ii) the aggregate amount of ABL Facility commitments at such time. As of March 31, 2026, the Borrower and its restricted subsidiaries were in compliance with these covenants.

Debt issuance costs of \$18.8 million related to the ABL Facility were capitalized and are being amortized ratably over the term of the financing arrangement. The debt issuance costs related to the ABL Facility are presented as an asset, included in other assets, net on the condensed consolidated balance sheets. As of March 31, 2026, there were \$15.4 million of unamortized debt issuance costs related to the ABL Facility.

As of March 31, 2026, there was no outstanding balance on the ABL Facility. The Borrower and its restricted subsidiaries had \$21.2 million in outstanding standby letters of credit issued under the ABL Facility as of March 31, 2026.

The following table summarizes our cash flows for the periods indicated:

<i>(in millions)</i>	Three Months Ended March 31,	
	2026	2025
Net cash provided by operating activities	\$ 70.6	\$ 36.5
Net cash used in investing activities	(19.5)	(0.8)
Net cash provided by (used in) financing activities	633.9	(22.5)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(0.3)	—
Net increase in cash, cash equivalents and restricted cash	<u>\$ 684.7</u>	<u>\$ 13.2</u>

Operating Activities

Net cash provided by operating activities was \$70.6 million for the three months ended March 31, 2026, compared to \$36.5 million for the three months ended March 31, 2025. Cash provided by operations increased \$34.1 million during the three months ended March 31, 2026. The increase in cash provided by operations was primarily due to the Beacon Acquisition and the seasonal timing of net working capital requirements for inventory purchases and cash collections.

Investing Activities

Net cash used in investing activities was \$19.5 million for the three months ended March 31, 2026, compared to \$0.8 million for the three months ended March 31, 2025. Cash used in investing activities increased \$18.7 million during the three months ended March 31, 2026 primarily due to an increase in capital expenditures during the period.

Financing Activities

Net cash provided by financing activities was \$633.9 million for the three months ended March 31, 2026, compared to net cash used in financing activities of \$22.5 million for the three months ended March 31, 2025. Cash provided by financing activities increased \$656.4 million during the three months ended March 31, 2026 primarily due to the net proceeds from the issuance of common stock during the period, which was partially offset by the payment of costs to obtain the Series C Preferred Stock commitment, the payment of taxes related to the net share settlement of equity awards and the payment of dividends on the Company's Mandatory Convertible Preferred Stock.

Condensed Supplemental Financial Information

In accordance with the indenture governing the Notes and the credit agreements governing the Credit Facilities, QXO Building Products and its subsidiaries (together, the “Credit Group”) are required to furnish to holders of the Notes and lenders under the Credit Facilities certain financial information relating to the Credit Group.

The summarized financial information below reflects results for the Credit Group, other QXO entities and QXO on a consolidated basis.

Balance Sheet <i>(in millions)</i>	March 31, 2026		
	Credit Group	Other QXO Entities	Consolidated QXO
Cash and cash equivalents	\$ 211.1	\$ 2,835.2	\$ 3,046.3
Total current assets	\$ 3,580.5	\$ 2,876.1	\$ 6,456.6
Total current liabilities	\$ 1,896.8	\$ 40.4	\$ 1,937.2
Total long-term debt, net	\$ 3,058.6	\$ —	\$ 3,058.6
Total stockholders’ equity	\$ 7,352.0	\$ 2,812.9	\$ 10,164.9

Statement of Operations <i>(in millions)</i>	Three Months Ended March 31, 2026		
	Credit Group	Other QXO Entities	Consolidated QXO
Net sales	\$ 1,715.6	\$ 14.6	\$ 1,730.2
Gross profit	\$ 403.2	\$ 6.1	\$ 409.3
Total operating expense	\$ 625.5	\$ 35.7	\$ 661.2
Interest (expense) income, net	\$ (56.4)	\$ 25.3	\$ (31.1)
(Benefit from) provision for income taxes	\$ (70.9)	\$ 17.7	\$ (53.2)
Net loss	\$ (205.1)	\$ (22.0)	\$ (227.1)

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our market risk disclosures set forth in Item 7A of Part II, “Quantitative and Qualitative Disclosures About Market Risk” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 have not changed materially during the three months ended March 31, 2026.

Item 4. Controls and Procedures

Management’s Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required financial disclosure.

As of the end of the period covered by this Quarterly Report, our management, under the supervision and with the participation of our principal executive officer and principal financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e) and 15d-15(e). Based upon this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of March 31, 2026.

Change in Internal Control over Financial Reporting

During the three months ended March 31, 2026, there were no changes in our internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f), that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives as specified above. Management does not expect, however, that our disclosure controls and procedures will prevent or detect all error and fraud. Any control system, no matter how well designed and operated, is based on certain assumptions and can provide only reasonable, not absolute, assurance that its objectives will be met. Further, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For information related to our legal proceedings, refer to Note 11 – *Commitments and Contingencies* of Item 1 of Part I, “Condensed Consolidated Financial Statements” of this Quarterly Report.

Item 1A. Risk Factors

We believe there are no changes that constitute material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the SEC on February 27, 2026, other than as set forth below.

Risks Related to the Proposed Acquisition of TopBuild

The TopBuild Acquisition may not be completed within the expected timeframe, or at all, and the failure to complete the TopBuild Acquisition could impact our stock price and our future business and financial results.

There can be no assurance that the TopBuild Acquisition will be completed in the expected timeframe, or at all. The TopBuild Merger Agreement contains a number of conditions that must be satisfied or waived prior to the completion of the TopBuild Acquisition, including the Stockholder Approvals. There can be no assurance that all closing conditions will be satisfied (or waived, if applicable). Many of the conditions to completion of the TopBuild Acquisition are not within our control, and we cannot predict when or if these conditions will be satisfied (or waived, as applicable). In addition, either TopBuild or QXO may terminate the TopBuild Merger Agreement if, subject to certain limitations, the TopBuild Acquisition has not been consummated by January 17, 2027.

If the TopBuild Acquisition is not completed, our ongoing business and financial results may be adversely affected and we will be subject to a number of risks, including the following:

- we have dedicated significant time and resources, financial and otherwise, in planning for the TopBuild Acquisition and the associated integration, of which we would lose the benefit if the TopBuild Acquisition is not completed;
- we are responsible for certain transaction costs relating to the TopBuild Acquisition, whether or not the TopBuild Acquisition is completed;
- while the TopBuild Merger Agreement is in force, we are subject to certain restrictions on the conduct of our business, including taking any action that that would reasonably be expected to have a material negative impact on or material delay to the satisfaction of the conditions in the TopBuild Merger Agreement required to consummate the TopBuild Acquisition, which restrictions may adversely affect our ability to execute certain of our business strategies; and
- matters relating to the TopBuild Acquisition (including integration planning) may require substantial commitments of time and resources by our management, whether or not the TopBuild Acquisition is completed, which could otherwise have been devoted to other opportunities that may have been beneficial to us.

In addition, if the TopBuild Acquisition is not completed, we may experience negative reactions from the financial markets and from our customers and employees. We also may be subject to litigation related to any failure to complete the TopBuild Acquisition or to enforcement proceedings commenced against us to perform our obligations under the TopBuild Merger Agreement. If the TopBuild Acquisition is not completed, these risks may materialize and may adversely affect our business, financial results and financial condition, as well as the price of our common stock.

The TopBuild Merger Agreement restricts our ability to pursue alternative transactions and may require us to pay a termination fee under certain circumstances.

The TopBuild Merger Agreement contains customary non-solicitation provisions that limit our ability and TopBuild’s ability to solicit or engage in discussions regarding alternative acquisition proposals, subject to certain fiduciary exceptions. If the TopBuild Merger Agreement is terminated under certain specified circumstances, including in connection with a competing acquisition proposal, we may be required to pay a termination fee of \$600 million in cash to TopBuild or TopBuild may be required to pay us a termination fee of \$600 million in cash. These provisions could discourage other potential strategic transactions that may be favorable to us and our stockholders.

Even if the TopBuild Acquisition is completed, we may be unable to integrate TopBuild successfully and realize the anticipated benefits of the TopBuild Acquisition.

If the TopBuild Acquisition is completed, the successful integration of TopBuild and operations into those of our own and our ability to realize the expected benefits of the transaction are subject to a number of risks and uncertainties, many of which are outside of our control. We will also be required to devote significant management attention and resources to integrating business practices, cultures and operations of each business. The risks and uncertainties relating to integrating the two businesses include, among other things:

- the challenge of integrating complex organizations, systems, operating procedures, compliance programs, technology, networks and other assets of TopBuild;
- the difficulties harmonizing differences in the business cultures of QXO and TopBuild;
- the inability to successfully integrate our respective businesses in a manner that permits us to achieve the cost savings and other anticipated benefits from the TopBuild Acquisition;
- the inability to minimize the diversion of management attention from ongoing business concerns during the process of integrating TopBuild into our businesses;
- the inability to resolve potential conflicts that may arise relating to customer, supplier and other important relationships of our business and TopBuild;
- difficulties in retaining key management and other key employees; and
- the challenge of managing the expanded operations of a significantly larger and more complex company and coordinating geographically separate organizations.

We will incur substantial expenses to consummate the TopBuild Acquisition but may not realize the anticipated benefits. In addition, even if we are able to integrate TopBuild successfully, the anticipated benefits of the TopBuild Acquisition may not be realized fully, or at all, or may take longer to realize than expected. Given the size and significance of the TopBuild Acquisition, we may encounter difficulties in the integration of the operations of TopBuild and may fail to realize the full benefits and synergies of the TopBuild Acquisition, which could adversely impact our business, results of operation and financial condition.

The issuance of shares of common stock in connection with the TopBuild Acquisition will dilute existing stockholders and may adversely affect the market price of our common stock.

In connection with the TopBuild Acquisition, we expect to issue a substantial number of shares of our common stock to the stockholders of TopBuild, the actual number of which will be determined at closing based on the number of shares and certain equity awards of TopBuild outstanding at that time and subject to proration and election procedures set forth in the TopBuild Merger Agreement. The issuance of these additional shares will dilute the ownership interest of our existing stockholders and may dilute earnings per share. Any such dilution, or any delay in achieving accretion to earnings per share, could cause the market price of our common stock to decline or increase at a reduced rate.

Securities class action and derivative lawsuits may be brought against us in connection with the TopBuild Acquisition, which could result in substantial costs.

Securities class action lawsuits and derivative lawsuits are often brought against public companies that have entered into acquisition, merger, or other business combination agreements. Even if such a lawsuit is without merit, defending against these claims can result in substantial costs and divert management time and resources. An adverse judgment could result in monetary damages, which could have a negative impact on our liquidity and financial condition.

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

Not applicable.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

The predecessor financial information is included as Exhibit 99.1 to this Quarterly Report and is incorporated herein by reference.

Item 6. Exhibits

Exhibit Number	Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
2.1	Agreement and Plan of Merger, dated as of April 18, 2026, by and among QXO, Inc., TopBuild Corp., Titanium MergerCo, Inc. and Titanium MergerCo 2, LLC. ⁺	8-K	2.1	April 20, 2026
3.1	Certificate of Designations of Series C Convertible Perpetual Preferred Stock, filed with the Secretary of State of the State of Delaware and effective April 1, 2026.	8-K	3.1	April 1, 2026
10.1*	Offer Letter, dated April 15, 2025, by and between QXO, Inc. and Valeri Liborski. [†]			
10.2	Voting Agreement, dated as of April 18, 2026, by and between TopBuild Corp. and Jacobs Private Equity II, LLC.	8-K	10.1	April 20, 2026
31.1*	Certification by the Principal Executive Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)).			
31.2*	Certification by the Principal Financial Officer of Registrant pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)).			
32.1**	Certification by the Principal Executive Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.			
32.2**	Certification by the Principal Financial Officer pursuant to 18 U.S.C. 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.			
99.1*	Unaudited predecessor financial information for QXO Building Products, Inc.			
101.INS*	Inline XBRL Instance – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.			
101.SCH*	Inline XBRL Taxonomy Extension Schema			
101.CAL*	Inline XBRL Taxonomy Extension Calculation			
101.PRE*	Inline XBRL Taxonomy Extension Presentation			
101.LAB*	Inline XBRL Taxonomy Extension Labels			
101.DEF*	Inline XBRL Taxonomy Extension Definition			
104*	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)			

*Filed herewith

**Furnished herewith

[†] Management contract or compensatory plan or arrangement.

⁺ Schedules and/or exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K. QXO agrees to furnish supplementally a copy of any omitted schedules and/or exhibits to the SEC on a confidential basis upon request.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

QXO, INC.

Date: May 12, 2026

By: /s/ Brad Jacobs

Brad Jacobs

Chief Executive Officer

(Principal Executive Officer)

Date: May 12, 2026

By: /s/ Ihsan Essaid

Ihsan Essaid

Chief Financial Officer

(Principal Financial Officer)