# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**WASHINGTON, D.C. 20549**

## FORM 10-K

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

**For the Fiscal Year Ended December 31, 2025**

or

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

For the transition period from to

**Commission file number 000-03922**



**PATRICK INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

| **Indiana** | **35-1057796** |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **107 W. Franklin St. Elkhart, Indiana** | **46516** |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: **(574) 294-7511**

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---|---|---|
| Common stock, without par value | PATK | Nasdaq Stock Market LLC |

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

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

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

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

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

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

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

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

As of June 27, 2025, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the common stock of the registrant held by non-affiliates was $2.9 billion. As of February 13, 2026, there were 33,234,715 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Proxy Statement for its Annual Meeting of Shareholders to be held on May 14, 2026 are incorporated by reference into Part III of this Form 10-K.

**PATRICK INDUSTRIES, INC.**

**FORM 10-K**

**FISCAL YEAR ENDED DECEMBER 31, 2025**

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**INFORMATION CONCERNING FORWARD-LOOKING STATEMENTS**

This Annual Report on Form 10-K contains certain "forward-looking statements" with respect to financial condition, results of operations, business strategies, operating efficiencies or synergies, competitive position, industry growth and projections, growth opportunities for existing products, plans and objectives of management, markets for the common stock of Patrick Industries, Inc. (the "Company" or "Patrick") and other matters. Statements in this Form 10-K as well as other statements contained in the annual report and statements contained in future filings with the Securities and Exchange Commission ("SEC") and publicly disseminated press releases, and statements which may be made from time to time in the future by management of the Company in presentations, which are not historical facts, are management's current expectations and beliefs regarding future and anticipated developments and their impact on Patrick, and inherently involve risks and uncertainties that could cause actual results to differ materially from those set forth in the forward-looking statements.

There are a number of factors, many of which are beyond the control of the Company, which could cause actual results and events to differ materially from those described in the forward-looking statements. Many, but not all, of these factors are identified in the "Risk Factors" section of this Form 10-K as set forth in Part I, Item 1A, and include, without limitation:

- the impact of any economic downturns on our primary end markets;
- a decline in discretionary consumer spending;
- pricing pressures due to competition;
- costs and availability of raw materials and commodities;
- inflationary pressure on our direct and indirect costs, its impact to our customers, and its impact to the end consumer;
- the imposition of restrictions and taxes and/or tariffs on imports of raw materials and components used in our products;
- information technology performance and cyber-related risks;
- the availability of commercial credit;
- the availability of retail and wholesale financing for recreational vehicles, watercraft, and residential and manufactured homes;
- the availability and costs of labor;
- the ability to manage our inventory levels effectively, as well as inventory levels of retailers and manufacturers;
- the financial condition of our customers;
- retention and concentration of material customers;
- the ability to generate cash flow or obtain financing to fund growth;
- future growth rates in the Company's core businesses;
- the seasonality and cyclicality in the industries to which our products are sold;
- realization and impact of efficiency improvements and cost reductions;
- the successful integration of acquisitions and other growth initiatives;
- increases in interest rates and oil and gasoline prices;
- increases/decreases in the value of financial assets, which may affect discretionary spending in industries to which our products are sold;
- the ability to retain key management personnel;
- adverse weather conditions impacting retail sales and our operations;
- our ability to remain in compliance with our credit agreement covenants;
- the impact of any pandemic or other public health emergency on the economy, our end markets and our operations, and;
- global, national and regional economic, market and political conditions.

You should consider forward-looking statements, therefore, in light of various important factors, including those set forth in the reports and documents that the Company files with the SEC, including this Annual Report on Form 10-K for the year ended December 31, 2025.

These and other risks and uncertainties are discussed more fully at Part I, Item 1A "Risk Factors."

Any projections of financial performance or statements concerning expectations as to future developments should not be construed in any manner as a guarantee that such results or developments will, in fact, occur. There can be no assurance that any forward-looking statement will be realized or that actual results will not be materially different from that set forth in such forward-looking statement. The Company does not undertake to publicly update or revise any forward-looking statements, and specifically disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained in this Annual Report on Form 10-K or to reflect any change in our expectations after the date of this Annual Report on Form 10-K or any changes in events, conditions or circumstances on which any statement is based, except as required by law.

## PART I

### ITEM 1. BUSINESS

*Unless the context otherwise requires, the terms "Company," "Patrick," "we," "our," or "us" refer to Patrick Industries, Inc. and its subsidiaries.*

**Company Overview**

Patrick is a leading component solutions provider for the recreational vehicle ("RV"), marine, powersports, manufactured housing ("MH") and various industrial markets – including single and multi-family housing, hospitality, institutional and commercial markets.

The Company operates through a nationwide network that includes, as of December 31, 2025, approximately 191 manufacturing plants and 50 warehouse and distribution facilities located in 25 states, with a small presence in Mexico, China and Canada. The Company operates within two reportable segments, Manufacturing and Distribution, through a nationwide network of manufacturing and distribution centers for its products, thereby reducing in-transit delivery time and cost to the regional manufacturing footprint of its customers. The Manufacturing and Distribution segments accounted for 74% and 26%, respectively, of the Company's consolidated net sales for the year ended December, 31, 2025. Financial information about these operating segments is included in Note 17 "Segment Information" of the Notes to Consolidated Financial Statements included in this Annual Report on Form 10-K (the "Form 10-K") and incorporated herein by reference.

The Company's capital allocation strategy is to optimally manage and utilize its resources and leverage its platform of operating brands to continue to grow, reinvest in its business, and return capital to shareholders. Through strategic acquisitions, expansion both geographically and into new product lines and investment in infrastructure and capital expenditures, Patrick seeks to ensure that its operating network contains capacity, technology and innovative thought processes to support anticipated growth needs, effectively respond to changes in market conditions, inventory and sales levels, and successfully integrate manufacturing, distribution and administrative functions.

Over the last three years, we have executed on a number of new product initiatives and completed acquisitions for aggregate cash consideration of approximately $560 million, net of cash acquired. These product initiatives and acquisitions directly complement our core competencies and existing products, expand our presence in our primary end markets, and position us to opportunistically enter into adjacent end markets or product categories.

Patrick believes that returning capital to shareholders is an important part of its capital allocation strategy, and during 2025 we returned $87 million to shareholders through our regular quarterly dividend and opportunistic share repurchases.

The Company was incorporated in 1959 in Indiana. The Company's principal executive and administrative offices are located at 107 West Franklin Street, Elkhart, Indiana 46516 and the telephone number is (574) 294-7511; Internet website address: www.patrickind.com. Information on our website is not incorporated in this Annual Report on Form 10-K.

**Major Product Lines**

Patrick manufactures and distributes a variety of products within its reportable segments including:

| Manufacturing | Distribution |
|---|---|
| Laminated products for furniture, shelving, walls and countertops | Pre-finished wall and ceiling panels |
| Laminated and decorative surface products, including laminated panels, decorative and wrapped vinyls, paper-laminated panels, and vinyl printing | Drywall and drywall finishing products |
| Solid surface, granite and quartz countertops | Interior and exterior lighting products |
| Fabricated aluminum products | Wiring, electrical and plumbing products |
| Hardwood profile mouldings | Transportation and logistics services |
| Electrical systems components including instrument, digital switching, dash panels, digital displays and gauges | Electronics and audio systems components |
| Slide-out trim and fascia | Cement siding |
| Cabinet products, doors, components and custom cabinetry | Raw and processed lumber |
| Tooling for fiberglass boat manufacturers | Fiber reinforced polyester (“FRP”) products |
| Fiberglass bath fixtures and tile systems | Interior passage doors |
| Specialty bath and closet building products | Roofing products |
| Boat towers, tops, power bimini systems, trailers, frames and other engineered structural components | Laminate and ceramic flooring |
| Softwoods lumber | Shower doors |
| Interior passage doors and baggage doors | Fireplaces and surrounds |
| Wiring and wire harnesses | Appliances |
| CNC molds and composite parts | Tile |
| Aluminum and plastic fuel tanks | Marine hardware and accessories |
| Slotwall panels and components | RV awnings, windows, fiberglass siding and roofing |
| RV painting | Marine windshields |
| Thermoformed shower surrounds | RV air conditioning units and furniture |
| Fiberglass and plastic components including front and rear caps and marine helms | Other miscellaneous products |
| Polymer-based and other flooring | |
| Marine hardware and accessories | |
| Air handling products | |
| Treated, untreated and laminated plywood | |
| RV and marine furniture | |
| Adhesives and sealants | |
| Audio systems and accessories, including amplifiers, tower speakers, soundbars, and subwoofers | |
| Marine non-slip foam flooring, padding, and accessories | |
| Protective covers for boats, RVs, aircraft, and military and industrial equipment | |
| Windshield and wiper systems | |
| Roofs/canopies | |
| Integrated door systems | |
| Fender flares and rear panels | |
| Composite panels | |
| Other miscellaneous products | |

**Primary Markets**

Patrick manufactures and distributes its products for five primary end markets. Our operating facilities generally are strategically located in proximity to the customers they serve. The Company's net sales by end market are as follows:

| | 2025 | 2024 |
|---|---|---|
| RV | 45 % | 44 % |
| Marine | 15 % | 15 % |
| Powersports | 10 % | 10 % |
| MH | 17 % | 18 % |
| Industrial | 13 % | 13 % |
| Total | 100 % | 100 % |

***Recreational Vehicles***

The Company's RV products are sold primarily to major RV original equipment manufacturers ("OEMs"), smaller OEMs, and to a lesser extent, manufacturers in adjacent industries. The principal types of recreational vehicles include (1) towables: conventional travel trailers, fifth wheels, folding camping trailers, and truck campers; and (2) motorized: class A (large motor homes), class B (van campers), and class C (small-to-mid size motor homes). The RV market is largely concentrated among Thor Industries, Inc. ("Thor"), Forest River, Inc. ("Forest River") and Winnebago Industries, Inc. ("Winnebago"), which together accounted for approximately 86% of retail market share for towables and 85% for motorized units for 2025 according to Company estimates based on data from Statistical Surveys, Inc. ("SSI").

We believe there has been substantial growth over the past several years in the consumer's affinity for the Outdoor Enthusiast lifestyle. As more people see the benefits of enjoying the outdoors with families and friends, there should be a positive impact on long-term demand in the RV market. Following a dealer inventory restocking in the first half of 2024, OEMs reduced production levels slightly in the second half of the year as dealers actively managed inventory levels as retail demand softened. In 2025, dealer inventory dynamics continued to normalize, with inventory reductions moderating as dealer inventory levels moved closer to targeted levels. OEMs demonstrated operating discipline during this period to support a balanced inventory channel for the long-term health and stability of the industry. Our analysis suggests that dealer inventory levels are currently below historical norms and will need to be replenished when retail demand recovers. Our strategy in the RV end market continues to be centered around our goal of providing best-in-class customer service and a growing portfolio of products to OEMs through our full solutions model, helping our customers innovate and build quality units across the spectrum of feature and price.

We estimate that our mix of RV revenues related to towable units and motorized units is consistent with the overall RV industry production mix. In 2025, according to the Recreation Vehicle Industry Association ("RVIA"), towable and motorized unit shipments represented approximately 89% and 11%, respectively, of total RV industry wholesale unit shipments with wholesale unit shipments increasing 2% in the towable sector and 3% in the motorized sector in 2025 compared to the prior year.

Recreational vehicle purchases are generally consumer discretionary income purchases, and therefore, any situation which causes concerns related to discretionary income may have a negative impact on the RV market. The Company believes that industry-wide retail sales and the related production levels of RVs will continue to be dependent on the overall strength of the economy, consumer confidence levels, equity securities market trends, fluctuations in dealer inventories, the level of disposable income, and other demographic trends.

Demographic and ownership trends continue to support favorable market growth for the long term in the RV market, as interest in outdoor and nature-based tourism activities remains structurally elevated following the normalization of travel patterns after the COVID-19 pandemic. Based on data from the 2025 Kampgrounds of America, Inc. ("KOA") North American Camping and Outdoor Hospitality Report, utilizing surveys of North American leisure travelers, camping participation peaked in 2022 and declined modestly thereafter, but remains above pre-pandemic levels. Approximately 11 million more households camped in 2024 compared to 2019, indicating a higher participation base relative to pre-pandemic periods. Additionally, according to the 2025 KOA report, approximately 18% of camping households reported annual household income of over $100,000, which is consistent with pre-pandemic levels. While this percentage represents a decline from the COVID-19 pandemic-era peak, the absolute number of camping households in this earnings group has grown

substantially due to the increase in camping households during this period. Although down from the pandemic-era peak, RV participation remains substantial, with nearly 10 million households reporting at least one RV trip in 2024.

Detailed narrative information about the Company's sales to the RV industry is included in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" (the "MD&A") of this Form 10-K.

***Marine***

We believe that the marine market reflects the active, outdoor enthusiast-based, family-oriented lifestyle, similar to our RV and powersports end markets, and the Company has increased its focus and expanded its presence in this market through recent acquisitions. Consumer demand in the marine market is generally driven by the popularity of the recreational and leisure lifestyle and by economic conditions. The powerboat sector, which is our primary marine market, continued to experience a down cycle in 2024, particularly in our ski/wake and pontoon categories, where we maintain a significant market presence. OEM production declined in 2024 as concerns relating to elevated interest rates, inflation, and overall economic uncertainties dampened retail demand and led marine dealers to reduce inventory levels. In 2025, industry data indicates that the overall powerboat market remained below 2024 levels, and demand in the pontoon and ski/wake categories declined compared to 2024 as dealers continued to manage inventory levels to better align with current retail demand. Despite challenging conditions across the marine market, we remain optimistic about the long-term outlook including within the high value, premium segment of the marine industry that we serve.

According to the National Marine Manufacturers Association ("NMMA"), per its 2024 U.S. Recreational Boating Statistical Abstract (the "Abstract"), total U.S. retail expenditures on boats, engines, accessories, and related costs fell 2.6% to $55.62 billion in 2024 compared to 2023. Based on data from the Abstract, we estimate that the average age of pre-owned powerboats sold during 2024 was approximately 23 years compared to an average useful life of 30 years.

The Company's sales to the marine industry are primarily focused on the powerboat sector of the market which is comprised of four main categories: fiberglass, aluminum fishing, pontoon and ski & wake. Based on current available data per SSI through December 2025, within the powerboat sector for 2025, fiberglass units accounted for approximately 33% of retail unit sales, aluminum 31%, pontoon 31% and ski & wake 5%. In addition, according to Company estimates based on SSI, marine powerboat retail unit shipments decreased approximately 8% in 2025 compared to 2024, while marine wholesale unit shipments, according to Company estimates based on NMMA data, decreased approximately 4% in 2025 compared to 2024.

Detailed narrative information about the Company's sales to the marine industry is included in the MD&A of this Form 10-K.

***Powersports***

Through acquisitions completed in recent years, the Company entered the powersports end market. Powersports is a category of motorsports which includes vehicles such as motorcycles, all-terrain vehicles ("ATVs"), side-by-sides, snowmobiles, scooters, golf carts and other personal transportation vehicles, and other related categories.

Our powersports business is primarily focused on the utility and premium segments of the side-by-side market, which have been outperforming the more discretionary recreational segment. We also participate in the motorcycle and golf cart segments of the market. OEMs and dealers are actively managing field inventory levels to align with retail demand and in an effort to update units held in dealer inventories. We believe that our portfolio of brands and products is well-positioned to benefit from future market growth. As OEMs and dealers continue to manage their businesses to better align with current retail demand, we are focused on supporting OEMs by developing new products and solutions that deliver value aligned with consumer needs.

Detailed narrative information about the Company's sales to the powersports industry is included in the MD&A of this Form 10-K.

***Manufactured Housing***

The Company's products for this market are sold primarily to major manufacturers of manufactured homes, other OEMs, and to a lesser extent, manufacturers in adjacent industries. In the aggregate, the top three manufacturers, Clayton Homes, Inc., Champion Homes, Inc. and Cavco Industries, Inc., combined to produce approximately 86% of MH market retail unit shipments in 2025 per SSI.

According to data from the Manufactured Housing Institute, MH industry wholesale unit shipments decreased to approximately 102,700 units in 2025 compared to approximately 103,300 units in 2024. The Company believes there is growth potential for this market in the long term driven by pent-up demand for affordable housing, multi-family housing capacity, demand for lower-cost rental options, increased affordability and quality, new home pricing, and investments from developers and real estate investment trusts. We continue to expand our product offerings to meet the evolving needs of our OEM customers.

Factors that may favorably impact demand in this industry include jobs growth, consumer confidence, favorable changes in financing regulations, a narrowing in the difference between interest rates on MH loans and mortgages on traditional residential "stick-built" housing, and any improvement in conditions in the asset-backed securities markets for manufactured housing loans.

We believe that MH units offer a cost-effective housing solution in a time when high home prices coupled with elevated mortgage interest rates have negatively impacted housing affordability.

Detailed narrative information about the Company’s sales to the MH industry is included in the MD&A of this Form 10-K.

***Industrial Markets***

The Company's industrial net sales in 2025 are associated with both the U.S. residential housing market and non-housing market categories. Demand for our products is influenced by levels of new residential housing construction and existing home remodeling activity. Patrick's sales to the industrial market generally lag new housing starts by four to six months as our industrial products are generally among the last components installed into new unit construction and will vary based on differences in regional economic prospects.

Many of Patrick's core manufacturing products are also utilized in the kitchen cabinet, high-rise, office and household furniture, hospitality, and fixtures and commercial furnishings markets. These markets are generally categorized by a more performance-than-price driven customer base and provide an opportunity for the Company to diversify its customer base. Additionally, we believe that other residential and commercial segments have been less vulnerable to import competition, and therefore, provide opportunities for increased sales penetration and market share gains. In 2025, combined new housing starts decreased 2% compared to the prior year, reflecting a decrease in single-family housing starts of 7%, partially offset by an increase in multifamily housing starts of 12%. Despite some interest rate relief in 2025, housing affordability continued to be an issue as housing prices and mortgage rates remained elevated compared to prior years.

Detailed narrative information about the Company’s sales to the industrial markets is included in the MD&A of this Form 10-K.

**Strategic Acquisitions**

The Company is focused on driving growth in its primary markets through the acquisition of companies with strong management teams having a strategic fit with Patrick’s core values, business model and customer presence, as well as additional product lines, facilities, or other assets to complement or expand its existing businesses. The Company may explore strategic acquisition opportunities that are not directly linked to the five primary markets it serves in order to further leverage its core competencies in manufacturing and distribution, diversify its end market exposure and presence, and expand its footprint outside of its core Midwest markets.

During 2025, the Company completed acquisitions for aggregate cash consideration of approximately $117 million, net of cash acquired. Over the last three years, the Company has completed acquisitions for aggregate cash consideration of approximately $560 million, net of cash acquired. See Note 3 "Acquisitions" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10-K for further discussion of acquisitions completed by the Company in 2025, 2024 and 2023.

**Competition**

The RV, marine, powersports, MH and industrial markets are highly competitive, both among manufacturers and the suppliers of various components. The barriers to entry for each industry are generally low and include compliance with industry standards, codes and safety requirements, and the initial capital investment required to establish manufacturing operations. In addition, the Company competes with manufacturers of manufactured homes with vertically integrated operations. Across the Company's range of products and services, competition exists primarily on price, product features and innovation, timely and reliable delivery, quality and customer service. Several competitors compete with Patrick in each product line on a regional and local basis. However, in order for a competitor to compete with Patrick on a national basis, the Company believes that a substantial capital commitment and investment in personnel and facilities would be required.

**Capacity and Plant Expansions**

Patrick has the ability to fulfill demand for certain products in excess of capacity at certain facilities by shifting production to other facilities. Purchases of property, plant, and equipment for 2025 consisted of $83 million of investments which were primarily used to provide more advanced manufacturing automation and replace and upgrade production equipment. Management regularly monitors capacity at its facilities and reallocates existing resources where needed to maintain production efficiencies throughout all of its operations and capitalize on commercial and industrial synergies in key regions to support profitable growth, grow its customer base, and expand its geographical product reach outside its core Midwest market.

**Branding**

New product development is a key component of the Company's efforts to grow its market share and revenue base, adapt to changing market conditions, and proactively address customer demand. The Company has expanded its product and service offerings with the integration of new and innovative product lines into its operations that bring additional value to customers and create additional scale advantages.

***The Studio***

The Company's Design/Innovation Center and Showroom, The Studio, is located in Elkhart, Indiana. The Studio presents the latest design trends and products in the markets served by Patrick and provides a creative environment for customers to design products and enhance their brand. The 45,000 square foot facility includes a 25,000 square foot showroom devoted to the display of products, capabilities and services offered by each of Patrick's business units, in addition to offices and conference rooms. The Company's specialized team of designers, engineers and graphic artists works with RV, marine, powersports, MH and industrial customers to meet their creative design and product needs, including creating new styles and utilizing new colors, patterns, products, and materials for panels and mouldings, cabinet doors, furniture, lighting and other products. In addition, The Studio supports operations through product development, 3D CAD illustration, 3D printing, photography and marketing. As part of The Studio, the Company recently introduced The Experience, a new design and visualization service for customers across its end markets. The Experience leverages virtual reality, advanced product scanning, and a large-scale LED display to allow customers to walk through and modify life-size virtual renderings of RV, marine, powersports products in real time, reducing the need for physical prototypes and enhancing collaboration throughout the design process.

***Marine Studio***

The Company's Marine Studio, located in Sarasota, Florida, is a comprehensive marine studio showroom, design and engineering center, which provides engineering and integrated design solutions for our marine customers. The 14,000 square foot facility includes a showroom that displays the Company's marine products as well as the marine design and engineering capabilities and services offered by our marine businesses.

***Operating Brands***

Through its operating brands, the Company provides customers with specific product knowledge, expertise and support that are tailored to their needs. The Company strives to be the supplier of choice for its customers by elevating the customer purchasing experience with expert product line managers, and support staff and strategic partnerships for each operating brand, which help drive efficiency and maximize value for its customers.

The Company's research and development efforts are intended to maintain leadership positions in core products and provide the Company with a competitive edge as it seeks additional business with new and existing customers. The Company also works with technology development partners, including customers, to develop technological capabilities and new products and applications.

**Marketing and Distribution**

As of December 31, 2025, the Company had approximately 4,500 active customers. Its revenues from the RV market include sales to two major manufacturers of RVs that each account for over 10% of the Company's net sales, Forest River and Thor. Both Forest River and Thor have multiple businesses and brands that operate independently under the parent company and these multiple businesses and brands generally purchase our products independently from one another. The Company's sales to the various businesses of Forest River and Thor, on a combined basis, accounted for 28%, 29% and 29% of our consolidated net sales, for the years ended December 31, 2025, 2024 and 2023, respectively.

The Company generally maintains supplies of various commodity products in its warehouses to ensure that it has product on hand for its distribution customers. The Company purchases a majority of its distribution segment products in railcar, container, or truckload quantities, which are warehoused prior to their sale to customers. Approximately 11%, 9% and 9% of the Company's distribution segment's sales were from products shipped directly from the suppliers to Patrick customers in 2025, 2024 and 2023, respectively. Typically, there is a two to four-week period between Patrick receiving a purchase order and the delivery of products to its warehouses or customers and, as a result, the Company has no material backlog of orders. However, this timing can fluctuate depending on overall market factors and end market we serve. In periods of declining market conditions, customer order rates can decline, resulting in less efficient logistics planning and fulfillment and thus increasing delivery costs due to increased numbers of shipments with fewer products in each shipment.

**Raw Materials**

Patrick has arrangements with certain suppliers that provide for exclusivity in certain geographic areas, pricing structures and rebate agreements among other terms.

Raw materials are primarily commodity products, such as lauan, gypsum, particleboard and other softwood and hardwood lumber products, aluminum, copper, plastic resin, fiberglass and overlays, among others which are available from many suppliers. Our customers do not maintain long-term supply contracts, and therefore, the Company bears the risk of accurate forecasting of customer orders. Our sales in the short-term could be negatively impacted in the event any unforeseen negative circumstances were to affect our major suppliers. In addition, demand changes in certain market sectors can result in fluctuating costs of certain more commodity-oriented raw materials and other products that are utilized and distributed.

We believe that, as of December 31, 2025, the Company's inventory levels are appropriately balanced with expected OEM production, and we will continue to manage inventory based on anticipated customer needs. Additionally, the Company continually explores alternative sources of raw materials and components, both domestically and from outside the U.S. Alternate sources of supply are available for all of its material purchases.

**Regulation and Environmental Quality**

The Company's operations are subject to environmental laws and regulations administered by federal, state, and local regulatory authorities including requirements relating to air, water, land and noise pollution. Additionally, these requirements regulate the Company's use, storage, discharge and disposal of hazardous chemicals used or generated during specific manufacturing processes.

Select products are subject to various legally binding or voluntary standards. For example, the composite wood substrate materials that Patrick utilizes in the production process in the RV marketplace have been certified as to compliance with applicable emission standards developed by the California Air Resources Board ("CARB"). All suppliers and manufacturers of composite wood materials are required to comply with the current CARB regulations.

The Company is certified to sell Forestry Stewardship Council (“FSC”) materials to its customers at certain of its manufacturing branches. The FSC certification provides a link between responsible production and consumption of materials from the world’s forests and assists the Company’s customers in making socially and environmentally responsible buying decisions on the products they purchase. Upholstered products and mattresses provided by the Company for RVs must comply with Federal Motor Vehicle Safety Standards regulated by the National Highway Traffic Safety Administration regarding flammability.

Select raw materials and components are subject to tariffs and other import duties. Changes in U.S. trade policy, including the imposition or expansion of tariffs and potential retaliatory measures, could increase our input costs; however, the Company has implemented measures designed to mitigate such impacts. We are also subject to governmental regulations relating to importation activities, including enforcement actions by U.S. Customs and Border Protection (“CBP”), such as withhold release orders.

The Company also produces and provides products for manufactured homes that must comply with performance and construction regulations promulgated by the U.S. Department of Housing and Urban Development.

For additional information on the Company's efforts for sustainability and environmental quality, please see our 2025 Responsibility & Sustainability Report under "ESG" on the "Investors" section of our website. Information on our website is not incorporated in this Annual Report on Form 10-K.

**Seasonality**

Manufacturing operations in the RV, marine, powersports and MH industries historically have been seasonal and at their highest levels when the weather is moderate. Accordingly, the Company’s sales and profits had generally been the highest in the second quarter and lowest in the fourth quarter. Seasonal industry trends in the past several years have included the impact related to the addition of major RV manufacturer open houses for dealers in the August-September timeframe, marine dealer open houses held in the fall and boat shows in the December-February timeframe, resulting in dealers delaying certain restocking purchases until new product lines are introduced at these shows. In addition, recent seasonal industry trends have been, and future trends may be, different than in prior years due to volatile economic conditions, interest rates, access to financing, cost of fuel, national and regional economic conditions and consumer confidence on retail sales of RVs, powersports and marine units and other products for which the Company sells its components, as well as fluctuations in RV, powersports and marine dealer inventories, increased volatility in demand from RV, marine and powersports dealers, the timing of dealer orders, and from time to time, the impact of severe weather conditions on the timing of industry-wide wholesale shipments.

**Human Capital Management**

Our people are the heart of our business, and we allocate substantial resources to foster the well-being, success and growth of our team members in an inclusive and diverse environment which we believe is fundamental to our values and our service to our customers. As of December 31, 2025, our team members totaled approximately 10,000, of which 80% are hourly team members who serve our customers by producing and distributing products in our RV, marine, powersports, MH and industrial end markets, and 20% who are salaried employees who manage the resources, capital allocations, business decisions, and customer relationships of our end markets.

The majority of our team members work in our facilities to produce or distribute products for our customers. Our investment in human capital resources focuses on this environment to ensure their well-being and success. Our primary commitment to our team members in the production environment is to their safety, well-being and progress, and in this regard our human capital management programs focus on the following, in addition to our health care insurance and other employment benefits:

- Free assistance programs available to all team members and their families to address mental health and other matters which arise, which we believe are essential during periods of uncertainty;
- Tuition reimbursement programs available to all team members as they pursue educational opportunities;
- Leadership programs available to all employees that are designed to foster leadership and communication skills to advance team members to the next stage of their careers;
- Job safety analysis, which identifies risks unique to each production environment, training and empowering our team members to mitigate risks and develop workplace best practices;

- Occupational Safety and Health Administration ("OSHA") preparedness, which involves site specific training development to educate and enable our team members to work safely and effectively;
- Industrial hygiene audits and testing, ensuring that our team members work in healthy environments with respect to air quality and noise reduction;
- Machine guarding and work area audits, which identify mechanical and non-mechanical improvements in the safety and well-being of the production environment;
- Train-the-trainer programs, which foster best-practice operational techniques for our team members to advance their capabilities to operate our facilities in the safest and most effective manner;
- Site-specific training development, which tailors customized training and consulting to the unique needs of the production environment;
- Ergonomic assessments for all team members, which accommodate each individual to work in the most effective and comfortable manner;
- Community involvement initiatives, such as our participation in Boys & Girls Clubs of America and Care Camps, which provides our team members opportunities to give back to the communities in which we do business.

Our success is dependent on our ability to hire, retain, and engage highly qualified team members who serve our customers. In this regard, we aspire to be a merit-based organization that is inclusive and diverse, building a culture where our team members feel they belong. Our leadership development programs bring a diverse and energetic source of talent to lead the future of our organization, and our recruitment efforts strive to foster an inclusive culture that we believe strengthens our organization and our ability to serve our customers.

The organization is built on our six core foundational values of being BETTER Together:

- **Balance** - We work to build a healthy work environment that encourages excellence, happiness, and peace in both our work and our home life.
- **Excellence** - We strive to meet the highest possible standards of achievement in our work and our relationships.
- **Trust** - We do what we say we will do every time - and communicate with all stakeholders if a commitment evolves.
- **Teamwork** - We challenge, encourage, equip, empower, and inspire the individuals we work with.
- **Empowerment** - We give our team the information, tools, and trust they need to grow as leaders and achieve results.
- **Respect** - We treat our teammates and partners with the utmost honor and dignity.

For additional information on the Company's human capital management, please see our 2025 Responsibility & Sustainability Report under "ESG" on the "Investors" section of our website. Information on our website is not incorporated in this Annual Report on Form 10-K.

**Executive Officers of the Company**

The following table sets forth our executive officers as of January 1, 2026:

| Officer | Position | Age |
|---|---|---|
| Andy L. Nemeth | Chairman and Chief Executive Officer | 56 |
| Jeffrey M. Rodino | President | 55 |
| Charles R. Roeder | President - RV | 44 |
| Hugo E. Gonzalez | President - Powersports and Housing and Executive Vice President - Operations and Chief Operating Officer | 45 |
| Jacob R. Petkovich | President - Marine | 52 |
| Andrew C. Roeder | Executive Vice President - Finance, Chief Financial Officer, and Treasurer | 49 |
| Matthew S. Filer | Senior Vice President - Finance and Chief Accounting Officer | 53 |
| Joel D. Duthie | Executive Vice President - Chief Legal Officer and Secretary | 51 |
| Stacey L. Amundson | Executive Vice President - Human Resources and Chief Human Resources Officer | 59 |

**Andy L. Nemeth,** who was appointed as Chairman of the Board in May 2024, has been the Chief Executive Officer of the Company since January 2020 and served as President of the Company from January 2016 to July 2021. Mr. Nemeth was Executive Vice President of Finance and Chief Financial Officer from May 2004 to December 2015, and Secretary-Treasurer from 2002 to 2015. Prior to that, Mr. Nemeth was Vice President of Finance and Chief Financial Officer from 2003 to 2004. Mr. Nemeth has over 34 years of RV, marine, manufactured housing and industrial experience in various financial and managerial capacities. Director since 2006.

**Jeffrey M. Rodino** was named President of the Company in October 2025 after serving as President – RV from January 2024 to September 2025. Prior to serving as Patrick's President – RV, Mr. Rodino was President of the Company from July 2021 to January 2024. Mr. Rodino served as Chief Sales Officer of the Company from September 2016 to July 2021. Prior to that, he was the Executive Vice President of Sales from December 2011 to July 2021, Chief Operating Officer of the Company from March 2013 to September 2016, and Vice President of Sales for the Midwest from August 2009 to December 2011. Mr. Rodino has over 32 years of experience in serving the RV, marine, manufactured housing and industrial markets.

**Charles R. Roeder** was named President – RV in October 2025 after serving as the Executive Vice President of Sales and Chief Sales Officer from January 2024 to October 2025. Prior to that, Mr. Roeder served as Senior Vice President of RV Operations since 2020. Mr. Roeder was Group Vice President of Operations of the Company's Metals group in 2019. He joined the Company as a Business Unit Director upon Patrick's acquisition of Indiana Transport in 2017. Mr. Roeder has 20 years of experience in the RV industry and co-founded Indiana Transport in December 2009.

**Hugo E. Gonzalez** was appointed President – Powersports and Housing in December 2025, Executive Vice President – Operations in January 2024 and Chief Operating Officer in May 2024. Prior to that, Mr. Gonzalez served as Senior Vice President of RV Operations for the Company from July 2021 to January 2024, Group Vice President of Operations from February 2020 to June 2021, and Business Unit Director from February 2017 to January 2020. He joined the Company in 2007 and has over 19 years of experience serving the RV, manufactured housing, and marine markets.

**Jacob R. Petkovich** was named President – Marine in May 2025. Mr. Petkovich served as Executive Vice President of Finance, Chief Financial Officer, Treasurer and Principal Accounting Officer of the Company from November 2020 to May 2023. From May 2023 to May 2025, Mr. Petkovich served as Chief Financial Officer of Indicor, LLP. Prior to joining Patrick, Mr. Petkovich served as Managing Director in the Leveraged Finance Group of Wells Fargo Securities and predecessor Wachovia Securities from 2004 to 2020, serving in various senior leadership roles. Mr. Petkovich has over 30 years of leadership experience, including Patrick, investment banking, and as an Airborne Ranger Infantry Officer in the United States Army.

**Andrew C. Roeder** was appointed Executive Vice President – Finance, Chief Financial Officer and Treasurer of the Company in March 2024. Prior to joining Patrick, Mr. Roeder served as Chief Financial Officer of the Marine segment of Polaris, Inc. from 2018 to 2024. Prior to his role at Polaris, Inc. he was the CFO of Bennington Marine from 2016 to 2018, and the Director of Financial Planning & Analysis for Bennington from 2014 to 2015. Mr. Roeder has over 11 years of experience serving the marine industry in various leadership capacities. On January 5, 2026, the Company announced that Mr. Roeder notified the Company of his decision to resign from the Company as an officer and employee effective February 20, 2026, to pursue interests outside the Company.

**Matthew S. Filer** joined the Company as Senior Vice President of Finance in November 2022 and was elected Chief Accounting Officer in May 2024. Mr. Filer served as Interim Executive Vice President – Finance, Chief Financial Officer and Treasurer from May 2023 to March 2024. Prior to his role at Patrick, Mr. Filer was with Caterpillar Inc. from 2007 to 2021, serving in a series of progressive global leadership roles which culminated in his appointment as Chief Financial Officer for divisions within Caterpillar's Resource Industries segment. With over 30 years of experience with prior organizations that include Honeywell and Raytheon, Mr. Filer has extensive industry knowledge across multiple disciplines such as rail, mining, industrial, and defense. In alignment with the Company's executive succession plan, Mr. Filer has been appointed to serve as the Company's Executive Vice President of Finance, Chief Financial Officer and Treasurer effective February 20, 2026, upon Andrew C. Roeder's resignation from the Company.

**Joel D. Duthie** joined the Company as General Counsel in November 2020 and was appointed Executive Vice President, Chief Legal Officer and Secretary in May 2021. Prior to joining Patrick, Mr. Duthie was a partner with Barnes & Thornburg LLP, and practiced law at the firm from 2000 to 2002 and 2007 to 2020. As a corporate lawyer, Mr. Duthie focused on mergers and acquisitions, supply chain management and commercial contract counseling. Mr. Duthie served as an assistant general counsel for a privately-held manufacturer of flow control products from 2002 to 2006.

**Stacey L. Amundson** was appointed Executive Vice President and Chief Human Resources Officer in May 2022. Prior to joining Patrick in February 2022, Ms. Amundson served in a temporary capacity with Kerry Foods with a focus on providing HR leadership in the transformation of its North America operations model. Prior to this role, Ms. Amundson was with Spectrum Brands, Inc. from 2005 to 2018, holding a series of key human resources leadership roles, including Senior Vice President, Human Resources (CHRO) from 2010 to 2018. With over 30 years of experience in multiple industries, Ms. Amundson has led the human resource function with specialties in talent management, executive compensation, M&A, integrations, shared services, and large-scale organizational transformations.

**Website Access to Company Reports**

We make available free of charge through our website, www.patrickind.com, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. The charters of our Audit, Compensation, and Corporate Governance and Nominations Committees, our Corporate Governance Guidelines and our Code of Ethics and Business Conduct are also available on the "Governance" portion of our website. Our website and the information contained therein or incorporated therein are not intended to be incorporated into this Annual Report on Form 10-K.

## ITEM 1A. RISK FACTORS

*In addition to the other information set forth in this report, you should carefully consider the following factors which could materially affect our business, financial condition or results of operations. The risks described below are not the only risks we face. Additional factors not presently known to us or that we currently deem to be immaterial also may materially adversely affect our business, cash flows, financial condition or results of operations in future periods.*

**Risks Related to our Business**

***Economic and business conditions beyond Patrick's control, including cyclicality and seasonality in the industries it sells products, could lead to fluctuations in and negatively impact operating results.***

The RV, marine, powersports, MH and industrial markets in which we operate are subject to cycles of growth and contraction in consumer demand, and volatility in production levels, shipments, sales and operating results, due to external factors such as general economic conditions, consumer confidence, employment rates, financing availability, interest rates, inflation, fuel prices, and other economic conditions affecting consumer demand and discretionary spending. Periods of economic recession and downturns have adversely affected our business and operating results in the past, and have potential to adversely impact our future results. Consequently, the results for any prior period may not be indicative of results for any future period. In addition, fluctuation in demand could adversely affect our management of inventory, which could lead to an inability to meet customer needs or a charge for obsolete inventory.

Manufacturing operations in the RV, powersports, marine and MH industries historically have been seasonal and at their highest levels when the weather is moderate. Accordingly, the Company's sales and profits had generally been the highest in the second quarter and lowest in the fourth quarter. Seasonal industry trends in the past several years have included the impact related to the addition of major RV manufacturer open houses for dealers in the August-September timeframe and marine open houses in the December-February timeframe, resulting in dealers delaying certain restocking purchases until new product lines are introduced at these shows. In addition, recent seasonal industry trends have been, and future trends may be, different than in prior years due to volatile economic conditions, interest rates, access to financing, cost of fuel, national and regional economic conditions and consumer confidence on retail sales of RVs and marine units and other products for which the Company sells its components, as well as fluctuations in RV and marine dealer inventories, increased volatility in demand from RV and marine dealers, the timing of dealer orders, and from time to time, the impact of severe weather conditions on the timing of industry-wide wholesale shipments.

***If the financial condition of our customers and suppliers deteriorates, our business and operating results could suffer.***

The markets we serve have been highly sensitive to changes in the economic environment. Weakening conditions in the economy, or the lack of available financing in the credit market, could cause the financial condition of our customers and suppliers to deteriorate, which could negatively affect our business through the loss of sales or the inability to meet our commitments. Many of our customers participate in highly competitive markets and their financial condition may deteriorate as a result. In addition, a decline in the financial condition of our customers could hinder our ability to collect amounts owed by customers.

***Our sales are materially concentrated with two customers, the loss of either of which could have a material adverse impact on our operating results and financial condition.***

Two customers in the RV market accounted for a combined 28% of our consolidated net sales in 2025. The loss of either of these customers could have a material adverse impact on our operating results and financial condition. We do not have long-term agreements with our customers and cannot predict that we will maintain our current relationships with these customers or that we will continue to supply them at current levels.

***Changes in consumer preferences relating to our products could adversely impact our sales levels and our operating results.***

Changes in consumer preferences, or our inability to anticipate changes in consumer preferences for RVs, marine models, powersports products or manufactured homes, or for the products we make could reduce demand for our products and adversely affect our operating results and financial condition.

***A material percentage of the Company's sales are concentrated in the RV industry, and declines in the level of RV unit shipments or reductions in industry growth could reduce demand for our products and adversely impact our operating results and financial condition.***

In 2025 and 2024, the Company's net sales to the RV industry were approximately 45% and 44%, respectively, of consolidated net sales. While the Company measures its RV market sales against industry-wide wholesale shipment statistics, the underlying health of the RV industry is determined by retail demand. Retail sales of RVs historically have been closely tied to general economic conditions and consumer confidence. Declines in RV unit shipment levels or reductions in industry growth could materially reduce the Company's revenue from the RV industry and have a material adverse impact on its operating results in 2026 and other future periods.

***Conditions in the credit market could limit the ability of consumers, dealers and wholesale customers to obtain retail, floor plan and wholesale financing for RVs, marine products, powersports products, and manufactured homes, resulting in reduced demand for our products.***

Restrictions on the availability of consumer and wholesale financing for RVs, marine products, powersports products, and manufactured homes and increases in the costs of such financing have in the past limited, and could again limit, the ability of consumers and wholesale customers to purchase such products, which would result in reduced production by our customers, and therefore reduce demand for our products.

Loans used to finance the purchase of manufactured homes usually have shorter terms and higher interest rates, and are more difficult to obtain, than mortgages for site-built homes. Historically, lenders required a higher down payment, higher credit scores and other criteria for these loans. Current lending criteria are more stringent than historical criteria, and many potential buyers of manufactured homes may not qualify.

The availability, cost, and terms of these manufactured housing loans are also dependent on economic conditions, lending practices of financial institutions, government policies, and other factors, all of which are beyond our control. Reductions in the availability of financing for manufactured homes and increases in the costs of this financing have limited, and could continue to limit, the ability of consumers and wholesale customers to purchase manufactured homes, resulting in reduced production of manufactured homes by our customers, and therefore reduced demand for our products. In addition, certain provisions of the Dodd-Frank Act, which regulate financial transactions, could make certain types of loans more difficult to obtain, including those historically used to finance the purchase of manufactured homes.

***The RV, marine, powersports, MH and industrial industries are highly competitive and some of our competitors may have greater resources than we do.***

We operate in a highly competitive business environment and our sales could be negatively impacted by our inability to maintain or increase prices, changes in regional demand or product mix, or the decision of our customers to purchase our competitors' products or to produce in-house products that we currently produce. We compete not only with other suppliers to the RV, marine, powersports, MH and industrial producers, but also with suppliers to traditional site-built homebuilders and suppliers of cabinetry and countertops. Sales could also be affected by pricing, purchasing, financing, advertising, operational, promotional, or other decisions made by purchasers of our products. Additionally, we cannot control the decisions made by suppliers of our distributed and manufactured products and therefore, our ability to maintain our distribution arrangements may be adversely impacted.

Some of our competitors have greater financial resources or lower levels of debt or financial leverage and this may enable them to commit larger amounts of capital in response to changing market conditions. Further, competitors may develop innovative new products that could put the Company at a competitive disadvantage. If we are unable to compete successfully against other manufacturers and suppliers to the RV, marine, powersports and MH industries as well as to the industrial markets we serve, we could lose customers and sales could decline, or we may not be able to improve or maintain profit margins on sales to customers or be able to continue to compete successfully in our core markets.

***Our operating results can be adversely affected by inflation, changes in the cost or availability of raw materials, energy, transportation and other necessary supplies and services.***

We are currently experiencing inflationary pressures on our operating costs. The prices of key raw materials, consisting primarily of lauan, gypsum, fiberglass, particleboard, aluminum, softwoods and hardwoods lumber, resin, and petroleum-based products, are influenced by supply and demand and other factors specific to these commodities as well as general inflationary pressures, including those driven by supply chain and logistical disruptions. Pricing and availability of finished goods, raw materials, energy, transportation and other necessary supplies and services for use in the Company's businesses can be volatile due to numerous factors beyond its control, including general, domestic and international economic conditions, natural disasters, labor costs, production levels, competition, consumer demand, import duties and tariffs, currency exchange rates, international treaties, and changes in laws, regulations, and related interpretations. Evolving trade policies could continue to make sourcing products from foreign countries difficult and costly, as the Company sources a significant amount of its products from outside of the United States including from China, Mexico, Canada, Indonesia, Malaysia and Vietnam which may be subject to additional tariffs imposed by the current U.S. administration.

In addition, prices of certain raw materials have historically been volatile and continued to fluctuate in 2025. During periods of volatile raw materials, energy and transportation costs, we have generally been able to pass both cost increases and decreases to our customers in the form of price adjustments, however, there can be no assurance future cost increases or decreases, if any, can be partially or fully passed on to customers, or that the timing of such sales price increases or decreases will match raw materials, energy and transportation costs increases or decreases. Sustained price increases may lead to declines in volume as competitors may not adjust their prices or customers may decide not to pay the higher prices, which could lead to sales declines and loss of market share. While we seek to project tradeoffs between price increases and volume, our projections may not accurately predict the volume impact of price increases. As a result, fluctuations in raw materials, energy and transportation costs could have a material adverse effect on the Company's business, results of operations and financial condition.

***Supply chain issues, including financial problems of manufacturers or suppliers, or a shortage of adequate materials or manufacturing capacity that increase our costs or cause a delay in our ability to fulfill orders, could have an adverse impact on our business and operating results, and our failure to estimate customer demand properly may result in excess or obsolete inventory, which could adversely affect our gross margins.***

Generally, our raw materials, supplies and energy requirements are obtained from various sources. These purchases include unformed materials and rough and finished parts. We are reliant on our extended supply chain and any disruption in this supply chain could have an adverse impact on our ability to deliver products to our customers on a timely and cost-effective basis. While alternative sources are available, our business would be materially adversely affected if we are unable to find alternative sources on a timely and cost-effective basis. A reduction or interruption in supply; a significant increase in the price of one or more materials; a failure to adequately authorize procurement of inventory by our manufacturers; or a failure to appropriately cancel, reschedule, or adjust our requirements based on our business and customer needs; could materially adversely affect our business, operating results, and financial condition and could materially damage customer relationships. If there are shortages of materials we need to manufacture our products, the price of these materials may increase, or these materials may not be available at all, and we may also encounter shortages if we do not accurately anticipate our needs. We may not be able to secure enough materials at reasonable prices or of acceptable quality to build new products in a timely manner in the quantities or configurations needed. Accordingly, our revenue and gross margins could suffer until other sources can be developed. Our operating results would also be adversely affected if, anticipating greater demand than actually develops, we commit to the purchase of more materials than we need, which is more likely to occur in a period of demand uncertainties such as we are currently experiencing. There can be no assurance that we will not encounter these problems in the future.

In addition, if any of our suppliers seek bankruptcy relief or otherwise cannot continue their business as anticipated, the availability or price of these requirements could be adversely affected. A global economic downturn and related market uncertainty could negatively impact the availability of materials from one or more of these sources of these materials, especially during times such as we have recently seen when there are supplier constraints based on labor and other actions due to pandemic. We may not be able to diversify sources in a timely manner, which could harm our ability to deliver products to customers and seriously impact present and future sales. In addition, when facing component supply-related challenges, we have increased our efforts in procuring materials in order to meet customer expectations which in turn contribute to an increase in purchase commitments. Increases in our purchase commitments to shorten lead times could also lead to excess and obsolete inventory charges if the demand for our products is less than our expectations. If we fail to anticipate customer demand properly, an oversupply of parts could result in excess or obsolete components that could adversely affect our gross margins.

***If we cannot effectively manage the challenges and risks associated with doing business internationally, our revenues and profitability may suffer.***

We purchase a material portion of our raw materials and other supplies from suppliers located in Indonesia, China, Vietnam, Malaysia, Mexico and Canada. As a result, our ability to obtain raw materials and supplies on favorable terms and in a timely fashion are subject to a variety of risks, including fluctuations in foreign currencies, changes in the economic strength of the foreign countries in which we do business, difficulties in enforcing contractual obligations and intellectual property rights, compliance burdens associated with a wide variety of international and U.S. import laws, and social, political, and economic instability. Our business with our international suppliers could be adversely affected by restrictions on travel to and from any of the countries in which we do business due to a health epidemic, pandemic outbreak, or other event. Additional risks associated with our foreign business include restrictive trade policies, imposition of duties, taxes, or government royalties by foreign governments, imposition of tariffs by the United States on products we import from certain countries, and compliance with the Foreign Corrupt Practices Act and local anti-bribery laws. Any measures, or proposals to implement such measures, could negatively impact our relations with our international suppliers and the volume of shipments to the U.S. from these countries, which could have a materially adverse effect on our business and operating results. We maintain limited operations in Mexico, China and Canada but are nevertheless exposed to risks of operating in those countries associated with: (i) the difficulties and costs of complying with a wide variety of complex laws, treaties and regulations; (ii) unexpected changes in political or regulatory environments; (iii) earnings and cash flows that may be subject to tax withholding requirements or the imposition of tariffs, exchange controls, or other restrictions; (iv) political, economic, and social instability; (v) import and export restrictions and other trade barriers; (vi) responding to disruptions in existing trade agreements or increased trade tensions between countries or political or economic unions; (vii) maintaining overseas subsidiaries and managing international operations; and (viii) fluctuations in foreign currency exchange rates.

***Our business is subject to risks associated with importing products, and the imposition of additional duties, tariffs or trade restrictions could have a material adverse effect on our business, results of operations, financial condition, and cash flows.***

There are risks inherent to importing our products. Virtually all of our imported products are subject to duties which may impact the cost of such products. In addition, countries to which we ship our products may impose safeguard quotas to limit the quantity of products that may be imported. We rely on free trade agreements and other supply chain initiatives in order to maximize efficiencies relating to product importation. The United States has imposed tariffs and export controls on certain goods and products imported from China, Vietnam, Indonesia, Malaysia, Mexico, Canada and certain other countries, such as plywood, which has resulted in retaliatory tariffs by China and other countries and additional tariffs may be imposed by the current U.S. administration on products imported from China, Vietnam, Indonesia, Malaysia, Mexico and Canada. Additional tariffs imposed by the United States on a broader range of imports, or further retaliatory trade measures taken by China or other countries in response, could result in an increase in supply chain costs that we may not be able to offset or that may otherwise adversely impact our results of operations. Additionally, we are subject to government regulations relating to importation activities, including related to U.S. Customs and Border Protection ("CBP") withhold release orders. The imposition of taxes, duties and quotas, the withdrawal from or material modification to trade agreements, and/or if CBP detains shipments of our goods pursuant to a withhold release order could have a material adverse effect on our business, results of operations and financial condition. If additional tariffs or trade restrictions are implemented by the U.S. or other countries, the cost of our products could increase which could adversely affect our business.

***If we are unable to manage our inventory, our operating results could be materially and adversely affected.***

We generally do not have long-term supply contracts with our customers and, therefore, we must bear the risk of certain inventory commitments, based on our projections of future customer orders. We maintain an inventory to support these customers' needs. During periods of sharp fluctuations in demand, whether increasing or decreasing due to macroeconomic factors, changes in end consumer demand, supply chain disruptions, public health emergencies, or other influences, some of our customers will make adjustments to the inventory levels they maintain and the purchases of our products. While responding to these changing dynamics in the end markets we serve, our inventory requirements will fluctuate up or down. If we are unable to adjust to our customers' changing inventory needs and purchases of our products, our business could be adversely affected. Changes in demand, market conditions and/or product specifications could result in material obsolescence and a lack of alternative markets for certain of our customer specific products and could negatively impact operating results.

***Increases in demand for our products could make it more difficult for us to obtain additional skilled labor, which may adversely impact our operating efficiencies.***

In certain geographic regions in which we have operating facilities, we have experienced shortages of qualified employees, which has negatively impacted our costs in the past. While we are taking certain steps to automate aspects of our production and distribution, labor shortages and continued competition for qualified employees may increase the cost of our labor and create employee retention and recruitment challenges, especially during improving economic times, as employees with knowledge and experience have the ability to change employers more easily.

If demand for employees continues to increase, we may not be able to increase production to timely satisfy demand, and may initially incur higher labor and production costs, which could adversely impact our financial condition and operating results.

***Fuel shortages or high prices for fuel could have an adverse impact on our operations.***

The products produced by the RV, powersports and marine industries typically require gasoline or diesel fuel for their operation, or the use of a vehicle requiring gasoline or diesel fuel for their operation. There can be no assurance that the supply of gasoline and diesel fuel will continue uninterrupted or that the price or tax on fuel will not materially increase in the future. Shortages of gasoline and diesel fuel, and substantial increases in the price of fuel could have a material adverse effect on our business in the future.

***Interruptions or disruptions in production at one of our key facilities could have a material adverse impact on our operations.***

We operate manufacturing and distribution facilities across the continental United States. A significant interruption or disruption in operations at our locations resulting from severe weather conditions or natural disasters, including but not limited to hurricanes, tornadoes, blizzards, earthquakes or otherwise, could result in the disruption of the sourcing of materials, manufacturing of our products, or order fulfillment and, as a result, could have a material adverse impact on our business, results of operations and financial condition. If in the event of a natural disaster or other similar event, we may incur damages and incur losses as a result and be required to deploy additional unexpected capital expenditures in order to ensure facilities are functioning properly. These unplanned capital expenditures may interrupt other initiatives in the short term relating to our capital allocation strategy.

***Our ability to integrate acquired businesses may adversely affect operations.***

As part of our business and strategic plan, we look for strategic acquisitions to provide shareholder value. Any acquisition will require the effective integration of an existing business and certain of its administrative, financial, sales and marketing, manufacturing, distribution and other functions to maximize synergies. Acquired businesses involve a number of risks that may affect our financial performance, including increased leverage, diversion of management resources, assumption of liabilities of the acquired businesses, financial reporting systems which do not integrate with the Company's existing financial reporting systems and possible corporate culture conflicts. If we are unable to successfully integrate these acquisitions, we may not realize the benefits identified in our due diligence process, and our financial results may be negatively impacted. Additionally, material unexpected liabilities could arise from these acquisitions.

***We may incur material charges or be adversely impacted by the consolidation and/or closure of all or part of a manufacturing or distribution facility.***

We periodically assess the cost structure of our operating facilities with the objective to distribute and/or manufacture products in the most efficient manner. We may make capital investments to move, discontinue manufacturing and/or distribution capabilities, or products and product lines, sell or close all or part of additional manufacturing and/or distribution facilities in the future. These changes could result in material future charges or disruptions in our operations, and we may not achieve the expected benefits from these changes, which could result in an adverse impact on our operating results, cash flows, and financial condition.

***We could incur charges for impairment of assets, including goodwill and other long-lived assets, due to potential declines in the fair value of those assets or a decline in expected profitability of the Company or individual reporting units of the Company.***

Approximately 71% of our total assets as of December 31, 2025, were comprised of goodwill, intangible assets, operating lease right-of-use assets and property, plant and equipment. Under generally accepted accounting principles, each of these assets is subject to periodic review and testing to determine whether the asset is recoverable or realizable. The events or changes that could require us to test these assets for impairment include changes in our estimated future cash flows, changes in rates of growth in our industry or in any of our businesses and decreases in our stock price and market capitalization.

In the future, if sales demand or market conditions change from those projected by management, asset write-downs may be required. Material impairment charges, although not always affecting current cash flow, could have a material effect on our operating results and balance sheet.

***The inability to attract and retain qualified executive officers and key personnel may adversely affect our operations.***

While we include succession planning as part of our ongoing talent development and management process to help ensure the continuity of our business model, the loss of any of our executive officers or other key personnel could reduce our ability to manage our business and strategic plan in the short-term and could cause our sales and operating results to decline. In addition, our future success will depend on, among other factors, our ability to attract and retain executive management, key employees, and other qualified personnel.

***We could be impacted by potential effects of union organizing activities.***

A small number of our North American employees are currently represented by a labor union. Any disruption in our relationship with such third-party associations could adversely affect our ability to attract and retain qualified employees to meet current or future manufacturing demands at reasonable costs, if at all. Further unionization of any of our North American facilities could result in higher costs and increased risk of work stoppages. We are also, directly or indirectly, dependent upon business relationships with third parties having unionized work forces, including suppliers, customers and logistics companies, and strikes or work stoppages organized by such unions could have a material adverse impact on our business, financial conditions and operating results. Should a work stoppage occur, it could delay the manufacture, sale and distribution of our products and have a material adverse effect on our business, prospects, operating results and financial condition.

***We are subject to governmental and environmental regulations, and failure in our compliance efforts, changes to such laws and regulations or events beyond our control could result in damages, expenses or liabilities that individually, or in the aggregate, would have a material adverse effect on our financial condition and results of operations.***

Some of our manufacturing processes involve the use, handling, storage and contracting for recycling or disposal of hazardous or toxic substances or wastes. Accordingly, we are subject to various governmental and environmental laws and regulations regarding these substances, as well as environmental requirements relating to land, air, water and noise pollution. The implementation of new laws and regulations or amendments to existing regulations could materially increase the cost of the Company's products. We cannot presently determine what, if any, legislation may be adopted by federal, state or local governing bodies, or the effect any such legislation may have on our customers or us. Failure to comply with present or future regulations could result in fines or potential civil or criminal liability, which could negatively impact our results of operations or financial condition.

***We are subject to federal, state, local and certain international tax regulation. Changes thereto can have impacts on taxes paid, exposure to liabilities, and financial results of the Company.***

While we seek to ensure the Company remains compliant with tax regulations in all jurisdictions in which we operate, new legislation or changes in existing legislation may result in changes to amounts owed for income, personal and real property taxes. These changes may negatively affect our results of operations, financial condition, and cash flows or increase the Company's effective tax rate.

We are also subject to the examination of our tax returns and other tax matters by the U.S. Internal Revenue Service, states in which we conduct business, and other tax authorities. If our effective tax rates were to increase, or if the ultimate determination of our taxes owed is for an amount in excess of amounts previously accrued, our financial condition, operating results and cash flows could be adversely affected.

***We could experience unusual or significant litigation, governmental investigations, or adverse publicity arising out of alleged defects in products, services, perceived environmental impacts, or otherwise.***

We spend substantial resources ensuring that we comply with governmental safety regulations, consumer regulations and other standards, but we cannot ensure that employees or other individuals affiliated with us will not violate such laws or regulations. In addition, regulatory standards and interpretations may change on short notice and impact our compliance status. Moreover, compliance with governmental standards does not necessarily prevent individual or class action lawsuits, which can entail significant cost and risk. In certain circumstances, courts may permit civil actions even where our products and services comply with federal and/or other applicable law. Furthermore, simply responding to actual or threatened litigation or government investigations of our compliance with regulatory standards, whether related to our products, services, or business commercial relationships, requires significant expenditures of time and other resources. Litigation is also inherently uncertain, and we could experience significant adverse results, which could have an adverse effect on our financial condition and results of operations. In addition, adverse publicity surrounding an allegation may cause significant reputational harm that could have a significant adverse effect on our business, operating results and financial condition.

***Public health emergencies, whether domestic or international, may have an adverse effect on our business, results of operations, financial position and cash flows.***

Pandemics, epidemics or disease outbreaks in the U.S. or globally may have a material adverse effect on our business, employees, suppliers, customers, and the general economy. The full effect of these disruptions could be difficult to predict, and the estimated length of such disruptions may not be readily available to the Company given such an event is affected by a number of factors, many of which are outside of our control. In addition to the effects upon our operations, a health emergency could have, but is not limited to, the following impact:

- Decreases in consumer confidence and disposable income and increases in unemployment could reduce demand for our products by our customers in all of our end markets.
- Tightening credit standards could negatively impact credit availability to consumers which could have an adverse effect on all of our end markets.
- Supply chain and shipping interruptions and constraints, volatility in demand for our products caused by sudden and material changes in production levels by our customers or other restrictions affecting our business could adversely impact our planning and forecasting, our revenues and our operations.
- Disruptions in our manufacturing and supply arrangements caused by the loss or disruption of essential manufacturing and supply elements such as raw materials or other finished product components, transportation, workforce, or other manufacturing and distribution capabilities could result in shortages of materials, inflationary pressures, and our inability to meet our end market customer needs and achieve cost targets.
- Material changes in the conditions in markets in which we manufacture, sell or distribute our products, including governmental or regulatory actions in response to such an event, could adversely impact operations necessary for the production, distribution, sale, and support of our products.
- Failure of third parties on which we rely, including our customers, suppliers, distributors, commercial banks, and other external business partners, to meet their obligations to the Company or to timely meet those obligations, or material disruptions in their ability to do so, which may be caused by their own financial or operational difficulties, may adversely impact our operations.

- Certain of our customers may experience financial difficulties, including bankruptcy or insolvency, as a result of such an event. If any of our customers suffer material financial difficulties, they may be unable to pay amounts due to us fully, partially, or timely. Further, we may have to negotiate material discounts and/or extended financing terms with these customers in such a situation. If we are unable to collect our accounts receivable as they come due, our financial condition, results of operations and cash flows may be materially and adversely affected.
- If we are unable to maintain normal operations, or subsequently are unable to resume normal operations in a timely fashion, our cash flows could be adversely affected, making it difficult to maintain adequate liquidity or meet debt covenants. As a result, the Company may be required to pursue additional sources of financing to meet our financial obligations and fund our operations and obtaining such financing is not guaranteed and is largely dependent upon market conditions and other factors.
- Disruptions to our operations related to a health emergency as a result of absenteeism by infected or ill members of management or other employees, or absenteeism by members of management and other employees who elect not to come to work due to the illness affecting others at our facilities, or due to quarantines.
- A public health emergency could lead to severe disruption and volatility in the U.S. and global capital markets, which could increase our cost of capital and adversely affect our ability to access the capital markets in the future. In addition, trading prices in the public equity markets, including prices of our common stock, could be highly volatile as a result of such an event.
- Sustained adverse impacts to the Company, certain suppliers, and customers may also affect the Company's future valuation of certain assets and therefore may increase the likelihood of an impairment charge, write-off, or reserve associated with such assets, including goodwill, indefinite and finite-lived intangible assets, property and equipment, inventories, accounts receivable, tax assets, and other assets.
- Increasing raw material and labor costs relating to a public health emergency may also affect our profitability.

The ultimate impact of public health emergencies on our business, results of operations, financial condition and cash flows is highly uncertain and cannot be accurately predicted and is dependent on future developments, including the duration of such an event and the length of its impact on the global economy, and the actions taken by governmental bodies to contain it or mitigate its impact.

**Risks Related to Indebtedness**

***Our level and terms of indebtedness could adversely affect our ability to raise additional capital to fund our operations and take advantage of new business opportunities and prevent us from meeting our obligations under our debt instruments.***

As of December 31, 2025, we had $1.30 billion of total long-term debt, including current maturities and exclusive of deferred financing costs and debt discount, outstanding under our 2024 Credit Facility, 4.75% Senior Notes, 6.375% Senior Notes and 1.75% Convertible Notes (all as defined in Note 7 "Debt" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10-K).

Our level of indebtedness could have adverse consequences on our future operations, including making it more difficult for us to meet our payments on outstanding debt, and we may not be able to find alternative financing sources to replace our indebtedness in such an event. Our level of indebtedness could: (i) reduce the availability of our cash flow to fund working capital, capital expenditures, acquisitions and other general corporate purposes, and limit our ability to obtain additional financing for these purposes; (ii) limit our flexibility in planning for, or reacting to, and increase our vulnerability to, changes in our business and the industry in which we operate; (iii) place us at a competitive disadvantage compared to our competitors that have less debt or are less leveraged; and (iv) create concerns about our credit quality which could result in the loss of supplier contracts and/or customers.

In addition, our debt could have important consequences to us, including:

- increase our vulnerability to general economic and industry conditions;
- require a substantial portion of our cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our liquidity and our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities;

- expose us to the risk of increased interest rates, and corresponding increased interest expense, because borrowings pursuant to the credit agreement that established our revolving credit and term loan facility (the "2024 Credit Agreement") are at variable rates of interest;
- reduce funds available for working capital, capital expenditures, acquisitions and other general corporate purposes, due to the costs and expenses associated with such debt;
- limit our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions, and general corporate or other purposes; and
- limit our ability to adjust to changing marketplace conditions and placing us at a competitive disadvantage compared to our competitors who may have less debt.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital, or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations, which could cause us to default on our debt obligations and impair our liquidity. In the event of a default under any of our indebtedness, the holders of the defaulted debt could elect to declare all the funds borrowed to be due and payable, together with accrued and unpaid interest, which in turn could result in cross-defaults under our other indebtedness The lenders under our 2024 Credit Agreement could also elect to terminate their commitments thereunder and cease making further loans, and such lenders could institute foreclosure proceedings against their collateral, and we could be forced into bankruptcy or liquidation. Our ability to satisfy our debt obligations will depend on our future operating performance which may be affected by factors beyond our control.

Despite our current level of indebtedness, we may be able to incur substantially more debt and enter into other transactions which could further exacerbate the risks to our financial condition described above. We may be able to incur significant additional indebtedness in the future. Although the 2024 Credit Agreement and other debt instruments contain restrictions on the incurrence of additional indebtedness and entering into certain types of other transactions, these restrictions are subject to a number of qualifications and exceptions. Additional indebtedness incurred in compliance with these restrictions could be substantial. These restrictions also do not prevent us from incurring obligations, such as certain trade payables, that do not constitute indebtedness as defined under our debt instruments. To the extent we incur additional indebtedness or other obligations, the risks described in the risk factors related to our indebtedness and others described herein may increase.

***The agreements governing our indebtedness contain various financial performance and other covenants. If we do not remain in compliance with these covenants, we could be in breach of our debt agreements and the amounts outstanding thereunder could become immediately due and payable.***

The agreements governing our indebtedness contain financial and non-financial covenants with which we must comply that place restrictions on us. These restrictions will limit our ability and the ability of our subsidiaries to, among other things:

- incur additional indebtedness (including guarantee obligations);
- incur liens;
- engage in mergers, consolidations and certain other fundamental changes;
- dispose of assets;
- make advances, investments and loans;
- engage in sale and leaseback transactions;
- engage in certain transactions with affiliates;
- enter into contractual arrangements that encumber or restrict the ability to (A) (i) pay dividends or make distributions, (ii) pay indebtedness, (iii) make loans or advances, or (iv) sell, lease or transfer property, in each case to us, or (B) incur liens;
- pay dividends, distributions and other payments in respect of capital stock or subordinated debt, and repurchase or retire capital stock, warrants or options or subordinated debt; and
- amend the terms of the documents governing, or make payments prior to the scheduled maturity date of, certain other indebtedness, as applicable.

As a result of these restrictions, we will be limited as to how we conduct our business, and we may not be able to raise additional debt or equity financing to compete effectively or to take advantage of new business opportunities. A potential failure to comply with these financial and other restrictive covenants in our debt instruments, which, among other things, require us to maintain specified financial ratios could, if not cured or waived, have a material adverse effect on our ability to fulfill our obligations under our indebtedness and on our business and prospects generally.

Our 2024 Credit Agreement contains covenants that require that we comply with a maximum level of a consolidated secured net leverage ratio and a minimum level of a consolidated interest coverage ratio (both covenants as described in Note 7 "Debt" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10-K). There can be no assurance that we will maintain compliance with the financial and other covenants under our 2024 Credit Agreement and other agreements governing our indebtedness. If we fail to comply with the covenants contained in our 2024 Credit Agreement, the lenders could cause our debt to become due and payable prior to maturity or it could result in our having to refinance the indebtedness under unfavorable terms. In the event of a default under any of our indebtedness, the holders of the defaulted debt could elect to declare all the funds borrowed to be due and payable, together with accrued and unpaid interest, which in turn could result in cross-defaults under our other indebtedness. An event of default could also result in events of default under other debt agreements that contain cross-acceleration or cross-default provisions, which could permit counterparties thereunder to exercise remedies. If our debt were accelerated, our assets might not be sufficient to repay our debt in full and there can be no assurance that we would be able to refinance any or all of this indebtedness.

***Due to industry conditions and our operating results, there have been times in the past when we have had limited access to sources of capital. If we are unable to locate suitable sources of capital when needed, we may be unable to maintain or expand our business.***

We depend on our cash balances, our cash flows from operations, our 2024 Credit Facility and other financing vehicles to finance our operating requirements, capital expenditures and other needs. If a material economic recession occurred, production of RVs, powersports, marine units and manufactured homes could decline materially, resulting in reduced demand for our products. A decline in our operating results could negatively impact our liquidity. If our cash balances, cash flows from operations, and availability under our 2024 Credit Facility are insufficient to finance our operations and alternative capital is not available, we may not be able to expand our business and make acquisitions, or we may need to curtail or limit our existing operations.

We have letters of credit representing collateral for our casualty insurance programs and for general operating purposes that have been issued under our 2024 Credit Agreement. The inability to retain our current letters of credit, to obtain alternative letter of credit sources, or to retain our 2024 Credit Agreement to support these programs could require us to post cash collateral, reduce the amount of cash available for our operations, or cause us to curtail or limit existing operations.

***The conditional conversion feature of the 1.75% Convertible Notes due 2028 may adversely affect our financial condition and operating results.***

In the event the conditional conversion feature of the 1.75% Convertible Senior Notes due 2028 (the "1.75% Convertible Notes") is triggered, holders of the 1.75% Convertible Notes will be entitled to convert the 1.75% Convertible Notes at any time during specified periods at their option. This conditional conversion feature is triggered for a given calendar quarter if the last reported price of our common stock is more than or equal to 130% of the conversion price for at least 20 trading days (whether or not consecutive) in the period of 30 consecutive trading days ending on, and including, the last trading day of the immediately preceding calendar quarter. Because this condition was satisfied during the calendar quarter ended December 31, 2025, the conditional conversion feature was triggered as of December 31, 2025 and the 1.75% Convertible Notes are convertible, in whole or in part, at the option of the holders from January 1, 2026 to March 31, 2026. The 1.75% Convertible Notes were also convertible in each calendar quarter beginning with the quarter ended December 31, 2024 based on satisfying this condition in the prior calendar quarter. Whether the 1.75% Convertible Notes will be convertible in subsequent periods will depend on the continued satisfaction of this condition or another conversion condition in the future. If one or more holders elect to convert their 1.75% Convertible Notes, we would be required to settle our conversion obligation equal to the aggregate principal amount of such converted notes through the payment of cash, which could adversely affect our liquidity. See Notes 7 "Debt" and 9 "Derivative Financial Instruments" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10-K for additional details.

***The convertible note hedge and warrant transactions may affect the value of the 1.75% Convertible Notes and our common stock.***

In connection with the pricing of the 1.75% Convertible Notes, we entered into convertible note hedge transactions with certain of the initial purchasers and/or their respective affiliates (the "option counterparties"). At the same time, we entered into warrant transactions with the option counterparties. The convertible note hedge and warrant transactions are expected generally to reduce the potential dilution upon conversion of the 1.75% Convertible Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted notes, as the case may be. However, the warrant transactions could separately have a dilutive effect on our common stock to the extent that the market price per share of our common stock exceeds the strike price of the warrants.

In addition, the option counterparties or their respective affiliates may modify their hedge positions by entering into or unwinding various derivatives with respect to our common stock and/or purchasing or selling our common stock or other securities of ours in secondary market transactions following the pricing of the 1.75% Convertible Notes and prior to the maturity of the 1.75% Convertible Notes (and are likely to do so during any observation period related to a conversion of 1.75% Convertible Notes). This activity could cause or avoid an increase or a decrease in the market price of our common stock or the 1.75% Convertible Notes, which could affect a holder's ability to convert the 1.75% Convertible Notes and, to the extent the activity occurs during any observation period related to a conversion of 1.75% Convertible Notes, it could affect the number of shares and value of the consideration that a holder will receive upon conversion of the 1.75% Convertible Notes.

**Risks Related to Information Security, Cybersecurity and Data Privacy**

***If our information technology systems fail to perform adequately, our operations could be disrupted which could adversely affect our business, reputation and results of operations.***

We are increasingly dependent on digital technology, including information systems and related infrastructure, to process and record financial and operating data, manage inventory and communicate with our employees and business partners. We rely on our information technology systems to effectively manage our business data, inventory, supply chain, order entry and fulfillment, manufacturing, distribution, warranty administration, invoicing, collection of payments, and other business processes. Our systems are subject to damage or interruption from power outages, telecommunications or internet failures, computer viruses and malicious attacks, security breaches and catastrophic events. If our systems are damaged or fail to function properly or reliably, we may incur substantial repair or replacement costs or experience data loss or theft and impediments to our ability to manage our business, which could adversely affect our results of operations. Any such events could result in legal claims or proceedings, liability or penalties under privacy laws, disruption in operations, and damage to our reputation, which could adversely affect our business.

In addition, we may be required to make material technology investments to maintain and update our existing information technology systems. Implementing material system changes increases the risk of computer system disruption. The potential problems and interruptions associated with implementing technology initiatives could disrupt or reduce our operational efficiency.

***A cyber incident or data breach could result in information theft, data corruption, operational disruption, and/or financial loss.***

Our technologies, systems, networks, and those of our business partners have in the past been, and may in the future become, the target of cyber-attacks or information security breaches that could result in the unauthorized release, gathering, monitoring, misuse, loss, or destruction of proprietary and other information, or other disruption of our business operations. A cyber-attack could include gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption or destruction due to ransom attacks or malware or result in denial of service on websites. We have programs in place to detect, contain and respond to data security incidents. However, because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time, we may be unable to anticipate these techniques or implement adequate preventive measures. Unauthorized parties may also attempt to gain access to our systems or facilities, or those of third parties with whom we do business, through fraud, trickery, or other forms of deceiving our team members, contractors, vendors, and temporary staff. In addition, hardware, software, or applications we develop or procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Any cyber-attack on our business could materially harm our business and operating results. The Company currently carries insurance to cover exposure to this type of incident, but this coverage may not be sufficient to cover all potential

losses. As cyber threats continue to evolve, we may be required to expend material additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities. If we or our suppliers experience additional material data security breaches or fail to detect and appropriately respond to material data security breaches, we could be exposed to costly government enforcement actions and private litigation and our business and operating results could suffer.

**Other Risks**

***Certain provisions in our Articles of Incorporation and Amended and Restated By-laws may delay, defer or prevent a change in control that our shareholders might consider to be in their best interest.***

Our Articles of Incorporation and Amended and Restated By-laws contain provisions that are intended to deter coercive takeover practices and inadequate takeover bids. These provisions may delay, defer or prevent a change in control that our shareholders might consider to be in their best interest.

***Conditions within the insurance markets could impact our ability to negotiate favorable terms and conditions for various liability coverage and could potentially result in uninsured losses.***

We generally negotiate our insurance contracts annually for property, casualty, workers compensation, general liability, health insurance, and directors and officers liability coverage. Due to conditions within these insurance markets and other factors beyond our control, future coverage limits, terms and conditions and the amount of the related premiums could have a negative impact on our operating results. While we continually measure the risk/reward of policy limits and coverage, the lack of coverage in certain circumstances could result in potential uninsured losses.

***Our business, results of operations and financial condition may be materially and adversely affected by any negative impact on the global economy and capital markets resulting from international conflicts, such as the conflict between Ukraine and Russia and conflict in the Middle East, or any other geopolitical tensions.***

U.S. and global markets may experience volatility and disruptions resulting from geopolitical tensions or military conflict, such as the military conflict between Ukraine and Russia and conflict in the Middle East. The length and impact of geopolitical tensions or military conflict are highly unpredictable, and can lead to market disruptions, including significant volatility in commodity prices, credit and capital markets, as well as supply chain interruptions. In addition, geopolitical tensions, military actions and any resulting sanctions could adversely affect the global economy and financial markets and lead to instability and lack of liquidity in capital markets, potentially making it more difficult for us to obtain additional capital. The Company continually monitors ongoing geopolitical tensions and military conflicts to evaluate any potential impacts they may have on our business, operating results, and financial condition.

**Risks Related to Ownership of our Common Stock**

***A variety of factors, many of which are beyond our control, could influence fluctuations in the market price for our common stock.***

The stock market, in general, experiences volatility that has often been unrelated to the underlying operating performance of companies. If this volatility continues, the trading price of our common stock could decline materially, independent of our actual operating performance. The market price of our common stock could fluctuate materially in response to a number of factors, many of which are beyond our control, including the following:

- variations in our customers' and our competitors' operating results;
- high concentration of shares held by institutional investors;
- announcements by us or our competitors of material contracts, acquisitions, strategic partnerships, joint ventures or capital commitments;
- announcements by us or our competitors of technological improvements or new products;
- the gain or loss of material customers;
- additions or departures of key personnel;
- events affecting other companies that the market deems comparable to us;
- changes in investor perception of our business and/or management;

- changes in global economic conditions or general market conditions in the industries in which we operate;
- sales of our common stock held by certain equity investors or members of management;
- issuance of our common stock or debt securities by the Company; and
- the occurrence of other events that are described in these risk factors.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 1C. CYBERSECURITY**

Cybersecurity is critical to Patrick's ability to drive its vision and operational initiatives. Patrick faces a range of cybersecurity threats including attacks common to most industries, such as ransomware and denial-of-service, and attacks from more advanced and persistent, highly organized adversaries. Our customers, suppliers, consultants and subcontractors face similar cybersecurity threats, and a cybersecurity incident impacting us or any of these entities could materially adversely affect our operations, performance and results of operations. These cybersecurity threats and related risks make it imperative that we remain vigilant and apprised of developments in the information security field, and we expend considerable resources on cybersecurity.

The Board of Directors oversees management's processes for identifying and mitigating risks, including cybersecurity risks, and to support alignment of our risk exposure with our strategic objectives. Senior leadership, including our Vice President – IT Operations and Chief Information Security Officer (CISO), regularly briefs the Board of Directors on our cybersecurity and information security posture and the Board of Directors is apprised of cybersecurity incidents deemed to have a moderate or higher business impact, even if immaterial to us. In the event of an incident, we intend to follow our incident response protocol, which outlines the steps to be followed from incident detection to mitigation, recovery and notification, including notifying functional areas (e.g., legal), as well as senior leadership and the Board of Directors, as appropriate.

Our corporate information security organization, led by our CISO, is responsible for our overall information security strategy, policy, security engineering, operations and cyber threat detection and response. The corporate information security organization manages the Company's enterprise security structure with the ultimate goal of preventing cybersecurity incidents to the extent feasible, while simultaneously increasing our system resilience in an effort to minimize the business impact should an incident occur. Central to this organization is our carefully selected combination of security tools that concentrate on both perimeter and internal environments. These solutions are responsible for the protection, detection and response capabilities used in the defense of Patrick's data and enterprise computing networks. Employees outside of our corporate information security organization also have a role in our cybersecurity defenses, which we believe improves our cybersecurity program.

The corporate information security organization has implemented a governance structure and process to assess, identify, manage and report cybersecurity risks. We also have a corporate-wide counterintelligence and insider threat detection program to proactively identify external and internal threats and mitigate those threats in a timely manner. In addition to developing and implementing pre-existing third party frameworks, we have implemented our own practices and customized controls tailored to the Patrick enterprise environment. We believe this approach enhances our defense in depth stance while increasing our ability to identify, contain and manage cybersecurity risks.

Third parties also play a role in our cybersecurity program initiatives. We engage third-party services to conduct evaluations of our security controls, whether through penetration testing, independent audits or consulting on best practices to address new challenges. These evaluations include testing both the design and operational effectiveness of security controls.

Assessing, identifying and managing cybersecurity related risks are integrated into our overall enterprise risk management process. Cybersecurity related risks are included in the risk universe that the enterprise risk management function evaluates to assess the top risks to the enterprise on an annual basis. To the extent the enterprise risk management process identifies a heightened cybersecurity related risk, "risk owners" are assigned to develop risk mitigation plans, which are then tracked to completion. The process's annual risk assessment is presented to the Board of Directors.

We rely heavily on our supply chain to deliver our products and services to our customers, and a cybersecurity incident at a supplier, subcontractor or third-party partner could materially adversely impact us.

Notwithstanding the extensive approach we take to cybersecurity, we may not be successful in preventing or mitigating a cybersecurity incident that could have a material adverse effect on us, but we do ensure all proper cybersecurity protocol and due diligence is applied across the organization. While Patrick maintains cybersecurity insurance, the costs related to cybersecurity threats or disruptions may not be fully insured. See Item 1A. “Risk Factors” for a discussion of cybersecurity risks.

**ITEM 2. PROPERTIES**

Patrick believes the facilities occupied as of December 31, 2025, are adequate for the purposes for which they are currently being used and are well-maintained. The Company may, as part of its strategic operating plan, further consolidate and/or close certain owned facilities and may not renew leases on property with near-term lease expirations. Use of our manufacturing and distribution facilities may vary with seasonal, economic, and other business conditions. Our primary corporate office is located in Elkhart, Indiana.

In 2025, the Company operated in 25 states in the U.S., Mexico, China and Canada. As of December 31, 2025, the Company leased approximately 11.2 million square feet of manufacturing, distribution and corporate facilities and owned approximately 3.0 million square feet, as listed below.

| | Leased | | Owned | |
|---|---|---|---|---|
| Purpose / Nature: | # of Properties | Square Footage | # of Properties | Square Footage |
| Manufacturing | 154 | 8,927,000 | 37 | 2,399,000 |
| Distribution | 44 | 1,620,000 | 6 | 433,000 |
| Manufacturing & Distribution (shared space) | 3 | 536,000 | 1 | 94,000 |
| Corporate & Other | 21 | 104,000 | 8 | 45,000 |
| Total | 222 | 11,187,000 | 52 | 2,971,000 |

Pursuant to the terms of the Company’s 2024 Credit Agreement, most of our owned real property is subject to a security interest.

**ITEM 3. LEGAL PROCEEDINGS**

We are subject to claims and lawsuits in the ordinary course of business. In management's opinion, currently pending legal proceedings and claims against the Company will not, individually or in the aggregate, have a material adverse effect on its financial condition, results of operations, or cash flows.

See Note 15 "Commitments and Contingencies" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10-K for further discussion of legal matters in relation to commitments and contingencies.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II**

**ITEM 5. MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Market Information**

The Company's common stock is listed on The NASDAQ Global Stock Market under the symbol PATK.

**Holders of Common Stock**

As of February 13, 2026, there were approximately 260 shareholders of record. A number of shares are held in broker and nominee names on behalf of beneficial owners.

**Dividends**

In December 2019, the Company's Board of Directors (the "Board") adopted a dividend policy under which it plans to declare regular quarterly cash dividends. The Company paid cash dividends of $1.67 and $1.50 per share, or $55.3 million and $50.2 million in the aggregate, in 2025 and 2024, respectively. Any future determination to pay cash dividends will be made by the Board in light of the Company's earnings, financial position, capital requirements, and restrictions under the Company's 2024 Credit Agreement, and such other factors as the Board deems relevant.

**Purchases of Equity Securities by the Issuer**

Issuer Purchases of Equity Securities for the three months ended December 31, 2025.

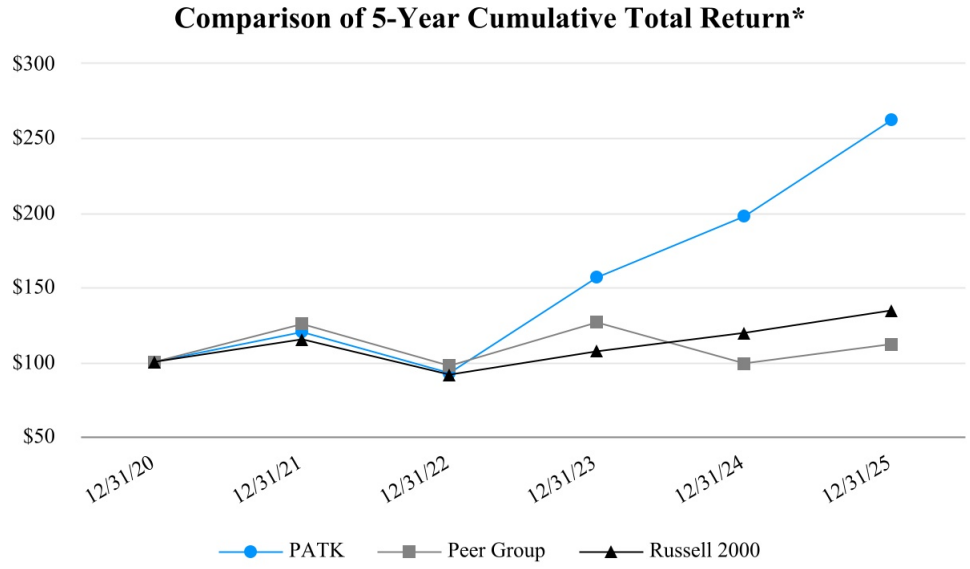
| Period | Total Number of Shares Purchased [1] | Average Price Paid Per Share [1] | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs [2] | Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs [2] |
|---|---|---|---|---|
| September 29 - October 26, 2025 | — | $ — | — | $ 168,031,000 |
| October 27 - November 30, 2025 | 1,270 | $ 104.94 | — | $ 168,031,000 |
| December 1 - December 31, 2025 | 16,822 | $ 111.85 | — | $ 168,031,000 |
| Total | 18,092 | | — | |

(1) Amount reflects shares of common stock purchased by the Company in aggregate in November and December 2025 for the sole purpose of satisfying minimum tax withholding obligations of employees upon the vesting of stock awards held by the employees.

(2) See Note 12 "Stock Repurchase Programs" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10-K for additional information about the Company's stock repurchase program.

***Stock Performance Graph***

The following graph compares the cumulative 5-year total return to shareholders of the Company's common stock relative to the cumulative total returns of the Russell 2000 index and a customized peer group of companies, which includes Brunswick Corporation, Cavco Industries, Inc., LCI Industries, Malibu Boats, Inc., Polaris Inc., Thor Industries, Inc., Winnebago Industries, Inc., and Wabash National Corporation. This graph assumes an initial investment of $100 (with reinvestment of all dividends) was made in our common stock, in the index and in the peer group on December 31, 2020, and its relative performance is tracked through December 31, 2025.




| Company / Index | December 31, 2020 | December 31, 2021 | December 31, 2022 | December 31, 2023 | December 31, 2024 | December 31, 2025 |
|---|---|---|---|---|---|---|
| Patrick Industries, Inc. | $ 100.00 | $ 119.72 | $ 92.10 | $ 156.21 | $ 197.59 | $ 262.21 |
| Peer Group | $ 100.00 | $ 125.29 | $ 97.07 | $ 126.32 | $ 98.67 | $ 111.64 |
| Russell 2000 | $ 100.00 | $ 114.82 | $ 91.35 | $ 106.82 | $ 119.14 | $ 134.40 |

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.

**ITEM 6. RESERVED**

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with the Company's Consolidated Financial Statements and Notes thereto included in Item 8 of this Report. In addition, this MD&A contains certain statements relating to future results that are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. See "Information Concerning Forward-Looking Statements" on page 3 of this Report and Part I, Item 1A. "Risk Factors" for a discussion of risks and uncertainties. Patrick's results of operations for the year ended December 31, 2024 compared to the year ended December 31, 2023 along with components of change compared to the prior year that have been omitted under this item can be found in Part II, Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K for the year ended December 31, 2024 filed with the SEC on February 20, 2025.

## EXECUTIVE SUMMARY

### Overview of Markets and Related Industry Performance

#### *Recreational Vehicle ("RV") Industry*

The Company's RV products are sold primarily to major manufacturers of RVs, smaller original equipment manufacturers ("OEMs"), and to a lesser extent, manufacturers in adjacent industries. The principal types of recreational vehicles include (1) towables: conventional travel trailers, fifth wheels, folding camping trailers, and truck campers; and (2) motorized: class A (large motor homes), class B (van campers), and class C (small-to-mid size motor homes).

The RV industry is our primary market and comprised 45% and 44% of the Company's consolidated net sales for the years ended December 31, 2025 and 2024, respectively. Net sales to the RV industry increased 9% for the year ended December 31, 2025 compared to 2024. Following a dealer inventory restocking in the first half of 2024, OEMs reduced production levels slightly in the second half of the year as dealers actively managed inventory levels as retail demand softened. In 2025, dealer inventory dynamics continued to normalize, with inventory reductions moderating as dealer inventory levels moved closer to targeted levels.

According to the RV Industry Association ("RVIA"), RV industry wholesale unit shipments totaled approximately 342,200 units in 2025, an increase of 3% compared to approximately 333,700 units in 2024. According to Company estimates based on data from Statistical Surveys, Inc. ("SSI"), RV industry retail unit sales totaled approximately 348,700 units in 2025, a decrease of 2% compared to approximately 354,400 units in 2024.

#### *Marine Industry*

The Company's sales to the marine industry are primarily focused on the powerboat sector of the market which is comprised of four main categories: fiberglass, aluminum fishing, pontoon and ski & wake.

Net sales to the marine industry comprised approximately 15% of the Company's consolidated net sales for each of the years ended December 31, 2025 and 2024. Net sales to the marine industry in the year ended December 31, 2025 increased 6% compared to 2024.

Our marine revenue is generally correlated to marine wholesale powerboat unit shipments. According to Company estimates based on data published by the National Marine Manufacturers Association ("NMMA"), wholesale powerboat unit shipments totaled approximately 140,100 units in 2025, a decrease of 4% compared to 146,000 units in 2024. According to SSI, we estimate marine retail powerboat shipments totaled approximately 152,300 units in 2025, a decrease of 8% compared to approximately 165,200 units in 2024.

#### *Powersports Industry*

Through acquisitions completed in recent years, the Company entered the powersports end market. Powersports is a category of motorsports which includes vehicles such as motorcycles, all-terrain vehicles ("ATVs"), side-by-sides, snowmobiles, scooters, golf carts and other personal transportation vehicles, and other related categories. Our powersports business is primarily focused on the utility and premium segments of the side-by-side market, which have been outperforming the more discretionary recreational segment. We also participate in the motorcycle and golf cart segments of the market. OEMs and dealers are actively managing field inventory levels to align dealer inventories with retail demand.

Net sales to the powersports industry comprised approximately 10% of the Company's consolidated net sales for each of the years ended December 31, 2025 and 2024. Net sales to the powersports industry increased 9% during the year ended December 31, 2025 compared to 2024.

***Manufactured Housing ("MH") Industry***

The Company's products for this market are sold primarily to major manufacturers of manufactured homes, other OEMs, and to a lesser extent, manufacturers in adjacent industries. Factors that may favorably impact demand in this industry include jobs growth, consumer confidence, favorable changes in financing regulations, a narrowing in the difference between interest rates on MH loans and mortgages on traditional residential "site-built" housing, and any improvement in conditions in the asset-backed securities markets for manufactured housing loans.

Net sales to the MH industry comprised approximately 17% and 18% of the Company's consolidated net sales for the years ended December 31, 2025 and 2024, respectively. Net sales to the MH industry decreased less than 1% during the year ended December 31, 2025 compared to 2024. MH sales are generally correlated to MH industry wholesale unit shipments. Based on industry data from the Manufactured Housing Institute, MH industry wholesale unit shipments totaled 102,700 units in 2025, a decrease of 1% compared to approximately 103,300 units in 2024.

***Industrial Market***

The industrial market is comprised primarily of U.S. residential housing market and non-housing market categories and includes kitchen cabinet, countertop, hospitality, retail and commercial fixtures, and office and household furniture markets and regional distributors.

Net sales to the industrial market comprised approximately 13% of the Company's consolidated net sales in both years ended December 31, 2025 and 2024. Net sales to the industrial market increased 4% during the year ended December 31, 2025 compared to 2024. Overall, our revenues in these markets are focused on residential and multifamily housing, hospitality, high-rise housing and office, commercial construction, institutional furniture markets and other non-housing categories.

During the year ended December 31, 2025, combined new housing starts decreased 2% compared to 2024, reflecting a decrease in single-family housing starts of 7%, partially offset by an increase in multifamily housing starts of 12%. Our industrial products are generally among the last components installed in new unit construction and as such our related sales typically trail new housing starts by four to six months.

**CONSOLIDATED OPERATING RESULTS**

The following table sets forth the percentage relationship to net sales of certain items on the Company's consolidated statements of income for the years ended December 31, 2025 and 2024.

| | Year Ended December 31, | | | | $ | |
|---|---|---|---|---|---|---|
| *($ in thousands)* | 2025 | | 2024 | | Change | % Change |
| Net sales | $ 3,950,773 | 100.0 % | $ 3,715,683 | 100.0 % | $ 235,090 | 6 % |
| Cost of goods sold | 3,037,913 | 76.9 % | 2,879,793 | 77.5 % | 158,120 | 5 % |
| Gross profit | 912,860 | 23.1 % | 835,890 | 22.5 % | 76,970 | 9 % |
| Warehouse and delivery expenses | 177,969 | 4.5 % | 155,821 | 4.2 % | 22,148 | 14 % |
| Selling, general and administrative expenses | 361,588 | 9.2 % | 325,754 | 8.8 % | 35,834 | 11 % |
| Amortization of intangible assets | 97,314 | 2.5 % | 96,275 | 2.6 % | 1,039 | 1 % |
| Operating income | 275,989 | 7.0 % | 258,040 | 6.9 % | 17,949 | 7 % |
| Interest expense, net | 74,507 | 1.9 % | 79,470 | 2.1 % | (4,963) | (6) % |
| Other expenses | 24,420 | 0.6 % | — | — % | 24,420 | N/A |
| Income taxes | 42,006 | 1.1 % | 40,169 | 1.1 % | 1,837 | 5 % |
| Net income | $ 135,056 | 3.4 % | $ 138,401 | 3.7 % | $ (3,345) | (2) % |

**Year Ended December 31, 2025 Compared to 2024**

**Net Sales.** Net sales in 2025 increased approximately $235.1 million, or 6%, to $3.95 billion compared to $3.72 billion in 2024. Net sales in 2025 increased due to increased sales to the RV, marine, powersports and industrial markets, partially offset by decreased sales to the MH market. Sales to the RV market increased $150.9 million, or 9%, to $1.78 billion in 2025

compared to $1.63 billion in 2024, primarily due to industry volume growth and the Company's acquisition of ICON Direct LLC, doing business as RecPro ("RecPro") in the third quarter of 2024. Sales to the marine market increased $35.7 million, or 6%, to $606.4 million in 2025 compared to $570.7 million in 2024, primarily attributable to acquisitions completed in 2025, partially offset by a decrease in estimated powerboat wholesale unit shipments of 4% compared to 2024. The Company's sales to the powersports market increased $31.9 million, or 9%, in 2025 compared to 2024, primarily attributable to the continued growth of Patrick's attachment rates on premium utility vehicles and a recovery in utility vehicle wholesale unit shipments. Sales to the industrial market increased $17.2 million, or 4%, in 2025 compared to 2024, primarily attributable to market share gains and product mix shifts by certain customers. Sales to the MH market decreased $0.6 million, or less than 1%, to $681.5 million in 2025 compared to $682.1 million in 2024, due to a decrease in MH industry wholesale unit shipments of 1% compared to 2024.

In 2025 and 2024, net sales attributable to acquisitions completed in each of those years was $44.0 million and $295.7 million, respectively.

**Cost of Goods Sold.** Cost of goods sold increased $158.1 million, or 5%, to $3.04 billion in 2025 compared to $2.88 billion in 2024. As a percentage of net sales, cost of goods sold decreased 60 basis points during 2025 to 76.9% compared to 77.5% in 2024.

Cost of goods sold as a percentage of net sales decreased in 2025 compared to 2024 primarily as a result of continued cost reduction and automation initiatives we deployed throughout 2024 and into 2025 that had a positive impact on labor and overhead costs. The decrease in cost of goods sold as a percentage of net sales in 2025 reflects a 50 basis point decrease in labor and 20 basis point decrease in overhead as a percentage of net sales, partially offset by a 10 basis point increase in material as a percentage of net sales. In general, the Company's cost of goods sold percentage can be impacted from period-to-period by demand changes in certain market sectors that can result in fluctuating costs of certain raw materials and commodity-based components that are utilized in production.

**Gross Profit.** Gross profit increased $77.0 million or 9%, to $912.9 million in 2025 compared to $835.9 million in 2024. As a percentage of net sales, gross profit increased 60 basis points to 23.1% in 2025 compared to 22.5% in 2024. The increase in gross profit as a percentage of net sales in 2025 compared to 2024 reflects the impact of the factors discussed above under "Cost of Goods Sold".

Economic or industry-wide factors affecting the profitability of our sales to the RV, marine, powersports, MH and industrial markets include the costs of commodities and supply chain constraints and the labor used to manufacture our products, the competitive environment and the impact of different gross margin profiles of acquired companies, all of which can cause gross margins to fluctuate from quarter-to-quarter and year-to-year.

**Warehouse and Delivery Expenses.** Warehouse and delivery expenses increased $22.1 million, or 14%, to $178.0 million in 2025 compared to $155.8 million in 2024. As a percentage of net sales, warehouse and delivery expenses increased 30 basis points to 4.5% in 2025 compared to 4.2% in 2024.

The increase in warehouse and delivery expenses in 2025 compared to 2024 is primarily attributable to the increase in sales, and the increase as a percentage of net sales is primarily related to higher freight costs.

**Selling, General and Administrative ("SG&A") Expenses.** SG&A expenses increased $35.8 million, or 11%, to $361.6 million in 2025 compared to $325.8 million in 2024. As a percentage of net sales, SG&A expenses increased 40 basis points to 9.2% in 2025 compared to 8.8% in 2024.

The increase in SG&A expenses in 2025 compared to 2024 is primarily due to the cost profile of certain 2024 acquisitions, increased wages, incentive compensation, selling expenses, technology expenses, and loss on sales of assets, partially offset by decreased professional fees.

The increase in SG&A expenses as a percentage of net sales in 2025 compared to 2024 is primarily due to increased incentive compensation, selling expenses, technology expenses, and loss on sales of assets, partially offset by decreased professional fees.

**Amortization of Intangible Assets.** Amortization of intangible assets increased $1.0 million, or 1%, in 2025 compared to 2024. The increase in 2025 compared to 2024 primarily reflects the impact of the RecPro acquisition as well as other acquisitions completed in 2025 and 2024.

**Operating Income.** Operating income increased $17.9 million, or 7%, to $276.0 million in 2025 compared to $258.0 million in 2024. Operating income as a percentage of net sales increased 10 basis points to 7.0% in 2025 compared to 6.9% in 2024.

Operating income in 2025 and 2024 included $1.3 million and $47.2 million, respectively, from the businesses acquired in each respective year. The increase in operating income and operating income as a percentage of net sales is primarily attributable to the items discussed above.

**Interest Expense, Net.** Interest expense, net, decreased $5.0 million, or 6%, to $74.5 million in 2025 compared to $79.5 million in 2024. The decrease primarily reflects a lower average interest rate on our outstanding debt compared to the prior year period.

**Other Expenses.** Other expenses were $24.4 million in 2025 compared to zero in the prior year period, reflecting expenses related to a legal settlement.

**Income Taxes.** Income tax expense increased $1.8 million, or 5%, to $42.0 million in 2025 compared to $40.2 million in 2024. This increase primarily reflects an increase in the effective tax rate to 23.7% in 2025 compared to 22.5% in 2024, partially offset by a decrease in income before taxes of $1.5 million. The increase in the effective tax rate in 2025 compared to 2024 is primarily related to decreased excess tax benefits on share-based compensation.

**BUSINESS SEGMENTS**

The Company's reportable segments, manufacturing and distribution, are based on its method of internal reporting. The Company regularly evaluates the performance of the manufacturing and distribution segments and allocates resources to them based on a variety of indicators including net sales, gross profit and operating income. The Company does not measure profitability at the end market (RV, marine, powersports, MH and industrial) level. See Note 17 "Segment Information" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10-K for additional details.

Net sales pertaining to the manufacturing and distribution segments as stated in the table below and in the following discussions include intersegment sales. Gross profit includes the impact of intersegment operating activity.

The table below presents information about the net sales, gross profit, and operating income of the Company’s segments. Reconciliations of the amounts below to consolidated totals are presented in Note 17 "Segment Information" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10-K.

| | Year Ended December 31, | | $ | |
|---|---|---|---|---|
| *($ in thousands)* | **2025** | **2024** | **Change** | **% Change** |
| **Sales** | | | | |
| Manufacturing | $ 2,958,970 | $ 2,756,547 | $ 202,423 | 7% |
| Distribution | $ 1,014,320 | $ 980,127 | $ 34,193 | 3% |
| **Gross Profit** | | | | |
| Manufacturing | $ 656,200 | $ 612,552 | $ 43,648 | 7% |
| Distribution | $ 251,431 | $ 224,855 | $ 26,576 | 12% |
| **Operating Income** | | | | |
| Manufacturing | $ 358,036 | $ 340,961 | $ 17,075 | 5% |
| Distribution | $ 103,005 | $ 104,715 | $ (1,710) | (2)% |

**Year Ended December 31, 2025 Compared to 2024**

***Manufacturing***

**Sales.** Manufacturing segment sales increased $202.4 million, or 7%, to $2.96 billion in 2025 compared to $2.76 billion in 2024. The manufacturing segment accounted for approximately 74% of the Company's consolidated sales for each of the years ended December 31, 2025 and 2024.

Manufacturing segment sales in 2025 compared to 2024 increased due to increased sales to the RV, marine, powersports and industrial markets, partially offset by decreased sales to the MH market. Sales to the RV market increased $125.0 million, or 11%, compared to 2024, due to an increase in estimated wholesale units of 3% compared to 2024. Sales to the marine market increased $36.0 million, or 7%, compared to 2024, primarily attributable to acquisitions completed in 2025. Sales to the powersports market increased $28.8 million, or 9%, in 2025 compared to 2024, primarily attributable to the continued growth of Patrick's attachment rates on premium utility vehicles and a recovery in utility vehicle wholesale unit shipments. Sales to the industrial market increased $13.5 million, or 3%, compared to 2024, primarily due to market share gains and product mix shifts of certain customers. Sales to the MH market decreased $1.8 million, or 1%, compared to 2024.

For 2025 and 2024, manufacturing segment sales attributable to acquisitions completed in each of those years were $44.0 million and $275.4 million, respectively.

**Gross Profit.** Manufacturing segment gross profit increased $43.6 million, or 7%, to $656.2 million in 2025 compared to $612.6 million in 2024. As a percentage of sales, gross profit was 22.2% in both 2025 and 2024. The increase in manufacturing gross profit is attributable to increased sales.

**Operating Income.** Manufacturing segment operating income increased $17.1 million, or 5%, to $358.0 million in 2025 compared to $341.0 million in 2024. As a percentage of sales, operating income decreased 30 basis points to 12.1% in 2025 compared to 12.4% in 2024. The increase in operating income is attributable to increased sales. The decrease to operating income as a percentage of sales is primarily related to an increase in selling, general and administrative expenses as a percentage of sales.

Manufacturing segment operating income in 2025 attributable to acquisitions completed during the year was approximately $1.3 million compared to manufacturing segment operating income of $46.5 million in 2024 attributable to acquisitions completed during that year.

***Distribution***

**Sales.** Distribution segment sales increased $34.2 million, or 3%, to $1.01 billion in 2025 compared to $980.1 million in 2024. The distribution segment accounted for approximately 26% of the Company's consolidated net sales for each of the years ended December 31, 2025 and 2024.

Distribution segment sales in 2025 compared to 2024 increased due to increased sales to the RV, industrial, powersports and MH markets, partially offset by decreased sales to the marine market. Sales to the RV market increased $25.9 million, or 5%, compared to 2024, primarily attributable to the Company's acquisition of RecPro in the third quarter of 2024. Sales to the industrial market increased $3.7 million, or 10%, compared to 2024, primarily due to market share gains and product mix shifts by certain customers. Sales to the powersports market increased $3.1 million, or 23%, compared to 2024, primarily attributable to the continued growth of Patrick's attachment rates on premium utility vehicles and a recovery in utility vehicle wholesale unit shipments. Sales to the MH market increased $1.2 million, or less than 1%, compared to 2024. Sales to the marine market decreased $0.3 million, or 1%, compared to 2024.

For 2024, distribution segment sales attributable to acquisitions completed in 2024 were $20.3 million.

**Gross Profit.** Distribution segment gross profit increased $26.6 million, or 12%, to $251.4 million in 2025 compared to $224.9 million in 2024. As a percentage of sales, gross profit increased 190 basis points to 24.8% in 2025 compared to 22.9% in 2024. The increase in manufacturing gross profit is attributable to increased sales. The increase to gross profit as a percentage of sales is attributable to decreased labor and material costs as a percentage of sales.

**Operating Income.** Distribution segment operating income decreased $1.7 million, or 2%, to $103.0 million in 2025 compared to $104.7 million in 2024. As a percentage of sales, operating income decreased 50 basis points to 10.2% in 2025 compared to 10.7% in 2024. The decrease in operating income and operating income as a percentage of sales is attributable to the items discussed above, as well as an increase in operating expenses and operating expenses as a percentage of sales.

Distribution segment operating income in 2024 attributable to acquisitions completed during the year was immaterial.

**LIQUIDITY AND CAPITAL RESOURCES**

Our liquidity requirements are primarily to support working capital demands, meet debt service requirements and support the Company's capital allocation strategy, which includes acquisitions, capital expenditures, dividends and repurchases of the Company's common stock, among others. The Company's primary sources of liquidity are cash flows from operations, which includes selling its products and collecting receivables, available cash reserves and borrowing capacity available under the revolving credit and term loan facility (the "2024 Credit Facility") as discussed in Note 7 "Debt" of the Notes to Consolidated Financial Statements.

As of December 31, 2025, our liquidity consisted of cash and cash equivalents of $26.4 million and $791.5 million of availability under our 2024 Credit Facility. As of December 31, 2025, the Company's existing cash and cash equivalents, cash generated from operations, and available borrowings under its 2024 Credit Facility are expected to be sufficient to meet anticipated cash needs for working capital and capital expenditures for at least the next 12 months, exclusive of any acquisitions, based on its current cash flow budgets and forecast of short-term and long-term liquidity needs.

Working capital requirements vary from period to period depending on manufacturing volumes primarily related to the RV, marine, powersports, MH and industrial markets we serve, the timing of deliveries, and the payment cycles of customers. In the event that operating cash flow is inadequate and one or more of the Company's capital resources were to become unavailable, the Company would seek to revise its operating strategies accordingly. The Company will continue to assess its liquidity position and potential sources of supplemental liquidity in view of operating performance, current economic and capital market conditions, and other relevant circumstances.

As of and for the reporting period ended December 31, 2025, the Company was in compliance with its financial covenants under the Company's Fifth Amended and Restated Credit Agreement (the "2024 Credit Agreement"). The required maximum consolidated secured net leverage ratio and the required minimum consolidated interest coverage ratio, as such ratios are defined in the 2024 Credit Agreement, compared to the actual amounts as of December 31, 2025 and for the fiscal period then ended are as follows:

| | Required | Actual |
|---|---|---|
| Consolidated secured net leverage ratio (12-month period) | 2.75 | 0.34 |
| Consolidated interest coverage ratio (12-month period) | 3.00 | 6.63 |

In addition, as of December 31, 2025, the Company's consolidated total net leverage ratio (12-month period) was 2.62. While this ratio is not a covenant under the 2024 Credit Agreement, it is used in determining the applicable borrowing margin under the 2024 Credit Agreement.

**Cash Flows**

***Operating Activities:*** Cash flows from operating activities are one of the Company's primary sources of liquidity, representing the net income the Company earned in the reported periods, adjusted for certain non-cash items and changes in operating assets and liabilities.

Net cash provided by operating activities increased $2.6 million, or 1%, to $329.4 million in 2025 compared to $326.8 million in 2024. The increase in operating cash flows is primarily attributable to a $42.0 million increase in deferred income taxes, a $3.7 million increase in depreciation and amortization, a $2.4 million increase in loss on sale of assets, and a $2.3 million increase related to stock based compensation, partially offset by changes in operating assets and liabilities, net of business acquisitions, which represented a source of cash of $5.6 million in 2024 compared to a use of cash of $32.9 million in 2025 as well as a $3.3 million decrease in net income compared to 2024.

***Investing Activities:*** Net cash used in investing activities decreased $306.4 million, to $206.5 million in 2025 compared to $512.8 million in 2024 primarily due to a decrease in cash used in business acquisitions, which were $121.7 million in 2025, compared to $411.7 million in 2024, and a $23.3 million decrease in other investing activities, partially offset by a $7.2 million increase in cash used for capital expenditures.

***Financing Activities:*** Net cash flows used in financing activities was $130.1 million in 2025 compared to net cash flows provided by financing activities of $208.2 million in 2024. The change in financing cash flows primarily reflects proceeds from the issuance of $500 million of 6.375% Senior Notes in 2024, partially offset by the redemption of $300 million of 7.50% Senior Notes in 2024 and a $125.0 million decrease in financing cash flows related to the Revolver due 2029 compared to 2024.

**Off-Balance Sheet Arrangements**

None.

**CRITICAL ACCOUNTING POLICIES**

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The SEC has defined a company's critical accounting policies as those that are most important to the portrayal of its financial condition and results of operations, and which require the Company to make its most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Although management believes that its estimates and assumptions are reasonable, they are based upon information available when they are made. Actual results may differ materially from these estimates under different assumptions or conditions. The Company has identified the following critical accounting policies and estimates:

**Goodwill and Other Intangible Assets.** The Company's acquisitions include purchased goodwill and other intangible assets. Goodwill represents the excess of cost over the fair value of the net assets acquired. Other intangible assets acquired are classified as customer relationships, non-compete agreements, patents and trademarks.

Goodwill and indefinite-lived intangible assets, representing acquired trademarks, are not amortized but are subject to an annual (or under certain circumstances more frequent) impairment test in the fourth quarter based on their estimated fair value. We test more frequently, if there are indicators of impairment, or whenever such circumstances suggest that the carrying value of goodwill or trademarks may not be recoverable. These indicators include a sustained material decline in our share price and market capitalization, a decline in expected future cash flows, or a material adverse change in the business climate. A material adverse change in the business climate could result in a material loss of market share or the inability to achieve previously projected revenue growth.

Impairment reviews of goodwill are performed at the reporting unit level. The Company's reporting units are defined as one level below our operating segments, Manufacturing and Distribution, which are the same as our reportable segments. In evaluating goodwill for impairment, either a qualitative or quantitative assessment is performed. The Company performed a quantitative assessment for all reporting units in 2025. When estimating reporting unit fair value with a quantitative assessment, the Company uses a combination of market and income-based methodologies. The market approach includes a comparison of the multiple of a reporting unit's carrying value to its earnings before interest, taxes, depreciation and amortization with the multiples of similar businesses or guideline companies whose securities are actively traded in the public markets. When calculating the present value of future cash flows under the income approach, the Company takes into consideration multiple variables, including forecasted sales volumes and operating income, current industry and economic conditions, and historical results. The income approach fair value estimate also includes estimates of long-term growth rates and discount rates that are commensurate with the risks and uncertainty inherent in the respective reporting units and internally-developed forecasts.

Impairment reviews of indefinite-lived intangible assets (trademarks) consist of a comparison of the fair value of the trademark to its carrying value. Fair value is measured using a relief-from-royalty approach, a form of discounted cash flow method. Estimated royalty rates applied to projected revenues are based on comparable industry studies and consideration of operating margins. Discount rates are derived in a manner similar to what is done in testing goodwill for impairment.

Based on the results of the Company's analyses, the estimated fair value of each of the Company's reporting units and trademarks was determined to exceed the carrying value for each of the years ended December 31, 2025, 2024 and 2023 and so no impairments were recognized. Further, based on the results of the impairment analyses, none of the Company's reporting units or trademarks were at risk of failing the impairment assessments discussed above that would have a material effect on the Company's Consolidated Financial Statements for any period presented.

**Business Combinations.** From time to time, we may enter into business combinations. We recognize the identifiable assets acquired and the liabilities assumed at their fair values as of the date of acquisition. We measure goodwill as the excess of consideration transferred, which we also measure at fair value, over the net of the acquisition date fair values of the identifiable assets acquired and liabilities assumed. The acquisition method of accounting requires us to make significant estimates and assumptions regarding the fair values of the elements of a business combination as of the date of acquisition, including the fair values of property, plant and equipment, identifiable intangible assets, contingent consideration and other financial assets and liabilities. Significant estimates and assumptions include subjective and/or complex judgments regarding items such as discount rates, customer attrition rates, royalty rates, and other factors, including estimated future cash flows that we expect to generate from the acquired assets.

The acquisition method of accounting also requires us to refine these estimates over a measurement period not to exceed one year to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized as of that date. If we are required to adjust provisional amounts that we have recorded for the fair values of assets and liabilities in connection with acquisitions, these adjustments could have a material impact on our financial condition and results of operations. No changes in the year ended December 31, 2025 to provisional fair value estimates of assets acquired and liabilities assumed in acquisitions were material. If the subsequent actual results and updated projections of the underlying business activity change compared with the assumptions and projections used to develop the acquisition date fair value estimates, we could record future impairment charges. In addition, we estimate the economic lives of certain acquired assets and these lives are used to calculate depreciation and amortization expense. If our estimates of the economic lives change, depreciation or amortization expenses could be increased or decreased, or the acquired assets could be impaired.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Debt Obligations

As of December 31, 2025, our total debt obligations under our 2024 Credit Agreement were under Secured Overnight Financing Rate Data ("SOFR")-based interest rates. A 100 basis point increase in the underlying SOFR rates would result in additional annual interest cost of approximately $1.9 million, assuming average borrowings during 2025, including the Revolver due 2029 and Term Loan due 2029, subject to variable rates were equal to the amount of such borrowings outstanding as of December 31, 2025, or $192.2 million, excluding deferred financing costs related to the Revolver due 2029 and Term Loan due 2029.

### Commodity Volatility

The prices of key raw materials, consisting primarily of lauan, gypsum, fiberglass, particleboard, aluminum, softwoods and hardwoods lumber, resin, and petroleum-based products, are influenced by demand and other factors specific to these commodities as well as general inflationary pressures, including those driven by supply chain and logistical disruptions. Prices of certain commodities have historically been volatile and continued to fluctuate in 2025. During periods of volatile commodity prices, we have generally been able to pass both price increases and decreases to our customers in the form of price adjustments. We are exposed to risks during periods of commodity volatility because there can be no assurance future cost increases or decreases, if any, can be partially or fully passed on to customers, or that the timing of such sales price increases or decreases will match raw material cost increases or decreases. We do not believe that commodity price volatility had a material effect on results of operations for the periods presented.

**Equity Price Risk**

The fair value of the 1.75% Convertible Notes is subject to market risk and other factors due to the conditional conversion feature. The fair value of the 1.75% Convertible Notes will generally increase as our common stock price increases and will generally decrease as our common stock price decreases. The 1.75% Convertible Notes are carried at amortized cost and their fair value is presented for disclosure purposes only.

The Company will satisfy any conversion by paying cash up to the aggregate principal amount of the 1.75% Convertible Notes to be converted and by paying or delivering, as the case may be, cash, shares of the Company's common stock, or a combination of cash and shares of the Company's common stock, at its election, in respect of the remainder, if any, of its conversion obligation in excess of the aggregate principal amount of the 1.75% Convertible Notes being converted.

In connection with the pricing of the 1.75% Convertible Notes, we entered into convertible note hedge transactions with certain of the initial purchasers and/or their respective affiliates (the "option counterparties"). At the same time, we entered into warrant transactions with the option counterparties. The convertible note hedge transactions are expected generally to reduce the potential dilution upon conversion of the 1.75% Convertible Notes and/or offset any cash payments we are required to make in excess of the principal amount of converted notes, as the case may be. However, the warrant transactions could separately have a dilutive effect on our common stock to the extent that the market price per share of our common stock exceeds the strike price of the warrants. See Note 9 "Derivative Financial Instruments" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10-K for further discussion.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The information required by this item is set forth in Item 15(a)(1) of Part IV of this Annual Report on Form 10-K.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

***Disclosure Controls and Procedures***

The Company maintains "disclosure controls and procedures", as such term is defined under Securities Exchange Act Rule 13a-15(e) or 15d-15(e), that are designed to ensure that information required to be disclosed in our Securities Exchange Act of 1934, as amended (the "Exchange Act") reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow for timely decisions regarding required disclosures. In designing and evaluating the disclosure controls and procedures, the Company's management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and the Company's management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Under the supervision and with the participation of our senior management, including our Chief Executive Officer and Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report (the "Evaluation Date"). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded as of the Evaluation Date that our disclosure controls and procedures were effective such that the information relating to the Company, including consolidated subsidiaries, required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to Company's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

***Management's Annual Report on Internal Control Over Financial Reporting***

We are responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control system was designed to provide reasonable assurance regarding the fair and reliable preparation and presentation of our published financial statements. We continually evaluate our system of internal control over financial reporting to determine if changes are appropriate based upon changes in our operations or the business environment in which we operate.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework in the 2013 Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). This assessment included a review of the documentation of controls, an assessment of the design effectiveness of controls, testing of the operating effectiveness of controls, and a conclusion on this evaluation. As permitted under SEC guidance, management's assessment of and conclusion regarding the design and effectiveness of internal control over financial reporting excluded the internal control over financial reporting of the operations of businesses acquired in 2025, which are described in Note 3 "Acquisitions" of the Notes to Consolidated Financial Statements included elsewhere in this Form 10-K. Businesses acquired in 2025 represented approximately 1% of consolidated net sales for the year ended December 31, 2025 and approximately 2% of consolidated total assets as of December 31, 2025. Based on our assessment, we have concluded that our internal control over financial reporting was effective as of December 31, 2025.

The Company's independent registered public accounting firm, Deloitte & Touche LLP, audited our internal control over financial reporting as of December 31, 2025, as stated in their report in the section entitled "Report of Independent Registered Public Accounting Firm" included elsewhere in this Form 10-K, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2025.

***Changes in internal control over financial reporting***

There have been no changes in our internal control over financial reporting that occurred during the fourth quarter ended December 31, 2025 or subsequent to the date the Company completed its evaluation, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

None.

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

**Directors of the Company**

The information required by this item with respect to directors is set forth in our definitive Proxy Statement for our 2026 Annual Meeting of Shareholders to be filed with the SEC pursuant to Regulation 14A (the "2026 Proxy Statement") under the captions "Election of Directors" and "Delinquent Section 16(a) Reports," which information is hereby incorporated herein by reference.

**Executive Officers of the Registrant**

The information required by this item is set forth under the caption "Executive Officers of the Company" in Part I of this Annual Report on Form 10-K.

**Audit Committee**

Information on our Audit Committee is contained under the caption "Audit Committee" in the Company's 2026 Proxy Statement and is incorporated herein by reference.

**Code of Ethics and Business Conduct**

We have adopted a Code of Ethics and Business Conduct Policy applicable to all employees. Our Code of Ethics and Business Conduct Policy is available on the Company's web site at www.patrickind.com under "Investors". We intend to post on our web site any substantive amendments to, or waivers from, our Code of Ethics and Business Conduct Policy as well as our Corporate Governance Guidelines. We will provide shareholders with a copy of these policies without charge upon written request directed to the Company's Corporate Secretary at the Company's address.

**Corporate Governance**

Information on our corporate governance practices is contained under the caption "Corporate Governance Highlights" in the Company's 2026 Proxy Statement and incorporated herein by reference.

**Insider Trading Policies and Procedures**

We have adopted an Insider Trading Policy governing the purchase, sale and other disposition of our securities by directors, officers, and employees that is designed to promote compliance with insider trading laws, rules and regulations, and applicable listing standards, as well as procedures designed to further the foregoing purposes. In addition, it is our intent to comply with applicable laws and regulations relating to the Company trading in its own securities.

A copy of our Insider Trading Policy is incorporated by reference with this Annual Report on Form 10-K as Exhibit 19.1

### ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is set forth in our 2026 Proxy Statement under the caption "Executive Compensation," "Compensation Committee Interlocks and Director Participation," and "Compensation Committee Report," and is incorporated herein by reference.

### ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is set forth in our 2026 Proxy Statement under the captions "Equity Compensation Plan Information" and "Security Ownership of Certain Beneficial Owners and Management," and is incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is set forth in our 2026 Proxy Statement under the captions "Related Party Transactions" and "Corporate Governance Highlights", and is incorporated herein by reference.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this item is set forth in our 2026 Proxy Statement under the heading "Independent Public Accountants," and is incorporated herein by reference.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1) The financial statements listed in the accompanying Index to the Financial Statements on page F-1 of the separate financial section of this Report are incorporated herein by reference.

(3) The exhibits required to be filed as part of this Annual Report on Form 10-K are listed under (c) below.

(c) Exhibits

| Exhibit Number | Exhibits |
|---|---|
| 3.1 | Articles of Incorporation of Patrick Industries, Inc. (filed as Exhibit 3.1 to the Company's Form 10-K filed on March 30, 2010 and incorporated herein by reference). |
| 3.2 | Amendment to the Articles of Incorporation of Patrick Industries, Inc. dated June 5, 2018 (filed as Exhibit 3.2 to the Company's Form 10-K filed on February 28, 2019 and incorporated herein by reference). |
| 3.3** | Amendment to the Articles of Incorporation of Patrick Industries, Inc. dated February 2, 2026. |
| 3.4 | Amended and Restated By-laws of Patrick Industries, Inc. (filed as Exhibit 3.1 to the Company's Form 8-K filed on May 8, 2020 and incorporated herein by reference). |
| 4.1 | Indenture (including Form of Note), dated as of September 17, 2019, among Patrick Industries, Inc., the guarantors from time to time party thereto and U.S. Bank, National Association, as Trustee (filed as Exhibit 4.1 to the Company's Form 8-K filed on September 18, 2019 and incorporated herein by reference). |
| 4.2 | Indenture (including Form of Note), dated as of April 20, 2021, among Patrick Industries, Inc., the guarantors from time to time party thereto and U.S. Bank, National Association, as Trustee (filed as Exhibit 4.1 to the Company's Form 8-K filed on April 26, 2021 and incorporated herein by reference). |
| 4.3 | Indenture (including Form of Note) with respect to the Company's 1.75% Convertible Senior Notes due 2028, dated as of December 13, 2021. between Patrick Industries, Inc. and U.S. Bank National Association, as trustee. (filed as Exhibit 4.1 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 4.4 | Indenture, dated as of October 22, 2024, among Patrick Industries, Inc., the guarantors from time to time party thereto and U.S. Bank Trust Company, National Association, as Trustee (filed as Exhibit 4.1 to the Company's Form 8-K filed on October 28, 2024 and incorporated herein by reference). |
| 4.5 | Supplemental Indenture, dated as of October 24, 2024, to the indenture dated as of October 22, 2024, among Patrick Industries, Inc., the guarantors from time to time party thereto and U.S. Bank Trust Company, National Association, as Trustee (filed as Exhibit 4.2 to the Company's Form 8-K filed on October 28, 2024 and incorporated herein by reference). |
| 4.6 | Indenture, dated as of October 24, 2024, to the indenture dated as of April 20, 2021, among Patrick Industries, Inc., the guarantors from time to time party thereto and U.S. Bank Trust Company, National Association, as Trustee (filed as Exhibit 4.3 to the Company's Form 8-K filed on October 28, 2024 and incorporated herein by reference). |
| 4.7 | Indenture, dated as of October 24, 2024, to the indenture dated as of December 13, 2021, among Patrick Industries, Inc., the guarantors from time to time party thereto and U.S. Bank Trust Company, National Association, as Trustee (filed as Exhibit 4.4 to the Company's Form 8-K filed on October 28, 2024 and incorporated herein by reference). |
| 4.8** | Description of the Company's common stock. |
| 10.1 | Patrick Industries, Inc. 2009 Omnibus Incentive Plan (filed as Appendix A to the Company's revised Definitive Proxy Statement on Schedule 14A filed on October 20, 2009 and incorporated herein by reference). |
| 10.2* | Form of Employment Agreement with Executive Officers (filed as Exhibit 10.2 to the Company's Form 10-K filed on March 30, 2010 and incorporated herein by reference). |

| Exhibit Number | Exhibits |
|---|---|
| 10.3** | Form of Executive Officer and Executive Vice President Time-Based Restricted Share and Performance Contingent Restricted Share Award Agreement. |
| 10.4** | Form of Time-Based Restricted Share Award Agreement. |
| 10.5** | Form of Time-Based Restricted Share and Performance Contingent Restricted Share Award Agreement. |
| 10.6** | Form of Independent Director Restricted Share Award Agreement. |
| 10.7** | Form of Stock Appreciation Rights Award Agreement. |
| 10.8** | Form of Non-Qualified Stock Option Agreement. |
| 10.9 | Fifth Amended and Restated Credit Agreement dated October 24, 2024 by and among the Company, the Guarantors, the lenders from time to time a party thereto and Wells Fargo Bank, National Association (filed as Exhibit 10.1 to the Company's Form 8-K filed on October 28, 2024 and incorporated herein by reference). |
| 10.10 | Base Convertible Bond Hedge Transaction Confirmation, dated as of December 7, 2021, by and between Patrick Industries, Inc. and Bank of America, N.A. (filed as Exhibit 10.1 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.11 | Base Convertible Bond Hedge Transaction Confirmation, dated as of December 7, 2021, by and between Patrick Industries, Inc. and Nomura Global Financial Products Inc. (filed as Exhibit 10.2 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.12 | Base Convertible Bond Hedge Transaction Confirmation, dated as of December 7, 2021, by and between Patrick Industries, Inc. and Wells Fargo Bank, National Association. (filed as Exhibit 10.3 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.13 | Base Issuer Warrant Transaction Confirmation, dated as of December 7, 2021, by and between Patrick Industries, Inc. and Bank of America, N.A. (filed as Exhibit 10.4 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.14 | Base Issuer Warrant Transaction Confirmation, dated as of December 7, 2021, by and between Patrick Industries, Inc. and Nomura Global Financial Products Inc. (filed as Exhibit 10.5 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.15 | Base Issuer Warrant Transaction Confirmation, dated as of December 7, 2021, by and between Patrick Industries, Inc. and Wells Fargo Bank, National Association. (filed as Exhibit 10.6 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.16 | Additional Convertible Bond Hedge Transaction Confirmation, dated as of December 9, 2021, by and between Patrick Industries, Inc. and Bank of America, N.A. (filed as Exhibit 10.7 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.17 | Additional Convertible Bond Hedge Transaction Confirmation, dated as of December 9, 2021, by and between Patrick Industries, Inc. and Nomura Global Financial Products Inc. (filed as Exhibit 10.8 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.18 | Additional Convertible Bond Hedge Transaction Confirmation, dated as of December 9, 2021, by and between Patrick Industries, Inc. and Wells Fargo Bank, National Association. (filed as Exhibit 10.9 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.19 | Additional Issuer Warrant Transaction Confirmation, dated as of December 9, 2021, by and between Patrick Industries, Inc. and Bank of America, N.A. (filed as Exhibit 10.10 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.20 | Additional Issuer Warrant Transaction Confirmation, dated as of December 9, 2021, by and between Patrick Industries, Inc. and Nomura Global Financial Products Inc. (filed as Exhibit 10.11 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |

| Exhibit Number | Exhibits |
|---|---|
| 10.21 | Additional Issuer Warrant Transaction Confirmation, dated as of December 9, 2021, by and between Patrick Industries, Inc. and Wells Fargo Bank, National Association. (filed as Exhibit 10.12 to the Company's Form 8-K filed on December 13, 2021 and incorporated herein by reference) |
| 10.22* | Employment Agreement with Executive Chairman of the Board of Directors. (filed as Exhibit 10.1 to the Company's Form 8-K filed on January 10, 2022 and incorporated herein by reference) |
| 10.23* | Employment Agreement, dated March 5, 2024, by and between Patrick Industries, Inc. and Andrew C. Roeder (filed as Exhibit 10.1 to the Company's Form 8-K filed on March 5, 2024 and incorporated herein by reference) |
| 10.24** | Confidential Separation and Release Agreement with President of Powersports and Housing. |
| 19.1* | Insider Trading Policy. (filed as Exhibit 19.1 to the Company's Form 10-K filed on February 20, 2025 and incorporated herein by reference). |
| 21** | Subsidiaries of the Registrant. |
| 23.1** | Consent of Deloitte & Touche LLP. |
| 31.1** | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Executive Officer. |
| 31.2** | Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 by Chief Financial Officer. |
| 32** | Certification pursuant to 18 U.S.C. Section 1350. |
| 97* | Incentive Compensation Recovery Policy. (filed as Exhibit 97 to the Company's Form 10-K filed on February 20, 2025 and incorporated herein by reference) |

**XBRL Exhibits.**

Interactive Data Files. The following materials are filed electronically with this Annual Report on Form 10-K:

| | |
|---|---|
| 101.INS | Inline XBRL Instance Document |
| 101.SCH | Inline XBRL Taxonomy Schema Document |
| 101.CAL | Inline XBRL Taxonomy Calculation Linkbase Document |
| 101.DEF | Inline XBRL Taxonomy Definition Linkbase Document |
| 101.LAB | Inline XBRL Taxonomy Label Linkbase Document |
| 101.PRE | Inline XBRL Taxonomy Presentation Linkbase Document |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document |

Attached as Exhibits 101 to this report are the following financial statements from the Company's Annual Report on Form 10-K for the year ended December 31, 2025 formatted in XBRL ("eXtensible Business Reporting Language"): (i) the Consolidated Balance Sheet; (ii) the Consolidated Statements of Income; (iii) the Consolidated Statements of Comprehensive Income; (iv) the Consolidated Statements of Shareholders' Equity; and (v) the Consolidated Statements of Cash Flows, and the related Notes to these financial statements in detail tagging format.

*Management contract or compensatory plan or arrangement.

**Filed herewith.

All other financial statement schedules are omitted because they are not applicable or the required information is immaterial or is shown in the Notes to Consolidated Financial Statements.

**ITEM 16. FORM 10-K SUMMARY**

None.

**SIGNATURES**

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

**PATRICK INDUSTRIES, INC.**

Date: February 19, 2026

By: /s/ Andy L. Nemeth
Andy L. Nemeth
Chief Executive Officer

Pursuant to the Requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|---|
| /s/ Andy L. Nemeth<br>Andy L. Nemeth | Chairman of the Board<br>Chief Executive Officer<br>(Principal Executive Officer) | February 19, 2026 |
| /s/ Andrew C. Roeder<br>Andrew C. Roeder | Executive Vice President - Finance,<br>Chief Financial Officer, and Treasurer<br>(Principal Financial Officer) | February 19, 2026 |
| /s/ Matthew S. Filer<br>Matthew S. Filer | Senior Vice President - Finance,<br>Chief Accounting Officer<br>(Principal Accounting Officer) | February 19, 2026 |
| /s/ Blake W. Augsburger<br>Blake W. Augsburger | Director | February 19, 2026 |
| /s/ Natalie A. Brown<br>Natalie A. Brown | Director | February 19, 2026 |
| /s/ Joseph M. Cerulli<br>Joseph M. Cerulli | Director | February 19, 2026 |
| /s/ Todd M. Cleveland<br>Todd M. Cleveland | Director | February 19, 2026 |
| /s/ John A. Forbes<br>John A. Forbes | Lead Independent Director | February 19, 2026 |
| /s/ Michael A. Kitson<br>Michael A. Kitson | Director | February 19, 2026 |
| /s/ Denis G. Suggs<br>Denis G. Suggs | Director | February 19, 2026 |
| /s/ M. Scott Welch<br>M. Scott Welch | Director | February 19, 2026 |

**PATRICK INDUSTRIES, INC.**

**Index to the Financial Statements**


| | |
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## Report of Independent Registered Public Accounting Firm

To the shareholders and the Board of Directors of Patrick Industries, Inc.

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

We have audited the accompanying consolidated balance sheets of Patrick Industries, Inc. and subsidiaries (the "Company") as of December 31, 2025 and December 31, 2024, the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows, for each of the three years in the period ended December 31, 2025, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

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

As described in the accompanying Management's Annual Report on Internal Control Over Financial Reporting, management excluded from its assessment the internal control over financial reporting at the operations of businesses acquired in 2025, which are described in Note 3, whose financial statements constitute approximately 1% of consolidated net sales for the year ended December 31, 2025 and approximately 2% of consolidated total assets as of December 31, 2025. Accordingly, our audit did not include the internal control over financial reporting at these businesses.

**Basis for Opinions**

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Reporting on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the

company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

**Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

**Goodwill–Fiberglass Reporting Unit–Refer to Notes 1 and 6 to the Financial Statements**

Critical Audit Matter Description

Impairment reviews of goodwill are performed at the reporting unit level. When estimating reporting unit fair value, the Company uses a combination of market and income-based methodologies. The market approach includes a comparison of the multiple of a reporting unit's carrying value to its earnings before interest, taxes, depreciation and amortization with the multiples of similar businesses or guideline companies whose securities are actively traded in the public markets. When calculating the present value of future cash flows under the income approach, the Company takes into consideration multiple variables, including forecasted sales volumes and operating income, current industry and economic conditions, and historical results. The income approach fair value estimate also includes estimates of long-term growth rates and discount rates that are commensurate with the risks and uncertainty inherent in the respective reporting units and internally-developed forecasts. Based on the results of the Company's analyses, the estimated fair value of the Fiberglass Reporting Unit was determined to exceed the carrying value for the year ended December 31, 2025 and so no impairment was recognized.

We identified the valuation of goodwill for the Fiberglass Reporting Unit as a critical audit matter due to the significant judgments made by management to estimate the fair value of the reporting unit and the difference between the fair value of the reporting unit and its carrying value. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, when performing audit procedures to evaluate the reasonableness of management’s sales and gross profit growth rates and the selection of the discount rate used in the income approach fair value estimate.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the sales and gross profit growth rates and discount rate used by management to estimate the fair value of the Fiberglass Reporting Unit included the following, among others:

- We tested the effectiveness of controls over management’s determination of the reporting unit’s fair value, including controls related to sales and gross profit growth rates and the discount rate.
- We evaluated the reasonableness of management’s sales and gross profit growth rates by comparing the forecasted amounts to (1) historical results, (2) internal communications to the Board of Directors, and (3) available external information concerning the Company, its end markets, and companies in its peer group.
- We evaluated management’s ability to accurately forecast sales and gross profit growth rates by comparing historical results to historical forecasts.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the discount rate, including testing the underlying source information and the mathematical accuracy of the calculations and developing a range of independent estimates and comparing the range to the discount rate selected by management.

/s/ Deloitte & Touche LLP

Chicago, Illinois

February 19, 2026

We have served as the Company's auditor since 2019.

**PATRICK INDUSTRIES, INC.**
**CONSOLIDATED STATEMENTS OF INCOME**

| *($ in thousands, except per share data)* | Year Ended December 31, 2025 | 2024 | 2023 |
|---|---|---|---|
| **Net sales** | $ 3,950,773 | $ 3,715,683 | $ 3,468,045 |
| Cost of goods sold | 3,037,913 | 2,879,793 | 2,685,812 |
| **Gross profit** | 912,860 | 835,890 | 782,233 |
| | | | |
| Operating expenses: | | | |
| Warehouse and delivery | 177,969 | 155,821 | 143,921 |
| Selling, general and administrative | 361,588 | 325,754 | 299,418 |
| Amortization of intangible assets | 97,314 | 96,275 | 78,694 |
| Total operating expenses | 636,871 | 577,850 | 522,033 |
| **Operating Income** | 275,989 | 258,040 | 260,200 |
| Interest expense, net | 74,507 | 79,470 | 68,942 |
| Other expenses | 24,420 | — | — |
| Income before income taxes | 177,062 | 178,570 | 191,258 |
| Income taxes | 42,006 | 40,169 | 48,361 |
| **Net income** | $ 135,056 | $ 138,401 | $ 142,897 |
| | | | |
| **Basic earnings per common share** | $ 4.16 | $ 4.25 | $ 4.43 |
| **Diluted earnings per common share** | $ 3.90 | $ 4.11 | $ 4.33 |
| | | | |
| Weighted average shares outstanding - Basic | 32,488 | 32,568 | 32,278 |
| Weighted average shares outstanding - Diluted | 34,637 | 33,699 | 33,038 |

See accompanying Notes to Consolidated Financial Statements.

**PATRICK INDUSTRIES, INC.**
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

| *($ in thousands)* | Year Ended December 31, 2025 | 2024 | 2023 |
|---|---|---|---|
| **Net income** | $ 135,056 | $ 138,401 | $ 142,897 |
| Other comprehensive income (loss), net of tax: | | | |
| Foreign currency translation gain (loss) | 50 | (40) | (75) |
| Other | — | 113 | (229) |
| Total other comprehensive income (loss) | 50 | 73 | (304) |
| **Comprehensive income** | $ 135,106 | $ 138,474 | $ 142,593 |

See accompanying Notes to Consolidated Financial Statements.

**PATRICK INDUSTRIES, INC.**
**CONSOLIDATED BALANCE SHEETS**

| *($ in thousands)* | December 31, 2025 | December 31, 2024 |
|---|---|---|
| **ASSETS** | | |
| Current Assets: | | |
| Cash and cash equivalents | $ 26,432 | $ 33,561 |
| Trade and other receivables, net | 185,405 | 178,206 |
| Inventories | 595,265 | 551,617 |
| Prepaid expenses and other | 66,020 | 59,233 |
| **Total current assets** | 873,122 | 822,617 |
| Property, plant and equipment, net | 408,502 | 384,903 |
| Operating lease right-of-use-assets | 199,087 | 200,697 |
| Goodwill | 840,101 | 797,236 |
| Intangible assets, net | 742,561 | 802,889 |
| Other non-current assets | 12,801 | 12,612 |
| **Total assets** | $ 3,076,174 | $ 3,020,954 |
| | | |
| **LIABILITIES AND SHAREHOLDERS' EQUITY** | | |
| Current Liabilities: | | |
| Current maturities of long-term debt | $ 6,250 | $ 6,250 |
| Current operating lease liabilities | 54,956 | 53,697 |
| Accounts payable | 192,448 | 187,915 |
| Accrued liabilities | 94,412 | 105,753 |
| Other current liabilities | 424 | — |
| **Total current liabilities** | 348,490 | 353,615 |
| Long-term debt, less current maturities, net | 1,282,821 | 1,311,684 |
| Long-term operating lease liabilities | 148,889 | 151,026 |
| Deferred tax liabilities, net | 96,875 | 61,346 |
| Other long-term liabilities | 14,802 | 14,917 |
| **Total liabilities** | 1,891,877 | 1,892,588 |
| | | |
| **Commitments and contingencies** | | |
| | | |
| **Shareholders' equity** | | |
| Preferred stock, no par value; authorized 1,000,000 shares; none issued or outstanding | — | — |
| Common stock, no par value, 60,000,000 shares authorized 33,224,772 and 33,567,048 issued and outstanding as of December 31, 2025 and 2024, respectively | 208,210 | 202,353 |
| Accumulated other comprehensive loss | (876) | (926) |
| Retained earnings | 976,963 | 926,939 |
| **Total shareholders' equity** | 1,184,297 | 1,128,366 |
| **Total liabilities and shareholders' equity** | $ 3,076,174 | $ 3,020,954 |

See accompanying Notes to Consolidated Financial Statements.

**PATRICK INDUSTRIES, INC.**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

| *($ in thousands)* | Year Ended December 31, 2025 | 2024 | 2023 |
|---|---|---|---|
| **Cash flows from operating activities** | | | |
| Net income | $ 135,056 | $ 138,401 | $ 142,897 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 170,212 | 166,545 | 144,543 |
| Amortization of deferred debt financing costs | 3,268 | 3,270 | 3,239 |
| Stock-based compensation expense | 19,066 | 16,775 | 19,429 |
| Deferred income taxes | 35,529 | (6,481) | (591) |
| Loss (gain) on sale of property, plant and equipment | 2,143 | (237) | 585 |
| Loss on extinguishment of debt | — | 2,549 | — |
| Other | (2,972) | 376 | (325) |
| Change in operating assets and liabilities, net of business acquisitions: | | | |
| Trade and other receivables, net | 1,808 | 10,847 | 8,923 |
| Inventories | (24,959) | (1,863) | 162,181 |
| Prepaid expenses and other assets | (8,761) | (7,609) | (3,931) |
| Accounts payable, accrued liabilities and other | (976) | 4,268 | (68,278) |
| Net cash provided by operating activities | 329,414 | 326,841 | 408,672 |
| **Cash flows from investing activities** | | | |
| Purchases of property, plant, and equipment | (82,921) | (75,682) | (58,987) |
| Proceeds from sale of property, plant, and equipment | 2,755 | 2,411 | 1,362 |
| Business acquisitions, net of cash acquired | (121,740) | (411,747) | (25,859) |
| Purchase of intangible assets and other investing activities | (4,580) | (27,831) | (3,061) |
| Net cash used in investing activities | (206,486) | (512,849) | (86,545) |
| **Cash flows from financing activities** | | | |
| Term debt borrowings | — | 125,000 | — |
| Term debt repayments | (6,250) | (130,938) | (7,500) |
| Borrowing on revolver | 744,426 | 1,320,385 | 488,440 |
| Repayments on revolver | (769,426) | (1,220,385) | (568,728) |
| Repayment of convertible notes | — | — | (172,500) |
| Proceeds from senior notes offering | — | 500,000 | — |
| Repayment of senior notes | — | (300,000) | — |
| Cash dividends paid to shareholders | (55,274) | (50,187) | (42,140) |
| Stock repurchases under buyback program | (31,969) | (4,661) | (18,808) |
| Taxes paid for share-based payment arrangements | (10,932) | (17,334) | (12,132) |
| Payment of deferred financing costs | — | (9,212) | — |
| Payment of contingent consideration from business acquisitions | (48) | (4,652) | (1,460) |
| Proceeds from exercise of common stock options | — | 21 | 1,413 |
| Other financing activities | (584) | 123 | (150) |
| Net cash (used in) provided by financing activities | (130,057) | 208,160 | (333,565) |
| Net (decrease) increase in cash and cash equivalents | (7,129) | 22,152 | (11,438) |
| Cash and cash equivalents at beginning of year | 33,561 | 11,409 | 22,847 |
| Cash and cash equivalents at end of year | $ 26,432 | $ 33,561 | $ 11,409 |

See accompanying Notes to Consolidated Financial Statements.

**PATRICK INDUSTRIES, INC.**
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

| *($ in thousands)* | Common Stock | Accumulated Other Comprehensive Income (Loss) | Retained Earnings | Total |
|---|---|---|---|---|
| **Balance at January 1, 2023** | $ 197,003 | $ (695) | $ 758,861 | $ 955,169 |
| Net income | — | — | 142,897 | 142,897 |
| Dividends declared | — | — | (42,327) | (42,327) |
| Other comprehensive loss, net of tax | — | (304) | — | (304) |
| Share repurchases under buyback program | (2,455) | — | (16,353) | (18,808) |
| Issuance of shares upon exercise of common stock options | 1,413 | — | — | 1,413 |
| Repurchase of shares for tax payments related to the vesting and exercise of share-based grants | (12,132) | — | — | (12,132) |
| Stock-based compensation expense | 19,429 | — | — | 19,429 |
| **Balance at December 31, 2023** | $ 203,258 | $ (999) | $ 843,078 | $ 1,045,337 |
| Net income | — | — | 138,401 | 138,401 |
| Dividends declared | — | — | (50,246) | (50,246) |
| Other comprehensive income, net of tax | — | 73 | — | 73 |
| Share repurchases under buyback program | (367) | — | (4,294) | (4,661) |
| Issuance of shares upon exercise of common stock options | 21 | — | — | 21 |
| Repurchase of shares for tax payments related to the vesting and exercising of share-based grants | (17,334) | — | — | (17,334) |
| Stock-based compensation expense | 16,775 | — | — | 16,775 |
| **Balance at December 31, 2024** | $ 202,353 | $ (926) | $ 926,939 | $ 1,128,366 |
| Net income | — | — | 135,056 | 135,056 |
| Dividends declared | — | — | (55,340) | (55,340) |
| Other comprehensive income, net of tax | — | 50 | — | 50 |
| Stock repurchases under buyback program | (2,277) | — | (29,692) | (31,969) |
| Issuance of shares upon exercise of common stock options | | — | — | — |
| Repurchase of shares for tax payments related to the vesting of share-based grants | (10,932) | — | — | (10,932) |
| Stock-based compensation expense | 19,066 | — | — | 19,066 |
| **Balance at December 31, 2025** | $ 208,210 | $ (876) | $ 976,963 | $ 1,184,297 |

See accompanying Notes to Consolidated Financial Statements.

**PATRICK INDUSTRIES, INC.**
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

## 1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

### Nature of Business

Patrick Industries, Inc. ("Patrick" or the "Company") operations consist of the manufacture and distribution of component products and materials for use primarily by the recreational vehicle ("RV"), marine, powersports, manufactured housing ("MH") and industrial markets for customers throughout the United States and Canada. As of December 31, 2025, the Company maintained approximately 191 manufacturing plants and 50 distribution facilities located in 25 states with a small presence in Mexico, China and Canada. Patrick operates in two business segments: Manufacturing and Distribution.

### Principles of Consolidation

The accompanying consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission and in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The consolidated financial statements include the accounts of Patrick and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

### Use of Estimates

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Estimates include the valuation of goodwill and indefinite-lived intangible assets, the allowance for credit losses, excess and obsolete inventories, the valuation of assets acquired and liabilities assumed in a business combination, the valuation of contingent consideration in a business combination, deferred tax asset valuation allowances, and certain accrued liabilities. Actual results could differ from the amounts reported.

### Revenue Recognition

The Company is a major manufacturer and distributor of component products and materials serving original equipment manufacturers and other customers in the RV, marine, powersports, MH, and industrial industries. Revenue is recognized when or as control of the promised goods transfers to the Company's customers in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. The Company's contracts typically consist of a single performance obligation to manufacture and provide the promised goods. To the extent a contract is deemed to have multiple performance obligations, the Company allocates the transaction price of the contract to each performance obligation using the standalone selling price of each distinct good in the contract. The transaction price for contracts may include reductions to the transaction price for estimated volume discounts and rebates and other customer incentives. There are no material instances in any period presented where variable consideration was constrained and not recorded at the initial time of sale.

Manufacturing segment revenue is recognized when control of the products transfers to the customer which is the point when the customer gains the ability to direct the use of and obtain substantially all the remaining benefits from the asset, which is generally upon delivery of goods, or upon shipment of goods in certain circumstances. In limited circumstances, where the products are customer specific with no alternative use to the Company, and the Company has a legally enforceable right to payment for performance to date with a reasonable margin, revenue is recognized over the contract term based on the cost-to-cost method. However, the financial impact of these contracts is immaterial considering the short production cycles and limited inventory days on hand.

Distribution segment revenue from product sales is recognized on a gross basis upon shipment or delivery of goods at which point control transfers to the customer. The Company acts as a principal in such arrangements because it controls the promised goods before delivery to the customer. The Company uses direct shipment arrangements with certain vendors and suppliers to deliver products to its customers without having to physically hold the inventory at its warehouses. The Company is the principal in the transaction and recognizes revenue for direct shipment arrangements on a gross basis. Our role as principal in our distribution sales is generally characterized by (i) customers entering into contracts with the Company, not the vendor; (ii) our obligation to pay the vendor irrespective of our ability to collect from the customer; (iii) our discretion in

determining the price of the good provided to the customer; (iv) our title to the goods before the customer receives or accept the goods; and (v) our responsibility for the quality and condition of goods delivered to the customer.

Sales and other taxes collected concurrent with revenue-producing activities are excluded from net sales.

The Company records freight billed to customers in net sales. The corresponding costs incurred for shipping and handling related to these customer-billed freight costs are accounted for as costs to fulfill the contract and are included in warehouse and delivery expenses.

The Company's contracts across each of its businesses typically do not result in situations where there is a time period greater than one year between performance under the contract and collection of the related consideration. The Company does not account for a significant financing component when the Company expects, at contract inception, that the period between the Company's transfer of a promised good or service to a customer and the customer's payment for that good or service will be one year or less.

The Company recognizes the incremental costs of obtaining contracts as an expense when incurred if the amortization period of the incurred costs that the Company otherwise would have capitalized is one year or less. These costs, representing primarily sales commissions, are included in selling, general and administrative expenses.

The Company does not disclose information about the transaction price being allocated to the remaining performance obligations at period end, as the Company does not have material contracts that have original expected durations of more than one year.

Contract liabilities, representing upfront payments from customers received prior to satisfying performance obligations, were immaterial in all periods presented and changes in contract liabilities were immaterial in all periods presented.

Contract assets, representing the Company's rights to consideration for work completed but not billed (generally in conjunction with contracts for which revenue is recognized over time), were immaterial in all periods presented.

**Costs and Expenses**

Cost of goods sold includes material costs, direct and indirect labor, depreciation, overhead expenses, inbound freight charges, inspection costs, internal transfer costs, receiving costs, and other costs.

Warehouse and delivery expenses include salaries and wages, building rent and insurance, and other overhead costs related to distribution operations and delivery costs related to the shipment of finished and distributed products to customers.

**Other Expenses**

During the year ended December 31, 2025, the Company recognized a legal settlement expense of $24.4 million, related to a motor-vehicle accident that resulted in two fatalities, within "Other expenses" in the Company's consolidated statements of income.

**Stock Based Compensation**

Compensation expense related to the fair value of restricted stock awards as of the grant date is calculated based on the Company's closing stock price on the date of grant. In addition, the Company estimates the fair value of all stock option and stock appreciation rights ("SARs") awards as of the grant date by applying the Black-Scholes option-pricing model. The use of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense, including the expected option term, dividend yield, risk-free interest rate and volatility of the Company's common stock. Expected volatilities take into consideration the historical volatility of the Company's common stock. The expected term of options and SARs represents the period of time that the options and SARs granted are expected to be outstanding based on historical Company trends. The risk free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for instruments of a similar term. New shares are issued upon exercise of options. Forfeitures of stock based compensation are recognized as incurred.

**Earnings Per Common Share**

Basic earnings per common share is computed by dividing net income by the weighted-average number of common shares outstanding. Diluted earnings per common share is computed by dividing net income available for diluted shares (calculated as net income plus the after-tax effect of interest on potentially dilutive convertible notes, where applicable) by the weighted-average number of common shares outstanding, plus the weighted-average impact of potentially dilutive convertible notes, plus the dilutive effect of stock options, SARs, and certain restricted stock awards (collectively, "Common Stock Equivalents"). The dilutive effect of Common Stock Equivalents is calculated under the treasury stock method using the average market price for the period. Common Stock Equivalents are not included in the computation of diluted earnings per common share if their effect would be anti-dilutive.

**Cash and Cash Equivalents**

The Company considers all highly liquid investments with a maturity of three months or less at the time of purchase to be cash equivalents. The Company held no cash equivalents as of December 31, 2025 and 2024, respectively.

**Trade and Other Receivables**

Trade receivables consist primarily of amounts due to the Company from its normal business activities. In assessing the carrying value of its trade receivables, the Company estimates the recoverability by making assumptions based on historical and forward-looking factors, such as historical and anticipated customer performance, current overall and industry-specific economic conditions, historical write-off and collection experience, the level of past-due amounts, and specific risks identified in the trade receivables portfolio. Other receivables consist of employee advances, insurance claims, amounts owed from vendors pertaining to importation costs, and other miscellaneous items.

| | As of December 31, | |
|---|---|---|
| *($ in thousands)* | **2025** | **2024** |
| Trade receivables | $ 171,736 | $ 149,146 |
| Other receivables | 16,509 | 32,768 |
| Allowance for credit losses | (2,840) | (3,708) |
| Total | $ 185,405 | $ 178,206 |

**Inventories**

Inventories are generally stated at the lower of cost (first-in, first-out method or, for certain inventories, average costing method) and net realizable value. Based on the inventory aging and other considerations for realizable value, the Company writes down the carrying value to net realizable value where appropriate. The Company reviews inventory on-hand and records provisions for excess and obsolete inventory based on current assessments of future demand, market conditions, and related management initiatives. The cost of manufactured inventories includes raw materials, inbound freight, labor and overhead. The Company's distribution inventories include the cost of materials purchased for resale and inbound freight.

**Prepaid Expenses and Other**

| | As of December 31, | |
|---|---|---|
| *($ in thousands)* | **2025** | **2024** |
| Vendor rebates receivable | $ 10,819 | $ 9,877 |
| Prepaid expenses | 25,932 | 31,543 |
| Vendor and other deposits | 15,080 | 14,503 |
| Prepaid income taxes | 14,189 | 3,310 |
| Total | $ 66,020 | $ 59,233 |

**Property, Plant and Equipment**

The costs of major improvements that materially extend the useful life of property are capitalized. Expenditures for repairs and maintenance are charged to expense as incurred. Depreciation is determined based on a straight-line method over the assets' estimated useful lives. Leasehold improvements are amortized over the lesser of their useful lives or the related lease term. Finance lease right-of-use assets are amortized over the shorter of the useful lives of the asset or lease term, or over an estimated useful life of the asset when the lease includes a purchase option that the Company is reasonably certain to exercise. Finance lease amortization is recognized within depreciation expense in the consolidated statements of income.

**Goodwill and Intangible Assets**

Goodwill and indefinite-lived intangible assets are not amortized but are subject to an annual impairment test based on their estimated fair value. The Company reviews goodwill and indefinite-lived intangible assets for impairment in the fourth quarter, or more frequently, if events or changes in circumstances indicate the assets might be impaired. The impairment test was performed on September 29, 2025.

In conducting its impairment testing, the Company estimates the fair value of our reporting units using both an income and market based approach and the fair value of our indefinite-lived intangible assets using an income based approach. The market approach includes a comparison of multiples of earnings before interest, taxes, depreciation and amortization for the reporting units to similar businesses or guideline companies whose securities are actively traded in public markets. The income approach calculates the present value of expected cash flows to determine the estimated fair value of our reporting units or indefinite-lived intangible assets. Additionally, the income approach requires us to estimate future cash flows, the timing of these cash flows, and a discount rate (based on a weighted average cost of capital), which represents the time value of money and the inherent risk and uncertainty of the future cash flows. Estimated royalty rates applied to projected revenues are based on comparable industry studies and consideration of operating margins. The assumptions we use to estimate future cash flows are consistent with the assumptions that our reporting units use for internal planning purposes. When calculating the present value of future cash flows under the income approach, we take into consideration multiple variables, including forecasted sales volumes and operating income, current industry and economic conditions, and historical results.

If we determine that the estimated fair value of each reporting unit or indefinite-lived intangible asset exceeds its carrying amount, the reporting unit's goodwill or indefinite-lived intangible asset is not impaired. Our fourth quarter 2025 goodwill impairment test concluded that the fair values of each of our reporting units exceeded their carrying values. Our 2025 indefinite-lived intangibles test also concluded that the fair values of these intangibles exceeded their respective carrying values.

**Long-Lived Assets**

When events or conditions warrant, the Company evaluates the recoverability of long-lived assets other than goodwill and indefinite-lived intangible assets, which includes property, plant and equipment, finite-lived intangible assets, and lease right-of-use assets, and considers whether these assets are impaired. The Company assesses the recoverability of these assets based upon several factors, including management's intention with respect to the assets and their projected future undiscounted cash flows. If projected undiscounted cash flows are less than the carrying amount of the assets, the Company adjusts the carrying amounts of such assets to their estimated fair value. A significant adverse change in the Company’s business climate in future periods could result in a significant loss of market share or the inability to achieve previously projected revenue growth and could lead to a required assessment of the recoverability of the Company’s long-lived assets, which may subsequently result in an impairment charge.

Finite-lived intangible assets are amortized on a straight-line basis over their useful lives, as detailed further in Note 6 "Goodwill and Intangible Assets".

**Income Taxes**

Income tax expense is calculated based on statutory tax rates of the federal, state, and international jurisdictions in which the Company operates and income earned or apportioned to each of these respective jurisdictions, as well as any additional tax planning available to the Company in these jurisdictions. Certain income and expenses are not reported in tax returns and financial statements in the same year. The tax effect of such temporary differences is reported as deferred income taxes.

Deferred taxes are provided on an asset and liability method whereby deferred taxes are recognized based on temporary differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that some portion or all of the deferred tax assets may not be realized.

The Company reports a liability, if any, for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

**Leases**

The Company determines whether an arrangement is a lease at inception. For leases where the Company is the lessee, a lease liability and a right-of-use asset are recognized for all leases, with the exception of short-term leases with terms of twelve months or less. The lease liability represents the lessee's obligation to make lease payments arising from a lease, and is measured as the present value of the lease payments. As the rate implicit in the lease is usually not known at lease commencement, the Company uses its incremental borrowing rate to discount the lease obligation. The Company uses its best judgment when determining the incremental borrowing rate, which is the rate of interest that the Company would have to pay to borrow on a collateralized basis over a similar term to the lease payments in a similar currency. The right-of-use asset represents the lessee's right to use a specified asset for the lease term, and is measured at the lease liability amount, adjusted for lease prepayment, lease incentives received and the Company's initial direct costs. Additionally, the Company has lease agreements containing lease and non-lease components which are accounted for as a single lease component. See Note 14 "Leases" for additional information.

**Major Customer Concentration**

The Company had two major customers that accounted for the following consolidated net sales for the years ended December 31, 2025, 2024 and 2023:

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Percentage of total net sales: | | | |
| Customer 1 | 14 % | 15 % | 15 % |
| Customer 2 | 14 % | 14 % | 14 % |

The Company had two major customers that accounted for the following trade receivables as of December 31, 2025 and 2024:

| | As of December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Percentage of trade receivables, net: | | |
| Customer 1 | 5 % | 6 % |
| Customer 2 | 8 % | 8 % |

**Recently Issued Accounting Pronouncements**

***Adoption of New Accounting Standards***

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-09, "*Income Taxes (Topic 740): Improvements to Income Tax Disclosures*". This ASU establishes new income tax disclosure requirements in addition to modifying and eliminating certain existing requirements. Under the new guidance, entities must consistently categorize and provide greater disaggregation of information in the rate reconciliation. They must also further disaggregate income taxes paid. The new standard is effective for fiscal years beginning after December 15, 2024, with retrospective application permitted. The Company adopted this ASU during the year ended December 31, 2025 and applied the requirements for the fiscal year ended December 31, 2025 on a prospective basis to all periods presented.

***Accounting Standards Not Yet Adopted***

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"*. This update eliminates the previous stage-

based capitalization model for internal-use software projects and instead requires capitalization once management has authorized and committed to funding the software project and it is probable that the project will be completed and the software will be used to perform the function intended. The update permits an entity to apply the new guidance using a prospective transition approach, modified transition approach or a retrospective transition approach. This ASU is effective for fiscal years beginning after December 15, 2027 and interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the effects that the adoption of ASU 2025-06 will have on the Company's consolidated financial statements.

In July 2025, the FASB issued ASU 2025-05, *"Financial Instruments—Credit Losses (Topic 326): Practical Expedient for Measuring Credit Losses on Current Accounts Receivable and Contract Assets"*. This update provides a practical expedient that allows entities to measure expected credit losses on current trade receivables and current contract assets by assuming that the current conditions as of the balance sheet date will persist for the life of those assets. An entity that elects the practical expedient should apply the amendments prospectively. This ASU is effective for fiscal years beginning after December 15, 2025 and interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the effects that the adoption of ASU 2025-05 will have on the Company's consolidated financial statements.

In January 2025, the FASB issued ASU 2025-01, *"Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date"*. This update revises the effective date of ASU 2024-03 to clarify that the guidance is to be adopted by all public entities for annual reporting periods beginning after December 15, 2026 and for interim periods within annual reporting periods beginning after December 15, 2027. The intent of this update is to prevent non-calendar year-end entities from concluding that the initial adoption is required to be in an interim reporting period, rather than an annual reporting period.

In November 2024, the FASB issued ASU 2024-04, *"Debt - Debt with Conversion and Other Options (Subtopic 470-20): Induced Conversions of Convertible Debt Instruments"*. The amendments in this update are intended to clarify disclosure requirements for determining whether certain settlements of convertible debt instruments should be accounted for as induced conversions rather than as debt extinguishments. This ASU is effective for annual periods beginning after December 15, 2025, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the effects that the adoption of ASU 2024-04 will have on the Company's consolidated financial statements.

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 amendments in this update require public business entities to disclose, on an annual and interim basis, disaggregated information about certain income statement expense line items in the notes to the financial statements. Public business entities are required to apply the guidance prospectively or retrospectively. This ASU is effective for fiscal years beginning after December 15, 2026 and interim periods within fiscal years beginning after December 15, 2027. Early adoption is permitted. The Company is currently evaluating the effects that the adoption of ASU 2024-03 will have on the Company's consolidated financial statements.

## 2. REVENUE RECOGNITION

In the following table, revenue from contracts with customers, net of all intercompany sales, is disaggregated by market type and by reportable segment as follows:

| | Year Ended December 31, 2025 | | |
|---|---|---|---|
| *($ in thousands)* | **Manufacturing** | **Distribution** | **Total** |
| Market type: | | | |
| Recreational Vehicle | $ 1,246,117 | $ 529,971 | $ 1,776,088 |
| Marine | 566,829 | 39,585 | 606,414 |
| Powersports | 367,727 | 16,404 | 384,131 |
| Manufactured Housing | 298,887 | 382,599 | 681,486 |
| Industrial | 463,204 | 39,450 | 502,654 |
| Total | $ 2,942,764 | $ 1,008,009 | $ 3,950,773 |

| ($ in thousands) | Year Ended December 31, 2024 | | |
|---|---|---|---|
| | Manufacturing | Distribution | Total |
| Market type: | | | |
| Recreational Vehicle | $ 1,121,128 | $ 504,083 | $ 1,625,211 |
| Marine | 530,828 | 39,896 | 570,724 |
| Powersports | 338,904 | 13,329 | 352,233 |
| Manufactured Housing | 300,689 | 381,401 | 682,090 |
| Industrial | 449,685 | 35,740 | 485,425 |
| Total | $ 2,741,234 | $ 974,449 | $ 3,715,683 |

| ($ in thousands) | Year Ended December 31, 2023 | | |
|---|---|---|---|
| | Manufacturing | Distribution | Total |
| Market type: | | | |
| Recreational Vehicle | $ 1,018,003 | $ 485,339 | $ 1,503,342 |
| Marine | 743,826 | 38,749 | 782,575 |
| Powersports | 109,362 | 12,592 | 121,954 |
| Manufactured Housing | 258,551 | 309,659 | 568,210 |
| Industrial | 457,041 | 34,923 | 491,964 |
| Total | $ 2,586,783 | $ 881,262 | $ 3,468,045 |

## 3. ACQUISITIONS

Business combinations generally take place to strengthen Patrick's positions in existing markets and increase its market share and per unit content, expand into additional markets, or gain key technology. Acquisitions meeting the definition of a business combination are accounted for under the acquisition method of accounting. For each acquisition, the excess of the purchase consideration over the fair value of the net assets acquired is recorded as goodwill, which generally represents the combined value of the Company's existing purchasing, manufacturing, sales, and systems resources with the organizational talent and expertise of the acquired companies' respective management teams to maximize efficiencies, market share growth and net income.

During the years ended December 31, 2025, 2024 and 2023, the Company completed the acquisitions described below that qualify as business combinations. The acquisitions were funded through cash on hand or borrowings under the Company's credit facility in existence at the time of acquisition. For each of the acquisitions discussed, we either acquired the assets and assumed the liabilities of the business, or acquired 100% of the equity interests. Assets acquired and liabilities assumed in the individual acquisitions were recorded on the Company's consolidated balance sheet at their estimated fair values as of the respective dates of acquisition. For each acquisition, the Company completes its allocation of the purchase price to the fair value of acquired assets and liabilities within a one-year measurement period. For those acquisitions where the purchase price allocation is provisional, which includes certain acquisitions completed in 2025, the Company is still in the process of finalizing the fair values of acquired intangible assets and fixed assets.

For the years ended December 31, 2025, 2024 and 2023, revenue of approximately $44.0 million, $295.7 million and $17.7 million, respectively, was included in the Company's consolidated statements of income pertaining to the businesses acquired in each such respective year.

For the years ended December 31, 2025, 2024 and 2023, operating income of approximately $1.3 million, $47.2 million and $1.0 million, respectively, was included in the Company's consolidated statements of income pertaining to the businesses acquired in each such respective year.

Acquisition-related costs associated with the businesses acquired in 2024 were $5.0 million. Acquisition-related costs associated with the businesses acquired in 2025 and 2023 were immaterial in each respective year.

*Contingent Consideration*

In connection with certain acquisitions, the Company is required to pay additional cash consideration to the sellers if certain financial results of the acquired businesses are achieved. The Company records a liability for the estimated fair value of the contingent consideration related to each of these acquisitions as part of the initial purchase price based on the present value of the expected future cash flows and the probability of future payments at the date of acquisition.

The following table provides a reconciliation of the beginning and ending aggregate fair values of the contingent consideration:

| | Year Ended December 31, | |
|---|---|---|
| *($ in thousands)* | **2025** | **2024** |
| **Balance at January 1** | $ 3,608 | $ 8,510 |
| Additions | 3,200 | 2,030 |
| Fair value adjustments | (4,298) | (1,900) |
| Settlements | (65) | (5,032) |
| **Balance at December 31** | $ 2,445 | $ 3,608 |

The following table shows the balance sheet location of the fair value of contingent consideration and the maximum amount of contingent consideration payments the Company may be subject to:

| | As of December 31, | |
|---|---|---|
| *($ in thousands)* | **2025** | **2024** |
| Accrued liabilities | $ 1,383 | $ 1,665 |
| Other long-term liabilities | 1,062 | 1,943 |
| Total fair value of contingent consideration | $ 2,445 | $ 3,608 |
| Maximum amount of contingent consideration | $ 9,343 | $ 8,618 |

**2025 Acquisitions**

The Company completed five acquisitions in the year ended December 31, 2025 (collectively, the "2025 Acquisitions"). Total cash consideration for the 2025 Acquisitions was approximately $117.4 million, plus a working capital holdback and contingent consideration over a two-year period based on future performance in connection with three acquisitions. As the Company finalizes the fair value of the acquired assets and assumed liabilities, additional purchase price adjustments may be recorded during the measurement period. Changes to preliminary purchase accounting estimates recorded during the year ended December 31, 2025 related to the 2025 Acquisitions were immaterial.

**2024 Acquisitions**

The Company completed seven acquisitions in the year ended December 31, 2024, including the following previously announced acquisitions (collectively, the "2024 Acquisitions"):

| Company | Segment | Description |
|---|---|---|
| Sportech, LLC ("Sportech") | Manufacturing | Leading designer and manufacturer of high-value, complex component solutions sold to powersports original equipment manufacturers ("OEMs"), adjacent market OEMs and the aftermarket, including integrated door systems, roofs, canopies, bumpers, windshields, fender flares and cowls, based in Elk River, Minnesota, acquired in January 2024. |
| ICON Direct LLC doing business as RecPro ("RecPro") | Distribution | Leading e-commerce business and aftermarket platform specializing in creating and marketing component products, systems, and solutions for the RV and marine end markets, based in Bristol, Indiana, acquired in September 2024 |

Inclusive of five acquisitions not discussed above, total cash consideration for the 2024 Acquisitions was approximately $416.1 million, plus working capital holdbacks and contingent consideration over a three-year period based on future performance in connection with certain acquisitions. Purchase price allocations and all valuation activities in connection with the 2024 Acquisitions have been finalized. Changes to preliminary purchase accounting estimates recorded during the year ended December 31, 2025 related to the 2024 Acquisitions were immaterial.

**2023 Acquisitions**

The Company completed three acquisitions in the year ended December 31, 2023, including the following previously announced acquisition (collectively, the "2023 Acquisitions"):

| Company | Segment | Description |
|---|---|---|
| BTI Transport | Distribution | Provider of transportation and logistics services to marine original equipment manufacturers ("OEMs") and dealers, based in Elkhart, Indiana, acquired in April 2023. The acquired business operates under the Patrick Marine Transport brand. |

Inclusive of two acquisitions not discussed above, total cash consideration for the 2023 Acquisitions was approximately $26.3 million, plus contingent consideration over a two-year period based on future performance in connection with certain acquisitions. Purchase price allocations and all valuation activities in connection with the 2023 Acquisitions have been finalized.

***Pro Forma Information (Unaudited)***

The following pro forma information assumes the 2025 Acquisitions and 2024 Acquisitions occurred as of the beginning of the year immediately preceding each such acquisition. The pro forma information contains the actual operating results of each of the 2025 Acquisitions and 2024 Acquisitions, combined with the results prior to their respective acquisition dates, adjusted to reflect the pro forma impact of the acquisitions occurring as of the beginning of the year immediately preceding each such acquisition.

The pro forma information includes financing and interest expense charges based on the actual incremental borrowings incurred in connection with each transaction as if it occurred as of the beginning of the year immediately preceding each such acquisition.

In addition, the pro forma information includes incremental amortization expense, net of tax related to intangible assets acquired of $0.6 million and $4.4 million for the years ended December 31, 2025 and 2024, respectively, in connection with the acquisitions as if they occurred as of the beginning of the year immediately preceding each such acquisition.

| | Year Ended December 31, | |
|---|---|---|
| *($ in thousands, except per share data)* | **2025** | **2024** |
| Net sales | $ 3,965,813 | $ 3,875,437 |
| Net income | $ 136,533 | $ 142,552 |
| Basic earnings per common share | $ 4.20 | $ 4.38 |
| Diluted earnings per common share | $ 3.94 | $ 4.23 |

The pro forma information is presented for informational purposes only and is not necessarily indicative of the results of operations that actually would have been achieved had the acquisitions been consummated as of that time, nor is it intended to be a projection of future results.

The following table summarizes the fair values of the assets acquired and liabilities assumed as of the date of the acquisition for 2025, 2024, and 2023 Acquisitions:

| *($ in thousands)* | 2025 Acquisitions | 2024 Acquisitions | | | 2023 Acquisitions |
|---|---|---|---|---|---|
| | | Sportech | All Others | Total | |
| Consideration: | | | | | |
| Cash, net of cash acquired | $ 117,387 | $ 319,073 | $ 96,998 | $ 416,071 | $ 26,294 |
| Working capital holdback and other, net | 596 | — | — | — | — |
| Contingent consideration | 2,102 | — | 2,030 | 2,030 | 1,600 |
| Total consideration | $ 120,085 | $ 319,073 | $ 99,028 | $ 418,101 | $ 27,894 |
| | | | | | |
| Assets Acquired: | | | | | |
| Trade receivables | $ 9,009 | $ 21,587 | $ 2,256 | $ 23,843 | $ 1,293 |
| Inventories | 18,689 | 20,611 | 19,011 | 39,622 | 4,430 |
| Prepaid expenses & other | 455 | 1,719 | 3,495 | 5,214 | 105 |
| Property, plant & equipment | 24,967 | 18,766 | 6,997 | 25,763 | 8,165 |
| Operating lease right-of-use assets | — | 15,096 | 1,283 | 16,379 | 1,044 |
| Identifiable intangible assets: | | | | | |
| Customer relationships | 20,790 | 152,000 | 17,560 | 169,560 | 10,075 |
| Non-compete agreements | 1,600 | 2,000 | 2,375 | 4,375 | 270 |
| Patents | 5,230 | 17,500 | 600 | 18,100 | — |
| Trademarks | 5,350 | 20,500 | 8,000 | 28,500 | — |
| Liabilities Assumed: | | | | | |
| Current portion of operating lease obligations | — | (1,437) | (586) | (2,023) | (262) |
| Accounts payable & accrued liabilities | (7,680) | (32,398) | (4,312) | (36,710) | (514) |
| Operating lease obligations | — | (13,658) | (699) | (14,357) | (781) |
| Deferred tax liabilities | — | (21,288) | — | (21,288) | — |
| Total fair value of net assets acquired | 78,410 | 200,998 | 55,980 | 256,978 | 23,825 |
| Goodwill [1] | 41,675 | 118,075 | 43,048 | 161,123 | 5,814 |
| Bargain purchase gain | — | — | — | — | (1,745) |
| | $ 120,085 | $ 319,073 | $ 99,028 | $ 418,101 | $ 27,894 |

(1) Goodwill is tax-deductible for the 2025 Acquisitions and 2024 Acquisitions, except for Sportech which is only partially tax-deductible, and for the 2023 Acquisitions.

We estimate the value of acquired property, plant, and equipment using a combination of the income, cost, and market approaches, such as estimates of future income growth, capitalization rates, discount rates, and capital expenditure needs of the acquired businesses.

We estimate the value of customer relationships using the multi-period excess earnings method, which is a variation of the income approach, calculating the present value of incremental after-tax cash flows attributable to the asset. Non-compete agreements are valued using a discounted cash flow approach, which is a variation of the income approach, with and without the individual counterparties to the non-compete agreements. Trademarks and patents are valued using the relief-from-royalty method, which applies an estimated royalty rate to forecasted future cash flows, discounted to present value.

The estimated useful life for customer relationships is 10 years. The estimated useful life for non-compete agreements is 5 years. The weighted average estimated useful life for patents is 13 years, ranging from 10 to 18 years. Trademarks have an indefinite useful life.

## 4. INVENTORIES

Inventories consisted of the following:

| | As of December 31, | |
|---|---|---|
| *($ in thousands)* | **2025** | **2024** |
| Raw materials | $ 315,508 | $ 292,730 |
| Work in process | 19,586 | 18,157 |
| Finished goods | 128,766 | 103,318 |
| Less: reserve for inventory excess and obsolescence | (14,754) | (16,456) |
| Total manufactured goods, net | 449,106 | 397,749 |
| Materials purchased for resale (distribution products) | 154,319 | 161,492 |
| Less: reserve for inventory excess and obsolescence | (8,160) | (7,624) |
| Total materials purchased for resale (distribution products), net | 146,159 | 153,868 |
| Total inventories | $ 595,265 | $ 551,617 |

## 5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment, net consisted of the following**:**

| | Estimated Useful Lives (years) | As of December 31, | |
|---|---|---|---|
| *($ in thousands)* | | **2025** | **2024** |
| Land and improvements | | $ 25,897 | $ 26,512 |
| Building and improvements | 30 | 85,710 | 85,629 |
| Machinery and equipment | 3-7 | 604,140 | 545,791 |
| Capitalized software | 3 | 38,054 | 20,159 |
| Transportation equipment | 5 | 26,719 | 24,788 |
| Leasehold improvements | | 44,811 | 41,378 |
| Property, plant and equipment, gross | | 825,331 | 744,257 |
| Less: accumulated depreciation | | (416,829) | (359,354) |
| Property, plant and equipment, net | | $ 408,502 | $ 384,903 |

The net book value of property, plant and equipment includes finance lease right-of-use assets, net of $2.0 million and zero as of December 31, 2025 and 2024, respectively.

Total depreciation expense for property, plant and equipment for the years ended December 31, 2025, 2024, and 2023 was $72.9 million, $70.2 million, and $65.8 million, respectively.

Accrued capital expenditures were approximately $1.3 million, $7.3 million, and $2.1 million for the years ended December 31, 2025, 2024, and 2023, respectively.

## 6. GOODWILL AND INTANGIBLE ASSETS

Changes in the carrying amount of goodwill for the years ended December 31, 2025 and 2024 by segment are as follows:

| *($ in thousands)* | Manufacturing | Distribution | Total |
|---|---|---|---|
| **Balance at January 1, 2024** | $ 560,370 | $ 77,023 | $ 637,393 |
| Acquisitions | 119,859 | 40,074 | 159,933 |
| Adjustment to prior year preliminary purchase price allocation | 17 | (107) | (90) |
| **Balance at December 31, 2024** | $ 680,246 | $ 116,990 | $ 797,236 |
| Acquisitions | 41,675 | — | 41,675 |
| Adjustment to prior year preliminary purchase price allocation | 109 | 1,081 | 1,190 |
| **Balance at December 31, 2025** | $ 722,030 | $ 118,071 | $ 840,101 |

As of December 31, 2025 and 2024, accumulated impairment of goodwill in the Manufacturing segment was $27.4 million.

Intangible assets, net consisted of the following:

| *($ in thousands)* | Estimated Useful Lives (years) | As of December 31, 2025 | As of December 31, 2024 |
|---|---|---|---|
| Customer relationships | 10 | $ 949,448 | $ 924,720 |
| Non-compete agreements | 5 | 27,376 | 25,776 |
| Patents | 1-20 | 94,949 | 89,641 |
| Trademarks | | 230,877 | 225,527 |
| Intangible assets, gross | | 1,302,650 | 1,265,664 |
| Less: accumulated amortization: | | | |
| Customer relationships | | (506,656) | (419,358) |
| Non-compete agreements | | (22,204) | (20,065) |
| Patents | | (31,229) | (23,352) |
| Intangible assets, net | | $ 742,561 | $ 802,889 |

Changes in the carrying value of intangible assets for the years ended December 31, 2025 and 2024 by segment are as follows:

| *($ in thousands)* | Manufacturing | Distribution | Total |
|---|---|---|---|
| **Balance at January 1, 2024** | $ 553,703 | $ 97,450 | $ 651,153 |
| Additions [1] | 199,966 | 48,400 | 248,366 |
| Amortization | (82,538) | (13,737) | (96,275) |
| Adjustment to prior year preliminary purchase price allocation | — | (355) | (355) |
| **Balance at December 31, 2024** | $ 671,131 | $ 131,758 | $ 802,889 |
| Additions [1] | 35,248 | 500 | 35,748 |
| Amortization | (82,166) | (15,148) | (97,314) |
| Adjustment to prior year preliminary purchase price allocation | — | 1,238 | 1,238 |
| **Balance at December 31, 2025** | $ 624,213 | $ 118,348 | $ 742,561 |

(1) Includes intangible assets acquired that did not meet the definition of a business combination of $2.8 million and $27.8 million for the years ended December 31, 2025 and 2024, respectively.

Estimated amortization expense for the years ending December 31, 2026 through 2030 is presented below:

| *($ in thousands)* | |
|---|---|
| 2026 | $ 93,206 |
| 2027 | $ 86,523 |
| 2028 | $ 74,018 |
| 2029 | $ 69,129 |
| 2030 | $ 64,680 |

## 7. DEBT

The following table presents a summary of total debt outstanding:

| | As of December 31, | |
|---|---|---|
| *($ in thousands)* | **2025** | **2024** |
| Long-term debt: | | |
| Term loan due 2029 | $ 117,188 | $ 123,438 |
| Revolver due 2029 | 75,000 | 100,000 |
| 1.75% convertible notes due 2028 | 258,701 | 258,750 |
| 4.75% senior notes due 2029 | 350,000 | 350,000 |
| 6.375% senior notes due 2032 | 500,000 | 500,000 |
| Total debt | 1,300,889 | 1,332,188 |
| Less: convertible notes debt discount, net | (2,915) | (3,915) |
| Less: term loan deferred financing costs, net | (430) | (543) |
| Less: senior notes deferred financing costs, net | (8,473) | (9,796) |
| Less: current maturities of long-term debt | (6,250) | (6,250) |
| Total long-term debt, less current maturities, net | $ 1,282,821 | $ 1,311,684 |

### 2024 Credit Facility

On October 24, 2024, the Company entered into the Fifth Amended and Restated Credit Agreement (the “2024 Credit Agreement”), totaling $ 1.0 billion with a maturity date of October 24, 2029. The credit facility under the 2024 Credit Agreement (the "2024 Credit Facility") is comprised of an $875.0 million revolving credit facility (the "Revolver due 2029") and a $125.0 million term loan (the "Term Loan due 2029"). Pursuant to the terms of the 2024 Credit Agreement, the interest rate for borrowings under the Revolver due 2029 and the Term Loan due 2029 is either the Prime Rate or SOFR plus a margin, which ranges from 0.00% to 0.75% for Prime Rate loans and from 1.00% to 1.75% for SOFR loans depending on the Company’s consolidated total leverage ratio. The interest rate for incremental borrowings as of December 31, 2025 was SOFR plus 1.75% (or 5.67%) for the SOFR-based option. The Company is required to pay fees on committed but unused portions of the Revolver due 2029, which range from 0.15% to 0.225%. The fee payable on committed but unused portions of the Revolver due 2029 was 0.225% as of December 31, 2025. The Term Loan due 2029 requires quarterly installments of $1,562,500 payable on the last business day of each March, June, September and December.

Borrowings under the 2024 Credit Facility are secured by substantially all personal property assets of the Company and any domestic subsidiary guarantors.

The 2024 Credit Agreement, includes a covenant requiring the Company to have a consolidated interest coverage ratio (the ratio of Consolidated EBITDA to Consolidated Interest Expense, as defined in the 2024 Credit Agreement) of not less than 3.0 to 1.0 tested on a quarterly basis. In addition, the 2024 Credit Agreement has a covenant requiring the Company to have a maximum consolidated secured net leverage ratio of 2.75 to 1.00 (increasing to 3.25 to 1.00 in certain circumstances).

**6.375% Senior Notes due 2032**

On October 22, 2024, the Company issued $500.0 million aggregate principal amount of 6.375% Senior Notes due 2032 (the "6.375% Senior Notes") in a transaction pursuant to Rule 144A under the Securities Act. The 6.375% Senior Notes will mature on November 1, 2032. Interest on the 6.375% Senior Notes is payable semi-annually in cash in arrears on May 1 and November 1 of each year, beginning on May 1, 2025. The effective interest rate on the 6.375% Senior Notes, which includes debt issuance costs, is approximately 6.60%. In connection with the issuance of the 6.375% Senior Notes, the Company incurred and capitalized as a reduction of the principal amount of the 6.375% Senior Notes approximately $6.9 million in deferred financing costs which are being amortized using the effective interest rate over the term of the 6.375% Senior Notes.

The 6.375% Senior Notes are senior unsecured indebtedness of the Company and are guaranteed by each of the Company's subsidiaries that guarantee the obligations of the Company under the 2024 Credit Facility. If the Company experiences specific kinds of changes of control, the Company must offer to repurchase all of the 6.375% Senior Notes (unless otherwise redeemed) at a price equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest. The Company may redeem the 6.375% Senior Notes, in whole or in part, at any time (a) prior to November 1, 2027, at a price equal to 100% of the principal amount thereof, plus the applicable premium described in the associated indenture and accrued and unpaid interest and (b) on or after November 1, 2027 at specified redemption prices set forth in the indenture, plus accrued and unpaid interest. In addition, prior to November 1, 2027, the Company may redeem, in one or more transactions, up to an aggregate of 40% of the original principal amount of the 6.375% Senior Notes at a redemption price equal to 106.375% of the principal amount thereof, plus accrued and unpaid interest, with the net cash proceeds of one or more equity offerings.

**1.75% Convertible Senior Notes due 2028**

In December 2021, the Company issued $258.75 million aggregate principal amount of 1.75% Convertible Senior Notes due 2028 (the "1.75% Convertible Notes"). The total debt discount of $56.1 million at issuance consisted of two components: (i) the conversion option component, recorded to shareholders' equity, in the amount of $48.8 million, representing the difference between the principal amount of the 1.75% Convertible Notes upon issuance less the present value of the future cash flows of the 1.75% Convertible Notes using a borrowing rate for a similar non-convertible debt instrument and (ii) debt issuance costs of $7.3 million. The conversion option component of the 1.75% Convertible Notes was valued using Level 2 inputs under the fair value hierarchy. The unamortized portion of the total debt discount is being amortized to interest expense over the life of the 1.75% Convertible Notes. The effective interest rate on the 1.75% Convertible Notes, which includes the non-cash interest expense of debt discount amortization and debt issuance costs, was 2.14% as of December 31, 2025.

The net proceeds from the issuance of the 1.75% Convertible Notes were approximately $249.7 million, after deducting the initial purchasers' discounts and commissions and offering expenses payable by the Company, but before deducting the net cost of the 1.75% Convertible Note Hedge Transactions and the 1.75% Convertible Note Warrant Transactions (each as defined herein) described in Note 9 "Derivative Financial Instruments". The 1.75% Convertible Notes are senior unsecured obligations of the Company and pay interest semi-annually in arrears on June 1 and December 1 of each year at an annual rate of 1.75%. The 1.75% Convertible Notes will mature on December 1, 2028 unless earlier repurchased or converted in accordance with their terms. Prior to June 1, 2028, the 1.75% Convertible Notes may be converted at the option of the holders only upon the occurrence of specified events and during certain periods, and thereafter until the close of business on the second scheduled trading day immediately preceding the maturity date. The Company will satisfy any conversion by paying cash up to the aggregate principal amount of the 1.75% Convertible Notes to be converted and by paying or delivering, as the case may be, cash, shares of the Company's common stock, or a combination of cash and shares of the Company's common stock, at its election, in respect of the remainder, if any, of its conversion obligation in excess of the aggregate principal amount of the 1.75% Convertible Notes being converted. The initial conversion rate for the 1.75% Convertible Notes is 14.9831 shares of the Company's common stock per $1,000 principal amount of the 1.75% Convertible Notes (or 3,876,867 shares in the aggregate) and is equal to an initial conversion price of approximately $66.74 per share. If an event of default on the 1.75% Convertible Notes occurs, the principal amount of the 1.75% Convertible Notes, plus accrued and unpaid interest (including additional interest, if any) may be declared immediately due and payable, subject to certain conditions.

The 1.75% Convertible Notes are guaranteed by each of the Company's subsidiaries that guarantee the obligations of the Company under the 2024 Credit Facility. 1.75% Convertible Notes holders may convert their Convertible Notes on or after June 28, 2028 at any time at their option. Holders may convert 1.75% Convertible Notes prior to June 28, 2028, only under the following circumstances: (i) during any calendar quarter, if the last reported sale price of the Company's common stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day, (ii) during the five business day period after any five consecutive trading day period in which the trading price per $1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our common stock and the conversion rate on each such trading day and (iii) upon the occurrence of certain specified distributions or corporate events.

As of December 31, 2025, the conditional conversion feature of the 1.75% Convertible Notes related to the price of our common stock equaling or exceeding 130% of the conversion price was triggered. As a result, the 1.75% Convertible Notes are convertible, in whole or in part, at the option of the holders from January 1, 2026 to March 31, 2026. The 1.75% Convertible Notes were also convertible in each calendar quarter beginning with the quarter ended December 31, 2024 based on satisfying this condition in the prior calendar quarter. Whether the 1.75% Convertible Notes will be convertible in subsequent periods will depend on the continued satisfaction of this condition or another conversion condition in the future. The 1.75% Convertible Notes converted during the period from January 1, 2025 to December 31, 2025 were immaterial. No 1.75% Convertible Notes were converted during the period from October 1, 2024 to December 31, 2024. The Company has the intent and ability to utilize available borrowing capacity under the Revolver due 2029 to satisfy any cash conversion obligations that it may have, should holders choose to exercise their conversion rights during the period noted above.

**4.75% Senior Notes due 2029**

In April 2021, the Company issued $350.0 million aggregate principal amount of 4.75% Senior Notes due 2029 (the "4.75% Senior Notes"). The 4.75% Senior Notes will mature on May 1, 2029. Interest on the 4.75% Senior Notes started accruing April 20, 2021 and is payable semi-annually in cash in arrears May 1 and November 1 of each year, beginning on November 1, 2021. The effective interest rate on the 4.75% Senior Notes, which includes debt issuance costs, is approximately 4.97%. In connection with the issuance of the 4.75% Senior Notes, the Company incurred and capitalized as a reduction of the principal amount of the 4.75% Senior Notes approximately $5.1 million in deferred financing costs which are being amortized using the effective interest rate over the term of the 4.75% Senior Notes.

The 4.75% Senior Notes are senior unsecured indebtedness of the Company and are guaranteed by each of the Company's subsidiaries that guarantee the obligations of the Company under the 2024 Credit Facility. If the Company experiences specific kinds of changes of control, the Company must offer to repurchase all of the 4.75% Senior Notes (unless otherwise redeemed) at a price equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest. The Company may redeem the 4.75% Senior Notes, in whole or in part, at any time at specified redemption prices set forth in the indenture, plus accrued and unpaid interest.

**Debt Maturities**

As of December 31, 2025, the aggregate maturities of total long-term debt for the next five fiscal years and thereafter are as follows ($ in thousands):

| | | |
|---|---|---|
| 2026 | $ | 6,250 |
| 2027 | | 6,250 |
| 2028 | | 264,951 |
| 2029 | | 523,438 |
| 2030 | | — |
| Thereafter | | 500,000 |
| Total | $ | 1,300,889 |

Letters of credit totaling $8.5 million and $5.0 million were outstanding as of December 31, 2025 and 2024, respectively, that exist to meet credit requirements for the Company's insurance providers.

Cash paid for interest for the years ended December 31, 2025, 2024 and 2023 was $71.4 million, $75.9 million and $66.3 million, respectively.

## 8. FAIR VALUE AND FINANCIAL INSTRUMENTS

The Company accounts for certain assets and liabilities at fair value. The fair values are separated into three broad levels (Levels 1, 2 and 3) based on the assessment of the availability of observable market data and the significance of non-observable data used to determine fair value. Each fair value measurement must be assigned to a level corresponding to the lowest level input that is significant to the fair value measurement in its entirety. The three levels are as follows:

- Level 1 inputs, which are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- Level 2 inputs, which are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. If the asset or liability has a specified (contractual) term, a Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 inputs, which are unobservable inputs for the asset or liability. These unobservable inputs reflect the entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability, and are developed based on the best information available in the circumstances (which might include the reporting entity's own data).

The following table presents fair values of certain assets and liabilities as of December 31, 2025 and December 31, 2024:

| | As of December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2025 | | | 2024 | | |
| *($ in millions)* | Level 1 | Level 2 | Level 3 | Level 1 | Level 2 | Level 3 |
| 1.75% convertible notes due 2028 (1) | $ — | $ 442.4 | $ — | $ — | $ 351.3 | $ — |
| 4.75% senior notes due 2029 (1) | $ — | $ 347.1 | $ — | $ — | $ 330.3 | $ — |
| 6.375% senior notes due 2032 (1) | $ — | $ 514.1 | $ — | $ — | $ 485.0 | $ — |
| Term loan due 2029 (1) (2) | $ — | $ 117.2 | $ — | $ — | $ 123.4 | $ — |
| Revolver due 2029 (1) (2) | $ — | $ 75.0 | $ — | $ — | $ 100.0 | $ — |
| Contingent consideration (3) | $ — | $ — | $ 2.4 | $ — | $ — | $ 3.6 |

(1) The amounts of these notes listed above are the fair values for disclosure purposes only, and they are recorded in the Company's consolidated balance sheets as of December 31, 2025 and 2024 at carrying value.

(2) The carrying amounts of our term loan and revolving credit facility approximate fair value as of December 31, 2025 and 2024 based upon their terms and conditions in comparison to the terms and conditions of debt instruments with similar terms and conditions available at those dates.

(3) The estimated fair value of the Company's contingent consideration is discussed further in Note 3 "Acquisitions".

## 9. DERIVATIVE FINANCIAL INSTRUMENTS

### 1.75% Convertible Note Hedge Transactions and Warrant Transactions

In December 2021, in connection with the 1.75% Convertible Notes offering, the Company entered into privately negotiated convertible note hedge transactions (together, the "1.75% Convertible Note Hedge Transactions") with each of Bank of America, N.A., Wells Fargo Bank, National Association and Nomura Global Financial Products, Inc. (together, the "1.75% Convertible Note Hedge Counterparties"). Pursuant to the 1.75% Convertible Note Hedge Transactions, the Company acquired options to purchase the same number of shares of the Company's common stock (or 3,876,867 shares) initially underlying the 1.75% Convertible Notes at an initial strike price equal to the initial strike price of the 1.75% Convertible Notes of approximately $66.74 per share, subject to customary anti-dilution adjustments. The options expire on December 1, 2028, subject to earlier exercise.

At the same time, the Company also entered into separate, privately negotiated warrant transactions (the "1.75% Convertible Note Warrant Transactions") with each of the 1.75% Convertible Note Hedge Counterparties, pursuant to which the Company sold warrants giving the counterparties the right to purchase the same number of shares of the Company's common stock (or 3,876,867 shares) underlying the 1.75% Convertible Notes, at an initial strike price of approximately $85.30 per share, subject to customary anti-dilution adjustments. The warrants have a final expiration date of July 25, 2029.

The Company paid $57.4 million associated with the cost of the 1.75% Convertible Note Hedge Transactions and received proceeds of $43.7 million related to the 1.75% Convertible Note Warrant Transactions. Together, the 1.75% Convertible Note Hedge Transactions and the 1.75% Convertible Note Warrant Transactions are expected generally to reduce potential dilution to the Company's common stock upon any conversion of the 1.75% Convertible Notes and/or offset any cash payments the Company is required to make in excess of the principal amount of converted 1.75% Convertible Notes compared to the potential dilution from the 1.75% Convertible Notes without such transactions. The 1.75% Convertible Note Warrant Transactions may have a dilutive effect on the Company's common stock to the extent that the market price per share of the common stock exceeds the strike price of the warrants. See Note 13 "Earnings Per Common Share" for additional information on the dilutive impact of the 1.75% Convertible Note Warrant Transactions.

As these transactions meet certain accounting criteria, the 1.75% Convertible Note Hedge Transactions and 1.75% Convertible Note Warrant Transactions are recorded in stockholders' equity and are not accounted for as derivatives.

## 10. ACCRUED LIABILITIES

| | As of December 31, | |
|---|---|---|
| *($ in thousands)* | **2025** | **2024** |
| Employee compensation and benefits | $ 49,426 | $ 50,098 |
| Property taxes | 2,483 | 5,643 |
| Customer incentives | 21,065 | 19,185 |
| Accrued interest | 8,251 | 8,884 |
| Accrued warranty | 7,556 | 5,838 |
| Income tax payable | 18 | 6,302 |
| Other | 5,613 | 9,803 |
| Total accrued liabilities | $ 94,412 | $ 105,753 |

The table below summarizes the change in accrued warranty liabilities.

| | Year Ended December 31, | | |
|---|---|---|---|
| *($ in thousands)* | **2025** | **2024** | **2023** |
| Beginning balance | $ 5,838 | $ 6,130 | $ 12,103 |
| Provision | 33,038 | 32,091 | 23,820 |
| Settlements made during the year (in cash or in kind) | (31,971) | (32,424) | (29,793) |
| Acquisitions | 651 | 41 | — |
| Ending balance | $ 7,556 | $ 5,838 | $ 6,130 |

## 11. INCOME TAXES

The provision for income taxes consists of the following:

| | Year Ended December 31, | | |
|---|---|---|---|
| *($ in thousands)* | 2025 | 2024 | 2023 |
| Current income tax expense: | | | |
| U.S. federal | $ 556 | $ 35,288 | $ 44,126 |
| U.S. state and local | 5,921 | 11,324 | 4,816 |
| Foreign | — | 38 | 10 |
| Total current | 6,477 | 46,650 | 48,952 |
| Deferred income tax (benefit) expense, net: | | | |
| U.S federal | 34,020 | (5,509) | (3,578) |
| U.S. state and local | 1,519 | (971) | 2,994 |
| Foreign | (10) | (1) | (7) |
| Total deferred | 35,529 | (6,481) | (591) |
| Total income tax provision | $ 42,006 | $ 40,169 | $ 48,361 |

The Company has accounted for in its 2025, 2024, and 2023 income tax provision the impact of Global Intangible Low-Taxed Income, base-erosion anti-abuse tax, interest expense limitations under Section 163(j) of the Internal Revenue Code of 1986, and foreign-derived intangible income deductions, although such provisions were either not applicable or resulted in a zero or immaterial impact to the consolidated financial statements.

Upon adoption of ASU 2023-09, *Improvements to Income Tax Disclosures*, as described in Note 1 "Basis of Presentation and Significant Accounting Policies", cash paid for income taxes, net of refunds, during the year ended December 31, 2025 was as follows:

| *($ in thousands)* | |
|---|---|
| Federal | $ 18,160 |
| State [1] | 5,482 |
| Foreign | — |
| Total cash paid for income taxes, net of refunds | $ 23,642 |

(1) For the year ended December 31, 2025, Indiana was the only U.S state jurisdiction where cash payments equaled or exceeded 5% of total income taxes.

Cash paid for income taxes, net of refunds during the years ended December 31, 2024 and 2023 was $38.1 million and $84.3 million, respectively.

Upon adoption of ASU 2023-09, *Improvements to Income Tax Disclosures*, as described in Note 1 "Basis of Presentation and Significant Accounting Policies", the reconciliation of taxes at the federal statutory rate to our provision for income taxes for the year ended December 31, 2025 was as follows:

| ($ in thousands) | Year Ended December 31, 2025 | |
|---|---|---|
| U.S. federal statutory tax rate | $ 37,183 | 21.0 % |
| United States: | | |
| State and local income taxes [1] | 6,200 | 3.5 % |
| Tax credits: | | |
| Research and development tax credits | (1,817) | (1.0)% |
| Nontaxable or nondeductible items: | | |
| Section 162(m) permanent add back | 2,826 | 1.6 % |
| Excess tax benefit on stock-based compensation | (3,646) | (2.1)% |
| Other adjustments | 1,260 | 0.7 % |
| Income taxes | $ 42,006 | 23.7 % |

(1) For the year ended December 31, 2025, the states that contributed to the majority (greater than 50%) of the tax effect in this category include Indiana and Tennessee.

A reconciliation of taxes at the federal statutory rate to our provision for income taxes for the years ended December 31, 2024 and 2023 in accordance with the guidance prior to the adoption of ASU 2023-09 was as follows:

| *($ in thousands)* | 2024 | | 2023 | |
|---|---|---|---|---|
| Rate applied to pretax income | $ 37,500 | 21.0 % | $ 40,201 | 21.0 % |
| State taxes, net of federal tax effect | 7,975 | 4.5 % | 6,797 | 3.6 % |
| Research and development tax credits | (3,750) | (2.1)% | (2,889) | (1.5)% |
| Section 162(m) permanent add back | 4,603 | 2.6 % | 6,315 | 3.3 % |
| Excess tax benefit on stock-based compensation | (6,469) | (3.6)% | (3,513) | (1.8)% |
| Other | 310 | 0.1 % | 1,450 | 0.7 % |
| Income taxes | $ 40,169 | 22.5 % | $ 48,361 | 25.3 % |

The composition of the deferred tax assets and liabilities is as follows:

| *($ in thousands)* | As of December 31, 2025 | As of December 31, 2024 |
|---|---|---|
| **Deferred tax assets:** | | |
| Trade receivables allowance | $ 1,013 | $ 1,215 |
| Inventory capitalization | 4,021 | 4,329 |
| Inventory reserves | 9,089 | 8,503 |
| Federal NOL carryforwards | 565 | 386 |
| State NOL carryforwards | 1,144 | 453 |
| Accrued expenses | 17,247 | 18,831 |
| Deferred compensation | 838 | 805 |
| Operating lease liabilities | 51,109 | 50,784 |
| Share-based compensation | 7,286 | 6,498 |
| Capitalized research & experimentation costs | — | 30,140 |
| Other | 911 | 278 |
| Total deferred tax assets before valuation allowance | 93,223 | 122,222 |
| Less: valuation allowance | (408) | (480) |
| Total deferred tax assets, net of valuation allowance | $ 92,815 | $ 121,742 |
| **Deferred tax liabilities:** | | |
| Prepaid expenses | $ (5,235) | $ (5,569) |
| Operating lease right-of-use assets | (49,920) | (49,785) |
| Depreciation expense | (49,678) | (45,026) |
| Intangibles | (84,857) | (82,708) |
| Total deferred tax liabilities | (189,690) | (183,088) |
| Net deferred tax liabilities | $ (96,875) | $ (61,346) |

As of December 31, 2025 and 2024, the Company had gross federal, state, and foreign net operating losses of approximately $34.7 million and $12.8 million, respectively. These loss carryforwards generally expire between tax years ending December 31, 2025 and December 31, 2042. The components of the valuation allowance relate to certain acquired federal, state and foreign net operating loss carryforwards that the Company anticipates will not be utilized prior to their expiration, either due to income limitations or limitations under Section 382 of the Internal Revenue Code of 1986. The tax effected values of these net operating losses are $1.7 million and $0.8 million at December 31, 2025 and 2024, respectively, exclusive of valuation allowances of $0.4 million and $0.5 million at December 31, 2025 and 2024, respectively.

On July 4, 2025, the One Big Beautiful Bill Act (the "OBBBA") was signed into law. The OBBBA makes permanent many of the expired and expiring tax provisions originally enacted in the Tax Cuts and Jobs Act of 2017, including the immediate expensing of domestic research and development expenditures, more favorable business interest deductibility and 100 percent first-year bonus depreciation on qualifying property with effective dates in 2025. In accordance with Accounting Standards Codification (“ASC”) 740, “Income Taxes,” the Company has recognized the effects of the OBBBA for the provisions currently enacted, which has increased the Company’s deferred tax liability. The Company anticipates that the OBBBA will reduce its federal income tax liability and related tax payments for the current and future years but will not have a significant impact on its annual effective tax rate.

The Company is subject to periodic audits by domestic tax authorities. For the majority of tax jurisdictions, the U.S. federal statute of limitations remains open for the years 2022 and later. Uncertain tax benefits were immaterial as of December 31, 2025 and 2024 and activity related to uncertain tax benefits was immaterial for all periods presented.

## 12. STOCK REPURCHASE PROGRAMS

In November 2024, the Company's Board of Directors ("the Board") authorized an increase in the amount of the Company's common stock that may be acquired over the next 24 months under the current stock repurchase program to $200 million, including the $72.9 million remaining under the previous authorization. As of December 31, 2025, Patrick has $168.0 million remaining in the amount of the Company's common stock that may be acquired under the current stock repurchase program.

Under the stock repurchase plans, the Company made repurchases of common stock for 2025, 2024, and 2023 as follows:

| | Year Ended December 31, | | |
|---|---|---|---|
| *($ in millions, except average price data)* | **2025** | **2024** | **2023** |
| Shares repurchased | 377,612 | 60,000 | 415,176 |
| Average price | $ 84.66 | $ 77.68 | $ 45.30 |
| Aggregate cost | $ 32.0 | $ 4.7 | $ 18.8 |

The Company's common stock does not have a stated par value. As a result, repurchases of common stock have been reflected, using an average cost method, as a reduction of common stock and retained earnings in the Company's consolidated balance sheets.

## 13. EARNINGS PER COMMON SHARE

Earnings per common share is calculated as follows:

| | Year Ended December 31, | | |
|---|---|---|---|
| *($ and shares in thousands, except per share data)* | **2025** | **2024** | **2023** |
| **Numerator:** | | | |
| Net income attributable to common shares | $ 135,056 | $ 138,401 | $ 142,897 |
| Effect of interest on potentially dilutive convertible notes, net of tax | — | — | 162 |
| Net income for diluted earnings per common share calculation | $ 135,056 | $ 138,401 | $ 143,059 |
| **Denominator:** | | | |
| Weighted average common shares outstanding - basic | 32,488 | 32,568 | 32,278 |
| Weighted average impact of potentially dilutive convertible notes | 1,243 | 644 | 248 |
| Weighted average impact of potentially dilutive warrants | 612 | 137 | — |
| Weighted average impact of potentially dilutive securities | 294 | 350 | 512 |
| Weighted average common shares outstanding - diluted | 34,637 | 33,699 | 33,038 |
| **Earnings per common share:** | | | |
| Basic earnings per common share | $ 4.16 | $ 4.25 | $ 4.43 |
| Diluted earnings per common share | $ 3.90 | $ 4.11 | $ 4.33 |

An immaterial amount of securities were not included in the computation of diluted earnings per common share as they are considered anti-dilutive for all periods presented.

## 14. LEASES

The Company has operating and finance leases for certain facilities, trailers, forklifts and other assets. Leases with an initial term of 12 months or less are not recorded on the balance sheet and expense related to these short-term leases was immaterial for the years ended December 31, 2025, 2024 and 2023. Variable lease payments, principally related to trucks, forklifts, and index-related facility rent escalators, was immaterial for the years ended December 31, 2025, 2024 and 2023. The leases have remaining lease terms of 1 to 14 years. Certain leases include options to renew for an additional term. Where there is reasonable certainty to utilize a renewal option, we include the renewal option in the lease term used to calculate operating lease right-of-use assets and lease liabilities.

The components of lease expense were as follows:

| | Year Ended December 31, | | |
|---|---|---|---|
| *($ in thousands)* | **2025** | **2024** | **2023** |
| Operating lease cost | $ 69,602 | $ 64,391 | $ 56,370 |
| Finance lease cost: | | | |
| Amortization of right-of-use assets | 454 | — | — |
| Interest on lease liabilities | 244 | — | — |
| Total finance lease cost | 698 | — | — |
| Total lease cost | $ 70,300 | $ 64,391 | $ 56,370 |

Supplemental balance sheet information was as follows:

| | Year Ended December 31, | |
|---|---|---|
| *($ in thousands)* | **2025** | **2024** |
| **Finance lease assets:** | | |
| Property, plant and equipment, net | $ 2,000 | $ — |
| **Finance lease liabilities:** | | |
| Other current liabilities | $ 424 | $ — |
| Other long-term liabilities | 1,626 | — |
| Total finance lease liabilities | $ 2,050 | $ — |

Supplemental cash flow information was as follows:

| | Year Ended December 31, | | |
|---|---|---|---|
| *($ in thousands)* | **2025** | **2024** | **2023** |
| **Cash paid for amounts included in the measurement of lease liabilities:** | | | |
| Operating cash flows used for operating leases | $ 68,799 | $ 63,958 | $ 55,933 |
| Operating cash flows used for finance leases | $ 214 | $ — | $ — |
| Finance cash flows used for finance leases | $ 516 | $ — | $ — |
| **Right-of-use assets obtained in exchange for new lease obligations:** | | | |
| Operating leases | $ 59,292 | $ 77,558 | $ 65,505 |
| Finance leases | $ 2,672 | $ — | $ — |

Other information related to leases was as follows:

| | As of December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Weighted average remaining lease term, operating leases (in years) | 5.2 | 5.2 |
| Weighted average remaining lease term, finance leases (in years) | 5.0 | — |
| Weighted average discount rate, operating leases | 5.9 % | 5.8 % |
| Weighted average discount rate, finance leases | 6.2 % | — % |

Future minimum lease payments under non-cancellable leases as of December 31, 2025 were as follows:

| *($ in thousands)* | Operating Leases | Finance Leases |
|---|---|---|
| 2026 | $ 65,153 | $ 536 |
| 2027 | 50,440 | 472 |
| 2028 | 37,924 | 449 |
| 2029 | 26,992 | 433 |
| 2030 | 17,396 | 292 |
| Thereafter | 41,061 | 196 |
| Total lease payments | $ 238,966 | $ 2,378 |
| Less imputed interest | (35,121) | (328) |
| Total | $ 203,845 | $ 2,050 |

The Company has an additional operating lease that had not yet commenced as of December 31, 2025, and therefore, approximately $0.4 million in operating lease right-of-use assets and corresponding operating lease liabilities were not included in our consolidated balance sheet as of December 31, 2025. The lease is expected to commence in the first quarter of fiscal 2026 with a lease term of 3 years.

## 15. COMMITMENTS AND CONTINGENCIES

The Company is subject to proceedings, lawsuits, audits, and other claims arising in the normal course of business. All such matters are subject to uncertainties and outcomes that are not predictable with assurance. Accruals for these items, when applicable, have been provided to the extent that losses are deemed probable and are reasonably estimable. These accruals are adjusted from time to time as developments warrant.

Although the ultimate outcome of these matters cannot be ascertained, on the basis of present information, amounts already provided, availability of insurance coverage and legal advice received, it is the opinion of management that the ultimate resolution of these proceedings, lawsuits, and other claims will not have a material adverse effect on the Company's consolidated balance sheet, results of operations, or cash flows.

In August 2019, a group of companies calling itself the Lusher Site Remediation Group (the "Group") commenced litigation against the Company in Lusher Site Remediation Group v. Sturgis Iron & Metal Co., Inc., et al., Case Number 3:18-cv-00506, pending in the U.S. District Court for the Northern District of Indiana, relating to a site owned by the Company (the "Lusher Street Site"). The Group's Second Amended Complaint, which was the first to assert claims against Patrick, asserted claims under the federal Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), 42 U.S.C. § 9601 et seq., an Indiana state environmental statute and Indiana common law. One defendant in the case, Sturgis Iron & Metal Co., Inc. ("Sturgis"), subsequently filed two cross claims against Patrick, asserting against the Company a claim for (i) contribution under CERCLA and (ii) contractual indemnity. The Company moved to dismiss the Group's claims and also moved to dismiss Sturgis's cross claims. On August 21, 2020, the court granted Patrick's two motions to dismiss. The Group subsequently moved for reconsideration of the court's decision. On July 3, 2023, the Court granted the Company's Joint Motion to Dismiss without prejudice, dismissing all remaining claims against the Company for non-consent decree costs and entered an order on June 3, 2024, denying the plaintiff's motion to bar contribution claims, thereby ending the case against the Company.

On March 19, 2021, the Company received a General Notice of Potential Liability from the U.S. Environmental Protection Agency (the “EPA”), pursuant to Section 107(a) of CERCLA (the “Notice”). The Notice provides that the EPA has incurred and will likely incur additional costs relative to conducting a Remedial Investigation/Feasibility Study ("RI/FS"), conducting Remedial Design/Remedial Action ("RD/RA"), and other investigation, planning, response, oversight, and enforcement activities related to the Lusher Street Site (the "Superfund Site"). Because the Company was the owner of and former operator within the Lusher Street Site and as such may be a potentially responsible party pursuant to CERCLA, the Company received the Notice and an indication that it may have a responsibility to contribute to the costs of RI/FS, RD/RA or additional mitigation efforts incurred or to be incurred by the EPA.

The Company sold certain parcels of real property that the EPA contends are connected to the Superfund Site (the "Divested Properties") in January 2022 for a pretax gain on disposal of $5.5 million that is included in Selling, general and administrative expenses in the Company's consolidated statement of income for year ended December 31, 2022. The purchaser agreed to indemnify, defend and hold the Company harmless for all liability and exposure, both private and to all EPA claims, concerning and relating to the Divested Properties. No further proceedings occurred in the years ended December 31, 2025 and 2024. As to the real properties that were not among the Divested Properties but remain the subject of the litigation, the Company does not currently believe that the litigation or the Superfund Site matter are likely to have a material adverse impact on its financial condition, results of operations, or cash flows. However, any litigation is inherently uncertain, the EPA has yet to select a final remedy for the Superfund Site, and any judgment or injunctive relief entered against us or any adverse settlement could materially and adversely impact our business, results of operations, financial condition, and prospects.

## 16. COMPENSATION PLANS

**Stock-Based Compensation**

The Company has various stock option and stock-based incentive plans and various agreements whereby stock options, restricted stock awards, and stock appreciation rights ("SARs") are made available to certain key employees, directors, and others based upon meeting various individual, divisional or company-wide performance criteria and time-based criteria. All such awards qualify and are accounted for as equity awards. Equity incentive plan awards, which are granted under the Company's 2009 Omnibus Incentive Plan, are intended to retain and reward key employees for outstanding performance and efforts as they relate to the Company’s short-term and long-term objectives and its strategic plan. As of December 31, 2025, approximately 1.4 million common shares remain available for stock-based compensation grants.

Stock-based compensation expense was $19.1 million, $16.8 million and $19.4 million for the years ended December 31, 2025, 2024 and 2023, respectively. Income tax benefit for stock-based compensation expense was $4.7 million, $4.3 million and $4.8 million for the years ended December 31, 2025, 2024 and 2023, respectively. As of December 31, 2025, there was approximately $31.2 million of total unrecognized compensation cost related to share-based compensation arrangements granted under incentive plans. That cost is expected to be recognized over a weighted-average period of approximately 21.2 months.

**Stock Options:**

On February 25, 2025, the Board approved the grant of 329,850 stock options at an exercise price per share of $92.72. The stock options vest pro-rata over four years from the grant date and have nine-year contractual terms. As of December 31, 2025, there was approximately $6.0 million of total unrecognized compensation expense related to the stock options, which is expected to be recognized over a weighted average remaining life of approximately 38.0 months. Outstanding stock options granted in prior years vest ratably over three years and have nine-year contractual terms.

The following table summarizes the Company's option activity:

| *($ and shares in thousands, except per share data)* | Years ended December 31, 2025 Shares | 2025 Weighted Average Exercise Price | 2024 Shares | 2024 Weighted Average Exercise Price | 2023 Shares | 2023 Weighted Average Exercise Price |
|---|---|---|---|---|---|---|
| **Total Options:** | | | | | | |
| Outstanding beginning of year | 28 | $ 27.55 | 171 | $ 27.55 | 543 | $ 29.17 |
| Granted during the year | 330 | 92.72 | — | — | — | — |
| Forfeited during the year | (45) | 92.72 | — | — | — | — |
| Exercised during the year | — | — | (143) | 27.55 | (372) | 29.92 |
| Outstanding end of year | 313 | $ 86.86 | 28 | $ 27.55 | 171 | $ 27.55 |
| | | | | | | |
| **Vested Options:** | | | | | | |
| Vested during the year | — | $ — | — | $ — | 207 | $ 28.65 |
| Eligible end of year for exercise | 28 | $ 27.55 | 28 | $ 27.55 | 171 | $ 27.55 |
| | | | | | | |
| **Aggregate intrinsic value:** | | | | | | |
| Total options outstanding | | $ 6,748 | | $ 1,562 | | $ 6,711 |
| Options exercisable | | $ 2,275 | | $ 1,562 | | $ 6,711 |
| Options exercised | | $ — | | $ 8,357 | | $ 10,888 |
| | | | | | | |
| Weighted average fair value of options granted during the year | | $ 26.70 | | N/A | | N/A |

The aggregate intrinsic value (excess of market value over the option exercise price) in the table above is before income taxes, and assuming the Company's closing stock price of $108.43, $83.08 and $66.90 per share as of December 31, 2025, 2024 and 2023, respectively, is the price that would have been received by the option holders had those option holders exercised their options as of that date. As of December 31, 2025, the weighted average remaining contractual term for options outstanding was 7.7 years and the weighted average remaining contractual term for options exercisable was 3.4 years.

The cash received from the exercise of stock options was immaterial for 2024 and $1.4 million for 2023; no stock options were exercised in 2025. The income tax benefit related to the stock options exercised was immaterial for 2024 and 2023. The grant date fair value of stock options vested in 2023 was $5.9 million; no stock options vested in 2025 and 2024.

The Company estimates the fair value of the stock options as well as the SARs awards discussed below as of the grant date by applying the Black-Scholes option-pricing model. The following are the assumptions that were used in calculating the fair value of stock options and SARs granted during the first quarter of 2025:

| | |
|---|---|
| Expected term | 9 years |
| Expected volatility | 24 % |
| Risk-free interest rate | 4.25 % |
| Dividend yield | 1.77 % |

**Stock Appreciation Rights (SARs):**

On February 25, 2025, the Board approved the grant of 329,850 SARs divided into four tranches at exercise prices of $92.72, $110.76, $132.31 and $158.05 per share. The SARs vest pro-rata over four years from the grant date and have nine-year contractual terms. The SARs are to be settled in shares of common stock or, at the sole discretion of the Board, in cash. As of December 31, 2025, there was approximately $4.2 million of unrecognized compensation expense related to the SARs, which is expected to be recognized over a weighted-average remaining life of approximately 38.0 months.

The following table summarizes the Company's SARs activity:

| | Years ended December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2025 | | 2024 | | 2023 | |
| *($ and shares in thousands, except per share data)* | Shares | Weighted Average Exercise Price | Shares | Weighted Average Exercise Price | Shares | Weighted Average Exercise Price |
| **Total SARs:** | | | | | | |
| Outstanding beginning of year | — | $ — | 336 | $ 42.89 | 336 | $ 42.89 |
| Granted during the year | 330 | 123.46 | — | — | — | — |
| Forfeited during the year | (45) | 123.46 | — | — | — | — |
| Exercised during the year | — | — | (336) | 42.89 | — | — |
| Outstanding end of year | 285 | $ 123.46 | — | $ — | 336 | $ 42.89 |
| | | | | | | |
| **Vested SARs:** | | | | | | |
| Vested during the year | — | $ — | — | $ — | — | $ — |
| Eligible end of year for exercise | — | $ — | — | $ — | 336 | $ 42.89 |
| | | | | | | |
| **Aggregate intrinsic value:** | | | | | | |
| Total SARs outstanding | | $ 1,118 | | $ — | | $ 8,078 |
| SARs exercisable | | $ — | | $ — | | $ 8,078 |
| SARs exercised | | $ — | | $ 10,802 | | $ — |
| | | | | | | |
| Weighted average fair value of SARs granted during the year | | $ 18.78 | | N/A | | N/A |

The aggregate intrinsic value (excess of market value over the SARs exercise price) in the table above is before income taxes, and assuming the Company's closing stock price of $108.43, $83.08 and $66.90 per share as of December 31, 2025, 2024 and 2023, respectively, is the price that would have been received by the SARs holder had that SARs holder exercised the SARs as of that date.

**Restricted Stock:**

The Company's stock-based awards include restricted stock awards. As of December 31, 2025, there was approximately $21.0 million of total unrecognized compensation expense related to restricted stock, which is expected to be recognized over a weighted-average remaining life of approximately 17.4 months.

Restricted stock awards possess voting rights, are included in the calculation of actual shares outstanding, and include both performance and time-based contingencies. The grant date fair value of the awards is expensed over the related service or performance period. Time-based shares cliff vest at the conclusion of the required service period, which ranges from one year to seven years. The performance contingent shares are earned based on the achievement of a cumulative financial performance target, which ranges from one year to a seven-year period and vest at the conclusion of the measurement period.

A summary of restricted stock activity, including grants, vesting and forfeitures, is provided below:

| | Year Ended December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2025 | | 2024 | | 2023 | |
| *(shares in thousands)* | Shares | Weighted-Average Grant Date Stock Price | Shares | Weighted-Average Grant Date Stock Price | Shares | Weighted-Average Grant Date Stock Price |
| Unvested beginning of year | 989 | $ 51.94 | 1,020 | $ 45.65 | 1,138 | $ 42.92 |
| Granted during the year | 243 | 94.90 | 413 | 64.38 | 497 | 43.04 |
| Vested during the year | (321) | 48.45 | (423) | 48.26 | (492) | 37.76 |
| Forfeited during the year | (97) | 27.68 | (21) | 49.53 | (123) | 45.21 |
| Unvested end of year | 814 | $ 65.90 | 989 | $ 51.94 | 1,020 | $ 45.65 |

Aggregate fair values of restricted stock vested for the years ended December 31, 2025, 2024 and 2023 were $15.5 million, $20.4 million, and $18.6 million, respectively.

## 17. SEGMENT INFORMATION

The Company has two reportable segments, Manufacturing and Distribution, which are defined based on the way in which internally reported information is regularly reviewed and evaluated by the Company's chief operating decision maker (the "CODM"), who is our Chairman and Chief Executive Officer, to allocate resources, evaluate financial results and make decisions. The Company does not measure profitability at the end market (RV, marine, powersports, MH and industrial) level.

**Manufacturing** – This segment includes the following products: laminated products utilized to produce furniture, shelving, walls and countertops; laminated and decorative surface products, including laminated panels, decorative and wrapped vinyls, paper-laminated panels, and vinyl printing; solid surface, granite and quartz countertops; fabricated aluminum products; hardwood profile mouldings; electrical systems components including instrument, digital switching, dash panels, digital displays and gauges; slide-out trim and fascia; cabinet products, doors, components and custom cabinetry; tooling for fiberglass boat manufacturers; fiberglass bath fixtures and tile systems; specialty bath and closet building products; boat towers, tops, power bimini systems, trailers, frames and other engineered structural components; softwoods lumber; interior passage doors and baggage doors; wiring and wire harnesses; CNC molds and composite parts; aluminum and plastic fuel tanks; slotwall panels and components; RV painting; thermoformed shower surrounds; fiberglass and plastic components including front and rear caps and marine helms; polymer-based and other flooring; Marine hardware and accessories; air handling products; treated, untreated and laminated plywood; RV and marine furniture; adhesives and sealants; audio systems and accessories, including amplifiers, tower speakers, soundbars, and subwoofers; Marine non-slip foam flooring, padding, and accessories; protective covers for boats, RVs, aircraft, and military and industrial equipment; windshield and wiper systems; roofs/canopies; integrated door systems; fender flares and rear panels; composite panels; and other products.

**Distribution** – The Company distributes pre-finished wall and ceiling panels; drywall and drywall finishing products; interior and exterior lighting products; wiring, electrical and plumbing products; transportation and logistics services; electronics and audio systems components; cement siding; raw and processed lumber; fiber reinforced polyester ("FRP") products; interior passage doors; roofing products; laminate and ceramic flooring; shower doors; fireplaces and surrounds; appliances; tile; Marine hardware and accessories; RV awnings, windows, fiberglass siding and roofing; Marine windshields; RV air conditioning units and furniture; and other products in addition to providing transportation and logistics services.

The CODM evaluates the performance of the Company's segments and allocates resources to them based on a variety of indicators including but not limited to net sales, gross profit and operating income. On at least a quarterly basis, the CODM considers actual to budget variances as well as actual to prior year actual performance for both profit measures when making decisions about the allocation of operating and capital resources to each segment. The CODM also uses segment gross profit and segment operating income to assess the performance of each segment by comparing the results of each segment with one another.

The accounting policies of the segments are the same as those described in Note 1 "Basis of Presentation and Significant Accounting Policies". Segment net sales data includes inter-segment sales. The Company accounts for inter-segment sales similar to third party transactions, which reflect current market prices. Certain income from purchase incentive agreements is not allocated to the segments and instead recorded at the corporate level. Assets are identified to the segments except for cash, prepaid expenses, land and buildings, and certain deferred assets, which are identified with corporate. Corporate charges rent to the segments for use of the land and buildings based upon estimated market rates.

The following tables summarize key financial information by segment:

| | Year Ended December 31, 2025 | | |
|---|---|---|---|
| *($ in thousands)* | **Manufacturing** | **Distribution** | **Total** |
| Total net sales | $ 2,958,970 | $ 1,014,320 | $ 3,973,290 |
| Cost of goods sold | 2,302,770 | 762,889 | 3,065,659 |
| Gross profit | $ 656,200 | $ 251,431 | $ 907,631 |
| | | | |
| Operating expenses | 298,164 | 148,426 | 446,590 |
| Operating income | $ 358,036 | $ 103,005 | $ 461,041 |
| *Reconciliation of reportable segment operating income to consolidated income before income tax:* | | | |
| Selling, general and administrative | | | 96,706 |
| Amortization of intangible assets | | | 96,956 |
| Interest expense, net | | | 74,507 |
| Other expenses | | | 24,420 |
| Elimination of inter-segment profits | | | (8,610) |
| Consolidated income before income taxes | | | $ 177,062 |
| | | | |
| Total assets | $ 2,476,411 | $ 493,308 | $ 2,969,719 |
| Capital expenditures | $ 71,042 | $ 970 | $ 72,012 |
| Depreciation and amortization | $ 145,108 | $ 18,183 | $ 163,291 |

| ($ in thousands) | Year Ended December 31, 2024 | | |
|---|---|---|---|
| | Manufacturing | Distribution | Total |
| Total net sales | $ 2,756,547 | $ 980,127 | $ 3,736,674 |
| Cost of goods sold | 2,143,995 | 755,272 | 2,899,267 |
| Gross Profit | $ 612,552 | $ 224,855 | $ 837,407 |
| | | | |
| Operating expenses | 271,591 | 120,140 | 391,731 |
| Operating income | $ 340,961 | $ 104,715 | $ 445,676 |
| *Reconciliation of reportable segment operating income to consolidated income before income tax:* | | | |
| Selling, general and administrative | | | 92,902 |
| Amortization of intangible assets | | | 96,235 |
| Interest expense, net | | | 79,470 |
| Elimination of inter-segment profits | | | 1,501 |
| Other | | | (3,002) |
| Consolidated income before income taxes | | | $ 178,570 |
| | | | |
| Total assets | $ 2,402,533 | $ 524,827 | $ 2,927,360 |
| Capital expenditures | $ 62,342 | $ 10,808 | $ 73,150 |
| Depreciation and amortization | $ 143,844 | $ 15,728 | $ 159,572 |

| ($ in thousands) | Year Ended December 31, 2023 | | |
|---|---|---|---|
| | Manufacturing | Distribution | Total |
| Total net sales | $ 2,653,257 | $ 889,408 | $ 3,542,665 |
| Cost of goods sold | 2,075,973 | 693,902 | 2,769,875 |
| Gross Profit | $ 577,284 | $ 195,506 | $ 772,790 |
| | | | |
| Operating expenses | 256,188 | 105,411 | 361,599 |
| Operating income | $ 321,096 | $ 90,095 | $ 411,191 |
| *Reconciliation of reportable segment operating income to consolidated income before income tax:* | | | |
| Selling, general and administrative | | | 82,674 |
| Amortization of intangible assets | | | 78,616 |
| Interest expense, net | | | 68,942 |
| Elimination of inter-segment profits | | | (10,299) |
| Consolidated income before income taxes | | | $ 191,258 |
| | | | |
| Total assets | $ 2,071,500 | $ 426,931 | $ 2,498,431 |
| Capital expenditures | $ 50,771 | $ 8,094 | $ 58,865 |
| Depreciation and amortization | $ 126,431 | $ 12,710 | $ 139,141 |

A reconciliation of certain line items pertaining to the total reportable segments to the consolidated financial statements for the years ended December 31, 2025, 2024 and 2023 and as of December 31, 2025 and 2024 is as follows:

| | Year Ended December 31, | | |
|---|---|---|---|
| *($ in thousands)* | **2025** | **2024** | **2023** |
| **Net sales:** | | | |
| Total sales for reportable segments | $ 3,973,290 | $ 3,736,674 | $ 3,542,665 |
| Elimination of intersegment sales[1] | (22,517) | (20,991) | (74,620) |
| Consolidated net sales | $ 3,950,773 | $ 3,715,683 | $ 3,468,045 |
| | | | |
| **Depreciation and amortization:** | | | |
| Depreciation and amortization for reportable segments | $ 163,291 | $ 159,572 | $ 139,141 |
| Corporate depreciation and amortization | 6,921 | 6,973 | 5,402 |
| Consolidated depreciation and amortization | $ 170,212 | $ 166,545 | $ 144,543 |
| | | | |
| **Capital expenditures:** | | | |
| Capital expenditures for reportable segments | $ 72,012 | $ 73,150 | $ 58,865 |
| Corporate capital expenditures | 10,909 | 2,532 | 3,183 |
| Consolidated capital expenditures | $ 82,921 | $ 75,682 | $ 62,048 |

| | As of December 31, | |
|---|---|---|
| *($ in thousands)* | **2025** | **2024** |
| **Total assets:** | | |
| Identifiable assets for reportable segments | $ 2,969,719 | $ 2,927,360 |
| Corporate assets unallocated to segments | 80,023 | 60,033 |
| Cash and cash equivalents | 26,432 | 33,561 |
| Consolidated total assets | $ 3,076,174 | $ 3,020,954 |

(1) Eliminations for the years ended December 31, 2025 and 2024 include only the elimination of inter-segment transactions.

The Company's revenue from external customers and long-lived assets are substantially all attributed to the U.S.