

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

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

For the quarterly period ended May 3, 2025

OR

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

For the transition period from _____ to _____

Commission File Number: 001-38559



BJ'S WHOLESALE CLUB HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

45-2936287

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

350 Campus Drive

Marlborough, Massachusetts

(Address of principal executive offices)

01752

(Zip Code)

(774) 512-7400

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	BJ	New York Stock Exchange

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

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or

revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of May 21, 2025, the registrant had 132,050,705 shares of common stock, \$0.01 par value per share, outstanding.

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TRADEMARKS

BJ's Wholesale Club[®], BJ's[®], Wellsley Farms[®], Berkley Jensen[®], My BJ's Perks[®], BJ's Easy Renewal[®], BJ's Gas[®], BJ's One[®], BJ's One+[®], BJ's Perks Elite[®], BJ's Perks Plus[®], Inner Circle[®], Same-Day-Select[®], ExpressPay[®] and BJ's Perks Rewards[®] are all registered trademarks of BJ's Wholesale Club, Inc. Other trademarks, trade names and service marks appearing in this Quarterly Report on Form 10-Q are the property of their respective owners. We do not intend our use or display of those other parties' trademarks, trade names or service marks to imply, and such use or display should not be construed to imply, a relationship with, or endorsement or sponsorship of us by, these other parties. Solely for convenience, trademarks, trade names and service marks referred to in this Quarterly Report on Form 10-Q may appear without the [®], [™] or SM symbols, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable licensor to these trademarks, trade names and service marks.

DEFINED TERMS

As used in this Quarterly Report on Form 10-Q, unless the context otherwise requires:

- "The Company", "BJ's", "we", "us" and "our" mean BJ's Wholesale Club Holdings, Inc. and, unless the context otherwise requires, its consolidated subsidiaries;
- "ABL Revolving Facility" means the Company's revolving credit facility entered into on July 28, 2022;
- "ABL Revolving Commitment" means the aggregate committed amount of \$1.2 billion under the ABL Revolving Facility;
- "First Lien Term Loan" means the Company's senior secured first lien term loan facility that was amended on November 4, 2024;
- "Fourth Amendment" means the Company's fourth amendment to the senior secured former first lien term loan facility that was entered into on October 12, 2023;
- "Fifth Amendment" means the Company's fifth amendment to the senior secured former first lien term loan facility that was entered into on November 4, 2024;
- "fiscal year 2024" means the 52 weeks ended February 1, 2025;
- "fiscal year 2025" means the 52 weeks ending January 31, 2026;
- "GAAP" means generally accepted accounting principles in the United States of America;
- "ESPP" means the Company's Employee Stock Purchase Plan; and
- "SOFR" means the Secured Overnight Financing Rate.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements.

BJ'S WHOLESALE CLUB HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Amounts in thousands, except par value)
(Unaudited)

	May 3, 2025	February 1, 2025	May 4, 2024
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 39,484	\$ 28,272	\$ 35,094
Accounts receivable, net	240,419	277,326	225,199
Merchandise inventories	1,567,032	1,508,988	1,533,310
Prepaid expenses and other current assets	81,833	64,374	85,048
Total current assets	1,928,768	1,878,960	1,878,651
Operating lease right-of-use assets, net	2,065,890	2,100,257	2,159,955
Property and equipment, net	1,988,290	1,897,604	1,620,255
Goodwill	1,008,816	1,008,816	1,008,816
Intangibles, net	99,697	101,109	106,001
Deferred income taxes	7,615	6,975	2,693
Other assets	58,596	71,584	48,356
Total assets	\$ 7,157,672	\$ 7,065,305	\$ 6,824,727
LIABILITIES			
Current liabilities:			
Short-term debt	\$ 150,000	\$ 175,000	\$ 270,000
Current portion of operating lease liabilities	169,568	192,528	156,914
Accounts payable	1,255,867	1,253,512	1,264,873
Accrued expenses and other current liabilities	934,974	913,042	834,053
Total current liabilities	2,510,409	2,534,082	2,525,840
Long-term operating lease liabilities	1,977,180	2,013,962	2,069,587
Long-term debt	398,880	398,807	398,509
Deferred income taxes	55,386	59,659	74,804
Other non-current liabilities	244,232	211,341	228,567
Commitments and contingencies (see Note 5)			
STOCKHOLDERS' EQUITY			
Preferred stock; par value \$0.01; 5,000 shares authorized, and no shares issued	—	—	—
Common stock, par value \$0.01; 300,000 shares authorized, 149,743 shares issued and 132,051 outstanding at May 3, 2025; 148,965 shares issued and 131,638 outstanding at February 1, 2025; and 148,247 shares issued and 132,708 outstanding at May 4, 2024	1,497	1,489	1,482
Additional paid-in capital	1,095,105	1,079,445	1,020,857
Retained earnings	1,852,416	1,702,648	1,279,250
Accumulated other comprehensive income	231	231	501
Treasury stock, at cost, 17,692 shares at May 3, 2025; 17,327 shares at February 1, 2025; and 15,539 shares at May 4, 2024	(977,664)	(936,359)	(774,670)
Total stockholders' equity	1,971,585	1,847,454	1,527,420
Total liabilities and stockholders' equity	\$ 7,157,672	\$ 7,065,305	\$ 6,824,727

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

BJ'S WHOLESALE CLUB HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(Amounts in thousands, except per share amounts)
(Unaudited)

	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Net sales	\$ 5,033,094	\$ 4,807,129
Membership fee income	120,389	111,390
Total revenues	5,153,483	4,918,519
Cost of sales	4,183,984	4,035,129
Selling, general and administrative expenses	760,880	721,771
Pre-opening expenses	4,974	864
Operating income	203,645	160,755
Interest expense, net	11,099	13,951
Income before income taxes	192,546	146,804
Provision for income taxes	42,778	35,785
Net income	\$ 149,768	\$ 111,019
Income per share attributable to common stockholders—basic:	\$ 1.14	\$ 0.84
Income per share attributable to common stockholders—diluted:	1.13	0.83
Weighted-average shares of common stock outstanding:		
Basic	131,569	132,397
Diluted	132,749	134,111
Other comprehensive income:		
Total other comprehensive income	—	—
Total comprehensive income	\$ 149,768	\$ 111,019

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

BJ'S WHOLESALE CLUB HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Amounts in thousands)
(Unaudited)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance, February 1, 2025	148,965	\$ 1,489	\$ 1,079,445	\$ 1,702,648	\$ 231	(17,327)	\$ (936,359)	\$ 1,847,454
Net income	—	—	—	149,768	—	—	—	149,768
Common stock issued under stock incentive plans	778	8	(8)	—	—	—	—	—
Stock-based compensation expense	—	—	10,654	—	—	—	—	10,654
Exercise of stock options	—	—	5,014	—	—	—	—	5,014
Acquisition of treasury stock	—	—	—	—	—	(365)	(41,305)	(41,305)
Balance, May 3, 2025	<u>149,743</u>	<u>\$ 1,497</u>	<u>\$ 1,095,105</u>	<u>\$ 1,852,416</u>	<u>\$ 231</u>	<u>(17,692)</u>	<u>\$ (977,664)</u>	<u>\$ 1,971,585</u>

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock		Total Stockholders' Equity
	Shares	Amount				Shares	Amount	
Balance, February 3, 2024	147,544	\$ 1,475	\$ 1,006,409	\$ 1,168,231	\$ 501	(14,776)	\$ (717,765)	\$ 1,458,851
Net income	—	—	—	111,019	—	—	—	111,019
Common stock issued under stock incentive plans	703	7	(7)	—	—	—	—	—
Stock-based compensation expense	—	—	8,590	—	—	—	—	8,590
Exercise of stock options	—	—	5,865	—	—	—	—	5,865
Acquisition of treasury stock	—	—	—	—	—	(763)	(56,905)	(56,905)
Balance, May 4, 2024	<u>148,247</u>	<u>\$ 1,482</u>	<u>\$ 1,020,857</u>	<u>\$ 1,279,250</u>	<u>\$ 501</u>	<u>(15,539)</u>	<u>\$ (774,670)</u>	<u>\$ 1,527,420</u>

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

BJ'S WHOLESALE CLUB HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Amounts in thousands)
(Unaudited)

	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 149,768	\$ 111,019
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	69,665	63,422
Amortization of debt issuance costs and accretion of original issue discount	273	277
Stock-based compensation expense	10,654	8,590
Deferred income tax (benefit) provision	(4,913)	1,409
Changes in operating leases and other non-cash items	(24,397)	2,922
Increase (decrease) in cash due to changes in:		
Accounts receivable, net	39,735	3,491
Merchandise inventories	(58,044)	(78,488)
Prepaid expenses and other current assets	(15,283)	(11,083)
Other assets	(1,476)	(4,733)
Accounts payable	2,355	81,592
Accrued expenses and other current liabilities	24,783	19,316
Other non-current liabilities	14,973	3,113
Net cash provided by operating activities	208,093	200,847
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property and equipment, net of disposals	(140,497)	(105,741)
Other investing activities	(1,794)	—
Net cash used in investing activities	(142,291)	(105,741)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from revolving lines of credit	66,000	193,000
Payments on revolving lines of credit	(91,000)	(242,000)
Net cash received from stock option exercises	5,014	5,865
Acquisition of treasury stock	(41,305)	(57,256)
Proceeds from financing obligations	8,721	6,044
Other financing activities	(2,020)	(1,714)
Net cash used in financing activities	(54,590)	(96,061)
Net increase (decrease) in cash and cash equivalents	11,212	(955)
Cash and cash equivalents at beginning of period	28,272	36,049
Cash and cash equivalents at end of period	\$ 39,484	\$ 35,094
Supplemental cash flow information:		
Interest paid	\$ 8,966	\$ 12,112
Income taxes paid	12,738	13,688
Operating lease liabilities arising from obtaining right-of-use assets and other non-cash lease-related operating items	14,583	65,905
Non-cash financing and investing activities:		
Finance lease liabilities arising from obtaining right-of-use assets	525	345
Property additions included in accrued expenses	40,404	35,456
Treasury stock acquisitions included in accrued expenses	1,561	3,013

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

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Business

BJ's Wholesale Club Holdings, Inc. and its wholly-owned subsidiaries (the "Company" or "BJ's") is a leading operator of membership warehouse clubs concentrated primarily in the eastern half of the United States. The Company provides a curated assortment focused on groceries, fresh foods, general merchandise, gasoline, and other ancillary services to deliver a differentiated shopping experience that is further enhanced by the Company's digital capabilities. As of May 3, 2025, BJ's operated 255 warehouse clubs and 190 gas stations in 21 states.

2. Summary of Significant Accounting Policies

(a) Basis of Presentation

The accompanying interim financial statements of BJ's Wholesale Club Holdings, Inc. are unaudited and, in the opinion of management, reflect all normal recurring adjustments considered necessary for a fair statement of the Company's financial statements in accordance with GAAP.

The condensed consolidated balance sheet as of February 1, 2025 is derived from the audited consolidated balance sheet as of that date. The Company's business, as is common with the business of retailers generally, is subject to seasonal influences. The Company's sales and operating income have typically been highest in the fourth quarter holiday season and lowest in the first quarter of each fiscal year.

These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and footnotes thereto included in our Annual Report on Form 10-K for fiscal year 2024, as filed with the Securities and Exchange Commission on March 14, 2025.

(b) Fiscal Year

The Company follows the National Retail Federation's fiscal calendar and reports financial information on a 52- or 53-week year ending on the Saturday closest to January 31. The thirteen-week periods ended May 3, 2025 and May 4, 2024 are referred to herein as the "first quarter of fiscal year 2025" and the "first quarter of fiscal year 2024," respectively. Operating results for the thirteen week period ended May 3, 2025 are not necessarily indicative of the results that may be expected for the 52-week fiscal year ending January 31, 2026.

(c) Recent Accounting Pronouncements and Policies

The Company's accounting policies are set forth in the audited financial statements included in the Company's Annual Report on Form 10-K for fiscal year 2024. There have been no material changes to these accounting policies and no accounting pronouncements adopted that had a material impact on the Company's financial statements.

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*. ASU 2023-09 will require public companies to disclose, on an annual basis, a tabular reconciliation, using both percentages and amounts, broken out into specific categories with certain reconciling items at or above 5% of the statutory tax, further broken out by nature and/or jurisdiction. ASU 2023-09 requires all entities to disclose, on an annual basis, the amount of income taxes paid (net of refunds received), disaggregated between federal, state/local and foreign, and amounts paid to an individual jurisdiction when 5% or more of the total income taxes paid. The new pronouncement will not have an impact on the Company's consolidated balance sheet, statement of operations and comprehensive income, statement of stockholders' equity, or statement of cash flows. The Company continues to evaluate the impact of enhanced disclosure requirements on the notes to the consolidated financial statements. The Company will adopt this new pronouncement as part of its annual report as of and for the fiscal year ended January 31, 2026.

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*. ASU 2024-03 requires disclosure of certain costs and expenses on an interim and annual basis in the notes to the financial statements. ASU 2024-03 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 disclosures required under the guidance can be applied either prospectively to

financial statements issued for reporting periods after the effective date or retrospectively to any or all periods presented in the financial statements. The Company is currently evaluating the impact that this guidance will have on its financial statement disclosures.

3. Revenue Recognition

Net sales

The Company recognizes net sales at clubs and gas stations when the customer takes possession of the goods and tenders payment. Sales tax is recorded as a liability at the point-of-sale. Revenue is recorded at the point-of-sale based on the transaction price, net of any applicable discounts, sales tax, and expected refunds. For digitally-enabled sales, including buy-online-pickup-in-club ("BOPIC"), curbside delivery, and same-day delivery, the Company generally recognizes revenue when the customer takes possession of the merchandise. For ship-to-home sales, the Company recognizes revenue when control of the merchandise is transferred to the customer, which is typically at the time of shipment.

Rewards programs

The Company's Club+ program allows participating members to earn 2% cash back, up to a maximum of \$500 per year, on qualified purchases made at BJ's, a 5-cent per gallon discount at BJ's gas locations, and two free same-day deliveries. Cash back is in the form of electronic awards issued to each member once \$10 in rewards have been earned.

The Company's co-branded credit card program, known as the BJ's One and BJ's One+ program, allows cardholders the opportunity to earn up to 5% cash back on purchases made in BJ's clubs, on bjs.com, or in the BJ's mobile app, and up to a 15-cent per gallon discount on gasoline when paying with a BJ's One or BJ's One+ Mastercard at BJ's gas locations. BJ's One+ Mastercard cardholders also receive two free same-day deliveries if such benefit has not already been received under the Club+ program. Cash back is in the form of electronic awards issued to each member monthly on the credit card statement date. Earned rewards on each of the Club+ and co-branded credit card programs do not expire.

The Company accounts for these transactions as multiple-element arrangements and allocates the transaction price to separate performance obligations using their relative fair values. The Company includes the fair value of award dollars earned in deferred revenue at the time the award dollars are earned. Earned awards may be redeemed on future purchases made at BJ's. The Company recognizes revenue related to earned awards when customers redeem such awards as part of a purchase at one of the Company's clubs, on bjs.com, or in the BJ's mobile app. The Company recognizes royalty revenue related to the BJ's One and BJ's One+ credit card programs based upon actual customer activities, such as reward redemptions. While the Company continues to honor all rewards presented for redemption, the likelihood of redemption is deemed to be remote for certain rewards due to historical experience, including after long periods of inactivity, and rewards being linked to expired or canceled memberships. In these circumstances, the Company recognizes revenue, or breakage, from unredeemed rewards.

Membership

The Company charges a membership fee to its customers, which allows customers to shop in the Company's clubs, on bjs.com, or in the BJ's mobile app, and purchase gasoline at the Company's gas stations for the duration of the membership, which is generally 12 months. In addition, members have access to other ancillary services, coupons, and promotions. As the Company has the obligation to provide access to its clubs, website, mobile app, and gas stations for the duration of the membership term, the Company recognizes membership fees on a straight-line basis over the life of the membership. All membership fees and related membership revenues are recorded as membership fee income in the condensed consolidated statements of operations and comprehensive income.

Gift Card Program

The Company sells BJ's gift cards that allow customers to redeem the cards for future purchases equal to the amount of the face value of the gift card. Revenue from gift card sales is recognized upon redemption of the gift cards and control of the purchased goods or services is transferred to the customer.

Contract Balances

The following table summarizes the Company's deferred revenue balance related to outstanding performance obligations for contracts with customers, excluding earned award dollars which are noted below (in thousands):

	<u>May 3, 2025</u>	<u>February 1, 2025</u>	<u>May 4, 2024</u>
Current:			
Rewards programs:			
Royalty revenue	\$ 6,913	\$ 9,972	\$ 4,982
Co-brand initiatives	3,945	4,082	3,710
Total rewards programs	<u>10,858</u>	<u>14,054</u>	<u>8,692</u>
Membership	260,578	253,262	234,411
Gift card program	15,875	16,778	14,484
E-commerce sales	6,866	7,839	5,723
Long-term:			
Rewards programs:			
Co-brand initiatives	2,317	3,139	5,910
Total deferred revenue	<u>\$ 296,494</u>	<u>\$ 295,072</u>	<u>\$ 269,220</u>

Current and long-term deferred revenue balances are included within accrued expenses and other current liabilities and other non-current liabilities, respectively, in the condensed consolidated balance sheets.

The following table presents deferred revenue activity related to earned award dollars (in thousands):

	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Earned rewards balance, beginning of period	\$ 57,474	\$ 49,135
Rewards earned	88,197	75,383
Revenue recognized on rewards	(84,383)	(71,184)
Earned rewards balance, end of period	<u>\$ 61,288</u>	<u>\$ 53,334</u>

Earned award dollars are combined in one homogeneous pool and are not separately identifiable. Revenue recognized on rewards consists of awards that were included in the deferred revenue balance at the beginning of the period as well as awards that were earned during the period.

The following table summarizes the Company's revenue recognized during the period that was included in the opening deferred balance, excluding earned award dollars, as of February 1, 2025 and February 3, 2024 (in thousands):

	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Rewards programs:		
Royalty revenue	\$ 9,972	\$ 4,593
Co-brand initiatives	960	776
Total rewards programs	10,932	5,369
Membership	106,337	97,790
Gift card program	2,707	2,799
E-commerce sales	7,839	6,757
Total revenue	<u>\$ 127,815</u>	<u>\$ 112,715</u>

Performance obligations related to earned award dollars, royalty revenue, and membership fees are typically satisfied over a period of twelve months or less. Funds received related to marketing and other integration costs in connection with our co-brand credit card program are recognized as performance obligations are satisfied. The timing and recognition of gift card redemptions varies depending on consumer behavior and spending patterns.

Disaggregation of Revenue

The following table summarizes the Company's percentage of net sales disaggregated by category:

	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Perishables, Grocery, and Sundries	73 %	71 %
General Merchandise and Services	9 %	10 %
Gasoline and Other	18 %	19 %

4. Debt and Credit Arrangements

The following table summarizes the Company's debt (in thousands):

	May 3, 2025	February 1, 2025	May 4, 2024
ABL Revolving Facility	\$ 150,000	\$ 175,000	\$ 270,000
First Lien Term Loan	400,000	400,000	400,000
Unamortized original issue discount and debt issuance costs	(1,120)	(1,193)	(1,491)
Less: Short-term debt	(150,000)	(175,000)	(270,000)
Long-term debt	\$ 398,880	\$ 398,807	\$ 398,509

ABL Revolving Facility

On July 28, 2022, the Company entered into the ABL Revolving Facility with an ABL Revolving Commitment of \$1.2 billion pursuant to that certain credit agreement (the "Credit Agreement") with Bank of America, N.A., as administrative agent and collateral agent, and the other lenders party thereto. The maturity date of the ABL Revolving Facility is July 28, 2027.

Revolving loans under the ABL Revolving Facility are available in an aggregate amount equal to the lesser of the aggregate ABL Revolving Commitment or a borrowing base based on the value of certain inventory and accounts and credit card receivables, subject to specified advance rebates and reserves as set forth in the Credit Agreement. Indebtedness under the ABL Revolving Facility is secured by substantially all of the assets (other than real estate) of the Company and its subsidiaries, subject to customary exceptions. As amended, interest on the ABL Revolving Facility is calculated either at SOFR plus a range of 100 to 125 basis points or a base rate plus 0 to 25 basis points, based on excess availability. The Company will also pay an unused commitment fee of 20 basis points per annum on the unused ABL Revolving Commitment. Each borrowing is for a period of one, three, or six months, as selected by the Company, or for such other period that is twelve months or less requested by the Company and consented to by the lenders and administrative agent.

The ABL Revolving Facility places certain restrictions (i.e., covenants) upon the Borrower's, and its subsidiaries', ability to, among other things, incur additional indebtedness, pay dividends, and make certain loans, investments, and divestitures. The ABL Revolving Facility contains customary events of default (including payment defaults, cross-defaults to certain of our other indebtedness, breach of representations and covenants and change of control). The occurrence of an event of default under the ABL Revolving Facility would permit the lenders to accelerate the indebtedness and terminate the ABL Revolving Facility.

As of May 3, 2025, there was \$150.0 million outstanding in loans under the ABL Revolving Facility and \$13.5 million in outstanding letters of credit. The interest rate on the ABL Revolving Facility was 5.42% and unused capacity was \$1.0 billion. As of February 1, 2025 and May 4, 2024, the interest rate on the ABL Revolving Facility was 5.41% and 6.41%, respectively.

First Lien Term Loan

On October 12, 2023, the Company entered into an amendment (the "Fourth Amendment") to the First Lien Term Loan Credit Agreement, with Nomura Corporate Funding Americas, LLC, as administrative agent and collateral agent, and the lenders party thereto.

The Fourth Amendment, among other things, extended the maturity date with respect to the term loans outstanding under the First Lien Term Loan Credit Agreement from February 3, 2027 to February 3, 2029. In addition, the Fourth Amendment reduced applicable margin in respect of the interest rate from SOFR plus 275 basis points per annum to SOFR plus 200 basis points per annum.

On November 4, 2024, the Company entered into an amendment (the "Fifth Amendment") to the First Lien Term Loan Credit Agreement, with Nomura Corporate Funding Americas, LLC, as administrative agent and collateral agent, and the lenders party thereto.

The Fifth Amendment, among other things, provided for a new tranche of term loans in an aggregate principal amount of \$400.0 million, which refinanced and replaced in full the existing Tranche B term loans outstanding under the First Lien Term Loan Credit Agreement immediately prior to the effectiveness of the Fifth Amendment. In addition, the Fifth Amendment reduced applicable margin in respect of the interest rate from SOFR plus 200 basis points per annum to SOFR plus 175 basis points per annum.

Voluntary prepayments are permitted. Principal payments must be made on the First Lien Term Loan pursuant to an annual excess cash flow calculation when the net leverage ratio exceeds 3.50 to 1.00. As of May 3, 2025, the Company's net leverage ratio did not exceed 3.50 to 1.00, and therefore, no incremental principal payments were required. The First Lien Term Loan is subject to certain affirmative and negative covenants but no financial covenants. It is secured on a senior basis by certain "fixed assets" of the Company and on a junior basis by certain "liquid" assets of the Company.

There was \$400.0 million outstanding under the First Lien Term Loan as of each of May 3, 2025, February 1, 2025, and May 4, 2024. The interest rate on the First Lien Term Loan was 6.07%, 6.08%, and 7.32% at May 3, 2025, February 1, 2025, and May 4, 2024, respectively.

5. Commitments and Contingencies

The Company is involved in various legal proceedings that are typical of a retail business. In accordance with applicable accounting guidance, an accrual will be established for legal proceedings if and when those matters present loss contingencies that are both probable and estimable. The Company does not believe the resolution of any current proceedings will result in a material impact to the consolidated financial statements. Gain contingencies are recognized when they are realized or realizable.

6. Stock Incentive Plans

On June 13, 2018, the Company's board of directors adopted, and its stockholders approved, the BJ's Wholesale Club Holdings, Inc. 2018 Incentive Award Plan (the "2018 Plan"). The 2018 Plan provides for the grant of stock options, restricted stock, dividend equivalents, stock payments, restricted stock units, performance shares, other incentive awards, stock appreciation rights, and cash awards.

The 2018 Plan authorizes the issuance of 13,148,058 shares. If an award under the 2018 Plan is forfeited, expires, or is settled for cash, any shares subject to such award may, to the extent of such forfeiture, expiration, or cash settlement, be used again for new grants under the 2018 Plan. Additionally, shares tendered or withheld to satisfy grant or exercise price, or tax withholding obligations associated with an award under the 2018 Plan will be added to the shares authorized for grant under the 2018 Plan. The following shares may not be used again for grant under the 2018 Plan: (1) shares subject to a stock appreciation right ("SAR") that are not issued in connection with the stock settlement of the SAR upon its exercise and (2) shares purchased on the open market with the cash proceeds from the exercise of options under the 2018 Plan. As of May 3, 2025, there were 4,283,687 shares available for future issuance under the 2018 Plan.

The following table summarizes the Company's stock award activity during the thirteen weeks ended May 3, 2025 (shares in thousands):

	Stock Options		Restricted Stock		Restricted Stock Units		Performance Stock	
	Shares	Weighted-Average Exercise Price	Shares	Weighted-Average Grant Date Fair Value	Shares	Weighted-Average Grant Date Fair Value	Shares ^(a)	Weighted-Average Grant Date Fair Value
Outstanding, February 1, 2025	821	\$ 19.14	291	\$ 73.78	368	\$ 75.43	628	\$ 69.53
Granted ^(b)	—	—	—	—	245	114.88	331	114.88
Forfeited/canceled	—	—	(3)	76.07	(7)	74.64	(20)	76.36
Exercised/vested	(299)	16.74	(177)	72.08	(115)	74.65	(367)	62.69
Outstanding, May 3, 2025	522	\$ 20.52	111	\$ 75.38	491	\$ 95.27	572	\$ 84.78

(a) Shares outstanding reflect a 100% payout, however, the actual payout for the remaining performance stock awards granted in fiscal year 2021 is expected to be 200%, and the actual payout for performance stock awards granted in fiscal year 2022, which vested in the first quarter of fiscal year 2025, was 177%. Actual payout for the performance stock awards granted in fiscal year 2023, which vest in fiscal year 2026, could be below 100% or up to 200%. Actual payout for the performance stock awards granted in each of fiscal years 2024 and 2025, which vest in fiscal years 2027 and 2028, respectively, could be below 100% or up to 300%.

(b) Includes 165 incremental performance stock awards granted in fiscal years 2021 and 2022 with a weighted-average grant date fair value of \$62.13, that vested in fiscal year 2025 at greater than 100% of target payout based on performance.

Stock-based compensation expense was \$10.7 million and \$8.6 million for the thirteen weeks ended May 3, 2025 and May 4, 2024, respectively.

On June 14, 2018, the Company's board of directors adopted, and its stockholders approved, the ESPP, which became effective July 1, 2018. The aggregate number of shares of common stock reserved for issuance under the ESPP is equal to the sum of (i) 973,014 shares and (ii) an annual increase on the first day of each calendar year beginning in 2019 and ending in 2028 equal to the lesser of (A) 486,507 shares, (B) 0.5% of the shares outstanding (on an as converted basis) on the last day of the immediately preceding fiscal year and (C) such smaller number of shares as determined by the Company's board of directors. The amount of expense recognized related to the ESPP was \$0.5 million and \$0.4 million for the thirteen weeks ended May 3, 2025 and May 4, 2024, respectively. As of May 3, 2025, there were 3,272,229 shares available for issuance under the ESPP.

7. Treasury Shares and Share Repurchase Program

Treasury Shares Acquired on Restricted Stock and Performance Stock Awards

The Company acquired 310,102 shares for \$35.1 million and 357,451 shares for \$26.7 million in the thirteen weeks ended May 3, 2025 and May 4, 2024, respectively, to satisfy employees' tax withholding obligations upon the vesting of restricted stock and performance stock awards, which was recorded as treasury stock.

Share Repurchase Program

On November 16, 2021, the Company's board of directors approved a share repurchase program (the "2021 Repurchase Program") that allowed the Company to repurchase up to \$500.0 million of its outstanding common stock. The 2021 Repurchase Program expired in January 2025, with the Company utilizing the entire authorization of \$500.0 million.

On November 18, 2024, the Company's board of directors approved a new share repurchase program (the "2024 Repurchase Program") that allows the Company to repurchase up to an additional \$1.0 billion of its outstanding common stock from time to time as market conditions warrant. The 2024 Repurchase Program was effective on February 1, 2025 and expires in January 2029. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate requirements, market conditions, and other corporate liquidity requirements and priorities. The Company initiated the 2024 Repurchase Program to mitigate potentially dilutive effects of stock awards granted by the Company, in addition to enhancing shareholder value.

The Company repurchased 55,000 shares for \$6.2 million under the 2024 Repurchase Program and 405,110 shares for \$30.2 million under the 2021 Repurchase Program during the thirteen weeks ended May 3, 2025 and May 4, 2024, respectively. The Company accounts for treasury stock under the cost method based on the fair market value of the shares on the dates of repurchase plus any direct costs incurred.

As of May 3, 2025, \$993.8 million remained available to purchase under the 2024 Repurchase Program.

8. Income Taxes

The Company projects the estimated annual effective tax rate for fiscal year 2025 to be 28.0%, excluding the tax effect of discrete events, such as excess tax benefits from stock-based compensation, changes in tax legislation, settlements of tax audits and changes in uncertain tax positions, among others.

The Company's effective income tax rate was 22.2% and 24.4% for the thirteen weeks ended May 3, 2025 and May 4, 2024, respectively. The decrease in the effective tax rate for the thirteen weeks ended May 3, 2025 compared to the thirteen weeks ended May 4, 2024 was primarily driven by higher excess tax benefits from stock-based compensation in the current period.

The Company is subject to taxation in the U.S. federal and various state taxing jurisdictions. The Company's tax years from 2021 forward remain open and subject to examination by the Internal Revenue Service and various state taxing authorities.

9. Fair Value Measurements

Certain assets and liabilities are required to be carried at fair value in accordance with GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

The Company uses a three-level hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. Financial assets and liabilities carried at fair value are to be classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last is considered unobservable:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable inputs other than quoted market prices included in Level 1 such as quoted market prices for markets that are not active or other inputs that are observable or can be corroborated by observable market data.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities, including certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

Financial Assets and Liabilities

The fair value of the Company's long-term debt is estimated based on current market rates for our specific debt instrument. Judgment is required to develop these estimates. As such, the estimated fair value of long-term debt is classified within Level 2, as defined under U.S. GAAP.

The gross carrying amount and fair value of the Company's debt at May 3, 2025 are as follows (in thousands):

	<u>Carrying Amount</u>	<u>Fair Value</u>
ABL Revolving Facility	\$ 150,000	\$ 150,000
First Lien Term Loan	400,000	400,916
Total Debt	<u>\$ 550,000</u>	<u>\$ 550,916</u>

The gross carrying amount and fair value of the Company's debt at February 1, 2025 are as follows (in thousands):

	<u>Carrying Amount</u>	<u>Fair Value</u>
ABL Revolving Facility	\$ 175,000	\$ 175,000
First Lien Term Loan	400,000	402,500
Total Debt	<u>\$ 575,000</u>	<u>\$ 577,500</u>

The gross carrying amount and fair value of the Company's debt at May 4, 2024 are as follows (in thousands):

	<u>Carrying Amount</u>	<u>Fair Value</u>
ABL Revolving Facility	\$ 270,000	\$ 270,000
First Lien Term Loan	400,000	402,000
Total Debt	<u>\$ 670,000</u>	<u>\$ 672,000</u>

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

The Company believes that the carrying amounts of its other financial instruments, including cash, accounts receivable, and accounts payable, approximate their fair values due to the short-term maturities of these instruments.

10. Earnings Per Share

The table below reconciles basic weighted-average shares of common stock outstanding to diluted weighted-average shares of common stock outstanding for the thirteen weeks ended May 3, 2025 and May 4, 2024 (in thousands):

	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Weighted-average shares of common stock outstanding, used for basic computation	131,569	132,397
Plus: Incremental shares of potentially dilutive securities	1,180	1,714
Weighted-average shares of common stock and dilutive potential shares of common stock outstanding	132,749	134,111

The table below summarizes awards that were excluded from the computation of diluted earnings for the thirteen weeks ended May 3, 2025 and May 4, 2024, as their inclusion would have been anti-dilutive (in thousands):

	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Stock-based awards	89	328

11. Segment Reporting

The Company's operations are primarily retail club and other sales procured from clubs and distribution centers, representing one operating segment. All of the Company's identifiable assets are located in the United States. The Company does not have significant sales outside the United States, nor does any customer represent more than 10% of total revenues for any period presented.

The chief operating decision maker ("CODM") is the Company's chairman and chief executive officer. The CODM utilizes net income, as reported in the condensed consolidated statements of operations and comprehensive income, in evaluating performance of the retail operations segment and determining how to allocate resources of the Company as a whole, including investing in clubs, stockholder return programs, and other strategies. The CODM does not review assets when evaluating the results of the segment, and therefore, such information is not presented.

The following table provides the operating financial results of our reportable segment (in thousands):

	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Total revenues	\$ 5,153,483	\$ 4,918,519
Less: significant and other segment expenses		
Merchandise cost of sales ^(a)	3,363,785	3,158,913
Selling, general and administrative expenses ^(b)	765,854	722,635
Other segment expenses ^(c)	874,076	925,952
Net income	\$ 149,768	\$ 111,019

^(a) Merchandise cost of sales represents those expenses related to the sales of merchandise including inventory costs and distribution costs, and excludes costs related to gasoline and membership fee income.

^(b) Selling, general and administrative expenses is inclusive of pre-opening expenses, stock-based compensation, and other corporate expenses.

^(c) Other segment expenses primarily consists of other costs of revenues, including gas, as well as interest expense and income tax expense.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical facts contained in this Quarterly Report on Form 10-Q should be considered forward-looking statements, including, without limitation, statements regarding our future results of operations and financial position, business strategy, transformation, strategic priorities and future progress, including expectations regarding deferred revenue, lease commencement dates, impact of infrastructure investments on our operating model and selling, general and administrative expenses, sales of gasoline and gross profit margin rates, share repurchases, and new club and gas station openings, as well as statements that include terms such as "may", "might", "will", "should", "expect", "plan", "anticipate", "could", "intend", "project", "believe", "estimate", "predict", "continue", "forecast", "would", or the negative of these terms or other similar expressions. The forward-looking statements in this Quarterly Report on Form 10-Q are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. These statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements, including, but not limited to:

- uncertainties in the financial markets including, without limitation, as a result of disruptions and instability in the banking and financial services industries, wars and global political conflicts, and the effect of certain economic conditions or events on consumer and small business spending patterns and debt levels;
- risks related to our dependence on having a large and loyal membership;
- risks related to our membership fee increases;
- domestic and international economic conditions, including volatility in inflation or interest rates, supply chain disruptions, construction delays, tariffs, and exchange rates;
- our ability to procure the merchandise we sell at the best possible prices;
- the effects of competition in, and regulation of, the retail industry;
- our dependence on vendors to supply us with quality merchandise at the right time and at the right price;
- risks related to our indebtedness;
- changes in laws related to, or the governments administration of, the Supplemental Nutrition Assistance Program or its electronic benefit transfer systems;
- the risks and uncertainties related to the impact of any future pandemic, epidemic or outbreak of any other highly infectious disease on the U.S., regional and global economies and on our business, financial condition and results of operations;
- risks related to climate change and natural disasters, including hurricanes;
- our ability to identify and respond effectively to consumer trends, including our ability to successfully maintain a relevant digital experience for our members;
- risks related to cybersecurity, which may be heightened due to our e-commerce business, including our ability to protect the privacy of member or business information and the security of payment card information;
- risks relating to our ability to attract and retain a qualified management team and other team members;
- risks relating to our ability to implement our growth strategy by opening new clubs, and gasoline stations; and
- the other risk factors identified in our filings with the Securities and Exchange Commission (the "SEC"), including in particular those set forth under "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended February 1, 2025 (the "Annual Report on Form 10-K for fiscal year 2024") and our other filings with the SEC.

Given these uncertainties, you should not place undue reliance on any forward-looking statements. Except as required by applicable law, we assume no obligation to update these forward-looking statements, even if new information becomes available in the future, and you should not rely upon these forward-looking statements after the date of this Quarterly Report on Form 10-Q.

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

The following discussion and analysis is intended to promote an understanding of the results of operations and financial condition of the Company and is provided as a supplement to, and should be read in conjunction with, our unaudited condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q, as well as the audited consolidated financial statements and the related notes thereto in our Annual Report on Form 10-K for fiscal year 2024. The following discussion may contain forward-looking statements that reflect our plans, estimates and assumptions. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause such differences are discussed in the sections of this Quarterly Report on Form 10-Q titled "Forward-Looking Statements" and in Part I. "Item 1A. Risk Factors" in our Annual Report on Form 10-K for fiscal year 2024 and subsequent filings with the SEC.

We report on the basis of a 52- or 53-week fiscal year, which ends on the Saturday closest to the last day of January. Accordingly, references herein to "fiscal year 2025" relate to the 52 weeks ending January 31, 2026, and references herein to "fiscal year 2024" relate to the 52 weeks ended February 1, 2025. The first quarter of fiscal year 2025 ended on May 3, 2025, and the first quarter of fiscal year 2024 ended on May 4, 2024, and both included thirteen weeks.

Overview

BJ's Wholesale Club is a leading operator of membership warehouse clubs concentrated primarily in the eastern half of the United States. We deliver significant value to our members, consistently offering up to 25% savings on a representative basket of manufacturer-branded groceries compared to traditional supermarket competitors. We provide a curated assortment focused on groceries, fresh foods, general merchandise, gasoline, and other ancillary services to deliver a differentiated shopping experience that is further enhanced by our digital capabilities. Additionally, we provide access to coupons and promotions to deliver further value to our members.

Since pioneering the warehouse club model in New England in 1984, we have grown our footprint to 255 large-format, high volume warehouse clubs and 190 gas stations spanning 21 states as of the date of this filing. In our originating New England market, which has high population density and generates a disproportionate part of U.S. gross domestic product ("GDP"), we operate more than three times the number of clubs compared to the next largest warehouse club competitor. In addition to shopping in our clubs, members are able to shop when and how they want through our website, bjs.com, and our highly rated mobile app, which allows them to use our buy-online-pickup-in-club ("BOPIC") service, curbside delivery, same-day delivery or traditional ship-to-home service, as well as through the DoorDash and Instacart marketplaces. We also offer Same-Day Select, which offers BJ's members the ability to pay a one-time fee for either unlimited or twelve same-day deliveries over a one-year period.

Our goal is to offer our members significant value and a meaningful return in savings on their annual membership fee. We have over 7.5 million members paying annual fees to gain access to savings on groceries, general merchandise, services, and gasoline. The annual membership fee for our Club Card membership is generally \$60, and the annual membership fee for our Club+ membership, which offers additional value-enhancing features, is generally \$120. Prior to January 1, 2025, the Club Card and Club+ membership fees were \$55 and \$110 per year, respectively. We believe that members can save over ten times their \$60 Club Card membership fee versus what they would otherwise pay at traditional supermarket competitors when they spend \$2,500 or more per year at BJ's on manufacturer-branded groceries. In addition to providing significant savings on a representative basket of manufacturer-branded groceries, we accept all manufacturer coupons and also carry our own exclusive brands that enable members to save on price without compromising on quality. Our two private label brands, Wellsley Farms® and Berkley Jensen®, represented approximately 26% of our total net sales, excluding gasoline, for fiscal year 2024. Our customers recognize the relevance of our value proposition across economic environments, as demonstrated by over 25 consecutive years of membership fee income growth. Our membership fee income was \$465.5 million for the trailing twelve-months ended May 3, 2025.

Our business is moderately seasonal in nature. Historically, our business has realized a slightly higher portion of net sales, operating income, and cash flows from operations in the second and fourth fiscal quarters, attributable primarily to the impact of the summer and year-end holiday season, respectively. Our quarterly results have been, and will continue to be, affected by the timing of new club openings and their associated pre-opening expenses. As a result of these factors, our financial results for any single quarter or for periods of less than a year are not necessarily indicative of the results that may be achieved for a full fiscal year.

Factors Affecting Our Business

Overall economic trends

The overall economic environment and related changes in consumer behavior have a significant impact on our business. In general, positive conditions in the broader economy promote customer spending in our clubs, while economic weakness, which generally results in a reduction of customer spending, may have a different or more extreme effect on spending at our clubs. Macroeconomic factors that can affect customer spending patterns, and thereby our results of operations, include, among others, employment rates, changes to the Supplemental Nutrition Assistance Program (SNAP), government stimulus programs, tax legislation, business conditions, changes in the housing market, the availability of credit, interest rates and inflation, tariffs, tax rates, and fuel and energy costs. In addition, unemployment rates and benefits may cause us to experience higher labor costs.

Size and loyalty of membership base

The membership model is a critical element of our business. Members drive our results of operations through their membership fee income and their purchases. The majority of members renew within six months following their renewal date. Therefore, our renewal rate is a trailing calculation that captures renewals during the period seven to eighteen months prior to the reporting date. We have grown our membership fee income each year for over 25 consecutive years and the quality of our membership mix is strong as evidenced by our higher tier penetration growth in the first thirteen weeks of fiscal year 2025. Our tenured membership renewal rate, a key indicator of membership engagement, satisfaction and loyalty, was 90% at the end of fiscal year 2024.

Effective sourcing and distribution of products and consumer demands

Our net sales and gross profit are affected by our ability to purchase our products in sufficient quantities at competitive prices. Further, our ability to maintain our appeal to existing customers and attract new customers primarily depends on our ability to originate, develop, and offer a compelling product assortment responsive to customer preferences. As a result, our level of net sales could be adversely affected due to constraints in our supply chain, including our inability to procure and stock sufficient quantities of some merchandise in a manner that is able to match market demand from our customers.

Infrastructure investment

Our historical operating results reflect the impact of our ongoing investments to support our growth. We have made significant investments in our business that we believe have laid the foundation for continued profitable growth. We believe that expanding our club footprint, bringing substantially all of our end-to-end perishable supply chain in-house, enhancing our information systems, including our distribution center and transportation management systems, and investing in hardware, software, and digitally enabled shopping capabilities for convenience, such as BOPIC, curbside pickup, same-day delivery, ExpressPay, and a digital coupon gallery will enable us to replicate our profitable club format and provide a differentiated shopping experience. We expect these infrastructure investments to support our successful operating model across our club operations.

Gasoline prices

The market price of gasoline impacts our net sales and comparable club sales, and large fluctuations in the price of gasoline may produce a short-term impact on our margins. Retail gasoline prices are driven by daily crude oil and wholesale commodity market changes and are volatile, as they are influenced by factors that include changes in demand and supply of oil and refined products, global geopolitical events, regional market conditions, and supply interruptions caused by severe weather conditions. Typically, the change in crude oil prices impacts the purchase price of wholesale petroleum fuel products, which in turn impacts retail gasoline prices at the pump. During times when prices are particularly volatile, differences in pricing and procurement strategies between the Company and its competitors may lead to temporary margin contraction or expansion, depending on whether prices are rising or falling, and this impact could affect our overall results for a fiscal quarter.

In addition, the relative level of gasoline prices from period to period may lead to differences in our net sales between those periods. Further, because we generally attempt to maintain a fairly stable gross profit per gallon, this variance in net sales, which may be substantial, may or may not have a significant impact on our operating income.

Inflation and deflation trends

Our financial results can be directly impacted by substantial changes in product costs due to commodity cost fluctuations or general inflation, disinflation, or deflation, which could lead to a reduction in our sales, as well as greater margin pressure, as costs may not be able to be passed on to consumers. Changes in commodity prices and changes in inflation rates have impacted several categories of our business and may continue to do so. Inflationary volatility can be attributed to macro economic factors including supply chain disruptions, government stimulus, interest rates, tariffs, and other factors. In response to general inflationary volatility, we seek to minimize the impact of such events by sourcing our merchandise from different vendors, changing our product mix or increasing our pricing when necessary.

Results of Operations

The following table summarizes key components of our results of operations for the periods indicated:

Statement of Operations Data (dollars in thousands, except per share amounts)	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Net sales	\$ 5,033,094	\$ 4,807,129
Membership fee income	120,389	111,390
Total revenues	5,153,483	4,918,519
Cost of sales	4,183,984	4,035,129
Selling, general and administrative expenses	760,880	721,771
Pre-opening expenses	4,974	864
Operating income	203,645	160,755
Interest expense, net	11,099	13,951
Income before income taxes	192,546	146,804
Provision for income taxes	42,778	35,785
Net income	\$ 149,768	\$ 111,019
Weighted-average shares outstanding—basic	131,569	132,397
Basic EPS ^(a)	\$ 1.14	\$ 0.84
Weighted-average shares outstanding—diluted	132,749	134,111
Diluted EPS ^(a)	\$ 1.13	\$ 0.83
Operational Data:		
Total clubs at end of period	255	244
Comparable club sales ^(b)	1.6%	1.6%
Merchandise comparable club sales ^(b)	3.9%	0.6%
Adjusted net income ^(b)	\$ 150,875	\$ 113,408
Adjusted EPS ^(b)	1.14	0.85
Adjusted EBITDA ^(b)	285,836	236,386
Net cash provided by operating activities	208,093	200,847
Adjusted free cash flow ^(b)	67,596	95,106

(a) Basic and diluted EPS are calculated using net income.

(b) See "Non-GAAP Financial Measures" and "Liquidity and Capital Resources" within Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations for definitions.

Net Sales

Net sales are derived from direct retail sales to our customers, net of merchandise returns and discounts. Fluctuations in net sales are impacted by opening new clubs and gas stations and comparable club sales.

Net sales for the first quarter of fiscal year 2025 were \$5.0 billion, a 4.7% increase from net sales reported for the first quarter of fiscal year 2024 of \$4.8 billion.

The increase was due primarily to traffic and unit growth, particularly in the perishables, grocery, and sundries division, as well as an increase of 11 clubs from the prior year period, partially offset by a decrease in gasoline sales.

Comparable Club Sales and Merchandise Comparable Club Sales

We believe net sales is an important driver of our profitability, particularly comparable club sales. Comparable club sales, a key performance indicator, also known as same-store sales in the retail industry, includes all clubs that were open for at least 13 months at the beginning of the period and were in operation during the entirety of both periods being compared, including relocated clubs and expansions. Comparable club sales allow us to evaluate how our club base is performing by measuring the change in period-over-period net sales in clubs that have been open for the applicable period.

Various factors affect comparable club sales, including customer preferences and trends, product sourcing, promotional offerings and pricing, shopping frequency from new and existing members and the amount they spend on each visit, weather and holiday shopping period timing and length. Sales comparisons can be influenced by certain factors that are beyond our control such as changes in the cost of gasoline and macro-economic factors such as inflation. The higher comparable club sales, the more we can leverage certain of our selling, general and administrative ("SG&A") expenses, reducing them as a percentage of sales and enhancing profitability.

	Thirteen Weeks Ended May 3, 2025
Merchandise comparable club sales	3.9 %
Less: impact from gasoline sales	(2.3)%
Comparable club sales	1.6 %

Merchandise comparable club sales represents comparable club sales from all merchandise other than our gasoline operations for the applicable period. Merchandise comparable club sales increased 3.9% in the first quarter of fiscal year 2025 compared to the first quarter of fiscal year 2024, primarily driven by increased sales in the perishables, grocery, and sundries division, partially offset by a slight decline in sales of general merchandise and services compared to the prior year period.

In the perishables, grocery, and sundries division, growth was led by fresh meat and produce, dairy, candy, snacks, nutrition, household cleaning, and paper categories when compared to the first quarter of fiscal year 2024, slightly offset by decreased demand for alcohol.

General merchandise and services declined in the first quarter of fiscal year 2025 compared to the first quarter of fiscal year 2024 due primarily to decreases in large ticket discretionary items in home and seasonal categories, partially offset by increases in consumer electronics, toys, and apparel.

The impact of gasoline sales is a result of a decrease in retail prices year over year, partially offset by an increase in comparable gallons sold in the first quarter of fiscal 2025 as compared to the first quarter of fiscal year 2024.

Membership fee income

Membership fee income was \$120.4 million in the first quarter of fiscal year 2025 compared to \$111.4 million in the first quarter of fiscal year 2024, an 8.1% increase. The increase was primarily driven by strength in membership acquisition, retention and higher tier membership penetration across both new and existing clubs, as well as the increase in annual membership fees which became effective in January 2025. We anticipate the annual membership fee increase will positively impact membership fee income for the remainder of fiscal 2025.

Cost of sales

Cost of sales consists primarily of the direct cost of merchandise and gasoline sold at our clubs, including costs associated with operating our distribution centers, including payroll, payroll benefits, occupancy costs, and depreciation; freight expenses associated with moving merchandise from vendors to our distribution centers and from distribution centers to our clubs; and vendor allowances, rebates, and cash discounts.

Cost of sales was \$4.2 billion, or 83.1% of net sales, in the first quarter of fiscal year 2025 compared to \$4.0 billion, or 83.9% of net sales, in the first quarter of fiscal year 2024. Merchandise gross margin rate, which excludes gasoline sales and membership fee income, increased 30 basis points compared to the prior year period. The Company continues to manage the business to drive profitable growth across the broader merchandise assortment.

Selling, general and administrative expenses

SG&A consists of various expenses related to supporting and facilitating the sale of merchandise in our clubs, including the following: payroll and payroll benefits for team members; rent, depreciation, and other occupancy costs for retail and corporate locations; share-based compensation, advertising expenses; tender costs, including credit and debit card fees; amortization of intangible assets; and consulting, legal, insurance, restructuring charges, and other professional services expenses.

SG&A includes both fixed and variable components and, therefore, is not directly correlated with net sales. We expect that our SG&A will increase in future periods due to investments to drive comparable club sales growth and our expanding footprint as we open new clubs and distribution centers. In addition, any future increases in wages or stock-based grants or modifications will increase our SG&A.

SG&A increased by 5.4% to \$760.9 million in the first quarter of fiscal year 2025 from \$721.8 million in the first quarter of fiscal year 2024. The increase in SG&A was primarily driven by increased labor and occupancy costs as a result of new club and gas station openings. Additionally, an increase in the number of owned clubs has resulted in increased depreciation expense year-over-year.

We remain focused on investing in member engagement, marketing, and digital strategies.

Pre-opening expenses

Pre-opening expenses include startup costs for new clubs and distribution centers and costs for relocated clubs. Expenses will vary based on the number of club openings, geography of the club, whether the club is owned or leased, and timing of the opening relative to our period end.

Pre-opening expenses were \$5.0 million in the first quarter of fiscal year 2025 compared to \$0.9 million in the first quarter of fiscal year 2024. Pre-opening expenses fluctuated due to timing of spend and the number of club openings year-over-year.

Interest expense, net

Interest expense, net was \$11.1 million in the first quarter of fiscal year 2025 compared to \$14.0 million in the first quarter of fiscal year 2024.

The decrease was primarily due to a reduction in outstanding borrowings as well as fluctuations in interest rates year-over-year.

Provision for income taxes

The effective income tax rate was 22.2% and 24.4% for the first quarter of fiscal years 2025 and 2024, respectively. The decrease in the effective income tax rate was primarily driven by higher tax benefits from stock-based compensation in the current year period.

Non-GAAP Financial Measures

The accompanying Condensed Consolidated Financial Statements, including the related notes, are presented in accordance with GAAP. In addition to relevant GAAP measures we also provide non-GAAP measures, including adjusted net income, adjusted net income per diluted share ("adjusted EPS"), adjusted EBITDA, adjusted free cash flow, and other key performance indicators, including comparable club sales, because management believes these metrics are useful to investors and analysts by excluding items that we do not believe are indicative of our core operating performance. These measures are customary for our industry and commonly used by competitors. These non-GAAP financial measures should not be reviewed in isolation or considered as an alternative to any other performance measure derived in accordance with GAAP and should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. In addition, adjusted net income, adjusted EPS, adjusted EBITDA, adjusted free cash flow, and comparable club sales may not be comparable to similarly titled measures used by other companies in our industry or across different industries. See Results of Operations above for our comparable club sales and merchandise comparable club sales results. Adjusted free cash flow is discussed within the Liquidity and Capital Resources section below.

Adjusted Net Income and Adjusted EPS

The adjusted net income and adjusted EPS metrics are important measures used by management to compare the performance of core operating results between periods. We define adjusted net income as net income as reported, adjusted for non-recurring, infrequent, or unusual charges, including restructuring charges, and other adjustments that the Company believes appropriate, net of the tax impact of such adjustments. We define adjusted EPS as adjusted net income divided by the weighted-average diluted shares outstanding.

We believe adjusted net income and adjusted EPS are useful metrics to investors and analysts because they present more accurate year-over-year comparisons for our net income and net income per diluted share because adjusted items are not the result of our normal operations. We also use adjusted EPS in connection with establishing long-term incentive compensation.

(in thousands, except per share amounts)	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Net income as reported	\$ 149,768	\$ 111,019
Adjustments:		
Restructuring ^(a)	1,537	3,307
Tax impact of adjustments to net income ^(b)	(430)	(918)
Adjusted net income	\$ 150,875	\$ 113,408
Weighted-average diluted shares outstanding	132,749	134,111
Adjusted EPS ^(c)	\$ 1.14	\$ 0.85

(a) Represents charges related to the restructuring of certain corporate functions, including costs for severance, retention, outplacement, consulting fees, and other third-party fees.

(b) Represents the tax effect of the above adjustments at a statutory tax rate of approximately 28%.

(c) Adjusted EPS is measured using weighted-average diluted shares outstanding.

Adjusted EBITDA

Adjusted EBITDA is defined as net income before interest expense, net, provision for income taxes and depreciation and amortization, adjusted for the impact of certain other items, including stock-based compensation expense, restructuring, and other adjustments.

We believe that adjusted EBITDA is helpful in highlighting trends in our core operating performance compared to other measures, which can differ significantly depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate and capital investments. We use adjusted EBITDA to supplement GAAP measures of performance in the evaluation of the effectiveness of our business strategies; to make budgeting decisions; and to compare our performance against that of other peer companies using similar measures. We also use adjusted EBITDA in connection with establishing annual incentive compensation.

The following is a reconciliation of our net income to adjusted EBITDA for the periods presented:

(in thousands)	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Net income	\$ 149,768	\$ 111,019
Interest expense, net	11,099	13,951
Provision for income taxes	42,778	35,785
Depreciation and amortization	69,665	63,422
Stock-based compensation expense	10,654	8,590
Restructuring ^(a)	1,537	3,307
Other adjustments ^(b)	335	312
Adjusted EBITDA	<u>\$ 285,836</u>	<u>\$ 236,386</u>

(a) Represents charges related to the restructuring of certain corporate functions, including costs for severance, retention, outplacement, consulting fees, and other third-party fees.

(b) Other non-cash items, including non-cash accretion on asset retirement obligations and obligations associated with our post-retirement medical plan.

Liquidity and Capital Resources

Our primary sources of liquidity are cash flows generated from club operations and borrowings from our ABL Revolving Facility. As of May 3, 2025, cash and cash equivalents totaled \$39.5 million and we had \$1.0 billion of unused capacity under our ABL Revolving Facility. Our principal liquidity needs for the next twelve months and beyond are to fund normal recurring operational expenses and anticipated capital expenditures, fund share repurchases, and meet debt service and principal repayment obligations. We believe that our current resources, together with anticipated cash flows from operations and borrowing capacity under our ABL Revolving Facility, will be sufficient to finance our operations for at least the next twelve months.

In the first three months of fiscal year 2025, we repurchased 55,000 shares under the 2024 Repurchase Program for a total purchase price of \$6.2 million, inclusive of associated costs.

We do not have any off-balance sheet arrangements that have, or are, in the opinion of management, reasonably likely to have, a current or future material effect on our results of operations or financial position. We do, however, enter into letters of credit and purchase obligations in the normal course of our operations.

Summary of Cash Flows

A summary of our cash flows from operating, investing and financing activities is presented in the following table:

(in thousands)	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Net cash provided by operating activities	\$ 208,093	\$ 200,847
Net cash used in investing activities	(142,291)	(105,741)
Net cash used in financing activities	(54,590)	(96,061)
Net increase (decrease) in cash and cash equivalents	<u>\$ 11,212</u>	<u>\$ (955)</u>

Net Operating Cash Flows

Net cash provided by operating activities was \$208.1 million for the first three months of fiscal year 2025 compared to \$200.8 million for the first three months of fiscal year 2024. The increase was primarily due to a \$38.7 million increase in net income, inclusive of a \$6.2 million increase in depreciation and amortization and a net decrease in deferred income tax provision of \$6.3 million. Also contributing to the increase in net operating cash flows were fluctuations in working capital, including \$36.2 million related to accounts receivable due to timing of vendor and customer cash receipts; \$20.4 million related to merchandise inventories, primarily driven by changes in inventory levels in our perishables, grocery, and sundries divisions;

offset by \$79.2 million related to accounts payable as a result of timing of inventory receipts and vendor payments, as well as \$27.3 million of lease-related activity primarily due to an increase in prepaid rent based on the timing of quarter-end.

Our net cash from operating activities can fluctuate from period to period due to several factors, including: the timing and mix of sales, which are typically higher in the second and fourth quarters due to seasonality; the timing of inventory purchases as the Company prepares for holiday seasons; lease-related activity; and income tax and other payments.

Net Investing Cash Flows

Net cash used in investing activities was \$142.3 million for the first three months of fiscal year 2025 compared to \$105.7 million for the first three months of fiscal year 2024. This fluctuation is primarily driven by an increase in capital spending of \$34.8 million as we continue to execute on our growth strategy with new clubs in our pipeline.

Net Financing Cash Flows

Net cash used in financing activities for the first three months of fiscal year 2025 was \$54.6 million compared to \$96.1 million for the first three months of fiscal year 2024. The decrease in cash used is primarily due to a \$24.0 million decrease in net payments on our ABL Revolving Facility and a \$16.0 million decrease in the acquisition of treasury stock compared to the prior year period.

Adjusted Free Cash Flow

We present adjusted free cash flow because we believe it assists investors and analysts in evaluating our liquidity. Adjusted free cash flow should not be considered as an alternative to cash flows from operations as a liquidity measure. We define adjusted free cash flow as net cash provided by operating activities less additions to property and equipment, net of disposals, plus proceeds from sale-leaseback transactions.

The following is a reconciliation of our net cash provided by operating activities to adjusted free cash flow for the periods presented:

(in thousands)	Thirteen Weeks Ended	
	May 3, 2025	May 4, 2024
Net cash provided by operating activities	\$ 208,093	\$ 200,847
Less: Additions to property and equipment, net of disposals	(140,497)	(105,741)
Plus: Proceeds from sale-leaseback transactions	—	—
Adjusted free cash flow	<u>\$ 67,596</u>	<u>\$ 95,106</u>

Adjusted free cash flow decreased to \$67.6 million for the first quarter of fiscal year 2025 compared to \$95.1 million for the first quarter of fiscal year 2024. This decrease in adjusted free cash flow is primarily the result of an increase in capital spending, partially offset by higher cash flows from operating activities primarily due to higher net income.

Debt and Borrowing Capacity

Our primary source of borrowing capacity is the ABL Revolving Facility, which is further discussed in [Note 4](#), "Debt and Credit Arrangements," included in this Quarterly Report on Form 10-Q.

On July 28, 2022, we entered into the ABL Revolving Facility with an aggregate ABL Revolving Commitment of \$1.2 billion pursuant to that certain credit agreement with Bank of America, N.A., as administrative agent and collateral agent, and other lenders party thereto. The maturity date of the ABL Revolving Facility is July 28, 2027.

On November 4, 2024, we entered into the Fifth Amendment of the First Lien Term Loan with Nomura Corporate Funding Americas, LLC, as administrative agent and collateral agent, and the lenders party thereto.

The Fifth Amendment, among other things, provided for a new tranche of term loans in an aggregate principal amount of \$400.0 million, which refinanced and replaced in full the existing Tranche B term loans outstanding under the First Lien Term Loan Credit Agreement immediately prior to the effectiveness of the Fifth Amendment. In addition, the Fifth Amendment reduced applicable margin in respect of the interest rate from SOFR plus 200 basis points per annum to SOFR plus 175 basis points per annum. The maturity date of the First Lien Term Loan is February 3, 2029.

At May 3, 2025, there was \$150.0 million outstanding in loans under the ABL Revolving Facility and \$13.5 million in outstanding letters of credit. The interest rate on the revolving credit facility was 5.42% and unused capacity was \$1.0 billion.

At May 3, 2025, the interest rate for the First Lien Term Loan was 6.07% and there was \$400.0 million outstanding.

Material Cash Commitments

Our material cash commitments consist primarily of debt obligations, interest payments, leases, and purchase orders for merchandise inventory, agreements for capital items, gasoline, products and services used in our business, information technology, executive employment, and other agreements. These material cash commitments impact our short-term and long-term liquidity and capital needs. As of May 3, 2025, other than those items related to the ordinary course of operations of our business such as inventory purchases, agreements for capital items, and new leases and lease amendments, there were no material changes to our material cash commitments from those described in our Annual Report on Form 10-K for fiscal year 2024.

Critical Accounting Policies and Use of Estimates

This discussion and analysis of our financial condition and results of operations is based on our condensed consolidated financial statements, which we have prepared in accordance with GAAP. The preparation of our financial statements and related disclosures requires us to make estimates, assumptions and judgments that affect the reported amount of assets, liabilities, revenue, costs and expenses, and related disclosures. There were no material changes in critical accounting policies and estimates during the period covered by this Quarterly Report on Form 10-Q. Refer to Item 7., "Management's Discussion and Analysis of Financial Condition and Results of Operations— Critical Accounting Policies and Estimates," in our Annual Report on Form 10-K for fiscal year 2024 for a complete list of our Critical Accounting Policies and Estimates.

Recent Accounting Pronouncements

Our accounting policies are set forth in the audited financial statements included in the Company's Annual Report on Form 10-K for fiscal year 2024. There have been no material changes to these accounting policies and no accounting pronouncements adopted that had a material impact on the Company's financial statements.

Refer to "[Note 2](#). Summary of Significant Accounting Policies" included in this Quarterly Report on Form 10-Q for additional information regarding recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

The primary market risk we are exposed to is interest rate risk and changes in rates will impact our net interest expense and our cash flow from operations. Substantially all of our borrowings carry variable interest rates, and we expect that some of our future outstanding debt will have variable interest rates. Accordingly, we seek to limit the impact of interest rate changes on earnings and cash flows and to lower our overall borrowing costs and may use interest rate caps and/or swap agreements in the future to manage our interest rate risks relating to such variable rate debt. Increases in interest rates can result in increased interest expense under our variable rate debt as well as when any of our fixed rate debt matures and needs to be refinanced and an increase in interest rates could have a material impact on our cash flow.

As of May 3, 2025, our total debt outstanding was \$550.0 million, which included \$150.0 million under our ABL Revolving Facility and \$400.0 million under our First Lien Term Loan at interest rates of 5.42% and 6.07%, respectively. See "[Note 4](#). Debt and Credit Arrangements" of our condensed consolidated financial statements included in in this Quarterly Report on Form 10-Q for additional information. A 100 basis point change in prevailing market rates would cause annual interest costs to change by approximately \$5.5 million.

Item 4. Controls and Procedures.

Limitations on Effectiveness of Controls and Procedures

In designing and evaluating our disclosure controls and procedures, 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. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated, as of the end of the period covered by this Quarterly Report on Form 10-Q, the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of May 3, 2025.

Changes in Internal Control

There were no changes in our internal control over financial reporting identified in management's evaluation pursuant to Rules 13a-15 or 15d-15 of the Exchange Act during the most recently completed fiscal quarter that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

We are subject to various litigation, claims and other proceedings that arise from time to time in the ordinary course of business. We believe these actions are routine and incidental to the business. While the outcome of these actions cannot be predicted with certainty, we do not believe that any will have a material adverse impact on our business, financial condition or results of operations.

Item 1A. Risk Factors.

There have been no material changes to the risk factors relating to the Company set forth under the caption "Item 1A. Risk Factors" in our Annual Report on Form 10-K for fiscal year 2024.

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

The following table sets forth information regarding our purchases of shares of our common stock during the first quarter of fiscal year 2025.

Period	Total Number of Shares Purchased ^(a)	Average Price Paid per Share ^(b)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs ^(c) (in thousands)
February 2, 2025 to March 1, 2025	36,619	\$ 99.62	—	\$ 1,000,000
March 2, 2025 to April 5, 2025	327,321	114.62	55,000	993,765
April 6, 2025 to May 3, 2025	1,162	117.57	—	993,765
Total	365,102		55,000	

(a) Includes 36,619 shares of common stock for the period February 2, 2025 to March 1, 2025, 272,321 shares of common stock for the period March 2, 2025 to April 5, 2025, and 1,162 shares of common stock for the period April 6, 2025 to May 3, 2025 surrendered to the Company by employees to satisfy their tax withholding obligations in connection with the vesting of restricted stock and performance stock awards. See [Note 7](#) "Treasury Shares and Share Repurchase Programs" of our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for additional information.

(b) Excludes the impact of excise tax imposed on share repurchases pursuant to the Inflation Reduction Act.

(c) On November 18, 2024, the Company's board of directors approved the 2024 Share Repurchase Program. The authorization allows the Company to repurchase up to \$1.0 billion of its outstanding common stock and will expire in January 2029.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.**10b5-1 Trading Plans**

On April 10, 2025, Mr. Paul Cichocki, executive vice president, chief commercial officer, adopted a trading arrangement with respect to the sale of securities of the Company's common stock that is intended to satisfy the affirmative defense conditions of Securities Exchange Act Rule 10b5-1(c) (a "Rule 10b5-1 Trading Plan"). Mr. Cichocki's Rule 10b5-1 Trading Plan, which expires on July 1, 2026, provides for the sale of up to 128,853 shares of common stock pursuant to the terms of the plan.

Item 6. Exhibits.

Exhibit Number	Exhibit Description
10.1	Amended and Restated Annual Incentive Plan, effective as of March 6, 2025 (filed herewith).
31.1	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
101.INS	Inline XBRL Instance Document (filed herewith)
101.SCH	Inline XBRL Taxonomy Extension Schema Document (filed herewith)
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith)
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document (filed herewith)
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document (filed herewith)
101.PRE	Inline XBRL Taxonomy Extension Linkbase Document (filed herewith)
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.*) (filed herewith)

SIGNATURE

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

BJ'S WHOLESALE CLUB HOLDINGS, INC.

Date: May 29, 2025

By: /s/ Laura L. Felice

Laura L. Felice

Executive Vice President, Chief Financial Officer
(Principal Financial Officer and
Authorized Signatory)

BJ'S WHOLESALE CLUB

**Amended and Restated
Annual Incentive Plan**

Effective March 6, 2025

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1. PURPOSE

The purpose of the BJ's Wholesale Club, Inc. Annual Incentive Plan ("AIP"), is to provide employees who are key to the growth and profitability of BJ's Wholesale Club, Inc. and its subsidiaries with reward opportunities commensurate with performance relative to specified objectives. The "AIP" serves as a means to communicate the Company's priorities, support the Company's business plans, and encourage cooperation among employees within and between different organizational units.

2. DEFINITIONS

Unless the context requires otherwise, the following expressions as used in the Plan shall have the meanings ascribed to each below, it being understood that the masculine, feminine and neuter pronouns are used interchangeably, and that each comprehends the others.

"Board" shall mean the Board of Directors of BJ's Wholesale Club, Inc.

"Company" shall mean BJ's Wholesale Club, Inc. and its subsidiaries.

"Fiscal Year" shall mean the 52 or 53 week period ending on the Saturday closest to January 31 in each year.

"Participant" shall mean an employee of the Company who is designated a participant pursuant to Section 4 below.

"Performance Criterion" shall mean the standard(s) of measurement on Company performance and individual performance for each Performance Period as established by the Board pursuant to Section 3 below.

"Performance Goals" shall mean the levels of performance with respect to each Performance Criterion at which awards are payable pursuant to this Plan. Performance Goals are established by the Board pursuant to Section 3 below.

"Performance Period" shall mean a part or all of a Fiscal Year, or more than one Fiscal Year, in each case as determined by the Board.

"Plan" shall mean BJ's Wholesale Club, Inc. Annual Incentive Plan.

Total Salary: In the context of the Plan, Total Salary refers to the annual salary of a Participant at the end of the Plan's fiscal year as recorded in BJ's Human Resources Information System of record. It covers only periods when an employee is a Participant and has an active employment status, subject to Section 6, below. If a Participant changes jobs during the year and the associated bonus percentage of each job is different, the Total Salary will be prorated using the annual salary of the first position and the annual salary of the second position. Total Salary includes only base salary paid through the Company's standard payroll processes and it does not include any additional payments that may be made to a Participant, such as overtime pay,

bonus payments, car reimbursement, equity compensation, the value of employee benefits, or any other forms of compensation.

3. DESCRIPTION OF AWARDS

Designation of Performance Criteria. The Board shall determine one or more Performance Criteria for said Performance Period and the relative weight to be given to each Performance Criterion. Performance Criteria and the weighting thereof may vary by Participant and may be different for different Performance Periods. Such Performance Criteria shall be such qualitative or quantitative criteria as the Board may determine in its sole discretion.

Performance Goals. The Board shall establish a range of Performance Goals from minimum to target to maximum for each Performance Criterion for said Performance Period. Performance Goals may vary by Participant, may be different for different Performance Periods and may be particular to a Participant or the department, branch, line of business, subsidiary or other unit in which the Participant works. At any time designated by the Board prior to award payment, appropriate adjustments in the Performance Goals may be made as the Board shall, in its sole discretion, determine.

Award Opportunity. The Board shall assign to each Participant the minimum, target, and maximum award opportunities to be earned for said Performance Period. Award opportunity may be expressed as a fixed amount or as a percentage of the Participant's base salary earned for the Performance Period. The Board may provide for automatic modifications in the minimum, target or maximum award opportunities for a Participant in the event of a change in the Participant's position occurring during the Performance Period. Awards may be subject to, or relative to, funding of a total award pool for the Company and/or for a department, branch, line of business, unit, or subsidiary thereof.

4. ELIGIBILITY

For each Performance Period, the Board shall designate Participants to receive annual cash incentive awards, subject to the terms and conditions of the Plan. Participants in the Plan shall be employees of the Company, including such executives and other persons as the Chief Human Resources Officer shall, at any time, designate as Participants for said Performance Period.

Eligibility cut-off date to participate in the BJ's Annual Incentive Plan for a given plan year is 12/1, meaning a team member must either be hired or promoted into an AIP eligible position before 12/1. If an employee becomes a Participant after the beginning of an existing Performance Period, but before the 12/1 cut-off date for the BJ's Annual Incentive Plan, a pro-rated award will be made for such Participant for such Performance Period. The award will be pro-rated based on the number of days the employee is in the eligible role during the Performance Period. There is no cut off date for the Field Annual Incentive Plans. If the Participant was in one or more eligible roles during the Performance Period, the award will be pro-rated based on the number of days the employee was in each role. If the Participant moves from an eligible role into a non-eligible role during the Performance Period, he or she will receive a pro-rated award based on the number of days the employee was in the eligible role.

To receive a payout under the plan, participants must be actively employed by BJ's through the end of the FY. If a participant leaves BJ's prior to the end of the FY, no award will be paid. In addition, no award will be paid to a participant whose employment is terminated for cause or misconduct after the end of the FY and prior to the distribution of the award payment.

5. DETERMINATION OF AWARDS

Achievement of all Performance Goals will result in payment of a Participant's target award. Failure to achieve Performance Goals may result in a decrease or elimination of the Participant's award, subject to funding of the relevant award pool by the Company. Exceeding performance goals may result in an award greater than the target award, but not greater than a maximum award defined annually. Notwithstanding the foregoing, the Board in its discretion, may adjust the amount payable under an incentive award.

6. TERMINATION OF EMPLOYMENT/LEAVE OF ABSENCE

Except as otherwise provided in an employment agreement or in the Board's discretion, in the event of termination of employment of a Participant for any reason prior to the last day of the Performance Period (such date, the "Required Employment Date"), a Participant shall have no further rights under the Plan thereafter and shall not be entitled to payment of the portion of any award otherwise payable under the Plan on the Payment Date (as defined in Section 7 below).

If termination of employment occurs during the Performance Period (i) by reason of death, or (ii) due to retirement (for Plan purposes retirement is defined as on or after age 55 and with a minimum of ten years of service with the company), a prorated portion of the award will be based on the salary earned up to the termination date. The payment will be based on the award that would otherwise have been paid to the Participant based on performance relative to the Performance Goals.

The Chief Human Resources Officer may direct that some or all of the award that would otherwise have been paid to the Participant based on performance relative to the Performance Goals be paid, taking into account the duration of employment during the Performance Period, the Participant's performance, and such other factors as the Chief Human Resources Officer shall deem appropriate.

If a Participant is on an approved absence from work for any period in excess of 90 days (in total – does not need to be consecutive) during the Performance Period, the incentive award payment will be pro-rated to reflect active employment for the Plan Year, excluding the initial 90 days. See Section 4 for pro-rating parameters.

If a Participant leaves the Company and returns in 30 days or fewer, he or she will be eligible to receive an award with no break in service applied to the calculation.

If the Participant leaves the Company and returns after more than 30 days he or she will not be eligible for a prorated award with regard to any prior Performance Period before they left the Company.

In the event of termination of employment for cause or misconduct, as defined and determined by the Company, in its sole discretion, no payment shall be made with regard to any prior or current Performance Period.

7. TARGET AWARD PAYMENTS

Within 90 days of the fiscal year end, unless otherwise determined by the Board, payment will be made in cash with respect to the award earned by the Participant (such payment date, the "Payment Date").

8. ADMINISTRATION

This Plan shall be administered by the Board. The Board shall have full authority to interpret the Plan; to establish, amend, and rescind rules for carrying out the Plan; to administer the Plan; to determine the terms and provisions of any agreements pertaining to the Plan; and to make all other determinations necessary or advisable for its administration.

Any person objecting to any interpretation, rule, determination or other action made or taken by the Board which affects said person shall have the right to appeal in writing to the Company, setting forth the objections in reasonable detail, provided that such appeal shall be made within 90 days after declaration of such interpretation, rule, or other determination, or such additional time as the Company shall deem reasonable.

The Board shall not be bound to any standards of uniformity or similarity of action, interpretation or conduct in the discharge of its duties hereunder, regardless of the apparent similarity of the matters coming before the Board. Its determination shall be binding on all parties.

Neither the Company nor any member of former member of the Board shall be liable for any action or determination made in good faith with respect to the Plan or any award of payment made under the Plan.

9. DESIGNATION OF BENEFICIARY

Subject to applicable law, each Participant shall have the right to file with the Company a written designation of one or more persons as beneficiary(ies) who shall be entitled to receive the amount, if any, payable under the Plan upon the Participant's death. A Participant may from time to time revoke or change the beneficiary by filing a new designation with the Company. The last such designation received by the Company shall be controlling; provided, however, that no designation, change, or revocation thereof shall be effective unless received by the Company prior to the Participant's death, and in no event shall it be effective as of a date prior to receipt.

If no such beneficiary designation is in effect at the time of a Participant's death, if no designated beneficiary survives the Participant, or if such designation conflicts with law, the amount payable under the Plan upon the Participant's death shall be made to the first survivor(s), who is living on the date of the Participant's death in the following order: 1) Spouse, 2) Natural or Adopted Children, 3) Parents 4) Siblings, and 5) Estate. If the Company is in doubt as to the right of any

person to receive any amount, the Company may retain such amount, without liability for any interest thereon, until the rights thereto are determined, or the Company may pay such amount into any court of appropriate jurisdiction, and such payment shall be a complete discharge of the liability of the Plan, the company, the Board therefore.

10. NOTICES

Any notice required or permitted to be given shall be deemed given if directed to the person to whom addressed at such address and mailed by regular United States mail, first-class and prepaid. If any item mailed to such address is returned undeliverable to the addressee, mailing will be suspended until the Participant furnishes the proper address. Notice may also be given by means of intercompany email.

11. RIGHTS OF PARTICIPANTS

Nothing contained in the Plan and no action taken pursuant to the Plan shall create or be construed to create a trust of any kind, or a fiduciary relationship between the Company and any Participant or such Participant's legal representative or designated beneficiary, or other persons.

If, and to the extent than any Participant or his legal representative or designated beneficiary, as the case may be, acquires a right to receive any payment from the Company pursuant to the Plan, such right shall be no greater than the right of an unsecured general creditor of the Company.

12. NO EMPLOYMENT RIGHTS

Nothing in the Plan or any other document describing or referring to the Plan shall be deemed to confer on any Participant the right to continue in the employ of the Company or affect the right of the Company to terminate the employment of any such person with or without cause.

13. NONALIENATION OF AWARDS

No amounts payable or other rights under the Plan shall be sold, transferred, assigned, pledged, or otherwise disposed of or encumbered by a Participant, except as provided herein, nor shall they be subject to attachment, garnishment, execution, or other creditor's processes.

14. WITHHOLDINGS

The Company shall have the right to deduct withholdings and taxes from any payments made pursuant to the Plan, or make such other provisions as it deems necessary or appropriate to satisfy its obligations for withholding federal, state, or local income or other taxes from payments to the Participant as well as any other applicable benefits deductions.

15. TERMINATION, AMENDMENT, AND MODIFICATION

The Board may from time to time amend, modify, or discontinue the Plan or any provision hereof. No amendment to, or discontinuance or termination of, the Plan shall, without the written consent of the Participant, adversely affect any rights of such Participant that have vested. This Plan shall continue until terminated by the Board.

16. HEADING AND CAPTIONS

The headings and captions herein are provided for reference and convenience only, shall not be considered part of the Plan, and shall not be employed in the construction of the Plan.

17. GOVERNING LAW

This Plan shall be construed and enforced according to the laws of the Commonwealth of Massachusetts (without regard to any choice-of-law principles of the laws of such state that would require application of the laws of any other state), to the extent not preempted by Federal law, which shall otherwise control. The state and federal courts in the Commonwealth of Massachusetts will have the exclusive jurisdiction to resolve any disputes arising out of or related to the AIP, and any Participant hereunder voluntarily submits to the jurisdiction over his/her person by a court of competent jurisdiction located within the Commonwealth of Massachusetts. The Company and any Participant hereunder expressly waive any right to a jury trial with respect to any dispute arising out of or related to the Plan.

18. MISCELLANEOUS PROVISIONS

All costs and expenses involved in administering the Plan as provided herein, or incident thereto, shall be borne by the Company.

If any Participant shall also participate in other incentive plans of the Company, the board shall determine the amount, if any, by which such Participant's award under the Plan shall be adjusted, so as to coordinate the benefits under the Plan with the other plans.

The Board may, in its sole discretion, reduce or eliminate awards granted or money payable to any Participant or all Participants if it determines that such awards or payments may cause the Company to violate any applicable law, regulation, controls, or guidelines. Such reduction or elimination may be made notwithstanding that the possible violation might be eliminated by reducing or not increasing compensation or benefits of other employees, it being the intent of the Plan not to inhibit the discretion of the Company to provide such forms and amounts of compensation and benefits to employees as it deems advisable.

All awards granted under this Plan shall be subject to the Amended and Restated Compensation Recovery Policy adopted by the Compensation Committee of the Board on October 26, 2023. The recoupment compensation policy will be applied to any Award that constitutes the deferral

of compensation subject to 409A of the Code in a manner that complies with the requirements of Section 409A of the Code.

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Robert W. Eddy, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BJ's Wholesale Club Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 29, 2025

By: /s/ Robert W. Eddy
Robert W. Eddy
President and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Laura L. Felice, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of BJ's Wholesale Club Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 29, 2025

By: /s/ Laura L. Felice

Laura L. Felice
Executive Vice President, Chief Financial Officer
(Principal Financial Officer)

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of BJ's Wholesale Club Holdings, Inc. (the "Company"), hereby certifies, to his knowledge, that:

1. The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 3, 2025 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 29, 2025

By: /s/ Robert W. Eddy
Robert W. Eddy
President and Chief Executive Officer
(Principal Executive Officer)

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

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of BJ's Wholesale Club Holdings, Inc. (the "Company"), hereby certifies, to her knowledge, that:

1. The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended May 3, 2025 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 29, 2025

By: /s/ Laura L. Felice

Laura L. Felice
Executive Vice President, Chief Financial Officer
(Principal Financial Officer)