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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): August 10, 2026

FERGUSON ENTERPRISES INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	001-42200	38-4304133
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

751 Lakefront Commons Newport News, Virginia		23606
(Address of Principal Executive Offices)		(Zip Code)

Registrant's Telephone Number, Including Area Code: +1-757-874-7795

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 $0.0001 per share	FERG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

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

Item 2.02 Results of Operations and Financial Condition.

On August 10, 2026, Ferguson Enterprises Inc. (including its consolidated subsidiaries, the "Company") issued a press release announcing the Company's financial results for the quarter ended June 30, 2026. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information disclosed pursuant to this Item 2.02 (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) **Exhibits**

Exhibit No.	Description
99.1	Press Release dated August 10, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

Ferguson Enterprises Inc.

Date: August 10, 2026

By: /s/ William Brundage

Name: William Brundage

Title: Chief Financial Officer

Exhibit 99.1

Ferguson Reports Second Quarter Ended June 30, 2026

Continued Execution Drives Solid Results; Full Year Guidance Increased

Second quarter highlights

- Sales of $8.8 billion, increased 4.6%.
- Gross margin of 31.0%, down 20 bps from prior year.
- Operating margin of 10.2%, up 10 bps on prior year (10.7% on an adjusted basis, down 10 bps).
- Diluted earnings per share of $3.43, up 6.9% on prior year ($3.39 on an adjusted basis, up 5.3%).
- Completed five acquisitions during the quarter and signed a definitive purchase agreement to acquire FWI Holdings, Inc. ("FloWorks").
- Declared quarterly dividend of $0.89.
- Share repurchases of $202 million during the quarter.
- Balance sheet remains strong with net debt to adjusted EBITDA of 1.3x.

August 10, 2026, Newport News, VA— Ferguson Enterprises Inc. (NYSE: FERG). Kevin Murphy, Ferguson CEO, commented, "Our associates continued to execute for our customers, driving market outperformance in the second quarter. We delivered another strong quarter of non-residential growth and we returned to growth in residential despite the challenging market backdrop. We completed five acquisitions and signed a definitive purchase agreement to acquire FloWorks, a leading distributor of highly technical valves and flow control solutions. Our scale-advantaged business model and consistent cash generation enable us to invest in organic growth, consolidate our markets through acquisitions and return capital to shareholders, all while maintaining a strong balance sheet.

"While the economic environment remains uncertain, our performance year-to-date enables the upward revision of our full year guidance. We expect to continue delivering market outperformance by deploying scale locally and leveraging the long-term growth drivers of water infrastructure, large capital projects, climate and comfort and aging and underbuilt housing. We remain confident in our ability to capitalize on these growth drivers as we provide essential water and air solutions for the complex project needs of the specialized professional."

Calendar 2026 Guidance

Updated guidance does not include the expected impact of the FloWorks acquisition, expected to close during the third quarter.

	Prior 2026 Guidance January 1 - December 31, 2026	**Updated 2026 Guidance** January 1 - December 31, 2026
Net sales	Low to mid-single digit growth	Mid-single digit growth
Adjusted operating margin*	9.4% - 9.8%	9.5% - 9.8%
Interest expense	~$200 million	~$200 million
Capital expenditures	$350 - $400 million	$375 - $425 million
Adjusted effective tax rate*	~26%	~26%

* The Company does not reconcile forward-looking non-GAAP measures. See "Non-GAAP Reconciliations and Supplementary information".

US$ (In millions, except per share amounts)	Three months ended June 30, 2026		2025		Change	
	Reported	Adjusted[1]	Reported	Adjusted[1]	Reported	Adjusted
Net sales	8,751	8,751	8,363	8,363	+4.6 %	+4.6%
Gross margin	31.0%	31.0%	31.2%	31.2%	(20) bps	(20) bps
Operating profit	893	932	842	906	+6.1%	+2.9%
Operating margin	10.2%	10.7%	10.1%	10.8%	+10 bps	(10) bps
Earnings per share - diluted	3.43	3.39	3.21	3.22	+6.9%	+5.3%
Adjusted EBITDA		994		963		+3.2%
Net debt[1] : Adjusted EBITDA		1.3x		1.2x		

US$ (In millions, except per share amounts)	Six months ended June 30, 2026		2025		Change	
	Reported	Adjusted[1]	Reported	Adjusted[1]	Reported	Adjusted
Net sales	16,223	16,223	15,576	15,576	+4.2%	+4.2%
Gross margin	31.0%	31.0%	31.0%	31.0%	Flat	Flat
Operating profit	1,505	1,579	1,349	1,503	+11.6%	+5.1%
Operating margin	9.3%	9.7%	8.7%	9.6%	+60 bps	+10 bps
Earnings per share - diluted	5.56	5.67	4.94	5.30	+12.6%	+7.0%
Adjusted EBITDA		1,705		1,614		+5.6%
Net debt[1] : Adjusted EBITDA		1.3x		1.2x		

[1] The Company uses certain non-GAAP measures, which are not defined or specified under U.S. GAAP. See the section titled "Non-GAAP Reconciliations and Supplementary Information."

Summary of financial results

Quarter ended June 30, 2026

Net sales of $8.8 billion were 4.6% ahead of last year driven by organic revenue growth of 3.8% and acquisition growth of 1.0%, partially offset by 0.2% from a divestment in Canada. Price inflation was in the low single digits.

Gross margin of 31.0% was 20 basis points below the prior year, which was temporarily elevated by the timing and extent of supplier price increases. We continued to drive operating leverage by balancing disciplined cost management with investments for future growth.

Reported operating profit was $893 million (10.2% operating margin), 6.1% ahead of last year. Adjusted operating profit of $932 million (10.7% adjusted operating margin) was 2.9% above last year.

Reported diluted earnings per share was $3.43, an increase of 6.9% compared to last year, while adjusted diluted earnings per share of $3.39 increased 5.3% due to the higher adjusted operating profit and the impact of share repurchases.

US - quarter ended June 30, 2026

Net sales in the US business increased by 5.0%, with organic revenue growth of 4.0% and a further 1.0% contribution from acquisitions.

Residential end markets, representing approximately half of revenue, remained subdued. New residential construction activity has been weak and repair, maintenance and improvement ("RMI") work remains soft. We continue to outperform our markets with residential revenue up 2% in the quarter.

Our non-residential revenue increased 8% this quarter as our scale, expertise, multi-customer group approach and value-added solutions drove strong share gains in a mixed market. Large capital project activity remained healthy with growth in open order volumes and strong bidding activity.

Adjusted operating profit of $925 million was 2.9% or $26 million above last year.

We completed five acquisitions during the quarter, further strengthening our geographic footprint and specialized capabilities across our customer groups:

HVAC: Expanded our offering by adding Carrier Great Lakes, with seven locations across Michigan and Ohio, and Dealers Supply Company, with seventeen locations in the Southeast.

Commercial/Mechanical: Broadened our value-added capabilities with New England Applied Products, a manufacturer's representative and engineering firm specializing in high-performance commercial HVAC systems in the Northeast.

Waterworks: Continued to diversify our portfolio by adding process solutions for water and wastewater treatment in Michigan through the acquisition of Hamlett Environmental Technologies Company.

Industrial: Strengthened our specialty valve, flow control, and process equipment offerings with ten locations across the country with PRD Technologies Group.

Subsequent to quarter-end, we entered into a definitive agreement to acquire FWI Holdings, Inc. ("FloWorks"), a leading industrial distributor and service provider of highly technical valves and flow control solutions. We expect to complete this acquisition during the third quarter. The aggregate annualized revenue of the eight acquisitions announced year-to-date is approximately $1.4 billion. For more information on the FloWorks acquisition, see the press release dated July 13, 2026 on Ferguson's corporate pressroom at https://www.fergusonpressroom.com.

Canada - quarter ended June 30, 2026

Net sales decreased by 1.9% with organic growth of 1.7% fully offset by 3.6% from a non-core business divestment. Markets have remained challenging in Canada, particularly in residential. Adjusted operating profit of $22 million was $1 million below last year.

Segment overview

US$ (In millions)	Three months ended June 30, 2026	2025	Change	Six months ended June 30, 2026	2025	Change
Net sales:						
US	8,343	7,947	+5.0 %	15,489	14,851	+4.3 %
Canada	408	416	(1.9)%	734	725	+1.2 %
Total net sales	8,751	8,363	+4.6 %	16,223	15,576	+4.2 %
Adjusted operating profit:						
US	925	899	+2.9 %	1,581	1,510	+4.7 %
Canada	22	23	(4.3)%	27	29	(6.9)%
Central and other costs	(15)	(16)		(29)	(36)	
Total adjusted operating profit	932	906	+2.9 %	1,579	1,503	+5.1 %

Financial position

Net debt to adjusted EBITDA at June 30, 2026 was 1.3x and during the quarter we invested $573 million in acquisitions and returned $202 million of surplus capital via share repurchases.

We declared a quarterly dividend of $0.89. The dividend will be paid on October 7, 2026 to stockholders of record as of August 21, 2026.

Cancellation of secondary listing on the London Stock Exchange

On June 16, 2026, Ferguson announced its intention to cancel its secondary listing on the London Stock Exchange. This cancellation took effect on July 20, 2026.

For further information please contact

Investor relations

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Investor conference call and webcast

A call with Kevin Murphy, CEO and Bill Brundage, CFO will commence at 8:30 a.m. ET today. The call will be recorded and available on our website after the event at corporate.ferguson.com.

Dial in number US: +1 646 664 1960

Ask for the Ferguson call quoting 847413. To access the call via your laptop, tablet or mobile device please go to corporate.ferguson.com. If you have technical difficulties, please click the “Listen by Phone” button on the webcast player and dial the number provided.

About Ferguson

Ferguson (NYSE: FERG) is North America’s largest value-added distributor of essential water and air solutions, serving specialized professionals in our $340B residential and non-residential construction markets. We help make our customers’ complex projects simple, successful and sustainable by providing expertise and a wide range of products and services from plumbing, HVAC, appliances, and lighting to PVF, water and wastewater solutions, and more. Headquartered in Newport News, Va., Ferguson has sales of $31.3 billion (CY’25) and approximately 35,000 associates in over 1,700 locations. For more information, please visit corporate.ferguson.com.

Provisional financial calendar

Results for period ending September 30, 2026	November 09, 2026 with call from 8:30 a.m. ET

Cautionary note on forward-looking statements

Certain information included in this announcement is forward-looking, including within the meaning of the Private Securities Litigation Reform Act of 1995, and involves risks, assumptions and uncertainties that could cause actual results to differ materially from those expressed or implied by forward-looking statements. Forward-looking statements cover all matters which are not historical facts and include, without limitation, statements or guidance regarding or relating to our future financial position, results of operations and growth, plans and objectives for the future including our capabilities and priorities, expectations regarding global and regional economic, market and political conditions, ability to manage supply chain challenges, ability to manage the impact of product price fluctuations, the overall performance of, including demand levels for, the markets in which we operate, pending acquisitions, including the anticipated timing, financing, synergies and financial impact of such transactions, capital deployment strategy, including the amount and timing of our dividends and share repurchases, investments and capital expenditures and other statements concerning the success of our business and strategies. Forward-looking statements can be identified by the use of forward-looking terminology, including terms such as “believes,” “estimates,” “anticipates,” “expects,” “forecasts,” “guidance,” “intends,” “continues,” “plans,” “projects,” “poised,” “goal,” “target,” “aim,” “may,” “will,” “would,” “could” or “should” or, in each case, their negative or other variations or comparable terminology and other similar references to future periods. Forward-looking statements speak only as of the date on which they are made. They are not assurances of future performance and are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Therefore, you should not place undue reliance on any of these forward-looking statements. Although we believe that the forward-looking statements contained in this announcement are based on reasonable assumptions, you should be aware that many factors could cause actual results to differ materially from those contained in such forward-looking statements, including but not limited to: weakness in the economy, market trends, uncertainty and other conditions in the markets in which we operate and the macroeconomic impact of factors beyond our control (including, among others, inflation/deflation, recession, labor and wage pressures, trade restrictions such as tariffs, sanctions and retaliatory countermeasures, interest rates, and geopolitical conditions); failure to rapidly identify or effectively respond to direct and/or end customers’ wants, expectations or trends, including costs and potential problems associated with new or upgraded information technology systems or our ability to timely deploy new omni-channel capabilities; decreased demand for our products as a result of operating in highly competitive industries and the impact of declines in the residential and non-residential markets and our ability to effectively manage inventory as a result; changes in competition, including as a result of market consolidation, new entrants, vertical integration or competitors responding more quickly to emerging technologies (such as generative or agentic artificial intelligence (“AI”)); failure of a key information technology system or process as well as payment-related risks, including exposure to fraud or theft; privacy and protection of sensitive data failures, including failures due to data corruption, cybersecurity incidents, network security breaches or the use of AI; ineffectiveness of or disruption in our domestic or international supply chain or our fulfillment network, including delays in inventory availability at our distribution facilities and branches, increased delivery costs or lack of availability due to loss of key suppliers; failure to effectively manage and protect our facilities and inventory or to prevent personal injury to customers, suppliers or associates, including as a result of workplace violence; unsuccessful execution of our operational strategies, including the failure to quickly adapt our strategy to emerging technologies; failure to attract, retain and motivate key associates; exposure of associates, contractors, customers, suppliers and other individuals to health and safety risks and fleet incidents; risks associated with acquisitions, partnerships, joint ventures and other business combinations, dispositions or strategic transactions; risks associated with sales of private label products, including regulatory, product liability and reputational risks and the adverse impact such sales may have on supplier relationships and rebates; the failure to achieve and maintain a high level of product and service quality or comply with responsible sourcing standards; inability to renew leases on favorable terms or at all, as well as any remaining obligations under a lease when we close a facility; changes in, interpretations of, or compliance with tax laws and accounting standards; our access to capital, indebtedness and

changes in our credit ratings and outlook; fluctuations in product prices/costs (e.g., including as a result of the use of commodity-priced materials, inflation/deflation, trade restrictions and/or failure to qualify for or maintain supplier rebates) and foreign currency; funding risks related to our defined benefit pension plans; legal proceedings in the ordinary course of our business as well as any failure to comply with domestic and foreign laws, regulations and standards, as those laws, regulations and standards or interpretations and enforcement thereof may change; the occurrence of unforeseen developments such as litigation, investigations, governmental proceedings or enforcement actions; our failure to comply with the obligations associated with being a public company listed on the New York Stock Exchange and the costs associated therewith; the costs and risk exposure relating to sustainability matters and disclosures, including regulatory or legal requirements and disparate stakeholder expectations; and other risks and uncertainties set forth under the heading "Risk Factors" in our Transition Report on Form 10-KT for the five-month transition period ended December 31, 2025 filed with the Securities and Exchange Commission ("SEC") on February 27, 2026 and in other filings we make with the SEC in the future. Additionally, forward-looking statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Other than in accordance with our legal or regulatory obligations, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Ferguson Enterprises Inc.
Non-GAAP Reconciliations and Supplementary Information
(unaudited)

Non-GAAP items

This announcement contains certain financial information that is not presented in conformity with U.S. GAAP. These non-GAAP financial measures include adjusted operating profit, adjusted operating margin, adjusted net income, adjusted earnings per share - diluted, adjusted EBITDA, adjusted effective tax rate, net debt and net debt to adjusted EBITDA ratio. The Company believes that these non-GAAP financial measures provide users of the Company's financial information with additional meaningful information to assist in understanding financial results and assessing the Company's performance from period to period. Management believes these measures are important indicators of operations because they exclude items that may not be indicative of our core operating results and provide a better baseline for analyzing trends in our underlying businesses, and they are consistent with how business performance is planned, reported and assessed internally by management and the board of directors. Such non-GAAP adjustments include amortization of acquired intangible assets, discrete tax items, and any other items that are non-recurring. Non-recurring items may include various restructuring charges, gains or losses on the disposals of businesses which by their nature do not reflect primary operations, as well as certain other items deemed non-recurring in nature and/or that are not a result of the Company's primary operations. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures having the same or similar names. These non-GAAP financial measures should not be considered in isolation or as a substitute for results reported under U.S. GAAP. These non-GAAP financial measures reflect an additional way of viewing aspects of operations that, when viewed with U.S. GAAP results, provide a more complete understanding of the business. The Company strongly encourages investors and shareholders to review the Company's financial statements and publicly filed reports in their entirety and not to rely on any single financial measure.

The Company does not provide a reconciliation of forward-looking non-GAAP financial measures to the most directly comparable U.S. GAAP financial measures on a forward-looking basis because it is unable to predict with reasonable certainty or without unreasonable effort non-recurring items, such as those described above, that may arise in the future. The variability of these items is unpredictable and may have a significant impact.

Reconciliation of Net Income to Adjusted Operating Profit and Adjusted EBITDA

(In millions)	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Net income	$666	$634	$1,080	$979
Provision for income taxes	180	156	326	280
Interest expense, net	52	49	97	95
Other (income) expense, net	(5)	3	2	(5)
Operating profit	893	842	1,505	1,349
Corporate restructuring expenses[1]	2	4	4	4
Business restructuring expenses[2]	—	21	—	72
Amortization of acquired intangibles	37	39	70	78
Adjusted Operating Profit	932	906	1,579	1,503
Depreciation & impairment of PP&E	56	49	114	96
Amortization of non-acquired intangibles	6	8	12	15
Adjusted EBITDA	$994	$963	$1,705	$1,614

(1) For the three and six months ended June 30, 2026 and 2025, corporate restructuring expenses primarily related to incremental costs in connection with transition activities following the establishment of our parent company's domicile in the United States.

(2) For the three and six months ended June 30, 2025, business restructuring expenses primarily related to the Company's implementation of targeted actions to streamline operations, enhancing speed and efficiency to better serve customers and drive further profitable growth.

Net Debt : Adjusted EBITDA Reconciliation

To assess the appropriateness of its capital structure, the Company's principal measure of financial leverage is net debt to adjusted EBITDA. The Company aims to operate with investment grade credit metrics and keep this ratio within one to two times.

Net debt

Net debt comprises bank overdrafts, bank and other loans and derivative financial instruments, excluding lease liabilities, less cash and cash equivalents. Long-term debt is presented net of debt issuance costs.

	As of June 30,	
(In millions)	**2026**	**2025**
Long-term debt	$4,456	$3,577
Short-term debt	448	400
Bank overdrafts[(1)]	—	9
Derivative liabilities	1	3
Cash and cash equivalents	(437)	(407)
Net debt	$4,468	$3,582

(1) Bank overdrafts are included in other current liabilities in the Company's Consolidated Balance Sheets.

Adjusted EBITDA (Rolling 12-month)

Adjusted EBITDA is net income before charges/credits relating to depreciation, amortization, impairment and certain non-GAAP adjustments. A rolling 12-month adjusted EBITDA is used in the net debt to adjusted EBITDA ratio to assess the appropriateness of the Company's financial leverage.

	Twelve months ended June 30,	
(In millions, except ratios)	**2026**	**2025**
Net income	$2,107	$1,857
Provision for income taxes	624	540
Interest expense, net	192	189
Other expense (income), net	22	(5)
Restructuring activities[(1)]	2	84
Depreciation and amortization	387	370
Adjusted EBITDA	$3,334	$3,035
Net Debt: Adjusted EBITDA	1.3x	1.2x

(1) For the rolling twelve months ended June 30, 2026, restructuring activities primarily related to incremental costs in connection with transition activities following the establishment of our parent company's domicile in the United States, partially offset by a gain on the sale of a closed distribution center in November 2025 relating to previous business restructuring activities. For the rolling twelve months ended June 30, 2025, restructuring expenses primarily related to the Company's implementation of targeted actions to streamline operations, enhancing speed and efficiency to better serve customers and drive further profitable growth, as well as incremental costs in connection with transition activities following the establishment of our parent company's domicile in the United States.

Reconciliation of Net Income to Adjusted Net Income and Adjusted EPS - Diluted

(In millions, except per share amounts)	Three months ended June 30, 2026		2025	
		per share[1]		*per share*[1]
Net income	$666	$3.43	$634	$3.21
Corporate restructuring expenses[2]	2	0.01	4	0.02
Business restructuring expenses[3]	—	—	21	0.10
Amortization of acquired intangibles	37	0.19	39	0.20
Discrete tax adjustments[4]	(38)	(0.19)	(46)	(0.23)
Tax impact-non-GAAP adjustments[5]	(9)	(0.05)	(16)	(0.08)
Adjusted net income	$658	$3.39	$636	$3.22
Diluted weighted-average shares outstanding		194.0		197.5

(In millions, except per share amounts)	Six months ended June 30, 2026		2025	
		per share[1]		*per share*[1]
Net income	$1,080	$5.56	$979	$4.94
Corporate restructuring expenses[2]	4	0.02	4	0.02
Business restructuring expenses[3]	—	—	72	0.36
Amortization of acquired intangibles	70	0.36	78	0.40
Discrete tax adjustments[4]	(34)	(0.18)	(43)	(0.22)
Tax impact-non-GAAP adjustments[5]	(18)	(0.09)	(39)	(0.20)
Adjusted net income	$1,102	$5.67	$1,051	$5.30
Diluted weighted-average shares outstanding		194.4		198.2

(1) Per share on a dilutive basis.

(2) For the three months and six months ended June 30, 2026 and 2025, corporate restructuring expenses primarily related to incremental costs in connection with transition activities following the establishment of our parent company's domicile in the United States.

(3) For the three and six months ended June 30, 2025, business restructuring expenses primarily related to the Company's implementation of targeted actions to streamline operations, enhancing speed and efficiency to better serve customers and drive further profitable growth.

(4) For the three and six months ended June 30, 2026 and 2025, discrete tax adjustments were mainly related to the release of uncertain tax positions due to the lapsing of statute of limitations, adjustments related to prior year tax positions, as well as tax treatment of certain compensation items that were not individually significant.

(5) For the three and six months ended June 30, 2026, the tax impact on non-GAAP adjustments primarily related to the amortization of acquired intangibles. For the three and six months ended June 30, 2025, the tax impact on non-GAAP adjustments related to the restructuring expenses and the amortization of acquired intangibles.

Ferguson Enterprises Inc.
Condensed Consolidated Statements of Earnings
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
(In millions, except per share amounts)	**2026**	**2025**	**2026**	**2025**
Net sales	$8,751	$8,363	$16,223	$15,576
Cost of sales	(6,039)	(5,750)	(11,193)	(10,747)
Gross profit	2,712	2,613	5,030	4,829
Selling, general and administrative expenses	(1,718)	(1,650)	(3,325)	(3,215)
Restructuring expenses	(2)	(25)	(4)	(76)
Depreciation and amortization	(99)	(96)	(196)	(189)
Operating profit	893	842	1,505	1,349
Interest expense, net	(52)	(49)	(97)	(95)
Other income (expense)	5	(3)	(2)	5
Income before income taxes	846	790	1,406	1,259
Provision for income taxes	(180)	(156)	(326)	(280)
Net income	$666	$634	$1,080	$979
Earnings per share - Basic	$3.44	$3.21	$5.56	$4.94
Earnings per share - Diluted	$3.43	$3.21	$5.56	$4.94
Weighted average number of shares outstanding:				
Basic	193.7	197.4	194.1	198.1
Diluted	194.0	197.5	194.4	198.2

Ferguson Enterprises Inc.
Condensed Consolidated Balance Sheets
(unaudited)

(In millions)	As of June 30, 2026	As of December 31, 2025
Assets		
Cash and cash equivalents	$437	$557
Accounts receivable, net	4,255	3,312
Inventories	5,101	4,588
Prepaid and other current assets	1,195	1,031
Assets held for sale	39	48
Total current assets	11,027	9,536
Property, plant and equipment, net	2,016	1,911
Operating lease right-of-use assets	1,922	1,832
Deferred income taxes, net	76	165
Goodwill	2,713	2,470
Other non-current assets	1,549	1,238
Total assets	$19,303	$17,152
Liabilities and stockholders' equity		
Accounts payable	$4,060	$3,117
Other current liabilities	2,317	2,008
Total current liabilities	6,377	5,125
Long-term debt	4,456	3,978
Long-term portion of operating lease liabilities	1,506	1,436
Other long-term liabilities	763	756
Total liabilities	13,102	11,295
Total stockholders' equity	6,201	5,857
Total liabilities and stockholders' equity	$19,303	$17,152

Ferguson Enterprises Inc.
Condensed Consolidated Statements of Cash Flows
(unaudited)

(In millions)	Six months ended June 30, 2026	2025
Cash flows from operating activities:		
Net income	$1,080	$979
Depreciation and amortization	196	189
Share-based compensation	35	15
Changes in inventories	(468)	(169)
Changes in receivables and other assets	(1,070)	(844)
Changes in accounts payable and other liabilities	1,045	906
Other operating activities	(102)	47
Net cash provided by operating activities	716	1,123
Cash flows from investing activities:		
Purchase of businesses acquired, net of cash acquired	(583)	(226)
Capital expenditures	(234)	(141)
Other investing activities	17	15
Net cash used in investing activities	(800)	(352)
Cash flows from financing activities:		
Purchase of treasury shares	(438)	(428)
Net change in debt and bank overdrafts	775	(340)
Cash dividends	(347)	(330)
Other financing activities	(7)	(27)
Net cash used in financing activities	(17)	(1,125)
Change in cash, cash equivalents and restricted cash	(101)	(354)
Effects of exchange rate changes	(5)	25
Cash, cash equivalents and restricted cash, beginning of period	581	773
Cash, cash equivalents and restricted cash, end of period	$475	$444