

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

Item 2.02. Results of Operations and Financial Condition.

On October 29, 2026, Floor & Decor Holdings, Inc. (the “Company”) issued a press release announcing its financial results for the quarter ended September 24, 2026. The text of the press release is included as Exhibit 99.1 to this Form 8-K.

The information disclosed under this Item 2.02, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, except as expressly set forth by specific reference in such filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Transition of Thomas Taylor from Executive Chair to Chair of the Board

On October 28, 2026, the Board of Directors (the “Board”) of the Company approved the transition of Thomas Taylor from his role as Executive Chair of the Board to the role of non-executive Chair of the Board, effective January 1, 2027. Upon this transition, Mr. Taylor will no longer serve as an executive officer of the Company.

As non-executive Chair, for 2027, Mr. Taylor will receive an annual cash retainer of \$95,000 for his service as a member of the Board and an additional annual cash retainer of \$100,000 for his service as Chair of the Board. He will also receive an annual equity award with a grant date value of \$150,000 for his service as a member of the Board and an additional equity award with a grant date value of \$100,000 for his service as Chair of the Board. The compensation for his service as a director, excluding the Chair retainer and Chair equity award, is consistent with that provided to the Company’s other non-employee directors under the Company’s director compensation program for 2026.

Appointment of Lauren Taylor Wolfe to the Board

On October 28, 2026, the Board appointed Lauren Taylor Wolfe as a director of the Company, effective February 1, 2027. Ms. Taylor Wolfe has been appointed to serve on the Audit Committee of the Board. The Board has determined that Ms. Taylor Wolfe qualifies as an independent director under the rules of the New York Stock Exchange and satisfies the additional independence requirements for audit committee members under Rule 10A-3 under the Securities Exchange Act of 1934.

Ms. Taylor Wolfe is Co-Founder and Managing Partner of Impactive Capital, an impact-oriented investment firm she co-founded in 2018. Prior to founding Impactive Capital, she spent a decade at Blue Harbour Group, an investment management firm, where she served as Managing Director and Investing Partner. Ms. Taylor Wolfe currently serves on the board of directors of WEX Inc. and has previously served on the boards of Envestnet, Inc. and HD Supply Holdings, Inc. Ms. Taylor Wolfe holds an M.B.A. from The Wharton School at the University of Pennsylvania and a B.S., magna cum laude, from Cornell University.

There are no family relationships between Ms. Taylor Wolfe and any director or executive officer of the Company. There are no arrangements or understandings between Ms. Taylor Wolfe and any other person pursuant to which she was appointed as a director. There are no transactions involving Ms. Taylor Wolfe that would be required to be reported under Item 404(a) of Regulation S-K.

For 2027, Ms. Taylor Wolfe will receive an annual cash retainer of \$95,000 for her service as a member of the Board and an additional annual cash retainer of \$12,500 for her service as a member of the Audit Committee, as well as an annual equity award with a grant date value of \$150,000, in each case consistent with the Company’s director compensation program for 2026.

Retirement of Norman Axelrod

On October 27, 2026, Norman Axelrod, the Company’s Lead Director, informed the Board of his decision not to stand for reelection at the Company’s 2027 annual meeting of stockholders, expected to be held in May 2027. Mr. Axelrod will continue to serve as Lead Director through the conclusion of the 2027 annual meeting, at which point he will retire from the Board. Mr. Axelrod’s decision not to stand for reelection was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

Item 7.01. Regulation FD Disclosure.

On October 29, 2026, the Company issued a press release announcing the matters described in Item 5.02 of this Current Report on Form 8-K. A copy of the press release is furnished as Exhibit 99.2 hereto.

The information in this Item 7.01, including Exhibit 99.2, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
<u>99.1</u>	<u>Earnings Release, dated October 29, 2026</u>
<u>99.2</u>	<u>Press Release, dated October 29, 2026</u>
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.

FLOOR & DECOR HOLDINGS, INC.

Date: October 29, 2026

By:	<u>/s/ David V. Christopherson</u>
Name:	David V. Christopherson
Title:	Executive Vice President, Chief Administrative Officer and Chief Legal Officer

Floor & Decor Holdings, Inc. Announces Third Quarter Fiscal 2026 Financial Results

Net sales of \$1,214.6 million increased 3.0% from the third quarter of fiscal 2025

Comparable store sales decreased 1.4%

Diluted EPS of \$0.61

Opened one new warehouse store

Returned \$91.4 million to shareholders through share repurchases

ATLANTA--(BUSINESS WIRE)--October 29, 2026--Floor & Decor Holdings, Inc. (NYSE: FND) (“We,” “Our,” the “Company,” or “Floor & Decor”) announces its financial results for the third quarter of fiscal 2026, which ended September 24, 2026.

Brad Paulsen, Chief Executive Officer, stated, “We are pleased with our third-quarter performance, delivering 15% earnings per share growth despite a 1.4% decline in comparable store sales. The earnings growth we delivered this quarter underscores the resilience of our business model and our ability to drive profitability in a challenging demand environment. Maintaining strong profitability and cash flow generation enables us to continue investing through the cycle in initiatives that enhance the customer experience, strengthen our Pro offering, expand our store base, and advance our technology capabilities. We believe these investments represent meaningful competitive advantages that support market share gains and position us for long-term growth. In addition, our financial strength provides us with the flexibility to invest in our future while continuing to return capital to shareholders through our ongoing share repurchase program.”

Please see “Comparable Store Sales” below for information on how the Company calculates period-over-period changes in comparable store sales.

For the Thirteen Weeks Ended September 24, 2026

- Net sales of \$1,214.6 million increased 3.0% from \$1,179.5 million in the third quarter of fiscal 2025.
- Comparable store sales decreased 1.4%.
- We opened one new warehouse store, ending the quarter with 282 warehouse stores and five design studios.
- Operating income of \$78.0 million increased 8.3% from \$72.0 million in the third quarter of fiscal 2025. Operating margin of 6.4% increased 30 basis points from the third quarter of fiscal 2025.
- Net income of \$64.8 million increased 13.2% from \$57.3 million in the third quarter of fiscal 2025. Diluted earnings per share (“EPS”) of \$0.61 increased 15.1% from \$0.53 in the third quarter of fiscal 2025.
- Adjusted EBITDA* of \$149.1 million increased 7.4% from \$138.8 million in the third quarter of fiscal 2025.

For the Thirty-nine Weeks Ended September 24, 2026

- Net sales of \$3,617.1 million increased 1.8% from \$3,554.4 million in the same period of fiscal 2025.
- Comparable store sales decreased 2.4%.
- We opened 12 new warehouse stores.
- Operating income of \$254.4 million increased 16.6% from \$218.1 million in the same period of fiscal 2025. Operating margin of 7.0% increased 90 basis points from the same period of fiscal 2025.
- Net income of \$200.4 million increased 18.4% from \$169.3 million in the same period of fiscal 2025. Diluted EPS of \$1.86 increased 19.2% from \$1.56 in the same period of fiscal 2025.
- Adjusted net income* of \$167.5 million decreased 1.1% from \$169.3 million in the same period of fiscal 2025. Adjusted diluted EPS* of \$1.55 decreased 0.6% from \$1.56 in the same period of fiscal 2025.
- Gross margin of 45.4% increased 170 basis points from 43.7% in the same period of fiscal 2025. Adjusted gross margin* of 43.8% increased 10 basis points from 43.7% in the same period of fiscal 2025.
- Adjusted EBITDA* of \$422.5 million increased 0.9% from \$418.7 million in the same period of fiscal 2025.

**Non-GAAP financial measure. Please see “Non-GAAP Financial Measures” and “Reconciliation of GAAP to Non-GAAP Financial Measures” below for more information.*

Updated Outlook for the Fiscal Year Ending December 31, 2026:

The Company will report 53 weeks of operating results in fiscal 2026 and provides the following guidance for fiscal 2026:

- Net sales of approximately \$4,765 million to \$4,835 million
 - The 53rd week is expected to contribute approximately \$65 million to net sales
- Comparable store sales of approximately (3.5)% to (2.0)%
- Diluted EPS of approximately \$2.19 to \$2.29
 - The 53rd week is expected to contribute approximately \$0.08 to diluted EPS
- Adjusted diluted EPS* of approximately \$1.88 to \$1.98
 - The 53rd week is expected to contribute approximately \$0.08 to Adjusted diluted EPS*
- Adjusted EBITDA* of approximately \$535 million to \$550 million
 - The 53rd week is expected to contribute approximately \$11 million to Adjusted EBITDA*
- Depreciation and amortization expense of approximately \$250 million
- Interest (income) expense, net of approximately zero
- Tax rate of approximately 21.5% to 22.0%
- Diluted weighted average shares outstanding of approximately 107 million shares
- Open 20 new warehouse stores
- Capital expenditures of approximately \$235 million to \$250 million

**Non-GAAP financial measure. Please see “Non-GAAP Financial Measures” and “Reconciliation of GAAP to Non-GAAP Financial Measures” below for more information.*

Conference Call Details

A conference call to discuss the third quarter fiscal 2026 financial results is scheduled for today, October 29, 2026, at 5:00 p.m. Eastern Time. A live audio webcast of the conference call, together with related materials, will be available online at ir.flooranddecor.com.

A recorded replay of the conference call will be available approximately three hours after the conclusion of the call and can be accessed both online at ir.flooranddecor.com and by dialing 844-512-2921 (international callers please dial 412-317-6671). The pin number to access the telephone replay is 13762956. The replay will be available until November 5, 2026.

About Floor & Decor Holdings, Inc.

Floor & Decor is a multi-channel specialty retailer of hard surface flooring and related accessories and seller of commercial surfaces. As of September 24, 2026, the Company operated 282 warehouse-format stores and five design studios across 39 states. The Company offers a broad in-stock assortment of laminate and vinyl, tile, wood, and natural stone flooring and installation materials and decorative accessories, as well as adjacent categories, at everyday low prices. The Company was founded in 2000 and is headquartered in Atlanta, Georgia.

Comparable Store Sales

Comparable store sales refer to period-over-period comparisons of our net sales at the time of sale among the comparable store base. A store is included in the comparable store sales calculation on the first day of the thirteenth full fiscal month following a store's opening, which is when we believe comparability has been achieved. Changes in our comparable store sales between two periods are based on net sales at the time of sale for stores that were in operation during both of the two periods. Any change in the square footage of an existing comparable store, including for remodels and relocations within the same primary trade area of the existing store being relocated, does not eliminate that store from inclusion in the calculation of comparable store sales. Stores that are closed for a full fiscal month or longer are excluded from the comparable store sales calculation for each full fiscal month that they are closed. Since our e-commerce, regional account manager, and design studio sales are fulfilled by individual stores, they are included in comparable store sales only to the extent the fulfilling store meets the above mentioned store criteria. Sales through our Spartan Surfaces, LLC ("Spartan") subsidiary do not involve our stores and are therefore excluded from the comparable store sales calculation. When a fiscal year includes a 53rd week, we exclude the 53rd week of sales from our calculation.

Non-GAAP Financial Measures

Adjusted net income, Adjusted diluted EPS, Adjusted gross profit, Adjusted gross margin, EBITDA, and Adjusted EBITDA (which are shown in the reconciliations below) are supplemental measures of financial performance that are not required by or presented in accordance with accounting principles generally accepted in the United States ("GAAP"). We define Adjusted net income as net income adjusted to eliminate the impact of certain items that we do not consider indicative of our core operating performance and the tax effect related to those items. We define Adjusted diluted EPS as Adjusted net income divided by diluted weighted average shares outstanding. We define Adjusted gross profit as gross profit adjusted to eliminate the impact of certain items that we do not consider indicative of our core operating performance. We define Adjusted gross margin as Adjusted gross profit divided by net sales. We define EBITDA as net income before interest, loss on extinguishment of debt, taxes, and depreciation and amortization. We define Adjusted EBITDA as net income before interest, loss on extinguishment of debt, taxes, and depreciation and amortization adjusted to eliminate the impact of non-cash stock-based compensation expense and certain items that we do not consider indicative of our core operating performance. Reconciliations of these measures to the most directly comparable GAAP financial measure are set forth in the tables below.

Adjusted net income, Adjusted diluted EPS, Adjusted gross profit, Adjusted gross margin, EBITDA, and Adjusted EBITDA are key metrics used by management and our Board of Directors to assess our financial performance and enterprise value. We believe that Adjusted net income, Adjusted diluted EPS, Adjusted gross profit, Adjusted gross margin, EBITDA, and Adjusted EBITDA are useful measures, as they eliminate certain items that are not indicative of our core operating performance and facilitate comparisons on a consistent basis from period to period. We also use Adjusted EBITDA as a basis to determine covenant compliance with respect to our term loan and asset-based loan ("ABL") facilities, to supplement GAAP measures of performance to evaluate the effectiveness of our business strategies, to make budgeting decisions, and to compare our performance against that of other peer companies using similar measures. Adjusted net income, Adjusted diluted EPS, Adjusted gross profit, Adjusted gross margin, EBITDA, and Adjusted EBITDA are also frequently used by analysts, investors, and other interested parties as performance measures to evaluate companies in our industry.

Adjusted net income, Adjusted diluted EPS, Adjusted gross profit, Adjusted gross margin, EBITDA, and Adjusted EBITDA are non-GAAP measures of our financial performance and should not be considered as alternatives to net income as a measure of financial performance or any other performance measure derived in accordance with GAAP, and they should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Additionally, Adjusted net income, Adjusted diluted EPS, Adjusted gross profit, Adjusted gross margin, EBITDA, and Adjusted EBITDA are not intended to be measures of liquidity or free cash flow for management's discretionary use. In addition, these non-GAAP measures exclude certain non-recurring and other charges. Each of these non-GAAP measures has its limitations as an analytical tool, and you should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP. In evaluating Adjusted net income, Adjusted diluted EPS, Adjusted gross profit, Adjusted gross margin, EBITDA, and Adjusted EBITDA, you should be aware that in the future we may incur expenses or realize benefits that are the same as or similar to items eliminated in calculating these non-GAAP measures, such as stock-based compensation expense, fair value adjustments related to contingent earn-out liabilities, tariff refunds, and other adjustments. Definitions and calculations of Adjusted net income, Adjusted diluted EPS, Adjusted gross profit, Adjusted gross margin, EBITDA, and Adjusted EBITDA differ among companies in the retail industry, and therefore these non-GAAP measures disclosed by us may not be comparable to the metrics disclosed by other companies.

Please see “Reconciliation of GAAP to Non-GAAP Financial Measures” below for reconciliations of non-GAAP financial measures used in this release to their most directly comparable GAAP financial measures. The Company does not provide a reconciliation of forward-looking measures where it believes such a reconciliation would imply a degree of precision and certainty that could be confusing to investors and the Company is unable to reasonably predict certain items contained in these measures without unreasonable efforts. This is due to the inherent difficulty of forecasting the timing or amount of various items that have not yet occurred and are out of the Company’s control or cannot be reasonably predicted. For the same reasons, the Company is unable to address the probable significance of the unavailable information. Forward-looking non-GAAP financial measures provided without the most directly comparable GAAP financial measures may vary materially from the corresponding GAAP financial measures.

Floor & Decor Holdings, Inc.
Condensed Consolidated Statements of Income
(In thousands, except for per share data)
(Unaudited)

	Thirteen Weeks Ended				
	September 24, 2026		September 25, 2025		
	Amount	% of Net Sales	Amount	% of Net Sales	% Increase (Decrease)
Net sales	\$ 1,214,561	100.0 %	\$ 1,179,527	100.0 %	3.0 %
Cost of sales	683,238	56.3	667,571	56.6	2.3 %
Gross profit	531,323	43.7	511,956	43.4	3.8 %
Selling, general and administrative expenses	453,342	37.3	439,939	37.3	3.0 %
Operating income	77,981	6.4	72,017	6.1	8.3 %
Interest (income) expense, net	(382)	—	591	—	NM
Income before income taxes	78,363	6.4	71,426	6.1	9.7 %
Income tax expense	13,540	1.1	14,166	1.2	(4.4)%
Net income	\$ 64,823	5.3 %	\$ 57,260	4.9 %	13.2 %
Basic weighted average shares outstanding	106,425		107,714		
Diluted weighted average shares outstanding	106,698		108,468		
Basic earnings per share	\$ 0.61		\$ 0.53		15.1 %
Diluted earnings per share	\$ 0.61		\$ 0.53		15.1 %

	Thirty-nine Weeks Ended				
	September 24, 2026		September 25, 2025		
	Amount	% of Net Sales	Amount	% of Net Sales	% Increase (Decrease)
Net sales	\$ 3,617,109	100.0 %	\$ 3,554,417	100.0 %	1.8 %
Cost of sales	1,975,216	54.6	2,001,605	56.3	(1.3)%
Gross profit	1,641,893	45.4	1,552,812	43.7	5.7 %
Selling, general and administrative expenses	1,387,532	38.4	1,334,672	37.6	4.0 %
Operating income	254,361	7.0	218,140	6.1	16.6 %
Interest (income) expense, net	(1,527)	—	3,215	0.1	NM
Loss on extinguishment of debt	1,328	—	—	—	NM
Income before income taxes	254,560	7.0	214,925	6.0	18.4 %
Income tax expense	54,158	1.5	45,609	1.2	18.7 %
Net income	\$ 200,402	5.5 %	\$ 169,316	4.8 %	18.4 %
Basic weighted average shares outstanding	107,375		107,597		
Diluted weighted average shares outstanding	107,778		108,412		
Basic earnings per share	\$ 1.87		\$ 1.57		19.1 %
Diluted earnings per share	\$ 1.86		\$ 1.56		19.2 %

NM – Not meaningful

Floor & Decor Holdings, Inc.
Condensed Consolidated Balance Sheets
(In thousands, except for share and per share data)
(Unaudited)

	<u>September 24, 2026</u>	<u>December 25, 2025</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 392,484	\$ 249,296
Income taxes receivable	15,849	7,270
Receivables, net	123,668	94,068
Inventories, net	1,173,083	1,133,083
Prepaid expenses and other current assets	52,563	44,214
Total current assets	<u>1,757,647</u>	<u>1,527,931</u>
Fixed assets, net	1,864,288	1,856,127
Right-of-use assets	1,614,826	1,617,772
Intangible assets, net	143,835	146,536
Goodwill	257,940	257,940
Deferred income tax assets, net	25,372	19,298
Other assets	52,309	43,754
Total long-term assets	<u>3,958,570</u>	<u>3,941,427</u>
Total assets	<u><u>\$ 5,716,217</u></u>	<u><u>\$ 5,469,358</u></u>
Liabilities and stockholders' equity		
Current liabilities:		
Current portion of term loan	\$ 2,000	\$ 2,629
Current portion of lease liabilities	168,649	155,661
Trade accounts payable	790,712	683,675
Accrued expenses and other current liabilities	360,185	298,740
Deferred revenue	14,164	10,685
Total current liabilities	<u>1,335,710</u>	<u>1,151,390</u>
Term loan	193,533	193,589
Lease liabilities	1,629,962	1,639,598
Deferred income tax liabilities, net	42,537	49,479
Other liabilities	29,493	26,466
Total long-term liabilities	<u>1,895,525</u>	<u>1,909,132</u>
Total liabilities	<u><u>3,231,235</u></u>	<u><u>3,060,522</u></u>
Stockholders' equity		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; 0 shares issued and outstanding at September 24, 2026 and December 25, 2025	—	—
Common stock Class A, \$0.001 par value; 450,000,000 shares authorized; 105,433,704 shares issued and outstanding at September 24, 2026 and 107,774,329 shares issued and outstanding at December 25, 2025	105	108
Additional paid-in capital	611,745	577,786
Accumulated other comprehensive income, net	—	22
Retained earnings	1,873,132	1,830,920
Total stockholders' equity	<u>2,484,982</u>	<u>2,408,836</u>
Total liabilities and stockholders' equity	<u><u>\$ 5,716,217</u></u>	<u><u>\$ 5,469,358</u></u>

Floor & Decor Holdings, Inc.
Condensed Consolidated Statements of Cash Flows
(In thousands)
(Unaudited)

	Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025
Operating activities		
Net income	\$ 200,402	\$ 169,316
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	187,200	180,492
Stock-based compensation expense	24,557	22,372
Deferred income taxes	(13,066)	(23,937)
Loss on extinguishment of debt	1,328	—
Changes in operating assets and liabilities:		
Receivables, net	(29,600)	(4,223)
Inventories, net	(40,000)	(31,562)
Trade accounts payable	115,864	(73,765)
Accrued expenses and other current liabilities	15,545	22,533
Income taxes	30,044	9,431
Deferred revenue	3,479	(178)
Other, net	(10,445)	(12,711)
Net cash provided by operating activities	485,308	257,768
Investing activities		
Purchases of fixed assets	(187,918)	(238,839)
Net cash used in investing activities	(187,918)	(238,839)
Financing activities		
Proceeds from term loan	200,000	—
Payments on term loan	(198,190)	(1,577)
Payments of debt issuance costs	(7,571)	—
Payments of contingent earn-out liabilities	(750)	(806)
Proceeds from exercise of stock options	10,207	3,061
Proceeds from employee stock purchase plan	5,217	5,970
Tax payments for stock-based compensation awards	(6,022)	(8,762)
Payments for repurchase of common stock	(157,093)	—
Net cash used in financing activities	(154,202)	(2,114)
Net increase in cash and cash equivalents	143,188	16,815
Cash and cash equivalents, beginning of the period	249,296	187,669
Cash and cash equivalents, end of the period	\$ 392,484	\$ 204,484
Supplemental disclosures of cash flow information		
Buildings and equipment acquired under operating leases	\$ 118,728	\$ 399,656
Cash paid for interest, net of capitalized interest	\$ 9,083	\$ 7,084
Cash paid for income taxes, net of refunds	\$ 35,676	\$ 59,846
Fixed assets accrued at the end of the period	\$ 45,965	\$ 64,846

Floor & Decor Holdings, Inc.
Reconciliation of GAAP to Non-GAAP Financial Measures
(In thousands, except EPS)
(Unaudited)

Adjusted net income and Adjusted diluted EPS

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
Net income (GAAP):	\$ 64,823	\$ 57,260	\$ 200,402	\$ 169,316
Tariff refunds ⁽¹⁾	—	—	(45,229)	—
Loss on extinguishment of debt ⁽²⁾	—	—	1,328	—
Tax impact of adjustments to net income ⁽³⁾	—	—	11,034	—
Adjusted net income	<u>\$ 64,823</u>	<u>\$ 57,260</u>	<u>\$ 167,535</u>	<u>\$ 169,316</u>
Diluted weighted average shares outstanding	106,698	108,468	107,778	108,412
Adjusted diluted EPS	\$ 0.61	\$ 0.53	\$ 1.55	\$ 1.56

(1) Represents one-time International Emergency Economic Powers Act ("IEEPA") tariff refunds and associated statutory interest, offset by selling, general and administrative ("SG&A") expenses directly correlated to the recognition of the refunds.

(2) Represents loss on debt extinguishment in connection with the June 2026 refinancing of our term loan and ABL facilities.

(3) Represents the tax effect of the adjusted items.

Floor & Decor Holdings, Inc.
Reconciliation of GAAP to Non-GAAP Financial Measures
(Dollars in thousands)
(Unaudited)

Adjusted gross profit and Adjusted gross margin

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
Gross profit (GAAP):	\$ 531,323	\$ 511,956	\$ 1,641,893	\$ 1,552,812
Tariff refunds ⁽¹⁾	—	—	(56,167)	—
Adjusted gross profit	<u>\$ 531,323</u>	<u>\$ 511,956</u>	<u>\$ 1,585,726</u>	<u>\$ 1,552,812</u>
Gross margin (GAAP):	43.7 %	43.4 %	45.4 %	43.7 %
Tariff refunds ⁽¹⁾	—	—	(1.6)	—
Adjusted gross margin	<u>43.7 %</u>	<u>43.4 %</u>	<u>43.8 %</u>	<u>43.7 %</u>

(1) Represents recognized one-time IEEPA tariff refunds.

Floor & Decor Holdings, Inc.
Reconciliation of GAAP to Non-GAAP Financial Measures
(In thousands)
(Unaudited)

EBITDA and Adjusted EBITDA

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
Net income (GAAP):	\$ 64,823	\$ 57,260	\$ 200,402	\$ 169,316
Depreciation and amortization ⁽¹⁾	62,402	59,877	186,015	178,601
Interest (income) expense, net	(382)	591	(1,527)	3,215
Loss on extinguishment of debt ⁽²⁾	—	—	1,328	—
Income tax expense	13,540	14,166	54,158	45,609
EBITDA	140,383	131,894	440,376	396,741
Stock-based compensation expense ⁽³⁾	8,684	6,870	24,557	22,372
Tariff refunds ⁽⁴⁾	—	—	(42,406)	—
Other ⁽⁵⁾	—	—	—	(375)
Adjusted EBITDA	\$ 149,067	\$ 138,764	\$ 422,527	\$ 418,738

(1) Excludes amortization of deferred financing costs, which is included as part of interest (income) expense, net.

(2) Represents loss on debt extinguishment in connection with the June 2026 refinancing of our term loan and ABL facilities.

(3) Represents non-cash charges related to stock-based compensation programs, which vary from period to period depending on the timing of awards and forfeitures.

(4) Represents one-time IEEPA tariff refunds recognized in cost of sales and associated SG&A expenses. Statutory interest on tariff refunds is included within interest (income) expense, net in the table above.

(5) Other adjustments include amounts management does not consider indicative of our core operating performance. The amount for the thirty-nine weeks ended September 25, 2025 relates to the change in the fair value of the contingent earn-out liability.

Forward-Looking Statements

This release and the associated webcast/conference call contain forward-looking statements within the meaning of the federal securities laws. All statements other than statements of historical fact contained in this release and the associated webcast/conference call, including statements regarding the Company's future operating results and financial position, business strategy and plans, and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "seeks," "intends," "targets," "projects," "contemplates," "believes," "estimates," "predicts," "budget," "potential," or "continue" or the negative of these terms or other similar expressions.

The forward-looking statements contained in this release and the associated webcast/conference call are based on our current expectations, assumptions, estimates, and projections regarding the Company's business, the economy, and other future conditions. These statements involve known and unknown risks, uncertainties, and other important factors that may cause the Company's actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements.

Although the Company believes that the expectations reflected in the forward-looking statements in this release and the associated webcast/conference call are reasonable, the Company cannot guarantee future events, results, performance or achievements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements in this release or the associated webcast/conference call, including, without limitation, (1) macroeconomic headwinds, including high interest rates and weak home sales, (2) our failure to successfully manage new store growth or higher than expected costs, (3) our ability to manage our comparable store sales, (4) our inability to lease or acquire new store locations on acceptable terms, renew or replace our current store leases, or make payments under our leases, (5) our failure to maintain and enhance our brand image and awareness, (6) our failure to successfully anticipate and manage trends, consumer preferences, and demand, (7) our inability to successfully manage increased competition, (8) adverse changes in global trade policies, tariffs, or import enforcement actions, any of which could impact our ability to import from foreign suppliers, raise our costs, or disrupt our supply chain, (9) our inability to manage our inventory, including the impact of inventory obsolescence, shrink, and damage, (10) any disruption in our distribution capabilities, supply chain, and our related planning and control processes, including carrier capacity constraints, blocked trade lanes, port congestion, strike, or shut down, and other supply chain costs or product shortages, (11) any increases in wholesale prices of products, materials, and transportation costs beyond our control, including increases in costs due to inflation or tariffs, (12) the resignation, incapacitation, or death of any key personnel, including our executive officers, (13) our inability to attract, hire, train, and retain highly qualified managers and staff, (14) the impact of any labor activities, (15) our dependence on foreign imports for the products we sell, including risks associated with obtaining products from abroad, (16) any failure by any of our suppliers to supply us with quality products on attractive terms and prices or to adhere to the quality standards that we set for our products, (17) our inability to locate sufficient suitable natural products, (18) the effects of weather conditions, natural disasters, or other unexpected events, including public health crises, that may disrupt our operations, (19) personal injury, product liability and warranty claims and related governmental investigations, (20) any allegations, investigations, lawsuits, or violations of laws and regulations applicable to us, our products, or our suppliers, (21) our inability to adequately protect the privacy and security of information related to our customers, us, our associates, our suppliers, and other third parties, (22) any material disruption in our information systems, including our website, (23) our inability to maintain sufficient levels of cash flow or liquidity to fund our expanding business and service our existing indebtedness, (24) new or changing laws or regulations, including tax laws and trade policies and regulations, (25) payments-related risks, (26) any failure to protect our intellectual property rights or disputes regarding our intellectual property or the intellectual property of third parties, (27) the impact of any future strategic transactions, (28) restrictions imposed by our indebtedness on our current and future operations, including risks related to our variable rate debt, (29) our implementation, continuation, or suspension of share repurchases, and (30) our ability to manage risks related to corporate social responsibility. Additional information concerning these and other factors is described in "Forward-Looking Statements," Item 1, "Business," Item 1A, "Risk Factors," and Item 1C, "Cybersecurity" of Part I and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 9A, "Controls and Procedures" of Part II of the Company's Annual Report on Form 10-K for the fiscal year ended December 25, 2025, filed with the Securities and Exchange Commission (the "SEC") on February 19, 2026 (the "Annual Report") and elsewhere in the Annual Report, as well as those described in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 24, 2026 (the "10-Q") and elsewhere in the 10-Q, and those described in the Company's other filings with the SEC.

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Contact**Investor Contact:**

Wayne Hood
Senior Vice President of Investor Relations
678-505-4415
wayne.hood@flooranddecor.com

Floor & Decor Announces Board Leadership Transition

Thomas Taylor to Transition from Executive Chair to Chair of the Board

Lauren Taylor Wolfe to Join the Board of Directors

ATLANTA--(BUSINESS WIRE)--October 29, 2026--Floor & Decor Holdings, Inc. (the “Company” or “Floor & Decor”) (NYSE: FND), a leading specialty retailer of hard surface flooring, today announced a series of changes to its Board of Directors.

Effective January 1, 2027, Thomas Taylor, currently Executive Chair of the Board, will transition to the role of Chair of the Board. As part of a coordinated Board succession and refreshment process, the Board has appointed Lauren Taylor Wolfe as a new independent director, effective February 1, 2027. In addition, Norman Axelrod, the Company’s Lead Director, has informed the Board of his decision not to stand for reelection at the Company’s 2027 annual meeting of stockholders, expected to be held in May 2027. Mr. Axelrod will continue to serve as Lead Director through the annual meeting, at which point he will retire from the Board after 17 years of dedicated service.

Mr. Taylor said, “This transition reflects the successful evolution of our leadership structure and the strong execution of our succession plan to Brad Paulsen, who has done an outstanding job stepping into the CEO role and building on the foundation we’ve spent years putting in place. Serving as Chair allows me to continue supporting the Board and the management team as we pursue our long-term growth strategy. We invited Lauren to join our Board as we believe she will bring strong complementary perspectives. I also want to thank Norman for his tremendous service on our Board. His guidance and steady hand have been invaluable to this Company and to me personally, and Floor & Decor is stronger today because of his contributions.”

Mr. Paulsen said, “On behalf of the entire Floor & Decor team, I want to thank Tom for his continued partnership and mentorship, and for the extraordinary foundation he built over more than a decade leading this Company. I’m also deeply grateful to Norman for his years of thoughtful counsel and dedicated service to our Board. Finally, I’m excited to welcome Lauren to the Board. Her deep capital markets experience and track record of helping companies drive long-term value will be a great asset to Floor & Decor as we continue to grow our business.”

Ms. Taylor Wolfe is Co-Founder and Managing Partner of Impactive Capital, an impact-oriented investment firm she co-founded in 2018 that partners with public companies to help drive long-term operational and strategic value for all stakeholders. Prior to founding Impactive Capital, she spent a decade at Blue Harbour Group, an investment management firm, where she served as a Managing Director and Investing Partner. She currently serves on the board of directors of WEX Inc. and has previously served on the boards of Envestnet, Inc. and HD Supply Holdings, Inc. Ms. Taylor Wolfe holds an M.B.A. from The Wharton School at the University of Pennsylvania and a B.S., magna cum laude, from Cornell University.

About Floor & Decor Holdings, Inc.

Floor & Decor is a multi-channel specialty retailer of hard surface flooring and related accessories and seller of commercial surfaces. As of September 24, 2026, the Company operated 282 warehouse-format stores and five design studios across 39 states. The Company offers a broad in-stock assortment of laminate and vinyl, tile, wood, and natural stone flooring and installation materials and decorative accessories, as well as adjacent categories, at everyday low prices. The Company was founded in 2000 and is headquartered in Atlanta, Georgia.

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Although the Company believes that the expectations reflected in the forward-looking statements in this release are reasonable, the Company cannot guarantee future events, results, performance or achievements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements in this release, including, without limitation, (1) macroeconomic headwinds, including high interest rates and weak home sales, (2) our failure to successfully manage new store growth or higher than expected costs, (3) our ability to manage our comparable store sales, (4) our inability to lease or acquire new store locations on acceptable terms, renew or replace our current store leases, or make payments under our leases, (5) our failure to maintain and enhance our brand image and awareness, (6) our failure to successfully anticipate and manage trends, consumer preferences, and demand, (7) our inability to successfully manage increased competition, (8) adverse changes in global trade policies, tariffs, or import enforcement actions, any of which could impact our ability to import from foreign suppliers, raise our costs, or disrupt our supply chain, (9) our inability to manage our inventory, including the impact of inventory obsolescence, shrink, and damage, (10) any disruption in our distribution capabilities, supply chain, and our related planning and control processes, including carrier capacity constraints, blocked trade lanes, port congestion, strike, or shut down, and other supply chain costs or product shortages, (11) any increases in wholesale prices of products, materials, and transportation costs beyond our control, including increases in costs due to inflation or tariffs, (12) the resignation, incapacitation, or death of any key personnel, including our executive officers, (13) our inability to attract, hire, train, and retain highly qualified managers and staff, (14) the impact of any labor activities, (15) our dependence on foreign imports for the products we sell, including risks associated with obtaining products from abroad, (16) any failure by any of our suppliers to supply us with quality products on attractive terms and prices or to adhere to the quality standards that we set for our products, (17) our inability to locate sufficient suitable natural products, (18) the effects of weather conditions, natural disasters, or other unexpected events, including public health crises, that may disrupt our operations, (19) personal injury, product liability and warranty claims and related governmental investigations, (20) any allegations, investigations, lawsuits, or violations of laws and regulations applicable to us, our products, or our suppliers, (21) our inability to adequately protect the privacy and security of information related to our customers, us, our associates, our suppliers, and other third parties, (22) any material disruption in our information systems, including our website, (23) our inability to maintain sufficient levels of cash flow or liquidity to fund our expanding business and service our existing indebtedness, (24) new or changing laws or regulations, including tax laws and trade policies and regulations, (25) payments-related risks, (26) any failure to protect our intellectual property rights or disputes regarding our intellectual property or the intellectual property of third parties, (27) the impact of any future strategic transactions, (28) restrictions imposed by our indebtedness on our current and future operations, including risks related to our variable rate debt, (29) our implementation, continuation, or suspension of share repurchases, and (30) our ability to manage risks related to corporate social responsibility. Additional information concerning these and other factors is described in "Forward-Looking Statements," Item 1, "Business," Item 1A, "Risk Factors," and Item 1C, "Cybersecurity" of Part I and Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Item 9A, "Controls and Procedures" of Part II of the Company's Annual Report on Form 10-K for the fiscal year ended December 25, 2025, filed with the Securities and Exchange Commission (the "SEC") on February 19, 2026 (the "Annual Report") and elsewhere in the Annual Report, as well as those described in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 24, 2026 (the "10-Q") and elsewhere in the 10-Q, and those described in the Company's other filings with the SEC.

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Wayne Hood
Senior Vice President of Investor Relations
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wayne.hood@flooranddecor.com