

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 10-K

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

For the fiscal year ended December 31, 2025

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: 001-35805

Boise Cascade Company

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

20-1496201

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

**1111 West Jefferson Street
Suite 300**

Boise, Idaho 83702-5389

(Address of principal executive offices) (Zip Code)

(208) 384-6161

(Registrant's telephone number, including area code)

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

| <u>Title of Each Class</u> | <u>Trading Symbol(s)</u> | <u>Name of Each Exchange on Which Registered</u> |
|--|--------------------------|--|
| Common Stock, \$0.01 par value per share | BCC | New York Stock Exchange |

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

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

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

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

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

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

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

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

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

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

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant on June 30, 2025, the last business day of the registrant's most recently completed second fiscal quarter, based on the last reported trading price of the registrant's common stock on the New York Stock Exchange was approximately \$3.2 billion.

There were 35,722,067 shares of the registrant's common stock, \$0.01 par value per share, outstanding on February 18, 2026.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement for its 2026 annual meeting of stockholders are incorporated by reference into Part III of this Form 10-K.

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Cautionary Statement Concerning Forward-Looking Statements

Certain statements made in this Form 10-K contain forward-looking statements. Forward-looking statements are subject to risks and uncertainties that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by these forward-looking statements. Forward-looking statements include information concerning our future financial performance, business strategy, plans, goals, and objectives.

Statements preceded or followed by, or that otherwise include, the words "believes," "expects," "anticipates," "intends," "project," "targets," "estimates," "plans," "forecast," "is likely to," and similar expressions or future or conditional verbs such as "will," "may," "would," "should," and "could" are generally forward-looking in nature and not historical facts. Such statements are based upon the current beliefs and expectations of our management and are subject to significant risks and uncertainties. Actual results may differ materially from those set forth in the forward-looking statements.

The following factors, among others, could cause our actual results, performance, or achievements to differ from those set forth in the forward-looking statements:

- The commodity nature of a portion of our products and their price movements, which are driven largely by general economic conditions, industry capacity and operating rates, industry cycles that affect supply and demand, and net import and export activity;
- The highly competitive nature of our industry;
- Declines in demand for our products due to competing technologies or materials, as well as changes in building code provisions;
- Disruptions to information systems used to process and store customer, employee, and vendor information, as well as the technology that manages our operations and other business processes;
- Material disruptions and/or major equipment failure at our manufacturing facilities;
- Declining demand for residual byproducts, particularly wood chips generated in our manufacturing operations;
- Labor disruptions, shortages of skilled and technical labor, or increased labor costs;
- Product shortages, loss of key suppliers, and our dependence on third-party suppliers and manufacturers;
- The cost and availability of third-party transportation services used to deliver the goods we distribute and manufacture, as well as our raw materials;
- Cost and availability of raw materials, particularly wood fiber;
- The need to successfully formulate and implement succession plans for key members of our management team;
- Our ability to execute our organic growth and acquisition strategies efficiently and effectively;
- Failures or delays with new or existing technology systems and software platforms;
- Our ability to successfully pursue our long-term growth strategy related to innovation and digital technology;
- Concentration of our sales among a relatively small group of customers, as well as the financial condition and creditworthiness of our customers;
- Impairment of our long-lived assets, goodwill, and/or intangible assets;
- Substantial ongoing capital investment costs, including those associated with organic growth and acquisitions, and the difficulty in offsetting fixed costs related to those investments;

- Our indebtedness, including the possibility that we may not generate sufficient cash flows from operations or that future borrowings may not be available in amounts sufficient to fulfill our debt obligations and fund other liquidity needs;
- Restrictive covenants contained in our debt agreements;
- Changes in or failure to comply with laws and regulations;
- Changes in foreign trade policy, including the imposition of tariffs;
- Compliance with data privacy and security laws and regulations;
- The impacts of climate change and related legislative and regulatory responses intended to reduce climate change;
- Cost of compliance with government regulations, in particular, environmental regulations;
- Exposure to product liability, product warranty, casualty, construction defect, and other claims; and
- Fluctuations in the market for our equity.

Certain of these and other factors are discussed in more detail in "Item 1A. Risk Factors" of this Form 10-K. These factors should not be construed as exhaustive and should be read in conjunction with the other cautionary statements that are included in this Form 10-K. While we believe that our forecasts and assumptions are reasonable, we caution that actual results may differ materially. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary materially from what we projected. Consequently, actual events and results may vary significantly from those included in or contemplated or implied by our forward-looking statements. Any forward-looking statement speaks only as of the date on which such statement is made, and we disclaim any obligation to update any forward-looking statements, except as required by law.

PART I

ITEM 1. BUSINESS

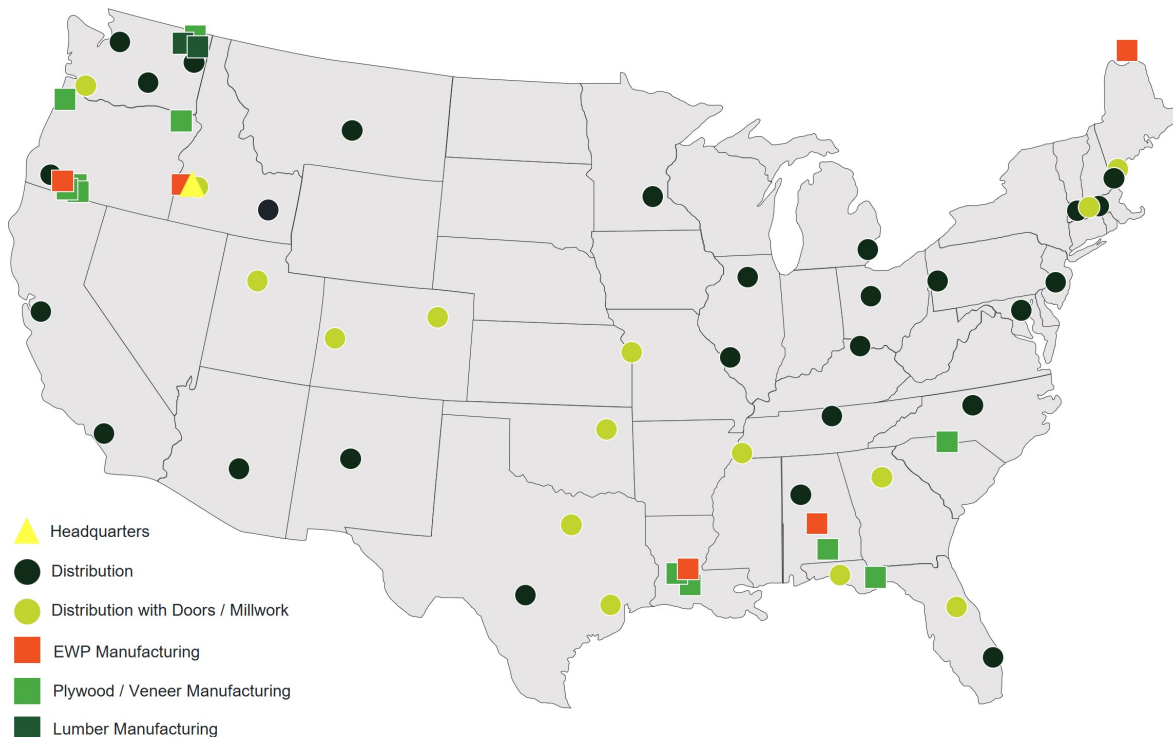
Boise Cascade is one of the largest U.S. wholesale distributors of building materials and a leading manufacturer of engineered wood products (EWP) and plywood in North America. As used in this Form 10-K, the terms "Boise Cascade," "we," and "our" refer to Boise Cascade Company and its consolidated subsidiaries. As a leading distributor and manufacturer of building materials, we bring people, products, and services together to build strong homes, businesses, and communities that stand the test of time.

Segment Overview

Our two reportable segments, Building Materials Distribution and Wood Products, operate with a high degree of integration. Our Building Materials Distribution segment (BMD) operates a nationwide network of distribution facilities that sell a broad line of building materials, including oriented strand board (OSB), plywood, and lumber (collectively referred to as commodities); general line items such as siding, composite decking, doors and millwork, metal products, roofing, and insulation; and EWP. In our Wood Products segment, we manufacture laminated veneer lumber (LVL), I-joists, and laminated beams, which are collectively referred to as EWP. In addition, we manufacture structural, appearance, and industrial grade plywood panels, and ponderosa pine lumber. BMD is the largest customer of our Wood Products segment. Substantially all of BMD's EWP is sourced from our Wood Products segment, with the remaining products we distribute sourced from a broad vendor base of third-party suppliers ranging from large manufacturers to small regional producers.

Our products are used in the construction of new residential housing, including single-family, multi-family, and manufactured homes, the repair-and-remodeling of existing housing, the construction of light industrial and commercial buildings, and other industrial applications. We have a broad base of national and local customers, which includes a diverse mix of dealers, home improvement centers, leading wholesalers, specialty distributors, and industrial converters. Drivers of new residential construction, residential repair-and-remodeling activity, and light commercial construction include new household formation, the age of the housing stock, availability of credit and other macroeconomic factors, such as GDP growth, population growth and migration, interest rates, employment, and consumers' financial health.

The map below presents our network of manufacturing and distribution facilities.



Our Business Strategies

Leverage the Integrated Model

We believe our integrated business model provides us with advantages over less integrated competitors and provides unique and significant value to our customers. BMD benefits from a committed manufacturing partnership, Wood Products enjoys superior access to the market through a committed distributor, and we capture margin at both levels of the supply chain. In addition, BMD and Wood Products are collectively motivated to make the investments necessary to support our growth in the marketplace. Substantially all of BMD's EWP is sourced from our Wood Products segment, with BMD consuming approximately 75% of the volumes that Wood Products produces. In addition, Wood Products and BMD have made significant progress in recent years to leverage the integrated model to increase the proportion of plywood sold through our distribution network. From 2021 to 2025, Wood Products' sales volumes of plywood to BMD increased from 28% to 51%.

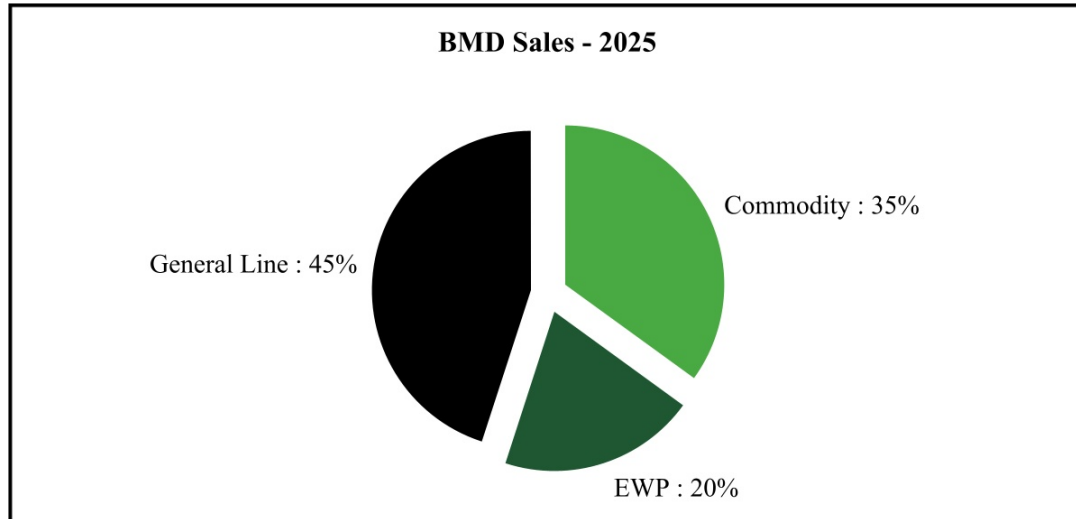
Increase Both Our Earnings and Earnings Stability

We intend to increase both our earnings and earnings stability by expanding our distribution capabilities and growing our EWP sales.

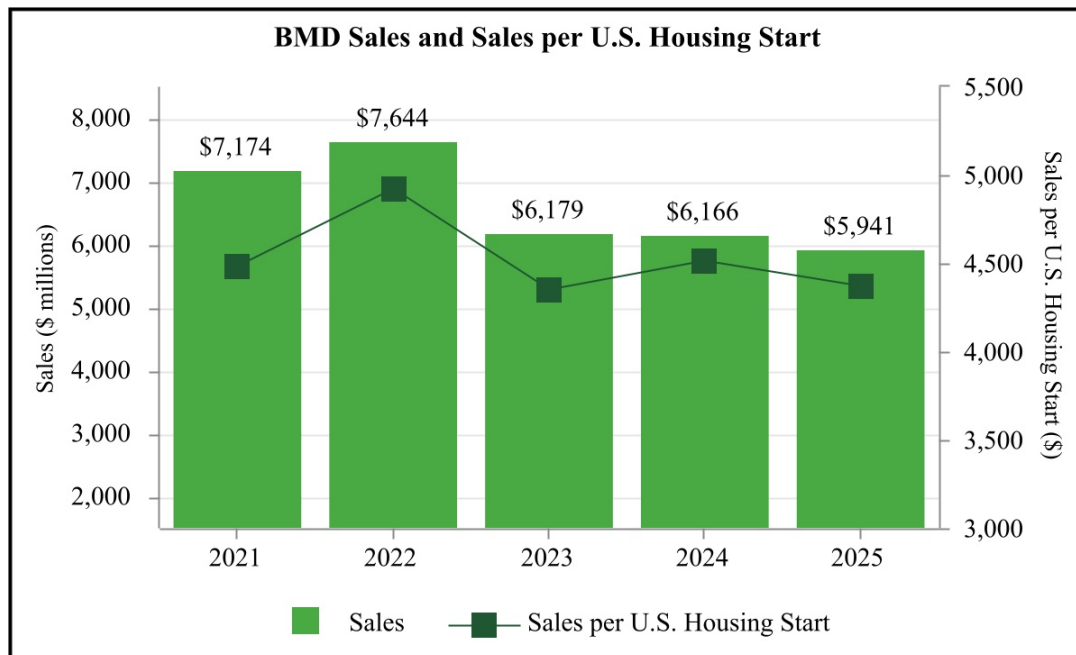
In BMD, our growth strategy includes adding products and services, expanding our market penetration via acquisition or the opening or expansion of locations in underserved markets, and identifying and executing upon adjacent distribution platforms that can be scaled. Doors and millwork provide a recent example of product line expansion in BMD. In 2024, we acquired assets of door and millwork facilities in Boise, Idaho and Lakeland, Florida. Furthermore, in 2023, we acquired Brockway-Smith Company (BROSCO), a wholesale distributor specializing in doors and millwork. In the last several years, we have also expanded our door and millwork business with new locations in Houston, Texas; Kansas City, Missouri; and Denver, Colorado. In addition to our investment in our door and millwork business, we continue to expand our market penetration, as well as the capacity of our existing distribution centers. In 2025, we opened our greenfield distribution center in Hondo, Texas which will allow us to better serve customers across Austin, San Antonio, Corpus Christi, and the Rio Grande Valley. We also relocated our Lathrop, California distribution center to Modesto, California to allow for future growth opportunities. In

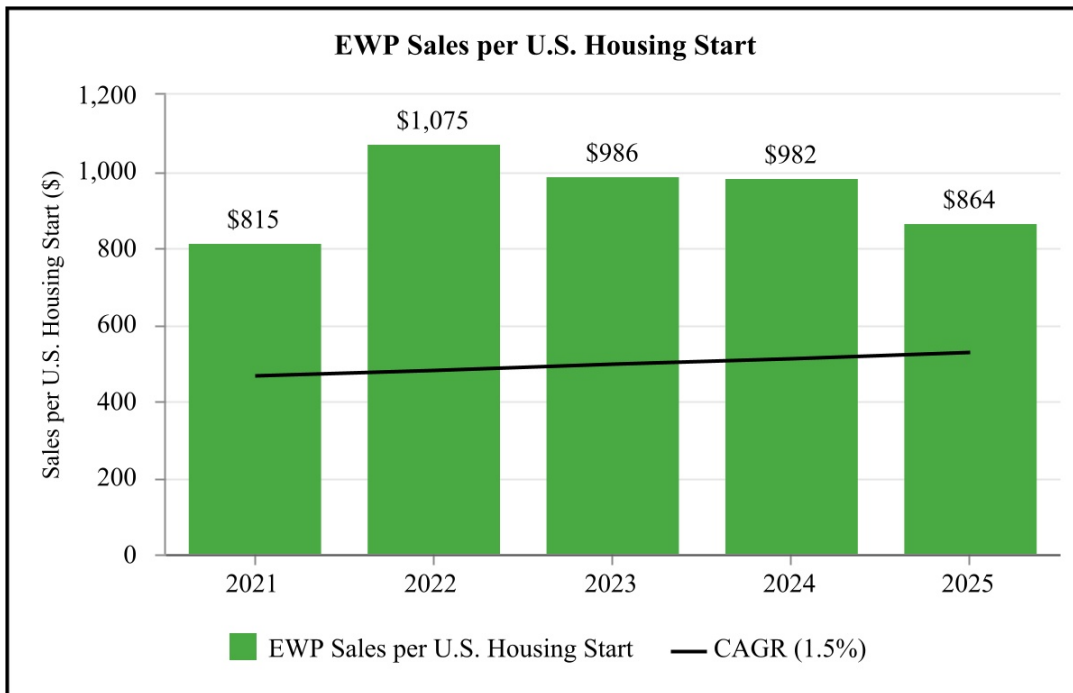
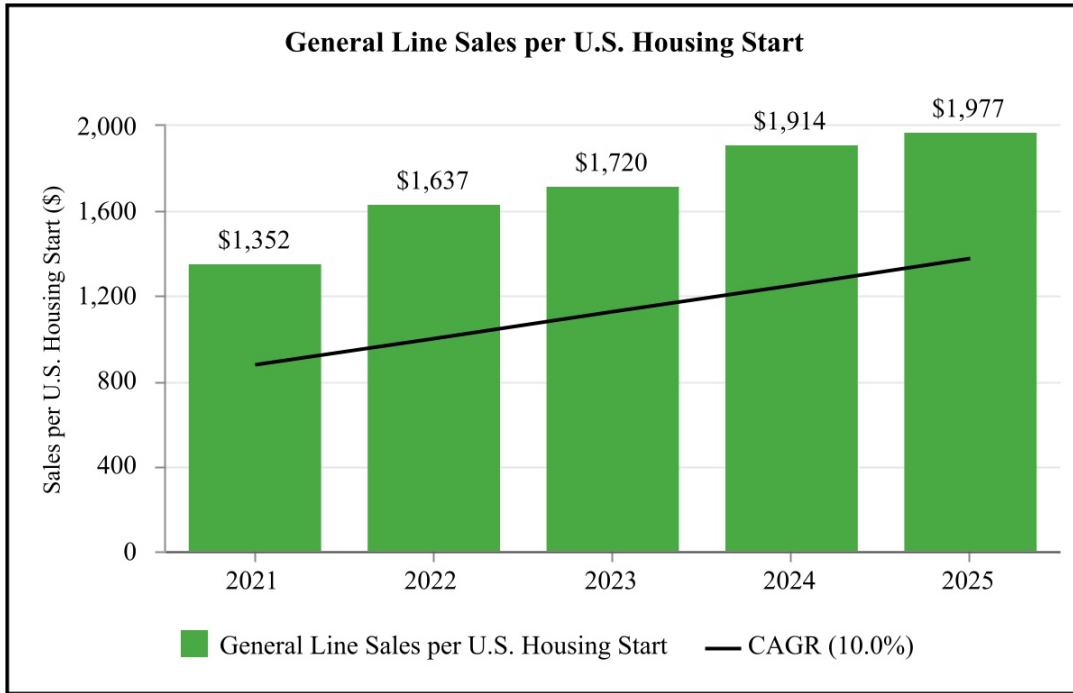
addition, in December 2025, we acquired Holden Humphrey, a two-step distributor of building materials located in Chicopee, Massachusetts, which will enable us to offer new and expanded product lines to many existing customers in the northeast region. In recent years, we completed capacity expansion projects in West Palm Beach, Florida; Marion, Ohio; Medford, Oregon; Minneapolis, Minnesota; and Cincinnati, Ohio. These organic growth projects allow us to further expand our product and service offerings in those markets.

BMD carries a broad line of building materials used in residential construction, repair and remodel, and industrial applications. BMD continues to focus on the proportion of its sales attributable to general line and EWP as those products carry a higher and more stable margin profile than commodities. The chart below reflects BMD's sales mix by product for the year ended December 31, 2025.



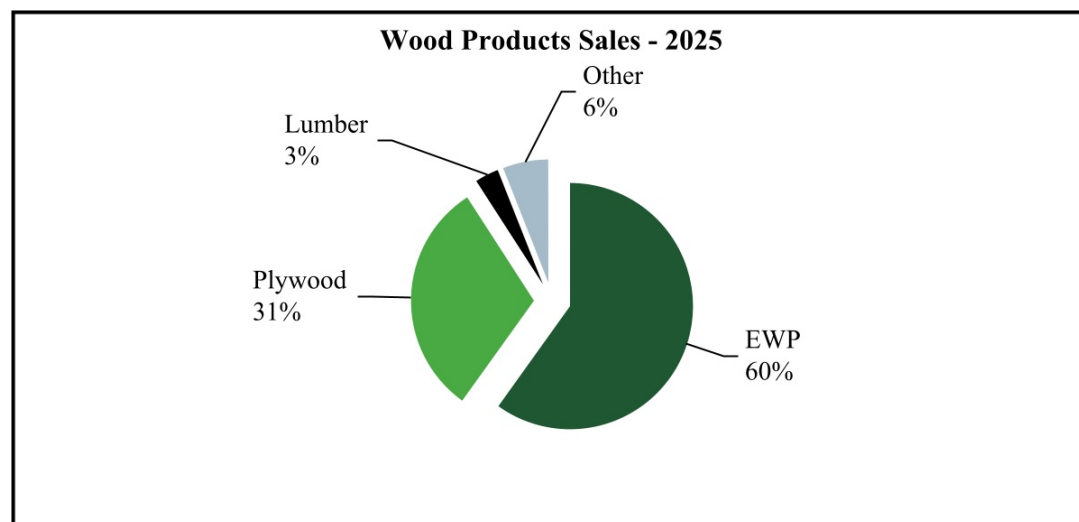
BMD's sales and sales per U.S. housing start, as well as our focus on general line and EWP sales, are reflected in the charts below. BMD's sales in 2021 and 2022 were impacted by historically high composite panel and lumber prices.





In Wood Products, we are principally focused on the production of veneer-based products. Our strategy is to grow our EWP sales, allowing us to divert more of our internally produced veneer away from plywood, which is a product line exposed to substitution by oriented strand board and significant price volatility. EWP, as a value-added set of products, delivers higher margins, and its pricing is not subject to the auction-based volatility of commodity markets. In 2025, we completed a significant modernization project at our Oakdale, Louisiana mill, to enhance our operational efficiency and reliability. This investment strengthens our distinct competitive advantage by enabling greater value creation through self-sufficient veneer production. In addition, we substantially completed a project to add I-joist production capabilities at our Thorsby, Alabama EWP mill, which will be operational in the first half of 2026. In 2022, we acquired Coastal Plywood and its plywood manufacturing locations in Havana, Florida, and Chapman, Alabama which has provided access to additional veneer for EWP production.

Wood Products' sales mix by product line is illustrated below and demonstrates our principal focus on the production of veneer-based products.



Leverage Technology

Like many companies, we continue to innovate with technology to pursue revenue-generating, cost-reducing, and risk-mitigating opportunities. We are also actively engaged in product development opportunities.

In BMD, we believe our highly efficient logistics system allows us to deliver superior customer service and assist our customers in optimizing their working capital. To assess the effectiveness and efficiency of our operations, we regularly capture and analyze a wide variety of investment, operational, and customer service metrics. Our focus is to increase the quality of decision-making at all levels using data-driven digital technologies. This includes leveraging business intelligence software to build dashboards and reports for many areas of our business. We are also increasing the robustness of our data analytics methods used for forecasting, evaluating opportunities, and solving problems. Our success with innovating digital technology and analytical methods is opening the door to more use cases for improving the way we do business. Key learnings and best practices are then leveraged across our distribution locations. In addition, we are investing in robotics equipment and other distribution-related technologies.

In Wood Products, we are actively pursuing opportunities to develop innovative products tailored for multifamily and commercial construction applications. Our strategic focus on the multifamily and commercial market has led to additional capital investments that allow us to effectively produce larger column and beam products for mass timber applications and the creation of a new veneer laminated timber (VLT) product. The VLT product is designed for wall, floor, and roof panel applications and is specifically engineered to comply with recent updates in building codes that permit the use of mass timber in tall wood structures. Innovation efforts within our Wood Products segment are also focused on identifying process and cost efficiency improvement opportunities, some of which include automated veneer handling and grading, finished goods packaging, asset monitoring applications for predictive maintenance, and the use of artificial intelligence to classify and identify opportunities in safety. We use process improvement and machine reliability methodologies to continuously refine and improve our operations and processes. We believe there are opportunities to further apply these process improvement programs in our manufacturing operations and apply similar techniques and methods to different functional areas to realize efficiencies in those areas.

Segment Detail

Building Materials Distribution

Products

We sell a broad line of building materials, including commodities; general line items such as siding, composite decking, doors and millwork, metal products, roofing, and insulation; and EWP. Except for EWP, we purchase most of these building materials from a broad base of third-party suppliers ranging from large manufacturers, such as Canfor, Commercial Metals Company, Hampton Lumber, Hoover Treated Wood Products, Huber Engineered Woods, James Hardie Building Products, Louisiana-Pacific, ODL, Inc., Steves & Sons, Therma-Tru Doors, Trex Company and West Fraser, to small regional producers. Substantially all of our EWP is sourced from our Wood Products segment. Our products are used in the construction of new residential housing, including single-family, multi-family, and manufactured homes, the repair-and-remodeling of existing housing, the construction of light industrial and commercial buildings, and other industrial applications.

The following table lists our product line sales mix for the periods indicated:

| | Year Ended December 31 | | | | |
|--------------------------|---|--------|--------|--------|--------|
| | 2025 | 2024 | 2023 | 2022 | 2021 |
| | (percentage of Building Materials Distribution sales) | | | | |
| Commodity | 35.0 % | 35.8 % | 37.8 % | 44.9 % | 51.6 % |
| General line | 45.2 % | 42.4 % | 39.5 % | 33.3 % | 30.2 % |
| Engineered wood products | 19.8 % | 21.8 % | 22.7 % | 21.8 % | 18.2 % |

The following table sets forth segment sales, income, depreciation and amortization, and EBITDA (a non-GAAP measure) for the periods indicated:

| | Year Ended December 31 | | | | |
|---------------------------------------|------------------------|-----------------|-----------------|-----------------|-----------------|
| | 2025 | 2024 | 2023 | 2022 | 2021 |
| | (millions) | | | | |
| Segment sales | \$ 5,941.3 | \$ 6,166.5 | \$ 6,178.7 | \$ 7,643.6 | \$ 7,174.3 |
| Segment income | \$ 222.2 | \$ 303.4 | \$ 335.8 | \$ 627.1 | \$ 481.1 |
| Segment depreciation and amortization | 58.7 | 49.5 | 32.4 | 27.0 | 24.0 |
| Segment EBITDA (a) | <u>\$ 280.9</u> | <u>\$ 352.9</u> | <u>\$ 368.2</u> | <u>\$ 654.1</u> | <u>\$ 505.1</u> |

(a) Segment EBITDA is calculated as segment income before depreciation and amortization. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K for a description of our reasons for using EBITDA and for a discussion of the limitations of such a non-GAAP measure.

Facilities

Our BMD segment operates a nationwide network of 40 building materials distribution facilities throughout the U.S., including door and millwork facilities in 15 markets, as well as one component manufacturing plant. Our broad geographic presence reduces our exposure to market factors in any single region.

Sales, Marketing, and Distribution

We market our building materials primarily to dealers, home improvement centers, and specialty distributors that then sell the products to end customers, who are typically homebuilders, independent contractors, and homeowners engaged in residential construction and repair-and-remodeling projects. We also market our products to a wide variety of industrial accounts, which use our products to assemble cabinets, doors, agricultural bins, crating, and other products used in industrial and construction applications.

We believe that our national presence and long-standing relationships with many of our key suppliers allow us to obtain favorable price, terms, and supply arrangements on leading brands in the building materials industry. We also believe

our broad product line provides our customers with an efficient, one-stop resource for their building materials needs. We also have expertise in special-order sourcing and merchandising support, which is a key service for our home improvement center customers that choose not to stock certain items in inventory.

We sell products through two primary distribution channels: warehouse sales and direct sales. Warehouse sales are delivered from our distribution centers to our customers, and direct sales are shipped from the manufacturer to the customer without us taking physical possession of inventory. Each of our distribution centers implements its own distribution and logistics model using centralized information systems. We use internal and external trucking resources to deliver materials on a regularly scheduled basis. Our highly efficient logistics system allows us to deliver superior customer service and assist our customers in optimizing their working capital.

We have a large, decentralized sales force to support our suppliers and customers. Our sales force and product managers have local product knowledge and decision-making authority, which we believe enables them to optimize stocking, pricing, and product assortment decisions. In addition, we have the flexibility and presence to provide scalable and consistent sales programs to our customers with a national footprint. Our sales force has access to centralized information technology systems, an extensive vendor base, and corporate-level working capital support, which we believe complements our localized sales model.

Our national presence allows us to act as a vehicle for our suppliers' new innovative products and the ability to introduce new building products to our customers. Broadening our product offering helps us serve as a one-stop resource for building materials, which we believe improves our customers' purchasing and operating efficiencies. The introduction of new products is primarily driven by customer demand or product extensions originating from our vendors. We believe our long-standing customer and vendor relationships allow us to respond to customer feedback and introduce new products more rapidly. Broadening our product offering also helps us drive additional products through our distribution system, thereby increasing our scale and efficiency.

Wood Products

Products

LVL and laminated beams are structural products used in applications where extra strength and consistent quality are required, such as headers and wide spans. LVL is also used in the manufacture of I-joists, which are assembled by combining a vertical web of OSB with top and bottom LVL or solid wood flanges. I-joists, which are used primarily in residential and commercial flooring and roofing systems and other structural applications, are stronger, lighter, and straighter than conventional lumber products. We believe EWP has favorable characteristics when compared to competing products, as it reduces labor and installed costs, provides cycle time advantages and results in less material usage and waste. Plywood is used in a wide range of structural, interior, and exterior applications within the residential, industrial, and repair and remodel sectors. We also produce ponderosa pine shop lumber, which is sold primarily to industrial converters, and ponderosa pine appearance grade boards that are sold to home centers and dealers.

The following table sets forth the annual capacity, production volumes, and sales volumes of our principal products for the periods indicated:

| | Year Ended December 31 | | | | |
|---|-------------------------------|-------------|-------------|-------------|-------------|
| | 2025 | 2024 | 2023 | 2022 | 2021 |
| | (millions) | | | | |
| Capacity (a) | | | | | |
| LVL (cubic feet) (b) | 36.3 | 36.3 | 34.6 | 34.6 | 34.0 |
| Plywood and Parallel Laminated Veneer (PLV) (sq. ft.) (3/8" basis) (c)(d) | 2,725 | 2,725 | 2,735 | 2,735 | 2,230 |
| Production Volumes | | | | | |
| LVL (cubic feet) (b) | 27.2 | 29.1 | 25.2 | 26.7 | 29.3 |
| I-joists (equivalent lineal feet) (b) | 215 | 234 | 215 | 233 | 295 |
| Plywood and PLV (sq. ft.) (3/8" basis) (c) | 1,842 | 1,988 | 1,945 | 1,753 | 1,727 |
| Sales Volumes | | | | | |
| LVL (cubic feet) (e) | 18.9 | 19.4 | 17.4 | 17.6 | 18.2 |
| I-joists (equivalent lineal feet) | 215 | 234 | 220 | 229 | 290 |
| Plywood (sq. ft.) (3/8" basis) (f) | 1,460 | 1,517 | 1,599 | 1,319 | 1,259 |

(a) Estimated annual capacity at the end of each year based on machinery capabilities.

(b) During the years presented above, approximately one-third of the LVL we produced was utilized internally to produce I-joists. Capacity is based on LVL production only.

(c) During the years presented above, approximately one-fourth of production was for PLV panels that are utilized internally to produce LVL.

(d) 2022 includes 505 million square feet of plywood capacity related to the two plywood manufacturing facilities in Chapman, Alabama, and Havana, Florida, that were purchased in July 2022.

(e) Excludes LVL produced and used as flange stock in the manufacture of I-joists.

(f) Excludes PLV produced and used in the manufacture of LVL.

The following table sets forth segment sales, segment income, depreciation and amortization, and EBITDA (a non-GAAP measure) for the periods indicated:

| | Year Ended December 31 | | | | |
|---------------------------------------|-------------------------------|-----------------|-----------------|-----------------|-----------------|
| | 2025 | 2024 | 2023 | 2022 | 2021 |
| | (millions) | | | | |
| Segment sales (a) | \$ 1,613.4 | \$ 1,832.3 | \$ 1,932.6 | \$ 2,115.9 | \$ 1,970.8 |
| Segment income | \$ 5.8 | \$ 231.5 | \$ 337.1 | \$ 575.2 | \$ 531.2 |
| Segment depreciation and amortization | 98.5 | 93.2 | 98.7 | 73.3 | 55.2 |
| Segment EBITDA (b) | <u>\$ 104.3</u> | <u>\$ 324.7</u> | <u>\$ 435.8</u> | <u>\$ 648.5</u> | <u>\$ 586.5</u> |

(a) Segment sales are calculated before elimination of sales to our BMD segment.

(b) Segment EBITDA is calculated as segment income before depreciation and amortization. See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K for a description of our reasons for using EBITDA and for a discussion of the limitations of such a non-GAAP measure.

Facilities

Our Wood Products segment operates five EWP facilities. Our two most significant EWP facilities are located in Louisiana and Oregon and have a high degree of raw material and manufacturing integration with our neighboring plywood and veneer facilities. We also operate eleven plywood and veneer plants, as well as two sawmills.

Raw Materials and Input Costs

Wood fiber. Wood fiber is the primary raw material used in our Wood Products operations, and our primary source of wood fiber is logs. For the year ended December 31, 2025, wood fiber accounted for approximately 37% of materials, labor, and other operating expenses (excluding depreciation) in our Wood Products segment. Our EWP facilities use PLV panels and veneer sheets produced by our facilities, as well as lumber, OSB, and veneer sheets purchased from third parties, to manufacture LVL, I-joists, and laminated beams. Our EWP, plywood, and veneer facilities use Douglas fir, white woods, and pine logs as raw materials. Our manufacturing facilities are located in close proximity to active wood fiber markets.

Logs comprised approximately 80% of our wood fiber costs during 2025, and we satisfy our log requirements through a combination of purchases under supply agreements, open-market purchases, and purchases pursuant to contracts awarded under public auctions. Approximately 88% of our log supply in 2025 was supplied through purchases from private landowners or through dealers. We also bid in auctions conducted by federal, state, and local authorities for the purchase of logs, generally at fixed prices, under contracts with terms of generally one to three years.

Our log requirements and our access to supply, as well as the cost of obtaining logs, are subject to change based on, among other things, the availability of logs in each of our operating areas, our operating schedules, competition from other manufacturers, the effect of governmental laws and regulations, impacts of weather or fire on log availability, and the status of environmental appeals. Per-unit log costs in the western U.S. are higher than per-unit log costs in the southern U.S. due to higher harvest and delivery costs, as well as various supply-side constraints, including seasonal weather-related restrictions, slower growth cycles, and a higher proportion of federal and state timberland ownership. Our aggregate cost of obtaining logs is also affected by fuel costs and the distance of the log source from our facilities, as we are often required to arrange for harvesting and delivery of the logs we purchase from the source to our facilities. For a discussion of contractual commitments relating to log supply agreements, see "Liquidity and Capital Resources" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

We also purchase OSB, which is used as the vertical web to assemble I-joists. OSB accounted for approximately 5% of the aggregate amount of materials, labor, and other operating expenses (excluding depreciation) for our Wood Products segment in 2025. OSB is a commodity, and prices have historically been volatile in response to economic uncertainties, industry operating rates, supply-related disruptions, duties, tariffs, transportation constraints or disruptions, net import and export activity, inventory levels in various distribution channels, and seasonal demand patterns.

Wood fiber also includes, to a lesser extent than OSB, veneer purchased from third parties for engineered wood products production and lumber purchased from third parties for I-joist production at our Canadian EWP facility and for production at our laminated beam plant in Idaho. Veneer and lumber input costs are subject to similar commodity-based volatility characteristics noted above for OSB. We are substantially self-sufficient for veneer needs in our Southeast operations whereas third party purchases are used to satisfy a portion of our veneer requirements at our Western Oregon operations.

Other raw materials and energy costs. We use a significant quantity of various resins and glues in our manufacturing processes. Resin and glue product costs are influenced by changes in the prices of raw material input costs, primarily fossil fuel products. We purchase resins and glues, other raw materials, and energy used to manufacture our products in both the open market and through supply contracts. The contracts are generally with regional suppliers who agree to supply all of our needs for a certain raw material or energy within the applicable region. These contracts have terms of various lengths and typically contain price adjustment mechanisms that take into account changes in market prices.

Sales, Marketing, and Distribution

Our EWP sales force is managed centrally through a main office that oversees regional sales teams. Our sales force spends a significant amount of time working with end customers who purchase our EWP. Our sales force provides a variety of technical support services, including integrated design, engineering, product specification software, distributor inventory management software, and job-pack preparation systems. Sales of plywood are handled in multiple locations, with management located centrally at headquarters.

In 2025, EWP and plywood accounted for 60% and 31%, respectively, of our Wood Products sales. The majority of our wood products are sold to leading wholesalers (including our BMD segment), home improvement centers, dealers, and industrial converters in North America. Our BMD segment is our Wood Products segment's largest customer, representing approximately 71% of our Wood Products segment's overall sales in 2025. In 2025, approximately 75% and 51% of our Wood Products segment's EWP and plywood sales volumes, respectively, were to our BMD segment.

Customers

Our customer relationships range from locally owned single-location facilities to large national dealers and home improvement centers across the U.S. and Canada, with Builders FirstSource and Home Depot being our largest customers. Substantially all sales to Builders FirstSource were recorded in our BMD segment, and sales to Home Depot were recorded in our BMD and Wood Products segments. For additional information related to customers of our BMD and Wood Products segments, see the "Sales, Marketing, and Distribution" sections above.

Competition

Building Materials Distribution. The building materials distribution markets in which we operate are fragmented, and we compete in each of our geographic and product markets with national, regional, and local distributors. Our wholesale distribution competitors include BlueLinx Holdings Inc., Specialty Building Products Inc., Weyerhaeuser Company, Dixie Plywood and Lumber, Woodgrain Inc., and Capital Lumber, among others. We also compete with wholesale brokers, specialty distributors, and certain buying cooperatives. We compete on the basis of pricing and availability of product, service and delivery capabilities, ability to assist customers with problem-solving, extension of credit terms, customer relationships, geographic coverage, and breadth of product offerings. We distribute products for some manufacturers that also engage in direct sales to our distribution customers. Proximity to customers is also an important factor in minimizing shipping costs and facilitating quick order turnaround and on-time delivery. We believe our partnership with leading building materials suppliers, the scale and efficiency of our national footprint, and our focus on customer service are our primary competitive advantages in this segment. Also, financial stability is important to suppliers and customers when choosing distributors. Having a sound financial position is important to our suppliers and allows for favorable terms on which to procure products. In addition, our financial condition is also important to customers who rely on us for timely delivery across a broad range of products that are consistently in stock.

Wood Products. The wood products manufacturing markets in which we operate are large and highly competitive. In EWP, we compete against several major North American EWP producers, such as Weyerhaeuser Company, Pacific Woodtech Corporation, and Roseburg Forest Products, as well as several other smaller firms. Our EWP products also face competition because EWP may be substituted by dimension lumber and truss products in many building applications. In plywood, we compete with Georgia-Pacific, the largest manufacturer in North America, other large producers such as Roseburg Forest Products, foreign imports produced principally in South America, and several smaller domestic producers. Our plywood products also face competition from OSB producers, because OSB can be substituted for plywood in many building and industrial applications. We have leading market positions in the manufacture of EWP and plywood. In the wood products manufacturing markets, we compete primarily on the basis of price, quality, availability, and particularly with respect to EWP, customer service, product support, and performance features offered. Most of our competitors are located in the U.S. and Canada, although we also compete with manufacturers in other countries, particularly when the U.S. dollar and economy are stronger relative to other countries, encouraging foreign producers to sell more of their products into the U.S.

We also present information pertaining to our segments, including product sales and customer concentration, in Note 15, Segment Information, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K.

Human Capital Management

Human capital management and our ability to attract, develop and retain talent that embraces our shared values of integrity, safety, respect, and pursuit of excellence have been and will continue to be critical to executing our previously described strategic objectives.

At Boise Cascade, the health and safety of our 7,660 employees is core to how we do business. The Company maintains robust safety programs focused on identifying hazards and eliminating risks, as well as safety processes and procedures aimed at eliminating injuries in the workplace. We collect and report common lagging indicators of safety performance, and our safety programs include tools, training, and resources that allow us to collect, analyze, and share leading

indicators of safety-related hazards broadly across our organization. We believe that our focus on leading indicators helps to prevent future incidents and injuries. Living our values means driving the expectation that each of our employees has ownership of safety and the authority to stop work if there is a safety concern.

In addition, selecting and developing talent is a vital aspect of our human capital strategy because we believe our employees are at the heart of our purpose and fulfillment of our promise to our stakeholders. We focus on developing talent from within our businesses and supplement that talent with finding the right external hires to support key strategic objectives. Individual development includes annual performance reviews with development plans, access to a variety of resources, including self-help resources, and continuing education opportunities. Our employees are able to participate in training through a combination of online platforms and in-person learning. We work towards business continuity and personal leadership growth by developing our employees as individuals through targeted leadership programs, coaching, and focused experiences.

Our Code of Ethics guides the actions and behaviors of anyone working for, representing, or partnering with Boise Cascade. The code establishes the expectations for ensuring we have an inclusive and harassment-free work environment. We have an open-door policy that encourages employees to speak up about any work-related issues, suggestions, or ideas. We also provide a confidential CARE Line, which offers an additional way to report behavior or activity that may be unsafe, unethical, or illegal.

Environmental

Boise Cascade uses the Task Force on Climate-Related Financial Disclosures (TCFD) framework for communicating our position and performance on climate-related matters. We have implemented technology tools to collect material Scope 1 and Scope 2 greenhouse gas (GHG) emissions data, which further enhances our ability to track and report on climate-related issues. We anticipate reporting our baseline 2025 emissions in the second half of 2026. This is an important step in understanding the emissions impact of our operations and allows for future enhancement of reporting metrics in the TCFD framework.

A discussion of general and industry-specific environmental laws and regulations, climate change, and energy uses are presented under the caption "Environmental" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Item 3. Legal Proceedings" of this Form 10-K.

Capital Investment

Information concerning our capital expenditures is presented in "Investment Activities" under "Liquidity and Capital Resources" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

Seasonal Influences

We are exposed to fluctuations in quarterly sales volumes and expenses due to seasonal factors impacting the level of construction activity. These seasonal factors are common in the building products industry. For further information, see "Seasonal Influences" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

Trademarks

We maintain many trademarks for our manufactured wood products, particularly EWP. Our key registered trademarks include BOISE CASCADE® and the TREE-IN-A-CIRCLE® logo, which are perpetual in duration as long as we continue to timely file all post registration maintenance documents related thereto. We believe these key trademarks to be of significant importance to our business.

Available Information

Our filings under the Exchange Act, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, proxy statements, and all amendments to these filings, are available free of charge on the investors portion of our website at www.bc.com. These reports are available as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (SEC). The reference to our website address does not

constitute incorporation by reference of the information contained on the website, and the information contained on the website is not part of this document.

Information About Our Executive Officers and Key Management

Below is a list of names, ages, and a brief description of the business experience of our executive officers and key members of management, each as of February 18, 2026.

| Name | Age | Position |
|----------------------------|------------|---|
| Executive Officers: | | |
| Nate Jorgensen | 61 | Chief Executive Officer (retiring effective March 2, 2026) |
| Jeff Strom | 58 | Chief Operating Officer (Chief Executive Officer, effective March 3, 2026) |
| Kelly Hibbs | 59 | Senior Vice President, Chief Financial Officer, and Treasurer |
| Jo Barney | 52 | Executive Vice President, Building Materials Distribution |
| Troy Little | 58 | Executive Vice President, Wood Products |
| Jill Twedt | 46 | Senior Vice President, General Counsel and Corporate Secretary |
| Key Management: | | |
| Angella Broesch | 49 | Senior Vice President, Human Resources |
| Chris Forrey | 50 | Senior Vice President, Finance and Investor Relations |
| Robert Johnson | 61 | Senior Vice President, Manufacturing Operations, Wood Products |
| Nathan Sikes | 45 | Senior Vice President, Western Operations, Building Materials Distribution |
| Jim Wickham | 60 | Senior Vice President, Eastern Operations, Building Materials Distribution |
| Jeff Dracup | 43 | Vice President, Engineered Wood Products Sales and Marketing, Wood Products |
| Dennis Fringuelli | 56 | Vice President, Sales and Marketing, Building Materials Distribution |

Nate Jorgensen, Chief Executive Officer (retiring effective March 2, 2026)

Mr. Jorgensen, the Company's chief executive officer, has elected to retire from the Company effective March 2, 2026. He was appointed to the position of CEO in March 2020. His previous positions include:

- Chief Operating Officer, January 2019 - March 2020
- Senior Vice President of Engineered Wood Products, Wood Products, November 2017 - January 2019
- Vice President of Engineered Wood Products, Wood Products, February 2016 - November 2017
- Engineered Wood Products Marketing Manager, Wood Products, Boise Cascade Company, June 2015 - February 2016
- Prior employment with Weyerhaeuser Company, a New York Stock Exchange-listed timberlands and wood products company, as Vice President of Weyerhaeuser Distribution, February 2011 - June 2015

Mr. Jorgensen received a bachelor's degree in Civil and Environmental Engineering from the University of Wisconsin and also attended the Tuck School of Business Executive Education Program, Dartmouth College, Hanover, NH.

Jeff Strom, Chief Operating Officer (CEO effective March 3, 2026)

Mr. Strom will become the Company's chief executive officer, effective March 3, 2026. He is currently the Company's chief operating officer, to which position he was appointed in January 2025. His previous positions with the Company include:

- Executive Vice President, Building Materials Distribution, March 2021 - January 2025
- Vice President, General Manager Eastern Operations, Building Materials Distribution, January 2020 - March 2021
- General Manager, Eastern Region, Building Materials Distribution, May 2019 - January 2020
- Region Manager, Building Materials Distribution, November 2015 - May 2019
- Branch Manager, Building Materials Distribution, September 2008 - November 2015

Mr. Strom received a bachelor's degree in Management from the Georgia Institute of Technology, Atlanta, GA.

Kelly Hibbs, Senior Vice President, Chief Financial Officer, and Treasurer

Mr. Hibbs was appointed the Company's senior vice president, chief financial officer, and treasurer in May 2021. His previous positions with the Company include:

- Vice President and Controller, February 2011 - May 2021
- Director of Strategic Planning and Internal Audit, February 2008 - February 2011

Mr. Hibbs received a bachelor's degree in Accounting from Boise State University, Boise, ID. He is a certified public accountant.

Jo Barney, Executive Vice President, Building Materials Distribution

Ms. Barney was appointed the Company's executive vice president, Building Materials Distribution, in February 2025. Her previous positions with the Company include:

- Senior Vice President, Western Operations, Building Materials Distribution, October 2023 - February 2025
- Vice President, Western Operations, Building Materials Distribution, May 2022 - October 2023
- General Manager, Western Operations, Building Materials Distribution, September 2021 - May 2022
- Branch Manager, Building Materials Distribution, September 2015 - September 2021

Ms. Barney received a bachelor's degree in Business Finance from the University of Utah, Salt Lake City, UT.

Troy Little, Executive Vice President, Wood Products

Mr. Little was appointed the Company's executive vice president, Wood Products, in February 2024. His previous positions with the Company include:

- Senior Vice President, Finance & Commodity Sales, Wood Products, October 2023 - February 2024
- Vice President, Finance & Commodity Sales, Wood Products, May 2022 - October 2023
- Director of Finance & Commodity Sales, Wood Products, May 2020 - May 2022
- Financial Manager, Wood Products, May 2018 - May 2020
- Division Controller, Wood Products, October 2016 - May 2018

Mr. Little received a bachelor's degree in Business Administration from the College of Idaho, Caldwell, ID.

Jill Twedt, Senior Vice President, General Counsel, and Corporate Secretary

Ms. Twedt was appointed the Company's senior vice president, general counsel, and corporate secretary in October 2020. Her previous positions with the Company include:

- Vice President, General Counsel, and Corporate Secretary, January 2019 - October 2020
- Vice President, Legal and Corporate Secretary, August 2017 - January 2019
- Associate General Counsel, July 2007 - August 2017

Ms. Twedt received a bachelor's degree in Political Science from the College of Idaho, Caldwell, ID and a law degree from the University of Idaho, Moscow, ID.

Angella Broesch, Senior Vice President, Human Resources

Ms. Broesch was appointed the Company's senior vice president of human resources in February 2026. Her previous positions with the Company include:

- Vice President of Human Resources, February 2024 - February 2026
- Senior Human Resources Director, July 2023 - February 2024
- Director of Total Rewards, November 2020 - July 2023
- Director of Internal Audit, October 2013 - November 2020

Ms. Broesch received a bachelor's degree in Business with an accounting emphasis from the University of Idaho, Moscow, ID.

Chris Forrey, Senior Vice President, Finance and Investor Relations

Mr. Forrey was appointed the Company's senior vice president of finance and investor relations in February 2026. His previous positions with the Company include:

- Vice President of Finance and Investor Relations, May 2024 - February 2026
- Senior Director of Finance, March 2022 - May 2024
- Director of Tax, March 2015 - March 2022

Mr. Forrey received a bachelor's degree in Business Administration and a master's degree in Accountancy and Taxation, both from Boise State University, Boise, ID. He is a certified public accountant.

Robert Johnson, Senior Vice President, Manufacturing Operations, Wood Products

Mr. Johnson was appointed the Company's senior vice president of manufacturing operations, Wood Products, in June 2025. His previous positions with the Company include:

- Senior Vice President, Engineered Wood Products Sales and Marketing, Wood Products, February 2022 - June 2025
- Vice President of Engineered Wood Products Sales and Marketing, Wood Products, January 2020 - February 2022
- Director of Engineered Wood Products, March 2019 - January 2020
- Business Optimization Manager, Wood Products, May 2017 - March 2019
- Region Manager, Wood Products, February 2016 - May 2017
- Business Optimization Manager, Wood Products, March 2015 - February 2016
- Business Optimization Engineer, Wood Products, October 2014 - March 2015

Mr. Johnson received a bachelor's degree in Finance from the University of Oregon, Eugene, OR.

Nathan Sikes, Senior Vice President, Western Operations, Building Materials Distribution

Mr. Sikes was appointed the Company's senior vice president of western operations, Building Materials Distribution, in February 2025. His previous positions with the Company include:

- Vice President, Sales and Marketing, Building Materials Distribution, October 2023 - February 2025
- Director of Sales and Marketing, Building Materials Distribution, December 2022 - October 2023
- Region Manager, Building Materials Distribution, January 2022 - December 2022
- Branch Manager, Building Materials Distribution, February 2019 - January 2022
- Sales Manager, Building Materials Distribution, January 2014 - February 2019

Mr. Sikes received a bachelor's degree in Business Administration from the University of Texas at Arlington, Arlington, TX.

Jim Wickham, Senior Vice President, Eastern Operations, Building Materials Distribution

Mr. Wickham was appointed the Company's senior vice president of eastern operations, Building Materials Distribution, in October 2023. His previous positions with the Company include:

- Vice President, Eastern Operations, Building Materials Distribution, February 2022 - October 2023
- General Manager, Eastern Operations, Building Materials Distribution, February 2021 - February 2022
- Northeastern Region Manager, Building Materials Distribution, May 2016 - February 2021
- Branch Manager, Building Materials Distribution, March 2008 - May 2016

Mr. Wickham received a bachelor's degree in Business from Missouri State University, Springfield, MO.

Jeff Dracup, Vice President, Engineered Wood Products Sales and Marketing, Wood Products

Mr. Dracup was appointed the Company's vice president of engineered wood products sales and marketing, Wood Products, in January 2026. His previous positions with the Company include:

- Director of Engineered Wood Products Sales and Marketing, Wood Products, June 2025 - January 2026
- Western Region Sales Manager, Wood Products, March 2023 - June 2025
- Division National Accounts Sales Manager, Building Materials Distribution, July 2018 - March 2023

Mr. Dracup received a bachelor's degree in Psychology with a minor in Business Administration from the University of Arizona, Tucson, AZ.

Dennis Fringuelli, Vice President, Sales and Marketing, Building Materials Distribution

Mr. Fringuelli was appointed the Company's vice president of sales and marketing, Building Materials Distribution, in January 2026. His previous positions with the Company include:

- Director of Sales and Marketing, Building Materials Distribution, April 2025 - January 2026
- National Accounts Sales Manager, Building Materials Distribution, May 2023 - April 2025
- National Accounts Manager, Building Materials Distribution, September 1996 - May 2023

Mr. Fringuelli received a bachelor's degree in Marketing from the University of Louisiana Lafayette, Lafayette, LA.

ITEM 1A. RISK FACTORS

You should carefully consider the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes, before making an investment decision. If any of the events or circumstances described in the following risk factors actually occurs, our business, operating results, financial condition, cash flows, and prospects could be materially and adversely affected.

Risks Relating to Our Business

Competitive Risks

A portion of the products we purchase and resell or manufacture are commodities whose price is determined by the market's supply and demand for such products, and the markets in which we operate are cyclical and competitive.

A portion of the building products we distribute or produce, including OSB, plywood, and lumber, are commodities that are widely available from multiple sources with prices and volumes determined frequently in an auction market based on participants' perceptions of short-term supply and demand factors. At times, the price for any one or more of the products we distribute or produce may fall below our purchase or cash production costs, requiring us to either incur short-term losses on product sales or curtail production at one or more of our manufacturing facilities. Therefore, our profitability with respect to these commodity products depends, in significant part, on effective procurement and facilities maintenance programs, and on managing our cost structure, particularly raw materials and labor, which represent the largest components of our operating costs. Commodity wood product prices have historically been volatile in response to economic uncertainties, industry operating rates, supply-related disruptions, duties, tariffs, transportation constraints or disruptions, net import and export activity, inventory levels in various distribution channels, and seasonal demand patterns.

Demand for the products we purchase and distribute, as well as the products we manufacture, is correlated with new residential construction, residential repair-and-remodeling activity and light commercial construction in the U.S. New residential construction activity has historically been volatile with demand for new residential construction influenced by seasonal weather factors, mortgage availability and rates, housing affordability constraints, home equity levels, unemployment levels, wage growth, household formation rates, domestic population growth, immigration rates, residential vacancy and foreclosure rates, demand for second homes, consumer confidence, and other general economic factors. Furthermore, changing demographics could impact product consumption and demand, including urbanization compounding issues around affordability, increasing importance of multi-family housing, declining size of single-family entry-level housing, increasing proportion of

homes using slab-on-grade construction, reduced birthing statistics, and changing baby boomer needs freeing up housing capacity.

Industry supply for the products we distribute and produce is influenced primarily by price-induced changes in the operating rates of existing facilities, but is also influenced over time by the introduction of new product technologies, capacity additions and closures, the restart of idled capacity, and log availability. The balance of supply and demand in the U.S. is also heavily influenced by imported products, principally from Canada and South America. The level of imported products is influenced by fluctuations in foreign currency exchange rates, duties, and tariffs.

We have very limited control of the preceding, and as a result, our profitability and cash flow may fluctuate materially in response to changes in the supply and demand balance for our primary products.

Our industry is highly competitive. If we are unable to compete effectively, our sales, operating results, and growth strategies could be negatively affected.

The building products distribution industry in which our BMD segment competes is fragmented and competitive, and the barriers to entry for local competitors are relatively low. Competitive factors in our industry include pricing and availability of product, service and delivery capabilities, ability to assist customers with problem-solving, extension of credit terms, customer relationships, geographic coverage, and breadth of product offerings. Also, financial stability is important to suppliers and customers when choosing distributors. Having a sound financial position is important to our suppliers and allows for favorable terms on which to procure products. In addition, our financial condition is also important to customers who rely on us for timely delivery across a broad range of products that are consistently in stock. If our financial condition deteriorates in the future, our relationships with suppliers and customers may be negatively affected.

The markets for the products we manufacture in our Wood Products segment are highly competitive. Our competitors range from very large, fully integrated forest and building products firms to smaller firms that may manufacture only one or a few types of products. We also compete less directly with firms that manufacture substitutes for wood building products. Certain mills operated by our competitors may be lower-cost manufacturers than the mills operated by us.

Our Wood Products segment provides financial incentives, including temporary price protection, to various parties along the supply chain (including wholesale distributors, dealers, and homebuilders) to increase sales of and loyalty to our EWP products. As a result of these commercial arrangements, the full effects of announced price increases may be delayed or reduced, impacting our financial results. Furthermore, customer consolidation has been ongoing. This consolidation could increase buying power which would create demand pressure on our financial incentives and compress our margins. In addition, if financial incentives provided are not sufficient, there is a risk we could lose business at the regional or national level.

Some of the businesses with which we compete are part of larger companies and therefore have access to greater financial and other resources than we do. These resources may afford those competitors greater purchasing power, increased financial flexibility, and more capital resources for expansion and improvement, which may enable those competitors to compete more effectively than we can. In addition, certain suppliers to our distribution business also sell and distribute their products directly to our customers. Additional manufacturers of products distributed by us may elect to sell and distribute directly to our dealer or retail customers in the future or enter into exclusive supply arrangements with other distributors. Finally, we may not be able to maintain our costs at a level sufficiently low for us to compete effectively. If we are unable to compete effectively, our net sales and net income will be reduced.

Some of our products are vulnerable to declines in demand due to competing technologies or materials, as well as changes in building code provisions.

Our products may compete with alternative products in certain market segments. For example, concrete, steel, or composite materials may be used by builders as alternatives to the products produced by our Wood Products segment, such as EWP and plywood. Changes in prices for oil, chemicals, and wood-based fiber can change the competitive position of our products relative to available alternatives and could increase the substitution of those products for our products. As the use of these alternatives grows, demand for our products may decline.

Our principal manufactured products are also subject to substitution from other wood-based products, such as EWP facing competition from numerous dimension lumber producers and other strand-based EWP that we do not produce, or plywood losing further market share to OSB in residential and non-residential applications. In addition, we have seen an increase in floor truss capacity by some of our dealer customers, partially due to the limited supply of I-joists over the last few

years and lower lumber pricing. The expansion of truss manufacturing, along with the increased use of slab-on-grade construction, could negatively impact our I-joist market share and net sales prices.

Building code provisions have also been implemented in certain jurisdictions to address concerns for firefighter safety related to the collapse of floors during residential fires. The I-joists that we manufacture are subject to this code change. As local jurisdictions adopt the new code, we may be competitively disadvantaged in houses built with ground floors over unfinished basements and could be subject to substitution by dimension lumber or other products.

Operational Risks

Cybersecurity risks related to the technology used in our operations and other business processes, as well as security breaches of company, customer, employee, and vendor information, could adversely affect our business.

We rely on various information technology systems to capture, process, store, and report data and interact with customers, vendors, and employees. We also rely on information technology systems that automate aspects of our manufacturing processes. We work to install new and upgrade existing information technology systems and provide employee awareness training around phishing, malware, and other cyber risks to ensure that we are protected, to the greatest extent possible, against cyber risks and security breaches. In the future, network, system, and data breaches could result in the misappropriation of sensitive data or operational disruptions, including interruption to systems availability and denial of access to and misuse of applications required by our customers to conduct business with us. In addition, sophisticated hardware and operating system software and applications that we procure from third parties may contain defects in design or manufacture, including "bugs" and other problems that could unexpectedly interfere with the operation of the systems. Misuse of internal applications; theft of intellectual property, trade secrets, or other corporate assets; and unauthorized disclosure of confidential information could stem from such incidents. Delayed sales, slowed production, or other repercussions resulting from these disruptions could result in lost sales, business delays, and negative publicity and could have a material adverse effect on our operations, financial condition, or cash flows. Additionally, while insurance coverage designed to address certain aspects of cyber risks is in place, such insurance could include coverage exclusions or otherwise be insufficient to cover all losses or all types of claims that may arise in connection with such incidents.

For additional information on our cybersecurity risk management, strategy, and governance, see "Item 1C. Cybersecurity" of this Form 10-K.

A material disruption at one of our manufacturing facilities could prevent us from meeting customer demand, including the demand from our Building Materials Distribution business, reduce our sales, and/or negatively affect our financial results.

Any of our manufacturing facilities, or any of our machines within an otherwise operational facility, could cease operations unexpectedly due to a number of events, including but not limited to:

- labor difficulties;
- equipment failure, particularly a press at one of our major EWP production facilities;
- fires, floods, earthquakes, hurricanes, extreme weather, or other catastrophes, which may increase in frequency, severity and duration due to the physical impacts of climate change;
- unscheduled maintenance outages, including the inability to obtain equipment, parts, and supplies necessary to complete repairs;
- utility, information technology, telephonic, and transportation infrastructure disruptions;
- other operational problems; or
- internal or external security threats.

Any downtime or facility damage could prevent us from meeting customer demand for our products and/or require us to make unplanned capital expenditures. If our machines or facilities were to incur significant downtime, our ability to satisfy customer requirements would be impaired, resulting in lower sales and net income.

Because approximately 71% of our Wood Products sales in 2025 were to our BMD business, a material disruption at our Wood Products facilities would also negatively affect our BMD business. We are, therefore, exposed to a larger extent to the risk of disruption to our Wood Products manufacturing facilities due to our integration and the resulting impact on our BMD business.

In addition, a number of our suppliers are subject to the manufacturing facility disruption risks noted above. Our suppliers' inability to produce the necessary raw materials for our manufacturing processes or supply the finished goods that we distribute through our BMD segment may adversely affect our results of operations, cash flows, and financial position.

Declining demand for residual byproducts could negatively affect our financial results and operations.

We sell wood chips that are a byproduct of processing logs at our manufacturing operations, or created through the chipping of small-diameter logs that we are unable to process at our manufacturing operations. Our wood chips are primarily sold to paper mills in close proximity to our operations which convert the chips into wood pulp. Periods of high output from wood-based operations, closure of paper mills in the regions that we operate, declines in demand for paper grades that utilize our chips, or substitution of our chips with other recycled fiber sources, can negatively affect the balance of supply and demand for chips. An oversupply of chips has a negative impact on our chip price realizations and profitability, which impacts the financial results of our mills. In addition, if declines in demand for our chips continue and we cannot find alternative consumers for our chips, we may be forced to curtail any impacted mills.

Labor disruptions, shortages of skilled and technical labor, or increased labor costs could adversely affect our business.

As of February 15, 2026, we had approximately 7,660 employees. Approximately 17% of these employees work pursuant to collective bargaining agreements. As of February 15, 2026, we had ten collective bargaining agreements. Two agreements covering approximately 700 employees at our Oakdale and Florien plywood plants expired on July 15, 2025. The terms and conditions of these agreements remain in effect pending negotiation of new agreements. One agreement covering approximately 80 employees at our Canadian EWP facility is set to expire on December 31, 2026. The terms and conditions of this agreement will remain in effect after expiration, pending negotiation of a new agreement. We may not be able to renew these agreements or may renew them on terms that are less favorable to us than the current agreements. If any of these agreements are not renewed or extended upon their termination, or additional collective bargaining agreements are formed, we could experience a material labor disruption, strike, or significantly increased labor costs at one or more of our facilities, either in the course of negotiations of a labor agreement or otherwise.

In addition, our ability to attract and retain talent is challenging due to a shortage of both hourly and technically skilled workers for our distribution and manufacturing facilities, as well as changing workforce expectations, including flexible or remote work arrangements that we may be unable to provide. Furthermore, changes in immigration laws and/or their enforcement, could result in tighter overall labor conditions and a shortage of skilled tradespeople. Labor disruptions or shortages could prevent us from meeting customer demands or result in increased costs, thereby reducing our sales and profitability.

Product shortages, loss of key suppliers, and our dependence on third-party suppliers and manufacturers could affect our financial health.

Our ability to offer a wide variety of products to our BMD customers is dependent upon our ability to obtain adequate product supply from manufacturers and other suppliers. Our customers' purchasing decisions for commodity products we sell are primarily based on price and availability, and these commodities may be sourced from various manufacturers. In the case of the general line and EWP products that we distribute, brand preference and product performance characteristics can have a high degree of influence on our customers' purchasing decisions. Supply chains, including key products purchased from our suppliers, may be disrupted due to labor shortages during elevated housing demand. In addition, although we have agreements with many of our suppliers, such agreements are generally terminable by either party on relatively short notice. Furthermore, one or more of our suppliers might not adhere to our quality control, legal, regulatory, labor, human rights, or environmental standards. These deficiencies may delay or preclude delivery of merchandise to us and might not be identified before we sell such merchandise to our customers. This failure could lead to recalls and litigation and otherwise damage our reputation, increase costs, and adversely impact our business. As such, the loss of, or a substantial decrease in the availability of, products from our suppliers or the loss of key supplier arrangements could adversely impact our financial condition, operating results, and cash flows.

We depend on third parties for transportation services and limited availability or increases in costs of transportation could adversely affect our business and operations.

Our business depends on the transportation of a large number of products via rail or truck. In BMD, we rely primarily on third parties for inbound receipt of the products we resell and manage the outbound movement of products to our customers with a combination of internal and external resources. In Wood Products, we rely on third parties for inbound receipt of raw materials and outbound movement of finished goods. In addition, we are subject to seasonal capacity constraints and weather-related delays for rail and truck transportation.

If any of these providers fail to deliver raw materials or finished goods for resale to us in a timely manner, we may be unable to meet our customer demands. In addition, if any of our third-party transportation providers fail to deliver the goods we distribute or manufacture in a timely manner, we may be unable to sell those products at full value. In addition, if any of these third parties were to cease operations or cease doing business with us, we may be unable to replace them at a reasonable cost.

Any failure of a third-party transportation provider to deliver raw materials or finished products in a timely manner could harm our reputation, negatively affect our customer relationships, and have a material adverse effect on our operating results, cash flows, and financial condition.

In addition, an increase in transportation rates or fuel surcharges could adversely affect our sales, profitability, and cash flows.

Our manufacturing operations may have difficulty obtaining wood fiber at favorable prices or at all.

Wood fiber is our principal raw material, which accounted for approximately 37% of the aggregate amount of materials, labor, and other operating expenses (excluding depreciation) for our Wood Products segment in 2025. Our primary source of wood fiber is logs. Log prices have been historically cyclical in response to changes in domestic and foreign demand and supply. In the future, we expect the level of foreign demand for log exports from the western U.S. to fluctuate based on the economic activity in China and other Pacific Rim countries, currency exchange rates, trade policies, and the availability of log supplies from other countries such as Canada, Russia, and New Zealand. Sustained periods of high log costs may impair the cost competitiveness of our manufacturing facilities.

In our Pacific Northwest operations, a substantial portion of our logs are purchased from governmental authorities, including federal, state, and local governments. As a result, existing and future governmental regulation can affect our access to, and the cost of, such timber. Future domestic or foreign legislation and litigation concerning the use of timberlands, timber harvest methodologies, forest road construction and maintenance, the protection of endangered species, forest-based carbon sequestration, the promotion of forest health, and the response to and prevention of catastrophic wildfires can affect log and fiber supply from both government and private lands. Availability of harvested logs and fiber may be further limited by pandemics, fire, insect infestation, disease, ice storms, windstorms, hurricanes, flooding, changing temperature and precipitation patterns, and other natural and man-made causes, thereby reducing supply and increasing prices. Changes in global climate conditions could amplify one or more of these factors. If we are unable to negotiate purchases for our log requirements in a particular region to satisfy our log needs at satisfactory prices or at all, which could include private purchases, open-market purchases, and purchases from governmental sources, it could have a material adverse effect on our results of operations.

We also purchase OSB, which is used as the vertical web to assemble I-joists. OSB accounted for approximately 5% of the aggregate amount of materials, labor, and other operating expenses (excluding depreciation) for our Wood Products segment in 2025. OSB is a commodity, and prices have historically been volatile in response to economic uncertainties, industry operating rates, supply-related disruptions, duties, tariffs, transportation constraints or disruptions, net import and export activity, inventory levels in various distribution channels, and seasonal demand patterns.

Wood fiber also includes, to a lesser extent than OSB, veneer purchased from third parties for engineered wood products production and lumber purchased from third parties for I-joist production at our Canadian EWP facility and for production at our laminated beam plant in Idaho. Veneer and lumber input costs are subject to similar commodity-based volatility characteristics noted above for OSB. We are substantially self-sufficient for veneer needs in our Southeast operations whereas third party purchases are used to satisfy a portion of our veneer requirements at our Western Oregon operations.

We may be unable to attract and retain key management and other key employees.

Our key managers are important to our success and may be difficult to replace because they have a significant amount of experience in building materials distribution and wood products manufacturing. While our senior management team has considerable experience, certain members of our management team are nearing or have reached retirement age. In addition, certain of our employees have assumed key roles in recent years and may not have the experience of retiring key managers. The failure to successfully formulate and implement succession plans for retiring employees, implement training plans for new key managers, or our inability to attract new talent to our Company, could result in inadequate depth of institutional knowledge or inadequate skill sets, which could adversely affect our business.

Our strategy includes both organic growth and pursuing acquisitions, which we may be unable to execute efficiently and effectively.

Organic growth, such as greenfield investments, involves higher fixed costs and significant risks and uncertainties, including some that may not be identifiable or resolvable in due diligence. Subsequent to making the investment, the performance of the new assets is subject to economic uncertainties, as described in our other risk factors, as well as difficulties obtaining labor, customers, or suppliers. In addition, organic growth investments may divert management's attention and resources from existing operations. Our failure to effectively expand our product and service offerings at our recently opened greenfield distribution center in Hondo, Texas or future projects, realize expected benefits, or manage other consequences of our organic growth could adversely affect our financial condition, operating results, and cash flows.

We evaluate potential acquisitions from time to time and have, in the most recently completed fiscal year and prior years, grown through acquisitions. In the future, we may be unable to successfully identify attractive potential acquisitions or effectively integrate potential acquisitions due to multiple factors, including those noted below, and potential issues related to regulatory review of the proposed transactions. We may also be required to incur additional debt in order to consummate acquisitions, which debt may be substantial and may limit our flexibility in using our cash flow from operations.

In addition, we may not be able to integrate the operations of previously acquired businesses in an efficient and cost-effective manner or without disruption to our existing operations or may not be able to realize expected benefits. Acquisitions involve significant risks and uncertainties, including some that may not be identifiable or resolvable in due diligence. Subsequent to making the investment, the performance of the acquired assets is subject to economic uncertainties, as described in our other risk factors, uncertainties related to the achievement of expected synergies, as well as difficulties integrating acquired personnel into our business, the potential loss of key employees, customers, or suppliers, difficulties in integrating different computer and accounting systems, exposure to unknown or unforeseen liabilities of acquired companies, and the diversion of management attention and resources from existing operations.

Our failure to integrate future acquired businesses effectively, realize expected benefits, or manage other consequences of our acquisitions could adversely affect our financial condition, operating results, and cash flows.

We invest resources to update and improve our information technology systems and software platforms. Should our investments not succeed, or if delays or other issues with new or existing technology systems and software platforms disrupt our operations, our business could be harmed.

We rely on our network infrastructure, enterprise resource planning (ERP) system, data hosting, public cloud and software-as-a-service providers, and technology systems for many of our development, marketing, operational, support, sales, accounting and financial reporting activities. We are continually investing resources to update and improve these systems and environments in order to meet existing needs, as well as the growing and changing requirements of our business and customers. If we experience prolonged delays or unforeseen difficulties in updating and upgrading our systems and architecture, we may experience outages and may not be able to deliver certain offerings or develop new offerings and enhancements that we need to remain competitive. Improvements, upgrades, and, to a greater extent, system conversions, are often complex, costly and time-consuming. In addition, such improvements can be challenging to integrate with our existing technology systems or may uncover problems with our existing technology systems. Unsuccessful implementation of hardware or software updates and improvements could result in outages, disruption in our business operations, loss of revenue or damage to our reputation.

We may be unable to successfully pursue our long-term growth strategy related to innovation and digital technology.

We are committed to pursuing innovation with technology to search out revenue-generating, cost-reducing, and risk-mitigating opportunities. New technological developments, including the development of artificial intelligence, are rapidly evolving. Our long-term strategy depends, in part, on our ability to identify and adapt to evolving technological trends in order

to leverage potential benefits for us and our vendor and customer partners. Slow-moving initiatives may cause us to fall behind competitors in identifying value in new markets, creating relevant business insights, and identifying cost-cutting capabilities. There is also a risk that changes in our business model due to a push into innovative products, new business markets, and digitalization are not sufficiently understood and managed, leaving us exposed to unknown risks. In addition, we may not be successful in implementing evolving technologies and may spend resources on projects that ultimately are unsuccessful or yield a low return on the amount invested. Without effective implementation, there may be credibility loss with both internal and external audiences, as well as lost market opportunities, which could adversely affect our financial condition, operating results, and cash flows.

Financial Risks

A significant portion of our sales are concentrated with a small number of customers.

For the year ended December 31, 2025, our top ten customers represented approximately 49% of our sales, with two customers accounting for approximately 12% and 11% of total sales. At December 31, 2025, receivables from two customers accounted for approximately 16% and 12% of total receivables. Although we believe that our relationships with our customers are strong, the loss of one or more of these customers could have a material adverse effect on our operating results, cash flow, and liquidity.

Adverse market conditions may increase the credit risk from our customers.

Our BMD and Wood Products segments extend credit to numerous customers who are generally susceptible to the same economic business risks as we are. Unfavorable market conditions could result in financial failures of one or more of our significant customers. Furthermore, we may not be aware of any deterioration in our customers' financial position. In addition, as customers merge and consolidate, credit risk may become concentrated among fewer customers. If our customers' financial positions become impaired, our ability to fully collect receivables from such customers could be impaired and negatively affect our operating results, cash flow, and liquidity.

Our long-lived assets, goodwill, and/or intangible assets may become impaired, which may require us to record non-cash impairment charges that could have a material impact on our results of operations.

We review the carrying value of long-lived assets and finite-lived intangible assets for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. We also test goodwill in each of our reporting units and intangible assets with indefinite lives for impairment annually in the fourth quarter or sooner if events or changes in circumstances indicate that the carrying value of the asset may exceed fair value. To the extent that long-lived assets, goodwill, and/or intangible assets do not provide the future economic benefit we expect, it may result in non-cash impairment or accelerated depreciation charges. These non-cash impairments or accelerated depreciation charges could have a material impact on our results of operations in the period in which these charges are recognized.

Future events or circumstances such as sustained negative economic impacts, declines in single-family housing starts, environmental regulations or restrictions, sustained periods of weak commodity prices, loss of key customers, capacity additions by competitors, changes in the competitive position of our products, or changes in raw materials or manufacturing costs that lead us to believe the long-lived asset will no longer provide a sufficient return on investment, could prompt decisions to invest capital differently than expected, sell facilities, or curtail operations. Any of these factors, among others, could result in non-cash impairment or accelerated depreciation charges in the future with respect to the book value of certain assets and past investments we have made.

For additional information and a discussion regarding the impact of impairment of long-lived assets and accelerated depreciation charges on our results of operations and financial condition, see "Long-Lived Asset Impairment" included in "Critical Accounting Estimates" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

Our operations require substantial capital, and recent significant capital investments and acquisitions have increased fixed costs, which could negatively affect our profitability.

In recent years, we have completed a number of capital investments; including the expansion of our EWP capacity, the replacement or rebuild of veneer dryers and log utilization centers (or improvements to other manufacturing equipment), purchasing and leasing new or additional land and warehouse space for expansions related to our distribution centers and door and millwork facilities, and increasing our outdoor storage acreage. These organic growth investments, along with recent

acquisitions, have increased our base level of capital expenditures needed for the replacement and maintenance of our asset base. In addition, the recent inflationary environment has increased the cost of machinery and equipment needed for our operations. Ineffective deployment of increased capital and not maintaining our cost leverage could negatively affect our profitability if our revenue and operating results do not offset our incremental fixed costs. Capital expenditures for the expansion or replacement of existing facilities or equipment or to comply with future changes in environmental laws and regulations may be substantial. Although we maintain our production equipment with regular periodic and scheduled maintenance, we cannot guarantee that key pieces of equipment in our various manufacturing facilities will not need to be repaired or replaced or that we will not incur significant additional costs associated with environmental compliance. The costs of repairing or replacing such equipment and the associated downtime of the affected production line could have a material adverse effect on our financial condition, results of operations and cash flow. If, for any reason, we are unable to provide for our operating needs, capital expenditures, and other cash requirements on economic terms, we could experience a material adverse effect on our business, financial condition, results of operations, and cash flows.

Our ability to service our indebtedness or to fund our other liquidity needs is subject to various risks.

Our ability to make scheduled payments on our indebtedness and fund other liquidity needs depends on and is subject to our financial and operating performance, which in turn is affected by general and regional economic, financial, competitive, business, and other factors, including the availability of financing in the banking and capital markets as well as the other risks described herein. In particular, demand for our products correlates to a significant degree to the level of residential construction activity in North America, which historically has been characterized by significant cyclicality.

We cannot guarantee that our business will generate sufficient cash flows from operations or that future borrowings will be available to us at a cost or in an amount sufficient to enable us to service our debt or to fund our other liquidity needs. If we are unable to service our debt obligations or fund our other liquidity needs, we could be forced to curtail our operations, reorganize our capital structure, or liquidate some or all of our assets.

The terms of our debt agreements restrict, and covenants contained in agreements governing indebtedness in the future may impose significant operating and financial restrictions on our company and our subsidiaries, which may prevent us from capitalizing on business opportunities.

Our debt agreements contain, and any future indebtedness of ours may contain, a number of restrictive covenants that impose operating and financial restrictions on us. Our debt agreements limit our ability and the ability of our restricted subsidiaries, among other things, to:

- incur additional debt;
- declare or pay dividends, redeem stock, or make other distributions to stockholders;
- make investments;
- create liens or use assets in security in other transactions;
- merge or consolidate, or sell, transfer, lease, or dispose of substantially all of our assets;
- enter into transactions with affiliates; and
- sell or transfer certain assets.

Our failure to comply with any of these covenants could result in an event of default, which, if not cured or waived, could result in the acceleration of all of our indebtedness.

Risks Relating to Laws and Regulations

Changes in or failure to comply with laws and regulations could adversely impact our business, financial condition and results of operations.

We are subject to a wide array of federal, state, and local laws and regulations relating to (among other things), safety, marketing, labor and employment, imports and customs, transportation, intellectual property, anti-corruption, and social matters. These laws and regulations may expand mandatory reporting, increase the scope and complexity of matters that we are

required to regulate, assess, and disclose, potentially limit our sourcing flexibility or require extensive system or other changes that could increase the cost of doing business. Failure to comply could result in harm to our customers, employees, suppliers or others, significant costs to satisfy compliance, remediation or compensatory requirements, or the imposition of severe penalties or restrictions on operations by governmental agencies or courts that could adversely affect our business, results of operations and financial condition.

The impact of changes to or the introduction of new laws, regulations and policies and enforcement practices, can be unpredictable. These may require extensive system and operational changes, be difficult to implement, increase the cost of doing business, require significant capital expenditures, adversely impact the products or services we offer, or result in adverse publicity and harm to our reputation. If we fail to comply or respond adequately to changes in laws and regulations, our business, results of operations, and financial condition may be adversely affected.

Changes in foreign trade policy, including the imposition of tariffs, could impact our product pricing and input costs.

Our BMD and Wood Products segments could be negatively impacted by changes in tariffs, duties, taxes, or customs resulting from changes in U.S. and foreign trade policy. We export finished wood products and other building materials to foreign markets, primarily to Canada, the Caribbean, and Mexico. In addition, we purchase raw materials to be used as inputs in our manufacturing business and inventory purchased for resale in our distribution business from suppliers and manufacturers that are located outside of the United States. Given the nature of our business operations, actions taken by the U.S. government regarding trade policy, such as renegotiating or terminating existing trade agreements or levying tariffs, could adversely impact our product pricing and input costs, the supply of products available to us, as well as the demand for the products we distribute and manufacture. Further, if we experience increases in input costs, we may be unable to pass these cost increases along to our customers, thereby reducing our margins. We cannot predict future U.S. or foreign trade policy, however, the impacts of changes in trade policy discussed above could have a material adverse effect on our results of operations, cash flows, and financial condition.

Compliance with data privacy and security laws and regulations could adversely affect our business.

Many U.S. states have enacted data privacy and security laws and regulations that govern the collection, use, disclosure, transfer, storage, disposal, and protection of sensitive personal information. In the ordinary course of business, we capture, process, store, and transmit confidential business information and certain personal information relating to our employees, customers and vendors that are subject to these laws and regulations. The legislative and regulatory landscape for privacy and data protection continues to evolve, and there has been an increasing focus on privacy and data protection issues. Ongoing efforts to comply with evolving laws and regulations may require subsequent modifications to our policies, procedures and systems. We will continue to monitor and assess the impact of changing laws and regulations, which may impose substantial penalties for violations, increased costs for investigations, monitoring and compliance, potential litigation, and possible damage to our reputation, all of which could have a material adverse effect on our operations, financial condition, or cash flows.

The impacts of climate change, and related legislative and regulatory responses intended to reduce climate change, may adversely impact our business.

There is increasing concern that climate change will cause significant changes in temperatures and weather patterns around the globe, an increase in the frequency, severity, and duration of extreme weather conditions and natural disasters, and water scarcity and poor water quality. These events could adversely impact both the availability of raw materials required for the manufacture of our products and the delivery of products to our distribution facilities. They could disrupt the operation of our supply chain and the productivity of our suppliers, increase our production and transportation costs, impose capacity restraints, and impact the purchases of our products. These events could also compound adverse economic conditions and impact consumer confidence. As a result, the effects of climate change could have a long-term adverse impact on our business and results of operations.

In the United States, it is possible that some form of new or additional legislation and regulations will be enacted at the federal or state level to reduce or mitigate the impact of climate change. If we, or our suppliers, are required to comply with these laws and regulations, we may experience increased costs for energy, production, transportation, and raw materials, increased costs related to environmental monitoring and reporting, increased capital expenditures, or increased insurance premiums and deductibles, which could adversely impact our operations. Inconsistency of legislation and regulations among jurisdictions may also affect the costs of compliance with such laws and regulations. Any assessment of the potential impact or timing of future climate change legislation, regulations, or industry standards is uncertain, given the evolving focus on climate change.

For additional information on how climate change regulation and compliance affects our business, see "Environmental" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

We are subject to environmental regulation and environmental compliance expenditures, as well as other potential environmental liabilities.

Our businesses are subject to a wide range of general and industry-specific environmental laws and regulations, particularly with respect to air emissions, wastewater discharges, solid and hazardous waste management, and site remediation. Compliance with these laws and regulations is a significant factor in the operation of our businesses. Enactment of new environmental laws or regulations, or changes in existing laws or regulations might require us to make significant expenditures or restrict operations.

As an owner and operator of real estate, we may be liable under environmental laws for the cleanup of past and present spills and releases of hazardous or toxic substances on or from our properties and operations. We may also be contractually obligated to indemnify third parties under environmental laws for the cleanup of past spills and releases of hazardous or toxic substances for properties which we no longer own and operate. We could be found liable under these laws whether or not we knew of, or were responsible for, the presence of such substances. In some cases, this liability may exceed the property's value.

We may be unable to generate funds or other sources of liquidity and capital to fund unforeseen environmental liabilities or expenditures to the extent we are not indemnified by third parties. For example, in connection with prior transactions, certain third parties are generally obligated to indemnify us for hazardous substance releases and other environmental violations that occurred prior to such transactions. However, these third parties may not have sufficient funds to fully satisfy their indemnification obligations when required, and in some cases, we may not be contractually entitled to indemnification by them.

For additional information on how environmental regulation and compliance affects our business, see "Environmental" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

The nature of our business exposes us to product liability, product warranty, casualty, manufacturing and construction defects, and other claims.

We may be involved in product liability, product warranty, casualty, manufacturing and construction defects, and other claims relating to the products we distribute and manufacture, and services we provide. We also rely on manufacturers and other suppliers to provide us with many of the products we sell and distribute. Because we do not have direct control over the quality of such products manufactured or supplied by such third-party suppliers, we are exposed to risks relating to the quality of such products. In addition, we are exposed to potential claims arising from the conduct of our employees, and homebuilders and their subcontractors, for which we may be contractually liable. Although we currently maintain what we believe to be suitable and adequate insurance in excess of our self-insured amounts, there can be no assurance that we will be able to maintain such insurance on acceptable terms or that such insurance will provide adequate protection against potential liabilities. Product liability, product warranty, casualty, construction defect, and other claims can be expensive to defend and can divert the attention of management and other personnel for significant periods, regardless of the ultimate outcome. Claims of this nature could also have a negative impact on our reputation and customer confidence in our products and our Company. We cannot assure that any current or future claims will not adversely affect our financial condition, operating results, and cash flows.

Risks Relating to Ownership of Our Common Stock

The price of our common stock may fluctuate significantly.

Volatility in the market price of our common stock may prevent a stockholder from being able to sell shares at or above the price paid for them. The market price for our common stock could fluctuate significantly for various reasons, including:

- our operating and financial performance and prospects;
- our quarterly or annual earnings or those of other companies in our industry;
- the public's reaction to our press releases, our other public announcements, and our filings with the SEC;

- changes in key personnel;
- strategic actions by us, our customers, or our competitors, such as acquisitions, consolidations, or restructurings;
- changes in, or failure to meet, earnings estimates or recommendations by research analysts who track our common stock or the stock of other companies in our industry;
- the failure of research analysts to cover our common stock;
- general economic, industry, and market conditions;
- new laws or regulations or new interpretations of existing laws or regulations applicable to our business;
- investors' perception of our commitment to sustainability and corporate responsibility;
- material litigation or government investigations;
- changes in general conditions in the U.S. and global economies or financial markets, including those resulting from war, incidents of terrorism, pandemics, or responses to such events;
- sales of common stock by our management team or board of directors;
- the granting of equity or equity-based incentives;
- volume of trading in our common stock (which may be impacted by future sales or repurchases of our common stock);
- changes in accounting standards, policies, guidance, interpretations, or principles; and
- the impact of the factors described elsewhere in "Item 1A. Risk Factors" of this Form 10-K.

In addition, the stock market has regularly experienced significant price and volume fluctuations. This volatility has had a significant impact on the market price of securities issued by many companies, including companies in our industry. The changes frequently appear to occur without regard to the operating performance of the affected companies. Hence, the price of our common stock could fluctuate based on factors that have little or nothing to do with us, and these fluctuations could materially reduce our share price.

We may not pay cash dividends in the future.

In November 2017, our board of directors approved a dividend policy pursuant to which we have paid quarterly cash dividends to holders of our common stock. In addition to these quarterly dividends, we also paid special dividends in certain periods. However, the future declaration, including amount per share, record date and payment date, of dividends will continue to be at the discretion of our board of directors and the dividend policy may be suspended or canceled at its discretion at any time. Declaration of future dividends will depend upon legal capital requirements and surplus, our future operations and earnings, general financial condition, material cash requirements, restrictions imposed by our revolving credit facility and the indenture governing our senior notes, applicable laws, and other factors that our board of directors may deem relevant. Unless we continue to pay cash dividends on our common stock in the future, the success of an investment in our common stock will depend entirely upon its appreciation. Our common stock may not appreciate in value or even maintain the price at which it was purchased.

Certain provisions of our organizational documents and other contractual provisions may make it difficult for stockholders to change the composition of our board of directors and may discourage hostile takeover attempts that some of our stockholders may consider to be beneficial.

Certain provisions of our certificate of incorporation and bylaws may have the effect of delaying or preventing changes in control if our board of directors, in exercising its duty of care, determines that such changes in control are not in the best

interests of the Company and our stockholders. The provisions in our certificate of incorporation and bylaws include, among other things, the following:

- the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms, including preferences and voting rights, of those shares without stockholder approval;
- stockholder action can only be taken at a special or regular meeting and not by written consent;
- advance notice procedures for nominating candidates to our board of directors or presenting matters at stockholder meetings;
- allowing only our board of directors the ability to create additional director seats and fill vacancies on our board of directors; and
- super-majority voting requirements to amend our bylaws and certain provisions of our certificate of incorporation.

We have elected in our certificate of incorporation not to be subject to Section 203 of the General Corporation Law of the State of Delaware (DGCL), an antitakeover law. However, our certificate of incorporation contains provisions that have the same effect as Section 203. The provisions in our certificate of incorporation prohibit us from engaging in a business combination, such as a merger, with a person or group owning 15% or more of the corporation's voting stock for a period of three years following the date the person became an interested stockholder, unless (with certain exceptions) the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner.

While these provisions have the effect of encouraging persons seeking to acquire control of our Company to negotiate with our board of directors, they could enable the board of directors to hinder or frustrate a transaction that some, or a majority, of the stockholders might believe to be in their best interests and, in that case, may prevent or discourage attempts to remove and replace incumbent directors.

These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management.

ITEM 1B. UNRESOLVED STAFF COMMENTS

We have no unresolved comments from the SEC staff.

ITEM 1C. CYBERSECURITY

Cybersecurity Risk Oversight and Risk Assessment

We recognize the importance of developing, implementing, and maintaining robust cybersecurity measures to safeguard our information systems and protect the confidentiality, integrity, and availability of our data.

One of the key functions of our board of directors is to provide informed oversight of our risk management processes. While management is assigned responsibility for the day-to-day response to material risks we face, our board of directors maintains responsibility for risk oversight, including risks related to cybersecurity threats. The Audit Committee of our board of directors is responsible for discussing risk exposures relating to cybersecurity, including current and emerging developments and threats, and the steps management has taken to monitor and control such exposures. The Audit Committee is composed of board members with diverse expertise, including financial, governance, and information security and controls, which equips them to oversee cybersecurity risks effectively.

Our cybersecurity risk identification and assessment process is integrated into our enterprise risk management process. Our board of directors and key members of management across the organization rank previously identified risks, identify new or emerging risks, and provide commentary on the financial or strategic impact these risks could have on the Company. The risk survey responses are analyzed in the context of our business, recommendations are made where appropriate, and ownership of risk response is assigned to specific individuals. The results of this process are presented to our board of directors at least annually. In addition, our Information Technology (IT) Director provides quarterly updates to our board of directors on

cybersecurity incidents, cybersecurity awareness activities, including results of mock-phishing exercises, regulatory and compliance matters specific to cybersecurity, and activities related to business continuity, including data validation and restore testing and tabletop exercises. Risk assessment for cybersecurity threats is embedded into these quarterly updates, with each topic discussed being assigned a risk level.

In 2025, we did not identify any cybersecurity threats that have materially affected or are reasonably likely to materially affect our business strategy, results of operations, or financial condition. However, we can provide no assurance that there will not be cybersecurity threats or incidents in the future or that they will not materially affect us, including our business strategy, results of operations, or financial condition. For more information regarding the risks we face from cybersecurity threats, see "Item 1A. Risk Factors" included in this report.

Cybersecurity Risk Management

Primary responsibility for assessing, monitoring and managing our cybersecurity risks rests with our IT Director. Our current IT Director has been in his position since 2024 and has over 30 years of information technology and operational experience in our organization. Our IT Director is certified in governance of enterprise IT (CGEIT). Our IT security, data privacy and internal audit teams, each of which is involved in managing our cybersecurity risks, include professionals who hold certifications such as Certified Data Privacy Solutions Engineer (CDPSE), Certified Information Privacy Manager (CIPM), Certified Information Security Manager (CISM), Certified SCADA Security Architect (CSSA), Systems Security Certified Practitioner (SSCP), Certified Information Systems Auditor (CISA), Certified Internal Auditor (CIA), Certified Fraud Examiner (CFE), Certified Ethical Hacker (CEH), Certified Compliance and Ethics Professional (CCEP), CompTIA Network +, Security+ (Sec+), and Cybersecurity Analyst + (CySa+). Many also hold graduate-level certifications and/or degrees in Threat Intelligence, Cyber Operations and Resilience, and Information Systems Management.

Our IT Director and other IT leaders systematically use the Control Objectives for Information and Related Technology (COBIT) framework as an IT governance framework and remain educated on other best practices in compliance, projects, and processes. In addition, our IT Director reviews our operational plan annually with our operating segments, which includes review and discussion of a cybersecurity risk management framework.

Our information technology department, led by our IT Director, manages and continually enhances our information systems with the ultimate goal of preventing cybersecurity incidents to the extent feasible, while simultaneously increasing our system resilience in an effort to minimize the business impact should an incident occur. We work to install new and upgrade existing information technology systems. We recognize the importance of preventative controls in mitigating the risk from cybersecurity threats and have implemented measures such as anti-virus security, two-factor authentication, web filtering, browser isolation tools, and mobility safeguards to enable enhanced security on personal devices. In addition, we provide mandatory cybersecurity training to our employees around phishing, malware, and other cybersecurity risks to ensure that we are protected, to the greatest extent possible, against cybersecurity risks and security breaches.

Recognizing the complexity and evolving nature of cybersecurity threats, we engage independent third parties to penetration test our systems, consult on security enhancements, and perform industrial control system audits. In addition, our IT-related internal controls over financial reporting are audited by both our internal auditors and independent external auditors. These practices allow us to leverage specialized knowledge and insights, identify risks, and continuously improve our information technology internal controls and processes to respond to the evolving cybersecurity threats.

We also acknowledge the risks associated with third-party service providers. We employ a risk-based due diligence process of engaging and managing third-party relationships. The third-party management program is integrated into our enterprise risk management process to measure risks and evaluate current and evolving resource needs. We perform risk assessments of new and existing service providers, develop and maintain a proactive approach to address non-compliance, and establish monitoring plans based on risk scores. This process continues throughout the lifecycle of the third-party relationship. Initially, new third parties are segmented into risk categories based on reputational/sanction screenings, geographical location, contractual obligations, financial arrangements, data transfer/sharing agreements, subcontractor/additional entity relationships of the third party, and business relationship oversight feedback. When the ongoing risk monitoring identifies a change in risk profiles, monitoring plans are adjusted as appropriate to ensure proper controls are in place and due diligence is applied to mitigate higher-risk relationships. These practices are designed to mitigate risks related to data breaches and other security incidents originating from third-party service providers.

Monitoring and Responding to Cybersecurity Incidents and Data Breaches

Management reduces the risk of cyber incidents by monitoring network traffic through security controls, including firewalls, intrusion detection/prevention systems, anti-virus/anti-malware systems, cyber threat intelligence, and vulnerability monitoring tools. We use extended detection and response (XDR) technology to integrate network, endpoint, and cloud data to stop sophisticated attacks by detecting malware and exploit threats, including using artificial intelligence (AI) behavioral analytics. We also maintain cybersecurity insurance and partner with a security operation center (SOC) to provide 24-7 outside monitoring services for additional support to the internal IT team.

We have an established cross-functional IT incident response team, which includes our IT Director, to respond to cyber incidents effectively and to coordinate communications that may be necessary in the event of an incident. The incident response team has a prescriptive plan to track cyber incidents and responses and has established communication protocols when an event occurs, enabling better reporting of such events. Our incident response plan includes involving law enforcement, as needed, depending on the nature of the attack. Members of the IT incident response team and data breach team, discussed in more detail below, maintain relationships with key suppliers and other entities in order to collaborate and communicate about ongoing cyber threats that may impact the Company.

We have also developed a data breach response plan that includes policies and procedures to assess the nature and scope of an incident that has been determined to be a data breach, identify the information systems and types of information that may have been accessed or misused, contain and control the incident, maintain or restore business continuity, and communicate the incident to the necessary parties, dependent upon the nature and severity of the incident. In addition, we have formed a data breach response team that is comprised of individuals across the organization, including our IT Director, executive management, information technology and security, risk management, audit, legal, privacy and compliance, finance, communications, and business and IT operations. The data breach response plan outlines the roles and responsibilities of each team member, including monitoring of new data breach reporting regulations and communication protocols for incident reporting. In the event of a verified data breach, the data breach response team communicates the data breach to internal and external stakeholders, including employees, vendors, customers, law enforcement, and other federal or state agencies. The data breach response team also works with the necessary individuals to determine whether a verified data breach has a material impact to the Company. If determined to be material, the data breach response team provides our CEO with documentation to communicate the incident to our board of directors.

In addition, we perform quarterly incident response and data breach tabletop exercises, which are simulations of cybersecurity incidents that are designed to test the effectiveness of our incident and data breach response plans. These exercises identify potential process improvements, opportunities to enhance the incident and data breach response plans and help prepare for actual cybersecurity incidents.

We recognize that cyber threats are a permanent part of the risk landscape and that new threats are constantly evolving. For these and other reasons, we have made it a priority to ensure the risk of cybersecurity threats is integrated into our risk assessment and risk management processes.

ITEM 2. PROPERTIES

Our properties are well-maintained and are suitable for the operations for which they are used. Information concerning production capacity and the utilization of our manufacturing facilities is presented in "Item 1. Business" of this Form 10-K.

The following is a list of our facilities by segment as of February 18, 2026. We lease office space for our corporate headquarters in Boise, Idaho.

Building Materials Distribution

Our BMD business operates a nationwide network of 40 owned and leased distribution facilities across the U.S., including door and millwork facilities in 15 markets. The total approximate square footage of our warehouse space is 6.7 million, of which 4.1 million square feet are owned. Substantially all of our leases are noncancelable and the majority are accounted for as operating leases. These leases are not subject to early termination except for standard nonperformance clauses. In addition, BMD operates a single component manufacturing plant.

Wood Products

We own all of our Wood Products manufacturing facilities. The following table summarizes our Wood Products facilities as of February 18, 2026:

| Facility Type | Number of Facilities | Locations |
|-----------------------------------|-----------------------------|---|
| Plywood and veneer plants | 11 | Alabama, Florida, Louisiana (2), Oregon (5), South Carolina, and Washington |
| LVL/I-joist/laminated beam plants | 5 | Alabama, Louisiana, Oregon, Idaho, and Canada |
| Sawmills | 2 | Washington |

ITEM 3. LEGAL PROCEEDINGS

We are a party to legal proceedings that arise in the ordinary course of our business, including commercial liability claims, premises claims, environmental claims, employment-related claims, and governmental investigations and audits, among others. As of the date of this filing, we do not believe that we are party to any legal action that could reasonably be expected to have, individually or in the aggregate, a material adverse effect on our financial position, results of operations, or cash flows. See Note 16, Commitments, Legal Proceedings and Contingencies, and Guarantees, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K for a discussion of material legal proceedings in which we are involved.

SEC regulations require us to disclose certain information about proceedings arising under federal, state or local environmental provisions if we reasonably believe that such proceedings may result in monetary sanctions above a stated threshold. Pursuant to the SEC regulations, we use a threshold of \$1 million or more for purposes of determining whether disclosure of any such proceedings is required.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

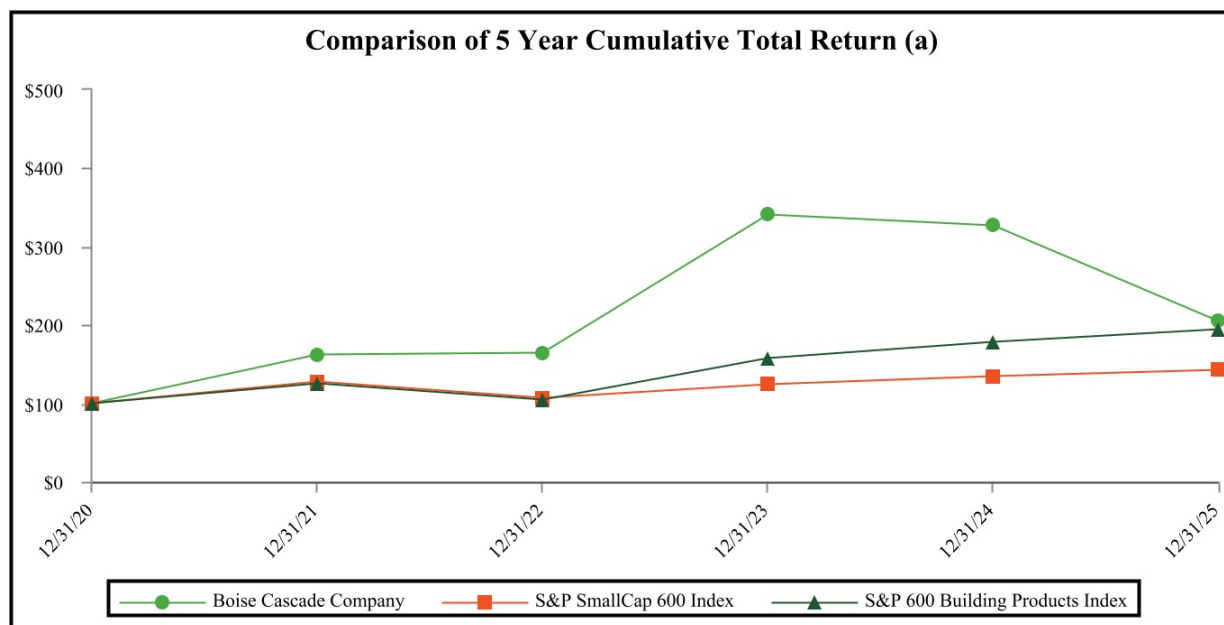
Our common stock is traded on the New York Stock Exchange (NYSE) under the trading symbol BCC. On February 18, 2026, there were 35,722,067 shares of our common stock outstanding, held by five stockholders of record, one of which was Cede & Co., which is the nominee of The Depository Trust Company.

Dividends

Information regarding the payment of dividends is discussed in more detail in Note 12, Stockholders' Equity, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K.

Performance Graph

The following graph compares the return on a \$100 investment in our common stock on December 31, 2020, with a \$100 investment also made on December 31, 2020, in the S&P SmallCap 600 Index and in our peer group, which is comprised of companies within the S&P 600 Building Products Index. The information in the graph below is not "soliciting material," is not deemed "filed" with the SEC, and is not to be incorporated by reference in any of our filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Annual Report on Form 10-K, except to the extent that we specifically incorporate such information by reference. The stock performance shown below is not necessarily indicative of future performance.



(a) \$100 invested in stock or index on December 31, 2020, including reinvestment of dividends in additional shares of the same class of equity securities.

Unregistered Sales of Equity Securities

We did not sell any unregistered securities from January 1, 2025, through December 31, 2025.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

On October 30, 2025, our board of directors approved a new share repurchase authorization of \$300.0 million of our outstanding common stock, excluding applicable fees and taxes. In connection with this authorization, our board of directors terminated the October 30, 2024 authorization to repurchase an additional 1.4 million shares of our outstanding common stock. Share repurchases may be made on an opportunistic basis, through open market transactions, privately negotiated transactions, or by other means in accordance with applicable federal securities laws. We are not obligated to purchase any shares and there is no set date that the share repurchase program will expire. Our board of directors, at its discretion, may increase or decrease the amount authorized or terminate the share repurchase program at any time.

Set forth below is information with respect to the purchases of our common stock during the fourth quarter ended December 31, 2025.

| | Total Number of Shares Purchased | Average Price Paid per Share (exclusive of applicable fees and taxes) | 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 |
|--|---|--|---|---|
| October 1, 2025 - October 31, 2025 (a) | 120,000 | \$ 75.27 | 120,000 | \$ 300,000,000 |
| November 1, 2025 - November 30, 2025 | 485,743 | 69.64 | 485,743 | 266,173,708 |
| December 1, 2025 - December 31, 2025 | 366,897 | 75.03 | 366,897 | 238,644,960 |
| Total | 972,640 | \$ 72.37 | 972,640 | \$ 238,644,960 |

(a) Purchases of our common stock in October 2025 were made under the October 30, 2024 board of directors' authorization to repurchase an additional 1.4 million shares of our outstanding common stock. This repurchase program was terminated on October 30, 2025.

ITEM 6. [RESERVED]**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Understanding Our Financial Information**

This Management's Discussion and Analysis of Financial Condition and Results of Operations should be read in conjunction with our consolidated financial statements and related notes and other financial information appearing elsewhere in this Form 10-K. The following discussion includes statements that are forward-looking statements and are based on the beliefs of our management, as well as assumptions made by, and information currently available to, our management. Actual results could differ materially from those discussed in or implied by forward-looking statements as a result of various factors, including those discussed below and elsewhere in this Annual Report on Form 10-K, particularly in the section entitled "Cautionary Statement Concerning Forward-Looking Statements" and in "Item 1A. Risk Factors." References to "fiscal year" or "fiscal" refer to our fiscal year ending on December 31 in each calendar year.

The following sections discuss our financial condition and results of operations for the year ended December 31, 2025 compared to the year ended December 31, 2024. For a discussion of the year ended December 31, 2024 compared to the year ended December 31, 2023, please refer to Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2024.

Overview*Company Background*

Boise Cascade is a large, integrated building materials distributor and wood products manufacturer with widespread operations throughout the United States (U.S.) and one manufacturing facility in Canada. We completed an initial public

offering of our common stock on February 11, 2013. We have two reportable segments: (i) Building Materials Distribution (BMD), which is a wholesale distributor of building materials; and (ii) Wood Products, which primarily manufactures engineered wood products (EWP) and plywood. For more information, see Note 3, Revenues, and Note 15, Segment Information, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" and "Item 1. Business" of this Form 10-K. Our products are used in the construction of new residential housing, including single-family, multi-family, and manufactured homes, the repair-and-remodeling of existing housing, the construction of light industrial and commercial buildings, and other industrial applications. We have a broad base of customers, which includes a diverse mix of dealers, home improvement centers, leading wholesalers, specialty distributors, and industrial converters. During 2025, approximately 71% of our Wood Products segment sales, or approximately 75% and 51% of our Wood Products segment's EWP and plywood sales volumes, respectively, were to our BMD segment.

Executive Summary

We recorded income from operations of \$183.3 million during the year ended December 31, 2025, compared with \$490.0 million during the same period in the prior year. In our BMD segment, income decreased \$81.2 million to \$222.2 million for the year ended December 31, 2025, from \$303.4 million for the year ended December 31, 2024. The decline in segment income was driven by a gross margin decrease of \$48.8 million, resulting primarily from lower gross margins on commodity and EWP products, offset partially by improved gross margins on general line products. In addition, selling and distribution expenses and depreciation and amortization expense increased \$21.8 million and \$9.2 million, respectively. In our Wood Products segment, income decreased by \$225.6 million to \$5.8 million for the year ended December 31, 2025, from \$231.5 million for the year ended December 31, 2024. The decrease in segment income was due primarily to lower EWP and plywood sales prices and sales volumes, as well as higher per-unit conversion costs, which were impacted, in part, by planned downtime to complete significant mill modernization capital projects at our Oakdale plywood mill. These decreases in segment income were offset partially by a \$3.9 million gain on the sale of a non-operating property. These changes are discussed further in "Our Operating Results" below.

We ended 2025 with \$477.2 million of cash and cash equivalents and \$450.0 million of debt. At December 31, 2025, we had \$395.1 million of unused committed bank line availability. We used \$236.0 million of cash during the year ended December 31, 2025, as cash provided by operations was offset by capital spending, treasury stock purchases, dividends paid on our common stock, and funding of an acquisition. A further description of our cash sources and uses for the comparative periods are discussed in "Liquidity and Capital Resources" below.

Demand for the products we purchase and distribute, as well as the products we manufacture, is closely tied to new residential construction, residential repair-and-remodeling activity, and light commercial construction. Residential construction, particularly new single-family construction, remains a key demand driver for the products we distribute and manufacture. In 2025, single-family starts fell short of 2024 levels by approximately 7% and are expected to be flat or modestly down in 2026. Home builders moderated their starts in 2025 to avoid further buildup of finished home inventory as affordability remains a persistent challenge for prospective homebuyers. Throughout 2025 builders bridged the supply-demand gap with increased incentives and high single-digit declines in new home prices. Multi-family experienced growth in 2025 but starts are expected to level off in 2026 due to prohibitive capital costs for developers combined with low rent growth and a decrease in permit activity. Industry experts expect flat home improvement spending in 2026 as high costs of borrowing and historically low home turnover continue to constrain demand. Near term demand will continue to be influenced by factors such as mortgage rates, home affordability, home equity levels, home sizes, new and existing home inventory levels, unemployment rates, and consumer confidence. Long-term demand drivers for residential construction, including generational tailwinds and an undersupply of housing units, remain strong, while elevated levels of homeowner equity and an aging U.S. housing stock support robust repair-and-remodel spending and reinforce the industry's solid fundamentals.

Our distribution business, which purchases and resells a diverse range of products, experiences opportunities for increased sales and margins during periods of rising prices, while periods of declining prices may present challenges. Future product pricing, particularly for commodity products we distribute and manufacture, is expected to remain dynamic, influenced by economic conditions, industry operating rates, supply disruptions, duties, tariffs, transportation constraints, inventory levels, and seasonal demand patterns. We will continue to monitor end market demand signals and align production rates and inventory stocking positions accordingly.

Factors That Affect Our Operating Results and Trends

Our results of operations and financial performance are influenced by a variety of factors, including: (i) the commodity nature of a portion of the products we distribute and manufacture; (ii) general economic and industry conditions affecting demand; and (iii) cost and availability of raw materials, including wood fiber and glues and resins. These factors have historically produced cyclicalities in our results of operations, and we expect this cyclicalities to continue in future periods.

Commodity Nature of a Portion of Our Products

A portion of the building products we distribute and manufacture, including OSB, plywood, and lumber, are commodities that are widely available from multiple sources, with prices and volumes determined frequently in an auction market based on participants' perceptions of short-term supply and demand factors. At times, the price for any one or more of the products we distribute or produce may fall below our purchase or cash production costs, requiring us to either incur short-term losses on product sales or curtail production at one or more of our manufacturing facilities. Therefore, our profitability with respect to these commodity products depends, in significant part, on effective procurement and facilities maintenance programs, and on managing our cost structure, particularly raw materials and labor, which represent the largest components of our operating costs. Composite structural panel and lumber prices have been volatile historically.

The following table provides changes in the average composite panel, including certain panel subcategories, and average composite lumber prices as reflected by Random Lengths, an industry publication, for the period noted below.

| | Year Ended December 31 |
|---|-------------------------------|
| | 2025 versus 2024 |
| Increase (decrease) in composite panel prices | (17)% |
| Increase (decrease) in Western Fir plywood prices | (5)% |
| Increase (decrease) in Southern Pine plywood prices | (5)% |
| Increase (decrease) in OSB prices | (31)% |
| Increase (decrease) in composite lumber prices | 6% |

Our BMD segment purchases and resells a broad mix of commodity products with periods of increasing prices providing the opportunity for higher sales and increased margins, while declining price environments may result in declines in sales and profitability. However, we mitigate risk by utilizing rich data sets to effectively manage our inventory, which enables us to better navigate these market fluctuations and optimize our financial outcomes. In our Wood Products segment, we manufacture plywood, but not OSB, and therefore our reported prices may not trend with the overall composite panel price index. For further discussion of the impact of commodity prices, see "Our Operating Results" in this Management's Discussion and Analysis of Financial Condition and Results of Operations.

General Economic and Industry Conditions Affecting Demand

The level of housing starts is especially important to our results of operations. New residential construction activity has historically been volatile with demand for new residential construction influenced by seasonal weather factors, mortgage availability and rates, housing affordability constraints, home equity levels, unemployment levels, wage growth, household formation rates, domestic population growth, immigration rates, residential vacancy and foreclosure rates, demand for second homes, consumer confidence, and other general economic factors. Furthermore, changing demographics could impact product consumption and demand, including urbanization compounding issues around affordability, increasing importance of multi-family housing, declining size of single-family entry-level housing, increasing proportion of homes using slab-on-grade construction, reduced birthing statistics, and changing baby boomer needs freeing up housing capacity. In addition, EWP demand will be highly influenced by single-family housing starts.

Industry supply for the products we distribute and produce is influenced primarily by price-induced changes in the operating rates of existing facilities, but is also influenced over time by the introduction of new product technologies, capacity additions and closures, the restart of idled capacity, and log availability. The balance of supply and demand in the U.S. is also heavily influenced by imported products, principally from Canada and South America. The level of imported products is influenced by fluctuations in foreign currency exchange rates, duties, and tariffs.

We believe that our product line diversification provides us some protection from declines in new residential construction. Our products are used not only in new residential construction but also in residential repair-and-remodeling

projects and light commercial construction. We believe the overall age of the U.S. housing stock, resales of existing homes, and increased focus on making homes more energy efficient will continue to support long-term growth in repair-and-remodeling expenditures and increased demand through home improvement centers and our other customers that service professional contractors.

Cost and Availability of Raw Materials

Our principal raw material is wood fiber, which accounted for approximately 37% of the aggregate amount of materials, labor, and other operating expenses (excluding depreciation), for our Wood Products segment in 2025. Logs comprised approximately 80% of our wood fiber costs during 2025, and we satisfy our log requirements through a combination of purchases under supply agreements, open-market purchases, and purchases pursuant to contracts awarded under public auctions.

The following table provides the change in our average per-unit log costs for the period noted below:

| | Year Ended December 31 |
|---|-------------------------------|
| | 2025 versus 2024 |
| Increase (decrease) in per-unit log costs | 4% |

Our log requirements and our access to supply, as well as the cost of obtaining logs, are subject to change based on, among other things, the availability of logs in each of our operating areas, our operating schedules, competition from other manufacturers, the effect of governmental laws and regulations, impacts of weather or fire on log availability, and the status of environmental appeals. Per-unit log costs in the western U.S. are higher than per-unit log costs in the southern U.S. due to higher harvest and delivery costs, as well as various supply-side constraints, including seasonal weather-related restrictions, slower growth cycles, and a higher proportion of federal and state timberland ownership. Our aggregate cost of obtaining logs is also affected by fuel costs and the distance of the log source from our facilities, as we are often required to arrange for harvesting and delivery of the logs we purchase from the source to our facilities.

We also purchase OSB, which is used as the vertical web to assemble I-joists. OSB accounted for approximately 5% of the aggregate amount of materials, labor, and other operating expenses (excluding depreciation) for our Wood Products segment in 2025. OSB is a commodity, and prices have historically been volatile in response to economic uncertainties, industry operating rates, supply-related disruptions, duties, tariffs, transportation constraints or disruptions, net import and export activity, inventory levels in various distribution channels, and seasonal demand patterns.

Wood fiber also includes, to a lesser extent than OSB, veneer purchased from third parties for engineered wood products production and lumber purchased from third parties for I-joist production at our Canadian EWP facility and for production at our laminated beam plant in Idaho. Veneer and lumber input costs are subject to similar commodity-based volatility characteristics noted above for OSB. We are substantially self-sufficient for veneer needs in our Southeast operations whereas third party purchases are used to satisfy a portion of our veneer requirements at our Western Oregon operations.

We also use various resins and glues in our manufacturing processes, which accounted for approximately 6% of the aggregate amount of materials, labor, and other operating expenses (excluding depreciation) for our Wood Products segment in 2025. The costs of resins and glues are influenced by changes in the prices of raw material input costs, primarily fossil fuel products.

We purchase many of our raw materials through long-term contracts that contain price adjustment mechanisms that take into account changes in market prices. Therefore, although our long-term contracts provide us with supplies of raw materials and energy that are more stable than open-market purchases, in many cases, they may not alleviate fluctuations in market prices.

Our Operating Results

The following tables set forth our operating results in dollars and as a percentage of sales for the years ended December 31, 2025 and 2024:

| | Year Ended December 31 | |
|---|------------------------|-----------------|
| | 2025 | 2024 |
| | (millions) | |
| Sales | \$ 6,404.6 | \$ 6,724.3 |
| Costs and expenses | | |
| Materials, labor, and other operating expenses (excluding depreciation) | 5,350.7 | 5,393.6 |
| Depreciation and amortization | 158.2 | 144.1 |
| Selling and distribution expenses | 616.3 | 594.9 |
| General and administrative expenses | 99.7 | 102.3 |
| Other (income) expense, net | (3.6) | (0.7) |
| | <u>6,221.3</u> | <u>6,234.3</u> |
| Income from operations | <u>\$ 183.3</u> | <u>\$ 490.0</u> |
| | (percentage of sales) | |
| Sales | 100.0 % | 100.0 % |
| Costs and expenses | | |
| Materials, labor, and other operating expenses (excluding depreciation) | 83.5 % | 80.2 % |
| Depreciation and amortization | 2.5 | 2.1 |
| Selling and distribution expenses | 9.6 | 8.8 |
| General and administrative expenses | 1.6 | 1.5 |
| Other (income) expense, net | (0.1) | — |
| | <u>97.1 %</u> | <u>92.7 %</u> |
| Income from operations | <u>2.9 %</u> | <u>7.3 %</u> |

Sales Volumes and Prices

Set forth below are historical U.S. housing starts data, sales mix and gross margin information for our BMD segment, and segment sales volumes and average net selling prices for the principal products sold by our Wood Products segment for the years ended December 31, 2025 and 2024.

| | Year Ended December 31 | |
|--|---------------------------|-------------------|
| | 2025 | 2024 |
| | (thousands) | |
| U.S. Housing Starts (a) | | |
| Single-family | 943.0 | 1,012.9 |
| Multi-family | 415.7 | 354.2 |
| | 1,358.7 | 1,367.1 |
| | (millions) | |
| Segment Sales | | |
| Building Materials Distribution | \$ 5,941.3 | \$ 6,166.5 |
| Wood Products | 1,613.4 | 1,832.3 |
| Intersegment eliminations | (1,150.1) | (1,274.5) |
| | \$ 6,404.6 | \$ 6,724.3 |
| | (percentage of BMD sales) | |
| Building Materials Distribution | | |
| <i>Product Line Sales</i> | | |
| Commodity | 35.0 % | 35.8 % |
| General line | 45.2 % | 42.4 % |
| Engineered wood products | 19.8 % | 21.8 % |
| Gross margin percentage (b) | 15.1 % | 15.3 % |
| | (millions) | |
| Wood Products | | |
| <i>Sales Volumes</i> | | |
| Laminated veneer lumber (LVL) (cubic feet) | 18.9 | 19.4 |
| I-joists (equivalent lineal feet) | 215 | 234 |
| Plywood (sq. ft.) (3/8" basis) | 1,460 | 1,517 |
| Lumber (board feet) | 73 | 78 |
| | (dollars per unit) | |
| Wood Products | | |
| <i>Average Net Selling Prices</i> | | |
| LVL (cubic foot) | \$ 24.90 | \$ 27.87 |
| I-joists (1,000 equivalent lineal feet) | 1,755 | 1,949 |
| Plywood (1,000 sq. ft.) (3/8" basis) | 334 | 355 |
| Lumber (1,000 board feet) | 629 | 682 |

(a) Actual U.S. housing starts as reported by the U.S. Census Bureau.

(b) We define gross margin as "Sales" less "Materials, labor, and other operating expenses (excluding depreciation)." Substantially all costs included in "Materials, labor, and other operating expenses (excluding depreciation)" for our BMD segment are for inventory purchased for resale. Gross margin percentage is gross margin as a percentage of segment sales.

2025 Compared With 2024

Sales

For the year ended December 31, 2025, total sales decreased \$319.7 million, or 5%, to \$6,404.6 million from \$6,724.3 million during the year ended December 31, 2024. As described below, the decrease in sales was driven by the changes in sales prices and volumes for the products we distribute and manufacture with single-family residential construction activity being the key demand driver for our sales. During 2025, total U.S. housing starts and single-family housing starts decreased 1% and 7%, respectively, compared with 2024. For the year ended December 31, 2025, average composite panel prices were 17% lower, while average composite lumber prices were 6% higher, compared with 2024, as reflected by Random Lengths composite panel and lumber pricing.

Building Materials Distribution. During the year ended December 31, 2025, sales decreased \$225.2 million, or 4%, to \$5,941.3 million from \$6,166.5 million in 2024. Compared with the prior year, the overall decrease in sales was driven by decreases of 2% for both sales prices and sales volumes. By product line, commodity sales decreased 6%, or \$127.6 million, general line product sales increased 3%, or \$71.7 million, and sales of EWP (substantially all of which is sourced through our Wood Products segment) decreased 13%, or \$169.3 million.

Wood Products. During the year ended December 31, 2025, sales, including sales to our BMD segment, decreased \$218.9 million, or 12%, to \$1,613.4 million from \$1,832.3 million in 2024. The decrease in sales was driven by lower sales prices for LVL and I-joists (collectively referred to as EWP) of 11% and 10%, respectively, resulting in decreased sales of \$56.1 million and \$41.7 million, respectively. Additionally, sales volumes for I-joists and LVL decreased 8% and 2%, respectively, resulting in decreased sales of \$37.4 million and \$12.6 million, respectively. EWP sales volumes were influenced by multiple factors, including the level of housing starts, competition from other wood-based products, and concrete floor applications that limit wood floor opportunity for I-joists. Plywood sales prices and sales volumes decreased 6% and 4%, respectively, resulting in decreased sales of \$31.1 million and \$20.3 million, respectively. Plywood sales volumes were impacted by planned downtime to complete significant mill modernization capital projects at our Oakdale plywood mill.

Costs and Expenses

Materials, labor, and other operating expenses (excluding depreciation) decreased \$42.9 million, or 1%, to \$5,350.7 million for the year ended December 31, 2025, compared with \$5,393.6 million during the prior year. In BMD, the decrease in materials, labor, and other operating expenses was driven by lower purchased materials costs as a result of a decline in sales compared with 2024. However, materials, labor, and other operating expenses as a percentage of sales (MLO rate) in our BMD segment increased 20 basis points, primarily due to lower margin percentages on our commodity sales compared with 2024. In our Wood Products segment, materials, labor, and other operating expenses increased due to higher other manufacturing costs compared with 2024. These increases were offset partially by decreased sales volumes of EWP and plywood, as well as lower costs of OSB compared with 2024. The MLO rate in our Wood Products segment increased by 1,140 basis points, due primarily to lower sales prices and sales volumes for both EWP and plywood, which resulted in decreased leveraging of manufacturing costs. The MLO rate was also impacted by planned downtime to complete significant mill modernization capital projects at our Oakdale plywood mill.

Depreciation and amortization expense increased \$14.1 million, or 10%, to \$158.2 million for the year ended December 31, 2025, compared with \$144.1 million during the prior year. The increase was due primarily to purchases of property and equipment, including the recent investments at our Oakdale veneer and plywood mill. The increase was offset partially by \$2.2 million of accelerated depreciation recorded in first quarter 2024 for the indefinite curtailment of lumber production at our Chapman, Alabama facility.

Selling and distribution expenses increased \$21.3 million, or 4%, to \$616.3 million for the year ended December 31, 2025, compared with \$594.9 million for the prior year. The increase was primarily a result of higher professional fees and services and information technology related costs of \$8.1 million, as well as higher shipping and handling and occupancy costs of \$7.0 million. In addition, employee-related costs increased \$14.2 million, offset partially by lower incentive compensation expense of \$12.6 million.

General and administrative expenses decreased \$2.6 million, or 3%, to \$99.7 million for the year ended December 31, 2025, compared with \$102.3 million for the prior year. The decrease was primarily the result of lower incentive compensation expense of \$7.5 million, offset partially by an increase in professional fees of \$4.0 million.

Other (income) expense, net was \$3.6 million of income for the year ended December 31, 2025, primarily related to gains on the sale of non-operating properties in our BMD and Wood Products segments of \$3.8 million and \$3.9 million, respectively, as well as a \$1.9 million settlement gain associated with a fire at our BMD Phoenix location in second quarter 2021. These gains were offset partially by approximately \$6 million related to an accrual for legal proceedings in our BMD segment.

Income From Operations

Income from operations decreased \$306.7 million to \$183.3 million for the year ended December 31, 2025, compared with \$490.0 million for the year ended December 31, 2024.

Building Materials Distribution. For the year ended December 31, 2025, segment income decreased \$81.2 million to \$222.2 million from \$303.4 million for the year ended December 31, 2024. The decline in segment income was driven by a gross margin decrease of \$48.8 million, resulting primarily from lower gross margins on commodity and EWP products, offset partially by improved gross margins on general line products. In addition, selling and distribution expenses and depreciation and amortization expense increased \$21.8 million and \$9.2 million, respectively.

Wood Products. For the year ended December 31, 2025, segment income decreased \$225.6 million to \$5.8 million from \$231.5 million for the year ended December 31, 2024. The decrease in segment income was due primarily to lower EWP and plywood sales prices and sales volumes, as well as higher per-unit conversion costs, which were impacted, in part, by planned downtime to complete significant mill modernization capital projects at our Oakdale plywood mill. These decreases in segment income were offset partially by a \$3.9 million gain on the sale of a non-operating property.

Corporate. Unallocated corporate expenses decreased \$0.1 million to \$44.7 million for the year ended December 31, 2025, from \$44.8 million for the year ended December 31, 2024. The decrease was due primarily to lower incentive compensation expense and a \$1.9 million settlement gain, offset partially by an increase in professional fees and employee-related expenses.

Other

Interest Income. Interest income decreased \$20.4 million to \$18.8 million for the year ended December 31, 2025, from \$39.1 million for the year ended December 31, 2024. The decrease was due primarily to lower average balances of cash equivalents, as well as lower interest rates.

Change in fair value of interest rate swaps. For information related to our interest rate swap, which expired in June 2025, see the discussion under "Disclosures of Financial Market Risks" included in this "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

Income Tax Provision

For the years ended December 31, 2025 and 2024, we recorded \$47.1 million and \$125.4 million, respectively, of income tax expense and had an effective tax rate of 26.2% and 25.0%, respectively. Our rate is affected by recurring items, such as state income taxes, and discrete items that may occur in any given year but are not consistent from year to year.

During the year ended December 31, 2025, the primary reasons for the difference between the federal statutory income tax rate of 21% and the effective tax rate was the effect of state taxes and nondeductible executive compensation. During the year ended December 31, 2024, the primary reason for the difference between the federal statutory income tax rate of 21% and the effective tax rate was the effect of state taxes.

For more information related to our income taxes, see Note 4, Income Taxes, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K.

Industry Mergers and Acquisitions

On July 1, 2025, James Hardie Industries plc (James Hardie) completed the acquisition of The AZEK Company Inc. (AZEK). James Hardie is a significant supplier to our BMD segment. In addition, AZEK produces products that compete with another significant supplier to us, Trex. We have good relationships with both James Hardie and Trex and do not expect the transaction to negatively impact our distribution arrangements with either company or our future results of operations.

Liquidity and Capital Resources

We ended 2025 with \$477.2 million of cash and cash equivalents and \$450.0 million of debt. At December 31, 2025, we had \$872.3 million of available liquidity (cash and cash equivalents and undrawn committed bank line availability). Our cash and cash equivalents decreased by \$236.0 million during the year ended December 31, 2025, as cash provided by operations was offset by capital spending, treasury stock purchases, dividends paid on our common stock, and funding of an acquisition, as further discussed below.

At December 31, 2025, our cash was invested in high-quality, short-term investments, which we record in "Cash and cash equivalents." The majority of our cash and cash equivalents is comprised of money market funds that are broadly diversified and invested in high-quality, short-duration securities, including U.S. government agency securities and similar instruments. We have significant amounts of cash and cash equivalents that are in excess of federally insured limits. Though we have not experienced any losses on our cash and cash equivalents to date, and we do not anticipate incurring any losses, we cannot be assured that we will not experience losses on our short-term investments.

We believe that our cash flows from operations, combined with our current cash levels and available borrowing capacity, will be adequate to fund debt service requirements and provide cash, as required, to support our ongoing operations, capital expenditures, lease obligations, working capital, income tax payments, and to pay cash dividends to holders of our common stock over the next 12 months. We expect to fund our seasonal and intra-month working capital requirements in 2026 from cash on hand and, if necessary, borrowings under our revolving credit facility. Consistent with our historical patterns, we expect working capital increases to use cash in the first quarter of 2026.

Sources and Uses of Cash

We generate cash primarily from sales of our products, as well as short-term and long-term borrowings. Our primary uses of cash are for expenses related to the distribution and manufacture of building products, including inventory purchased for resale, wood fiber, labor, energy, and glues and resins. In addition to paying for ongoing operating costs, we use cash to invest in our business, service our debt and lease obligations, and return cash to our stockholders through dividends or common stock repurchases. Below is a discussion of our sources and uses of cash for operating activities, investing activities, and financing activities.

| | Year Ended December 31 | |
|---------------------------------|-------------------------------|-------------|
| | 2025 | 2024 |
| | (thousands) | |
| Net cash provided by operations | \$ 254,148 | \$ 438,320 |
| Net cash used for investment | (263,262) | (237,820) |
| Net cash used for financing | (226,931) | (436,814) |

Operating Activities

2025 Compared With 2024

In 2025, our operating activities generated \$254.1 million of cash, compared with \$438.3 million in 2024. The \$184.2 million decrease in cash provided by operations in 2025 relates primarily to the following:

- A \$81.2 million decrease in income in our BMD segment and a \$225.6 million decrease in income in our Wood Products segment. See "Our Operating Results" above for a discussion on our results for 2025.
- A \$94.0 million decrease in cash paid for income taxes, net of refunds. During 2025, cash paid for income taxes, net of refunds received was \$36.6 million, compared to \$130.6 million in 2024. The decrease in cash paid for income taxes is primarily due to a decrease in income from operations.
- A \$61.0 million increase in working capital during 2025, compared with a \$94.8 million increase in working capital during 2024. Working capital is subject to cyclical operating needs, seasonal buying patterns for inventory purchased for resale and logs, participation in early-buy programs with certain vendors, the timing of the collection of receivables, and the timing of payment of payables and expenses. The increase in working capital in 2025 was primarily attributable to a decrease in accounts payable and accrued liabilities, offset partially by decreased receivables and inventories. The decrease in accounts payable and accrued liabilities was primarily due to less purchasing activity.

as a result of decreased demand, as well as lower accrued incentive compensation. The decrease in receivables primarily reflects decreased sales of approximately 4%, comparing sales for the month of December 2025 with sales for the month of December 2024. The decrease in inventories was due primarily to weaker market conditions, offset partially by an increase in inventory related to additional locations in our BMD segment, as well as an increase in log inventory in our Wood Products segment. The increase in working capital in 2024 was primarily attributable to an increase in inventories and a decrease in accounts payable and accrued liabilities, offset partially by decreased receivables. The increase in inventories was due primarily to weaker market conditions and participation in certain BMD vendors' early-buy programs in 2024, as well as recently added inventory for our door and millwork facilities in our BMD segment. The decrease in accounts payable and accrued liabilities was primarily due to less purchasing activity as a result of decreased demand, as well as lower accrued incentive compensation. The decrease in receivables primarily reflects decreased sales of approximately 5%, comparing sales for the month of December 2024 with sales for the month of December 2023.

Investment Activities

Net cash used for investing activities was \$263.3 million and \$237.8 million during 2025 and 2024, respectively.

2025

During the year ended December 31, 2025, we used approximately \$241.4 million of cash for purchases of property and equipment, which included business improvement and quality/efficiency projects, replacement and expansion projects, and ongoing environmental compliance. Quality and efficiency projects include quality improvements, modernization, energy, and cost-saving projects. In our BMD segment, our 2025 capital spending includes spending on our greenfield distribution center in Hondo, Texas, which was completed in August 2025. In addition, it includes the purchase of previously leased distribution centers in Chicago, Illinois and Minneapolis, Minnesota. In our Wood Products segment, our 2025 capital spending includes additional spending on the multi-year investments at our Thorsby EWP mill and Oakdale veneer and plywood mill. Purchases of property and equipment also included approximately \$3 million for environmental compliance in 2025.

During the year ended December 31, 2025, we used \$33.4 million of cash for the acquisition of Holden Humphrey. For further discussion on this acquisition, see Note 6, Acquisitions, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K. In addition, we received \$11.6 million from the sale of assets during the year ended December 31, 2025.

Excluding potential acquisitions, we expect capital expenditures in 2026 to total approximately \$150 million to \$170 million. We expect our capital spending in 2026 will be for business improvement and efficiency projects, replacement projects, and ongoing environmental compliance. We expect to spend approximately \$4 million for environmental compliance in 2026, which is included in our capital spending range. This level of capital expenditures could increase or decrease as a result of several factors, including efforts to further accelerate organic growth, exercise of lease purchase options, our financial results, future economic conditions, availability of engineering and construction resources, and timing and availability of equipment purchases.

2024

During the year ended December 31, 2024, we used approximately \$229.6 million of cash for purchases of property and equipment, which included business improvement and quality/efficiency projects, replacement and expansion projects, and ongoing environmental compliance. Purchases of property and equipment also included approximately \$5 million for environmental compliance in 2024. In addition, we used \$10.2 million of cash for acquisitions of businesses and facilities, which consisted of \$3.4 million for post-transaction closing adjustments related to the BROSCO acquisition, as well as \$6.8 million for acquired assets of door and millwork operations in Boise, Idaho and Lakeland, Florida.

Financing Activities

During 2025, our financing activities used \$226.9 million of cash, including \$181.4 million for the repurchase of 2,101,392 shares of our common stock, \$34.6 million in common stock dividend payments, and \$5.9 million of tax withholding payments on stock-based awards. On April 14, 2025, we entered into a credit agreement for a \$450.0 million revolving credit facility which matures on April 12, 2030. At closing, \$50.0 million under the facility was borrowed. Proceeds from the facility were used to repay the \$50.0 million term loan under the asset-based revolving credit facility. In connection with entering into the new credit agreement, both the term loan and asset-based revolving credit facility were terminated. At December 31, 2025, we had \$50.0 million of borrowings outstanding under the revolving credit facility.

During 2024, our financing activities used \$436.8 million of cash, including \$228.8 million in common stock dividend payments, \$194.9 million for the repurchase of 1,513,095 shares of our common stock, and \$11.1 million of tax withholding payments on stock-based awards. At December 31, 2024, we had no borrowings outstanding under the asset-based revolving credit facility.

For more information related to our debt transactions and debt structure, our dividend policy, and our stock repurchase program, see the discussion in Note 8, Debt and Note 12, Stockholders' Equity, respectively, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K.

Other Material Cash Requirements

Long-term Debt and Interest

As of December 31, 2025, we had long-term debt totaling an aggregate principal of \$450.0 million, with no principal payments required within 12 months. Future interest payments associated with the long-term debt total approximately \$108 million, with approximately \$22 million payable within 12 months. Long-term debt and interest amounts assume our debt is held to maturity. For more information, see Note 8, Debt, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K.

Leases

We enter into various operating and finance leases for our distribution centers, as well as other property and equipment. As of December 31, 2025, our minimum lease payments for operating leases were \$73.7 million, with \$13.5 million of lease payments required within 12 months. As of December 31, 2025, our minimum lease payments for finance leases were \$26.5 million, with \$2.4 million of lease payments required within 12 months. These amounts exclude the undiscounted future lease payments for an additional lease signed but not yet commenced as of December 31, 2025 of approximately \$26 million. Some lease agreements provide us with the option to renew the lease or purchase the leased property. The lease term includes any renewal option periods we are reasonably certain of exercising. Our operating and finance lease obligations could change based on whether we actually exercise these renewal options and/or if we entered into additional lease agreements. See Note 2, Summary of Significant Accounting Policies, and Note 9, Leases, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K.

Purchase Obligations for Raw Materials

As of December 31, 2025, we have contracts to purchase approximately \$101 million of logs, approximately \$52 million of which will be purchased pursuant to fixed-price contracts and approximately \$49 million of which will be purchased pursuant to variable-price contracts. The \$49 million is estimated using current contractual index pricing, but actual prices depend on future market prices. We are required to purchase approximately \$42 million of logs within 12 months. Under certain log agreements, we have the right to cancel or reduce our commitments in the event of a mill curtailment or shutdown. Future purchase prices under most of the variable-price agreements will be set quarterly or semiannually based on regional market prices. Our log requirements and our access to supply, as well as the cost of obtaining logs, are subject to change based on, among other things, the effect of governmental laws and regulations, our manufacturing operations not operating in the normal course of business, log availability, and the status of environmental appeals. Except for deposits required pursuant to log supply contracts, these obligations are not recorded in our consolidated financial statements until contract payment terms take effect.

Guarantees

Note 8, Debt, and Note 16, Commitments, Legal Proceedings and Contingencies, and Guarantees, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K describe the nature of our guarantees, including the approximate terms of the guarantees, how the guarantees arose, the events or circumstances that would require us to perform under the guarantees, and the maximum potential undiscounted amounts of future payments we could be required to make.

Seasonal Influences

We are exposed to fluctuations in quarterly sales volumes and expenses due to seasonal factors impacting the level of construction activity. These seasonal factors are common in the building products industry. Seasonal changes in levels of

building activity affect our building products businesses, which are dependent on housing starts, repair-and-remodeling activities, and light commercial construction activities. Demand typically rises in the spring and summer months as favorable weather and increased building and remodeling projects boost sales volumes. In contrast, the winter months during the first and fourth quarters generally bring lower sales due to reduced construction activity and higher operating costs, particularly for energy. We also adjust our working capital ahead of the peak building season to ensure product availability. These seasonal trends impact our sales, expenses and operational planning throughout the year.

Disclosures of Financial Market Risks

In the normal course of business, we are exposed to financial risks such as changes in commodity prices, interest rates, and foreign currency exchange rates. In 2025 and 2024, we did not use derivative instruments to manage these risks, except for interest rate swaps as discussed below.

Commodity Price Risk

A portion of the products we purchase and resell or manufacture and some of our key production inputs are commodities whose price is determined by the market's supply and demand for such products. Price fluctuations in our selling prices and key costs have a significant effect on our financial performance. The markets for most of these commodities are cyclical and are primarily affected by economic uncertainties, industry operating rates, supply-related disruptions, duties, tariffs, transportation constraints or disruptions, net import and export activity, inventory levels in various distribution channels, and seasonal demand patterns. For further discussion of commodity price risk, refer to "Item 1A. Risk Factors" of this Form 10-K and "Factors That Affect Our Operating Results and Trends" in this Management's Discussion and Analysis of Financial Condition and Results of Operations.

Interest Rate Risk

We are exposed to interest rate risk arising from fluctuations in variable-rate Secured Overnight Financing Rate (SOFR) when we have loan amounts outstanding on our revolving credit facility. At December 31, 2025, we had \$50.0 million of variable-rate debt outstanding on our revolving credit facility based on Daily Simple SOFR. In addition, we were exposed to interest rate risk arising from fluctuations in variable-rate SOFR on our term loan prior to its repayment in April 2025. To limit the variability of interest payments on our debt, we entered into receive-variable, pay-fixed interest rate swaps to mitigate the variable-rate cash flow exposure with fixed-rate cash flows.

Our interest rate swap expired in June 2025. Under the interest rate swap, we received one-month SOFR plus a spread adjustment of 0.10% variable interest rate payments and made fixed interest rate payments, thereby fixing the interest rate on \$50.0 million of variable rate debt exposure from our term loan. Payments on this interest rate swap, with a notional principal amount of \$50.0 million, were due on a monthly basis at an annual fixed rate of 0.41%. The interest rate swap agreement was not designated as a cash flow hedge, and as a result, all changes in the fair value were recognized in "Change in fair value of interest rate swaps" in our Consolidated Statements of Operations rather than through other comprehensive income. At December 31, 2024, the fair value of the interest rate swap agreement was immaterial. The swap was valued based on observable inputs for similar assets and liabilities and other observable inputs for interest rates and yield curves (Level 2 inputs).

In accordance with our risk management strategy, we actively monitor our interest rate exposure and use derivative instruments from time to time to manage the related risk. We do not speculate using derivative instruments.

Foreign Currency Risk

We have sales in countries outside the U.S. As a result, we are exposed to movements in foreign currency exchange rates, primarily in Canada, but we do not believe our exposure to currency fluctuations is significant.

Financial Instruments

The table below provides information as of December 31, 2025, about our financial instruments that are sensitive to changes in interest rates. The table presents principal cash flows and related weighted average interest rates by expected maturity dates. For obligations with variable interest rate sensitivity, the table sets forth payout amounts based on December 31, 2025 rates and does not attempt to project future rates.

| | | | | | | | December 31, 2025 | |
|------------------------------------|------|------|------|------|----------|-----------------|-------------------|-------------------|
| | 2026 | 2027 | 2028 | 2029 | 2030 | There- after | Total | Fair Value (b) |
| (millions, other than percentages) | | | | | | | | |
| Long-term debt | | | | | | | | |
| Fixed-rate debt payments (a) | | | | | | | | |
| Senior Notes | \$ — | \$ — | \$ — | \$ — | \$ 400.0 | \$ — | \$ 400.0 | \$ 395.0 |
| Average interest rates | — | — | — | — | 4.875 % | — | 4.875 % | — |
| Variable-rate debt payments (a) | | | | | | | | |
| Revolving Credit Facility | \$ — | \$ — | \$ — | \$ — | \$ 50.0 | \$ — | \$ 50.0 | \$ 50.0 |
| Average interest rates | — | — | — | — | 5.1 % | — | 5.1 % | — |

(a) These obligations are further explained in Note 8, Debt, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K. The table assumes our long-term debt is held to maturity.

(b) We estimated the fair value using quoted market prices of our debt in inactive markets.

Environmental

We are subject to a wide range of general and industry-specific environmental laws and regulations. In particular, we are affected by laws and regulations covering air emissions, wastewater discharges, solid and hazardous waste management, and site remediation. Compliance with these laws and regulations is a significant factor in the operation of our businesses. We believe that we have created a corporate culture of strong compliance by taking a conservative approach to environmental issues in order to ensure that we are operating within the bounds of regulatory requirements. However, we cannot guarantee that we will be in compliance with environmental requirements at all times, and we cannot guarantee that we will not incur fines and penalties in the future. In 2025, we paid an insignificant amount in environmental fines and penalties.

We incur capital and operating expenditures to comply with federal, state, and local environmental laws and regulations. Failure to comply with these laws and regulations could result in civil or criminal fines or penalties or in enforcement actions. Our failure to comply could also result in governmental or judicial orders that stop or interrupt our operations or require us to take corrective measures, install additional pollution control equipment, or take other remedial actions. During 2025 and 2024, we spent approximately \$3 million and \$5 million, respectively, on capital expenditures to comply with environmental requirements. We expect to spend approximately \$4 million in 2026 for this purpose.

As an owner and operator of real estate, we may be liable under environmental laws for the cleanup of past and present spills and releases of hazardous or toxic substances on or from our properties and operations. We may also be contractually obligated to indemnify third parties under environmental laws for the cleanup of past spills and releases of hazardous or toxic substances for properties which we no longer own and operate. We could be found liable under these laws whether or not we knew of, or were responsible for, the presence of such substances. In some cases, this liability may exceed the property's value.

In connection with prior transactions, certain third parties are generally obligated to indemnify us for hazardous substance releases and other environmental violations that occurred prior to such transactions. However, these third parties may not have sufficient funds to fully satisfy their indemnification obligations when required, and in some cases, we may not be contractually entitled to indemnification by them.

Climate Change

We source logs from responsibly managed working forests. Our log procurement practices are internally and third-party audited to meet the requirements of forest certification standards. When logs arrive at our facilities, they are processed into products that store carbon such as plywood, lumber and EWP. Bark and manufacturing residuals are used as biomass fuel, which allows us to generate the majority of the energy needed to manufacture our products. All manufacturing energy not derived from biomass is sourced from natural gas or electricity. None of our manufacturing facilities use coal or fuel oil as primary energy sources to manufacture products.

The use of our products is an energy efficient building choice, and results in lower greenhouse gas (GHG) emissions during manufacturing, when used in place of more fossil fuel-intensive materials. We are assessing opportunities related to increased interest or demand for wood-based building materials due to their role in climate mitigation.

In recent years, various legislative and regulatory proposals to restrict GHG emissions, such as carbon dioxide, have been under consideration in state legislative bodies and the Environmental Protection Agency (EPA). These proposals have included regulations to reduce GHG emissions from new and existing electric utilities, which may result in increased electricity costs to our businesses. This impact may be partially mitigated, as the majority of the energy used to manufacture our products is generated from biomass fuel, which reduces our reliance on fossil fuels. There are currently no specific regulations that require our wood products plants to reduce GHG emissions, and the current EPA administration has not announced plans to develop such federal regulations.

States are taking various positions on climate change regulation. Oregon and Washington have enacted regulations intended to reduce GHG emissions. These regulations have not directly affected our manufacturing facilities; however, they are expected to impact our operations by increasing future costs related to natural gas, transportation fuel, and/or electricity. Our manufacturing operations derive a significant amount of their energy from biomass fuel, a carbon neutral emission, which may not be directly regulated. However, changes in biomass fuel regulations may increase our costs for fuel and electricity. We are not aware of any plans to regulate GHG emissions by other states in which we have manufacturing operations. There are ongoing efforts by some states and various organizations to encourage and/or require companies to calculate, report, and reduce their carbon footprint. Furthermore, our customers may impose carbon footprint standards on their vendors, which may require us to incur additional costs associated with the evaluation and reduction of GHGs. Given the high degree of uncertainty about the ultimate parameters of any GHG regulatory initiatives, it is premature to make any prediction concerning such impacts.

Other Regulatory Initiatives

From time to time, legislative bodies and environmental regulatory agencies may promulgate new or revised regulatory programs imposing significant incremental operating costs or capital costs on us.

In February 2024, the EPA finalized a rule to lower the primary annual National Ambient Air Quality Standard (NAAQS) for fine particulate matter (PM-2.5). This lower PM-2.5 standard resulted in more areas within the U.S. that exceed the NAAQS. Areas not in compliance with the new standard will be classified as non-attainment areas. It is possible that some of our manufacturing facilities are located in areas that will be reclassified as non-attainment areas. Non-attainment areas must develop regulations designed to bring the areas into attainment. Our manufacturing facilities located in non-attainment areas will be subject to more stringent emission limits and permitting requirements, which could require additional costs to implement improvements to ensure compliance. Further, because the standard is now at or near the typical ambient concentration at many locations where we operate, it could be more difficult to permit mill expansions, which may restrict our future growth. We are unable to predict the specific impact to our facilities until attainment area designations are completed and implementation details are finalized in 2026.

Some of our wood products facilities are subject to the Plywood and Composite Wood Products (PCWP) MACT standards for hazardous air pollutants, and they have complied with these standards since 2007 or 2008. The EPA published its Risk and Technology Review (RTR) for PCWP MACT standards, which concluded additional controls were not required for PCWP sources. However, the RTR Rule did not address certain remanded sources, including plywood presses, lumber kilns, and various other emission sources at wood products manufacturing mills. Furthermore, soon after publication of the RTR Rule, an environmental organization filed a petition for reconsideration which the EPA has granted. While there was a court-ordered deadline of November 2023 to complete the revised rule, the EPA negotiated an extension that allows them until June 2026 to finalize the revised rule. It is expected that manufacturing facilities subject to PCWP MACT standards will have three years after publication of the revised rule for compliance. At this time, we are unable to predict the impact of the revised final rules to our business.

The Oregon Department of Environmental Quality (ODEQ) Cleaner Air Oregon (CAO) rules regulate toxic air emissions from manufacturing facilities located in Oregon. The rules are risk-based, and the ODEQ released their prioritization list establishing which facilities within the state likely pose the greatest risk to their communities based on emissions inventories that facilities submitted to the ODEQ. The ODEQ established four risk groups. None of our mills were identified in the first tier risk group. Our Medford plywood mill was identified in the second tier risk group and was selected into the program in October 2024. Our other Oregon mills were identified in the third and fourth tier risk groups and will likely not be selected for several more years. When selected into the program, the facilities will incur expenses to evaluate the risk to the public and may be required to incur additional operating or capital expenditures to mitigate any significant risk. As we are still working through the CAO process for our Medford plywood mill, we are unable to estimate the specific impact to our business at this time.

The EPA's Regional Haze Rule sets standards for visual air clarity in "Federal Class I" areas such as national parks and wilderness areas. In 2020, the ODEQ required our Medford and Elgin plywood mills to submit a cost/benefit analysis of emission controls that would reduce pollution at the mills associated with regional haze. In January 2021, both facilities received a preliminary determination from the ODEQ that additional controls would "likely" be required for the facilities' boilers. Our Medford plywood mill negotiated permit emission reductions sufficient to reduce their potential regional haze impact to below the ODEQ threshold, and therefore, will not be required to install additional controls or take other actions. The emission reductions are not expected to impact the facility's ability to meet production goals. Our Elgin plywood mill was required to conduct a study to determine what levels of emission reduction could be achieved by installation of improved boiler controls. We began installation of boiler combustion improvements in May 2023, monitored emissions, and proposed new emission limits in December 2025. Once the new emission limits are approved by ODEQ, we will be required to be fully compliant with those new emission limits by March 31, 2026.

Critical Accounting Estimates

The preparation of financial statements in accordance with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenues and expenses. Actual results could differ from these estimates. We believe that the accounting estimates discussed below represent the accounting estimates requiring the exercise of judgment where a different set of judgments could result in the greatest changes to reported results. We reviewed the development, selection, and disclosure of our critical accounting estimates with the Audit Committee of our board of directors. Our current critical accounting estimates are as follows:

EWP Rebates and Allowances

We provide EWP rebates at various stages of the supply chain (including distributors, dealers, and homebuilders) as a means to increase sales. EWP rebates are based on the volume of purchases (measured in dollars or units), among other factors such as customer loyalty, conversion, and commitment incentives, as well as temporary protection from price increases. EWP rebate estimates are based on the most likely amount to be paid and are recorded as a decrease in "Sales" as revenue is recognized. The estimate of EWP rebates is inherently difficult due to the time lag of information and it is challenging to estimate sales subject to rebate as the products transition beyond our wholesale customers and through the supply chain to homebuilders. In addition, some EWP rebate accruals are estimated based on achievement of tiered sales levels, which require management to forecast sales throughout the supply chain, using incentive terms that vary at each level. Information that we consider when estimating sales activity at dealers and homebuilders includes historical sales information, sales projections, publicly available information of housing starts by homebuilder, residential development audits, and economic forecasts of new residential construction, among other economic data. We update these forecasts on a regular basis. We adjust our estimate of revenue at the earlier of the time when the probability of EWP rebates paid changes or the time when the amounts of rebates become fixed. Because of the complexity of some of these rebates, the ultimate resolution may result in payments that are materially different from our current estimate of EWP rebates payable. At December 31, 2025 and 2024, we had \$52.2 million and \$63.0 million, respectively, of EWP rebates payable recorded in "Accrued liabilities, Other" on our Consolidated Balance Sheets.

Long-Lived Asset Impairment

We review the carrying value of long-lived assets for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable (triggering event). No triggering event was identified during the year ended December 31, 2025. An impairment of a long-lived asset exists when the carrying value is not recoverable through future undiscounted cash flows from operations and when the carrying value of an asset or asset group exceeds its fair value.

To the extent the carrying value of the asset or asset group exceeds future undiscounted cash flows, we would be required to estimate the fair value of the asset or asset group, and long-lived asset impairment would become a critical accounting estimate. To measure future cash flows, we are required to make assumptions about future sales volumes, future product pricing, and future expenses to be incurred. Estimates of future cash flows may change based on overall economic conditions, the cost and availability of wood fiber, environmental requirements, capital spending, and other strategic management decisions. We estimate the fair value of an asset or asset group based on quoted market prices for similar assets (the amount for which the asset(s) could be bought or sold in a current transaction with a third party) when available (Level 2 measurement) or the expected proceeds from the sale of the assets (Level 3 measurement). When quoted market prices are not available, we use a discounted cash flow model to estimate fair value (Level 3 measurement).

Future events or circumstances such as sustained negative economic impacts, declines in single-family housing starts, environmental regulations or restrictions, sustained periods of weak commodity prices, loss of key customers, capacity additions by competitors, changes in the competitive position of our products, or changes in raw materials or manufacturing costs that lead us to believe the long-lived asset will no longer provide a sufficient return on investment, could prompt decisions to invest capital differently than expected, sell facilities, or curtail operations. Any of these factors, among others, could result in non-cash impairment or accelerated depreciation charges in the future with respect to long-lived assets, which could have a material impact on our results of operations in the period in which an impairment is recognized. Due to the numerous variables associated with our judgments and assumptions relating to the valuation of assets and the effects of changes on these valuations, the timing, precision, and reliability of our estimates are subject to uncertainty. As additional information becomes known, we may change our estimates.

Non-GAAP Financial Measures

In evaluating our business, we utilize non-GAAP financial measures that fall within the meaning of SEC Regulation G and Regulation S-K Item 10(e), which we believe provide users of the financial information with additional meaningful comparison to prior reported results. Non-GAAP financial measures do not have standardized definitions and are not defined by GAAP. In this annual report on Form 10-K, we disclose income before interest (interest expense and interest income), income taxes, and depreciation and amortization as EBITDA, which is a non-GAAP financial measure. We also disclose Adjusted EBITDA, which further adjusts EBITDA to exclude the change in fair value of interest rate swaps. We also disclose Segment EBITDA, which is segment income before depreciation and amortization.

We believe EBITDA, Adjusted EBITDA and Segment EBITDA are meaningful measures because they present a transparent view of our recurring operating performance and allow management to readily view operating trends, perform analytical comparisons, and identify strategies to improve operating performance. We also believe EBITDA, Adjusted EBITDA and Segment EBITDA are useful to investors because they provide a means to evaluate the operating performance of our segments and our Company on an ongoing basis using criteria that are used by our management and because they are frequently used by investors and other interested parties when comparing companies in our industry that have different financing and capital structures and/or tax rates. EBITDA, Adjusted EBITDA and Segment EBITDA, however, are not measures of our liquidity or financial performance under GAAP and should not be considered as alternatives to net income, income from operations, or any other performance measure derived in accordance with GAAP or as alternatives to cash flow from operating activities as a measure of our liquidity. The use of EBITDA, Adjusted EBITDA and Segment EBITDA instead of net income or segment income have limitations as analytical tools, including the inability to determine profitability; the exclusion of interest expense, interest income, and associated significant cash requirements; and the exclusion of depreciation and amortization, which represent unavoidable operating costs. Management compensates for these limitations by relying on our GAAP results. Our measures of EBITDA, Adjusted EBITDA and Segment EBITDA are not necessarily comparable to other similarly titled captions of other companies due to potential inconsistencies in the methods of calculation.

The following table reconciles net income to EBITDA and Adjusted EBITDA for the years ended December 31, 2025, 2024 and 2023:

| | Year Ended | | |
|---|-------------------|-------------------|-------------------|
| | December 31 | | |
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Net income | \$ 132,836 | \$ 376,354 | \$ 483,656 |
| Interest expense | 21,846 | 24,067 | 25,496 |
| Interest income | (18,766) | (39,139) | (48,106) |
| Income tax provision | 47,117 | 125,405 | 161,393 |
| Depreciation and amortization | 158,221 | 144,113 | 132,467 |
| EBITDA | <u>341,254</u> | <u>630,800</u> | <u>754,906</u> |
| Change in fair value of interest rate swaps | 925 | 2,038 | 1,791 |
| Adjusted EBITDA | <u>\$ 342,179</u> | <u>\$ 632,838</u> | <u>\$ 756,697</u> |

The following table reconciles segment income and unallocated corporate costs to Segment EBITDA, EBITDA and Adjusted EBITDA for the years ended December 31, 2025, 2024, and 2023:

| | Year Ended | | |
|---|--------------------|--------------------|--------------------|
| | December 31 | | |
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Building Materials Distribution | | | |
| Segment income | \$ 222,218 | \$ 303,385 | \$ 335,808 |
| Depreciation and amortization | 58,689 | 49,534 | 32,353 |
| Segment EBITDA | <u>\$ 280,907</u> | <u>\$ 352,919</u> | <u>\$ 368,161</u> |
| Wood Products | | | |
| Segment income | \$ 5,836 | \$ 231,454 | \$ 337,132 |
| Depreciation and amortization | 98,456 | 93,203 | 98,710 |
| Segment EBITDA | <u>\$ 104,292</u> | <u>\$ 324,657</u> | <u>\$ 435,842</u> |
| Corporate | | | |
| Unallocated corporate costs | \$ (44,725) | \$ (44,801) | \$ (48,554) |
| Foreign currency exchange gain (loss) | 760 | (1,164) | 7 |
| Pension expense (excluding service costs) | (131) | (149) | (163) |
| Change in fair value of interest rate swaps | (925) | (2,038) | (1,791) |
| Depreciation and amortization | 1,076 | 1,376 | 1,404 |
| EBITDA | (43,945) | (46,776) | (49,097) |
| Change in fair value of interest rate swaps | 925 | 2,038 | 1,791 |
| Corporate Adjusted EBITDA | <u>\$ (43,020)</u> | <u>\$ (44,738)</u> | <u>\$ (47,306)</u> |
| Total Company Adjusted EBITDA | <u>\$ 342,179</u> | <u>\$ 632,838</u> | <u>\$ 756,697</u> |

New and Recently Adopted Accounting Standards

For information related to new and recently adopted accounting standards, see "New and Recently Adopted Accounting Standards" in Note 2, Summary of Significant Accounting Policies, of the Notes to Consolidated Financial Statements in "Item 8. Financial Statements and Supplementary Data" in this Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Information concerning quantitative and qualitative disclosures about market risk is included under the captions "Disclosures of Financial Market Risks" and "Financial Instruments" in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Form 10-K.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Boise Cascade Company
Consolidated Statements of Operations

| | Year Ended December 31 | | |
|---|------------------------------------|-------------------|-------------------|
| | 2025 | 2024 | 2023 |
| | (thousands, except per-share data) | | |
| Sales | \$ 6,404,595 | \$ 6,724,294 | \$ 6,838,245 |
| Costs and expenses | | | |
| Materials, labor, and other operating expenses (excluding depreciation) | 5,350,702 | 5,393,607 | 5,409,311 |
| Depreciation and amortization | 158,221 | 144,113 | 132,467 |
| Selling and distribution expenses | 616,256 | 594,927 | 559,503 |
| General and administrative expenses | 99,696 | 102,317 | 114,434 |
| Other (income) expense, net | (3,609) | (708) | (1,856) |
| | <u>6,221,266</u> | <u>6,234,256</u> | <u>6,213,859</u> |
| Income from operations | <u>183,329</u> | <u>490,038</u> | <u>624,386</u> |
| Foreign currency exchange gain (loss) | 760 | (1,164) | 7 |
| Pension expense (excluding service costs) | (131) | (149) | (163) |
| Interest expense | (21,846) | (24,067) | (25,496) |
| Interest income | 18,766 | 39,139 | 48,106 |
| Change in fair value of interest rate swaps | (925) | (2,038) | (1,791) |
| | <u>(3,376)</u> | <u>11,721</u> | <u>20,663</u> |
| Income before income taxes | 179,953 | 501,759 | 645,049 |
| Income tax provision | (47,117) | (125,405) | (161,393) |
| Net income | <u>\$ 132,836</u> | <u>\$ 376,354</u> | <u>\$ 483,656</u> |
| Weighted average common shares outstanding: | | | |
| Basic | 37,476 | 39,086 | 39,649 |
| Diluted | 37,619 | 39,318 | 39,901 |
| Net income per common share: | | | |
| Basic | <u>\$ 3.54</u> | <u>\$ 9.63</u> | <u>\$ 12.20</u> |
| Diluted | <u>\$ 3.53</u> | <u>\$ 9.57</u> | <u>\$ 12.12</u> |
| Dividends declared per common share | <u>\$ 0.86</u> | <u>\$ 5.82</u> | <u>\$ 8.70</u> |

See accompanying notes to consolidated financial statements.

Boise Cascade Company
Consolidated Statements of Comprehensive Income

| | Year Ended December 31 | | |
|---|-------------------------------|-------------------|-------------------|
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Net income | \$ 132,836 | \$ 376,354 | \$ 483,656 |
| Other comprehensive income (loss), net of tax | | | |
| Defined benefit pension plans | | | |
| Actuarial gain (loss), net of tax of \$(13), \$10, and \$(7), respectively | (41) | 28 | (22) |
| Amortization of actuarial loss, net of tax of \$7, \$9, and \$8, respectively | 25 | 29 | 25 |
| Other comprehensive income (loss), net of tax | (16) | 57 | 3 |
| Comprehensive income | \$ 132,820 | \$ 376,411 | \$ 483,659 |

See accompanying notes to consolidated financial statements.

**Boise Cascade Company
Consolidated Balance Sheets**

| | December 31 | |
|---|---------------------|---------------------|
| | 2025 | 2024 |
| | (thousands) | |
| ASSETS | | |
| Current | | |
| Cash and cash equivalents | \$ 477,215 | \$ 713,260 |
| Receivables | | |
| Trade, less allowances of \$5,618 and \$5,506 | 315,944 | 321,820 |
| Related parties | 86 | 173 |
| Other | 24,698 | 22,772 |
| Inventories | 795,724 | 803,296 |
| Prepaid expenses and other | 40,751 | 24,747 |
| Total current assets | 1,654,418 | 1,886,068 |
| Property and equipment, net | 1,157,261 | 1,047,083 |
| Operating lease right-of-use assets | 55,980 | 49,673 |
| Finance lease right-of-use assets | 11,825 | 22,128 |
| Timber deposits | 8,058 | 6,916 |
| Goodwill | 185,384 | 171,945 |
| Intangible assets, net | 159,665 | 173,027 |
| Deferred income taxes | 3,041 | 3,705 |
| Other assets | 6,311 | 8,838 |
| Total assets | \$ 3,241,943 | \$ 3,369,383 |

See accompanying notes to consolidated financial statements.

Boise Cascade Company
Consolidated Balance Sheets (continued)

| | December 31 | |
|--|------------------------------------|---------------------|
| | 2025 | 2024 |
| | (thousands, except per-share data) | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current | | |
| Accounts payable | | |
| Trade | \$ 254,622 | \$ 297,676 |
| Related parties | 915 | 1,315 |
| Accrued liabilities | | |
| Compensation and benefits | 103,066 | 127,415 |
| Interest payable | 10,176 | 9,957 |
| Other | 124,297 | 127,653 |
| Total current liabilities | 493,076 | 564,016 |
| Debt | | |
| Long-term debt, net | 445,405 | 446,167 |
| Other | | |
| Compensation and benefits | 39,354 | 42,006 |
| Operating lease liabilities, net of current portion | 49,778 | 43,174 |
| Finance lease liabilities, net of current portion | 15,631 | 26,883 |
| Deferred income taxes | 105,551 | 78,849 |
| Other long-term liabilities | 18,270 | 17,014 |
| | 228,584 | 207,926 |
| Commitments and contingent liabilities | | |
| Stockholders' equity | | |
| Preferred stock, \$0.01 par value per share; 50,000 shares authorized, no shares issued and outstanding | — | — |
| Common stock, \$0.01 par value per share; 300,000 shares authorized, 36,190 and 45,139 shares issued, respectively | 362 | 451 |
| Treasury stock, — and 6,956 shares at cost, respectively | — | (341,974) |
| Additional paid-in capital | 571,220 | 565,041 |
| Accumulated other comprehensive loss | (476) | (460) |
| Retained earnings | 1,503,772 | 1,928,216 |
| Total stockholders' equity | 2,074,878 | 2,151,274 |
| Total liabilities and stockholders' equity | \$ 3,241,943 | \$ 3,369,383 |

See accompanying notes to consolidated financial statements.

Boise Cascade Company
Consolidated Statements of Cash Flows

| | Year Ended December 31 | | |
|---|--------------------------|--------------------------|--------------------------|
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Cash provided by (used for) operations | | | |
| Net income | \$ 132,836 | \$ 376,354 | \$ 483,656 |
| Items in net income not using (providing) cash | | | |
| Depreciation and amortization, including deferred financing costs and other | 161,849 | 147,402 | 135,414 |
| Stock-based compensation | 12,119 | 15,486 | 15,410 |
| Pension expense | 131 | 149 | 163 |
| Deferred income taxes | 27,549 | (2,416) | (180) |
| Change in fair value of interest rate swaps | 925 | 2,038 | 1,791 |
| Other | (1,084) | (379) | (1,898) |
| Decrease (increase) in working capital, net of acquisitions | | | |
| Receivables | 17,070 | 31,068 | (35,024) |
| Inventories | 15,867 | (89,266) | 22,286 |
| Prepaid expenses and other | (3,023) | (1,029) | (824) |
| Accounts payable and accrued liabilities | (90,938) | (35,595) | 37,146 |
| Income taxes payable | (17,241) | (2,405) | 28,590 |
| Other | (1,912) | (3,087) | 928 |
| Net cash provided by operations | <u>254,148</u> | <u>438,320</u> | <u>687,458</u> |
| Cash provided by (used for) investment | | | |
| Expenditures for property and equipment | (241,431) | (229,569) | (215,438) |
| Acquisitions of businesses and facilities, net of cash acquired | (33,382) | (10,221) | (162,774) |
| Proceeds from sales of assets and other | 11,551 | 1,970 | 2,660 |
| Net cash used for investment | <u>(263,262)</u> | <u>(237,820)</u> | <u>(375,552)</u> |
| Cash provided by (used for) financing | | | |
| Borrowings of long-term debt, including revolving credit facility | 50,000 | — | — |
| Payments of long-term debt, including revolving credit facility | (50,000) | — | — |
| Treasury stock purchased | (183,108) | (194,904) | (6,426) |
| Dividends paid on common stock | (34,624) | (228,814) | (346,493) |
| Tax withholding payments on stock-based awards | (5,939) | (11,141) | (5,926) |
| Payments of deferred financing costs | (1,819) | — | — |
| Other | (1,441) | (1,955) | (1,831) |
| Net cash used for financing | <u>(226,931)</u> | <u>(436,814)</u> | <u>(360,676)</u> |
| Net decrease in cash and cash equivalents | (236,045) | (236,314) | (48,770) |
| Balance at beginning of the period | 713,260 | 949,574 | 998,344 |
| Balance at end of the period | <u>\$ 477,215</u> | <u>\$ 713,260</u> | <u>\$ 949,574</u> |

See accompanying notes to consolidated financial statements.

Boise Cascade Company
Consolidated Statements of Stockholders' Equity

| | Common Stock | | Treasury Stock | | Additional Paid-In Capital | Accumulated Other Comprehensive Loss | Retained Earnings | Total |
|--|---------------|---------------|----------------|---------------------|----------------------------|--------------------------------------|---------------------|---------------------|
| | Shares | Amount | Shares | Amount | | | | |
| | (thousands) | | | | | | | |
| Balance at December 31, 2022 | 44,827 | \$ 448 | 5,367 | \$ (138,909) | \$ 551,215 | \$ (520) | \$ 1,645,741 | \$ 2,057,975 |
| Net income | | | | | | | 483,656 | 483,656 |
| Other comprehensive income | | | | | | 3 | | 3 |
| Common stock issued | 156 | 2 | | | | | | 2 |
| Treasury stock purchased | | | 76 | (6,426) | | | | (6,426) |
| Stock-based compensation | | | | | 15,410 | | | 15,410 |
| Common stock dividends (\$8.70 per share) | | | | | | | (349,028) | (349,028) |
| Tax withholding payments on stock-based awards | | | | | (5,926) | | | (5,926) |
| Other | | | | | (2) | | | (2) |
| Balance at December 31, 2023 | 44,983 | \$ 450 | 5,443 | \$ (145,335) | \$ 560,697 | \$ (517) | \$ 1,780,369 | \$ 2,195,664 |
| Net income | | | | | | | 376,354 | 376,354 |
| Other comprehensive income | | | | | | 57 | | 57 |
| Common stock issued | 156 | 1 | | | | | | 1 |
| Treasury stock purchased | | | 1,513 | (194,904) | | | | (194,904) |
| Stock-based compensation | | | | | 15,486 | | | 15,486 |
| Common stock dividends (\$5.82 per share) | | | | | | | (228,507) | (228,507) |
| Tax withholding payments on stock-based awards | | | | | (11,141) | | | (11,141) |
| Other | | | | (1,735) | (1) | | | (1,736) |
| Balance at December 31, 2024 | 45,139 | \$ 451 | 6,956 | \$ (341,974) | \$ 565,041 | \$ (460) | \$ 1,928,216 | \$ 2,151,274 |
| Net income | | | | | | | 132,836 | 132,836 |
| Other comprehensive loss | | | | | | (16) | | (16) |
| Common stock issued | 109 | 1 | | | | | | 1 |
| Repurchase of common stock | (2,102) | (21) | | | | | (183,054) | (183,075) |
| Treasury stock retirement | (6,956) | (69) | (6,956) | 341,974 | | | (341,905) | — |
| Stock-based compensation | | | | | 12,119 | | | 12,119 |
| Common stock dividends (\$0.86 per share) | | | | | | | (32,321) | (32,321) |
| Tax withholding payments on stock-based awards | | | | | (5,939) | | | (5,939) |
| Other | | | | | (1) | | | (1) |
| Balance at December 31, 2025 | 36,190 | \$ 362 | — | \$ — | \$ 571,220 | \$ (476) | \$ 1,503,772 | \$ 2,074,878 |

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

1. Nature of Operations and Basis of Presentation

Boise Cascade Company is a building products company headquartered in Boise, Idaho. Our operations began on October 29, 2004 (inception), when we acquired the forest products assets of OfficeMax, Incorporated. As used in these consolidated financial statements, the terms "Boise Cascade," "we," and "our" refer to Boise Cascade Company and its consolidated subsidiaries. We are one of the largest United States wholesale distributors of building materials and a leading manufacturer of engineered wood products (EWP) and plywood in North America.

We operate our business using two reportable segments: (1) Building Materials Distribution (BMD), which is a wholesale distributor of building materials, and (2) Wood Products, which primarily manufactures EWP and plywood. For more information, see Note 15, Segment Information.

2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Boise Cascade and its subsidiaries. Intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenues and expenses. Such estimates include the valuation of accounts receivable, inventories, goodwill, intangible assets, and other long-lived assets; legal contingencies; guarantee obligations; indemnifications; assumptions used in retirement, medical, and workers' compensation benefits; assumptions used in the determination of right-of-use (ROU) assets and related lease liabilities; stock-based compensation; fair value measurements; income taxes; and vendor and customer rebates, among others. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. We adjust such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates. Changes in these estimates resulting from continuing changes in the economic environment will be reflected in the consolidated financial statements in future periods.

Revenue Recognition

Revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services. For additional information regarding our revenue recognition policies, see Note 3, Revenues.

Cash and Cash Equivalents

Cash equivalents consist of short-term investments that have an original maturity of three months or less at the date of purchase. At December 31, 2025 and 2024, the majority of our cash and cash equivalents were comprised of money market funds that are broadly diversified and invested in high-quality, short-duration securities, including U.S. government agency securities and similar instruments. We have significant amounts of cash and cash equivalents that are in excess of federally insured limits. Though we have not experienced any losses on our cash and cash equivalents to date and we do not anticipate incurring any losses, we cannot be assured that we will not experience losses on our cash and cash equivalents.

Trade Accounts Receivables and Allowance for Doubtful Accounts

Trade accounts receivable are stated at the amount we expect to collect. Trade accounts receivable do not bear interest. We make ongoing estimates relating to the collectability of our accounts receivable and maintain a reserve for estimated losses resulting from the inability of our customers to meet their financial obligations to us. At December 31, 2025 and 2024, we had \$5.6 million and \$5.5 million, respectively, recorded as allowances for doubtful accounts. In determining the amount of the reserve and in order to manage credit risk, we consider our historical level of credit losses, customer concentrations, and current economic trends and monitor the creditworthiness of significant customers based on ongoing credit evaluations. Our sales are principally to customers in the building products industry located in the U.S. and Canada. A significant portion of our sales are concentrated with a relatively small number of customers. In 2025, our top ten customers represented approximately 49% of sales, with two customers accounting for approximately 12% and 11% of total sales, respectively. At December 31, 2025, receivables from two customers accounted for approximately 16% and 12% of total receivables. At December 31, 2024, receivables from these two customers accounted for approximately 19% and 11% of total receivables. No other customer accounted for 10% or more of total receivables. Adjustments to allowances are charged to income. Trade accounts receivable balances that remain outstanding after we have used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable. Although we have not experienced material credit losses in recent years, our actual future losses from uncollectible accounts may differ materially from our current estimates. As additional information becomes known, we may change our estimates. In the event we determine that a change in the reserve is appropriate, we will record a charge to "Selling and distribution expenses" in our Consolidated Statements of Operations in the period we make such a determination.

Fair Value

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy under GAAP gives the highest priority to quoted market prices (Level 1) and the lowest priority to unobservable inputs (Level 3). In general, and where applicable, we use quoted prices in active markets for identical assets or liabilities to determine fair value (Level 1). If quoted prices in active markets for identical assets or liabilities are not available to determine fair value, we use quoted prices for similar assets and liabilities or inputs that are observable either directly or indirectly (Level 2). If quoted prices for identical or similar assets are not available or are unobservable, we may use internally developed valuation models, whose inputs include bid prices, and third-party valuations utilizing underlying asset assumptions (Level 3).

Financial Instruments

Our financial instruments are cash and cash equivalents, accounts receivable, accounts payable, long-term debt, and an interest rate swap, which expired in June 2025. Our cash is recorded at cost, which approximates fair value, and our cash equivalents are money market funds. As of December 31, 2025 and 2024, we held \$448.7 million and \$679.5 million, respectively, in money market funds that are measured at fair value on a recurring basis using Level 1 inputs. The recorded values of accounts receivable and accounts payable approximate fair values based on their short-term nature. At December 31, 2025 and 2024, the book value of our fixed-rate debt for each period was \$400.0 million, and the fair value was estimated to be \$395.0 million and \$377.0 million, respectively. The difference between the book value and the fair value is derived from the difference between the period-end market interest rate and the stated rate of our fixed-rate, long-term debt. We estimated the fair value of our fixed-rate debt using quoted market prices of our debt in inactive markets (Level 2 inputs). The interest rate on our variable-rate debt is based on market conditions such as the Secured Overnight Financing Rate (SOFR) or a base rate. Because the interest rate on the variable-rate debt is based on current market conditions, we believe that the estimated fair value of the outstanding balance on our variable-rate debt approximates book value.

We are exposed to financial risks such as changes in commodity prices, interest rates, and foreign currency exchange rates. We employ a variety of practices to manage these risks, including operating and financing activities and, where deemed appropriate, the use of derivative instruments. As discussed in Note 14, Financial Instrument Risk, prior to its expiration in June 2025, we used an interest rate swap to mitigate our variable interest rate exposure, the fair value of which was measured based on Level 2 inputs.

Vendor Rebates and Allowances

We receive rebates and allowances from our vendors under a number of different programs, including vendor marketing programs. At December 31, 2025 and 2024, we had \$17.4 million and \$17.7 million, respectively, of vendor rebates and allowances recorded in "Receivables, Other" on our Consolidated Balance Sheets. Rebates and allowances received from our vendors are recognized as a reduction of "Materials, labor, and other operating expenses (excluding depreciation)" when the product is sold, unless the rebates and allowances are linked to a specific incremental cost to sell a vendor's product. Amounts received from vendors that are linked to specific selling and distribution expenses are recognized as a reduction of "Selling and distribution expenses" in the period the expense is incurred.

Foreign Currency

The functional currency for our operations outside the United States is the U.S. dollar. Nonmonetary assets and liabilities and related depreciation and amortization for these foreign operations are remeasured into U.S. dollars using historical exchange rates. Monetary assets and liabilities are remeasured into U.S. dollars using the exchange rates as of the Consolidated Balance Sheet date. Revenue and expense items are remeasured into U.S. dollars using an average exchange rate prevailing during the year.

Leases

We primarily lease land, buildings, and equipment under operating and finance leases. We determine if an arrangement is a lease at inception and assess lease classification as either operating or finance at lease inception or upon modification. Substantially all of our leases with initial terms greater than one year are for real estate, including distribution centers, corporate headquarters, land, and other office space. Substantially all of these lease agreements have fixed payment terms based on the passage of time and are recorded in our BMD segment. Many of our leases include fixed escalation clauses, renewal options and/or termination options that are factored into our determination of lease term and lease payments when appropriate. Renewal options generally range from one to ten years with fixed payment terms similar to those in the original lease agreements. Some lease agreements provide us with the option to purchase the leased property at market value. Our lease agreements do not contain any residual value guarantees.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the estimated present value of fixed lease payments over the lease term. The current portion of our operating and finance lease liabilities are recorded in "Accrued liabilities, Other" on our Consolidated Balance Sheets.

We use our estimated incremental borrowing rate, which is derived from information available at the lease commencement date, in determining the present value of lease payments. In determining our incremental borrowing rates, we give consideration to publicly available interest rates for instruments with similar characteristics, including credit rating, term, and collateralization.

For purposes of determining straight-line rent expense, the lease term is calculated from the date we first take possession of the facility, including any periods of free rent and any renewal option periods we are reasonably certain of exercising. Variable lease expense generally includes reimbursement of actual costs for common area maintenance, property taxes, and insurance on leased real estate and are recorded as incurred. Most of our operating lease expense is recorded in "Selling and distribution expenses" in our Consolidated Statements of Operations. In addition, we do not separate lease and non-lease components for all of our leases.

Our short-term leases primarily include equipment rentals with lease terms on a month-to-month basis, which provide for our seasonal needs and flexibility in the use of equipment. Our short-term leases also include certain real estate for which either party has the right to cancel upon providing notice of 30 to 90 days. We do not recognize ROU assets or lease liabilities for short-term leases.

Income Taxes

We account for income taxes under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and respective tax bases and operating loss and tax credit carryforwards, as measured using enacted tax rates expected to be in effect in the periods where temporary differences are expected to be realized or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

We recognize deferred tax assets to the extent that we believe that these assets are more likely than not to be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If we determine that we would be unable to realize our deferred tax assets in the future, we would make an adjustment to the deferred tax asset valuation allowance, which would increase the provision for income taxes.

We review and update our tax positions as necessary to add any new uncertain tax positions taken, or to remove previously identified uncertain positions that have been adequately resolved. Additionally, uncertain positions may be remeasured as warranted by changes in facts or law. Accounting for uncertain tax positions requires estimating the amount, timing and likelihood of ultimate settlement. Although we believe that these estimates are reasonable, actual results could differ from these estimates.

Inventory Valuation

Inventories are valued at the lower of cost or net realizable value. Cost is based on the first-in, first-out (FIFO) method of inventory valuation or average cost. Wholesale distribution inventories include costs incurred in bringing inventory to its existing location. Manufactured inventories include costs for materials, labor, and factory overhead. Log inventories include costs to harvest and deliver the logs.

Inventories included the following (work in process is not material):

| | December 31, 2025 | December 31, 2024 |
|------------------------------------|------------------------------|------------------------------|
| | (thousands) | |
| Finished goods and work in process | \$ 672,173 | \$ 695,901 |
| Logs | 57,309 | 50,152 |
| Other raw materials and supplies | 66,242 | 57,243 |
| | \$ 795,724 | \$ 803,296 |

Property and Equipment

Property and equipment are recorded at cost. Cost includes expenditures for major improvements and replacements and the amount of interest cost associated with significant capital additions. For the years ended December 31, 2025, 2024, and 2023, an insignificant amount of interest was capitalized. We expense all repair and maintenance costs as incurred. When property and equipment are retired, sold, or otherwise disposed of, the asset's carrying amount and related accumulated depreciation are removed from the accounts and any gain or loss is included in operating income (loss). We use the straight-line method of depreciation.

Property and equipment consisted of the following asset classes with the following general range of estimated useful lives:

| | December 31, 2025 | December 31, 2024 | General Range of Estimated Useful Lives in Years |
|--|----------------------------|----------------------------|--|
| | (thousands) | | |
| Land | \$ 98,267 | \$ 94,591 | |
| Buildings | 430,204 | 360,518 | 20 - 40 |
| Improvements | 82,568 | 87,512 | 10 - 15 |
| Mobile equipment, information technology, and office furniture | 322,907 | 296,604 | 3 - 7 |
| Machinery and equipment | 1,130,806 | 1,089,117 | 7 - 12 |
| Construction in progress | 99,340 | 147,668 | |
| | <u>2,164,092</u> | <u>2,076,010</u> | |
| Less accumulated depreciation | (1,006,831) | (1,028,927) | |
| | <u><u>\$ 1,157,261</u></u> | <u><u>\$ 1,047,083</u></u> | |

At December 31, 2025 and 2024, we had \$13.5 million and \$10.8 million, respectively, of accrued purchases of property and equipment.

Long-Lived Asset and Finite-Lived Intangible Asset Impairment

We review the carrying value of long-lived assets and finite-lived intangible assets for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable (triggering event). An impairment of long-lived assets or finite-lived intangible assets exists when the carrying value is not recoverable through future undiscounted cash flows from operations and when the carrying value of an asset or asset group exceeds its fair value. No triggering events were identified during the years ended December 31, 2025, 2024, and 2023.

Goodwill and Indefinite-Lived Intangible Asset Impairment

We maintain two reporting units for purposes of our goodwill impairment testing, BMD and Wood Products, which are the same as our operating segments discussed in Note 15, Segment Information. We test goodwill in each of our reporting units and intangible assets with indefinite lives for impairment annually in the fourth quarter or sooner if events or changes in circumstances indicate that the carrying value of the asset may exceed fair value.

We completed our annual assessment of goodwill in fourth quarter 2025 using a qualitative approach. The qualitative goodwill impairment assessment requires evaluating factors, based on the weight of evidence, to determine whether a reporting unit's carrying value would more likely than not exceed its fair value. As part of our goodwill qualitative testing process for each reporting unit, we evaluate various factors that are specific to the reporting unit as well as industry and macroeconomic factors in order to determine whether they are reasonably likely to have a material impact on the fair value of our reporting units. Based on the qualitative analysis performed in 2025, we concluded that there were no changes that were reasonably likely to cause the fair value of the reporting units to be less than the reporting units' carrying value and determined that there was no impairment of our goodwill. In the event we were to determine that a reporting unit's carrying value would more likely than not exceed its fair value, quantitative testing would be performed comparing carrying values to estimated fair values. See Note 7, Goodwill and Intangible Assets, for additional information.

Asset Retirement Obligations

We recognize our asset retirement obligations in the period in which they are incurred if sufficient information is available to reasonably estimate the fair value of the obligation. Fair value estimates are determined using Level 3 inputs in the fair value hierarchy. The fair values of our asset retirement obligations are measured using expected future cash outflows discounted using the Company's credit-adjusted risk-free interest rate. When we record the liability, we capitalize the cost by increasing the carrying amount of the related long-lived asset. Over time, the liability is accreted to its settlement value, and the capitalized cost is depreciated over the useful life of the related asset. Upon settlement of the liability, we will recognize a gain or loss for any difference between the settlement amount and the liability recorded.

At December 31, 2025 and 2024, we had \$4.7 million and \$4.6 million, respectively, of asset retirement obligations recorded in "Other long-term liabilities" on our Consolidated Balance Sheets. These liabilities related primarily to landfill closure costs. The liabilities are based on the best estimate of current costs and are updated periodically to reflect current technology, laws and regulations, inflation, and other economic factors. We do not have any assets legally restricted for purposes of settling asset retirement obligations.

We have additional asset retirement obligations with indeterminate settlement dates. The fair value of these asset retirement obligations cannot be estimated due to the lack of sufficient information to estimate the settlement dates of the obligations. These asset retirement obligations include, for example, (i) removal and disposal of potentially hazardous materials on equipment and/or an operating facility if the equipment and/or facility were to undergo major maintenance, renovation, or demolition; (ii) retention ponds that may be required to be drained and/or cleaned if the related operating facility is closed; and (iii) storage sites or owned facilities for which removal and/or disposal of chemicals and other related materials are required if the operating facility is closed. We will recognize a liability in the period in which sufficient information becomes available to reasonably estimate the fair value of these obligations.

Deferred Software Costs

We defer internal-use software costs that benefit future years. These costs are amortized using the straight-line method over the expected life of the software, typically three to five years. "Other assets" in the Consolidated Balance Sheets includes \$5.1 million and \$4.4 million of deferred software costs at December 31, 2025 and 2024, respectively. We amortized \$1.4 million, \$1.7 million, and \$2.1 million of deferred software costs for the years ended December 31, 2025, 2024, and 2023, respectively.

Labor Concentration and Unions

As of December 31, 2025, we had approximately 7,680 employees. Approximately 17% of these employees work pursuant to collective bargaining agreements. As of December 31, 2025, we had ten collective bargaining agreements. Two agreements covering approximately 710 employees at our Oakdale and Florien plywood plants expired on July 15, 2025. The terms and conditions of these agreements remain in effect pending negotiation of new agreements. One agreement covering approximately 80 employees at our Canadian EWP facility is set to expire on December 31, 2026. The terms and conditions of this agreement will remain in effect after expiration, pending negotiation of a new agreement. We may not be able to renew these agreements or may renew them on terms that are less favorable to us than the current agreements. If any of these agreements are not renewed or extended upon their termination, or additional collective bargaining agreements are formed, we could experience a material labor disruption, strike, or significantly increased labor costs at one or more of our facilities, either in the course of negotiations of a labor agreement or otherwise. Labor disruptions or shortages could prevent us from meeting customer demands or result in increased costs, thereby reducing our sales and profitability.

Self-Insurance

We are self-insured for certain losses related to workers' compensation and medical claims, general and auto liability, property and business interruption losses, as well as cybersecurity incidents. The expected ultimate costs for claims incurred are recognized as liabilities in the Consolidated Balance Sheets and are estimated based principally on an analysis of historical claims data and estimates of claims incurred but not reported. Losses are accrued and charged to operations when it is probable that a loss has been incurred and the amount can be reasonably estimated. We maintain third-party stop-loss insurance policies to cover these liability costs in excess of predetermined retained amounts. Costs related to the administration of the plans and related claims are expensed as incurred. At December 31, 2025 and 2024, self-insurance related liabilities of \$17.4 million were classified within "Accrued liabilities," and \$10.2 million and \$10.0 million, respectively, were classified within "Other long-term liabilities" on our Consolidated Balance Sheets.

New and Recently Adopted Accounting Standards

In December 2023, the Financial Accounting Standards Board (FASB) issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which requires additional income tax disclosures, primarily related to the rate reconciliation and income taxes paid. The amendments in this ASU are effective for annual periods beginning after December 15, 2024 on a prospective basis; however retrospective application is permitted. We adopted this standard during the year ended December 31, 2025 on a retrospective basis. This standard resulted in additional required disclosures, which are included in Note 4, Income Taxes.

In November 2024, the FASB issued ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses*. The ASU requires disclosure of specified costs and expenses in the notes to financial statements, including purchases of inventory, employee compensation, depreciation and amortization. The amendments in this ASU are effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. We are currently evaluating the impact of this ASU on the disclosures related to our consolidated financial statements.

There were no other accounting standards recently issued that had or are expected to have a material impact on our consolidated financial statements and associated disclosures.

3. Revenues

Building Materials Distribution Segment

Our BMD segment is a leading national stocking wholesale distributor of building materials. We distribute a broad line of building materials, including OSB, plywood, and lumber (collectively referred to as commodities); general line items such as siding, composite decking, doors and millwork, metal products, roofing, and insulation; and EWP. Except for EWP, we purchase most of these building materials from third-party suppliers and market them primarily to dealers, home improvement centers, and specialty distributors that then sell the products to the end customers, who are typically homebuilders, independent contractors, and homeowners engaged in residential construction projects. Substantially all of BMD's EWP is sourced from our Wood Products segment.

We sell products using two primary distribution methods: warehouse sales and direct sales. Warehouse sales are distributed from our warehouses to our customers. Direct sales are shipped from the manufacturer to the customer without us taking physical possession of inventory. We report direct sales on a gross basis, that is, the amounts billed to our customers are recorded as "Sales," and inventory purchased from manufacturers are recorded as "Materials, labor, and other operating expenses (excluding depreciation)." We are the principal of direct sales because we control the inventory, as we have the ability to direct its use before it is transferred to our customers.

For warehouse sales, we transfer control and recognize a sale when the customer takes physical possession of the product. Control transfers when the customer takes physical possession of the product because the customer has legal title, a present obligation to pay, and risk and rewards of ownership. For direct sales, we transfer control and recognize a sale when the product is shipped from the manufacturer to the customer. Control transfers when product is shipped because the customer has legal title, a present obligation to pay, and risk and rewards of ownership. The amount of consideration we receive and revenue we recognize varies with changes in customer rebates and cash discounts we offer to our customers. See "Customer Rebates and Allowances and Cash Discounts" below.

Wood Products Segment

Our Wood Products segment manufactures EWP, consisting of laminated veneer lumber (LVL), I-joists, and laminated beams, which are structural products used in applications where extra strength and consistent quality are required, such as headers and wide spans. LVL is also used in the manufacture of I-joists, which are assembled by combining a vertical web of OSB with top and bottom LVL or solid wood flanges. In addition, we manufacture structural, appearance, and industrial grade plywood panels, and ponderosa pine lumber. Our wood products are used primarily in new residential construction, residential repair-and-remodeling markets, and light commercial construction. The majority of our wood products are sold to leading wholesalers (including our BMD segment), home improvement centers, dealers, and industrial converters.

For EWP, plywood and veneer, byproducts, and other products, we transfer control and recognize a sale when we ship the product from our manufacturing facility to our customer. Control transfers when product is shipped because the customer

has legal title, a present obligation to pay, and risk and rewards of ownership. The amount of consideration we receive and revenue we recognize varies with changes in rebates and cash discounts we offer to our customers. See "Customer Rebates and Allowances and Cash Discounts" below.

Customer Rebates and Allowances and Cash Discounts

Rebates are provided to our customers and our customers' customers based on the volume of their purchases, among other factors such as customer loyalty, conversion, and commitment, as well as temporary protection from price increases. We provide the rebates to increase the sell-through of our products. Rebates are generally estimated based on the most likely amount to be paid and recorded as a decrease in "Sales." At December 31, 2025 and 2024, we had \$83.5 million and \$91.4 million, respectively, of rebates payable to our customers recorded in "Accrued liabilities, Other" on our Consolidated Balance Sheets. We also estimate expected cash discounts on trade accounts receivable based on an analysis of historical experience and record cash discounts as a decrease in "Sales." We adjust our estimate of revenue at the earlier of when the probability of rebates paid and cash discounts provided changes or when the amounts become fixed. There have not been significant changes to our estimates of rebates, although it is reasonably possible that a change in the estimate may occur.

Shipping and Handling

Fees for shipping and handling charged to customers for sales transactions are included in "Sales" in our Consolidated Statements of Operations. When control over products has transferred to the customer, we have elected to recognize costs related to shipping and handling as fulfillment costs. For our BMD segment, costs related to shipping and handling of \$265.3 million, \$253.8 million, and \$238.8 million for the years ended December 31, 2025, 2024, and 2023, respectively, are included in "Selling and distribution expenses" in our Consolidated Statements of Operations. In our BMD segment, our activities relate to the purchase and resale of finished products, and excluding shipping and handling costs from "Materials, labor, and other operating expenses (excluding depreciation)" provides us a clearer view of our operating performance and the effectiveness of our sales and purchasing functions. For our Wood Products segment, costs related to shipping and handling are included in "Materials, labor, and other operating expenses (excluding depreciation)" in our Consolidated Statements of Operations. In our Wood Products segment, we view our shipping and handling costs as a cost of the manufacturing process and the movement of product to our end customers.

Other

Our payment terms vary by the type of customer and the products offered. The term between invoicing and when payment is due is not significant.

Sales, value add, and other taxes we collect concurrent with revenue-producing activities are excluded from revenue.

We expense sales commissions when incurred as they are earned. These costs are recorded within "Selling and distribution expenses" in our Consolidated Statements of Operations.

For revenue disaggregated by major product line for each reportable segment, see Note 15, Segment Information.

4. Income Taxes

Income Tax Provision

Income before income taxes includes the following components:

| | Year Ended December 31 | | |
|-----------------------------------|-------------------------------|-------------------|-------------------|
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Domestic | \$ 176,559 | \$ 500,270 | \$ 643,060 |
| Foreign | 3,394 | 1,489 | 1,989 |
| Income before income taxes | \$ 179,953 | \$ 501,759 | \$ 645,049 |

The income tax provision shown in the Consolidated Statements of Operations includes the following:

| | Year Ended December 31 | | |
|--|------------------------|-------------------|-------------------|
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Current income tax provision | | | |
| Federal | \$ 16,028 | \$ 101,542 | \$ 133,323 |
| State | 3,540 | 26,279 | 28,250 |
| Foreign | — | — | — |
| Total current | 19,568 | 127,821 | 161,573 |
| Deferred income tax provision (benefit) | | | |
| Federal | 24,125 | (2,915) | (629) |
| State | 2,583 | (269) | (68) |
| Foreign | 841 | 768 | 517 |
| Total deferred | 27,549 | (2,416) | (180) |
| Income tax provision | | | |
| Federal | 40,153 | 98,627 | 132,694 |
| State | 6,123 | 26,010 | 28,182 |
| Foreign | 841 | 768 | 517 |
| Total income tax provision | \$ 47,117 | \$ 125,405 | \$ 161,393 |

The effective tax rate varies from the U.S. Federal statutory income tax rate principally due to the following:

| | Year Ended December 31 | | | | | |
|--|---------------------------------|---------------|-------------------|---------------|-------------------|---------------|
| | 2025 | | 2024 | | 2023 | |
| | (thousands, except percentages) | | | | | |
| U.S. Federal statutory income tax rate | \$ 37,790 | 21.0 % | \$ 105,369 | 21.0 % | \$ 135,460 | 21.0 % |
| State and local income taxes, net of federal income tax effect (a) | 5,380 | 3.0 % | 20,491 | 4.1 % | 22,249 | 3.4 % |
| Nondeductible executive compensation | 2,738 | 1.5 % | 4,672 | 0.9 % | 3,174 | 0.5 % |
| Other | 1,209 | 0.7 % | (5,127) | (1.0) % | 510 | 0.1 % |
| Effective income tax rate | \$ 47,117 | 26.2 % | \$ 125,405 | 25.0 % | \$ 161,393 | 25.0 % |

- (a) For 2025, state taxes in California made up the majority (greater than 50%) of the tax effect of this category. For 2024, state taxes in California, Florida, Oregon, Massachusetts, Georgia, Minnesota, and Tennessee made up the majority (greater than 50%) of the tax effect of this category. For 2023, state taxes in California, Oregon, Florida, Utah, Georgia, Colorado, and New Jersey made up the majority (greater than 50%) of the tax effect of this category.

During the years ended December 31, 2025, 2024, and 2023, cash paid for taxes, net of refunds received, was as follows:

| | Year Ended December 31 | | |
|--------------|------------------------|-------------------|-------------------|
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Federal | \$ 26,501 | \$ 108,242 | \$ 107,785 |
| State | 10,061 | 22,309 | 25,206 |
| Foreign | — | — | — |
| Total | \$ 36,562 | \$ 130,551 | \$ 132,991 |

During the years ended December 31, 2025, 2024, and 2023, there were no individual jurisdictions with cash paid for taxes, net of refunds received, that equaled or exceeded 5% of the total income taxes paid.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts for income tax purposes. The components of our net deferred tax assets and liabilities at December 31, 2025 and 2024, are summarized as follows:

| | December 31, 2025 | December 31, 2024 |
|--|---------------------|---------------------|
| | (thousands) | |
| Deferred tax assets | | |
| Employee benefits | \$ 24,396 | \$ 29,141 |
| Lease liabilities | 19,932 | 21,136 |
| Inventories | 8,650 | 8,142 |
| Foreign net operating loss carryforward | 806 | 274 |
| Other | 9,541 | 12,152 |
| Deferred tax assets | <u>\$ 63,325</u> | <u>\$ 70,845</u> |
| Deferred tax liabilities | | |
| Property and equipment | \$ (126,512) | \$ (105,735) |
| Right-of-use assets | (17,673) | (18,556) |
| Intangible assets and other | (19,698) | (19,480) |
| Other | (1,952) | (2,218) |
| Deferred tax liabilities | <u>\$ (165,835)</u> | <u>\$ (145,989)</u> |
| Total deferred tax assets (liabilities), net | <u>\$ (102,510)</u> | <u>\$ (75,144)</u> |

As of December 31, 2025, we have foreign net operating loss carryforwards of \$7.7 million, which if unused, will expire in years 2036 through 2044. We have state income tax credits totaling \$2.1 million as of December 31, 2025, which if unused, will expire in years 2034 through 2040. The foreign net operating loss and state credit carryforwards in the income tax returns filed included unrecognized tax benefits. The deferred tax assets recognized for those net operating losses and state credit carryforwards are presented net of these unrecognized tax benefits.

Income Tax Uncertainties

The following table summarizes the changes related to our gross unrecognized tax benefits excluding interest and penalties:

| | 2025 | 2024 | 2023 |
|---|-----------------|-----------------|-----------------|
| | (thousands) | | |
| Balance as of January 1 | \$ 1,556 | \$ 1,559 | \$ 1,734 |
| Increases related to prior years' tax positions | 157 | — | 4 |
| Increases related to current years' tax positions | 211 | 103 | — |
| Lapse of statute of limitations | (50) | (106) | (179) |
| Balance as of December 31 | <u>\$ 1,874</u> | <u>\$ 1,556</u> | <u>\$ 1,559</u> |

As of December 31, 2025, 2024, and 2023, we had \$1.9 million, \$1.6 million, and \$1.6 million, respectively, of unrecognized tax benefits recorded on our Consolidated Balance Sheets, excluding interest and penalties. Of the total unrecognized tax benefits recorded, \$1.9 million, \$1.5 million, and \$1.5 million (net of the federal benefit for state taxes), respectively, would impact the effective tax rate if recognized.

We recognize interest and penalties related to uncertain tax positions as income tax expense in our Consolidated Statements of Operations. For the years ended December 31, 2025, 2024, and 2023, we recognized an insignificant amount of interest and penalties related to taxes. We recognize tax liabilities and adjust these liabilities when our judgment changes as a

result of the evaluation of new information not previously available or as new uncertainties arise. We do not expect the unrecognized tax benefits to change significantly over the next twelve months.

We file income tax returns in the U.S. and various state and foreign jurisdictions. Tax years 2022 to present remain open to examination in the U.S. and tax years 2021 to present remain open to examination in Canada and various states. We recorded net operating losses in Canada beginning in 2006 that are subject to examinations and adjustments up to four years following the year in which they are utilized.

On July 4, 2025, the One Big Beautiful Bill Act (OBBBA) was enacted into law in the United States. The OBBBA includes numerous provisions that affect corporate taxation, such as the permanent extension of certain expiring provisions of the Tax Cuts and Jobs Act, changes to bonus depreciation, and modifications to the international tax framework. The OBBBA will not have a material impact on our effective tax rate or total provision for income taxes.

5. Net Income Per Common Share

Basic net income per common share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Weighted average common shares outstanding for the basic net income per common share calculation includes certain vested restricted stock units (RSUs) and performance stock units (PSUs) as there are no conditions under which those shares will not be issued. For more information about common share activity during the period, see Note 12, Stockholders' Equity. Diluted net income per common share is computed by dividing net income by the combination of the weighted average number of common shares outstanding during the period and other potentially dilutive weighted average common shares. Other potentially dilutive weighted average common shares include the dilutive effect of RSUs and PSUs for each period using the treasury stock method. Under the treasury stock method, the amount of compensation expense, if any, for future service that has not yet been recognized is assumed to be used to repurchase shares in the current period.

The following table sets forth the computation of basic and diluted net income per common share:

| | Year Ended December 31 | | |
|--|------------------------------------|-------------------|-------------------|
| | 2025 | 2024 | 2023 |
| | (thousands, except per-share data) | | |
| Net income | \$ 132,836 | \$ 376,354 | \$ 483,656 |
| Weighted average common shares outstanding during the period (for basic calculation) | 37,476 | 39,086 | 39,649 |
| Dilutive effect of other potential common shares | 143 | 232 | 252 |
| Weighted average common shares and potential common shares (for diluted calculation) | 37,619 | 39,318 | 39,901 |
| Net income per common share - Basic | \$ 3.54 | \$ 9.63 | \$ 12.20 |
| Net income per common share - Diluted | \$ 3.53 | \$ 9.57 | \$ 12.12 |

The computation of the dilutive effect of other potential common shares excludes stock awards representing 0.1 million shares of common stock in the year ended December 31, 2025, and an insignificant number of shares of common stock in the years ended December 31, 2024 and 2023. Under the treasury stock method, the inclusion of these stock awards would have been antidilutive.

6. Acquisitions

We account for acquisition transactions in accordance with ASC 805, *Business Combinations*. Accordingly, the results of operations of the acquiree are included in our consolidated financial statements from the acquisition date. The consideration transferred is allocated to the identifiable assets acquired and liabilities assumed based on estimated fair values at the acquisition date, with any excess recorded as goodwill. Transaction-related costs are expensed in the period the costs are incurred. During the measurement period, which may be up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed with the corresponding adjustment to goodwill.

On December 15, 2025, BMD acquired 100% of the issued and outstanding equity interest of Humphrey Company, Inc. (Holden Humphrey), a two-step distributor of building materials located in Chicopee, Massachusetts (Holden Humphrey Acquisition). The purchase price of the Holden Humphrey Acquisition was \$33.4 million, net of cash acquired, and inclusive of estimated working capital at closing of approximately \$10.8 million, which is subject to post-closing adjustments. Holden Humphrey offers a wide range of specialty building product categories, with an emphasis on siding, wood decking, and trim products. The Holden Humphrey Acquisition is aligned with our strategy to increase the proportion of our sales attributable to general line products, and will enable BMD to offer new and expanded product lines to many existing customers in the Northeast U.S.

During the year ended December 31, 2024, BMD acquired assets of door and millwork operations in Boise, Idaho and Lakeland, Florida (collectively, the 2024 Acquisitions). The purchase price of the 2024 Acquisitions was \$8.1 million, inclusive of a \$1.3 million contingent liability reflecting the acquisition date fair value of earn-out payments. During 2024, we paid a combined \$6.8 million in cash for the 2024 Acquisitions.

7. Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price and related costs over the fair value of the net tangible and intangible assets of businesses acquired.

The carrying amount of our goodwill by segment is as follows:

| | Building Materials Distribution | Wood Products | Total |
|------------------------------|--|--------------------------|-------------------|
| | | (thousands) | |
| Balance at December 31, 2024 | \$ 45,779 | \$ 126,166 | \$ 171,945 |
| Additions (a) | 13,439 | — | 13,439 |
| Balance at December 31, 2025 | <u>\$ 59,218</u> | <u>\$ 126,166</u> | <u>\$ 185,384</u> |

(a) Represents goodwill related to the Holden Humphrey Acquisition. For additional information, see Note 6, Acquisitions.

At December 31, 2025 and 2024, intangible assets represented the values assigned to trade names and trademarks and customer relationships. We maintain trademarks for our manufactured wood products, particularly EWP. Our key registered trademarks are perpetual in duration as long as we continue to timely file all post registration maintenance documents related thereto. These trademarks have indefinite lives, are not amortized, and have a carrying amount of \$8.9 million. In addition, we have acquired trade names and customer relationships through acquisitions. In 2025, we acquired customer relationships as part of the Holden Humphrey Acquisition, as discussed in Note 6, Acquisitions. The weighted-average useful life from the date of purchase for trade names is approximately 15 years. The weighted-average useful life from the date of purchase for customer relationships is approximately 11 years. During the years ended December 31, 2025 and 2024, we recognized \$20.3 million and \$19.8 million, respectively, of amortization expense for intangible assets. Amortization expense for intangible assets is expected to be approximately \$20 million per year for the next five years.

Intangible assets consisted of the following:

| | December 31, 2025 | | |
|----------------------------|----------------------------------|-------------------------------------|--------------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| | | (thousands) | |
| Trade names and trademarks | \$ 27,600 | \$ (3,399) | \$ 24,201 |
| Customer relationships | 204,078 | (68,614) | 135,464 |
| | <u>\$ 231,678</u> | <u>\$ (72,013)</u> | <u>\$ 159,665</u> |

| | December 31, 2024 | | |
|----------------------------|------------------------------|---------------------------------|----------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Net Carrying Amount |
| | (thousands) | | |
| Trade names and trademarks | \$ 27,600 | \$ (2,199) | \$ 25,401 |
| Customer relationships | 197,100 | (49,474) | 147,626 |
| | \$ 224,700 | \$ (51,673) | \$ 173,027 |

8. Debt

Long-term debt consisted of the following:

| | December 31, 2025 | December 31, 2024 |
|--|--------------------------|--------------------------|
| | (thousands) | |
| Revolving credit facility due 2030 | \$ 50,000 | \$ — |
| 4.875% senior notes due 2030 | 400,000 | 400,000 |
| Asset-based revolving credit facility due 2027 | — | — |
| Asset-based credit facility term loan due 2027 | — | 50,000 |
| Deferred financing costs | (4,595) | (3,833) |
| Long-term debt | \$ 445,405 | \$ 446,167 |

At December 31, 2025, the maturities for the aggregate amount of long-term debt outstanding were as follows (in thousands):

| | |
|------------|---------|
| 2026 | \$ — |
| 2027 | — |
| 2028 | — |
| 2029 | — |
| 2030 | 450,000 |
| Thereafter | — |

Credit Agreement

On April 14, 2025, we entered into a Credit Agreement (the Credit Agreement) with JPMorgan Chase Bank, N.A., as administrative agent and a lender, and the other lenders from time to time party thereto. The Credit Agreement provides for a \$450 million revolving credit facility (the Revolver), which includes a \$45 million swingline sub-facility and a \$75 million letter of credit sub-facility. Borrowings under the Revolver may be repaid and re-borrowed from time to time at our discretion without premium or penalty. The proceeds of borrowings under the agreement are available for working capital needs and general business purposes. The Credit Agreement matures on April 12, 2030.

Interest rates under the Credit Agreement are based, at our election, on either an Alternate Base Rate, a Term SOFR Rate, or a Daily Simple SOFR Rate (each as defined in the Credit Agreement), each plus an applicable spread based on our net leverage ratio. The frequency of interest payments on borrowings under the Credit Agreement is dependent on the type of borrowing outstanding. In addition, we are required to pay an unused commitment fee on the unused portion of the lending commitments. This fee ranges from 0.20% to 0.30% per annum, dependent upon our Net Leverage Ratio (as defined in the Credit Agreement).

The Credit Agreement is secured by a first priority security interest in substantially all of the assets of Boise Cascade Company and the guarantors under the Credit Agreement, except real property and certain other excluded property. The obligations of Boise Cascade Company are required to be guaranteed by all Material Domestic Subsidiaries (as defined in the Credit Agreement).

The Credit Agreement contains customary nonfinancial covenants, including but not limited to, restrictions on new indebtedness, liens, dispositions, certain investments, mergers, swap agreements, restricted payments, and restrictions on affiliate transactions. The Credit Agreement also contains a requirement that our net leverage ratio shall not exceed 3.5:1 as of the last day of any fiscal quarter. The restricted payment covenant includes restrictions on our ability to pay dividends or repurchase stock. Among other carve outs from this provision is one that allows us to pay dividends or repurchase stock without any dollar limitation, so long as both before and immediately after giving effect to such payments, (i) no default exists or would result therefrom and (ii) the net leverage ratio is less than or equal to 3:1.

In connection with the entry into the Credit Agreement described above, we terminated the Prior Credit Agreement described below. Proceeds from the Revolver were used to repay the \$50.0 million term loan under the Prior Credit Agreement. The outstanding letters of credit under the Prior Credit Agreement were transferred to the Credit Agreement in connection with the termination. We did not incur any penalties in connection with the termination of the Prior Credit Agreement. The new credit facility under the Credit Agreement is not an asset-based credit facility.

At December 31, 2025, we had \$50.0 million outstanding under the Revolver and \$4.9 million of letters of credit outstanding. These letters of credit and borrowings, if any, reduce availability under the Revolver by an equivalent amount. Availability at December 31, 2025 was \$395.1 million. During the year ended December 31, 2025, the average interest rate on borrowings outstanding under the Revolver was approximately 5.46%.

Asset-Based Credit Facility and ABL Term Loan

On May 15, 2015, Boise Cascade and its principal operating subsidiaries, Boise Cascade Wood Products, L.L.C., and Boise Cascade Building Materials Distribution, L.L.C., as borrowers, and Boise Cascade Wood Products Holdings Corp., as guarantor, entered into an Amended and Restated Credit Agreement, as amended, (the Prior Credit Agreement) with Wells Fargo Capital Finance, LLC, as administrative agent, and the banks named therein as lenders. The Prior Credit Agreement included a \$400 million senior secured asset-based revolving credit facility and a \$50.0 million term loan, which were both terminated in connection with entry into the Credit Agreement on April 14, 2025, as discussed above.

At December 31, 2024, we had no borrowings outstanding under the Prior Credit Agreement and \$4.3 million of letters of credit outstanding. These letters of credit and borrowings, if any, reduced availability under the Prior Credit Agreement by an equivalent amount.

2030 Notes

On July 27, 2020, we issued \$400 million of 4.875% senior notes due July 1, 2030 (2030 Notes) through a private placement that was exempt from the registration requirements of the Securities Act. Interest on our 2030 Notes is payable semiannually in arrears on January 1 and July 1. The 2030 Notes are guaranteed by each of our existing and future direct or indirect domestic subsidiaries that is a guarantor under our Credit Agreement.

The 2030 Notes are senior unsecured obligations and rank equally with all of the existing and future senior indebtedness of Boise Cascade Company and of the guarantors, senior to all of their existing and future subordinated indebtedness, effectively subordinated to all of their present and future senior secured indebtedness (including all borrowings with respect to our Credit Agreement to the extent of the value of the assets securing such indebtedness), and structurally subordinated to the indebtedness of any subsidiaries that do not guarantee the 2030 Notes.

The terms of the indenture governing the 2030 Notes, among other things, limit the ability of Boise Cascade and our restricted subsidiaries to: incur additional debt; declare or pay dividends; redeem stock or make other distributions to stockholders; make investments; create liens on assets; consolidate, merge or transfer substantially all of their assets; enter into transactions with affiliates; and sell or transfer certain assets. The indenture governing the 2030 Notes permits us to pay dividends only if at the time of payment (i) no default has occurred or is continuing (or would result from such payment) under the indenture, and (ii) our consolidated leverage ratio is no greater than 3.5:1, or (iii) the dividend, together with other dividends since the issue date, would not exceed our "builder" basket under the indenture. In addition, the indenture includes certain specific baskets for the payment of dividends.

The indenture governing the 2030 Notes provides for customary events of default and remedies.

Interest Rate Swap

For information on our interest rate swap, which expired in June 2025, see "Interest Rate Risk" of Note 14, Financial Instrument Risk.

Cash Paid for Interest

For the years ended December 31, 2025, 2024, and 2023, cash payments for interest were \$17.6 million, \$20.7 million, and \$22.6 million, respectively.

9. Leases

Lease Costs

The components of lease expense were as follows:

| | Year Ended December 31 | | |
|-------------------------------------|------------------------|------------------|------------------|
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Operating lease cost | \$ 14,530 | \$ 13,690 | \$ 13,227 |
| Finance lease cost | | | |
| Amortization of right-of-use assets | 1,774 | 2,480 | 2,470 |
| Interest on lease liabilities | 1,702 | 2,147 | 2,229 |
| Variable lease cost | 5,628 | 5,800 | 5,429 |
| Short-term lease cost | 7,014 | 5,784 | 6,149 |
| Sublease income | (234) | (153) | (330) |
| Total lease cost | <u>\$ 30,414</u> | <u>\$ 29,748</u> | <u>\$ 29,174</u> |

Other Information

Supplemental cash flow information related to leases was as follows:

| | Year Ended December 31 | | |
|--|------------------------|-----------|-----------|
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Cash paid for amounts included in the measurement of lease liabilities | | | |
| Operating cash flows from operating leases | \$ 14,229 | \$ 13,125 | \$ 13,472 |
| Operating cash flows from finance leases | 1,699 | 2,128 | 2,226 |
| Financing cash flows from finance leases | 1,441 | 1,955 | 1,831 |
| Right-of-use assets obtained in exchange for lease obligations | | | |
| Operating leases | 17,435 | 5,356 | 18,147 |
| Finance leases | — | 803 | — |

Other information related to leases was as follows:

| | December 31, 2025 | December 31, 2024 |
|---|-------------------|-------------------|
| Weighted-average remaining lease term (years) | | |
| Operating leases | 7 | 7 |
| Finance leases | 12 | 13 |
| Weighted-average discount rate | | |
| Operating leases | 5.9 % | 5.9 % |
| Finance leases | 8.6 % | 7.5 % |

As of December 31, 2025, our minimum lease payment requirements for noncancelable operating and finance leases are as follows:

| | Operating Leases | Finance Leases |
|-------------------------------------|------------------|------------------|
| | (thousands) | |
| 2026 | \$ 13,454 | \$ 2,417 |
| 2027 | 12,827 | 2,462 |
| 2028 | 10,186 | 2,293 |
| 2029 | 9,212 | 2,252 |
| 2030 | 7,208 | 2,019 |
| Thereafter | 20,859 | 15,068 |
| Total future minimum lease payments | 73,746 | 26,511 |
| Less: interest | (13,648) | (9,804) |
| Total lease obligations | 60,098 | 16,707 |
| Less: current obligations | (10,320) | (1,076) |
| Long-term lease obligations | <u>\$ 49,778</u> | <u>\$ 15,631</u> |

As of December 31, 2025, the undiscounted future lease payments for an additional lease that has not yet commenced are approximately \$26 million. This lease is expected to commence in 2026 with a lease term of 16 years.

10. Retirement and Benefit Plans

Our retirement plans consist of noncontributory defined benefit pension plans, contributory defined contribution savings plans, and deferred compensation plans.

Defined Benefit Plans

Some of our current or former employees are covered by noncontributory defined benefit pension plans. These plans are nonqualified salaried pension plans, which were frozen so that no future benefits have accrued since December 31, 2009.

We recognize and record the underfunded status of our defined benefit pension plans in "Accrued liabilities, Compensation and benefits" and "Other, Compensation and benefits" on our Consolidated Balance Sheets. At December 31, 2025 and 2024, the total accumulated benefit obligation for all unfunded nonqualified defined benefit pension plans was \$1.8 million and \$2.2 million, respectively. In addition, we recognize changes in funded status in the year the changes occur through other comprehensive income (loss). For both the years ended December 31, 2025 and 2024, amounts recognized in accumulated other comprehensive loss related to our nonqualified defined benefit pension plans were immaterial. Furthermore, the components of net periodic benefit cost and other amounts recognized in other comprehensive income related to our nonqualified defined pension plans for the years ended December 31, 2025 and 2024 were immaterial.

Defined Contribution Plans

We sponsor contributory defined contribution savings plans for eligible employees, and we generally provide company contributions to the savings plans. For salaried employees and employees not covered by a collective bargaining agreement who are paid on an hourly basis that are not in an hourly production position within the Wood Products division, we contribute 4% of each participant's eligible compensation to the plan as a nondiscretionary company contribution. In addition, for the years that a performance target is met, we contribute an additional amount of the employee's eligible compensation, depending on company performance and the employee's years of service. During the year ended December 31, 2025, company performance resulted in additional contributions in the range of approximately 1.5% to 3% of eligible compensation. During the years ended December 31, 2024 and 2023, company performance resulted in additional contributions in the range of 2% to 4% of eligible compensation. The company contributions for union and Wood Products production nonunion hourly employees vary by location. Company contributions paid, or to be paid, to our defined contribution savings plans for the years ended December 31, 2025, 2024, and 2023, were \$33.2 million, \$37.3 million, and \$33.5 million, respectively.

Defined Contributory Trust

We participate in a multiemployer defined contributory trust plan for certain union hourly employees. As of December 31, 2025, 2024, and 2023 approximately 710, 740, and 730, respectively, of our employees participated in this plan. Per the terms of the representative collective bargaining agreements, we were required to contribute 4.5% of the employee's earnings during 2025, 2024, and 2023. Company contributions to the multiemployer defined contributory trust plan were \$1.9 million, \$2.1 million, and \$1.8 million, respectively, for each of the years ended December 31, 2025, 2024, and 2023. After required contributions, we have no further obligation to the plan. The plan and its assets are managed by a joint board of trustees.

Deferred Compensation Plans

We sponsor deferred compensation plans. Under the plans, participating employees and directors irrevocably elect each year to defer receipt of a portion of their compensation. A participant's account is credited with imputed interest at a rate equal to 130% of Moody's Composite Average of Yields on Corporate Bonds. Participants may receive payment of their deferred compensation plan balance in a lump sum or in monthly installments over a specified period of years either following the termination of their employment with the company or while still employed by the company. The deferred compensation plans are unfunded; therefore, benefits are paid from our general assets.

For the years ended December 31, 2025, 2024, and 2023, we recognized \$2.6 million, \$2.4 million, and \$2.1 million, respectively, of interest expense related to the plans. At December 31, 2025 and 2024, we had liabilities related to the plans of \$4.8 million and \$4.5 million, respectively, recorded in "Accrued liabilities, Compensation and benefits" and \$32.8 million and \$33.0 million, respectively, recorded in "Other, Compensation and benefits" on our Consolidated Balance Sheets.

11. Long-Term Incentive Compensation Plans

Stock-Based Compensation

In April 2016, we adopted the 2016 Boise Cascade Omnibus Incentive Plan (2016 Incentive Plan), which was amended and restated as the 2025 Boise Cascade Omnibus Incentive Plan (2025 Incentive Plan) and approved by our stockholders in May 2025. The 2025 Incentive Plan provides for grants of stock options, stock appreciation rights, restricted stock, other stock-based awards, cash-based compensation, and performance awards. Directors, officers, and other employees, as well as consultants and advisors, are eligible for grants under the 2025 Incentive Plan. These awards are at the discretion of the compensation committee of our board of directors, and they vest and expire in accordance with terms established at the time of grant. All awards under the 2025 Incentive Plan, other than stock options or stock appreciation rights, are eligible to participate in dividend or dividend equivalent payments, if any, which we accrue to be paid if and when the awards vest. Shares issued pursuant to awards under the 2025 Incentive Plan are from our authorized, but unissued shares. The maximum number of shares approved for grant under the 2025 Incentive Plan is 1.7 million shares less that number of shares granted under awards after December 31, 2024. As of December 31, 2025, 1.5 million shares remained available for future issuance under the 2025 Incentive Plan.

In 2025, 2024, and 2023, we granted two types of stock-based awards: performance stock units (PSUs) and restricted stock units (RSUs).

PSU and RSU Awards

In 2025, we granted 83,616 PSUs to our officers and other employees, subject to performance and service conditions, at a weighted average grant date fair value of \$103.66. For the officers, the PSUs granted are subject to a three-year performance period. The number of shares actually awarded will range from 0% to 200% of the target amount. Achievement is measured in annual sub-periods, based on Boise Cascade's return on invested capital (ROIC) for 2025, 2026, and 2027. The average achievement for the three years included in the performance period will determine the number of earned PSUs, as approved by our compensation committee in accordance with the related grant agreement. We define ROIC as net operating profit after taxes (NOPAT) divided by average invested capital (based on a rolling thirteen-month average). We define NOPAT as net income plus after-tax financing expense. Invested capital is defined as total assets plus capitalized lease expense, less cash, cash equivalents, and current liabilities, excluding short-term debt. For the other employees, the PSUs granted are subject to a one-year performance period. The number of shares actually awarded will range from 0% to 200% of the target amount, depending upon Boise Cascade's 2025 EBITDA, defined as income before interest (interest expense and interest income), income taxes, and depreciation and amortization, as approved by executive management, determined in accordance with the related grant agreement.

In 2024, we granted 60,207 PSUs, at a weighted average grant date fair value of \$137.79, to our officers and other employees, subject to performance and service conditions. For the officers, the PSUs granted are subject to a three-year performance period. The number of shares actually awarded will range from 0% to 200% of the target amount. Achievement is measured in annual sub-periods, based on Boise Cascade's ROIC for 2024, 2025, and 2026. The average achievement for the three years included in the performance period will determine the number of earned PSUs, as approved by our compensation committee in accordance with the related grant agreement. For the other employees, the PSUs granted were subject to a one-year performance period. During the 2024 performance period, other employees earned 90% of the target based on Boise Cascade's 2024 EBITDA, determined by executive management in accordance with the related grant agreement.

In 2023, we granted 93,282 PSUs, at a weighted average grant date fair value of \$69.33, to our officers and other employees, subject to performance and service conditions. The PSUs granted were subject to a one-year performance period. During the 2023 performance period, officers and other employees both earned 200% of the target based on Boise Cascade's 2023 ROIC and EBITDA, as applicable, determined by our compensation committee and executive management, as applicable, in accordance with the related grant agreements.

The PSUs granted to officers generally vest in a single installment three years from the date of grant, while the PSUs granted to other employees vest in three equal tranches each year after the grant date.

In 2025, 2024, and 2023, we granted an aggregate of 100,159, 72,377, and 116,454 RSUs, at a weighted average grant date fair value of \$103.36, \$137.75, and \$69.58, respectively, to our officers, other employees, and nonemployee directors with only service conditions. The RSUs granted to officers and other employees vest in three equal tranches each year after the grant date. The RSUs granted to nonemployee directors vest in a single installment after a one year period.

We based the fair value of the PSU and RSU awards on the closing market price of our common stock on the grant date. During the years ended December 31, 2025, 2024, and 2023, the total fair value of PSUs and RSUs vested was \$15.8 million, \$34.0 million, and \$16.8 million, respectively.

The following summarizes the activity of our PSUs and RSUs awarded under our incentive plan for the year ended December 31, 2025:

| | PSUs | | RSUs | |
|--------------------------------------|------------------|--|------------------|--|
| | Number of shares | Weighted Average Grant-Date Fair Value | Number of shares | Weighted Average Grant-Date Fair Value |
| Outstanding, December 31, 2024 | 257,024 | \$ 86.31 | 131,797 | \$ 104.45 |
| Granted | 83,616 | 103.66 | 100,159 | 103.36 |
| Performance condition adjustment (a) | (1,157) | 137.79 | — | — |
| Vested | (81,165) | 81.15 | (70,933) | 99.65 |
| Forfeited | (15,998) | 91.50 | (8,730) | 105.37 |
| Outstanding, December 31, 2025 | 242,320 | \$ 93.44 | 152,293 | \$ 105.92 |

(a) Represents total PSUs forfeited during the year ended December 31, 2025, related to below-target achievement of the 2024 performance condition on awards granted to other employees in 2024 described above.

Compensation Expense

We record compensation expense over the awards' vesting period and account for share-based award forfeitures as they occur, rather than making estimates of future forfeitures. Any shares not vested are forfeited. We recognize compensation expense for stock awards with performance and service conditions over the requisite service period based on the most probable number of shares expected to vest. We recognize compensation expense for stock awards with only service conditions on a straight-line basis over the requisite service period. Most of our stock-based compensation expense was recorded in "General and administrative expenses" in our Consolidated Statements of Operations. Total stock-based compensation recognized from PSUs and RSUs, net of forfeitures, was as follows:

| | Year Ended December 31 | | |
|-------|------------------------|------------------|------------------|
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| PSUs | \$ 3,900 | \$ 8,401 | \$ 9,056 |
| RSUs | 8,219 | 7,085 | 6,354 |
| Total | \$ 12,119 | \$ 15,486 | \$ 15,410 |

For the years ended December 31, 2025, 2024, and 2023, the related tax benefit was \$3.2 million, \$3.9 million, and \$3.9 million, respectively. As of December 31, 2025, total unrecognized compensation expense related to nonvested share-based compensation arrangements was \$12.7 million. This expense is expected to be recognized over a weighted-average period of 1.7 years.

Long-Term Incentive Cash Plan

In 2025, 2024, and 2023, certain non-executive employees participated in a long-term incentive plan that pays awards in cash (LTI Cash Plan). The LTI Cash Plan provides participants with the opportunity to earn a cash award, half of which is subject to service conditions only, with the other half subject to performance and service conditions. For the performance based cash award, the amount of cash actually awarded will range from 0% to 200% of the target amount, depending upon Boise Cascade's EBITDA, as approved by executive management in accordance with the related grant agreement. Under the LTI Cash Plan, the award is paid in three equal installments each year after the grant date, with continued employment as a precondition for receipt of each award installment. We recognize compensation expense for cash awards with only service conditions on a straight-line basis over the requisite service period. Cash awards subject to performance conditions are also recognized on a straight-line basis over the requisite service period, based on the most probable amount of cash to be paid subject to achievement of the performance condition.

In 2025, 2024, and 2023, we recognized \$4.7 million, \$5.2 million, and \$6.0 million, respectively, of LTI Cash Plan expense, which is recorded in "Materials, labor, and other operating expenses (excluding depreciation)," "Selling and distribution expenses," or "General and administrative expenses" in our Consolidated Statements of Operations. During the 2024 and 2023 performance periods, cash awards earned 90% and 200%, respectively, of the target based on Boise Cascade's 2024 and 2023 EBITDA, respectively, determined by executive management in accordance with the related grant agreements.

12. Stockholders' Equity

Our certificate of incorporation has authorized 300,000,000 shares of common stock and 50,000,000 shares of preferred stock. No preferred stock was issued or outstanding as of December 31, 2025 and 2024. We had 36,190,433 and 45,138,835 shares of common stock issued and 36,190,433 and 38,182,989 shares of common stock outstanding as of December 31, 2025 and 2024, respectively. Each share of common stock entitles the holder to one vote on matters to be voted on by the stockholders of Boise Cascade.

Dividends

On November 14, 2017, we announced that our board of directors approved a dividend policy to pay quarterly cash dividends to holders of our common stock. Our board of directors declared and paid the following dividends during each of the respective quarters for the years ended December 31, 2025, 2024, and 2023:

| | Dividends Per Share | | Amount Paid | |
|--------------------|----------------------------|-------------|--------------------|----------------|
| | | | (in thousands) | |
| 2025 | | | | |
| First Quarter (a) | \$ | 0.21 | \$ | 10,485 |
| Second Quarter | | 0.21 | | 7,898 |
| Third Quarter | | 0.22 | | 8,199 |
| Fourth Quarter | | 0.22 | | 8,042 |
| Total | \$ | 0.86 | \$ | 34,624 |
| 2024 | | | | |
| First Quarter (a) | \$ | 0.20 | \$ | 11,205 |
| Second Quarter | | 0.20 | | 7,864 |
| Third Quarter (b) | | 5.21 | | 201,416 |
| Fourth Quarter | | 0.21 | | 8,329 |
| Total | \$ | 5.82 | \$ | 228,814 |
| 2023 | | | | |
| First Quarter (a) | \$ | 0.15 | \$ | 8,258 |
| Second Quarter (c) | | 3.15 | | 124,709 |
| Third Quarter | | 0.20 | | 7,918 |
| Fourth Quarter (c) | | 5.20 | | 205,608 |
| Total | \$ | 8.70 | \$ | 346,493 |

(a) Includes payments of dividend equivalents on RSUs and PSUs which vested in first quarter of each year.

(b) During third quarter 2024, our board of directors declared and paid a special dividend of \$5.00 per share on our common stock.

(c) During second quarter 2023, our board of directors declared and paid a special dividend of \$3.00 per share on our common stock. During fourth quarter 2023, our board of directors declared and paid a special dividend of \$5.00 per share on our common stock.

On February 6, 2026, our board of directors declared a dividend of \$0.22 per share on our common stock, payable on March 18, 2026, to stockholders of record on February 23, 2026. For a description of the restrictions in our revolving credit facility and the indenture governing our senior notes on our ability to pay dividends, see Note 8, Debt.

Future dividend declarations, including amount per share, record date and payment date, will be made at the discretion of our board of directors and will depend upon, among other things, legal capital requirements and surplus, our future operations and earnings, general financial condition, material cash requirements, restrictions imposed by our revolving credit facility and the indenture governing our senior notes, applicable laws, and other factors that our board of directors may deem relevant.

Stock Repurchase

On October 30, 2025, our board of directors approved a new share repurchase authorization of \$300.0 million of our outstanding common stock, excluding applicable fees and taxes. In connection with this authorization, our board of directors terminated the October 30, 2024 authorization to repurchase an additional 1.4 million shares of our outstanding common stock. Share repurchases may be made on an opportunistic basis, through open market transactions, privately negotiated transactions, or by other means in accordance with applicable federal securities laws. We are not obligated to purchase any shares and there is no set date that the share repurchase program will expire. Our board of directors, at its discretion, may increase or decrease the amount authorized or terminate the share repurchase program at any time.

During 2025, our board of directors approved a resolution to retire all outstanding treasury shares previously purchased, as well as a policy to retire all future shares immediately upon repurchase. In accordance with the Company's policy, the excess cost over par value of retired treasury shares is allocated to retained earnings. Additionally, repurchased shares are subject to a 1% excise tax, which is also allocated to retained earnings. As a result of this resolution, approximately 7 million shares of common stock related to treasury share repurchases made prior to December 31, 2024, were retired.

During the year ended December 31, 2025, we repurchased and retired 2,101,392 shares at a cost of \$181.4 million, or an average of \$86.31 per share, exclusive of excise tax. As of December 31, 2025, there was \$238.6 million of our common stock that may yet be purchased under the share repurchase program. During the year ended December 31, 2024, we repurchased 1,513,095 shares at a cost of \$194.9 million, or an average of \$128.81 per share, exclusive of excise tax. During the year ended December 31, 2023, we repurchased 75,678 shares at a cost of \$6.4 million, or an average of \$84.91 per share, exclusive of excise tax. The shares were purchased with cash on hand and were subsequently retired in accordance with our board-approved policy.

In January and February 2026, we repurchased and retired 469,284 shares at a cost of approximately \$39 million, or an average of \$82.95 per share, exclusive of excise tax. Subsequent to these share repurchases, there was approximately \$200 million of our outstanding common stock that may yet be purchased under the share repurchase program.

13. Transactions With Related Party

Louisiana Timber Procurement Company, L.L.C. (LTP) is an unconsolidated variable-interest entity that is 50% owned by us and 50% owned by Packaging Corporation of America (PCA). LTP procures sawtimber, pulpwood, residual chips, and other residual wood fiber to meet the wood and fiber requirements of us and PCA in Louisiana. We are not the primary beneficiary of LTP as we do not have power to direct the activities that most significantly affect the economic performance of LTP. Accordingly, we do not consolidate LTP's results in our financial statements.

Sales

Related-party sales to LTP from our Wood Products segment in our Consolidated Statements of Operations were \$8.4 million, \$10.7 million, and \$11.6 million, respectively, during the years ended December 31, 2025, 2024, and 2023. These sales are recorded in "Sales" in our Consolidated Statements of Operations.

Costs and Expenses

Related-party wood fiber purchases from LTP were \$71.4 million, \$80.9 million, and \$80.2 million, respectively, during the years ended December 31, 2025, 2024, and 2023. These costs are recorded in "Materials, labor, and other operating expenses (excluding depreciation)" in our Consolidated Statements of Operations.

14. Financial Instrument Risk

In the normal course of business, we are exposed to financial risks such as changes in commodity prices, interest rates, and foreign currency exchange rates. In 2025, 2024, and 2023, we did not use derivative instruments to manage these risks, except for interest rate swaps as discussed below.

Commodity Price Risk

A portion of the products we purchase and resell or manufacture and some of our key production inputs are commodities whose price is determined by the market's supply and demand for such products. Price fluctuations in our selling prices and key costs have a significant effect on our financial performance. The markets for most of these commodities are

cyclical and are primarily affected by economic uncertainties, industry operating rates, supply-related disruptions, duties, tariffs, transportation constraints or disruptions, net import and export activity, inventory levels in various distribution channels, and seasonal demand patterns.

Interest Rate Risk

We are exposed to interest rate risk arising from fluctuations in variable-rate SOFR when we have loan amounts outstanding on our revolving credit facility. At December 31, 2025, we had \$50.0 million of variable-rate debt outstanding on our revolving credit facility based on Daily Simple SOFR. In addition, we were exposed to interest rate risk arising from fluctuations in variable-rate SOFR on our term loan prior to its repayment in April 2025. To limit the variability of interest payments on our debt, we entered into receive-variable, pay-fixed interest rate swaps to mitigate the variable-rate cash flow exposure with fixed-rate cash flows.

Our interest rate swap expired in June 2025. Under the interest rate swap, we received one-month SOFR plus a spread adjustment of 0.10% variable interest rate payments and made fixed interest rate payments, thereby fixing the interest rate on \$50.0 million of variable rate debt exposure from our term loan. Payments on this interest rate swap, with a notional principal amount of \$50.0 million, were due on a monthly basis at an annual fixed rate of 0.41%. The interest rate swap agreement was not designated as a cash flow hedge, and as a result, all changes in the fair value were recognized in "Change in fair value of interest rate swaps" in our Consolidated Statements of Operations rather than through other comprehensive income. At December 31, 2024, the fair value of the interest rate swap agreement was immaterial. The swap was valued based on observable inputs for similar assets and liabilities and other observable inputs for interest rates and yield curves (Level 2 inputs).

In accordance with our risk management strategy, we actively monitor our interest rate exposure and use derivative instruments from time to time to manage the related risk. We do not speculate using derivative instruments.

Foreign Currency Risk

We have sales in countries outside the U.S. As a result, we are exposed to movements in foreign currency exchange rates, primarily in Canada, but we do not believe our exposure to currency fluctuations is significant.

15. Segment Information

We operate our business using two reportable segments: BMD and Wood Products. These segments represent distinct businesses that are managed separately because of differing products and services. Each of these businesses requires distinct operating and marketing strategies. For a description of the products sold by our segments, see Note 3, Revenues.

Our chief operating decision maker (CODM) is our chief executive officer. We measure and evaluate our reportable segments based on net sales and segment operating income (loss). Accordingly, our CODM reviews the performance of the Company and allocates resources based primarily on net sales and segment operating income (loss) for our business segments, predominantly in the budget and forecasting process. The CODM reviews capital plans for both of our business segments and uses these plans, along with expectations of segment performance, resource availability, and capital structure, to determine how to allocate resources to each business segment.

The segments follow the accounting principles described in Note 2, Summary of Significant Accounting Policies. Specified expenses are allocated to the segments. For many of these allocated expenses, the related assets and liabilities remain in corporate.

For the year ended December 31, 2025, two customers accounted for 12% and 11% of total sales, respectively, when combining sales from BMD and Wood Products to those customers. For the year ended December 31, 2024, two customers accounted for 12% and 10% of total sales, respectively, when combining sales from BMD and Wood Products to those customers. For the year ended December 31, 2023, one customer accounted for 12% of total sales when combining sales from BMD and Wood Products to that customer. Sales to foreign unaffiliated customers were approximately \$118 million, \$99 million, and \$99 million, respectively, for the years ended December 31, 2025, 2024, and 2023.

At December 31, 2025, 2024, and 2023, and for the years then ended, long-lived assets located in foreign countries and net sales originating in foreign countries were not material.

BMD and Wood Products segment sales to external customers, including related parties, by product line are as follows:

| | Year Ended December 31 | | |
|--|--------------------------|--------------------------|--------------------------|
| | 2025 | 2024 | 2023 |
| | (millions) | | |
| Building Materials Distribution | | | |
| Commodity | \$ 2,080.1 | \$ 2,207.7 | \$ 2,335.7 |
| General line | 2,687.4 | 2,615.7 | 2,443.2 |
| Engineered wood products | 1,173.8 | 1,343.1 | 1,399.6 |
| | <u>5,941.3</u> | <u>6,166.5</u> | <u>6,178.5</u> |
| Wood Products (a) | | | |
| LVL (b) | 47.2 | 64.0 | 46.7 |
| I-joists (b) | 28.6 | 41.4 | 29.6 |
| Other engineered wood products (b) | 19.6 | 27.0 | 33.4 |
| Plywood and veneer | 235.4 | 281.0 | 353.2 |
| Lumber | 47.5 | 54.2 | 86.0 |
| Byproducts | 61.1 | 66.1 | 85.9 |
| Other | 23.9 | 24.1 | 25.0 |
| | <u>463.3</u> | <u>557.8</u> | <u>659.7</u> |
| | <u>\$ 6,404.6</u> | <u>\$ 6,724.3</u> | <u>\$ 6,838.2</u> |

(a) Amounts represent sales to external customers. Sales are calculated after intersegment sales eliminations to our BMD segment.

(b) Sales of EWP to external customers are net of the cost of all EWP rebates and sales allowances provided at various stages of the supply chain (including distributors, dealers, and homebuilders). For the years ended December 31, 2025, 2024, and 2023, approximately 75%, 75%, and 78%, respectively, of Wood Products' EWP sales volumes were to our BMD segment.

An analysis of our operations by segment is as follows:

| | Year Ended December 31 | | |
|---|------------------------|---------------------|---------------------|
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Building Materials Distribution | | | |
| Sales | \$ 5,941,297 | \$ 6,166,493 | \$ 6,178,690 |
| Less: | | | |
| Materials, labor, and other operating expenses (excluding depreciation) (a) | 5,045,585 | 5,221,945 | 5,249,211 |
| Selling and distribution expenses | 573,690 | 551,874 | 514,513 |
| Other segment items (b) | 41,115 | 39,755 | 46,805 |
| Depreciation and amortization | 58,689 | 49,534 | 32,353 |
| | <u>5,719,079</u> | <u>5,863,108</u> | <u>5,842,882</u> |
| Segment income from operations | <u>\$ 222,218</u> | <u>\$ 303,385</u> | <u>\$ 335,808</u> |
| Wood Products | | | |
| Sales | \$ 1,613,441 | \$ 1,832,317 | \$ 1,932,602 |
| Less: | | | |
| Materials, labor, and other operating expenses (excluding depreciation) (a) | 1,457,211 | 1,446,555 | 1,432,745 |
| Other segment items (b) | 51,938 | 61,105 | 64,015 |
| Depreciation and amortization | 98,456 | 93,203 | 98,710 |
| | <u>1,607,605</u> | <u>1,600,863</u> | <u>1,595,470</u> |
| Segment income from operations | <u>\$ 5,836</u> | <u>\$ 231,454</u> | <u>\$ 337,132</u> |
| Reconciliation of sales | | | |
| Building Materials Distribution | \$ 5,941,297 | \$ 6,166,493 | \$ 6,178,690 |
| Wood Products | 1,613,441 | 1,832,317 | 1,932,602 |
| Intersegment eliminations (c) | (1,150,143) | (1,274,516) | (1,273,047) |
| Total net sales | <u>\$ 6,404,595</u> | <u>\$ 6,724,294</u> | <u>\$ 6,838,245</u> |
| Reconciliation of income | | | |
| Building Materials Distribution | \$ 222,218 | \$ 303,385 | \$ 335,808 |
| Wood Products | 5,836 | 231,454 | 337,132 |
| Unallocated corporate costs (d) | (44,725) | (44,801) | (48,554) |
| Income from operations | <u>\$ 183,329</u> | <u>\$ 490,038</u> | <u>\$ 624,386</u> |
| Interest expense | (21,846) | (24,067) | (25,496) |
| Interest income | 18,766 | 39,139 | 48,106 |
| Other unallocated items (e) | (296) | (3,351) | (1,947) |
| Income before income taxes | <u>\$ 179,953</u> | <u>\$ 501,759</u> | <u>\$ 645,049</u> |

- (a) Substantially all costs included in "Materials, labor, and other operating expenses (excluding depreciation)" for our BMD segment are for inventory purchased for resale. "Materials, labor, and other operating expenses (excluding depreciation)" for our Wood Products segment are the costs associated with Wood Products' manufacturing processes, including wood fiber, labor, glues and resins, energy, operating supplies, maintenance materials, freight, and other manufacturing costs.

- (b) Other segment items for our BMD segment includes general and administrative expenses and other income (expense). Other segment items for our Wood Products segment includes selling and distribution expenses, general and administrative expenses, and other income (expense).
- (c) Primarily represents intersegment sales from our Wood Products segment to our BMD segment. During 2025, 2024, and 2023, approximately 71%, 70%, and 66%, respectively, of Wood Products' overall sales were to our BMD segment.
- (d) Unallocated corporate costs include corporate support staff services, and related assets and liabilities. Support services include, but are not limited to, information technology, human resources, finance, accounting, insurance and legal functions. For the year ended December 31, 2025, unallocated corporate costs include a \$1.9 million settlement gain for property damages at one of our distribution facilities.
- (e) Other unallocated items include foreign exchange gains and losses, pension expense (excluding service costs) and the change in fair value of interest rate swaps.

| | December 31 | |
|---------------------------------|---------------------|---------------------|
| | 2025 | 2024 |
| | (thousands) | |
| Assets | | |
| Building Materials Distribution | \$ 1,580,239 | \$ 1,524,214 |
| Wood Products | 1,183,351 | 1,145,555 |
| Corporate | 478,353 | 699,614 |
| Total assets | \$ 3,241,943 | \$ 3,369,383 |

| | Year Ended December 31 | | |
|--|-------------------------------|-------------------|-------------------|
| | 2025 | 2024 | 2023 |
| | (thousands) | | |
| Capital expenditures | | | |
| Building Materials Distribution (a)(b) | \$ 104,596 | \$ 107,593 | \$ 155,724 |
| Wood Products (c) | 136,590 | 121,870 | 59,360 |
| Corporate | 245 | 106 | 354 |
| Total capital expenditures | \$ 241,431 | \$ 229,569 | \$ 215,438 |

- (a) Capital spending in 2025 for our BMD segment excludes \$33.4 million of consideration paid, net of cash acquired, for the Holden Humphrey Acquisition. Capital spending in 2023 for our BMD segment excludes \$162.8 million of consideration paid, net of cash acquired, for the BROSCO acquisition. For more information on the Holden Humphrey Acquisition, see Note 6, Acquisitions.
- (b) Capital spending in 2025 for our BMD segment includes approximately \$17 million to purchase previously leased properties in Chicago, Illinois and Minneapolis, Minnesota. Capital spending in 2024 for our BMD segment includes approximately \$25 million to purchase previously leased properties in Westfield, Massachusetts and Chicago, Illinois. Capital spending in 2023 for our BMD segment includes approximately \$74 million to purchase facilities in West Palm Beach, Florida and Modesto, California to expand or relocate existing distribution centers, as well as to purchase a facility in Kansas City, Missouri, to house a new door and millwork location.
- (c) Capital spending in 2025 and 2024 for our Wood Products segment includes spending on significant modernization projects at our Oakdale, Louisiana veneer and plywood mill, spending to add I-joist production capabilities at our Thorsby, Alabama EWP mill, as well as spending to convert a plywood layup line to a parallel laminated veneer line at our Chapman, Alabama veneer and plywood mill.

16. *Commitments, Legal Proceedings and Contingencies, and Guarantees*

Commitments

We have commitments for leases and long-term debt that are discussed further in Note 8, Debt, and Note 9, Leases. In addition, we have purchase obligations for goods and services, capital expenditures, and raw materials entered into in the normal course of business.

We are a party to a number of long-term log supply agreements. At December 31, 2025, our total obligation for log purchases under contracts with third parties was approximately \$101 million based on fixed contract pricing or estimated current contractual index pricing for variable contracts. Under certain log supply agreements, we have the right to cancel or reduce our commitments in the event of a mill curtailment or shutdown. Future purchase prices under most of the variable-price agreements will be set quarterly or semiannually based on regional market prices. Our log requirements and our access to supply, as well as the cost of obtaining logs, are subject to change based on, among other things, the effect of governmental laws and regulations, our manufacturing operations not operating in the normal course of business, log availability, and the status of environmental appeals. Except for deposits required pursuant to log supply contracts, these obligations are not recorded in our consolidated financial statements until contract payment terms take effect.

Legal Proceedings and Contingencies

We are a party to legal proceedings that arise in the ordinary course of our business, including commercial liability claims, premises claims, environmental claims, employment-related claims, and governmental investigations and audits, among others. In accordance with accounting guidance, the Company establishes an accrual for legal proceedings if and when those matters present loss contingencies that are both probable and reasonably estimable. There may be actual losses in excess of amounts accrued. The Company monitors those matters for developments that would affect the likelihood of a loss (taking into account where applicable indemnification arrangements concerning suppliers and insurers) and the accrued amount, if any, thereof, and adjusts the amount as appropriate. If the loss contingency at issue is not both probable and reasonably estimable, the Company does not establish an accrual, but monitors for developments that make the contingency both probable and reasonably estimable. In each case, there is a reasonable possibility that a loss may be incurred, including a loss in excess of the applicable accrual. For matters where no accrual has been recorded, the possible loss or range of loss (including any loss in excess of the accrual) cannot, in the Company's view, be reasonably estimated because, among other things: the remedies or penalties sought are indeterminate or unspecified; the legal and/or factual theories are not well developed; and/or the matters involve complex or novel legal theories or a large number of parties. The Company has recorded an accrual with respect to a matter described below, in addition to other immaterial accruals for matters not described below.

On May 22, 2024, our distribution facility in Pompano, Florida, was put on notice of an investigation by the Department of Homeland Security's Immigration and Customs Enforcement. The requested information, primarily documentation, related to the importation of certain third-party produced plywood products in accordance with the Lacey Act. Since then, the Company has been cooperating with the federal authorities, including the Department of Justice ("DOJ"), in their investigation. The DOJ has indicated that it is seeking criminal charges under the Lacey Act. We expect to continue to communicate with the DOJ regarding its intentions and possible courses of action in this matter.

Based on the information available to the Company, including communications with the DOJ, the Company's best estimate of the probable loss that may result from this action is approximately \$6 million, which the Company recorded in other current liabilities and other income and expense in the fourth quarter of 2025. The Company believes that there is at least a reasonable possibility that a loss greater than or less than the amount accrued may be incurred, but the Company is unable to reasonably estimate the amount at this time.

The Company does not believe that any pending claim, proceeding or litigation, either alone or in the aggregate, will have a material adverse effect on the Company's financial position, results of operations or cash flows; it is possible that an unfavorable outcome of some or all of the matters, however unlikely, could result in a charge that might be material to the results of an individual fiscal quarter or year.

Guarantees

We provide guarantees, indemnifications, and assurances to others.

Boise Cascade Company and its subsidiaries (Boise Cascade Building Materials Distribution, L.L.C., and Boise Cascade Wood Products, L.L.C.) act as co-borrowers under our Credit Agreement, described in Note 8, Debt. Their obligations are guaranteed by each of our remaining domestic subsidiaries.

Boise Cascade has issued \$400.0 million of 4.875% senior notes due in 2030. At December 31, 2025, \$400.0 million of the 2030 Notes were outstanding. The 2030 Notes are guaranteed by each of Boise Cascade Company's existing and future direct or indirect domestic subsidiaries that is a guarantor or co-borrower under the Credit Agreement. See Note 8, Debt, for more information.

Boise Cascade issued guarantees to a limited number of trade creditors of one or more of its principal operating subsidiaries, Boise Cascade Building Materials Distribution, L.L.C., and Boise Cascade Wood Products, L.L.C., for trade credit obligations arising in the ordinary course of the business of such operating subsidiaries. These included guarantees of obligations with respect to several facility leases entered into by Boise Cascade Building Materials Distribution, L.L.C. and present and future log agreements of Boise Cascade Wood Products, L.L.C. Boise Cascade's exposure under these agreements is limited to minimum lease payment requirements and future log purchases.

We enter into a wide range of indemnification arrangements in the ordinary course of business. At December 31, 2025, we are not aware of any material liabilities arising from these indemnifications.

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Boise Cascade Company:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of Boise Cascade Company and subsidiaries (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2025, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 24, 2026 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

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

Customer rebates payable for engineered wood products

As discussed in Note 3 to the consolidated financial statements, the Company records an accrual for estimated rebates payable to third parties. The Company provides engineered wood products (EWP) rebates at various stages of the supply chain (including dealers and homebuilders) as a means to increase sales. EWP rebates are based on the volume of purchases (measured in dollars or units), among other factors such as customer loyalty, conversion, and commitment incentives, as well as temporary protection from price increases. As of December 31, 2025, the Company has recorded \$83.5 million of rebates payable to third parties of which \$52.2 million represents payables related to EWP rebates.

We identified the rebates payable for EWP as a critical audit matter. Evaluating the Company's estimate of the year end rebates payable for EWP, which is based on a sell-through model as EWP products transition through the supply chain, required a high degree of subjective auditor judgment. Specifically, the estimate required significant auditor judgment because it is challenging, due to the time lag of information, to estimate sales subject to rebate as the products transition through the supply chain from the Company's wholesale distribution customers to dealers and homebuilders.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls over the customer rebates payable process. This included controls related to the Company's process to evaluate the information used to estimate sales subject to rebate related to the products as they transition through the supply chain. We evaluated the Company's ability to accurately estimate its year end EWP rebate payable in the aggregate by comparing the prior year estimate to the actual rebate payments made. In addition, subsequent to year end, we tested a sample of EWP rebates at the individual entity level by developing an independent estimate of the payable utilizing key contract terms, current year reported sales and usage metrics, current year payment detail, and historic sales and usage metrics to compare to the Company's estimate of the EWP payable required.

/s/ KPMG LLP

We have served as the Company's auditor since 2005.

Boise, Idaho
February 24, 2026

Report of Independent Registered Public Accounting Firm

To the Stockholders and Board of Directors
Boise Cascade Company:

Opinion on Internal Control Over Financial Reporting

We have audited Boise Cascade Company and subsidiaries' (the Company) internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2025, and the related notes (collectively, the consolidated financial statements), and our report dated February 24, 2026 expressed an unqualified opinion on those consolidated financial statements.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ KPMG LLP

Boise, Idaho
February 24, 2026

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as defined in Rule 13a-15(e) under the Exchange Act. We have designed these controls and procedures to reasonably assure that information required to be disclosed in our reports filed or submitted under the Exchange Act, is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. We have also designed our disclosure controls to provide reasonable assurance that such information is accumulated and communicated to our senior management, including our chief executive officer (CEO) and our chief financial officer (CFO), as appropriate, to allow them to make timely decisions regarding our required disclosures. Based on their evaluation, our CEO and CFO have concluded that as of December 31, 2025, our disclosure controls and procedures were effective.

Limitations on the Effectiveness of Controls and Procedures

In designing and evaluating our disclosure and/or internal controls and procedures, we recognized that no matter how well conceived and well operated, a control system can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of its inherent limitations, a control system, no matter how well designed, may not prevent or detect misstatements due to error or fraud. Additionally, in designing a control system, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. We have also designed our disclosure and internal controls and procedures based in part upon assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Management's Report on Internal Control Over Financial Reporting

The management of Boise Cascade Company (Boise Cascade) is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) or 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the U.S. Internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and dispositions of assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles;
- provide reasonable assurance that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our consolidated financial statements.

Internal control over financial reporting includes the controls themselves, monitoring and internal auditing practices, and actions taken to correct deficiencies as identified. As of December 31, 2025, management conducted an assessment of the effectiveness of Boise Cascade's internal control over financial reporting based on criteria for effective internal control over financial reporting described in "Internal Control—Integrated Framework" (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has concluded as of December 31, 2025, our internal control over financial reporting was effective.

The effectiveness of our internal control over financial reporting as of December 31, 2025, has been audited by KPMG LLP, an independent registered public accounting firm, as stated in its report, which is included herein.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during our latest fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

During the three months ended December 31, 2025, none of Boise Cascade's directors or officers adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K of the Securities Act of 1933).

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

For information with respect to the executive officers of the Registrant, see "Information About Our Executive Officers and Key Management" in "Item 1. Business" of this Form 10-K.

We have adopted a Code of Ethics that applies to all of our employees, including our chief executive officer, chief operating officer, chief financial officer, and principal accounting officer. Our Code of Ethics is available on our website at www.bc.com/investors, on the *Corporate Governance* tab by clicking on *Code of Ethics* under the *Governance Documents* section. Our website is not part of, and is not incorporated by reference to, this Form 10-K. If we amend or grant a waiver of one or more of the provisions of our Code of Ethics, we intend to satisfy the requirements under Item 5.05 of Item 8-K regarding the disclosure of amendments to or waivers from provisions of our Code of Ethics that apply to our principal executive officer and financial and accounting officers by posting the required information on our website at the above address.

The Company has an Insider Trading Policy governing the purchase, sale and other dispositions of Company securities by directors, officers, employees, and the Company itself that is reasonably designed to promote compliance with insider trading laws, rules and regulations, and listing standards. The foregoing summary of the Insider Trading Policy does not purport to be complete and is qualified in its entirety by reference to the full text of the Insider Trading Policy filed as Exhibit 19.1 to this Annual Report on Form 10-K.

Information with respect to our directors and certain other corporate governance matters is incorporated by reference from the information contained under the sections "Proposal No. 1 - Election of Ten Directors," and "Corporate Governance" in our Proxy Statement for the Annual Meeting of Stockholders to be held on April 30, 2026, to be filed with the Commission no later than 120 days after December 31, 2025, in accordance with General Instruction G(3) to the Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference from information contained under the sections "Board Compensation" and "Executive Compensation" in our Proxy Statement for the Annual Meeting of Stockholders to be held on April 30, 2026, to be filed with the Commission no later than 120 days after December 31, 2025, in accordance with General Instruction G(3) to the Form 10-K.

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

The information required by this Item is incorporated herein by reference from information contained under the sections "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information" in our Proxy Statement for the Annual Meeting of Stockholders to be held on April 30, 2026, to be filed with the Commission no later than 120 days after December 31, 2025, in accordance with General Instruction G(3) to the Form 10-K.

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

The information required by this Item is incorporated herein by reference from information contained under the sections "Director Independence" and "Related-Person Transactions" in our Proxy Statement for the Annual Meeting of Stockholders to be held on April 30, 2026, to be filed with the Commission no later than 120 days after December 31, 2025, in accordance with General Instruction G(3) to the Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Our independent registered public accounting firm is KPMG LLP, Boise, ID, Auditor Firm ID: 185.

The information required by this Item is incorporated herein by reference from information contained under the sections "Audit Committee Report," "Fees Paid to KPMG" and "Policies and Procedures for Preapproval of Audit and Non-Audit Services" in our Proxy Statement for the Annual Meeting of Stockholders to be held on April 30, 2026, to be filed with the Commission no later than 120 days after December 31, 2025, in accordance with General Instruction G(3) to the Form 10-K.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this Form 10-K:

(1) Consolidated Financial Statements

The Consolidated Financial Statements, the Notes to Consolidated Financial Statements, and the Reports of Independent Registered Public Accounting Firm for Boise Cascade Company are presented in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K.

- Consolidated Statements of Operations for the years ended December 31, 2025, 2024, and 2023.
- Consolidated Statements of Comprehensive Income for the years ended December 31, 2025, 2024, and 2023.
- Consolidated Balance Sheets as of December 31, 2025 and 2024.
- Consolidated Statements of Cash Flows for the years ended December 31, 2025, 2024, and 2023.
- Consolidated Statements of Stockholders' Equity for the years ended December 31, 2025, 2024, and 2023.
- Notes to Consolidated Financial Statements.
- Reports of Independent Registered Public Accounting Firm.

(2) Financial Statement Schedules

All financial statement schedules have been omitted because they are inapplicable, not required, or shown in the consolidated financial statements and notes in "Item 8. Financial Statements and Supplementary Data" of this Form 10-K.

(3) Exhibits

A list of the exhibits required to be filed as part of this report is set forth in the Index to Exhibits and is incorporated by reference.

(b) See Index to Exhibits

BOISE CASCADE COMPANY

INDEX TO EXHIBITS

| <u>Exhibit Number</u> | <u>Exhibit Description</u> | <u>Incorporated by Reference</u> | | | | <u>Filed or Furnished Herewith</u> |
|-----------------------|---|----------------------------------|--------------------|-----------------------|--------------------|------------------------------------|
| | | <u>Form</u> | <u>File Number</u> | <u>Exhibit Number</u> | <u>Filing Date</u> | |
| 3.1 | Restated Certificate of Incorporation of Boise Cascade Company effective May 29, 2020 | 10-K | 001-35805 | 3.1 | 2/22/2021 | |
| 3.2 | Amended and Restated Bylaws of Boise Cascade Company effective October 26, 2023 | 8-K | 001-35805 | 3.2 | 10/27/2023 | |
| 3.3 | Form of stock certificate of Boise Cascade Company | S-1/A Amend. No. 3 | 333-184964 | 4.3 | 1/23/2013 | |
| 4.1 | Indenture dated July 27, 2020, by and among Boise Cascade Company, the guarantors party thereto and U.S. Bank National Association, as trustee, governing the 4.875% Senior Notes due 2030 | 10-Q | 001-35805 | 4.1 | 10/30/2020 | |
| 4.2 | Form of 4.875% Senior Note due 2030 (included as Exhibit 1 to Appendix to Exhibit 4.1) | 10-Q | 001-35805 | 4.1 | 10/30/2020 | |
| 4.3 | Form of 4.875% Senior Note Guarantee (included as Exhibit A to Exhibit 4.1) | 10-Q | 001-35805 | 4.1 | 10/30/2020 | |
| 4.4 | Description of Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 | | | | | X |
| 10.1 | Credit Agreement, dated as of April 14, 2025, among Boise Cascade Company, JPMorgan Chase Bank, N.A., as administrative agent and a lender, and the other lenders from time to time party thereto | 8-K | 001-35805 | 10.1 | 4/16/2025 | |
| 10.2+ | Boise Cascade Company Supplemental Pension Plan, as amended through July 31, 2013 | S-4 | 333-191191 | 10.17 | 9/16/2013 | |
| 10.3+ | Boise Cascade Company Incentive and Performance Plan, as amended through July 31, 2013 | S-4 | 333-191191 | 10.21 | 9/16/2013 | |
| 10.4+ | Boise Cascade Company 2004 Deferred Compensation Plan, as amended and restated as of January 1, 2018 | 10-K | 001-35805 | 10.18 | 2/26/2018 | |
| 10.5+ | Boise Cascade Company 2019 Deferred Compensation Plan | 10-Q | 001-35805 | 10.1 | 8/6/2018 | |
| 10.6+ | Boise Cascade Company Directors Deferred Compensation Plan, as amended through October 30, 2013 | 10-Q | 001-35805 | 10.1 | 11/14/2013 | |

| | | | | | | |
|------------------------|--|------|-----------|-------|------------|----------|
| 10.7+ | Form of Indemnification Agreement for directors and executive officers | 10-K | 001-35805 | 10.23 | 2/22/2022 | |
| 10.8+ | Boise Cascade Company 2013 Incentive Compensation Plan | 8-K | 001-35805 | 10.5 | 2/13/2013 | |
| 10.9+ | 2016 Boise Cascade Omnibus Incentive Plan | 10-Q | 001-35805 | 10.1 | 7/28/2016 | |
| 10.10+ | 2025 Boise Cascade Omnibus Incentive Plan | 8-K | 001-35805 | 10.1 | 5/5/2025 | |
| 10.11+ | Form of Severance Agreement between Boise Cascade Company and executive officers | 10-Q | 001-35805 | 10.2 | 10/31/2022 | |
| 10.12+ | Form of 2023 Restricted Stock Unit Agreement under the Boise Cascade Company 2016 Incentive Compensation Plan | 10-Q | 001-35805 | 10.1 | 5/4/2023 | |
| 10.13+ | Form of 2023 Performance Stock Unit Agreement under the Boise Cascade Company 2016 Incentive Compensation Plan | 10-Q | 001-35805 | 10.2 | 5/4/2023 | |
| 10.14+ | Form of 2023 Director Restricted Stock Unit Agreement under the Boise Cascade Company 2016 Incentive Compensation Plan | 10-Q | 001-35805 | 10.3 | 5/4/2023 | |
| 10.15+ | Form of 2024 Restricted Stock Unit Agreement under the 2016 Boise Cascade Omnibus Incentive Plan | 10-Q | 001-35805 | 10.1 | 5/6/2024 | |
| 10.16+ | Form of 2024 Performance Stock Unit Agreement under the 2016 Boise Cascade Omnibus Incentive Plan | 10-Q | 001-35805 | 10.2 | 5/6/2024 | |
| 10.17+ | Form of 2024 Director Restricted Stock Unit Agreement under the 2016 Boise Cascade Omnibus Incentive Plan | 10-Q | 001-35805 | 10.3 | 5/6/2024 | |
| 10.18+ | Form of 2025 Restricted Stock Unit Agreement under the 2016 Boise Cascade Omnibus Incentive Plan | 10-Q | 001-35805 | 10.1 | 5/5/2025 | |
| 10.19+ | Form of 2025 Performance Stock Unit Agreement under the 2016 Boise Cascade Omnibus Incentive Plan | 10-Q | 001-35805 | 10.2 | 5/5/2025 | |
| 10.20+ | Form of 2025 Director Restricted Stock Unit Agreement under the 2016 Boise Cascade Omnibus Incentive Plan | 10-Q | 001-35805 | 10.3 | 5/5/2025 | |
| 19.1 | Insider Trading Policy | 10-K | 001-35805 | 19.1 | 2/20/2025 | |
| 21.1 | List of Subsidiaries of Boise Cascade Company | | | | | X |

| | | | | | | |
|-----------------------|---|------|-----------|------|-----------|----------|
| 23.1 | Consent of KPMG LLP, Independent Registered Public Accounting Firm | | | | | X |
| 31.1 | CEO Certification pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | | | | X |
| 31.2 | CFO Certification pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | | | | | X |
| 32.1 | CEO Certification pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | | | | | X |
| 32.2 | CFO Certification pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | | | | | X |
| 97.1+ | Executive Compensation Clawback Policy | 10-K | 001-35805 | 97.1 | 2/20/2024 | |
| 101.INS | Inline XBRL Instance Document | | | | | X |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document | | | | | X |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document | | | | | X |
| 101.DEF | Inline XBRL Taxonomy Definition Linkbase Document | | | | | X |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document | | | | | X |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document | | | | | X |
| 104 | Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) | | | | | X |

+ Indicates exhibits that constitute management contracts or compensatory plans or arrangements.

SIGNATURES

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

BOISE CASCADE COMPANY

/s/ Nathan R. Jorgensen

Nathan R. Jorgensen
Chief Executive Officer

Date: February 24, 2026

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on February 24, 2026, by the following persons on behalf of the registrant and in the capacities indicated.

| Signature | Capacity |
|---|--|
| Principal Executive Officer: | |
| <u>/s/ Nathan R. Jorgensen</u> Nathan R. Jorgensen | Chief Executive Officer, Director |
| Principal Financial & Accounting Officer: | |
| <u>/s/ Kelly E. Hibbs</u> Kelly E. Hibbs | Senior Vice President, Chief Financial Officer and Treasurer |
| Directors: | |
| <u>/s/ Thomas E. Carlile</u> Thomas E. Carlile, Chairman | <u>/s/ Amy E. Humphreys</u> Amy E. Humphreys |
| <u>/s/ Steven C. Cooper</u> Steven C. Cooper | <u>/s/ Kristopher J. Matula</u> Kristopher J. Matula |
| <u>/s/ Craig O. Dawson</u> Craig O. Dawson | <u>/s/ Duane C. McDougall</u> Duane C. McDougall |
| <u>/s/ Karen E. Gowland</u> Karen E. Gowland | <u>/s/ Christopher J. McGowan</u> Christopher J. McGowan |
| <u>/s/ David H. Hannah</u> David H. Hannah | <u>/s/ Sue Y. Taylor</u> Sue Y. Taylor |

DESCRIPTION OF CAPITAL STOCK

The following is a summary of our capital stock and provisions of our amended and restated certificate of incorporation (“Articles”) and our amended and restated bylaws (“Bylaws”), as of February 24, 2026, and certain provisions of Delaware law. This summary does not purport to be complete and is qualified in its entirety by the provisions of our Articles and Bylaws, copies of which have been filed with the SEC as exhibits to the Annual Report on Form 10-K of which this Exhibit 4.4 is a part. References in this section to the “Company,” “we,” “us” and “our” refer to Boise Cascade Company.

Authorized Capitalization

The Company’s authorized capital stock consists of 300,000,000 shares of common stock, par value \$0.01 per share and 50,000,000 shares of undesignated preferred stock, par value \$0.01 per share.

Common Stock

Voting Rights

Each share of common stock entitles the holder to one vote with respect to each matter presented to our stockholders on which the holders of common stock are entitled to vote. Holders of our common stock do not have cumulative voting rights. The Company’s common stock is listed and traded on the New York Stock Exchange under the trading symbol “BCC”.

Dividend Rights

The holders of our outstanding shares of common stock are entitled to receive dividends, if any, as may be declared from time to time by our board of directors out of legally available funds.

Liquidation Rights

In the event of any voluntary or involuntary liquidation, dissolution or winding up of our affairs, holders of our common stock are entitled to share ratably in our assets that are legally available for distribution to stockholders after payment of our debts and other liabilities. If we have any preferred stock outstanding at such time, holders of the preferred stock may be entitled to distribution and/or liquidation preferences. In either such case, we must pay the applicable distribution to the holders of our preferred stock before we may pay distributions to the holders of our common stock.

Other Rights

Our stockholders have no preemptive, conversion or other rights to subscribe for additional shares. The rights, preferences and privileges of the holders of our common stock are subject to and may be adversely affected by, the rights of the holders of shares of any series of our preferred stock that we may designate and issue in the future.

Transfer Agent and Registrar

Broadridge Corporate Issuer Solutions, Inc. is the transfer agent and registrar for the Company’s common stock.

Preferred Stock

Our Articles authorize our Board of Directors to provide for the issuance of shares of preferred stock in one or more series and to fix the preferences, powers and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, including the dividend rate, conversion rights, voting rights, redemption rights and liquidation preference and to fix the number of shares to be included in any such series

without any further vote or action by our stockholders. Any preferred stock so issued may rank senior to our common stock with respect to the payment of dividends or amounts upon liquidation, dissolution or winding up, or both. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control of our company without further action by the stockholders and may adversely affect the voting and other rights of the holders of common stock. The issuance of preferred stock with voting and conversion rights may adversely affect the voting power of the holders of common stock, including the loss of voting control to others.

Anti-takeover Effects of Delaware Law and Our Articles and Bylaws

Our Articles and Bylaws also contain provisions that may delay, defer or discourage another party from acquiring control of us. We expect that these provisions will discourage coercive takeover practices or inadequate takeover bids. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our board of directors, which we believe may result in an improvement of the terms of any such acquisition in favor of our stockholders. However, they also give our board of directors the power to discourage acquisitions that some stockholders may favor.

Undesignated Preferred Stock

The ability to authorize undesignated preferred stock will make it possible for our board of directors to issue preferred stock with super voting, special approval, dividend or other rights or preferences on a discriminatory basis that could impede the success of any attempt to acquire us. These and other provisions may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control or management of our company.

Changes to Our Board of Directors

Our Articles currently state that directors may only be removed for cause, which is a provision that applied when our board of directors was classified. At the annual meeting of stockholders held on May 7, 2020, the stockholders approved an amendment to declassify our board of directors over a three year period ending with the election of directors at our annual meeting of stockholders held on May 4, 2023. At our annual stockholders meeting in 2027, our board of directors intends to present for a stockholder vote an amendment to our Articles that removes the provision stating that directors may only be removed for cause. In the interim, the Company will not enforce the provision in its Articles stating that directors may only be removed for cause.

Special Meetings of Stockholders

Our Articles provide that special meetings of the stockholders may be called only upon a resolution approved by a majority of our board of directors then in office.

Requirements for Nominations and Proposals at Stockholder Meetings

Our Bylaws prohibit the conduct of any business at a special meeting other than as specified in the notice for such meeting. Our Bylaws also provide that nominations of persons for election to our board of directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the notice of meeting (1) by or at the direction of our board of directors or (2) provided that our board of directors has determined that directors shall be elected at such meeting, by any stockholder who (i) is a stockholder of record both at the time the notice is delivered and on the record date for the determination of stockholders entitled to vote at the special meeting, (ii) is entitled to vote at the meeting and upon such election and (iii) complies with the notice procedures set forth in our amended and restated bylaws. These provisions may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control or management of our company.

Business Combinations with Interested Stockholders

We have elected in our Articles not to be subject to Section 203 of the DGCL, an anti-takeover law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a business combination, such as a merger, with a person or group owning 15% or more of the corporation's voting stock for a period of three years following the date the person became an interested stockholder, unless (with certain exceptions) the business combination or the transaction in which the person became an interested stockholder is approved in a prescribed manner. Accordingly, we will not be subject to any anti-takeover effects of Section 203. However, our Articles contain provisions that have the same effect as Section 203, except that they provide for certain exceptions set forth in our Articles.

Requirements for Amendments to our Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws

Our Articles provide that our Bylaws may be adopted, amended, altered or repealed by (i) the vote of a majority of directors then in office or (ii) the vote of 66 2/3% of holders of all of our outstanding capital stock entitled to vote generally in the election of directors.

Our Articles provide that they may only be amended, altered, changed or repealed by the affirmative vote of the holders of at least 66 2/3% of the voting power of all of our outstanding shares of capital stock entitled to vote generally in the election of directors.

Our Articles also provide that Article Nine of the Articles, which deals with corporate opportunity, may only be amended, altered or repealed by a vote of 80% of the voting power of all of our shares of our outstanding capital stock entitled to vote generally in the election of directors then outstanding.

Subsidiaries of the registrant are as follows:

| | State or Other Jurisdiction of Incorporation or Organization |
|---|---|
| | <hr/> |
| Stack Rock Capital, L.L.C. | Delaware |
| Boise Cascade Wood Products, L.L.C. | Delaware |
| Louisiana Timber Procurement Company, L.L.C. | Delaware |
| Boise Cascade Wood Products Holdings Corp. | Delaware |
| Boise AllJoist LTD. | Canada |
| Boise Cascade Building Materials Distribution, L.L.C. | Delaware |
| BMD Delanco Real Estate, L.L.C. | Delaware |
| Brockway-Smith Company | Massachusetts |
| Humphrey Company, LLC | Delaware |

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statements (Nos. 333-212976 and 333-286999) on Form S-8 of our reports dated February 24, 2026, with respect to the consolidated financial statements of Boise Cascade Company and the effectiveness of internal control over financial reporting.

/s/ KPMG LLP

Boise, Idaho
February 24, 2026

**CEO CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Nathan R. Jorgensen, certify that:

1. I have reviewed this annual report on Form 10-K of Boise Cascade Company;
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: February 24, 2026

/s/ Nathan R. Jorgensen

Nathan R. Jorgensen
Chief Executive Officer

**CFO CERTIFICATION PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Kelly E. Hibbs, certify that:

1. I have reviewed this annual report on Form 10-K of Boise Cascade Company;
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: February 24, 2026

/s/ Kelly E. Hibbs

Kelly E. Hibbs
Senior Vice President, Chief Financial Officer & Treasurer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Nathan R. Jorgensen, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the accompanying Annual Report on Form 10-K for the year ended December 31, 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 Boise Cascade Company at the dates and for the periods indicated in the Report.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Boise Cascade Company and will be retained by Boise Cascade Company and furnished to the Securities and Exchange Commission or its staff upon request.

The undersigned expressly disclaims any obligation to update the foregoing certification except as required by law.

Date: February 24, 2026

/s/ Nathan R. Jorgensen

Nathan R. Jorgensen
Chief Executive Officer

The foregoing certification is being furnished solely pursuant to the requirements of 18 U.S.C. § 1350 and is not being filed as a part of the Report or as a separate disclosure document.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kelly E. Hibbs, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the accompanying Annual Report on Form 10-K for the year ended December 31, 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 Boise Cascade Company at the dates and for the periods indicated in the Report.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Boise Cascade Company and will be retained by Boise Cascade Company and furnished to the Securities and Exchange Commission or its staff upon request.

The undersigned expressly disclaims any obligation to update the foregoing certification except as required by law.

Date: February 24, 2026

/s/ Kelly E. Hibbs

Kelly E. Hibbs
Senior Vice President, Chief Financial Officer & Treasurer

The foregoing certification is being furnished solely pursuant to the requirements of 18 U.S.C. § 1350 and is not being filed as a part of the Report or as a separate disclosure document.