

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

FORM 10-Q

QUARTERLY REPORT

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

For the Quarterly Period Ended

September 30, 2022

Commission File Number 1-12984



EAGLE MATERIALS INC.

(Exact name of registrant as specified in its charter)

Delaware (State of Incorporation)

75-2520779 (I.R.S. Employer Identification No.)

5960 Berkshire Lane, Suite 900, Dallas, Texas 75225 (Address of principal executive offices)

(214) 432-2000 (Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock (par value \$.01 per share)	EXP	New York Stock Exchange

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

Yes No

As of October 24, 2022, the number of outstanding shares of common stock was:

Class	Outstanding Shares
Common Stock, \$.01 Par Value	36,844,662

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EAGLE MATERIALS INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF EARNINGS (unaudited)

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2022	2021	2022	2021
	(dollars in thousands, except share and per share data)			
Revenue	\$ 605,068	\$ 509,694	\$ 1,166,455	\$ 985,464
Cost of Goods Sold	410,829	354,353	821,350	703,612
Gross Profit	194,239	155,341	345,105	281,852
Equity in Earnings of Unconsolidated Joint Venture	7,156	8,260	12,254	16,230
Corporate General and Administrative Expense	(13,627)	(10,667)	(25,447)	(20,135)
Loss on Early Retirement of Senior Notes	—	(8,407)	—	(8,407)
Other Non-Operating Income (Loss)	(664)	(944)	(1,299)	2,734
Interest Expense, net	(8,580)	(12,268)	(15,910)	(19,240)
Earnings before Income Taxes	178,524	131,315	314,703	253,034
Income Taxes	(39,529)	(29,190)	(70,703)	(55,582)
Net Earnings	138,995	102,125	244,000	197,452
EARNINGS PER SHARE				
Basic	\$ 3.74	\$ 2.48	\$ 6.50	\$ 4.74
Diluted	3.72	2.46	6.46	4.70
AVERAGE SHARES OUTSTANDING				
Basic	37,140,197	41,222,161	37,559,087	41,623,187
Diluted	37,366,879	41,594,733	37,792,613	42,013,847
CASH DIVIDENDS PER SHARE	\$ 0.25	\$ 0.25	\$ 0.50	\$ 0.25

See notes to unaudited consolidated financial statements.

EAGLE MATERIALS INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS (unaudited)

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2022	2021	2022	2021
	(dollars in thousands)			
Net Earnings	\$ 138,995	\$ 102,125	\$ 244,000	\$ 197,452
Net Actuarial Change in Defined Benefit Plans				
Amortization of Net Actuarial Loss	30	36	60	72
Tax Expense	(6)	(9)	(13)	(18)
Comprehensive Earnings	\$ 139,019	\$ 102,152	\$ 244,047	\$ 197,506

See notes to unaudited consolidated financial statements.

EAGLE MATERIALS INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS (unaudited)

	September 30, 2022	March 31, 2022
	(dollars in thousands)	
ASSETS		
Current Assets		
Cash and Cash Equivalents	\$ 84,140	\$ 19,416
Accounts and Notes Receivable, net	232,595	176,276
Inventories	225,835	236,661
Income Tax Receivable	4,371	7,202
Prepaid and Other Assets	5,933	3,172
Total Current Assets	<u>552,874</u>	<u>442,727</u>
Property, Plant, and Equipment, net	1,655,616	1,616,539
Notes Receivable	8,501	8,485
Investment in Joint Venture	85,391	80,637
Operating Lease Right-of-Use Assets	22,126	23,856
Goodwill and Intangible Assets, net	469,491	387,898
Other Assets	15,150	19,510
Total Assets	<u>\$ 2,809,149</u>	<u>\$ 2,579,652</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable	\$ 113,722	\$ 113,679
Accrued Liabilities	91,515	86,754
Operating Lease Liabilities	6,736	7,118
Income Taxes Payable	1,348	—
Current Portion of Long-term Debt	10,000	—
Total Current Liabilities	<u>223,321</u>	<u>207,551</u>
Long-term Debt	1,126,398	938,265
Noncurrent Operating Lease Liabilities	26,736	29,212
Other Long-term Liabilities	37,423	38,699
Deferred Income Taxes	238,567	232,369
Total Liabilities	<u>1,652,445</u>	<u>1,446,096</u>
Stockholders' Equity		
Preferred Stock, Par Value \$0.01; Authorized 5,000,000 Shares; None Issued	—	—
Common Stock, Par Value \$0.01; Authorized 100,000,000 Shares; Issued and Outstanding 37,064,662 and 38,710,929 Shares, respectively	371	387
Capital in Excess of Par Value	—	—
Accumulated Other Comprehensive Losses	(3,128)	(3,175)
Retained Earnings	1,159,461	1,136,344
Total Stockholders' Equity	<u>1,156,704</u>	<u>1,133,556</u>
Total Liabilities and Stockholders' Equity	<u>\$ 2,809,149</u>	<u>\$ 2,579,652</u>

See notes to the unaudited consolidated financial statements.

EAGLE MATERIALS INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

	For the Six Months Ended September 30,	
	2022	2021
	(dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Earnings	\$ 244,000	\$ 197,452
Adjustments to Reconcile Net Earnings to Net Cash Provided by Operating Activities, Net of Effect of Non-Cash Activity		
Depreciation, Depletion, and Amortization	68,874	64,284
Write-off of Debt Issuance Costs	—	6,101
Deferred Income Tax Provision	6,198	8,295
Stock Compensation Expense	9,548	6,376
Equity in Earnings of Unconsolidated Joint Venture	(12,254)	(16,230)
Distributions from Joint Venture	7,500	14,000
Changes in Operating Assets and Liabilities		
Accounts and Notes Receivable	(50,697)	(49,597)
Inventories	18,101	32,004
Accounts Payable and Accrued Liabilities	1,634	16,776
Other Assets	4,589	(2,883)
Income Taxes Payable (Receivable)	2,952	(15,116)
Net Cash Provided by Operating Activities	<u>300,445</u>	<u>261,462</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to Property, Plant, and Equipment	(43,249)	(26,777)
Acquisition Spending	(158,451)	—
Net Cash Used in Investing Activities	<u>(201,700)</u>	<u>(26,777)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase in Credit Facility	200,000	75,000
Proceeds from 2.500% Senior Unsecured Notes	—	743,692
Repayment of 4.500% Senior Unsecured Notes	—	(350,000)
Repayment of Term Loan and Term Loan Credit Agreement	(2,500)	(665,000)
Dividends Paid to Stockholders	(19,149)	(10,547)
Purchase and Retirement of Common Stock	(210,398)	(247,845)
Proceeds from Stock Option Exercises	735	14,460
Loss on Early Retirement of Senior Notes	—	(8,407)
Payment of Debt Issuance Costs	(903)	(7,985)
Shares Redeemed to Settle Employee Taxes on Stock Compensation	(1,806)	(1,359)
Net Cash Used in Financing Activities	<u>(34,021)</u>	<u>(457,991)</u>
NET INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	64,724	(223,306)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	19,416	268,520
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 84,140	\$ 45,214

See notes to the unaudited consolidated financial statements.

EAGLE MATERIALS INC. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (unaudited)

	Common Stock	Capital in Excess of Par Value	Retained Earnings (dollars in thousands)	Accumulated Other Comprehensive Losses	Total
Balance at March 31, 2021	\$ 424	\$ 62,497	\$ 1,299,509	\$ (3,440)	\$ 1,358,990
Net Earnings	—	—	95,327	—	95,327
Stock Compensation Expense	1	2,455	—	—	2,456
Stock Option Exercises and Restricted Share Issuances	—	8,222	—	—	8,222
Shares Redeemed to Settle Employee Taxes	—	(1,214)	—	—	(1,214)
Purchase and Retirement of Common Stock	(4)	(61,925)	—	—	(61,929)
Dividends to Shareholders	—	—	(10,547)	—	(10,547)
Unfunded Pension Liability, net of tax	—	—	—	27	27
Balance at June 30, 2021	\$ 421	\$ 10,035	\$ 1,384,289	\$ (3,413)	\$ 1,391,332
Net Earnings	—	—	102,125	—	102,125
Stock Compensation Expense	—	3,920	—	—	3,920
Stock Option Exercise and Restricted Share Issuances	—	6,238	—	—	6,238
Shares Redeemed to Settle Employee Taxes	—	(145)	—	—	(145)
Purchase and Retirement of Common Stock	(12)	(20,048)	(165,856)	—	(185,916)
Dividends to Shareholders	—	—	(10,272)	—	(10,272)
Unfunded Pension Liability, net of tax	—	—	—	27	27
Balance at September 30, 2021	\$ 409	\$ —	\$ 1,310,286	\$ (3,386)	\$ 1,307,309

	Common Stock	Capital in Excess of Par Value	Retained Earnings (dollars in thousands)	Accumulated Other Comprehensive Losses	Total
Balance at March 31, 2022	\$ 387	\$ —	\$ 1,136,344	\$ (3,175)	\$ 1,133,556
Net Earnings	—	—	105,005	—	105,005
Stock Compensation Expense	—	5,146	—	—	5,146
Stock Option Exercises and Restricted Share Issuances	1	666	—	—	667
Shares Redeemed to Settle Employee Taxes	—	(1,497)	—	—	(1,497)
Purchase and Retirement of Common Stock	(8)	(4,315)	(105,289)	—	(109,612)
Dividends to Shareholders	—	—	(9,507)	—	(9,507)
Unfunded Pension Liability, net of tax	—	—	—	23	23
Balance at June 30, 2022	\$ 380	\$ —	\$ 1,126,553	\$ (3,152)	\$ 1,123,781
Net Earnings	—	—	138,995	—	138,995
Stock Compensation Expense	—	4,402	—	—	4,402
Stock Option Exercise and Restricted Share Issuances	—	68	—	—	68
Shares Redeemed to Settle Employee Taxes	—	(309)	—	—	(309)
Purchase and Retirement of Common Stock	(9)	(4,161)	(96,616)	—	(100,786)
Dividends to Shareholders	—	—	(9,471)	—	(9,471)
Unfunded Pension Liability, net of tax	—	—	—	24	24
Balance at September 30, 2022	\$ 371	\$ —	\$ 1,159,461	\$ (3,128)	\$ 1,156,704

See notes to the unaudited consolidated financial statements.

Eagle Materials Inc. and Subsidiaries

Notes to Consolidated Financial Statements

(A) BASIS OF PRESENTATION

The accompanying Unaudited Consolidated Financial Statements as of and for the three and six months ended September 30, 2022, include the accounts of Eagle Materials Inc. and its majority-owned subsidiaries (collectively, the Company, us, or we) and have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. These Unaudited Consolidated Financial Statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on May 20, 2022.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although we believe that the disclosures are adequate to make the information presented not misleading. In our opinion, all adjustments (consisting solely of normal recurring adjustments) necessary to present fairly the information in the following Unaudited Consolidated Financial Statements of the Company have been included. The results of operations for interim periods are not necessarily indicative of the results for the full year.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

There have been no recent accounting pronouncements that are expected to materially affect the Company.

(B) SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information is as follows:

	For the Six Months Ended September 30,	
	2022	2021
	(dollars in thousands)	
Cash Payments		
Interest	\$ 12,940	\$ 10,634
Income Taxes	61,592	54,581
Operating Cash Flows Used for Operating Leases	4,248	3,987

(C) ACQUISITIONS

ConAgg Acquisition

On April 22, 2022, we purchased the assets of a readymix concrete and aggregates business (the ConAgg Acquisition). The purchase price of the ConAgg Acquisition was approximately \$121.2 million, which was paid in April 2022. During August 2022, we finalized the working capital adjustment, which resulted in a reduction in the purchase price of approximately \$1.0 million. After this reduction, the purchase price for the ConAgg Acquisition was approximately \$120.2 million. The purchase price and expenses incurred in connection with the ConAgg Acquisition were funded through borrowings under our revolving credit facility. Operations related to the ConAgg Acquisition are included in the Concrete and Aggregates business in our segment reporting from April 22, 2022, through September 30, 2022.

The following table summarizes the allocation of the Purchase Price to assets acquired and liabilities assumed:

		Fair Value
Working Capital	\$	10,780
Property, Plant, and Equipment		39,489
Intangible Assets		30,750
Goodwill		39,135
Total Estimated Purchase Price	\$	120,154

The estimated useful lives assigned to Property, Plant, and Equipment range from 5 to 30 years, while the estimated useful lives assigned to Intangible Assets range from 2 to 15 years.

The following table presents the Revenue and Operating Earnings related to the ConAgg Acquisition that has been included in our Consolidated Statement of Earnings from April 22, 2022, through September 30, 2022.

	For the Three Months Ended		For the Six Months Ended	
	September 30, 2022			
	(dollars in thousands)			
Revenue	\$	13,885	\$	24,915
Operating Earnings	\$	1,750	\$	1,643

Operating Earnings shown above for the three and six months ended September 30, 2022 were reduced by approximately \$2.1 million and \$4.1 million related to depreciation and amortization, respectively. Additionally, Operating Earnings for the three and six months ended September 30, 2022, were reduced by approximately \$0.9 million and \$2.1 million related to the recording of acquired inventories at fair value, respectively.

Terminal Acquisition

On September 16, 2022, we acquired a cement distribution terminal located in Nashville, Tennessee (the Terminal Acquisition). The purchase price of the Terminal Acquisition was approximately \$39.5 million. The purchase price allocation has not been finalized. The Terminal Acquisition was funded through borrowings under our revolving credit facility. Operations related to the Terminal Acquisition are included in the Cement business in our segment reporting from September 16, 2022, through September 30, 2022.

The following table summarizes the preliminary allocation of the purchase price of the Terminal Acquisition to the assets acquired and liabilities assumed as of September 30, 2022:

		Estimated Fair Value
Working Capital	\$	1,116
Property, Plant, and Equipment		23,301
Intangible Assets		5,050
Goodwill		9,978
Total Estimated Purchase Price	\$	39,445

The estimated useful lives assigned to Property, Plant, and Equipment range from 5 to 25 years, while the estimated useful lives assigned to Intangible Assets range from 2 to 15 years.

(D) REVENUE

We earn Revenue primarily from the sale of products, which include cement, concrete, aggregates, gypsum wallboard, and recycled paperboard. The vast majority of Revenue from the sale of cement, concrete, aggregates, and gypsum wallboard is originated by purchase orders from our customers, who are mostly third-party contractors and suppliers. Revenue from our Recycled Paperboard segment is generated mainly through long-term supply agreements that mature in 2025. We invoice customers upon shipment, and our collection terms range from 30-75 days. Revenue from the sale of cement, concrete, aggregates, and gypsum wallboard not related to long-term supply agreements is recognized upon shipment of the related products to customers, which is when title and ownership are transferred, and the customer is obligated to pay.

Revenue from sales under our long-term supply agreements is also recognized upon transfer of control to the customer, which generally occurs at the time the product is shipped from the production facility or terminal location. Our long-term supply agreements with customers define, among other commitments, the volume of product that we must provide and the volume that the customer must purchase by the end of the defined periods. Pricing structures under our agreements are generally market-based, but are subject to certain contractual adjustments. Shortfall amounts, if applicable under these arrangements, are constrained and not recognized as Revenue until an agreement is reached with the customer and, therefore, are not subject to the risk of reversal.

The Company offers certain of its customers, including those with long-term supply agreements, rebates and incentives, which we treat as variable consideration. We adjust the amount of Revenue recognized for the variable consideration using the most likely amount method based on past history and projected volumes in the rebate and incentive period. Any amounts billed to customers for taxes are excluded from Revenue.

The Company has elected to treat freight and delivery charges we pay for the delivery of goods to our customers as a fulfillment activity rather than a separate performance obligation. When we arrange for a third party to deliver products to customers, fees for shipping and handling that are billed to the customer are recorded as Revenue, while costs we incur for shipping and handling are recorded as expenses and included in Cost of Goods Sold.

Other Non-Operating Income includes lease and rental income, asset sale income, non-inventoried aggregates sales income, distribution center income, and trucking income, as well as other miscellaneous revenue items and costs that have not been allocated to a business segment.

See Footnote (N) to the Unaudited Consolidated Financial Statements for disaggregation of revenue by segment.

(E) ACCOUNTS AND NOTES RECEIVABLE

Accounts Receivable are shown net of the allowance for doubtful accounts totaling \$6.8 million and \$6.7 million at September 30, 2022, and March 31, 2022, respectively. We perform ongoing credit evaluations of our customers' financial condition and generally require no collateral from our customers. The allowance for non-collection of receivables is based upon analysis of economic trends in the construction industry, detailed analysis of the expected collectability of accounts receivable that are past due, and the expected collectability of overall receivables. We have no significant credit risk concentration among our diversified customer base.

We had Notes Receivable totaling approximately \$8.5 million at September 30, 2022, none of which was classified as current. We lend funds to certain companies in the ordinary course of business, and the notes bear interest at LIBOR plus 3%, which was approximately 5.2% at September 30, 2022. Remaining unpaid amounts, plus accrued interest, mature in fiscal 2025. The notes are collateralized by certain assets of the borrowers, namely property and equipment, and are generally payable monthly. We monitor the credit risk of each borrower by assessing the timeliness of payments, credit history, credit metrics, and our ongoing interactions with each borrower.

(F) INVENTORIES

Inventories are stated at the lower of average cost (including applicable material, labor, depreciation, and plant overhead) or net realizable value. Raw Materials and Materials-in-Progress include clinker, which is an intermediary product before it is ground into cement powder. Quantities of Raw Materials and Materials-in-Progress, Aggregates, and Coal inventories, are based on measured volumes, subject to estimation based on the size and location of the inventory piles, and are converted to tonnage using standard inventory density factors. Inventories consist of the following:

	September 30, 2022	March 31, 2022
	(dollars in thousands)	
Raw Materials and Materials-in-Progress	\$ 72,610	\$ 81,308
Finished Cement	26,671	38,769
Aggregates	6,753	3,558
Gypsum Wallboard	3,357	3,452
Paperboard	5,371	7,462
Repair Parts and Supplies	98,547	91,593
Fuel and Coal	12,526	10,519
	<u>\$ 225,835</u>	<u>\$ 236,661</u>

(G) ACCRUED EXPENSES

Accrued Expenses consist of the following:

	September 30, 2022	March 31, 2022
	(dollars in thousands)	
Payroll and Incentive Compensation	\$ 32,289	\$ 37,262
Benefits	15,832	14,894
Dividends	9,482	9,756
Interest	7,167	5,052
Property Taxes	10,399	6,514
Power and Fuel	4,633	2,877
Freight	2,485	1,172
Legal and Professional	1,608	989
Sales and Use Tax	2,291	1,509
Other	5,329	6,729
	<u>\$ 91,515</u>	<u>\$ 86,754</u>

(H) LEASES

We lease certain real estate, buildings, and equipment. Certain of these leases contain escalations of rent over the term of the lease, as well as options for us to extend the term of the lease at the end of the original term. These extensions range from periods of one to 20 years. Our lease agreements do not contain material residual value guarantees or material restrictive covenants. In calculating the present value of future minimum lease payments, we use the rate implicit in the lease if it can be determined. Otherwise, we use our incremental borrowing rate in effect at the commencement of the lease to determine the present value of the future minimum lease payments. Additionally, we lease certain equipment under short-term leases with initial terms of less than 12 months, which are not recorded on the balance sheet.

Lease expense for our operating and short-term leases is as follows:

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2022	2021	2022	2021
	(dollars in thousands)			
Operating Lease Cost	\$ 1,671	\$ 1,566	\$ 3,398	\$ 3,080
Short-term Lease Cost	126	309	275	811
Total Lease Cost	\$ 1,797	\$ 1,875	\$ 3,673	\$ 3,891

The Right-of-Use Assets and Lease Liabilities are reflected on our Balance Sheet as follows:

	September 30,		March 31,	
	2022		2022	
	(dollars in thousands)			
Operating Leases				
Operating Lease Right-of-Use Assets	\$ 22,126	\$ 23,856		
Current Operating Lease Liabilities	\$ 6,736	\$ 7,118		
Noncurrent Operating Lease Liabilities	26,736	29,212		
Total Operating Lease Liabilities	\$ 33,472	\$ 36,330		

Future payments for operating leases are as follows (dollars in thousands):

Fiscal Year	Amount
2023 (remaining six months)	\$ 4,408
2024	6,363
2025	5,916
2026	4,279
2027	3,540
Thereafter	16,934
Total Lease Payments	\$ 41,440
Less: Imputed Interest	(7,968)
Present Value of Lease Liabilities	\$ 33,472
Weighted-Average Remaining Lease Term (in years)	10.2
Weighted-Average Discount Rate	3.73 %

(I) SHARE-BASED EMPLOYEE COMPENSATION

On August 7, 2013, our stockholders approved the Eagle Materials Inc. Amended and Restated Incentive Plan (the Plan), which increased the shares we are authorized to issue as awards by 3,000,000 (1,500,000 of which may be stock awards). Under the terms of the Plan, we can issue equity awards, including stock options, restricted stock units, restricted stock, and stock appreciation rights, to employees of the Company and members of the Board of Directors. The Compensation Committee of our Board of Directors specifies grant terms for awards under the Plan.

Long-Term Compensation Plans

OPTIONS

In May 2022, the Compensation Committee of the Board of Directors approved the granting to certain officers and key employees an aggregate of 25,192 performance-vesting stock options that will be earned only if certain performance conditions are satisfied (the Fiscal 2023 Employee Performance Stock Option Award). The performance criteria for the Fiscal 2023 Employee Performance Stock Option Award are based upon the achievement of certain levels of return on equity (as defined in the option agreement), ranging from 10.0% to 20.0%, for the fiscal year ending March 31, 2023. All stock options will be earned if the return on equity is 20.0% or greater, and the percentage of shares earned will be reduced proportionately to approximately 66.7% if the return on equity is 10.0%. If the Company does not achieve a return on equity of at least 10.0%, all granted stock options will be forfeited. Following any such reduction, restrictions on the earned stock options will lapse and the earned options will vest ratably over four years, with the initial fourth vesting promptly following the date on which the return on equity is determined, and the remaining options vesting on March 31, 2024 through 2026. The stock options have a term of 10 years from the grant date. The Compensation Committee also approved the granting of 20,994 time-vesting stock options to the same officers and key employees, which vest ratably over four years (the Fiscal 2023 Employee Time-Vesting Stock Option Award).

In August 2022, we granted 3,510 options to members of the Board of Directors (the Fiscal 2023 Board of Directors Stock Option Award). Options granted under the Fiscal 2023 Board of Directors Stock Option Award vest immediately and can be exercised from the grant date until their expiration on the tenth anniversary of the grant date.

The Fiscal 2023 Employee Performance Stock Option Award, the Fiscal 2023 Employee Time-Vesting Stock Option Award, and the Fiscal 2023 Board of Directors Stock Option Award were valued at their grant date using the Black-Scholes option pricing model. The weighted-average assumptions used in the Black-Scholes model to value the option awards in fiscal 2023 are as follows:

Dividend Yield	0.8%
Expected Volatility	38.2%
Risk-Free Interest Rate	2.9%
Expected Life	6.0 years

In addition to the stock options described above, from time to time we issue stock options to certain employees. Any options issued are valued using the Black-Scholes options pricing model on the grant date and are expensed over the vesting period.

Stock option expense for all outstanding stock option awards totaled approximately \$1.1 million and \$1.9 million for the three and six months ended September 30, 2022, respectively, and \$1.0 million and \$1.7 million for the three and six months ended September 30, 2021, respectively. At September 30, 2022, there was approximately \$4.8 million of unrecognized compensation cost related to outstanding stock options, which is expected to be recognized over a weighted-average period of 2.4 years.

The following table represents stock option activity for the six months ended September 30, 2022:

	Number of Shares	Weighted- Average Exercise Price
Outstanding Options at March 31, 2022	456,849	\$ 83.81
Granted	56,621	\$ 125.90
Exercised	(17,841)	\$ 125.36
Cancelled	(3,178)	\$ 109.15
Outstanding Options at September 30, 2022	492,451	\$ 89.09
Options Exercisable at September 30, 2022	301,348	
Weighted-Average Fair Value of Options Granted During the Year	\$ 48.36	

The following table summarizes information about stock options outstanding at September 30, 2022:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number of Shares Outstanding	Weighted- Average Remaining Contractual Life (in years)	Weighted- Average Exercise Price	Number of Shares Outstanding	Weighted- Average Exercise Price
\$59.32 - \$81.56	172,395	6.82	\$ 62.87	85,585	\$ 64.96
\$87.37 - \$93.03	151,569	6.33	\$ 91.57	109,241	\$ 91.57
\$99.37 - \$143.09	168,487	6.98	\$ 113.68	106,522	\$ 106.90
	492,451	6.72	\$ 89.09	301,348	\$ 89.43

At September 30, 2022, the aggregate intrinsic value for both the outstanding and exercisable options was approximately \$10.3 million and \$5.6 million, respectively. The total intrinsic value of options exercised during the six months ended September 30, 2022 was approximately \$1.0 million.

RESTRICTED STOCK

In May 2022, the Compensation Committee approved the granting to certain officers and key employees an aggregate of 50,783 shares of performance-vesting restricted stock that will be earned only if certain performance conditions are satisfied (the Fiscal 2023 Employee Restricted Stock Performance Award). The performance criteria for the Fiscal 2023 Employee Restricted Stock Performance Award are based upon the achievement of certain levels of return on equity (as defined in the award agreement), ranging from 10.0% to 20.0%, for the fiscal year ending March 31, 2023. All restricted shares will be earned if the return on equity is 20.0% or greater, and the percentage of shares earned will be reduced proportionately to approximately 66.7% if the return on equity is 10.0%. If the Company does not achieve a return on equity of at least 10.0%, all awards will be forfeited. Following any such reduction, restrictions on the earned shares will lapse ratably over four years, with the initial fourth lapsing promptly following the date on which the return on equity is determined, and the remaining restrictions lapsing on March 31, 2024 through 2026. The Compensation Committee also approved the granting of 42,545 shares of time-vesting restricted stock to the same officers and key employees, which vest ratably over four years (the Fiscal 2023 Employee Restricted Stock Time-Vesting Award). The Fiscal 2023 Employee Restricted Stock Performance Award and the Fiscal 2023 Employee Restricted Stock Time-Vesting Award were valued at the closing price of the stock on the grant date and are being expensed over a four-year period.

In August 2022, we granted 14,482 shares of restricted stock to members of the Board of Directors (the Fiscal 2023 Board of Directors Restricted Stock Award). Restrictions on these shares will lapse six months after the grant date. The Fiscal 2023 Board of Directors Restricted Stock Award was valued at the closing price of the stock on the grant date and is being expensed over a six-month period.

In addition to the restricted stock described above, from time to time we issue restricted stock to certain employees. These awards are valued at the closing price of the stock on the grant date and are expensed over the vesting period.

The fair value of restricted stock is based on the stock price on the grant date. The following table summarizes the activity for nonvested restricted shares during the three months ended September 30, 2022:

	Number of Shares	Weighted-Average Grant Date Fair Value
Nonvested Restricted Stock at March 31, 2022	258,779	\$ 85.34
Granted	111,230	\$ 126.23
Vested	(55,467)	\$ 127.05
Forfeited	(3,247)	\$ 124.82
Nonvested Restricted Stock at September 30, 2022	311,295	\$ 98.31

Expense related to restricted shares was approximately \$3.3 million and \$7.6 million for the three and six months ended September 30, 2022, respectively, and \$2.9 million and \$4.7 million for the three and six months ended September 30, 2021, respectively. At September 30, 2022, there was approximately \$23.7 million of unearned compensation from restricted stock, which will be recognized over a weighted-average period of 2.5 years.

The number of shares available for future grants of stock options, restricted stock units, stock appreciation rights, and restricted stock under the Plan was 3,260,318 at September 30, 2022.

(J) COMPUTATION OF EARNINGS PER SHARE

The calculation of basic and diluted common shares outstanding is as follows:

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2022	2021	2022	2021
Weighted-Average Shares of Common Stock Outstanding	37,140,197	41,222,161	37,559,087	41,623,187
Effect of Dilutive Shares				
Assumed Exercise of Outstanding Dilutive Options	420,199	560,876	424,489	606,876
Less Shares Repurchased from Proceeds of Assumed Exercised Options	(310,956)	(365,887)	(311,373)	(395,516)
Restricted Stock Units	117,439	177,583	120,410	179,300
Weighted-Average Common Stock and Dilutive Securities Outstanding	37,366,879	41,594,733	37,792,613	42,013,847
Shares Excluded Due to Anti-dilution Effects	46,750	3,578	39,703	2,684

(K) PENSION AND EMPLOYEE BENEFIT PLANS

We sponsor several single-employer defined benefit plans and defined contribution plans, which together cover substantially all our employees. Benefits paid under the single-employer defined benefit plans covering certain hourly employees were historically based on years of service and the employee's qualifying compensation over the last few years of employment. Over the last several years, these plans have been frozen to new participants and new benefits, with the last plan becoming frozen during fiscal 2020. Our defined benefit plans are all fully funded, with plan assets exceeding the benefit obligation at March 31, 2022. Due to the frozen status and current funding of the single-employer pension plans, our expected pension expense for fiscal 2023 is less than \$0.1 million.

(L) INCOME TAXES

Income Taxes for the interim periods presented have been included in the accompanying financial statements on the basis of an estimated annual effective tax rate. In addition to the amount of tax resulting from applying the estimated annual effective tax rate to pre-tax income, we will include, when appropriate, certain items treated as discrete events to arrive at an estimated overall tax amount. The effective tax rate for the six months ended September 30, 2022, was approximately 22%, which was consistent with the effective tax rate of 22% for the six months ended September 30, 2021. The effective tax rate was higher than the U.S. Statutory rate of 21% mainly due to state income taxes, partially offset by a benefit recognized related to percentage depletion.

(M) LONG-TERM DEBT

Long-term Debt at September 30, 2022 was as follows:

	September 30, 2022	March 31, 2022
	(dollars in thousands)	
Revolving Credit Facility	\$ 200,000	\$ 200,000
2.500% Senior Unsecured Notes Due 2031	750,000	750,000
Term Loan	197,500	—
Total Debt	1,147,500	950,000
Less: Current Portion of Long-term Debt	(10,000)	—
Less: Unamortized Discounts and Debt Issuance Costs	(11,102)	(11,735)
Long-term Debt	\$ 1,126,398	\$ 938,265

Revolving Credit Facility

We have an unsecured \$750.0 million revolving credit facility that was amended on May 5, 2022 (such facility, as amended, the Revolving Credit Facility). The Revolving Credit Facility includes a separate \$200.0 million term loan facility (the Term Loan) and also provides the Company the option to increase the revolving borrowing capacity by up to \$375.0 million (for a total revolving borrowing capacity of \$1,125.0 million, excluding the Term Loan), provided that the existing lenders, or new lenders, agree to such increase. The Revolving Credit Facility includes a \$40.0 million letter of credit facility and a swingline loan sub-facility of \$25.0 million, and expires on May 5, 2027.

The Revolving Credit Facility contains customary covenants for an unsecured investment-grade facility, including covenants that restrict the Company's and/or its subsidiaries' ability to incur additional debt; encumber assets; merge with or transfer or sell assets to other persons; and enter into certain affiliate transactions. The Revolving Credit Facility also requires the Company to maintain at the end of each fiscal quarter a Leverage Ratio of 3.50:1.00 or less and an Interest Coverage Ratio (both ratios, as defined in the Revolving Credit Facility) equal to or greater than 2.50:1.00 (collectively, the Financial Covenants).

At the Company's option, outstanding loans under the Revolving Credit Facility bear interest, at a variable rate equal to either (i) the adjusted term SOFR rate (secured overnight financing rate), plus 10 bps, plus an agreed spread (ranging from 100 to 162.5 basis points, which is established based on the Company's credit rating); (ii) in respect of any Revolving Loans (until such time as the then-existing Benchmark (as defined in the Revolving Credit Facility) is replaced in accordance with the Revolving Credit Facility), the adjusted daily simple SOFR rate, plus 10 bps, plus an agreed spread (ranging from 100 to 162.5 basis points, which is established based on the Company's credit rating) or (iii) an Alternate Base Rate (as defined in the Revolving Credit Facility), which is the highest of (a) the Prime Rate (as defined in the Revolving Credit Facility) in effect on any applicable day, (b) the NYFRB Rate (as defined in the Revolving Credit Facility) in effect on any applicable day, plus ½ of 1%, and (c) the Adjusted Term SOFR (as defined in the Revolving Credit Facility) for a one-month interest period on any applicable day, or if such day is not a business day, the immediately preceding business day, plus 1.0%, in each case plus an agreed upon spread (ranging from 0 to 62.5 basis points) which is established quarterly based on the Company's credit rating. The Company is also required to pay a facility fee on unused available borrowings

under the Revolving Credit Facility ranging from 9 to 22.5 basis points which is established based on the Company's then credit rating.

The Company pays each lender a participation fee with respect to such lender's participations in letters of credit, which fee accrues at the same Applicable Rate (as defined in the Revolving Credit Facility) used to determine the interest rate applicable to Eurodollar Revolving Loans (as defined in the Revolving Credit Facility) plus a fronting fee for each letter of credit issued by the issuing bank in an amount equal to 12.5 basis points per annum on the daily maximum amount then available to be drawn under such letter of credit. The Company also pays each issuing bank such bank's standard fees with respect to issuance, amendment or extensions of letters of credit and other processing fees, and other standard costs and charges relating to such issuing bank's letters of credit from time to time.

There was \$200.0 million of outstanding borrowings under the Revolving Credit Facility, plus \$6.4 million outstanding letters of credit as of September 30, 2022, leaving us with \$543.6 million of available borrowings under the Revolving Credit Facility, net of the outstanding letters of credit. We were in compliance with all Financial Covenants on September 30, 2022; therefore, all \$543.6 million is available for future borrowings.

Term Loan

On May 5, 2022, we borrowed the \$200.0 million Term Loan under the Revolving Credit Facility, and used these proceeds to, among other things, pay down a portion of the Revolving Credit Facility. The Term Loan requires quarterly principal payments of \$2.5 million, with any unpaid amounts due upon maturity on May 5, 2027. At the Company's option, principal amounts outstanding under the Term Loan bear interest as set forth in the Revolving Credit Facility (but not, for the avoidance of doubt, at a daily simple SOFR rate unless and until such time as the then-existing Benchmark (as defined in the Revolving Credit Facility) is replaced in accordance with the Revolving Credit Facility).

2.500% Senior Unsecured Notes Due 2031

On July 1, 2021, we issued \$750.0 million aggregate principal amount of 2.500% senior notes due July 2031 (the 2.500% Senior Unsecured Notes). The 2.500% Senior Unsecured Notes are senior unsecured obligations of the Company and are not guaranteed by any of our subsidiaries. The 2.500% Senior Unsecured Notes were issued net of original issue discount of \$6.3 million and have an effective interest rate of approximately 2.6%. The original issue discount is being amortized by the effective interest method over the ten-year term of the notes. The 2.500% Senior Unsecured Notes are redeemable prior to April 1, 2031 at a redemption price equal to 100% of the aggregate principal amount of the 2.500% Senior Unsecured Notes being redeemed, plus the present value of remaining scheduled payments of principal and interest from the applicable redemption date to April 1, 2031, discounted to the redemption date on a semi-annual basis at the Treasury rate plus 20 basis points. The 2.500% Senior Unsecured Notes are redeemable on or after April 1, 2031 at a redemption price equal to 100% of the aggregate principal amount of the 2.500% Senior Unsecured Notes being redeemed, plus accrued and unpaid interest to, but excluding, the applicable redemption date. If we experience certain change of control triggering events, we would be required to offer to repurchase the 2.500% Senior Unsecured Notes at a purchase price equal to 101% of the aggregate principal amount of the 2.500% Senior Unsecured Notes being repurchased, plus accrued and unpaid interest to, but excluding, the applicable redemption date. The indenture governing the 2.500% Senior Unsecured Notes contains certain covenants that limit our ability to create or permit to exist certain liens; enter into sale and leaseback transactions; and consolidate, merge, or transfer all or substantially all of our assets, and provides for certain events of default that, if any occurred, would permit or require the principal of and accrued interest on the 2.500% Senior Unsecured Notes to become or be declared due and payable.

Retirement of Debt

In connection with the issuance of the 2.500% Senior Unsecured Notes on July 1, 2021, we repaid all outstanding amounts under and terminated our \$665.0 million term loan credit agreement (the Term Loan Credit Agreement). The Term Loan Credit Agreement was used to pay a portion of the purchase price for the Kosmos Acquisition and fees and expenses incurred in connection with the Kosmos Acquisition in March 2020. Additionally, on July 19, 2021 (the first business day following the redemption date), we redeemed and paid in full all outstanding amounts due under the \$350.0 million aggregate principal amount of 4.500% senior notes (4.500% Senior Unsecured Notes) due August 2026, using proceeds from the 2.500% Senior Unsecured Notes, the Revolving Credit Facility and cash on hand. The 4.500% Senior Unsecured Notes redemption price included all of the outstanding principal and accrued interest through the redemption date of July 17, 2021, as well as an early termination premium of approximately \$8.4 million. In connection with the termination and repayment of the Term Loan Facility and the redemption of the 4.500% Senior Unsecured Notes, we expensed approximately \$6.1 million of related debt issuance costs in July 2021.

(N) SEGMENT INFORMATION

Operating segments are defined as components of an enterprise that engage in business activities that earn revenue, incur expenses, and prepare separate financial information that is evaluated regularly by our chief operating decision maker in order to allocate resources and assess performance.

Our business is organized into two sectors within which there are four reportable business segments. The Heavy Materials sector includes the Cement and Concrete and Aggregates segments. The Light Materials sector includes the Gypsum Wallboard and Recycled Paperboard segments.

Our primary products are commodities that are essential in commercial and residential construction; public construction projects; and projects to build, expand, and repair roads and highways. Demand for our products is generally cyclical and seasonal, depending on economic and geographic conditions. We distribute our products throughout most of the United States, except the Northeast, which provides us with regional economic diversification. Our operations are conducted in the U.S. and include the mining of limestone for the manufacture, production, distribution, and sale of portland cement (a basic construction material that is the essential binding ingredient in concrete); the grinding and sale of slag; the mining of gypsum for the manufacture and sale of gypsum wallboard; the manufacture and sale of recycled paperboard to the gypsum wallboard industry and other paperboard converters; the sale of readymix concrete; and the mining and sale of aggregates (crushed stone, sand, and gravel).

We operate eight modern cement plants (one of which is operated through a joint venture located in Buda, Texas), one slag grinding facility, and 30 cement distribution terminals. Our cement companies focus on the U.S. heartland and operate as an integrated network selling product primarily in California, Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Missouri, Nebraska, Nevada, Ohio, Oklahoma, and Texas. We operate 30 readymix concrete batch plants and five aggregates processing plants in markets that are complementary to our cement network.

We operate five gypsum wallboard plants and a recycled paperboard mill. We distribute gypsum wallboard and recycled paperboard throughout the continental U.S., with the exception of the Northeast.

We account for intersegment sales at market prices. For segment reporting purposes only, we proportionately consolidate our 50% share of the Joint Venture Revenue and Operating Earnings, consistent with the way management reports the segments within the Company for making operating decisions and assessing performance.

The following table sets forth certain financial information relating to our operations by segment. We do not allocate interest or taxes at the segment level; these costs are disclosed at the consolidated company level.

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2022	2021	2022	2021
	(dollars in thousands)			
Revenue				
Cement	\$ 319,460	\$ 288,324	\$ 603,976	\$ 558,579
Concrete and Aggregates	69,613	52,750	131,231	97,504
Gypsum Wallboard	224,638	172,985	440,965	339,252
Paperboard	53,673	47,798	107,746	91,065
	<u>667,384</u>	<u>561,857</u>	<u>1,283,918</u>	<u>1,086,400</u>
Less: Intersegment Revenue	(37,186)	(25,237)	(66,018)	(51,319)
Less: Joint Venture Revenue	(25,130)	(26,926)	(51,445)	(49,617)
	<u>\$ 605,068</u>	<u>\$ 509,694</u>	<u>\$ 1,166,455</u>	<u>\$ 985,464</u>

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2022	2021	2022	2021
	(dollars in thousands)			
Intersegment Revenue				
Cement	\$ 12,361	\$ 5,223	\$ 18,652	\$ 13,056
Paperboard	24,825	20,014	47,366	38,263
	<u>\$ 37,186</u>	<u>\$ 25,237</u>	<u>\$ 66,018</u>	<u>\$ 51,319</u>
Cement Sales Volume (M tons)				
Wholly Owned	1,981	1,983	3,786	3,835
Joint Venture	164	215	352	399
	<u>2,145</u>	<u>2,198</u>	<u>4,138</u>	<u>4,234</u>

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2022	2021	2022	2021
	(dollars in thousands)		(dollars in thousands)	
Operating Earnings				
Cement	\$ 98,779	\$ 88,750	\$ 161,127	\$ 151,297
Concrete and Aggregates	7,276	7,539	13,008	12,883
Gypsum Wallboard	89,761	66,331	173,829	129,584
Paperboard	5,579	981	9,395	4,318
Sub-Total	201,395	163,601	357,359	298,082
Corporate General and Administrative Expense	(13,627)	(10,667)	(25,447)	(20,135)
Loss on Early Retirement of Senior Notes	—	(8,407)	—	(8,407)
Other Non-Operating Income (Loss)	(664)	(944)	(1,299)	2,734
Earnings Before Interest and Income Taxes	187,104	143,583	330,613	272,274
Interest Expense, net	(8,580)	(12,268)	(15,910)	(19,240)
Earnings Before Income Taxes	\$ 178,524	\$ 131,315	\$ 314,703	\$ 253,034
Cement Operating Earnings				
Wholly Owned	\$ 91,623	\$ 80,490	\$ 148,873	\$ 135,067
Joint Venture	7,156	8,260	12,254	16,230
	\$ 98,779	\$ 88,750	\$ 161,127	\$ 151,297
Capital Expenditures				
Cement	\$ 4,893	\$ 6,976	\$ 13,879	\$ 14,943
Concrete and Aggregates	13,688	527	14,340	1,073
Gypsum Wallboard	8,391	6,345	12,470	8,039
Paperboard	1,018	375	1,855	1,492
Corporate and Other	345	619	705	1,230
	\$ 28,335	\$ 14,842	\$ 43,249	\$ 26,777
Depreciation, Depletion, and Amortization				
Cement	\$ 20,258	\$ 20,019	\$ 40,311	\$ 39,550
Concrete and Aggregates	4,351	2,470	8,552	5,048
Gypsum Wallboard	5,589	5,484	11,152	10,880
Paperboard	3,742	3,663	7,459	7,331
Corporate and Other	705	704	1,400	1,475
	\$ 34,645	\$ 32,340	\$ 68,874	\$ 64,284

	September 30,	March 31,
	2022	2022
	(dollars in thousands)	
Identifiable Assets		
Cement	\$ 1,903,575	\$ 1,860,649
Concrete and Aggregates	224,578	89,405
Gypsum Wallboard	396,655	397,486
Paperboard	174,261	180,025
Other, net	110,080	52,087
	\$ 2,809,149	\$ 2,579,652

Segment Operating Earnings, including the proportionately consolidated 50% interest in the revenue and expenses of the Joint Venture, represent Revenue, less direct operating expenses, segment Depreciation, and segment Selling, General, and Administrative expenses. We account for intersegment sales at market prices. Corporate assets consist mainly of cash and cash equivalents, general office assets, and miscellaneous other assets.

The basis used to disclose Identifiable Assets; Capital Expenditures; and Depreciation, Depletion, and Amortization conforms with the equity method, and is similar to how we disclose these accounts in our Unaudited Consolidated Balance Sheets and Unaudited Consolidated Statements of Earnings.

The segment breakdown of Goodwill is as follows:

	September 30, 2022		March 31, 2022	
	(dollars in thousands)			
Cement	\$	213,320	\$	203,342
Concrete and Aggregates		40,774		1,639
Gypsum Wallboard		116,618		116,618
Paperboard		7,538		7,538
	\$	378,250	\$	329,137

The increase in Goodwill in the Cement and Concrete and Aggregates segments is related to the Terminal Acquisition and ConAgg Acquisition, respectively. The purchase price allocation for the Terminal Acquisition still in progress, and may affect the recorded balance of Goodwill when completed.

Summarized financial information for the Joint Venture that is not consolidated is set out below. This summarized financial information includes the total amount for the Joint Venture and not our 50% interest in those amounts:

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2022	2021	2022	2021
	(dollars in thousands)		(dollars in thousands)	
Revenue	\$	50,259	\$	53,852
Gross Margin	\$	15,977	\$	17,776
Earnings Before Income Taxes	\$	14,312	\$	16,519

	September 30, 2022		March 31, 2022	
	(dollars in thousands)			
Current Assets	\$	84,701	\$	69,492
Noncurrent Assets	\$	114,764	\$	112,926
Current Liabilities	\$	23,152	\$	18,276

(O) INTEREST EXPENSE

The following components are included in Interest Expense, net:

	For the Three Months Ended September 30,		For the Six Months Ended September 30,	
	2022	2021	2022	2021
	(dollars in thousands)		(dollars in thousands)	
Interest Income	\$	(70)	\$	(13)
Interest Expense		8,176		5,425
Other Expenses		474		6,856
Interest Expense, net	\$	8,580	\$	12,268
			\$	15,910
			\$	19,240

Interest Income includes interest earned on investments of excess cash. Components of Interest Expense include interest associated with the Revolving Credit Facility, Term Loan, Senior Unsecured Notes, and commitment fees based on the unused portion of the Revolving Credit Facility. Other Expenses include amortization of debt issuance costs and Revolving Credit Facility costs.

(P) COMMITMENTS AND CONTINGENCIES

We have certain deductible limits under our workers' compensation and liability insurance policies for which reserves are established based on the undiscounted estimated costs of known and anticipated claims. We have entered into standby letter of credit agreements relating to workers' compensation, auto, and general liability self-insurance. At September 30, 2022, we had contingent liabilities under these outstanding letters of credit of approximately \$6.4 million.

In the ordinary course of business, we execute contracts involving indemnifications that are both standard in the industry and specific to a transaction, such as the sale of a business. These indemnifications may include claims relating to any of the following: environmental and tax matters; intellectual property rights; governmental regulations and employment-related matters; customer, supplier, and other commercial contractual relationships; and construction contracts and financial matters. While the maximum amount to which the Company may be exposed under such agreements cannot be estimated, management believes these indemnifications will not have a material adverse effect on our consolidated financial position, results of operations, or cash flows. We currently have no outstanding guarantees.

We are currently contingently liable for performance under \$26.8 million in performance bonds required by certain states and municipalities, and their related agencies. The bonds are principally for certain reclamation obligations and mining permits. We have indemnified the underwriting insurance company against any exposure under the performance bonds. In our past experience, no material claims have been made against these financial instruments.

(Q) FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of our long-term debt has been estimated based upon our current incremental borrowing rates for similar types of borrowing arrangements. The fair value of our 2.500% Senior Unsecured Notes at September 30, 2022, is as follows:

		Fair Value (dollars in thousands)
2.500% Senior Unsecured Notes Due 2031	\$	550,193

The estimated fair value of our long-term debt was based on quoted prices of similar debt instruments with similar terms that are publicly traded (level 1 input). The carrying values of Cash and Cash Equivalents, Accounts Receivable, Notes Receivable, Accounts Payable, and Accrued Liabilities approximate their fair values at September 30, 2022, due to the short-term maturities of these assets and liabilities. The fair value of our Revolving Credit Facility and Term Loan also approximates the carrying value at September 30, 2022.

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

EXECUTIVE SUMMARY

We are a leading manufacturer of heavy construction materials and light building materials in the United States. Our primary products, Portland Cement and Gypsum Wallboard, are commodities that are essential in commercial and residential construction; public construction projects; and projects to build, expand, and repair roads and highways. Demand for our products is generally cyclical and seasonal, depending on economic and geographic conditions. We distribute our products throughout most of the United States, except the Northeast, which provides us with regional economic diversification. However, general economic downturns or localized downturns in the regions where we have operations may have a material adverse effect on our business, financial condition, and results of operations.

Our business is organized into two sectors: Heavy Materials, which includes the Cement and Concrete and Aggregates segments; and Light Materials, which includes the Gypsum Wallboard and Recycled Paperboard segments. Financial results and other information for the three and six months ended September 30, 2022 and 2021, are presented on a consolidated basis and by these business segments – Cement, Concrete and Aggregates, Gypsum Wallboard, and Recycled Paperboard.

We conduct one of our cement operations through a joint venture, Texas Lehigh Cement Company LP, which is located in Buda, Texas (the Joint Venture). We own a 50% interest in the Joint Venture and account for our interest under the equity method of accounting. We proportionately consolidate our 50% share of the Joint Venture's Revenue and Operating Earnings in the presentation of our Cement segment, which is the way management organizes the segments within the Company for making operating decisions and assessing performance.

All our business activities are conducted in the United States. These activities include the mining of limestone for the manufacture, production, distribution, and sale of portland cement (a basic construction material that is the essential binding ingredient in concrete); the grinding and sale of slag; the mining of gypsum for the manufacture and sale of gypsum wallboard; the manufacture and sale of recycled paperboard to the gypsum wallboard industry and other paperboard converters; the sale of readymix concrete; and the mining and sale of aggregates (crushed stone, sand, and gravel).

On April 22, 2022, we completed the ConAgg Acquisition. The Purchase Price of the ConAgg Acquisition was approximately \$120.2 million. The ConAgg Acquisition is included in our Heavy Materials sector, in the Concrete and Aggregates business segment.

On September 16, 2022, we acquired a cement distribution terminal located in Nashville, Tennessee (the Terminal Acquisition). The purchase price of the Terminal Acquisition was approximately \$39.5 million. The Terminal Acquisition is included in our Heavy Materials sector, in the Cement business segment.

See Footnote (B) in the Unaudited Consolidated Financial Statements for more information regarding the ConAgg Acquisition and the Terminal Acquisition.

MARKET CONDITIONS AND OUTLOOK

During the first half of fiscal 2023, our end markets generally remained resilient despite external challenges, such as transportation disruptions, supply chain constraints, and increasing interest rates and inflation. Construction activity in most of our regional markets continued to outpace the national average, and sales volume in our largest business lines remained strong during the three months ended September 30, 2022 – our Gypsum Wallboard shipments were up 6%, and although our Cement sales volume decreased 2%, it remains historically high.

Demand Outlook

The principal end-use market of Cement is public infrastructure (i.e. roads, bridges, and highways). Our Cement business remains in a near sold-out position. We expect demand for cement to remain strong as the *Infrastructure Investment and Jobs Act* accelerates federal funding of infrastructure construction and repair projects during the latter half of this fiscal year and throughout calendar 2023. However, despite underlying demand growth, our ability to achieve further Cement sales volume growth from our existing facilities is limited, because our integrated cement sales network is operating at high utilization levels.

The principal end use for gypsum wallboard is residential housing, consisting of new construction (both single-family and multi-family homes) as well as repair and remodel. The construction of single-family homes tend to be more wallboard-intensive than multi-family homes. Gypsum Wallboard shipments and orders currently remain steady, and we expect home construction backlogs to support product demand throughout the remainder of our fiscal year. However, we recognize tighter U.S. fiscal policy, which has resulted in the highest mortgage rates in the last 20 years, will likely have an adverse impact on residential construction activity in the future. Our Recycled Paperboard business sells paper primarily into the gypsum wallboard market, and demand for our paper generally follows the demand for gypsum wallboard.

Cost Outlook

We are well positioned to manage our cost structure and meet our customers' needs during the remainder of the fiscal year, despite rising inflation and increased transportation costs. Our substantial raw material reserves for our Cement, Aggregates, and Gypsum Wallboard businesses, and their proximity to our respective manufacturing facilities, support our low-cost producer position across all our business segments.

Energy and freight costs increased in all our businesses during fiscal 2022, as well as the first half of fiscal 2023, and we anticipate further increases into fiscal 2024. The increases in energy costs are related to rising demand and disruption in the global supply of natural gas and solid fuels. We have forward purchase contracts for approximately 50% of our natural gas needs at \$5.53 per mmbtu across all our businesses for the remainder of fiscal 2023. For freight, several factors are contributing to higher costs, including limited availability of trucking and rail service, congestion on the shipping routes, and the increase in price of diesel fuel, all of which have constrained freight capacity. We do not expect these factors to improve in the near term.

The primary raw material used to produce paperboard is OCC. Prices for OCC significantly increased during the prior year, but have recently declined. We expect OCC prices to remain relatively level for the remainder of fiscal 2023. Our current customer contracts for gypsum liner include price adjustments that partially compensate for changes in raw material fiber prices. However, because these price adjustments are not realized until future quarters, material costs in our Gypsum Wallboard segment are likely to be lower in the period that these price adjustments are realized.

RESULTS OF OPERATIONS

THREE MONTHS ENDED SEPTEMBER 30, 2022, COMPARED WITH THREE MONTHS ENDED SEPTEMBER 30, 2021

	For the Three Months Ended September 30,		Change
	2022	2021	
	(dollars in thousands, except per share)		
Revenue	\$ 605,068	\$ 509,694	19 %
Cost of Goods Sold	(410,829)	(354,353)	16 %
Gross Profit	194,239	155,341	25 %
Equity in Earnings of Unconsolidated Joint Venture	7,156	8,260	(13) %
Corporate General and Administrative Expense	(13,627)	(10,667)	28 %
Loss on Early Retirement of Senior Notes	—	(8,407)	(100) %
Other Non-Operating Loss	(664)	(944)	(30) %
Interest Expense, net	(8,580)	(12,268)	(30) %
Earnings Before Income Taxes	178,524	131,315	36 %
Income Tax Expense	(39,529)	(29,190)	35 %
Net Earnings	\$ 138,995	\$ 102,125	36 %
Diluted Earnings per Share	\$ 3.72	\$ 2.46	51 %

REVENUE

Revenue increased by \$95.4 million, or 19%, to \$605.1 million for the three months ended September 30, 2022. The ConAgg Acquisition contributed \$13.9 million of Revenue during the three months ended September 30, 2022. Excluding the ConAgg Acquisition, Revenue improved by \$81.5 million, or 16%, largely because of increases in both gross sales prices and Sales Volume. The increases in gross sales prices and Sales Volume positively affected Revenue by approximately \$75.3 million and \$6.2 million, respectively.

COST OF GOODS SOLD

Cost of Goods Sold increased by \$56.4 million, or 16%, to \$410.8 million for the three months ended September 30, 2022. The ConAgg Acquisition contributed \$12.1 million of Cost of Goods Sold during the three months ended September 30, 2022. Excluding the ConAgg Acquisition, Cost of Goods Sold increased by \$44.3 million, or 13%. The increase was due to higher Sales Volume and operating costs of \$2.5 million and \$41.8 million, respectively. Higher operating costs were primarily related to our Cement, Gypsum Wallboard, and Recycled Paperboard segments, which are discussed further in the segment analysis.

GROSS PROFIT

Gross Profit increased 25% to \$194.2 million during the three months ended September 30, 2022. The improvement was primarily related to higher gross sales prices and Sales Volume, partially offset by increased operating costs. The gross margin increased to 32%, with higher gross sales prices being partially offset by higher operating costs.

EQUITY IN EARNINGS OF UNCONSOLIDATED JOINT VENTURE

Equity in Earnings of our Unconsolidated Joint Venture declined \$1.1 million, or 13%, for the three months ended September 30, 2022. The decrease was primarily due to lower Sales Volume and increased operating costs, which adversely affected earnings by approximately \$2.0 million and \$3.5 million, respectively. This was partially offset by higher gross sales prices which positively affected earnings by \$4.4 million. The decline in Sales Volume was mostly due to extended equipment downtime that reduced production during the quarter. The increase in operating costs was primarily related to higher energy and purchased cement costs, which reduced operating earnings by \$1.0 million and \$2.4 million, respectively.

CORPORATE GENERAL AND ADMINISTRATIVE EXPENSE

Corporate General and Administrative Expense increased by approximately \$2.9 million, or 28%, for the three months ended September 30, 2022. The increase was primarily due to higher salary and incentive compensation, information and technology upgrades, and legal and professional expenses of \$0.8 million, \$0.6 million, and \$0.5 million, respectively. The increase in salary and incentive compensation was due to higher earnings in the second quarter of fiscal 2023, while the increase in legal and professional expenses was primarily related to the Terminal Acquisition.

LOSS ON EARLY RETIREMENT OF SENIOR NOTES

In July 2021, the Company redeemed and retired its 4.500% Senior Unsecured Notes due in 2026 prior to the maturity date. As a result of the early retirement, the Company paid a premium of \$8.4 million. See Footnote (M) to the Unaudited Consolidated Financial Statements for more information.

OTHER NON-OPERATING INCOME

Other Non-Operating Income consists of a variety of items that are unrelated to segment operations and include non-inventoried Aggregates income, asset sales, and other miscellaneous income and cost items.

INTEREST EXPENSE, NET

Interest Expense, net decreased by approximately \$3.7 million, or 30%, during the three months ended September 30, 2022. This was primarily due to the write off of approximately \$6.1 million of debt issue costs related to our 4.500% Unsecured Senior Notes due in 2026 and the Term Loan Credit Agreement during the three months ended September 30, 2021. This was partially offset by \$2.7 million of increased interest expense in the current-year quarter due to higher interest rates and average balance outstanding under our Revolving Credit Facility. See Footnote (M) to the Unaudited Consolidated Financial Statements for more information.

EARNINGS BEFORE INCOME TAXES

Earnings Before Income Taxes increased to \$178.5 million during the three months ended September 30, 2022, primarily as because of higher Gross Profit and lower Interest Expense, net. This was partially offset by higher Corporate General and Administrative Expenses, as well as lower Equity in Earnings of Unconsolidated Joint Venture.

INCOME TAX EXPENSE

Income Tax Expense was \$39.5 million for the three months ended September 30, 2022, compared with \$29.2 million for the three months ended September 30, 2021. The effective tax rate remained flat at 22%.

NET EARNINGS

Net Earnings increased 36% to \$139.0 million for the three months ended September 30, 2022, as shown in the table above.

RESULTS OF OPERATIONS

SIX MONTHS ENDED SEPTEMBER 30, 2022, COMPARED WITH SIX MONTHS ENDED SEPTEMBER 30, 2021

	For the Six Months Ended September 30,		Change
	2022	2021	
	(dollars in thousands, except per share)		
Revenue	\$ 1,166,455	\$ 985,464	18 %
Cost of Goods Sold	(821,350)	(703,612)	17 %
Gross Profit	345,105	281,852	22 %
Equity in Earnings of Unconsolidated Joint Venture	12,254	16,230	(24) %
Corporate General and Administrative Expense	(25,447)	(20,135)	26 %
Loss on Early Retirement of Senior Notes	—	(8,407)	(100) %
Other Non-Operating Income (Loss)	(1,299)	2,734	(148) %
Interest Expense, net	(15,910)	(19,240)	(17) %
Earnings Before Income Taxes	314,703	253,034	24 %
Income Tax Expense	(70,703)	(55,582)	27 %
Net Earnings	\$ 244,000	\$ 197,452	24 %
Diluted Earnings per Share	\$ 6.46	\$ 4.70	37 %

REVENUE

Revenue increased by \$181.0 million, or 18%, to \$1,166.5 million for the six months ended September 30, 2022. The ConAgg Acquisition contributed \$24.9 million of Revenue during the six months ended September 30, 2022. Excluding the ConAgg Acquisition, Revenue improved by \$156.1 million, or 16%, largely because of increases in both gross sales prices and Sales Volume. The increases in gross sales prices and Sales Volume positively affected Revenue by approximately \$146.9 million and \$9.2 million, respectively.

COST OF GOODS SOLD

Cost of Goods Sold increased by \$117.8 million, or 17%, to \$821.4 million for the six months ended September 30, 2022. The ConAgg Acquisition contributed \$23.3 million of Cost of Goods Sold during the six months ended September 30, 2022. Excluding the ConAgg Acquisition, Cost of Goods Sold increased by \$94.5 million, or 13%. The increase was due to higher operating costs and Sales Volume of \$90.5 million and \$4.0 million, respectively. Higher operating costs were primarily related to our Cement and Gypsum Wallboard segments, which are discussed further in the segment analysis.

GROSS PROFIT

Gross Profit increased 22% to \$345.1 million during the six months ended September 30, 2022. The improvement was primarily related to higher gross sales prices and Sales Volume, partially offset by increased operating costs. The gross margin increased to 30%, with higher gross sales prices being partially offset by an increase in operating costs.

EQUITY IN EARNINGS OF UNCONSOLIDATED JOINT VENTURE

Equity in Earnings of our Unconsolidated Joint Venture declined \$3.9 million, or 24%, for the six months ended September 30, 2022. The decrease was primarily due to lower Sales Volume and increased operating costs, which adversely affected earnings by approximately \$1.9 million and \$9.7 million, respectively. This was partially offset by higher gross sales prices which positively affected earnings by \$7.7 million. The increase in operating costs was primarily related to extended equipment downtime that reduced cement production, energy, and higher purchased cement costs, which reduced operating earnings by \$2.3 million, \$1.0 million, and \$5.4 million, respectively.

CORPORATE GENERAL AND ADMINISTRATIVE EXPENSE

Corporate General and Administrative Expense increased by approximately \$5.3 million, or 26%, for the six months ended September 30, 2022. The increase was primarily due to higher incentive compensation, information and technology upgrades, and legal and professional expenses of \$3.2 million, \$0.9 million, and \$0.6 million, respectively. The increase in incentive compensation was mostly due to executive retirements during the first quarter of fiscal 2023, while the increase in legal and professional expenses was primarily related to the Terminal Acquisition.

LOSS ON EARLY RETIREMENT OF SENIOR NOTES

In July 2021, the Company redeemed and retired its 4.500% Senior Unsecured Notes due in 2026 prior to the maturity date. As a result of the early retirement, the Company paid a premium of \$8.4 million. See Footnote (M) to the Unaudited Consolidated Financial Statements for more information.

OTHER NON-OPERATING INCOME

Other Non-Operating Income consists of a variety of items that are unrelated to segment operations and include non-inventoried Aggregates income, asset sales, and other miscellaneous income and cost items.

INTEREST EXPENSE, NET

Interest Expense, net decreased by approximately \$3.3 million, or 17%, during the six months ended September 30, 2022. This was primarily due to the write off of approximately \$6.1 million of debt issue costs related to our 4.500% Unsecured Senior Notes due in 2026 and the Term Loan Credit Agreement during the six months ended September 30, 2021. This was partially offset by \$3.3 million of increased interest expense in the current-year due to higher interest rates and average balance outstanding under our Revolving Credit Facility. See Footnote (M) to the Unaudited Consolidated Financial Statements for more information.

EARNINGS BEFORE INCOME TAXES

Earnings Before Income Taxes increased to \$314.7 million during the six months ended September 30, 2022, primarily because of higher Gross Profit and lower Interest Expense, net. This was partially offset by higher Corporate General and Administrative Expense and lower Equity in Earnings of Unconsolidated Joint Venture.

INCOME TAX EXPENSE

Income Tax Expense was \$70.7 million for the six months ended September 30, 2022, compared with \$55.6 million for the six months ended September 30, 2021. The effective tax rate remained consistent with the prior-year period at 22%.

NET EARNINGS

Net Earnings increased 24% to \$244.0 million for the six months ended September 30, 2022, as shown in the table above.

THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2022 vs. THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2021 BY SEGMENT

The following presents results within our two business sectors for the three and six months ended September 30, 2022, and 2021. Revenue and operating results are organized by sector and discussed by individual business segment within each respective business sector.

Heavy Materials

CEMENT ⁽¹⁾

	For the Three Months Ended September 30,		Percentage Change	For the Six Months Ended September 30,		Percentage Change
	2022 (in thousands, except per ton information)	2021		2022 (in thousands, except per ton information)	2021	
Gross Revenue, including Intersegment and Joint Venture	\$ 319,460	\$ 288,324	11 %	\$ 603,976	\$ 558,579	8 %
Less Intersegment Revenue	(12,361)	(5,223)	137 %	(18,652)	(13,056)	43 %
Less Joint Venture Revenue	(25,130)	(26,926)	(7) %	(51,445)	(49,617)	4 %
Gross Revenue, as reported	\$ 281,969	\$ 256,175	10 %	\$ 533,879	\$ 495,906	8 %
Freight and Delivery Costs billed to Customers	(18,737)	(19,610)	(4) %	(36,012)	(38,652)	(7) %
Net Revenue	\$ 263,232	\$ 236,565	11 %	\$ 497,867	\$ 457,254	9 %
Sales Volume (M Tons)	2,145	2,198	(2) %	4,138	4,234	(2) %
Average Net Sales Price, per ton ⁽²⁾	\$ 132.50	\$ 117.78	12 %	\$ 130.24	\$ 117.09	11 %
Operating Margin, per ton	\$ 46.05	\$ 40.38	14 %	\$ 38.94	\$ 35.73	9 %
Operating Earnings	\$ 98,779	\$ 88,750	11 %	\$ 161,127	\$ 151,297	6 %

(1) Total of wholly owned subsidiaries and proportionately consolidated 50% interest of the Joint Venture's results.

(2) Net of freight per ton, including Joint Venture.

Three months ended September 30, 2022

Cement Revenue was \$319.5 million, an 11% increase, for the three months ended September 30, 2022. The increase was primarily due to higher gross sales prices, which improved Cement Revenue by approximately \$32.6 million, partially offset by lower Sales Volume, which reduced Revenue by \$1.4 million.

Cement Operating Earnings increased \$10.0 million to \$98.8 million for the three months ended September 30, 2022. The increase was due to higher gross sales prices of \$32.6 million. This was partially offset by lower Sales Volume of \$0.8 million and higher operating costs of \$21.8 million. The increase in operating costs was primarily due to higher energy and maintenance costs of approximately \$16.4 million and \$5.9 million, respectively. Operating Margin remained consistent at 31% primarily because higher gross sales prices were offset by increased operating costs.

Six months ended September 30, 2022

Cement Revenue was \$604.0 million, an 8% increase, for the six months ended September 30, 2022. The increase was primarily due to higher gross sales prices, which improved Cement Revenue by approximately \$52.0 million, partially offset by lower Sales Volume, which reduced Revenue by \$6.6 million.

Cement Operating Earnings increased \$9.8 million to \$161.1 million for the six months ended September 30, 2022. The increase was due to higher gross sales prices of \$52.0 million. This was partially offset by lower Sales Volume of \$3.7 million and higher operating costs of \$38.5 million. The increase in operating costs was primarily due to higher energy and maintenance costs of approximately \$24.4 million and \$14.8 million, respectively. Operating Margin remained consistent at 27%, primarily because higher operating costs were offset by increased gross sales prices.

CONCRETE AND AGGREGATES

	For the Three Months Ended September 30,		Percentage Change	For the Six Months Ended September 30,		Percentage Change
	2022 (in thousands, except net sales prices)	2021		2022 (in thousands, except net sales prices)	2021	
Gross Revenue, as reported	\$ 69,613	\$ 52,750	32%	\$ 131,231	\$ 97,504	35%
Sales Volume						
M Cubic Yards of Concrete	451	398	13%	857	746	15%
M Tons of Aggregate	912	481	90%	1,707	842	103%
Average Net Sales Price						
Concrete - Per Cubic Yard	\$ 134.28	\$ 120.15	12%	\$ 131.65	\$ 119.23	10%
Aggregates - Per Ton	\$ 10.87	\$ 10.40	5%	\$ 11.05	\$ 10.20	8%
Operating Earnings	\$ 7,276	\$ 7,539	(3)%	\$ 13,008	\$ 12,883	1%

Three months ended September 30, 2022

Concrete and Aggregates Revenue increased 32% to \$69.6 million for the three months ended September 30, 2022. The ConAgg Acquisition contributed \$13.9 million of Revenue during the three months ended September 30, 2022. Excluding the ConAgg Acquisition, Revenue increased by \$2.9 million, or 5%. The increase was due to higher gross sales prices, which improved Revenue by \$5.3 million, partially offset by lower Sales Volume, primarily in Concrete, of \$2.4 million.

Operating Earnings decreased 3% to approximately \$7.3 million. Excluding the ConAgg Acquisition, Operating Earnings decreased by \$2.0 million to \$5.5 million. The decrease in Operating Earnings was due to increased operating costs and lower Sales Volume of \$7.0 million and \$0.3 million, respectively. This was partially offset by higher gross sales prices of \$5.3 million. The increase in operating costs was primarily due to higher materials and delivery expenses of approximately \$3.6 million and \$2.3 million, respectively.

Six months ended September 30, 2022

Concrete and Aggregates Revenue increased 35% to \$131.2 million for the six months ended September 30, 2022. The ConAgg Acquisition contributed \$24.9 million of Revenue during the six months ended September 30, 2022. Excluding the ConAgg Acquisition, Revenue was up 9% to \$8.8 million. The increase was due to higher gross sales prices and Sales Volume in Aggregates, which increased Revenue by \$9.1 million and \$1.1 million, respectively, partially offset by lower Sales Volume in Concrete of \$1.4 million.

Operating Earnings decreased 1% to approximately \$13.0 million. Excluding the ConAgg Acquisition, Operating Earnings decreased by \$1.5 million to \$11.4 million. The decline in Operating Earnings was due to increased operating costs of \$10.6 million. This was partially offset by higher gross sales prices of \$9.1 million. The increase in operating costs was primarily due to higher materials and delivery expenses of approximately \$6.1 million and \$3.7 million, respectively.

Light Materials

GYPSUM WALLBOARD

	For the Three Months Ended September 30,		Percentage Change	For the Six Months Ended September 30,		Percentage Change
	2022 (in thousands, except per MSF information)	2021		2022 (in thousands, except per MSF information)	2021	
Gross Revenue, as reported	\$ 224,638	\$ 172,985	30%	\$ 440,965	\$ 339,252	30%
Freight and Delivery Costs billed to Customers	(41,535)	(32,463)	28%	(83,540)	(63,785)	31%
Net Revenue	\$ 183,103	\$ 140,522	30%	\$ 357,425	\$ 275,467	30%
Sales Volume (MMSF)	783	736	6%	1,581	1,499	5%
Average Net Sales Price, per MSF ⁽¹⁾	\$ 233.70	\$ 190.93	22%	\$ 226.07	\$ 183.73	23%
Freight, per MSF	\$ 53.05	\$ 44.11	20%	\$ 52.84	\$ 42.55	24%
Operating Margin, per MSF	\$ 114.64	\$ 90.12	27%	\$ 109.95	\$ 86.45	27%
Operating Earnings	\$ 89,761	\$ 66,331	35%	\$ 173,829	\$ 129,584	34%

(1) Net of freight per MSF.

Three months ended September 30, 2022

Gypsum Wallboard Revenue was up 30% to \$224.6 million for the three months ended September 30, 2022. The gain was due to higher gross sales prices and Sales Volume, which increased Revenue by approximately \$40.6 million and \$11.0 million, respectively. Our market share remained relatively consistent during the three months ended September 30, 2022.

Operating Earnings increased 35% to \$89.8 million, primarily because of higher gross sales prices and Sales Volume. The increase in gross sales prices and Sales Volume positively affected Operating Earnings by approximately \$40.6 million and \$4.2 million, respectively. This was partially offset by higher operating costs, which adversely affected Operating Earnings by approximately \$21.3 million. The higher operating costs were primarily related to freight, energy, and raw materials, which reduced Operating Earnings by approximately \$6.9 million, \$3.8 million, and \$7.5 million, respectively. Operating Margin increased to 40% for the three months ended September 30, 2022, primarily because of higher gross sales prices, partly offset by higher operating costs. Fixed costs are not a significant portion of the overall cost of wallboard; therefore, changes in utilization have a relatively minor impact on our operating cost per unit.

Six months ended September 30, 2022

Gypsum Wallboard Revenue increased 30% to \$441.0 million for the six months ended September 30, 2022. The gain was due to higher gross sales prices and Sales Volume, which increased Revenue by approximately \$83.1 million and \$18.6 million, respectively. Our market share remained relatively consistent during the six months ended September 30, 2022.

Operating Earnings increased 34% to \$173.8 million, primarily because of higher gross sales prices and Sales Volume. The increase in gross sales prices and Sales Volume positively affected Operating Earnings by approximately \$83.2 million and \$7.1 million, respectively. This was partially offset by higher operating costs, which adversely affected Operating Earnings by approximately \$46.0 million. The higher operating costs were primarily related to freight, energy, and raw materials, which reduced Operating Earnings by approximately \$16.3 million, \$9.7 million, and \$16.7 million, respectively. Operating Margin increased to 39% for the six months ended September 30, 2022, primarily because of higher gross sales prices, partly offset by higher operating costs. Fixed costs are not a significant portion of the overall cost of wallboard; therefore, changes in utilization have a relatively minor impact on our operating cost per unit.

RECYCLED PAPERBOARD

	For the Three Months Ended September 30,		Percentage Change	For the Six Months Ended September 30,		Percentage Change
	2022 (in thousands, except per ton information)	2021		2022 (in thousands, except per ton information)	2021	
Gross Revenue, including intersegment	\$ 53,673	\$ 47,798	12%	\$ 107,746	\$ 91,065	18%
Less intersegment Revenue	(24,825)	(20,014)	24%	(47,366)	(38,263)	24%
Gross Revenue, as reported	\$ 28,848	\$ 27,784	4%	\$ 60,380	\$ 52,802	14%
Freight and Delivery Costs billed to Customers	(2,469)	(2,123)	16%	(5,018)	(3,571)	41%
Net Revenue	\$ 26,379	\$ 25,661	3%	\$ 55,362	\$ 49,231	12%
Sales Volume (M Tons)	85	87	(2)%	169	171	(1)%
Average Net Sales Price, per ton ⁽¹⁾	\$ 603.62	\$ 524.54	15%	\$ 607.73	\$ 511.76	19%
Freight, per ton	\$ 29.05	\$ 24.40	19%	\$ 29.69	\$ 20.88	42%
Operating Margin, per ton	\$ 65.64	\$ 11.28	482%	\$ 55.59	\$ 25.25	120%
Operating Earnings	\$ 5,579	\$ 981	469%	\$ 9,395	\$ 4,318	118%

(1) Net of freight per ton.

Three months ended September 30, 2022

Recycled Paperboard Revenue increased 12% to \$53.7 million during the three months ended September 30, 2022. The increase was primarily due to higher gross sales prices, which positively affected Revenue by \$7.1 million. This was partially offset by lower Sales Volume, which reduced Revenue by \$1.2 million. Higher gross sales prices were related to the pricing provisions in our long-term sales agreements.

Operating Earnings increased 469% to \$5.6 million, primarily because of higher gross sales prices, which increased Operating Earnings by \$7.1 million. This was partially offset by higher operating costs and lower Sales Volume, which reduced Operating Earnings by approximately \$2.4 million and \$0.1 million, respectively. The increase in operating costs was primarily related to higher input costs, namely energy, chemicals, and freight, which lowered Operating Earnings by approximately \$1.8 million, \$0.7 million, and \$1.9 million, respectively. This was partially offset by lower fiber costs, which reduced operating costs by \$2.0 million. Operating Margin increased to 10% because of higher gross sales prices, partially offset by higher operating costs. Although the Company has certain pricing provisions in its long-term sales agreements, prices are only adjusted at certain times throughout the year, so price adjustments are not always reflected in the same period as the change in costs.

Six months ended September 30, 2022

Recycled Paperboard Revenue increased 18% to \$107.7 million during the six months ended September 30, 2022. The increase was primarily due to higher gross sales prices, which positively affected Revenue by \$17.7 million, partially offset by lower Sales Volume of \$0.9 million. Higher gross sales prices were related to the pricing provisions in our long-term sales agreements.

Operating Earnings increased 118% to \$9.4 million, primarily because of higher gross sales prices, which increased Operating Earnings by \$17.7 million. This was partially offset by higher operating costs and lower Sales Volume, which reduced Operating Earnings by approximately \$12.5 million and \$0.1 million, respectively. The increase in operating costs was primarily related to higher input costs, namely fiber, energy, and freight, which lowered Operating Earnings by approximately \$3.3 million, \$3.9 million, and \$4.0 million, respectively. Operating Margin increased to 9% because of increased gross sales prices, partially offset by higher operating costs. Although the Company has certain pricing provisions in its long-term sales agreements, prices are only adjusted at certain times throughout the year, so price adjustments are not always reflected in the same period as the change in costs.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to adopt accounting policies and make significant judgments and estimates to develop amounts disclosed in the financial statements. In many cases, there are alternative policies or estimation techniques that could be used. We maintain a thorough process to review the application of our accounting policies and to evaluate the appropriateness of the many estimates that are required to prepare our financial statements. However, even under optimal circumstances, estimates routinely require adjustment based on changing circumstances and the receipt of new or better information.

Information regarding our Critical Accounting Policies can be found in our Annual Report. The three Critical Accounting Policies that we believe either require the use of the most judgment, or the selection or application of alternative accounting policies, and are material to our financial statements, are those related to long-lived assets, goodwill, and business combinations. Management has discussed the development and selection of these Critical Accounting Policies and estimates with the Audit Committee of our Board of Directors and with our independent registered public accounting firm. In addition, Note (A) to the financial statements in our Annual Report contains a summary of our significant accounting policies.

Recent Accounting Pronouncements

Refer to Footnote (A) in the Notes to Unaudited Consolidated Financial Statements of this Form 10-Q for information regarding recently issued accounting pronouncements that may affect our financial statements.

LIQUIDITY AND CAPITAL RESOURCES

We believe at this time that we have access to sufficient financial resources from our liquidity sources to fund our business and operations, including contractual obligations, capital expenditures, and debt service obligations for at least the next twelve months. We regularly monitor any potential disruptions to the economy, and to our operations, particularly changing fiscal policy or economic conditions affecting our industries. Please see the Debt Financing Activities section below for a discussion of our revolving credit facility and the amount of borrowings available to us in the next twelve-month period.

Cash Flow

The following table provides a summary of our cash flows:

	For the Six Months Ended September 30,	
	2022	2021
	(dollars in thousands)	
Net Cash Provided by Operating Activities	\$ 300,445	\$ 261,462
Investing Activities		
Additions to Property, Plant, and Equipment	(43,249)	(26,777)
Acquisition Spending	(158,451)	—
Net Cash Used in Investing Activities	(201,700)	(26,777)
Financing Activities		
Increase in Credit Facility	200,000	75,000
Proceeds from 2.500% Senior Unsecured Notes	—	743,692
Repayment of 4.500% Senior Unsecured Notes	—	(350,000)
Repayment of Term Loan and Term Loan Credit Agreement	(2,500)	(665,000)
Dividends Paid to Stockholders	(19,149)	(10,547)
Purchase and Retirement of Common Stock	(210,398)	(247,845)
Proceeds from Stock Option Exercises	735	14,460
Loss on Early Retirement of Senior Notes	—	(8,407)
Payment of Debt Issuance Costs	(903)	(7,985)
Shares Redeemed to Settle Employee Taxes on Stock Compensation	(1,806)	(1,359)
Net Cash Used in Financing Activities	(34,021)	(457,991)
Net Increase (Decrease) in Cash and Cash Equivalents	\$ 64,724	\$ (223,306)

Net Cash Provided by Operating Activities increased by \$38.9 million to \$300.4 million during the six months ended September 30, 2022. This increase was primarily attributable to higher Net Earnings, adjusted for non-cash charges, of approximately \$50.0 million. This was partially offset by changes in working capital of \$4.6 million and lower dividends from our Unconsolidated Joint Venture of \$6.5 million.

Working capital increased by \$94.5 million to \$329.6 million at September 30, 2022, compared with March 31, 2022. The increase was due to higher Cash and Cash Equivalents of approximately \$64.7 million and higher Accounts and Notes Receivable, net of approximately \$56.3 million. This was partially offset by lower Inventories and Income Tax Receivables of \$10.9 million and \$2.8 million, respectively, as well as higher Accounts Payable and Accrued Liabilities, and Current Portion of Long-term Debt of \$4.8 million and \$10.0 million, respectively. The reduction in inventory was due to our normal sales cycle in which we build inventory in the winter months to meet demand in the spring and summer. The ConAgg Acquisition in April 2022 increased working capital by approximately \$9.0 million at September 30, 2022.

The increase in Accounts Receivable at September 30, 2022, was primarily related to higher Revenue during the three months ended September 30, 2022, compared with the three months ended March 31, 2022. As a percentage of quarterly sales generated for the respective quarter, Accounts Receivable was approximately 38% at September 30, 2022, and 43% at March 31, 2022. Accounts Receivable related to the ConAgg Acquisition at September 30, 2022, was approximately \$6.9 million. Management measures the change in Accounts Receivable by monitoring the days sales outstanding on a monthly basis to determine if any deterioration has occurred in the collectability of the Accounts Receivable. No significant deterioration in the collectability of our Accounts Receivable was identified at September 30, 2022. Notes Receivable are monitored on an individual basis, and no significant deterioration in the collectability of our Notes Receivable was identified at September 30, 2022.

Our Inventory balance at September 30, 2022, declined by approximately \$10.9 million from our balance at March 31, 2022. Excluding the ConAgg Acquisition, whose inventory consists mostly of Aggregates, our Inventory balance declined by \$14.6 million. Within Inventory, raw materials and materials-in-progress decreased by approximately \$8.7 million and finished cement decreased by approximately \$12.1 million. These declines were partially offset by increases in Repair Parts and Supplies of \$6.9 million and Fuel and Coal \$2.0 million. The decline in raw materials and materials-in-progress and finished cement is consistent with our business cycle; we generally build up clinker inventory over the winter months to meet the demand for cement in the spring and summer. The increase in repair parts inventory was primarily due to the build-up of inventory necessary for our scheduled outages over the next several months. The largest individual balance in our Inventory is our repair parts. These parts are necessary given the size and complexity of our manufacturing plants, as well as the age of certain of our plants, which creates the need to stock a high level of repair parts inventory. We believe all of these repair parts are necessary, and we perform semi-annual analyses to identify obsolete parts. We have less than one year's sales of all product inventories, and our inventories have a low risk of obsolescence because our products are basic construction materials.

Net Cash Used in Investing Activities during the six months ended September 30, 2022, was approximately \$201.7 million, compared with \$26.8 million during the same period in 2021, an increase of approximately \$174.9 million. The increase was primarily related to the Acquisition Spending of \$158.5 million for the ConAgg Acquisition and the Terminal Acquisitions in fiscal 2023. The remaining increase was due to the purchase of reserves for our Concrete and Aggregates business.

Net Cash Used In Financing Activities was approximately \$34.0 million during the six months ended September 30, 2022, compared with \$458.0 million during the six months ended September 30, 2021. The \$424.0 million decrease was primarily related to higher borrowings, net of repayments, of \$393.8 million and lower amounts paid for early termination of debt, debt issuance costs, and share repurchases of \$8.4 million, \$7.1 million, and \$37.4 million, respectively. This was partially offset by increases in Dividends Paid to Shareholders of \$8.6 million and lower proceeds from exercise of stock options of \$13.7 million.

Our debt-to-capitalization ratio and net-debt-to-capitalization ratio were 49.7% and 47.8%, respectively, at September 30, 2022, compared with 45.6% and 45.1%, respectively, at March 31, 2022.

Debt Financing Activities

Below is a summary of the Company's outstanding debt facilities at September 30, 2022:

	Maturity
Revolving Credit Facility	May 2027
Term Loan	May 2027
2.500% Senior Unsecured Notes	July 2031

See Footnote (M) to the Unaudited Consolidated Financial Statements for further details on the Company's debt facilities, including interest rate, and financial and other covenants and restrictions.

The borrowing capacity of our Revolving Credit Facility is \$750.0 million until May 5, 2027. The Revolving Credit Facility also includes a swingline loan sublimit of \$25.0 million, and a \$40.0 million letter of credit facility. At September 30, 2022, we had \$200.0 million outstanding under the Revolving Credit Facility and \$6.4 million of outstanding letters of credit, leaving us with \$543.6 million of available borrowings under the Revolving Credit Facility, net of the outstanding letters of credit. We are contingently liable for performance under \$26.8 million in performance bonds relating primarily to our mining operations. We do not have any off-balance sheet debt, or any outstanding debt guarantees.

Other than the Revolving Credit Facility, we have no additional source of committed external financing in place. Should the Revolving Credit Facility be terminated, no assurance can be given as to our ability to secure a new source of financing. Consequently, if any balance were outstanding on the Revolving Credit Facility at the time of

termination, and an alternative source of financing could not be secured, it would have a material adverse impact on our business.

We believe that our cash flow from operations and available borrowings under our Revolving Credit Facility, as well as cash on hand, should be sufficient to meet our currently anticipated operating needs, capital expenditures, and dividend and debt service requirements for at least the next 12 months. However, our future liquidity and capital requirements may vary depending on a number of factors, including market conditions in the construction industry, our ability to maintain compliance with covenants in our Revolving Credit Facility, the level of competition, and general and economic factors beyond our control, such as COVID-19 or similar pandemics. These and other developments could reduce our cash flow or require that we seek additional sources of funding. We cannot predict what effect these factors will have on our future liquidity.

As market conditions warrant, the Company may from time to time seek to purchase or repay its outstanding debt securities or loans, including the 2.500% Senior Unsecured Notes, Term Loan, and borrowings under the Revolving Credit Facility, in privately negotiated or open market transactions, by tender offer or otherwise. Subject to any applicable limitations contained in the agreements governing our indebtedness, any purchases we make may be funded by the use of cash on our balance sheet or the incurrence of new debt. The amounts involved in any such purchase transactions, individually or in aggregate, may be material.

We had approximately \$33.5 million of lease liabilities at September 30, 2022, that have an average remaining life of approximately 10.2 years.

Dividends

Dividends paid were \$19.1 million and \$10.5 million for the six months ended September 30, 2022 and 2021, respectively. On May 19, 2021, we announced the reinstatement of our quarterly dividend which had been suspended in fiscal 2021. Each quarterly dividend payment is subject to review and approval by our Board of Directors, who will continue to evaluate our dividend payment amount on a quarterly basis.

Share Repurchases

During the three and six months ended September 30, 2022, our share repurchases were as follows:

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs</u>
<u>April 1 through April 30, 2022</u>	296,000	\$ 124.41	296,000	
<u>May 1 through May 31, 2022</u>	294,000	124.72	294,000	
<u>June 1 through June 30, 2022</u>	294,000	121.86	294,000	
<u>Quarter 1 Totals</u>	<u>884,000</u>	<u>\$ 124.00</u>	<u>884,000</u>	
<u>July 1 through July 31, 2022</u>	280,000	\$ 115.46	280,000	
<u>August 1 through August 31, 2022</u>	308,000	128.93	308,000	
<u>September 1 through September 30, 2022</u>	252,000	114.08	252,000	
<u>Quarter 2 Totals</u>	<u>840,000</u>	<u>\$ 119.98</u>	<u>840,000</u>	
<u>Year-to-Date Totals</u>	<u>1,724,000</u>	<u>\$ 122.04</u>	<u>1,724,000</u>	<u>9,098,992</u>

On May 17, 2022, the Board of Directors authorized us to repurchase an additional 7.5 million shares. This authorization brought the cumulative total of Common Stock our Board has approved for repurchase in the open market to 55.9 million shares since we became publicly held in April 1994. Through September 30, 2022, we have repurchased approximately 46.8 million shares.

Share repurchases may be made from time to time in the open market or in privately negotiated transactions. The timing and amount of any share repurchases are determined by management, based on its evaluation of market and economic conditions and other factors. In some cases, repurchases may be made pursuant to plans, programs, or directions established from time to time by the Company's management, including plans intended to comply with the safe-harbor provided by Rule 10b5-1.

During the six months ended September 30, 2022, the Company withheld from employees 13,317 shares of stock upon the vesting of Restricted Shares that were granted under the Plan. We withheld these shares to satisfy the employees' statutory tax withholding requirements, which is required once the Restricted Shares or Restricted Share Units are vested.

Capital Expenditures

The following table details capital expenditures by category:

	For the Six Months Ended September 30,	
	2022	2021
	(dollars in thousands)	
Land and Quarries	\$ 10,157	\$ 1,378
Plants	21,944	22,480
Buildings, Machinery, and Equipment	11,148	2,919
Total Capital Expenditures	\$ 43,249	\$ 26,777

Capital expenditures for fiscal 2023 are expected to range from \$110.0 million to \$120.0 million and will be allocated across both Heavy Materials and Light Materials sectors. These estimated capital expenditures will include maintenance capital expenditures and improvements, as well as other safety and regulatory projects.

FORWARD LOOKING STATEMENTS

Certain matters discussed in this report contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the context of the statement and generally arise when the Company is discussing its beliefs, estimates or expectations. These statements are not historical facts or guarantees of future performance but instead represent only the Company's belief at the time the statements were made regarding future events which are subject to certain risks, uncertainties and other factors, many of which are outside the Company's control. Actual results and outcomes may differ materially from what is expressed or forecast in such forward-looking statements. The principal risks and uncertainties that may affect the Company's actual performance include the following: the cyclical and seasonal nature of the Company's businesses; public infrastructure expenditures; adverse weather conditions; the fact that our products are commodities and that prices for our products are subject to material fluctuation due to market conditions and other factors beyond our control; availability of raw materials; changes in the costs of energy, including, without limitation, electricity, natural gas, coal and oil, and the nature of our obligations to counterparties under energy supply contracts, such as those related to market conditions (such as fluctuations in spot market prices), governmental orders and other matters; changes in the cost and availability of transportation; unexpected operational difficulties, including unexpected maintenance costs, equipment downtime and interruption of production; material nonpayment or non-performance by any of our key customers; inability to timely execute announced capacity expansions; difficulties and delays in the development of new business lines; governmental regulation and changes in governmental and public policy (including, without limitation, climate change and other environmental regulation); possible outcomes of pending or future litigation or arbitration proceedings; changes in economic conditions specific to any one or more of the Company's markets; adverse impact of severe weather conditions (such as winter storms, tornados and hurricanes) on our facilities, operations and contractual arrangements with third parties; cyber-attacks or data security breaches; announced increases in capacity in the gypsum wallboard and cement industries; changes in the demand for residential housing construction or commercial construction or construction projects undertaken by state or local governments; the availability of acquisitions or other growth opportunities that meet our financial return standards and fit our strategic focus; risks related to pursuit of acquisitions, joint ventures and other transactions or the execution or implementation of such transactions, including the integration of operations acquired by the Company; general economic conditions; and interest rates. For example, increases in interest rates, decreases in demand for construction materials or increases in the cost of energy (including, without limitation, electricity, natural gas, coal and oil) and the cost of our raw materials could affect the revenue and operating earnings of our operations. In addition, changes in national or regional economic conditions and levels of infrastructure and construction spending could also adversely affect the Company's result of operations. Finally, any forward-looking statements made by the Company are subject to the risks and impacts associated with natural disasters, pandemics or other unforeseen events, including, without limitation, any resurgence of the COVID-19 pandemic and responses thereto designed to contain its spread and mitigate its public health effects, as well as their impact on economic conditions, capital and financial markets. These and other factors are described in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2022. All forward-looking statements made herein are made as of the date hereof, and the risk that actual results will differ materially from expectations expressed herein will increase with the passage of time. The Company undertakes no duty to update any forward-looking statement to reflect future events or changes in the Company's expectations.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks related to fluctuations in interest rates on our Revolving Credit Facility. We have occasionally utilized derivative instruments, including interest rate swaps, in conjunction with our overall strategy to manage the debt outstanding that is subject to changes in interest rates. We had a \$750.0 million Revolving Credit Facility at September 30, 2022, under which borrowings bear interest at a variable rate. A hypothetical 100 basis point increase in interest rates on the \$200.0 million of borrowings under the Revolving Credit Facility and the \$197.5 million of borrowings under the Term Loan at September 30, 2022, would increase interest expense by approximately \$4.0 million on an annual basis. At present, we do not utilize derivative financial instruments.

We are subject to commodity risk with respect to price changes principally in coal, coke, natural gas, and power. We attempt to limit our exposure to changes in commodity prices by entering into contracts or increasing our use of alternative fuels.

Item 4. Controls and Procedures

We have established a system of disclosure controls and procedures that are designed to ensure that information relating to the Company, which is required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 (Exchange Act), is recorded, processed, summarized, and reported within the time periods specified by the SEC's rules and forms, and that such information is accumulated and communicated to management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), in a timely fashion. An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) was performed as of the end of the period covered by this quarterly report. This evaluation was performed under the supervision and with the participation of management, including our CEO and CFO. Based upon that evaluation, our CEO and CFO have concluded that these disclosure controls and procedures were effective.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, we have been and may in the future become involved in litigation or other legal proceedings in the ordinary course of our business activities or in connection with transactions or activities undertaken by us, including claims related to worker safety, worker health, environmental matters, commercial contracts, land use rights, taxes, and permits. While the outcome of these proceedings cannot be predicted with certainty, in the opinion of management (based on currently available facts), we do not believe that the ultimate outcome of any currently pending legal proceeding will have a material effect on our consolidated financial condition, results of operations, or liquidity.

For additional information regarding claims and other contingent liabilities to which we may be subject, see Footnote (P) in the Unaudited Consolidated Financial Statements.

Item 1A. Risk Factors

For information regarding factors that could impact our results of operations, financial condition, and liquidity, see Part 1. Item 1A. Risk Factors in our Form 10-K for the fiscal year ended March 31, 2022, filed with the Securities and Exchange Commission on May 20, 2022.

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

The disclosure required under this Item is included in “Management’s Discussion and Analysis of Results of Operations and Financial Condition” of this Quarterly Report on Form 10-Q under the heading “Share Repurchases” and is incorporated herein by reference.

Item 4. Mine Safety Disclosures

The information concerning mine safety violations or other regulatory matters required by Section 1503 (a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95 to this Form 10-Q.

Item 6. Exhibits

10.1*	<u>Eagle Materials Inc. Director Compensation Summary.</u> ⁽¹⁾
10.2*	<u>Form of Director Restricted Stock Agreement.</u> ⁽¹⁾
10.3*	<u>Form of Director Stock Option Agreement.</u> ⁽¹⁾
31.1*	<u>Certification of the Chief Executive Officer of Eagle Materials Inc. pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934, as amended.</u>
31.2*	<u>Certification of the Chief Financial Officer of Eagle Materials Inc. pursuant to Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934, as amended.</u>
32.1*	<u>Certification of the Chief Executive Officer of Eagle Materials Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2*	<u>Certification of the Chief Financial Officer of Eagle Materials Inc. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
95*	<u>Mine Safety Disclosure.</u>
101.INS*	Inline XBRL Instance Document – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File – (formatted as Inline XBRL and Contained in Exhibit 101).

* Filed herewith.

⁽¹⁾ Management contract, compensatory plan, or arrangement.

SIGNATURES

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

EAGLE MATERIALS INC.

Registrant

October 26, 2022

/s/ MICHAEL R. HAACK

Michael R. Haack
President and Chief Executive Officer
(principal executive officer)

October 26, 2022

/s/ D. CRAIG KESLER

D. Craig Kesler
Executive Vice President – Finance and
Administration and Chief Financial Officer
(principal financial officer)

October 26, 2022

/s/ WILLIAM R. DEVLIN

William R. Devlin
Senior Vice President – Controller and
Chief Accounting Officer
(principal accounting officer)

EAGLE MATERIALS INC.
Non-Employee Directors -- Compensation Summary
Effective August 2022 to July 2023

On an annual basis, each non-employee director of Eagle Materials Inc. (the “Company”) may select one of the following compensation packages for his or her performance of director services during the next 12 months:

- (1) total annual compensation valued at \$230,000, of which \$105,000 is paid in cash and the remainder is provided in the form of an equity grant valued at \$125,000; or
- (2) an equity grant valued at \$261,500.

The grant date value of the equity grant under either alternative is allocated between restricted stock and options to purchase common stock of the Company, par value \$0.01 (“Common Stock”) (based upon the recommendation of the Compensation Committee) with respect to each non-employee director.

In accordance with the terms of the Eagle Materials Inc. Amended and Restated Incentive Plan, the exercise price of the stock options is set at the closing price of the Common Stock on the New York Stock Exchange (“NYSE”) on the date of grant. The number of option shares granted is determined as of the date of the grant by using the Black-Scholes method. All options granted to directors in August 2022 were fully exercisable when granted and have a ten-year term.

The number of shares of restricted stock is determined as of the date of grant using the closing price of the Common Stock on the NYSE on the date of grant. The restricted stock granted to directors in August 2022 was earned on the date of grant; however, the shares will not become fully vested (unrestricted) until the earliest to occur of (i) February 5, 2023; (ii) the recipient’s retirement from the Board in accordance with the Company’s director retirement policy, or under such circumstances as are approved by the Compensation Committee; or (iii) the recipient’s death. During the restriction period the director will have the right to vote the shares. In addition, the director will also be entitled to cash dividends as and when the Company issues a cash dividend on the Common Stock.

Non-employee directors who chair committees of the Board of Directors receive additional annual compensation. The chairs of the Audit Committee, Compensation Committee and Governance Committee each receive a fee of \$20,000 per year. The Chairman of the Board of Directors receives a fee of \$125,000 per year. Chairpersons who choose compensation package alternative one (part equity and part cash) receive this additional compensation in the form of cash. Chairpersons who choose compensation package alternative two (all equity) receive this additional compensation in the form of

equity, in which case a 30% premium is added to such fees when valuing the equity to be received by such chairperson.

Any non-employee director holding unvested restricted stock units (“RSUs”) granted as part of director compensation in prior fiscal years (which currently includes Mr. Nicolais) will receive dividend equivalent units as and when the Company issues a cash dividend on the Common Stock, in accordance with the terms of the RSUs.

All directors are reimbursed for reasonable expenses of attending meetings.

EAGLE MATERIALS INC.

AMENDED AND RESTATED INCENTIVE PLAN

RESTRICTED STOCK AGREEMENT

Eagle Materials Inc., a Delaware corporation (the "Company"), and _____ (the "Grantee") hereby enter into this Restricted Stock Award Agreement (the "Agreement") in order to set forth the terms and conditions of the Company's award (the "Award") to the Grantee of certain shares of Common Stock of the Company granted to the Grantee on August 5, 2022 (the "Award Date").

1. Award. The Company hereby awards to the Grantee _____ shares of Common Stock of the Company (the "Shares").

2. Relationship to the Plan. The Award shall be subject to the terms and conditions of the Eagle Materials Inc. Amended and Restated Incentive Plan (the "Plan"), this Agreement and such administrative interpretations of the Plan, if any, as may be in effect on the date of this Agreement. Except as defined herein, capitalized terms shall have the meanings ascribed to them under the Plan. For purposes of this Agreement:

- (a) "Restriction Period" shall mean the period beginning on the Award Date and ending on the date immediately preceding the Vesting Date.
- (b) "Retirement" shall mean termination of service on the Board at the Company's mandatory retirement age in accordance with the Company's director retirement policy or earlier on such terms and conditions as approved by the Committee.

3. Vesting.

- (a) Vesting Criteria. The Grantee's interest in the Shares shall vest in full as of the earliest of (i) February 5, 2023; (ii) Grantee's Retirement; or (iii) Grantee's death (as applicable, the "Vesting Date"). Prior to the Vesting Date, all Shares shall be unvested Shares.
- (b) Restrictions. During the Restriction Period, the Grantee may not sell, transfer, pledge, exchange, hypothecate, or otherwise dispose of any unvested Shares or any right or interest related to such unvested Shares, other than as required by the Grantee's will or beneficiary designation, in accordance with the laws of descent and distribution or by a qualified domestic relations order.
- (c) Cancellation Right. The Grantee must be in continuous service as a Director from the Award Date through the Vesting Date for an unvested Share to become vested. Subject to Section 4, Grantee's discontinuation of service as a Director prior to the Vesting Date shall cause the unvested Shares to be automatically forfeited as of such discontinuation of service date.

4. Change in Control. The restrictions set forth above in Section 3 shall lapse with respect to the unvested Shares not previously forfeited and such Shares shall become fully vested without regard to the limitations set forth in Section 3 above, provided that the Grantee has been in continuous service as a

Director from the Award Date through the occurrence of a Change in Control (as defined in Exhibit A to this Agreement), unless either: (i) the Committee determines that the terms of the transaction giving rise to the Change in Control provide that the Award is to be replaced within a reasonable time after the Change in Control with an award of equivalent value of shares of the surviving parent corporation, or (ii) the Award is to be settled in cash in accordance with the last sentence of this Section 4. Upon a Change in Control, pursuant to Section 15 of the Plan, the Company may, in its discretion, settle the Award by a cash payment that the Committee shall determine in its sole discretion is equal to the fair market value of the Award on the date of such event.

5. Stockholder Rights. The Grantee shall have the right to vote the Shares. The Grantee shall also have the right to receive any cash dividends paid on the unvested Shares at the same time such amounts are paid with respect to all other shares of Common Stock; provided, the record date for such dividend payment is on or after the Award Date.

6. Capital Adjustments and Corporate Events. If, from time to time during the term of the Restriction Period, there is any capital adjustment affecting the outstanding Common Stock as a class without the Company's receipt of consideration, including as a result of a spin-off or business disposition, the Shares and other applicable terms of this Award shall be adjusted in accordance with the provisions of Section 15 of the Plan, which adjustment shall include (as may be applicable) without limitation, equitable adjustments to the type of property or securities to which the Award relates, in each case as determined by the Committee in its discretion. Any and all new, substituted or additional securities to which the Grantee may be entitled by reason of the Grantee's ownership of the Shares hereunder because of a capital adjustment shall be immediately subject to the restrictions set forth herein (as may be modified pursuant to this Agreement) and included thereafter as Shares for purposes of this Agreement.

7. Refusal to Transfer. The Company shall not be required:

- (a) to transfer on its books any Shares that have been sold or otherwise transferred in violation of any of the provisions of this Agreement or the Plan; or
- (b) to treat such purchaser or other transferee as owner of such Shares, accord such purchaser or other transferee the right to vote; or pay or deliver dividends or other distributions to such purchaser or other transferee with respect to such Shares.

8. Legends. If the Shares are certificated, the certificate or certificates evidencing the Shares, if any, issued hereunder shall be endorsed with the following legend:

THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO CERTAIN RESTRICTIONS AND, ACCORDINGLY, MAY NOT BE SOLD, ASSIGNED, TRANSFERRED, ENCUMBERED, OR IN ANY MANNER DISPOSED OF EXCEPT IN CONFORMITY WITH THE TERMS OF THAT CERTAIN RESTRICTED STOCK AGREEMENT BETWEEN THE ISSUER AND THE ORIGINAL HOLDER OF THESE SHARES. A COPY OF SUCH AGREEMENT IS MAINTAINED AT THE ISSUER'S PRINCIPAL CORPORATE OFFICES.

9. Tax Consequences. The Grantee has reviewed with the Grantee's own tax advisors the federal, state, and local tax consequences of this investment and the transactions contemplated by this Agreement. The Grantee is relying solely on such advisors and not on any statements or representations of the

Company or any of its agents. The Grantee understands that the Grantee (and not the Company) shall be responsible for the Grantee's own tax liability that may arise as a result of the transactions contemplated by this Agreement. The Grantee understands that Section 83 of the Code taxes as ordinary income the difference between the purchase price, if any, for the Shares and the Fair Market Value of the Shares as of the date any restrictions on the Shares lapse. In this context, "restriction" means the restrictions imposed during the Restriction Period. The Grantee understands that the Grantee may elect to be taxed at the time the Shares are awarded rather than when and as the restrictions lapse by filing an election under Section 83(b) of the Code with the Internal Revenue Service within 30 days from the Award Date. THE GRANTEE ACKNOWLEDGES THAT IT IS THE GRANTEE'S SOLE RESPONSIBILITY (AND NOT THE COMPANY'S) TO FILE TIMELY THE ELECTION UNDER SECTION 83(B), EVEN IF THE GRANTEE REQUESTS THE COMPANY OR ITS REPRESENTATIVES TO MAKE THIS FILING ON THE GRANTEE'S BEHALF.

10. Entire Agreement; Governing Law. The Plan and this Agreement constitute the entire agreement of the Company and the Grantee (collectively, the "Parties") with respect to the subject matter hereof and supersede in their entirety all prior undertakings and agreements of the Parties with respect to the subject matter hereof, and may not be modified adversely to the Grantee's interest except by means of a writing signed by the Parties. Nothing in the Plan and this Agreement (except as expressly provided therein or herein) is intended to confer any rights or remedies on any person other than the Parties. The Plan and this Agreement are to be construed in accordance with and governed by the internal laws of the State of Texas, without giving effect to any choice-of-law rule that would cause the application of the laws of any jurisdiction other than the internal laws of the State of Texas to the rights and duties of the Parties. Should any provision of the Plan or this Agreement relating to the Shares be determined by a court of law to be illegal or unenforceable, such provision shall be enforced to the fullest extent allowed by law and the other provisions shall nevertheless remain effective and shall remain enforceable.

11. Interpretive Matters. Whenever required by the context, pronouns and any variation thereof shall be deemed to refer to the masculine, feminine, or neuter, and the singular shall include the plural, and vice versa. The term "include" or "including" does not denote or imply any limitation. The term "business day" means any Monday through Friday other than such a day on which banks are authorized to be closed in the State of Texas. The captions and headings used in this Agreement are inserted for convenience and shall not be deemed a part of the Award or this Agreement for construction or interpretation.

12. Notice. Any notice or other communication required or permitted hereunder shall be given in writing and shall be deemed given, effective, and received upon prepaid delivery in person or by courier or upon the earlier of delivery or the third business day after deposit in the United States mail if sent by certified mail, with postage and fees prepaid, addressed to the other Party at its address as shown beneath its signature in this Agreement, or to such other address as such Party may designate in writing from time to time by notice to the other Party.

13. Successors and Assigns. This Agreement shall bind and inure to the benefit of and be enforceable by the Grantee, the Company and their respective permitted successors and assigns (including personal representatives, heirs and legatees), except that the Grantee may not assign any rights or obligations under this Agreement except to the extent and in the manner expressly permitted herein.

[Signature page follows]

EAGLE MATERIALS INC.

By: _____

Name: Michael R. Haack

Its: President and CEO

Address: 5960 Berkshire Ln., Suite 900
Dallas, Texas 75225

The Grantee acknowledges receipt of a copy of the Plan, represents that he or she is familiar with the terms and provisions thereof, and hereby accepts the Award subject to all of the terms and provisions hereof and thereof. The Grantee has reviewed this Agreement and the Plan in their entirety, has had an opportunity to obtain the advice of counsel prior to executing this Agreement, and fully understands all provisions of this Agreement and the Plan. The Grantee further agrees to notify the Company upon any change in the address for notice indicated in this Agreement.

GRANTEE

Signed: _____

Name: _____

Address: _____

EXHIBIT A

CHANGE IN CONTROL

For the purpose of this Agreement, a "Change in Control" shall mean the occurrence of any of the following events:

(a) The acquisition by any Person of beneficial ownership of securities of the Company (including any such acquisition of beneficial ownership deemed to have occurred pursuant to Rule 13d-5 under the Exchange Act) if, immediately thereafter, such Person is the beneficial owner of (i) 50% or more of the total number of outstanding shares of any single class of Company Common Stock or (ii) 40% or more of the total number of outstanding shares of all classes of Company Common Stock, unless such acquisition is made (a) directly from the Company in a transaction approved by a majority of the members of the Incumbent Board or (b) by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company;

(b) Individuals who, as of the date hereof, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board (or who is otherwise designated as a member of the Incumbent Board by such a vote) shall be considered as though such individual were a member of the Incumbent Board, except that any such individual shall not be considered a member of the Incumbent Board if his or her initial assumption of office occurs as a result of either an actual or threatened election contest (as such term is used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board;

(c) The consummation of a Business Combination, unless, immediately following such Business Combination, (i) more than 50% of both the total number of then outstanding shares of common stock of the parent corporation resulting from such Business Combination and the combined voting power of the then outstanding voting securities of such parent corporation entitled to vote generally in the election of directors will be (or is) then beneficially owned, directly or indirectly, by all or substantially all of the Persons who were the beneficial owners, respectively, of the outstanding shares of Company Common Stock immediately prior to such Business Combination in substantially the same proportions as their ownership immediately prior to such Business Combination of the outstanding shares of Company Common Stock, (ii) no Person (other than any employee benefit plan (or related trust) of the Company or any corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 40% or more of the total number of then outstanding shares of common stock of the corporation resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors and (iii) at least a majority of the members of the board of directors of the parent corporation resulting from such Business Combination were members of the Incumbent Board immediately prior to the consummation of such Business Combination; or

(d) Approval by the Board and the shareholders of the Company of (i) a complete liquidation or dissolution of the Company or (ii) a Major Asset Disposition (or, if there is no such approval by shareholders, consummation of such Major Asset Disposition) unless, immediately following such Major Asset Disposition, (A) Persons that were beneficial owners of the outstanding shares of Company Common Stock immediately prior to such Major Asset Disposition beneficially own, directly or indirectly, more than 50% of the total number of then outstanding shares of common stock and the combined voting power of the then outstanding shares of voting stock of the Company (if it continues to exist) and of the

Acquiring Entity in substantially the same proportions as their ownership immediately prior to such Major Asset Disposition of the outstanding shares of Company Common Stock; (B) no Person (other than any employee benefit plan (or related trust) of the Company or such entity) beneficially owns, directly or indirectly, 40% or more of the then outstanding shares of common stock or the combined voting power of the then outstanding voting securities of the Company (if it continues to exist) and of the Acquiring Entity entitled to vote generally in the election of directors and (C) at least a majority of the members of the Board of the Company (if it continues to exist) and of the Acquiring Entity were members of the Incumbent Board at the time of the execution of the initial agreement or action of the Board providing for such Major Asset Disposition.

For purposes of the foregoing,

- (i) the term "*Person*" means an individual, entity or group;
- (ii) the term "*group*" is used as it is defined for purposes of Section 13(d)(3) of the Exchange Act;
- (iii) the terms "*beneficial owner*", "*beneficial ownership*" and "*beneficially own*" are used as defined for purposes of Rule 13d-3 under the Exchange Act;
- (iv) the term "*Business Combination*" means (x) a merger, consolidation or share exchange involving the Company or its stock or (y) an acquisition by the Company, directly or through one or more subsidiaries, of another entity or its stock or assets;
- (v) the term "*Company Common Stock*" shall mean the Common Stock, par value \$.01 per share, of the Company;
- (vi) the term "*Exchange Act*" means the Securities Exchange Act of 1934, as amended;
- (vii) the phrase "*parent corporation resulting from a Business Combination*" means the Company if its stock is not acquired or converted in the Business Combination and otherwise means the entity which as a result of such Business Combination owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries;
- (viii) the term "*Major Asset Disposition*" means the sale or other disposition in one transaction or a series of related transactions of 50% or more of the assets of the Company and its subsidiaries on a consolidated basis; and any specified percentage or portion of the assets of the Company shall be based on fair market value, as determined by a majority of the members of the Incumbent Board;
- (ix) the term "*Acquiring Entity*" means the entity that acquires the largest portion of the assets sold or otherwise disposed of in a Major Asset Disposition (or the entity, if any, that owns a majority of the outstanding voting stock of such acquiring entity entitled to vote generally in the election of directors or members of a comparable governing body); and
- (x) the phrase "*substantially the same proportions*," when used with reference to ownership interests in the parent corporation resulting from a Business Combination or in an Acquiring Entity, means substantially in proportion to the number of shares of Company Common Stock beneficially owned by the applicable Persons immediately prior to the Business Combination or Major Asset Disposition, but is not to be construed in such a manner as to require that the same ratio or number of shares of such parent corporation or Acquiring Entity be issued, paid or delivered in exchange for or in respect of the shares of each class of Company Common Stock.

EAGLE MATERIALS INC.
AMENDED AND RESTATED INCENTIVE PLAN

NON-QUALIFIED DIRECTOR STOCK OPTION AGREEMENT

This option agreement (the “Option Agreement” or “Agreement”) entered into between EAGLE MATERIALS INC., a Delaware corporation (the “Company”), and _____ (the “Optionee”), a director of the Company, with respect to a right (the “Option”) awarded to the Optionee under the Eagle Materials Inc. Amended and Restated Incentive Plan (the “Plan”), on August 5, 2022 (the “Award Date”) to purchase from the Company up to but not exceeding in the aggregate _____ shares of Common Stock (as defined in the Plan) at a price of \$127.83 per share (the “Exercise Price”), such number of shares and such price per share being subject to adjustment as provided in the Plan, and further subject to the following terms and conditions:

1. *Relationship to Plan.*

This Option is subject to all of the terms, conditions and provisions of the Plan and administrative interpretations thereunder, if any, which have been adopted by the Company’s Compensation Committee (“Committee”) and are in effect on the date hereof. Except as defined herein, capitalized terms shall have the same meanings ascribed to them under the Plan. For purposes of this Option Agreement:

“*Retirement*” shall mean termination of service on the Board at the Company’s mandatory retirement age in accordance with the Company’s director retirement policy or earlier on such terms and conditions as approved by the Committee.

2. *Exercise Schedule.*

(a) *Exercisability.* This Option may be exercised to purchase the shares of Common Stock covered thereby (the “Option Shares”) immediately on the Award Date. Such Option may be exercised in whole or in part (at any time or from time to time, except as otherwise provided herein) until expiration of the Option pursuant to the terms of this Agreement or the Plan.

(b) *Change in Control.* Upon the occurrence of a Change in Control (as defined in Exhibit A to this Agreement), (i) this Option may be replaced within a reasonable time after the Change in Control with an option of equivalent value to purchase shares of the surviving parent corporation if the Committee determines that the terms giving rise to the Change in Control provide for such replacement, or (ii) the Option may be settled in cash in accordance with the last sentence of this subparagraph (b). Upon a Change in Control, pursuant to Section 15 of the Plan, the Company may, in its discretion, settle the Option by a cash payment equal to the difference between the Fair Market Value per share of Common Stock on the settlement date and the Exercise Price for the Option, multiplied by the number of shares then subject to the Option.

(c) *Capital Adjustments and Corporate Events.* If, from time to time during the term of the Option prior to its exercise, there is any capital adjustment affecting the outstanding

Common Stock as a class without the Company's receipt of consideration, including, without limitation, as a result of a spin-off or business disposition or an extraordinary cash dividend, the Option Shares and other applicable terms of this Option shall be adjusted in accordance with the provisions of Section 15 of the Plan, which adjustment shall include (as may be applicable) without limitation, equitable adjustments to the number of Option Shares, exercise price and type of property or securities to which the Option relates, in each case as determined by the Committee in its discretion and in accordance with Code Section 409A. Any and all new, substituted or additional securities to which the Optionee may be entitled by reason of this Option because of a capital adjustment shall be immediately subject to the Vesting Schedule and other terms set forth herein (as may be modified pursuant to this Agreement) and included thereafter as Option Shares for purposes of this Agreement.

3. *Termination of Option.*

The Option hereby granted shall terminate and be of no force and effect with respect to any Option Shares not previously purchased by the Optionee at the earliest time specified below:

(b) the tenth anniversary of the Award Date;

(b) if Optionee's service as a Director is terminated by the Company for "cause" (as determined by the Committee) at any time after the Award Date, then the Option shall terminate immediately upon such termination of Optionee's service;

(c) if Optionee's service as a Director is terminated due to Retirement, then this Option shall terminate on the tenth anniversary of the Award Date;

(d) if Optionee's service as a Director is terminated due to death at any time after the Award Date and while in the service of the Company or within 90 days after such termination of service, then the Option shall terminate on the first business day following the expiration of the one-year period which began on the date of Optionee's death; or

(e) if Optionee's service as a Director is terminated for any reason other than death, Retirement or termination for "cause," then the Option shall terminate on the first business day following the expiration of the 90-day period beginning on the date of termination of Optionee's service.

4. *Exercise of Option.*

Subject to the limitations set forth herein and in the Plan, this Option may be exercised by notice provided to the Company as set forth in Section 5. The payment of the Exercise Price for the Option Shares being purchased pursuant to the Option shall be made (a) in cash, by check or cash equivalent, (b) by tender to the Company, or attestation to the ownership, of Common Stock owned by the Optionee having a Fair Market Value (as determined by the Company without regard to any restrictions on transferability applicable to such Common Stock by reason of federal or state securities laws or agreements with an underwriter for the Company) not less than the Exercise Price, (c) by delivery of a properly executed notice together with irrevocable instructions to a broker providing for the assignment to the Company of the proceeds of a sale or loan with respect to some or all of the shares being acquired upon the exercise of the

Option (including, without limitation, through an exercise complying with the provisions of Regulation T as promulgated from time to time by the Board of Governors of the Federal Reserve System), (d) by withholding Option Shares equal to the Exercise Price multiplied by the number of Options exercised divided by the Fair Market Value at the time of exercise, rounded up to the nearest whole share, (e) by such other consideration as may be approved by the Board from time to time to the extent permitted by applicable law, or (f) by any combination thereof. Notwithstanding the foregoing, if the Exercise Price of the outstanding portion of the Option is less than the Fair Market Value of a share of Common Stock on the day the Option would otherwise expire as provided in Section 3(a), then the Option shall be automatically exercised in full pursuant to clause (d) above immediately prior to its expiration.

If the Optionee desires to pay the purchase price for the Option Shares by tendering Common Stock using the method of attestation, the Optionee may, subject to any such conditions and in compliance with any such procedures as the Committee may adopt, do so by attesting to the ownership of Common Stock of the requisite value, in which case the Company shall issue or otherwise deliver to the Optionee upon such exercise a number of Option Shares equal to the result obtained by dividing (a) the excess of the aggregate Fair Market Value of the total number shares of Common Stock subject to the Option for which the Option (or portion thereof) is being exercised over the purchase price payable in respect of such exercise by (b) the Fair Market Value per share of Common Stock subject to the Option, and the Optionee may retain the shares of Common Stock the ownership of which is attested.

Notwithstanding anything to the contrary contained herein, the Optionee agrees that he will not exercise the Option granted pursuant hereto, and the Company will not be obligated to issue any Option Shares pursuant to this Option Agreement, if the exercise of the Option or the issuance of such shares would constitute a violation by the Optionee or by the Company of any provision of any law or regulation of any governmental authority or any stock exchange or transaction quotation system. The Optionee agrees that, unless the options and shares covered by the Plan have been registered pursuant to the Securities Act of 1933, as amended (the "Act"), the Company may, at its election, require the Optionee to give a representation in writing in form and substance satisfactory to the Company to the effect that he is acquiring such shares for his own account for investment and not with a view to, or for sale in connection with, the distribution of such shares or any part thereof.

If any law or regulation requires the Company to take any action with respect to the shares specified in such notice, the time for delivery thereof, which would otherwise be as promptly as reasonably practicable, shall be postponed for the period of time necessary to take such action.

5. *Notices.*

Notice of exercise of the Option must be made in the following manner, using such forms as the Company may from time to time provide:

(b) by electronic means as designated by the Committee, in which case the date of exercise shall be the date when receipt is acknowledged by the Company;

(c) by registered or certified United States mail, postage prepaid, to Eagle Materials Inc., Attention: Secretary, 5960 Berkshire Ln., Suite 900, Dallas, Texas 75225, in which case the date of exercise shall be the date of mailing; or

(d) by hand delivery or otherwise to Eagle Materials Inc., Attention: Secretary, 5960 Berkshire Ln., Suite 900, Dallas, Texas 75225, in which case the date of exercise shall be the date when receipt is acknowledged by the Company.

Notwithstanding the foregoing, in the event that the address of the Company is changed prior to the date of any exercise of this Option, notice of exercise shall instead be made pursuant to the foregoing provisions at the Company's current address.

Any other notices provided for in this Agreement or in the Plan shall be given in writing or by such electronic means, as permitted by the Committee, and shall be deemed effectively delivered or given upon receipt or, in the case of notices delivered by the Company to the Optionee, five days after deposit in the United States mail, postage prepaid, addressed to the Optionee at the address specified at the end of this Agreement or at such other address as the Optionee hereafter designates by written notice to the Company.

6. *Assignment of Option.*

Except as otherwise permitted by the Committee, the rights of the Optionee under the Plan and this Agreement are personal; no assignment or transfer of the Optionee's rights under and interest in this Option may be made by the Optionee otherwise than by will, by beneficiary designation, by the laws of descent and distribution or by a qualified domestic relations order; and this Option is exercisable during his lifetime only by the Optionee, except as otherwise provided in this Agreement.

After the death of the Optionee, exercise of the Option shall be permitted only by the Optionee's designated beneficiary or, in the absence of a designated beneficiary, the Optionee's executor or the personal representative of the Optionee's estate (or by his assignee, in the event of a permitted assignment) and only to the extent that the Option was exercisable on the date of the Optionee's death.

7. *Stock Certificates.*

Certificates representing the Common Stock issued pursuant to the exercise of the Option will bear all legends required by law and necessary or advisable to effectuate the provisions of the Plan and this Option. The Company may place a "stop transfer" order against shares of the Common Stock issued pursuant to the exercise of this Option until all restrictions and conditions set forth in the Plan or this Agreement and in the legends referred to in this Section 7 have been complied with.

8. *Shareholder Rights.*

The Optionee shall have no rights of a shareholder with respect to shares of Common Stock subject to the Option unless and until such time as the Option has been exercised and ownership of such shares of Common Stock has been transferred to the Optionee.

9. *Successors and Assigns.*

This Agreement shall bind and inure to the benefit of and be enforceable by the Optionee, the Company and their respective permitted successors and assigns (including personal representatives, heirs and legatees), except that the Optionee may not assign any rights or obligations under this Agreement except to the extent and in the manner expressly permitted herein.

10. *No Service Guaranteed.*

No provision of this Option Agreement shall confer any right upon the Optionee to continued service with the Company.

11. *Governing Law.*

This Option Agreement shall be governed by, construed and enforced in accordance with the laws of the State of Texas.

12. *Amendment.*

This Agreement cannot be modified, altered or amended except by an agreement, in writing, signed by both the Company and the Optionee.

EAGLE MATERIALS INC.

By: _____

Name: Michael R. Haack

Its: President and CEO

Address: 5960 Berkshire Ln., Suite 900
Dallas, Texas 75225

The Optionee hereby accepts the foregoing Option Agreement, subject to the terms and provisions of the Plan and administrative interpretations thereof referred to above.

OPTIONEE:

Signed: _____

Name: _____

Address: _____

EXHIBIT A

Change in Control

For the purpose of this Agreement, a “Change in Control” shall mean the occurrence of any of the following events:

(b) The acquisition by any Person of beneficial ownership of securities of the Company (including any such acquisition of beneficial ownership deemed to have occurred pursuant to Rule 13d-5 under the Exchange Act) if, immediately thereafter, such Person is the beneficial owner of (i) 50% or more of the total number of outstanding shares of any single class of Company Common Stock or (ii) 40% or more of the total number of outstanding shares of all classes of Company Common Stock, unless such acquisition is made (a) directly from the Company in a transaction approved by a majority of the members of the Incumbent Board or (b) by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company;

(b) Individuals who, as of the date hereof, constitute the Board (the “Incumbent Board”) cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director subsequent to the date hereof whose election, or nomination for election by the Company’s stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board (or who is otherwise designated as a member of the Incumbent Board by such a vote) shall be considered as though such individual were a member of the Incumbent Board, except that any such individual shall not be considered a member of the Incumbent Board if his or her initial assumption of office occurs as a result of either an actual or threatened election contest (as such term is used in Rule 14a-11 of Regulation 14A promulgated under the Exchange Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board;

(c) The consummation of a Business Combination, unless, immediately following such Business Combination, (i) more than 50% of both the total number of then outstanding shares of common stock of the parent corporation resulting from such Business Combination and the combined voting power of the then outstanding voting securities of such parent corporation entitled to vote generally in the election of directors will be (or is) then beneficially owned, directly or indirectly, by all or substantially all of the Persons who were the beneficial owners, respectively, of the outstanding shares of Company Common Stock immediately prior to such Business Combination in substantially the same proportions as their ownership immediately prior to such Business Combination of the outstanding shares of Company Common Stock, (ii) no Person (other than any employee benefit plan (or related trust) of the Company or any corporation resulting from such Business Combination) beneficially owns, directly or indirectly, 40% or more of the total number of then outstanding shares of common stock of the corporation resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such corporation entitled to vote generally in the election of directors and (iii) at least a majority of the members of the board of directors of the parent corporation resulting from such Business Combination were members of the Incumbent Board immediately prior to the consummation of such Business Combination; or

(d) Approval by the Board and the shareholders of the Company of (i) a complete liquidation or dissolution of the Company or (ii) a Major Asset Disposition (or, if there is no such approval by shareholders, consummation of such Major Asset Disposition) unless, immediately following such Major Asset Disposition, (A) Persons that were beneficial owners of the outstanding shares of Company Common Stock immediately prior to such Major Asset Disposition beneficially own, directly or indirectly, more than 50% of the total number of then outstanding shares of common stock and the combined voting power of the then outstanding shares of voting stock of the Company (if it continues to exist) and of the Acquiring Entity in substantially the same proportions as their ownership immediately prior to such Major Asset Disposition of the outstanding shares of Company Common Stock; (B) no Person (other than any employee benefit plan (or related trust) of the Company or such entity) beneficially owns, directly or indirectly, 40% or more of the then outstanding shares of common stock or the combined voting power of the then outstanding voting securities of the Company (if it continues to exist) and of the Acquiring Entity entitled to vote generally in the election of directors and (C) at least a majority of the members of the Board of the Company (if it continues to exist) and of the Acquiring Entity were members of the Incumbent Board at the time of the execution of the initial agreement or action of the Board providing for such Major Asset Disposition.

For purposes of the foregoing,

- (i) the term “Person” means an individual, entity or group;
- (ii) the term “group” is used as it is defined for purposes of Section 13(d)(3) of the Exchange Act;
- (iii) the terms “beneficial owner”, “beneficial ownership” and “beneficially own” are used as defined for purposes of Rule 13d-3 under the Exchange Act;
- (iv) the term “Business Combination” means (x) a merger, consolidation or share exchange involving the Company or its stock or (y) an acquisition by the Company, directly or through one or more subsidiaries, of another entity or its stock or assets;
- (v) the term “Company Common Stock” shall mean the Common Stock, par value \$.01 per share, of the Company;
- (vi) the term “Exchange Act” means the Securities Exchange Act of 1934, as amended;
- (vii) the phrase “parent corporation resulting from a Business Combination” means the Company if its stock is not acquired or converted in the Business Combination and otherwise means the entity which as a result of such Business Combination owns the Company or all or substantially all of the Company’s assets either directly or through one or more subsidiaries;

(viii) the term “Major Asset Disposition” means the sale or other disposition in one transaction or a series of related transactions of 50% or more of the assets of the Company and its subsidiaries on a consolidated basis; and any specified percentage or portion of the assets of the Company shall be based on fair market value, as determined by a majority of the members of the Incumbent Board;

(ix) the term “Acquiring Entity” means the entity that acquires the largest portion of the assets sold or otherwise disposed of in a Major Asset Disposition (or the entity, if any, that owns a majority of the outstanding voting stock of such acquiring entity entitled to vote generally in the election of directors or members of a comparable governing body); and

(x) the phrase “substantially the same proportions,” when used with reference to ownership interests in the parent corporation resulting from a Business Combination or in an Acquiring Entity, means substantially in proportion to the number of shares of Company Common Stock beneficially owned by the applicable Persons immediately prior to the Business Combination or Major Asset Disposition, but is not to be construed in such a manner as to require that the same ratio or number of shares of such parent corporation or Acquiring Entity be issued, paid or delivered in exchange for or in respect of the shares of each class of Company Common Stock.

Certification of Periodic Report Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Michael R. Haack, certify that:

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

Dated: October 26, 2022

By /s/ Michael R. Haack

Michael R. Haack
President and Chief Executive Officer

Certification of Periodic Report Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, D. Craig Kesler, certify that:

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

Dated: October 26, 2022

By /s/ D. Craig Kesler

D. Craig Kesler
Chief Financial Officer
(Principal Financial Officer)

Certification of Periodic Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Eagle Materials Inc. and subsidiaries (the "Company") on Form 10-Q for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael R. Haack, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (i) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 26, 2022

By /s/ Michael R. Haack

Michael R. Haack
President and Chief Executive Officer

Certification of Periodic Report Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Eagle Materials Inc. and subsidiaries (the "Company") on Form 10-Q for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, D. Craig Kesler, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (i) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 26, 2022

By /s/ D. Craig Kesler

D. Craig Kesler
Chief Financial Officer
(Principal Financial Officer)

MINE SAFETY DISCLOSURE

Section 1503 of the Dodd-Frank Wall Street Reform and Consumer Protection Act contains reporting requirements regarding mine safety. The operation of our quarries is subject to regulation by the federal Mine Safety and Health Administration, or MSHA, under the Federal Mine Safety and Health Act of 1977, or the Mine Act. Set forth below is the required information regarding certain mining safety and health matters for the three-month period ended September 30, 2022 for our facilities. In evaluating this information, consideration should be given to factors such as: (i) the number of citations and orders will vary depending on the size of the quarry, (ii) the number of citations issued will vary from inspector-to-inspector and mine-to-mine, and (iii) citations and orders can be contested and appealed, and in that process, may be reduced in severity and amount, and are sometimes dismissed.

Mine or Operating Name/MSHA Identification Number	Section 104 S&S Citations	Section 104(b) Orders	Section 104(d) Citations and Orders	Section 110(b)(2) Violations	Section 107(a) Orders	Total Dollar Value of MSHA Assessments Proposed	Total Number of Mining Related Fatalities	Received Notice of Pattern of Violations Under Section 104(e) (yes/no)	Received Notice of Potential to Have Pattern Under Section 104(e) (yes/no)	Legal Actions Pending as of Last Day of Period	Legal Actions Initiated During Period	Legal Actions Resolved During Period
3D Concrete LLC Lander, NV (2602434)	0	0	0	0	0	\$ 0	0	no	no	0	0	0
3D Concrete LLC Lyon, Nevada (2602412)	0	0	0	0	0	\$ 0	0	no	no	0	0	0
American Gypsum Company LLC Albuquerque, NM (2900181)	0	0	0	0	0	\$ 0	0	no	no	1 ⁽¹⁾	1 ⁽¹⁾	0
American Gypsum Company LLC Duke, OK (3400256)	0	0	0	0	0	\$ 0	0	no	no	0	0	0
American Gypsum Company LLC Eagle, CO (0503997)	0	0	0	0	0	\$ 0	0	no	no	0	0	0
Centex Materials LLC Buda, TX (4102241)	0	0	0	0	0	\$ 0	0	no	no	0	0	0
Central Plains Cement Company LLC Sugar Creek, MO (2302171)	4	0	1	0	0	\$ 2,194	0	no	no	0	4 ⁽¹⁾	0
Central Plains Cement Company LLC Tulsa, OK (3400026)	1	0	0	0	0	\$ 7,269	0	no	no	0	0	0
Fairborn Cement Company LLC Greene County, OH (3300161)	0	0	0	0	0	\$ 0	0	no	no	0	0	0
Illinois Cement Company LLC LaSalle, IL (1100003)	3	0	0	0	0	\$ 0	0	no	no	0	0	0
Kosmos Cement Company LLC Jefferson, KY (1504469)	3	0	0	0	0	\$ 0	0	no	no	0	0	0
Mountain Cement Company LLC Laramie, WY (4800007)	3	0	0	0	0	\$ 11,458	0	no	no	1 ⁽¹⁾	1 ⁽¹⁾	0
Nevada Cement Company LLC Fernley, NV (2600015)	0	0	0	0	0	\$ 0	0	no	no	0	0	0

⁽¹⁾ All legal actions were penalty contests.

