

REFINITIV

# DELTA REPORT

## 10-K

TSCO - TRACTOR SUPPLY CO /DE/

10-K - DECEMBER 28, 2024 COMPARED TO 10-K - DECEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS	2805
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 CHANGES	488
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 DELETIONS	1078
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 ADDITIONS	1239
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

(Mark One)

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

For the fiscal year ended **December 30, 2023** **December 28, 2024**

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 000-23314

 imagea09.jpg

**TRACTOR SUPPLY COMPANY**

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of  
Incorporation or Organization)

13-3139732

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

5401 Virginia Way, Brentwood, Tennessee

(Address of Principal Executive Offices)

37027

(Zip Code)

Registrant's Telephone Number, Including Area Code:

(615) 440-4000

Securities Registered Pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$.008 par value	TSCO	NASDAQ Global Select Market

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (\$232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

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

Large accelerated filer	<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 has filed a report on and attestation to its management's assessment of effectiveness of its internal control over financial reporting under section 404(b) of Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

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

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

Yes ☐ No ☒

The aggregate market value of the Common Stock held by non-affiliates of the registrant, based on the closing price of the Common Stock on The NASDAQ Global Select Market on **July 1, 2023** **June 29, 2024**, the last business day of the registrant's most recently completed second fiscal quarter, was approximately **\$19.8** **\$23.7** billion. For purposes of this response, the registrant has assumed that its directors, executive officers, and beneficial owners of 5% or more of its Common Stock are affiliates of the registrant.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date.

Class	Outstanding at <b>January 27, 2024</b> <b>January 25, 2025</b>
Common Stock, \$.008 par value	<b>107,916,530</b> <b>531,548,314</b>

Documents Incorporated by Reference:  
Portions of the Registrant's definitive Proxy Statement for its **2024** **2025** Annual Meeting of Stockholders are incorporated by reference into Part III hereof.

TABLE OF CONTENTS

	Page Number	Page Number
<a href="#">Forward-Looking Statements</a>	<a href="#">ii. Forward-Looking Statements</a>	<a href="#">ii.</a>
<a href="#">PART I</a>		
<a href="#">PART I</a>		
<a href="#">PART I</a>	<a href="#">1</a>	<a href="#">1</a>
<a href="#">1. Business</a>	<a href="#">11. Business</a>	<a href="#">1</a>
<a href="#">1A. Risk Factors</a>	<a href="#">12 1A. Risk Factors</a>	<a href="#">11</a>
<a href="#">1B. Unresolved Staff Comments</a>	<a href="#">24 1B. Unresolved Staff Comments</a>	<a href="#">23</a>
<a href="#">1C. Cybersecurity</a>	<a href="#">24 1C. Cybersecurity</a>	<a href="#">23</a>
<a href="#">2. Properties</a>	<a href="#">26 2. Properties</a>	<a href="#">25</a>
<a href="#">3. Legal Proceedings</a>	<a href="#">27 3. Legal Proceedings</a>	<a href="#">26</a>
<a href="#">4. Mine Safety Disclosures</a>	<a href="#">27 4. Mine Safety Disclosures</a>	<a href="#">26</a>
<a href="#">PART II</a>		
<a href="#">PART II</a>		
<a href="#">PART II</a>	<a href="#">28</a>	<a href="#">27</a>
<a href="#">5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities</a>	<a href="#">5. Market for Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities</a>	<a href="#">27</a>
<a href="#">6. [Reserved]</a>	<a href="#">30 6. [Reserved]</a>	<a href="#">29</a>
<a href="#">Management's Discussion and Analysis of Financial</a>	<a href="#">Management's Discussion and Analysis of Financial</a>	
<a href="#">7. Condition and Results of Operations</a>	<a href="#">31 7. Condition and Results of Operations</a>	<a href="#">30</a>

<a href="#">7A.</a>	<a href="#">7A. Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">40</a>	<a href="#">7A. Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">39</a>
<a href="#">8.</a>	<a href="#">8. Financial Statements and Supplementary Data</a>	<a href="#">42</a>	<a href="#">8. Financial Statements and Supplementary Data</a>	<a href="#">40</a>
	<a href="#">Changes in and Disagreements with Accountants on</a>		<a href="#">Changes in and Disagreements with Accountants on</a>	
<a href="#">9.</a>	<a href="#">9. Accounting and Financial Disclosure</a>	<a href="#">75</a>	<a href="#">9. Accounting and Financial Disclosure</a>	<a href="#">73</a>
<a href="#">9A.</a>	<a href="#">9A. Controls and Procedures</a>	<a href="#">76</a>	<a href="#">9A. Controls and Procedures</a>	<a href="#">73</a>
<a href="#">9B.</a>	<a href="#">9B. Other Information</a>	<a href="#">76</a>	<a href="#">9B. Other Information</a>	<a href="#">74</a>
	<a href="#">Disclosure Regarding Foreign Jurisdictions that Prevent</a>		<a href="#">Disclosure Regarding Foreign Jurisdictions that Prevent</a>	
<a href="#">9C.</a>	<a href="#">9C. Inspections</a>	<a href="#">76</a>	<a href="#">9C. Inspections</a>	<a href="#">74</a>
<a href="#">PART III</a>				
<a href="#">PART III</a>				
<a href="#">PART III</a>		<a href="#">76</a>		<a href="#">74</a>
<a href="#">10.</a>	<a href="#">10. Directors, Executive Officers, and Corporate Governance</a>	<a href="#">76</a>	<a href="#">10. Directors, Executive Officers, and Corporate Governance</a>	<a href="#">74</a>
<a href="#">11.</a>	<a href="#">11. Executive Compensation</a>	<a href="#">76</a>	<a href="#">11. Executive Compensation</a>	<a href="#">74</a>
	<a href="#">Security Ownership of Certain Beneficial Owners and</a>		<a href="#">Security Ownership of Certain Beneficial Owners and</a>	
<a href="#">12.</a>	<a href="#">12. Management and Related Stockholder Matters</a>	<a href="#">76</a>	<a href="#">12. Management and Related Stockholder Matters</a>	<a href="#">74</a>
	<a href="#">Certain Relationships and Related Transactions, and Director</a>		<a href="#">Certain Relationships and Related Transactions, and</a>	
<a href="#">13.</a>	<a href="#">13. Independence</a>	<a href="#">77</a>	<a href="#">13. Director Independence</a>	<a href="#">75</a>
<a href="#">14.</a>	<a href="#">14. Principal Accountant Fees and Services</a>	<a href="#">77</a>	<a href="#">14. Principal Accountant Fees and Services</a>	<a href="#">75</a>
<a href="#">PART IV</a>				
<a href="#">PART IV</a>				
<a href="#">PART IV</a>		<a href="#">77</a>		<a href="#">75</a>
<a href="#">15.</a>	<a href="#">15. Exhibits and Financial Statement Schedules</a>	<a href="#">77</a>	<a href="#">15. Exhibits and Financial Statement Schedules</a>	<a href="#">75</a>
<a href="#">16.</a>	<a href="#">16. Form 10-K Summary</a>	<a href="#">78</a>	<a href="#">16. Form 10-K Summary</a>	<a href="#">76</a>

i.

## [Table of Contents](#)

## FORWARD-LOOKING STATEMENTS OR INFORMATION

This Annual Report on Form 10-K and statements included or incorporated by reference in this Annual Report on Form 10-K include certain forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 (the “Act”). All statements, other than statements of historical facts, which address activities, events, or developments that we expect or anticipate will or may occur in the future, including such things as sales and earnings growth, new store growth, estimated results of operations in future periods (including, but not limited to, net sales, comparable store sales, operating margins or operating margin rates, net income, and earnings per diluted share), the declaration and payment of dividends, the timing and amount of share repurchases, future capital expenditures (including their amount and nature) and acquisitions, business strategy, expansion and growth of our business operations, and other such matters are forward-looking statements. Forward-looking statements are usually identified by or are associated with such words as “will,” “intend,” “would,” “expect,” “continue,” “believe,” “anticipate,” “optimistic,” “forecasted,” and similar terminology. To take advantage of the safe harbor provided by the Act, we have identified certain factors, in Item 1A. “Risk Factors” in this Annual Report on Form 10-K which may cause actual results to differ materially from those expressed in any forward-looking statements. These “Risk Factors” may be updated from time to time in our quarterly reports on Form 10-Q or other subsequent filings with the SEC.

Forward-looking statements made by or on behalf of the Company are based on our knowledge of our business and the environments in which we operate and currently available information and are based on our current expectations and projections about future events. We undertake no obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

ii.

## PART I

### Item 1. Business

#### Overview

Tractor Supply Company (the “Company” or “Tractor Supply” or “we” or “our” or “us”) is the largest rural lifestyle retailer in the United States (“U.S.”). The Company is focused on supplying the needs of recreational farmers, ranchers, and all those who enjoy living the rural lifestyle (which we refer to as the “Out Here” lifestyle). We operate retail stores under the names *Tractor Supply Company* and *Petsense by Tractor Supply*. Our stores are located primarily in towns outlying major metropolitan markets and in rural communities. We also offer an expanded assortment of products through the Tractor Supply mobile application and online at *TractorSupply.com* and *Petsense.com*. *Petsense.com*.

The Company has one reportable industry segment which is the retail sale of products that support the rural lifestyle. At **December 30, 2023** **December 28, 2024**, we operated **2,414** **2,502** retail stores in 49 states (**2,216** **2,296** Tractor Supply retail stores and **198** **206** Petsense by Tractor Supply retail stores). Our Tractor Supply stores typically range in size from 15,000 to 20,000 square feet of inside selling space, along with additional outside selling space (“Side Lot” or “Garden Centers”), and our Petsense by Tractor Supply stores have approximately 5,500 square feet of inside selling space. Our online selling websites and our mobile application offer an extended assortment of products beyond those offered in-store and drive traffic into our stores through our buy online and pickup in-store and ship to store programs. Our retail store locations and digital capabilities provide the convenience to allow our customers to engage with us anytime, anywhere and in any way they choose.

On October 12, 2022, the Company completed its acquisition of Orscheln Farm and Home, LLC (“Orscheln” or “Orscheln Farm and Home”). The Company acquired 166 Orscheln stores for approximately \$393.4 million, exclusive of cash acquired. Consistent with the remedy reached with the Federal Trade Commission (“FTC”), the Company divested 85 store locations to two buyers, Bomgaars Supply, Inc. (73 stores) and Buchheit Enterprises, Inc. (12 stores), concurrently with the closing of the acquisition. Net proceeds from the store divestitures were approximately \$69.4 million. In addition, the Company sold the Orscheln corporate headquarters and distribution center to Bomgaars Supply, Inc. for \$10 million in the third quarter of fiscal 2023. The acquisition was financed with cash-on-hand and borrowings under the 2022 Senior Credit Facility (as defined below). All Orscheln stores have been rebranded to Tractor Supply as of the end of fiscal 2023.

#### Business Strategy for Tractor Supply Company

We believe our sales and earnings growth is the result of executing our multi-year strategy, which includes the following key components:

##### Target Market

**Supplying** We are dedicated to fulfilling the lifestyle needs of recreational farmers, ranchers, **homesteaders**, animal and pet owners, and all those who enjoy living the rural lifestyle remains our primary objective. By focusing **lifestyle**. Our distinct approach differentiates us from other retailers by concentrating our product assortment on these core **customers**, we believe we are differentiated from general merchandise, home center **customers**. We provide a convenient shopping experience both in-store and other specialty retailers. We cater to online, focusing on needs-based, demand-driven product categories. Serving the rural lifestyle and often serve a market, by being **we act as** a trip consolidator for **many numerous** basic maintenance **needs for requirements** of farm, ranch, and rural **customers through convenient shopping options both in-store and online.** **customers.**

##### Customers

Our target customers are home, land, pet, animal and livestock owners who generally have above average income and below average cost of living. We seek to serve a customer base that primarily lives in towns outlying major metropolitan markets and in rural communities. This customer base includes recreational farmers, ranchers, and all those who enjoy living a rural inspired lifestyle.

##### Customer Service

We are committed to providing our customers reliable product availability and a convenient, customer-centric experience across shopping channels. In our stores, we believe the ability of our motivated, well-trained team members to provide friendly, responsive and seasoned advice helps our customers find the right products to satisfy their everyday needs, as well as the specialty items needed to complete their rural lifestyle projects. We also engage with our customers through our e-commerce websites and mobile application, which provide the opportunity to allow customers to shop anytime, anywhere, and in any way they choose, while delivering enhanced product information, research, and decision tools that support product selection and

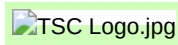


1

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## [Table of Contents](#)

informational needs in specific subject areas. Additionally, we maintain a Customer Solutions Center at our Store Support Center located in Brentwood, Tennessee, to support our in-store and online customers, as well as our store team members. We believe this commitment to customer service promotes strong customer loyalty through personalized experiences and provides convenience that our customers expect, which drives repeat shopping experiences.



1

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We use a third-party provider to survey and measure our level of customer service. This process allows customers to provide feedback on their shopping experience. Based on the third-party provider's data, we believe our customer satisfaction scores are among the best-in-class. We carefully evaluate the feedback we receive from our customers and implement improvements at both the Company and the individual store level based on that feedback.

### *Store Environment*

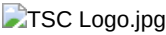
Our stores are designed and managed to make shopping an enjoyable experience and to maximize sales and operating efficiencies. Stores are strategically arranged to provide an open environment for optimal product placement and visual display. In addition, these layouts allow for departmental space to be easily reallocated and visual displays to be changed for seasonal products and promotions. Display and product placement information is routinely sent to stores to ensure quality and uniformity among the stores, and our Field Activity Support Teams ("FAST") are dedicated to support the stores in creating an enhanced in-store experience for our customers through best-in-class merchandising execution. Our store layouts and visual displays are designed to provide our customers a feeling of familiarity and convenience to enhance the shopping experience. Informative signs are located in key product categories to conveniently assist customers with purchasing decisions and merchandise location. These signs provide customers with a comparison of product qualities, clear pricing, useful information regarding product benefits, and suggestions for appropriate accessories. Also, our store team members wear highly visible red vests or aprons with name tags, and our customer service and checkout counters are conveniently located near the front of the store. Our stores have been equipped with tools such as team member communication devices, wireless internet, and mobile point-of-sale devices that enable our team members to provide an enhanced shopping experience to our customers. In addition, our buy online and pickup in-store and ship to store programs, including curbside pickup, provide convenient access for customers to pick up merchandise from our store locations. We also offer store delivery in all of our Tractor Supply stores to meet our customers' needs.

We are in the midst of a multi-year project that began in 2020 to remodel our existing store base, bringing programs to life with new fixtures, layouts and products that truly enhance the customer shopping experience. The site-level space is analyzed category by category and reallocated as needed to align with current merchandising strategies and to drive space productivity. Another space productivity initiative is to transform our Side Lot with an expanded product offering and an enhanced shopping experience. With this investment, the Side Lot space is leveraged to offer a wider product offering in the lawn and garden categories and new categories within the garden center, and offer greater convenience through the expansion of our buy online and pickup in-store and ship to store capabilities for drive-thru pickup.

### *Merchandising and Purchasing*

We offer an extensive assortment of products for all those seeking to enjoy the "Out Here" lifestyle. Our product assortment is tailored to meet the needs of our customers in various geographic markets. Our full line of product offerings includes a broad selection of high quality, reputable brand name and exclusive brand products with approximately 17,000 to 25,000 27,000 products per store as well as over 800,000 325,000 products online. No single product accounted for more than 10% of our sales during fiscal 2023. 2024. Our comprehensive selection of merchandise is comprised of the following major product categories:

- Livestock, Equine & Agriculture: livestock and equine feed & equipment, poultry, fencing, and sprayers & chemicals;
- Companion Animal: food, treats and equipment for dogs, cats, and other small animals as well as dog wellness;
- Seasonal & Recreation: tractor & rider, lawn & garden, bird feeding, power equipment, and other recreational products;
- Truck, Tool, & Hardware: truck accessories, trailers, generators, lubricants, batteries, and hardware and tools; and
- Clothing, Gift, & Décor: clothing, footwear, toys, snacks, and decorative merchandise.



[Table of Contents](#)

The following table indicates the percentage of net sales represented by each of our major product categories during fiscal 2024, 2023, 2022, and 2021: 2022:

	Percent of Net Sales					Percent of Net Sales			
						Fiscal Year			
Product Category:	Product Category:	2023	2022	2021	Product Category:	2024	2023	2022	
Livestock, Equine & Agriculture	Livestock, Equine & Agriculture	27 %	28 %	27 %	Livestock, Equine & Agriculture	26 %	27 %	28 %	
Companion Animal									
Seasonal & Recreation									
Truck, Tool, & Hardware									
Clothing, Gift, & Décor									
Total	Total	100 %	100 %	100 %	Total	100 %	100 %	100 %	

Note: Net sales by major product categories for prior periods have been reclassified to conform to the current year presentation.

Our buying team continuously reviews and updates our product assortment as necessary to respond to customer needs and to offer new, relevant products. We are focused on providing key products that our customers use on a regular basis for their lifestyle and maintenance needs with emphasis on consumable, usable, and edible (“C.U.E.”) products. Examples of C.U.E. product categories include, but are not limited to, livestock feed and bedding, pet food, bird seed, lubricants, propane, and various seasonal products, such as fertilizer, weed control, mulch, pest control, and twine.

Our products are sourced through both domestic and international vendors, each of whom are expected to adhere to a code of conduct that guides our relationship. Our business is not dependent upon any single vendor or particular group of vendors. We purchase our products from a group of approximately over 1,000 vendors, with no one vendor representing more than 10% of our purchases during fiscal 2023, 2024. Approximately 400 core vendors accounted for 90% of our merchandise purchases during fiscal 2023, 2024. We have not experienced any significant difficulty in obtaining satisfactory alternative sources of supply for our products to meet customer demands despite the global supply chain disruptions and delays. We believe that adequate sources of supply exist, but they may cost more or require us to incur higher transportation costs.

Our buying teams focus on merchandise procurement, vendor line reviews, and testing of new products and programs. We also employ a dedicated inventory management team that focuses exclusively on forecasting and inventory replenishment, a committed merchandise planning team that concentrates on assortment planning, and a specialized pricing team that seeks to optimize market-specific pricing for our products. Through the combined efforts of these teams, we continue to focus on improving our overall inventory productivity and in-stock inventory position.

Intellectual Property

Our subsidiary, Tractor Supply Co. of Texas, LP (“TSCT”), owns registrations with the U.S. Patent and Trademark Office (“USPTO”) for various service marks including TSC®, Tractor Supply Co.®, TSC Tractor Supply Co.®, Petsense by Tractor Supply®, and the trapezium design for retail services. We consider these service marks, and the accompanying goodwill and name recognition, to be valuable assets of our business. TSCT also owns several other service marks for retail services, some of which have been registered with the USPTO and some of which are the subject of applications for registration pending before the USPTO.

In addition to selling products that bear nationally-known manufacturer brands, we also sell products manufactured for us under a number of exclusive brands that we consider to be important to our business. These exclusive brands are manufactured for us by a number of vendors and provide an alternative to the national brands, which helps provide value for our customers and positions us as a destination retailer.



## [Table of Contents](#)

Our exclusive brands represented approximately 29%, 30% 29%, and 29% 30% of our total sales in fiscal 2024, fiscal 2023 and fiscal 2022, and fiscal 2021, respectively. Our exclusive brands include:

<b>4health®</b> (pet foods and supplies)	<b>Paws &amp; Claws®</b> (pet foods and supplies)
<b>American Farmworks®</b> (livestock, farm and ranch equipment)	<b>Producer's Pride®</b> (livestock and horse feed and supplies)
<b>Bit &amp; Bridle®</b> (apparel and footwear)	<b>Red Shed®</b> (gifts, collectibles, and outdoor furniture)
<b>Blue Mountain®</b> (apparel)	<b>Redstone®</b> (heating products)
<b>C.E. Schmidt®</b> (apparel and footwear)	<b>Retriever®</b> (pet foods and supplies)
<b>Country Lane®</b> (grooming preparations, animal feed and feed supplements)	<b>Ridgecut®</b> (apparel)
<b>Countyline®</b> (livestock, farm and ranch equipment)	<b>Royal Wing®</b> (bird feed and supplies)
<b>Country Tuff®</b> (lubricants, fluids and oil treatments)	<b>Strive®</b> (pet foods)
<b>Dumor®</b> (livestock and horse feed and supplies)	<b>Traveller®</b> (truck and automotive products)
<b>Farm Table®</b> (pet food and treats)	<b>Treeline®</b> (hunting gear and accessories)
<b>Groundwork®</b> (lawn and garden supplies)	<b>TSC Tractor Supply Co®</b> (trailers, truck tool boxes and animal animal bedding)
<b>Huskee®</b> (outdoor power equipment)	<b>Untamed®</b> (pet foods)
<b>JobSmart®</b> (tools)	<b>Impeckables®</b> (poultry feed, poultry kits and egg incubators)

The exclusive brands identified above have been registered as trademarks with the USPTO for certain products and some are the subject of additional applications for registration pending before the USPTO for other products.

Our trademark and service mark registrations have various expiration dates; however, provided that we continue to use the marks and file appropriate maintenance and renewal documentation with the USPTO in a timely manner, the registrations are potentially perpetual in duration. Our patents (both United States and foreign) have expiration dates ranging from April 2027 April 5, 2027 to December 2041 November 3, 2043 and protect various elements, designs or functions of farm and ranch equipment, as well as light systems for trucks and other vehicles.

We believe our intellectual property, which includes the trademarks and service marks identified above, together with certain trade names, domain names, patents, and copyrights, has significant value and is an important component of our merchandising and marketing strategies.

## *Distribution*

We currently operate a distribution facility network for supplying stores with merchandise and delivering product ordered through our websites and mobile application. In fiscal 2023, 2024, our Tractor Supply stores received approximately 81% of merchandise through this network while the remaining merchandise shipped directly from our vendors to our stores or customers. We believe this flow facilitates the prompt and efficient distribution of merchandise that allows us



to be a dependable supplier to our customers for their “Out Here” lifestyle solutions by enhancing in-stock inventory positions, while minimizing freight expense and improving the inventory turn rate. Our distribution facilities, located in Arizona, Arkansas, Georgia, Indiana, Kentucky, Maryland, Nebraska, New York, Ohio and Texas represent a total distribution center capacity of approximately 6.6 million 7.8 million square feet. We also use third-party operated import centers, mixing centers and pop-up distribution facilities which provide additional distribution capacity. On January 18, 2023 May 14, 2024, the Company opened its ninth tenth and largest distribution center located in Navarre, Ohio, Maumelle, Arkansas, which expanded the distribution center capacity by approximately 900,000 1.2 million square feet. In addition, the Company is building a new distribution center in Maumelle, Arkansas. This new facility will expand the Company’s distribution center capacity by 1,200,000 square feet and is anticipated to begin operations in the second quarter of 2024.

We select the locations of our distribution facilities in an effort to minimize logistics costs and optimize the distance from distribution facilities to our stores. Our distribution centers utilize warehouse and labor management tools that support the planning, control, and processing of inventory. We manage our inbound and outbound transportation activity in-house through the use of a transportation management system. We utilize multiple common carriers for store and direct to customer



4

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## [Table of Contents](#)

deliveries. We manage our transportation costs through carrier negotiations, monitoring of transportation routes, and scheduling of deliveries.

### *Marketing*

Leveraging our value-driving offerings from our Neighbor’s Club loyalty program, we utilize an “everyday low price” philosophy to consistently offer our products at competitive prices complemented by limited and strategically planned promotions throughout the year. To drive store traffic, build brand consideration, and position ourselves as a destination retailer, we promote a broad selection of merchandise and our “Life Out Here” brand messaging through digital and social media initiatives, targeted digital video (connected TV and streaming programming), e-mail and direct mail. e-mail. In addition, our rapidly growing Neighbor’s Club loyalty program continues to drive strong customer count growth and enhances our ability to engage with our customers, recognize and reward our best customers, drive desired purchase behaviors, and create brand advocacy. Vendors frequently support these specific programs by offering temporary cost reductions, additional funding, and honoring coupons. Our vendors also provide assistance with product presentation and fixture design, support for in-store events, point-of-purchase materials for customer education, and product knowledge for our team members.

### *Omni-Channel Digital*

Ensuring that our customers can engage with us in the most convenient manner for them whether in our stores, on our website, on our mobile application, or via our Customer Solutions Center, is a high priority for us. Our goal is to be available anytime, anywhere, and in any way our customers choose to engage with our brand. We provide our customers the opportunity to shop in a manner that fits their lifestyle and is most convenient for them. Our focus is on delivering a comprehensive, easy shopping experience, offering the conveniences our customers want and expect by driving a personalized experience by leveraging our Neighbor’s Club Loyalty program. We offer buy online, pickup in-store, and curbside pickup, which provide convenient access for customers to pick up merchandise from our store locations. Additionally, our online experience offers an expansive product assortment including a direct to consumer assortment. This allows us to extend our aisles beyond our store locations and provides convenient and useful content that is relevant to our customers’ lifestyle. We provide our customers the ability to have products shipped directly to our retail store locations or delivered to their homes or offices. For select products, we offer same day delivery. We use our distribution facility network as well as our stores to support our e-commerce activities. Our digital commerce (“Digital”) capabilities have further enhanced our in-store shopping experience, allowing us to engage with our customers more effectively, and expanded our target markets outside of our current retail store locations.

### *Continuous Improvement*

We are committed to a continuous improvement program to drive change throughout our organization. Using data analytics and team member engagement, we examine business processes and identify opportunities to reduce costs, drive innovation, and improve effectiveness. We establish annual goals for productivity and cost improvement. Additionally, we have training goals to expand our team’s knowledge and understanding of continuous improvement, which is a key pillar in our culture. We have implemented several continuous improvement projects, with team members across our business, to evaluate key operations and implement process changes. Team members are empowered and expected to challenge current paradigms and improve processes.

Management encourages the participation of all team members in the decision-making process, regularly solicits input and suggestions from our team members, and incorporates suggestions into our improvement activities.

#### *Management Information and Control Systems*

We have invested resources in management information and control systems to provide legendary customer service and to deliver the right products in the right place at the right time. This investment includes use of digital technologies that support the “*Out Here*” lifestyle and integrate the customer experience in-store, online, and through our Customer Solutions Center, which offers customers the ability to shop anytime, anywhere, and in any way they choose. Our key platforms include:

- Point-of-sale system;
- In-store mobility;
- E-commerce platform;
- Consumer mobile app;
- Replenishment and allocation systems;
- Merchandising presentation and inventory management tools;
- Warehouse and transportation management systems;
- Labor management tools for stores and supply chain;



5

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#### [Table of Contents](#)

- Price optimization system;
- Vendor purchase order control system;
- Human resource information systems;
- Business intelligence and analytics tools; and
- Customer loyalty and campaign management system.

These systems are integrated through an enterprise resource planning (“ERP”) system. This ERP system tracks merchandise from initial order through ultimate sale and interfaces with our financial systems.

We continue to invest in technology to support store, online, and distribution facility expansion and our long-term strategic growth initiatives focused heavily on improving the customer experience across all channels. We also continue to evaluate and improve the functionality of our systems to maximize their effectiveness. Such efforts include ongoing hardware and software evaluations, refreshes, and upgrades to support optimal software configurations, and application performance. We plan to continue to invest in information technology and implement efficiency-driving system enhancements such as computer vision, labor and task management tools, edge computing and artificial intelligence. We will continue to evaluate the use of emerging technologies to improve productivity such as robotics, robotic process automation, quantum computing and other technologies. We also maintain and continue to strengthen the security of our information systems to help protect and prevent unauthorized access to personal information of our customers, team members, vendors, and other confidential Company data. We are endeavoring to adhere to quickly evolving industry privacy laws and standards, as well as governance as it applies to artificial intelligence. Critical areas of focus include cloud, end point protection and privacy. Collectively, these efforts are directed toward improving business processes, maintaining secure, efficient, and stable systems, and enabling the continued growth and success of our business.

#### *Petsense by Tractor Supply*

Petsense by Tractor Supply is a small-box pet specialty supply retailer focused on meeting the needs of pet owners, primarily in small and mid-sized communities, and offering a variety of pet products and services. At **December 30, 2023** **December 28, 2024**, we operated a total of **198** **206** Petsense by Tractor Supply stores in 23 states, and an e-commerce website ([Petsense.com](https://www.petsense.com)). The Petsense name is registered with the USPTO.

#### **Human Capital**

We believe that our team members are the foundation of our business and that their hard work, passion, commitment, and experience drive our success. As a result of our commitment to our team members, we were have been recognized by the Great Place to Work Institute as a "Great Place to Work-Certified" company, company for five consecutive years. Additionally, we earned a spot on both the Nashville Business Journal's Best Places to Work(2023) and theThe Tennessean's Top Workplaces in Middle Tennessee (2023) lists, as well as national lists including Fortune's Best Workplaces in Retail(2023), Newsweek's America's Greatest Workplaces(2023), and Forbes' America's Best Large Employers(2023). Below are further descriptions of our Company and our focus on the development and support of our team members:

#### Management and Team Members

As of December 30, 2023 December 28, 2024, we employed approximately 25,000 26,000 full-time and 25,000 26,000 part-time Tractor Supply and Petsense by Tractor Supply team members and use contractors on an as-needed basis. We typically employ additional part-time team members throughout the year during high sales volume periods. We are not party to any collective bargaining agreements.

Eligible team members can participate in one of our various bonus incentive programs, which provide the opportunity to receive additional compensation based upon individual, team, and/or Company performance. In addition to bonus incentive programs, we provide our eligible team members the opportunity to participate in an employee stock purchase plan and a 401(k) retirement savings plan. We offer health insurance for which we share a significant portion of the cost of premiums. We additionally provide our eligible team members with a tuition reimbursement program, paid time off and a six-week parental leave policy for new parents. Our team members also receive a discount on merchandise purchased from the Company.

We encourage a promote-from-within environment when internal resources permit. We also provide internal leadership development programs designed to prepare our high-potential team members for greater responsibility. Our current team of district managers and store managers has an average tenure of approximately nine ten and six seven years, respectively. We believe internal promotions, coupled with the hiring of individuals with previous retail experience, provide the management structure necessary to support our long-term strategic growth initiatives.



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#### [Table of Contents](#)

#### Store Team Member Learning & Development

We seek to hire store team members who live and appreciate the "Out Here" lifestyle, including recreational farmers, ranchers, homeowners, gardeners homesteaders, animal and pet enthusiasts, owners, and all those who enjoy living the rural lifestyle. We endeavor to staff our stores with courteous, highly motivated team members and devote considerable resources to training store team members, often in cooperation with our vendors. Our learning & development programs include:

- A thorough on-boarding process to prepare new team members for their new role;
- Productive workplace environment training that is intended to educate team members on Company policies and procedures covering topics such as harassment, discrimination, and retaliation;
- Diversity, equity, and inclusion training which is intended to advance a diverse and inclusive culture built on one of our core values of respect, in order to foster different perspectives, ideas and innovative thinking; retaliation
- New store opening training that prepares our store managers to open new stores to Company standards;
- A management training program which covers all aspects of our store operations, including delivering superior service and managing the team member experience;
- Structured training on customer service and selling skills;
- Online product knowledge training produced in conjunction with key vendors;
- Leadership development programs that prepare leaders to expand their current contributions;
- Periodic all store team member meetings; and
- An annual store manager meeting with vendor product presentations.

#### Workplace Health and Safety

At Tractor Supply, maintaining a healthy, safe environment for our team members and customers is embedded in our mission and values. Team members are empowered to do the “right thing” and encourage the same of others. We are committed to driving a culture of safety for our team members, customers and communities through role-based training specific to TSC’s Tractor Supply’s operations, the use of technology to deliver training, and an attitude of continual improvement.

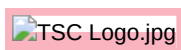
#### *Diversity, Equity, and Inclusion Respectful Workplace Initiatives*

At Tractor Supply, we are committed to the principles we foster a safe, dynamic and productive work environment free of diversity, equity, discrimination, harassment and inclusion (“DE&I”). We have built a strong and diverse team by purposefully seeking highly qualified diverse candidates with different backgrounds, experience, perspectives, ideas and skill sets. As we move forward, we are working to implement new DE&I initiatives that will result in an even more diverse team across the entire company.

We are committed to providing a diverse and inclusive culture, supported by our Mission & Values, where we welcome diverse backgrounds everyone is treated with respect and experiences and respectfully foster which fosters different perspectives, ideas and innovative thinking. We are stronger together. Our Mission and we believe in Values have been the authenticity foundation of our culture for more than 85 years. All of our team members bring to work every day. By focusing and customers are highly valued, and we place high importance on our team members, we know that our customers, communities considering different viewpoints and suppliers will be well served. Diversity caring for and inclusion play a key role in moving our business forward. Our workforce is approximately 51% male and 49% female. Racial and ethnic minorities comprise approximately 18% of our workforce. Women serve in key leadership roles within the Company, including as Executive Vice President, Chief Human Resources Officer, Senior Vice President, General Counsel and Corporate Secretary, Senior Vice President of Investor Relations and Public Relations, Senior Vice President, Chief Marketing Officer and Senior Vice President, General Merchandise. We have taken several steps over the past twelve months to further enhance our diversity, equity, and inclusion strategy including publishing external DE&I goals aligned with our environmental, social, and governance (“ESG”) efforts, enhancing our DE&I Strategy to include supplier inclusion efforts, and continuing activation of our various team member engagement groups supporting development, community involvement, and allyship within our Company. We will continue to build on these initiatives to enhance our culture of respect and teamwork across our organization. one another.

#### **Growth Strategy**

Tractor Supply believes we can grow our business by being an integral part of our customers' lives as the dependable supplier of “Out Here” lifestyle solutions, creating customer loyalty through personalized experiences, our Neighbor's Club loyalty program and providing convenience that our customers expect at anytime, anywhere, and in any way they choose. Our long-term growth strategy is to: (1) expand and deepen our customer base by providing personal, localized, and memorable customer engagements by leveraging content, social media, and digital shopping experiences, attracting new customers and driving loyalty, (2) evolve customer experiences by digitizing our business processes and furthering our omni-channel Digital capabilities, (3) offer relevant assortments and services across all channels through exclusive and national brands and continue to grow our total



7

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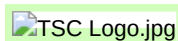
#### [Table of Contents](#)

addressable market by introducing new products and services through our test and learn strategy, (4) drive operational excellence and productivity through continuous improvement, increasing space utilization, and implementing advanced supply chain capabilities to support growth, scale and agility, and (5) expand through selective acquisitions, as such opportunities arise, to add complementary businesses and to enhance penetration into new and existing markets to supplement organic growth.

Achieving this strategy will require a foundational focus on: (1) connecting, empowering and growing our team to enhance our team members' lives and the communities in which they live, enabling them to provide legendary service to our customers, and (2) allocating resources in a disciplined and efficient manner to drive profitable growth and build stockholder value, including leveraging technology and automation, to align our cost structure to support new business capabilities for margin improvement and cost reductions.

Over the past five years, we have experienced considerable sales growth, resulting in a compounded annual growth rate of approximately 13.0% 12.2%. We plan to open approximately 80 90 new Tractor Supply and approximately 10 to 15 new Petsense by Tractor Supply stores in fiscal 2024, 2025, a selling square

footage increase of approximately 4%. In fiscal 2024, we opened 80 new Tractor Supply stores and 11 new Petsense by Tractor Supply stores. In fiscal 2023, we opened 70 new Tractor Supply stores and 13



7

new Petsense by Tractor Supply stores. In fiscal 2022, we opened 63 new Tractor Supply stores, nine new Petsense by Tractor Supply stores and acquired 81 Orscheln Farm and Home stores. This represents a selling square footage increase of approximately 2% during fiscal 2024 and 3% during fiscal 2023 and 11% during fiscal 2022. 2023.

At December 30, 2023 December 28, 2024, we operated 2,414 2,502 retail stores in 49 states 2,216 (2,296 Tractor Supply retail stores and 198 206 Petsense by Tractor Supply retail stores). Given the size of the communities that we target, we believe there is ample opportunity for new store growth in many existing and new markets. We believe we have developed a proven method for selecting store sites and have significant additional opportunities for new Tractor Supply stores. We also believe that there is opportunity for continued growth for Petsense by Tractor Supply stores.

Approximately 60% 61% of our stores are in freestanding buildings and 40% 39% are located in shopping centers. We lease approximately 96% of our stores and own the remaining 4%.

In addition to new store expansion, we will continue to support our strategic growth through expansion of our distribution network and initiatives including, among others, space productivity and Side Lot improvements to include Garden Centers in certain existing stores as well as continued improvements in technology and infrastructure at our existing stores, and ongoing investments to enhance our digital and omni-channel Digital capabilities to better serve our customers.

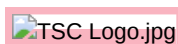
## Competition

We operate in a competitive retail industry. We believe the principal competitive factors include location of stores, fulfillment options, price, quality of merchandise, in-stock inventory consistency, merchandise assortment and presentation, product knowledge, and customer service. We compete with general merchandise retailers, home center retailers, pet retailers, specialty and discount retailers, independently owned retail farm and ranch stores, numerous privately-held regional farm store chains and farm cooperatives, as well as internet-based retailers. However, we believe we successfully differentiate ourselves from many of these retailers by focusing on our specialized market niche for customers living the rural lifestyle. See further discussion of competition in Item 1A. "Risk Factors" of this Annual Report on Form 10-K.

## Seasonality and Weather

Our business is seasonal. Historically, our sales and profits are the highest in the second and fourth fiscal quarters due to the sale of seasonal products. We usually experience our highest inventory and accounts payable balances during our first fiscal quarter for purchases of seasonal products to support the higher sales volume of the spring selling season, and again during our third fiscal quarter to support the higher sales volume of the cold-weather selling season. We believe that our business can be more accurately assessed by focusing on the performance of the halves, not the quarters, due to the fact that different weather patterns from year-to-year can shift the timing of sales and profits between quarters, particularly between the first and second fiscal quarters and the third and fourth fiscal quarters.

Historically, weather conditions, including unseasonably warm weather in the fall and winter months and unseasonably cool weather in the spring and summer months, have unfavorably affected the timing and volume of our sales and results of operations. In addition, extreme weather conditions, including snow and ice storms, flood and wind damage, hurricanes, tornadoes, extreme rain, and droughts have impacted operating results both negatively and positively, depending on the severity and duration of these conditions. See further discussion in Item 1A. "Risk Factors — Weather and Climate Risks" of this Annual Report on Form 10-K. Our strategy is to manage product flow and adjust merchandise assortments and depth of inventory to capitalize on seasonal demand trends.

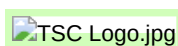


8

## Stewardship and Compliance with Environmental Matters

Our operations are subject to numerous federal, state, and local environmental laws and regulations, enacted or adopted to protect the environment. We are committed to complying with all applicable environmental laws and regulations. We are also committed to becoming a more environmentally sustainable company, including through promoting land and water conservation efforts. This commitment is demonstrated through our Stewardship Program, which is comprised of environmental and sustainability-related initiatives designed to lessen our environmental footprint. These include the installation of energy management systems, LED lighting conversion, high efficiency heating/air conditioning systems; recycling programs in our stores, distribution centers and Store Support Center; and the installation of rooftop solar arrays at the Store Support Center in Brentwood, Tennessee, our Tractor Supply store in Hendersonville, Tennessee and our newest distribution centers in Navarre, Ohio and Maumelle, Arkansas.

We are investing continue to invest in sustainable buildings with the design, construction and operation of facilities that meet LEED (Leadership in Energy and Environmental Design) standards. Our Store Support Center and distribution centers in Casa



8

Grande, Arizona, and Frankfort, New York are all LEED Silver certified. We opened our ninth distribution center in Our Navarre, Ohio on January 18, 2023. This distribution center is the first Tractor Supply facility built to LEED Gold standards, certified, and we expect our Maumelle, Arkansas distribution center to receive LEED Gold certification in 2025. The facility features facilities each feature a rooftop solar array consisting of more than 10,000 solar panels that will produce five megawatts of electricity per year, which is enough energy to power the electricity needs of the building as well as electric fork trucks powered by lithium-ion batteries to move inventory. In 2023, inventory within the Company began construction of our 10th distribution center in Maumelle, Arkansas. This new facility will include many of the same sustainable attributes as found in the Navarre, Ohio distribution center including LEED Gold certified construction as well as a large solar array facility.

The Company has been a SmartWay Transport partner since 2013. SmartWay Transport is a public-private initiative between the U.S. Environmental Protection Agency, large and small trucking companies, retailers, and other federal and state agencies. Its purpose is to improve fuel efficiency and the environmental performance of supply chains by way of reducing both greenhouse gas emissions and air pollution.

In 2021, we set decarbonization goals meant to reduce absolute emissions from our operational footprint. While these goals were an important first step, we have come to believe that setting a carbon reduction goal in alignment with Science Based Targets initiative (SBTi) criteria will create a reduction pathway that enables future generations to steward in the land for years to come. In November fourth quarter of 2023, we announced that we have submitted our letter of commitment to the Science Based Targets initiative, Initiative ("SBTi"), outlining our intention intent to set a science-based target. This new target for climate goals. We have until the fall of 2025 to submit our proposed targets for validation. We will replace existing carbon reduction use the time to define our targets, cover all three scopes, develop decarbonization roadmaps, and hold us accountable for more meaningful reductions. create financial models to assess the effort needed to achieve these SBTs. These factors will guide our next steps.

In addition mid-2024, we made the decision to retire our carbon 2021 GHG emissions targets, reduction goals and focus on land and water initiatives as we announced an ambitious 3-year thoughtfully analyze a science-based climate goal in April under SBTi. Understanding we have a responsibility to be respectful of 2022 the resources we consume, we are focused on making our operations as efficient as possible. We continually look for opportunities to conserve 25 million gallons of water drive efficiency by 2025. These commitments to climate systematically replacing aging HVAC units, updating old fluorescent lighting with LED lighting, investing renewable energy sources like solar and society reinforce Tractor Supply's vision that a healthy environment, properly managed resources, wind and vibrant communities are all key for a secure and prosperous future. strategically purchasing renewable energy credits. Our commitment to publicly disclose our climate-related data remains strong. The company discloses information regarding Scope 1, Scope 2 and Scope 3 emissions, including disclosure of Scope 3 emissions by category as presented in our 2022 ESG Tearsheet and 2022 2023 TCFD (Task Force on Climate-Related Financial Disclosures) Report, and filing of our 2022 CDP report, all of which can be found on our website (TractorSupply.com).

In addition, we announced an ambitious three-year goal in April of 2022 to conserve 25 million gallons of water by 2025. Through operational improvements and partnerships with Ducks Unlimited and Trout Unlimited, we have already begun to make significant progress towards achieving our goal. These partnerships are designed to make a positive impact on nature by supporting work to restore sensitive habitats that are so important to Life Out Here. These



commitments to climate and society reinforce Tractor Supply's vision that a healthy environment, properly managed resources, and vibrant communities are all key for a secure and prosperous future.

## Information about our Executive Officers

Pursuant to General Instruction G(3) of Form 10-K, the following list is included in Part I of this Report in lieu of being included in the Proxy Statement for the Annual Meeting of Stockholders to be held on **May 9, 2024** **May 15, 2025**.



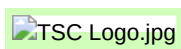
9

### [Table of Contents](#)

The following is a list of the names and ages of all executive officers of the registrant, indicating all positions and offices with the registrant held by each such person and each person's principal occupations and employment during at least the past five years:

Name	Position	Age
Harry A. Lawton, III	President and Chief Executive Officer	49 50
Kurt D. Barton	Executive Vice President – Chief Financial Officer and Treasurer	52 53
Robert D. Mills	Executive Vice President – Chief Technology, Digital Commerce and Strategy Officer	51 52
John P. Ordus	Executive Vice President – Chief Stores Officer	48 49
Jonathan S. J. Seth Estep	Executive Vice President – Chief Merchandising Officer	44 45
Melissa D. Kersey	Executive Vice President – Chief Human Resources Officer	49 50
Colin W. Yankee	Executive Vice President – Chief Supply Chain Officer	46 47
Noni L. Ellison	Senior Vice President – General Counsel and Corporate Secretary	52 53
Kimberley S. Gardiner	Senior Vice President – Chief Marketing Officer	55 56
Matthew L. Rubin	Senior Vice President and General Manager of Petsense by Tractor Supply	44 45

Harry A. Lawton, III has served as President and Chief Executive Officer since January 2020. Mr. Lawton served as President of Macy's, Inc. from September 2017 to December 2019. Prior to that time, Mr. Lawton served as Senior Vice President, North America at eBay, Inc. since May 2015. Mr. Lawton previously held a number of leadership positions at Home Depot, Inc. from



9

2005 to 2015, including Senior Vice President of Merchandising and head of Home Depot's online business. Since January 2019, Mr. Lawton has served as a director of Sealed Air Corporation and previously served as a director of Buffalo Wild Wings, Inc. from October 2016 to February 2018.

Kurt D. Barton has served as Executive Vice President – Chief Financial Officer and Treasurer since February 2019, after having served as the Company's Senior Vice President – Chief Financial Officer and Treasurer since March 2017. Prior to that time, Mr. Barton served as Senior Vice President – Controller of the Company since February 2016. Mr. Barton previously served as Vice President – Controller of the Company from February 2009, after having served as the Company's Director, Internal Audit from July 2002 to February 2009. Mr. Barton has served in various other leadership roles in accounting since he joined the Company in 1999. Mr. Barton, a Certified Public Accountant, began his career in public accounting in 1993, spending six years at Ernst & Young, LLP. **Since October 2024, Mr. Barton has served as a director of KeHE Distributors, LLC.**

Robert D. Mills has served as Executive Vice President – Chief Technology, Digital Commerce and Strategy Officer since August 2018, prior to which he served as the Company's Senior Vice President – Chief Information Officer since February 2014. Mr. Mills previously served as Chief Information Officer for Ulta Beauty, Inc. from October 2011 until he joined the Company. From 2005 to 2011, Mr. Mills was Vice President, Chief Information Officer for the online

business unit at Sears Holdings Corporation where he began as an Information Technology Customer Relationship Leader in 2001. Prior to 2001, Mr. Mills held roles at The Allstate Corporation, Rockwell International, Telecommunications Division, and Household Finance Corporation. Since March 2018, Mr. Mills has served as a director of B&G Foods, Inc. **Mr. Mills also serves as an Independent Director of OneSight and is a former Chairman for the NRG CIO Council.**

John P. Ordus has served as Executive Vice President – Chief Stores Officer since February 2020, after having served as the Company's Senior Vice President - Store Operations since August 2015. Prior to that time, Mr. Ordus served as Regional Vice President from June 2010 and as a Regional Director for the Company from September 2008. Mr. Ordus joined the Company as a District Manager in February 2002 after the acquisition of Quality Farm & Fleet, Inc. with which Mr. Ordus held roles since January 1998.

**Jonathan S.J. Seth** Estep has served as Executive Vice President – Chief Merchandising Officer since February 2020, after having served as the Company's Senior Vice President, General Merchandising since April 2017. Prior to that time, Mr. Estep served the Company as a Vice President, Divisional Merchandise Manager from February 2014. Mr. Estep also previously served in various other leadership roles in merchandising since he re-joined the Company in January 2008. **Since October 2023, Mr. Estep has served as a director at Leslie's, Inc.**

Melissa D. Kersey has served as Executive Vice President – Chief Human Resources Officer since July 2020. Ms. Kersey was previously Senior Vice President and Chief People Officer for McDonald's USA, LLC from 2017 until July 2020. Ms. Kersey also previously held a number of executive level roles with Walmart Inc. (previously Wal-Mart Stores, Inc.) from 2008 to 2017, including Senior Vice President of Global Human Resource Transformation and People Services, Senior Vice President and Chief Human Resources Officer for U.S. Stores, and Senior Vice President of Learning and Human Resources Strategy. Prior to that time, Ms. Kersey spent eight years with Alltel Wireless and four years with the Target Corporation in Operations, Distribution, Human Resources and Technology roles.



10

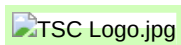
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#### [Table of Contents](#)

**Since May 2023, Ms. Kersey has served as a director at Floor & Décor Holdings, Inc.**

Colin W. Yankee has served as Executive Vice President - Chief Supply Chain Officer since February 2020, after having served as the Company's Senior Vice President, Supply Chain since November 2015 when he joined the Company. Mr. Yankee was previously Vice President of Logistics for Neiman Marcus Group LLC from 2013 to 2015. Prior to that time, Mr. Yankee held various leadership roles in logistics and supply chain with the Target Corporation since 2004. He began his career as a Cavalry Officer, Captain in the United States Army.

Noni L. Ellison has served as Senior Vice President – General Counsel and Corporate Secretary since January 2021. Ms. Ellison was previously General Counsel, Chief Compliance Officer and Corporate Secretary for Carestream Dental LLC from August 2017 until January 2021. Ms. Ellison also previously served as Associate General Counsel and Assistant Corporate Secretary at W.W. Grainger, Inc. from February 2015 until July 2017. Prior to that time, Ms. Ellison held roles of increasing responsibility at Turner Broadcasting System, Inc. and Scripps Networks Interactive, Inc. and practiced law with two national law firms as a corporate finance and securities associate.



10

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Kimberley S. Gardiner has served as Senior Vice President - Chief Marketing Officer since July 2022. Ms. Gardiner was previously Chief Marketing Officer and Senior Vice President at Volkswagen Group of America from November 2020 until July 2022. Prior to that time, Ms. Gardiner served as the Chief Marketing Officer for Mitsubishi Motors North America from January 2019 to November 2020 and as Director of Marketing for Kia Motors America from March 2016 to January 2019. Prior to 2019, Ms. Gardiner held various marketing and strategy roles with increasing responsibility at 5th Kind and Toyota North America.

Matthew L. Rubin has served as Senior Vice President and General Manager of Petsense by Tractor Supply since February 2021. Mr. Rubin previously served as Senior Vice President of Business Development & Growth at The Michaels Stores, Inc. from October 2018 until January 2021. Mr. Rubin was



previously an executive in Accenture plc's North America Retail Practice from April 2015 to October 2018. Before April 2015, Mr. Rubin was a Partner at Consolidated Venture Partners & Consolidated Marketing and a Co-Founder & Finance Partner at OnTrend Products. Mr. Rubin also previously served as Vice President of Specialty Business Operations at BJ's Wholesale Club Holding, Inc. Mr. Rubin began his career at Office Depot, Inc. where he had multiple merchandising and strategic project leadership roles of increasing responsibility.

#### Additional Information

We file reports with the Securities and Exchange Commission ("SEC"), including Annual Reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other reports as required. We are an electronic filer and the SEC maintains an Internet website at [sec.gov](http://sec.gov) that contains the reports, proxy and information statements, and other information we file.

We make available, free of charge through our Internet website, [TractorSupply.com](http://TractorSupply.com), our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. The information provided on our website is not part of this report, and is therefore not incorporated by reference unless such information is otherwise specifically referenced elsewhere in this report.



11

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#### [Table of Contents](#)

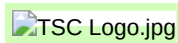
#### Item 1A. Risk Factors

Our business faces many risks. Certain risks of which we are currently aware and deem to be material are described below. If any of the events or circumstances described in the following risk factors occur, our business, financial condition or results of operations may significantly suffer, and the trading price of our common stock could decline. These risk factors should be read in conjunction with the other information in this Annual Report on Form 10-K.

##### Strategic and Competitive Risks

*Failure to protect our reputation could have a material adverse effect on our brand name or any of our exclusive brands.*

Our success depends in part on the value and strength of the Tractor Supply name, including our exclusive brands. The Tractor Supply name is integral to our business, as well as to the implementation of our strategies for expanding our business. Maintaining, promoting, and positioning our brand will depend largely on the success of our marketing and merchandising efforts and our ability to provide high quality merchandise and a consistent, high quality customer experience. Our brand could be adversely affected if we fail to achieve these objectives or if our public image or reputation were to be tarnished by negative publicity, whether or not based on fact. Any failure to comply or accusation of our failure to comply with ethical, social, product, labor, data privacy, environmental, ethical, labor, product, social, and other regulatory and industry standards could also jeopardize our reputation and potentially lead to various adverse consumer actions. Customers are also increasingly using social media to provide feedback and information about our Company, including our products and services, in a manner that can be quickly and broadly disseminated. We have been, and in the future may be, subject to criticism in the media and on social media regarding our company and management, as well as our stewardship strategies and changes in those strategies, which may be considered to be overreaching by some stakeholders and inadequate by other stakeholders. Widespread dissemination of such criticism at times has impacted our relationships with our customers and investors, and may do so in the future. Further, adverse publicity about our merchandise products or company, whether valid or not, may discourage consumers customers from buying the products we offer. Additionally, our proprietary rights in our trademarks, trade names, service marks, domain names, copyrights, patents, trade secrets and other intellectual property rights are valuable assets of our business. We may not be able to prevent or even discover every instance of unauthorized third party uses of our intellectual property or dilution of our brand names, such as when a third party uses trademarks that are identical or similar to our own. Any of these events could result in decreased revenue or otherwise adversely affect our business.



11

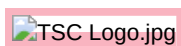
*We may be unable to increase sales at our existing stores.*

We experience fluctuations in our comparable store sales at our existing stores, defined as sales in stores which have been open for at least twelve months. See Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" for a further discussion of comparable store sales. Various factors affect the comparable store sales at our existing stores, including, among others, the general retail sales environment, our ability to efficiently source and distribute products, global supply chain disruptions, changes in our merchandise assortment, competition, proximity of our locations to one another or to the locations of other competing retailers, increased presence of online retailers, current economic conditions, customer satisfaction with our products, retail pricing, the timing of promotional events, the release of new merchandise, the success of marketing programs, weather conditions, and our ability to attract and retain qualified team members. These factors may cause the comparable store sales results at our existing stores to differ materially from prior periods and from expectations. Past comparable store sales are not an indication of future results, and there can be no assurance that our comparable store sales will not decrease in the future.

*Furthermore, the considerable positive impact of the COVID-19 pandemic on the demand for our products in fiscal 2021 and 2020 resulted in a significant increase in new or reacquired customers and in comparable store sales growth. Our sales performance in fiscal 2021 and 2020 may present a greater risk to our ability to increase comparable store sales in the following year(s) and in our ability to maintain our new or reacquired customers gained in those years. Therefore, we may not be able to sustain or increase our comparable store sales in fiscal 2024 and beyond.*

*Our merchandising and marketing initiatives may not provide expected results.*

We believe our past performance has been based upon, and future success will depend in part upon, the ability to develop and execute merchandising initiatives with effective marketing programs. These merchandising initiatives and marketing programs may not deliver expected results, and there is no assurance that we will correctly identify and respond in a timely manner to evolving trends and consumer preferences and expectations. If we misjudge the market or our marketing programs are not successful, we may overstock unpopular products and be forced to take inventory impairment or retail price reductions that have a material adverse effect on our profitability. Failure to execute and promote such initiatives in a timely manner could harm our ability to grow the business and could have a material adverse effect on our results of operations and financial condition. Shortages of key merchandise could also have a material adverse effect on our financial condition and results of operations.



12

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## [Table of Contents](#)

*We may not timely identify or effectively respond to consumer needs, expectations, or trends, which could adversely affect our relationship with customers, the demand for our products and services, and our market share.*

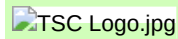
The success of our business depends in part on our ability to identify and respond promptly to evolving trends in demographics; consumer preferences, expectations and needs; and unexpected weather conditions, public health issues (including pandemics and quarantines and related shut-downs, re-openings, or other actions by the government) or natural disasters, while also managing appropriate inventory levels in our stores and distribution or fulfillment centers and managing an excellent customer experience. It is difficult to successfully predict the products and services our customer will demand. As our customers begin to expect a more personalized experience, our ability to collect, use, and protect relevant customer data is important to our ability to effectively meet their expectations. Our ability to collect and use that data, however, is subject to a number of external factors, including the impact of legislation or regulations governing data privacy and security. In addition, each of our primary customer groups has different needs and expectations, many of which evolve as the demographics in a particular customer group change. We also need to offer more localized assortments of our merchandise to appeal to local cultural and demographic tastes within each customer group. If we do not successfully differentiate the shopping experience to meet the individual needs and expectations of or within a customer group, we may lose market share with respect to those customers.

Customer expectations about the methods by which they purchase and receive products or services are also becoming more demanding. Customers routinely use technology and a variety of electronic devices and digital platforms to rapidly compare products and prices, read product reviews, determine real-time product availability, and purchase products. Once products are purchased, customers are seeking alternate options for delivery of those products, and they often expect quick, timely, and low-price or free delivery and/or convenient pickup options. We must continually anticipate and adapt to these changes in the purchasing process.

In addition, a greater concentration of online sales with direct fulfillment or curbside pickup could result in a reduction in the amount of traffic in our stores, which would, in turn, reduce the opportunities for cross-selling of merchandise that such traffic creates and could reduce our overall sales and adversely affect

our financial performance.

Failure to provide a compelling online presence; to timely identify or respond to changing consumer preferences, expectations and home improvement needs; to maintain appropriate inventory; to provide quick and low-price or free delivery alternatives and convenient pickup options; to differentiate the customer experience for our primary customer groups; and to effectively implement an increasingly localized merchandising assortment assortment; and to ensure we have the correct processes and framework to monitor other necessary changes so we may continue to respond in a timely manner could adversely affect our relationship with customers, the demand for our products and services, and our market share.



12

*Failure to open and manage new stores in the number and manner currently contemplated could adversely affect our financial performance.*

An integral part of our business strategy includes the expansion of our store base through new store openings. This expansion strategy is dependent on our ability to find suitable locations, and we face competition from many retailers and other businesses for such sites. If we are unable to implement this strategy, our ability to increase our sales, profitability, and cash flow could be impaired. To the extent that we are unable to open new stores in the manner we anticipate (due to, among other reasons, site approval or unforeseen delays in construction), our sales growth may be impeded.

Although we have a rigorous real estate site selection and approval process, there can be no assurance that our new store openings will be successful or result in incremental sales and profitability for the Company. New stores build their sales volumes and refine their merchandise selection over time and, as a result, generally have lower gross margins and higher operating expenses as a percentage of net sales than our more mature stores. As we continue to open new stores, there may be a negative impact on our results from a lower contribution margin of these new stores until their sales levels ramp to chain average, if at all, as well as from the impact of related pre-opening costs. Additionally, new stores can also impact the sales and contribution margins of existing stores located in close proximity.

As we execute this expansion strategy, we may also experience managerial or operational challenges which may prevent any expected increase in sales, profitability, or cash flow. Our ability to manage our planned expansion depends on the adequacy of our existing information systems, the efficiency and expansion of our distribution systems, the adequacy of the hiring and training process for new personnel (especially store managers), the effectiveness of our controls and procedures, and the ability to identify customer demand and build market awareness in different geographic areas. There can be no assurance that we will be able to achieve our planned expansion, that the new stores will be effectively integrated into our existing operations or that such stores will be profitable.



13

[Table of Contents](#)

*Competition may hinder our ability to execute our business strategy and adversely affect our operations.*

We operate in the highly competitive retail merchandise sector with numerous competitors. These competitors include general merchandise retailers, home center retailers, pet retailers, specialty and discount retailers, independently-owned retail farm and ranch stores, numerous privately-held regional farm store chains, and farm cooperatives, as well as internet-based retailers. We compete for customers, merchandise, real estate locations, and team members. This competitive environment subjects us to various other risks, including the inability to continue our store and sales growth and to provide attractive merchandise to our customers at competitive prices that allow us to maintain our profitability. Our failure to compete effectively in this environment could adversely impact our financial performance.

*We may pursue strategic acquisitions and the failure of an acquisition to produce the anticipated results or the inability to fully integrate the acquired companies could have an adverse impact on our business.*

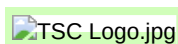
We may, from time to time, acquire businesses we believe to be complementary to our business, for example, such as the acquisition of Orscheln Farm and Home Allivet, Inc. ("Allivet") in 2022, December 2024. The success of an acquisition is based on our ability to make accurate assumptions regarding the

valuation, operations, growth potential, integration, and other factors relating to the target business. Acquisitions may result in difficulties in assimilating acquired companies and may result in the diversion of our capital and our management's attention from other business issues and opportunities. We may not be able to successfully integrate an organization that we acquire, including their personnel, financial systems, distribution, operations, and general operating procedures. If we fail to successfully integrate acquisitions, we could experience increased costs associated with operating inefficiencies which could have an adverse effect on our financial **results, condition and results of operations**. Also, while we employ several different methodologies to assess potential business opportunities, acquired businesses may not achieve desired profitability objectives or other expectations, causing lower than expected earnings and cash flows which could adversely affect our financial performance and subsequently require impairment of long-lived assets, goodwill and other intangible assets.

## Weather and Climate Risks

*Unseasonal and extreme weather conditions, natural disasters, and climate change may have a significant impact on our financial **results, condition and results of operations**.*

Weather conditions affect the demand for, timing of demand for, and in some cases the supply of, products, which in turn has an impact on prices. Historically, weather conditions, including unseasonably warm weather in the fall and winter months and



13

unseasonably cool weather in the spring and summer months, have affected the timing and volume of our sales and results of operations. In addition, extreme weather conditions, such as more frequent or intense hurricanes and tropical storms, thunderstorms, tornadoes, flood, fires, droughts, earthquakes, and snow or ice storms, as well as rising sea levels, have impacted operating results both positively and negatively and may positively or negatively impact our business in the future. While extreme weather conditions can positively impact our operating results by increasing demand in affected locations for products needed to cope with the weather condition and its effects, they can also negatively affect our business depending on the severity and length of these conditions, as a result of store closings, damage to our stores or merchandise, or the inability of customers to shop at our stores due to weather conditions. Our strategy is to manage product flow and adjust merchandise assortments and depth of inventory to capitalize on seasonal demand trends. Should such a strategy not be effective, the weather may have a material adverse effect on our financial condition and results of operations.

Furthermore, the long-term impacts of climate change, whether involving physical risks (such as extreme weather conditions or rising sea levels) or transition risks (such as regulatory or technology **changes, including the risk of diverging regulatory requirements in different jurisdictions**) are expected to be widespread and unpredictable. These changes over time could affect, for example, consumer behavior and preferences, the availability and cost of certain consumer products and commodities, and energy (including utilities), which, in turn, may impact our ability to procure certain goods or services required for the operation of our business at the quantities and levels we or our customers require.

As a consequence of these or other catastrophic or uncharacteristic events, we may experience interruption to our operations, increased costs, or losses of property, equipment or inventory, which would adversely affect our revenue and profitability.

*Weather conditions may cause a disruption in our distribution and transportation network that would adversely affect our ability to conduct our operations.*

We rely on our distribution and transportation network, including third-party logistics providers, to provide goods to our stores and to our customers in a timely and cost-effective manner through deliveries to our distribution facilities from vendors and



14

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## [Table of Contents](#)

then from the distribution facilities or direct ship vendors to our stores or customers by various means of transportation, including shipments by sea, air, rail, and truck. Although we believe that our operations are efficient, disruptions due to extreme weather conditions, including snow and ice storms, flood and wind damage, hurricanes, tornadoes, extreme rain, fires and droughts **have at times resulted and may in the future** result in delays in the transportation and delivery

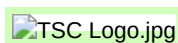
of merchandise to our distribution centers, our stores, or our customers. Significant disruptions or delays in our distribution and transportation network could adversely affect sales and the satisfaction of our customers which could have a material adverse impact on our financial condition and results of operations.

*We may be adversely affected by legal, regulatory or market responses to global climate change.*

Growing concern over climate change has led policy makers in the U.S. and elsewhere to consider the enactment of legislative and regulatory proposals that would impose mandatory requirements on greenhouse gas emissions. Such laws, if enacted, are likely to impact our business in a number of ways. For example, we use natural gas, diesel fuel, gasoline and electricity in conducting our operations. Increased government regulations to limit carbon dioxide and other greenhouse gas emissions may result in increased compliance costs and legislation or regulation affecting energy inputs, which could materially affect our profitability. We may also be subject to additional and more complex reporting requirements in the future. For example, the State of California recently passed amended the Climate Corporate Data Accountability Act and the Climate-Related Financial Risk Act that will impose broad climate-related disclosure obligations on companies doing business in California. The SEC has included in its regulatory agenda potential rulemaking on adopted climate change disclosures disclosure rules that if adopted, have been stayed pending completion of judicial review. If enacted, the disclosure rules could significantly increase compliance burdens and associated regulatory costs and complexity. Compliance with any new or more stringent laws or requirements, or stricter interpretations of existing laws, could require additional expenditures by us or our suppliers. In addition, regulatory uncertainty, changes in applicable rules and regulations, and regulations in different jurisdictions that may conflict with each other may make compliance more costly or difficult to achieve. Our inability to appropriately respond to such changes could adversely impact our business, financial condition, results of operations or cash flows. Additionally, we could suffer adverse reputational impacts if we are not able to respond to any new regulatory or market changes in a timely fashion, on the same timeline as our peers, or at all.

We may be unable to meet our ESG goals, particularly with respect to the reduction of carbon emissions, or otherwise meet the expectations of our stakeholders with respect to ESG and/or DE&I matters.

We have announced certain aspirations



14

Our investors, other stakeholders, and goals related to ESG matters, such as plans to reduce our carbon footprint by 20% by 2025, by 50% by 2030, and achieve net zero emissions across all operations by 2040. Additionally, we have published DE&I goals aligned regulators may not be satisfied with our ESG efforts including DE&I.

In July 2024, we announced a change in our goals relating to our carbon emissions goals and enhanced our DE&I Strategy to include supplier diversity efforts and established our DE&I Customer Promise. Achievement of these aspirations, targets, plans and goals is subject to numerous risks and uncertainties, many of which are outside of our control. These risks and uncertainties include, but are not limited to: our ability to successfully identify and implement relevant strategies on a timely and cost-effective basis; our ability to achieve the anticipated benefits and cost savings of such strategies and actions; and the availability and cost of existing and future technologies, such as alternative fuel vehicles, off-site renewable energy, and other materials and components. It is possible that we may be unsuccessful in the achievement of our ESG and/or DE&I goals on a timely basis or at all. Furthermore, our efforts. Our stakeholders may not be satisfied with our efforts or the speed at which we are progressing towards any such aspirations and goals. A delay, failure or perceived failure or delay to meet changes in our goals, and aspirations which could adversely affect public perception of our business, employee team member morale, customer or stockholder support as well as business and/or financial performance. Certain challenges we face in the achievement For example, certain of our investors, as well as shareholder advocates, are placing an emphasis on how corporations address ESG objectives including DE&I issues in their business strategy when making investment decisions and when developing their investment theses and proxy recommendations. Additionally, certain stock indices consider ESG factors in determining which companies qualify for inclusion. If our investors, shareholder advocates, or indices in which we are also captured within included react negatively to the changes in our goals, it could have a negative impact on our stock price. Future changes to our ESG reporting, goals and strategies may further adversely impact our relationship with our team members, customers, stockholders, and other stakeholders, which is not incorporated by reference into could result in a reduction in sales, a negative impact on our stock price, and does not form erosion of stockholder trust. In addition, we may be subject to regulatory scrutiny, including potential enforcement action, if any part of this Annual Report on Form 10-K our regulators has a negative reaction to the changes in our goals or perceives our other filings goals to conflict with the SEC. regulatory requirements.

## Macroeconomic Risks

*General economic conditions may adversely affect our financial performance.*

Our results of operations may be sensitive to changes in overall economic conditions that impact consumer spending, including discretionary spending. A weakening of economic conditions affecting disposable consumer income such as lower employment levels, uncertainty, **instability** or changes in business or political conditions, social and political causes and movements, **higher including government shutdowns, changes in** interest rates, inflation/deflation, higher tax rates, higher fuel and energy costs, higher labor and healthcare costs, the impact of natural disasters or acts of terrorism, general health epidemics (**such as COVID-19, or pandemics**), and other matters could reduce consumer spending or cause consumers to shift their spending to competitors. **Certain of these risks, such as risks arising from political volatility, may be enhanced in 2024 and other election years.** A general reduction in the level of discretionary spending, shifts in consumer discretionary spending to our competitors or shifts in discretionary spending to less profitable products sold by us could result in lower net sales, slower inventory turnover, greater markdowns on inventory, and a reduction in profitability due to lower margins.



15

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## [Table of Contents](#)

*Purchase price volatility, including inflationary and deflationary pressures, may adversely affect our financial performance.*

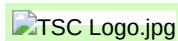
Although we cannot determine the full effect of inflation and deflation on our operations, we believe our sales and results of operations are affected by both. We are subject to market risk with respect to the pricing of certain products and services, which include, among other items, grain, corn, steel, petroleum, cotton, and other commodities, as well as duties, tariffs, diesel fuel, and transportation services. Therefore, we may experience both inflationary and deflationary pressure on product cost, which may impact consumer demand and, as a result, sales and gross margin. Our strategy is to reduce or mitigate the effects of purchase price volatility principally by taking advantage of vendor incentive programs, economies of scale from increased volume of purchases, adjusting retail prices, and selectively buying from the most competitive vendors while maintaining product quality. Should our strategy to mitigate purchase price volatility be ineffective, our financial performance could be adversely impacted.

## **Team Member Risks**

*Our failure to attract and retain qualified team members, increases in wage, and labor costs, and changes in laws and other labor issues could adversely affect our financial performance.*

Our ability to maintain and continue expanding operations depends on our ability to attract and retain a large and growing number of qualified team members. Our ability to meet labor needs while controlling wage and related labor costs is subject to numerous external factors, including the availability of a sufficient number of qualified persons in the work force, unemployment levels, prevailing wage rates, increases in legally required minimum wage rates, changing demographics, health and other insurance costs, changes in employment legislation and the potential for changes in local labor practices or union activities. If we are unable to locate, attract or retain qualified personnel, or if costs of labor or related costs increase significantly, our financial performance could be adversely affected.

We are subject to federal, state, and local laws governing employment practices and working conditions. These laws cover wage and hour practices, labor relations, paid and family leave, workplace safety and immigration, among others. The laws and regulations being passed at the state and local level create unique challenges for a multi-state employer. We must continue to monitor and adapt our employment practices to comply with these various laws and regulations. If our costs of labor or related costs increase significantly as new or revised labor laws, rules or regulations or healthcare laws are adopted or implemented, our financial performance could be adversely affected.



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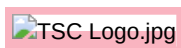
*The loss of current members of our senior management team and other key team members or the failure to successfully manage an executive officer transition may adversely affect our operating results.*

Our success depends in large part on the continued availability and service of our executive officers, senior management, and other key team members. Competition for senior management and key team members in our industry is strong and we may not be able to retain our key team members or attract new qualified team members. We must continue to recruit, retain, and motivate management and other team members sufficiently, both to maintain our current business and to execute our long-term strategic growth initiatives. The loss of any of our executive officers or other key senior management without sufficient advance notice could prevent or delay the implementation and completion of our strategic initiatives or divert management's attention to seeking qualified replacements. Additionally, any failure by us to manage a successful leadership transition of an executive officer and to timely identify a qualified permanent replacement could harm our business and have a material adverse effect on our results of operations.

### Supply Chain and Third-Party Vendor Risks

*We face risks associated with vendors from whom our products are sourced.*

The products we sell are sourced from a variety of domestic and international vendors. We have agreements with our vendors in which the vendors agree to comply with applicable laws, including labor and environmental laws, and to indemnify us against certain liabilities and costs. Our ability to recover liabilities and costs under these vendor agreements is dependent upon the financial condition and integrity of the vendors. We rely on long-term relationships with our suppliers but have no significant long-term contracts with such suppliers. Our future success will depend in large measure upon our ability to maintain our existing supplier relationships or to develop new ones. This reliance exposes us to the risk of inadequate and untimely supplies of various products due to political, economic, social, global health, (including, but not limited to, the COVID-19 coronavirus), or environmental conditions, transportation delays, or changes in laws and regulations affecting distribution. distribution, including the imposition of higher tariffs or other changes in trade policies. Our vendors may be forced to reduce their production, shut down their operations or file for bankruptcy protection, which could make it difficult for us to serve the market's needs and could have a material adverse effect on our business.



16

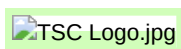
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### [Table of Contents](#)

While the Company selects these third-party vendors carefully, it does not control their actions or the components or manufacture of their products. Any problems caused by these third-parties, or issues associated with their products or workforce, including customer or governmental complaints, breakdowns or other disruptions in communication services provided by a vendor, failure of a vendor to handle current or higher volumes, and cyber attacks cyber-attacks or security breaches at a vendor could subject the Company to litigation and adversely affect the Company's ability to deliver products and services to its customers and have a material adverse effect on our results of operations and financial condition.

We rely on foreign manufacturers for various products that we sell. In addition, many of our domestic suppliers purchase a portion of their products from foreign sources. As an importer, our business is subject to the risks generally associated with doing business internationally, such as domestic and foreign governmental regulations, economic disruptions, global or regional health epidemics, delays in shipments, transportation capacity and costs, currency exchange rates, and changes in political or economic conditions in countries from which we purchase products. If any such factors were to render the conduct of business in particular countries undesirable or impractical or if additional U.S. quotas, duties, tariffs, taxes, or other charges or restrictions were imposed upon the importation of our products in the future, our financial condition and results of operations could be materially adversely affected.

The political landscape in the U.S. contains uncertainty with respect to tax and trade policies, tariffs and regulations affecting trade between the U.S. and other countries. We source a portion of our merchandise from manufacturers located outside the U.S., primarily in Asia and Central America. Major developments in tax policy or trade relations, such as the disallowance of tax deductions for imported merchandise, or the imposition of tariffs on imported products or retaliatory actions by countries affected by changes in U.S. tax and trade policies, could have a material adverse effect on our business, results of operations, and financial condition.



16



*We rely on manufacturers located in foreign countries, including China, for merchandise. Additionally, a portion of our domestically purchased merchandise is manufactured abroad. Our business may be materially adversely affected by risks associated with international trade, including the impact of current or potential tariffs by the U.S. with respect to certain consumer goods imported from China.*

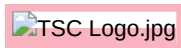
We source a portion of our merchandise from manufacturers located outside the U.S., primarily in Asia and Central America, and many of our domestic vendors have a global supply chain. The U.S. has imposed tariffs on certain products imported into the U.S. from China and could propose additional tariffs. The imposition of tariffs on imported products has increased our costs and could result in reduced sales and profits. The changes in certain tax and trade policies, tariffs and other regulations affecting trade between the U.S. and other countries enacted under the prior U.S. administration increased the cost of our merchandise sourced from outside of the U.S., which represents a large percentage of our overall merchandise. It remains unclear how tax or trade policies, tariffs or trade relations may change under the current U.S. administration, which could adversely affect our business, results of operations, effective income tax rate, liquidity and net income.

In addition, the imposition of tariffs by the U.S. has resulted in the adoption of tariffs by China on U.S. exports and could result in the adoption of tariffs by other countries as well. A resulting trade war could have a significant adverse effect on world trade and the world economy. Further, the imposition of tariffs or other changes in world trade could have an impact on certain U.S. industries and consumers and could negatively impact the consumer demand for products that we sell.

**We** Through our enterprise risk management, we continue to evaluate the impact of the effective and potential tariffs on our supply chain, costs, sales, and profitability as well as our strategies to mitigate any negative impact, including negotiating with our vendors, seeking alternative sourcing options, and adjusting retail selling prices. Given the uncertainty regarding the scope and duration of the current and potential tariffs, as well as the potential for additional trade actions by the U.S. or other countries, the impact on our business, results of operations, and financial condition is uncertain but could be significant. Thus, we can provide no assurance that any strategies we implement to mitigate the impact of such tariffs or other trade actions will be successful in whole or in part. To the extent that our supply chain, costs, sales, or profitability are negatively affected by the tariffs or other trade actions, our business, financial condition, and results of operations may be materially adversely affected.

*A significant disruption to our distribution network or to the timely receipt of inventory could adversely impact sales or increase our transportation costs, which would decrease our profits.*

We rely on our distribution and transportation network, including third-party logistics providers, to provide goods to our stores in a timely and cost-effective manner through deliveries to our distribution facilities from vendors and then from the distribution facilities or direct ship vendors to our stores or customers by various means of transportation, including shipments by sea, air, rail, and truck. Any disruption, unanticipated expense, or operational failure related to this process could negatively affect our operations. For example, unexpected delivery delays (including delays due to weather, fuel shortages, work



17

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## [Table of Contents](#)

stoppages, global or regional health epidemics, product shortages from vendors, or other reasons) or increases in transportation costs (including increased fuel costs or a decrease in transportation capacity for overseas shipments) could significantly decrease our ability to provide adequate products to meet increased customer demand for certain products, or products at a desired price, resulting in lower sales and profitability. In addition, labor shortages or work stoppages in the transportation industry or long-term disruptions to the national and international transportation infrastructure that lead to delays or interruptions of deliveries could negatively affect our business. Also, a fire, tornado, or other disaster at one of our distribution facilities could disrupt our timely receiving, processing, and shipment of merchandise to our stores which could adversely affect our business. While we believe there are adequate reserve quantities and alternative suppliers available, shortages or interruptions in the receipt or supply of products caused by unanticipated demand, such as occurred during **and as the economy recovers from**, the COVID-19 pandemic, problems in production or distribution, financial or other difficulties of supplies, inclement weather or other economic conditions, including the availability of qualified drivers and distribution center team members, could adversely affect the availability, quality and cost of products, and our operating results.

*The implementation of our supply chain initiatives could disrupt our operations in the near term, and these initiatives might not provide the anticipated benefits or might fail.*

We maintain a network of distribution facilities and have plans to build new distribution facilities and expand existing facilities to support our long-term strategic growth initiatives. Delays in opening new or expanded distribution facilities could adversely affect our future operations by slowing store growth or negatively



impacting our fulfillment capabilities, which may in turn reduce revenue growth. In addition, distribution-related construction or expansion projects entail risks which could cause delays and cost overruns, such as: shortages of materials; shortages of skilled labor or work stoppages; unforeseen construction, scheduling, engineering, environmental, or geological problems; weather interference; fires or other casualty losses; and unanticipated cost increases. The completion date and ultimate cost of future projects could differ significantly from initial



17

expectations due to construction-related or other reasons. We cannot guarantee that all projects will be completed on time or within established budgets.

We continue to make significant technology investments in our supply chain. These initiatives are designed to streamline our distribution process so that we can optimize the delivery of goods and services to our stores, distribution facilities, and customers in a timely manner and at a reasonable cost. The cost and potential problems and interruptions associated with the implementation of these initiatives, including those associated with managing third-party service providers and employing new web-based tools and services, could disrupt or reduce the efficiency of our operations in the near term. In addition, our improved supply chain technology might not provide the anticipated benefits, it might take longer than expected to realize the anticipated benefits, or the initiatives might fail altogether.

#### **Technology, Data Security, Cybersecurity, Business Continuity and Disaster Recovery Risks**

*Any failure to maintain the security of the information relating to our business, customers, team members, and vendors that we hold, whether as a result of cybersecurity attacks or otherwise, could damage our reputation with customers, team members, and vendors. Such a failure could also cause us to incur substantial additional costs and to become subject to litigation, and could materially affect our **operating** results **of operations**, financial condition, and liquidity.*

We depend on information systems and technology, some of which are managed or provided by third-parties, for many activities important to our business. As do most retailers, we receive and store in our information systems certain personal and other sensitive information about our business, customers, team members, and vendors. Additionally, we also receive and process information permitting cashless payments as part of our in-store and online operations at *TractorSupply.com* and *Petsense.com* and on our mobile application, some of which depend upon the secure transmission of confidential information over public networks. The information that we receive and store makes us subject to cybersecurity attacks and cyber incidents, which are occurring more frequently, are constantly evolving in nature, are becoming more sophisticated, and are being made by groups and individuals with a wide range of expertise and motives. We are the target of attempted cyber and other security threats and we continuously monitor our information technology networks and infrastructure in an effort to prevent, detect, address and mitigate the risk of unauthorized access, misuse, computer viruses and other events that could have a security impact. While we have enhanced our cybersecurity processes and procedures in response to the general cybersecurity threat environment in recent years, we are not aware of any discrete cybersecurity threat, including as a result of any previous cybersecurity incidents, that has materially affected or is reasonably likely to materially affect us, including our business strategy, results of operations, or financial condition. However, these security measures cannot provide absolute assurance or guarantee that we will be successful in preventing, detecting, or responding to every such breach or disruption and/or preventing the misuse of confidential information of our business, customers, team members, or vendors. Similar risks exist with respect to the third-party vendors on which we rely for aspects of our information technology support services and administrative functions, even if the attack or breach does not directly impact our systems or information.



18

#### [Table of Contents](#)

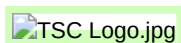
A compromise of our information security and privacy controls, or those of businesses and vendors with whom we interact, which results in confidential information being accessed, obtained, damaged, or used by unauthorized or improper parties; loss or unavailability of data; disruptions to our business activities; or any other outcome stemming from a cybersecurity incident could materially adversely affect our reputation with our customers, team members,

and vendors, as well as our operations, results of operations, financial condition, and liquidity, and could result in significant legal and financial exposure beyond the scope or limits of insurance coverage. Moreover, a security breach could require that we expend significant additional resources to respond to the attack or breach and could result in a disruption of our operations.

In addition, states and the federal government have enacted laws and regulations relating to privacy, data breaches, and theft of team member and customer data. These laws have increased the costs of doing business and, if we fail to comply with these laws and regulations to implement appropriate safeguards or to detect and provide prompt notice of unauthorized access as required by some of these new laws, we could be subject to potential claims for damages and other remedies, which could harm our business.

*We are subject to payments-related risks that could increase our operating costs, expose us to fraud, subject us to potential liability, and potentially disrupt our business.*

We accept payments using a variety of methods, including credit cards, debit cards, credit accounts, our private label credit cards, gift cards, direct debit from a customer's bank account, consumer invoicing, and physical bank checks, and we may offer different payment options over time. These payment options subject us to many compliance requirements, including, but not limited to, compliance with payment card association operating rules, including data security rules, certification requirements, rules governing electronic funds transfers, and Payment Card Industry Data Security Standards. They also subject us to potential fraud by criminal elements seeking to discover and take advantage of security vulnerabilities that may exist in some of

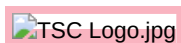


18

these payment systems. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs and lower profitability. We rely on third parties to provide payment processing services, including the processing of credit cards, debit cards, electronic checks, gift cards and promotional financing, and it could disrupt our business if these companies become unwilling or unable to provide these services to us. If we fail to comply with these rules or requirements, adequately encrypt payment transaction data, or if our data security systems are breached or compromised, we may be liable for card issuing banks' costs, subject to fines and higher transaction fees, and lose our ability to accept credit and debit card payments from our customers, process electronic funds transfers, or facilitate other types of online payments, and our business and operating results could be adversely affected.

*Our business and operations could suffer material losses in the event of system interruptions or failures.*

Our information technology systems, some of which are dependent on services managed or provided by third-parties, serve an important role in the operation and administration of our business. These systems are vulnerable to damages from any number of sources, including, but not limited to, human error, cybersecurity attacks, computer viruses, unauthorized access, fire, flood, power outages, telecommunication failures, facility or equipment damage, natural disasters, terrorism, and war. In addition, we continually make investments in technology to implement new processes and systems, as well as to maintain and update our existing processes and systems. Implementing process and system changes increases the risk of disruption. If our information technology systems are interrupted or fail and our redundant systems or recovery plans are not adequate to address such interruptions or failures on a timely basis, our revenues and profits could be reduced and the reputation of our brand and our business could be materially adversely affected. Additionally, remediation of any problems with our systems could result in significant, unplanned expenses.



19

## [Table of Contents](#)

*Customer-facing technology systems are an important part of our sales and marketing strategy and the failure of those systems to perform effectively and reliably could keep us from delivering positive customer experiences.*

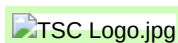
Through our continued information technology enhancements, including the use of artificial intelligence, we believe we are able to provide an improved overall shopping environment and an omni-channel a Digital experience that empowers our customers to shop and interact with us from computers, tablets, smart phones, and other mobile communication devices. We use our websites, *TractorSupply.com* and *Petsense.com*, and our mobile application as both a sales

channel for our products and as a method of providing product, project, and other relevant information to our customers to drive in-store and online sales. **Omni-channel Digital** retailing is continually evolving and expanding, and we must effectively respond to changing customer expectations and new developments. The portion of total consumer expenditures with retailers occurring online and through mobile applications has continued to increase. The pace of this increase could further accelerate in the future. Our business has evolved from an in-store experience to interaction with customers across numerous channels, including in-store, online, mobile and social media, among others. **Omni-channel Digital** retailing is rapidly evolving, and we must keep pace with changing customer expectations and new developments by our competitors. Our customers are increasingly using mobile phones, tablets, computers, and other devices to shop and to interact with us through social media. We are making investments in our websites and mobile applications. If we are unable to make, improve, or develop relevant customer-facing technology in a timely manner, our ability to compete and our results of operations could be adversely affected. Disruptions, failures, or other performance issues with these customer-facing technology systems, including any artificial intelligence or machine learning systems we use now or may use in the future, could impair the benefits that they provide to our in-store and online business and negatively affect our relationship with our customers.

*If we are unable to maintain or upgrade our management information systems and software programs or if we are unable to convert to alternate systems in an efficient and timely manner, our operations may be disrupted or become less efficient and our long-term strategic growth initiatives may not be successful.*

We depend on management information systems for many aspects of our business. We rely on certain software vendors to maintain and periodically upgrade many of these systems so that we can continue to support our business. We could be materially adversely affected if we experienced a disruption or data loss relating to our management information systems and are unable to recover timely. We could also be adversely impacted if we are unable to improve, upgrade, maintain, and expand our management information systems, particularly in light of the contemplated continued store growth.

The success of our long-term strategic growth initiatives designed to increase our sales and improve margin are dependent in varying degrees on the timely delivery and the functionality of information technology systems to support them. Extended delays or cost overruns in securing, developing, and otherwise implementing technology solutions to support the long-term strategic growth initiatives would delay and possibly even prevent us from realizing the projected benefits of those initiatives.



19

In addition, our competitive position could be adversely affected if our competitors adopt, implement, or scale the use of emerging technologies before we are able to successfully do so.

## Financial Risks

*Changes in market conditions or in our credit rating could restrict capital and adversely affect our business operations and growth initiatives.*

We rely on the positive cash flow we generate from our operating activities and our access to the credit and capital markets to fund our operations, growth strategy, capital expenditures, and return of cash to our stockholders through share repurchases and dividends. Changes in the credit and capital markets, including market disruptions, limited liquidity and interest rate fluctuations, may increase the cost of financing or restrict our access to these potential sources of future liquidity. Our continued access to liquidity sources on favorable terms depends on multiple factors, including our operating performance and credit ratings. There can be no assurance that we will be able to maintain and/or improve our current credit ratings. A rating organization may lower our rating, or change our ratings' outlook, or decide not to rate our securities, temporarily or permanently, in its sole discretion. In the event that our current credit ratings are downgraded or removed, we would most likely incur higher borrowing costs and experience greater difficulty in obtaining additional financing, which in turn would have a material adverse impact on our financial condition, results of operations, cash flows, and liquidity. We can make no assurances that our ability to obtain additional financing through the debt and equity markets will not be adversely affected by economic conditions or that we will be able to maintain or improve our current credit ratings.

In addition, tight lending practices may make it difficult for our real estate developers to obtain financing under acceptable loan terms and conditions. Unfavorable lending conditions could impact the timing of our store openings and materially adversely affect our ability to open new stores in desirable locations.



20

Longer-term disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation, reduced funding alternatives, or failures of significant financial institutions could adversely affect our access to liquidity needed for our business. Any disruption could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged. Such measures could include deferring capital expenditures and reducing or eliminating future share repurchases, cash dividends, or other discretionary uses of cash.

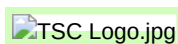
*Our level of indebtedness could limit our cash flow available for operations and could adversely affect our ability to service our debt or obtain additional financing.*

As of **December 30, 2023** **December 28, 2024**, our total outstanding consolidated debt was approximately **\$1.73** **\$1.83** billion. Our level of indebtedness could restrict our operations and make it more difficult for us to satisfy our debt obligations. Our ability to make payments on our indebtedness, to refinance our indebtedness, and to fund planned capital expenditures will depend on our ability to generate cash in the future. This ability, to a certain extent, is subject to general economic, financial, competitive, legislative, regulatory, and other factors that are beyond our control. Our business may not be able to generate sufficient cash flow from operations, and future borrowings may not be available to us in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. We may need to refinance all or a portion of our indebtedness on or before maturity. Our ability to refinance all or a portion of our indebtedness on acceptable terms, or at all, will be dependent upon a number of factors, including our degree of leverage, the value of our assets, borrowing and other financial restrictions imposed by lenders and conditions in the credit markets at the time we refinance. If we are unable to refinance our indebtedness on acceptable terms, we may be forced to agree to otherwise unfavorable financing terms. This could have a material adverse effect on our business, financial condition and results of operations.

In addition, so long as we comply with any existing limitations in our credit and debt agreements while they are in effect, we may issue an indeterminate amount of debt securities from time to time. If new debt is added to our and our subsidiaries' current debt levels, the related risks that we and they now face could intensify.

*Our credit facilities, the indenture related to our 1.75% Senior Notes, 5.25% Senior Notes, and other debt instruments have restrictive covenants and change of control provisions that could limit our financial and business flexibility.*

Our credit agreement governing our senior credit facilities and our note purchase and private shelf agreement governing our senior unsecured notes due August 14, 2029 (the **"2029 notes"** **"3.70% Senior Notes"**) each contain financial, operative and other restrictive covenants in addition to the restrictive covenants contained in the indentures governing our 1.75% Senior Notes and 5.25% Senior Notes (as defined in the Notes to the Consolidated Financial Statements). Our failure to comply with those covenants



20

could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debt, which would have a material adverse effect on our financial condition. In addition, upon certain events constituting a change of control, as that term is defined in the indenture for our 1.75% Senior Notes, 5.25% Senior Notes, and in our note purchase and private shelf agreement for our **2029 notes** **3.70% Senior Notes**, we are required to make an offer in cash to repurchase all or any part of each holder's 1.75% Senior Notes as well as 5.25% Senior Notes at a repurchase price equal to 101% of the principal thereof, plus accrued interest, and to prepay all of each holder's **2029 notes** **3.70% Senior Notes** at a prepayment price equal to 100% of the principal thereof, plus accrued interest. Sufficient funds may not be available to us, however, at the time of any change of control event to repurchase and prepay, as applicable, all or a portion of the tendered notes pursuant to these requirements. Our failure to offer to repurchase the 1.75% Senior Notes and the 5.25% Senior Notes and prepay **2029 notes** **3.70% Senior Notes**, or to repurchase and prepay, as applicable, notes tendered, following a change of control will result in a default under the indentures for our 1.75% Senior Notes, 5.25% Senior Notes, and the note purchase and private shelf agreement for our **2029 notes** **3.70% Senior Notes**, which could lead to a cross-default under our credit agreement for our senior credit facilities.



21

*We cannot provide any guaranty of future dividend payments or any guaranty that we will continue to repurchase our common stock pursuant to our stock repurchase program.*

Although our Board of Directors has indicated an intention to pay future quarterly cash dividends on our common stock, any determination to pay or increase cash dividends on our common stock in the future will be based primarily upon our financial condition, results of operations, business requirements, and our Board of Directors' continuing determination that the declaration of dividends is in the best interests of our stockholders and is in compliance with all laws and agreements applicable to the dividend. Furthermore, although our Board of Directors has authorized a share repurchase program of up to \$6.50 billion, we may temporarily pause or permanently discontinue this program at any time or significantly reduce the amount of repurchases under the program. The share repurchase program does not have an expiration date. As of **December 30, 2023** **December 28, 2024**, the Company had remaining authorization under the share repurchase program of **\$1.05 billion** **\$487.3 million**, exclusive of any fees, commissions or other expenses.

*The market price for our common stock might be volatile and could result in a decline in value.*

The price at which our common stock trades may be volatile and could be subject to significant fluctuations in response to our operating results, general trends and prospects for the retail industry, announcements by our competitors, analyst recommendations, our ability to meet or exceed analysts' or investors' expectations, the condition of the financial markets, and other factors. The Company's stock price is dependent in part on the multiple of earnings that investors are willing to pay. That multiple is in part dependent on investors' perception of the Company's future earnings growth prospects. If investors' perception of the Company's earnings growth prospects change, the Company's earnings multiple may decline and its stock price could be adversely affected.

In addition, the stock market has at times experienced extreme price and volume fluctuations that often have been unrelated or disproportionate to the operating performance of companies. These fluctuations, as well as general economic and market conditions, may adversely affect the market price of our common stock notwithstanding our actual operating performance.

*Impairment of the carrying value of our goodwill or other intangible assets could adversely affect our financial condition and results of operations.*

Goodwill represents the difference between the purchase price of an acquired company and the related fair value of net assets acquired. A significant amount of judgment is involved in determining if an indication of impairment of goodwill exists. As with goodwill, we also test our indefinite-lived intangible assets for impairment annually and whenever events or changes in circumstances indicate that their carrying value may not be recoverable. Factors indicating impairment of goodwill or other intangible assets may include, among others: a significant decline in our expected future cash flows; a sustained, significant decline in our stock price and market capitalization; a significant adverse change in legal factors or in the business climate; unanticipated or changing competition; the testing for recoverability of a significant asset group within a reporting unit; and reduced growth rates. Any adverse change in these factors could have a significant impact on the recoverability of these assets and negatively affect our financial condition and results of operations. To the extent that business conditions deteriorate or if changes in key assumptions and estimates differ significantly from management's expectations, it may be necessary to record additional impairment charges in the future which could have an adverse effect on our financial condition and results of operations.

**22** **21**

## **Legal, Regulatory and Compliance Risks**

*We are subject to personal injury, workers' compensation, product liability, discrimination, harassment, wrongful termination, wage and hour, and other claims in the ordinary course of business.*

Our business involves a risk of personal injury, workers' compensation, product liability, discrimination, harassment, wrongful termination, wage and hour, and other claims in the ordinary course of business. Product liability claims from customers and product recalls for merchandise alleged to be defective or harmful could lead to the disposal or write-off of merchandise inventories, the incurrence of fines or penalties, and damage to our reputation. We maintain general liability with a self-insured retention and workers' compensation insurance with a deductible for each occurrence. We also maintain umbrella limits above the

primary general liability and product liability coverage. In many cases, we have indemnification rights against the manufacturers of the products and their products liability insurance, as well as the property owners of our leased buildings. Our ability to recover costs and damages under such insurance or indemnification arrangements is subject to the financial viability of the insurers, manufacturers, and landlords and the specific allegations of a claim. No assurance can be given that our insurance coverage or the manufacturers' or landlords' indemnity will be available or sufficient in any claims brought against us.

Additionally, we are subject to U.S. federal, state, and local employment laws that expose us to potential liability if we are determined to have violated such employment laws, including but not limited to, laws pertaining to minimum wage rates, overtime pay, discrimination, harassment, and wrongful termination. Compliance with these laws, including the remediation of any alleged violation, may have a material adverse effect on our business or results of operations.

*Our business could be negatively impacted as a result of federal, state, local, or foreign laws and regulations.*

We are subject to numerous federal, state, local, and foreign laws and governmental regulations including those relating to competition, environmental protection, personal injury, intellectual property, consumer product safety, building, land use and zoning requirements, workplace regulations, wage and hour, privacy and information security, pricing, record management, and employment law matters.

Our operations, including our outsourced exclusive brand manufacturing partners, are subject to regulation by the Occupational Safety and Health Administration ("OSHA"), the Food and Drug Administration (the "FDA"), the Department of Agriculture (the "USDA"), the Environmental Protection Agency (the "EPA") and by various other federal, state, local and foreign authorities regarding the processing, packaging, storage, distribution, advertising, labeling and export of our products, including food safety standards.

If we fail to comply with existing or future laws or regulations, or if these laws or regulations are violated by importers, manufacturers or distributors, we may be subject to governmental or judicial fines or sanctions, while incurring substantial legal fees and costs. In addition, our capital expenditures could increase due to remediation measures that may be required if we are found to be noncompliant with any existing or future laws or regulations.

We are also subject to the Foreign Corrupt Practices Act (the "FCPA"), which prohibits U.S. companies and their intermediaries from making improper payments to foreign officials for the purposes of obtaining or retaining business, and the anti-bribery laws of other jurisdictions. Failure to comply with the FCPA and similar laws could subject us to, among other things, penalties and legal expenses that could harm our reputation and have a material adverse effect on our business, financial condition, and results of operations.

*Potential noncompliance with environmental regulations could materially impact our results of operations, financial condition, or financial condition, reputation.*

Our business is subject to various federal, state, and local laws, regulations, and other requirements pertaining to protection of the environment and public health, including, for example, regulations governing the management of waste materials and waste waters. Governmental agencies on the federal, state, and local levels have, in recent years, increasingly focused on the retail sector's compliance with such laws and regulations, and have at times pursued enforcement activities. We periodically receive information requests and notices of potential noncompliance with environmental laws and regulations from governmental agencies, which are addressed on a case-by-case basis with the relevant agency. Any of these events could have a material adverse effect on our results of operations, financial condition, or financial condition, reputation.



23 22

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## [Table of Contents](#)

*Failure to maintain an effective system of internal control over financial reporting could materially impact our business and results.*

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. An internal control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all internal control systems, internal control over financial reporting may not prevent or detect misstatements. Any failure to maintain an effective system of internal control over financial reporting could limit our ability to report our financial results accurately and timely or to detect and prevent fraud, and could expose us to litigation or adversely affect the market price of our common stock.

*Effective tax rate changes and results of examinations by taxing authorities could materially impact our results.*

Our future effective tax rates could be adversely affected by legislative tax reform, changes in statutory rates or changes in tax laws, or interpretations thereof. Additionally, our future effective tax rates could be adversely affected by the earnings mix being lower than historical results in states where we have lower statutory rates and higher than historical results in states where we have higher statutory rates or by changes in the measurement of our deferred tax assets and liabilities.

We are subject to periodic audits and examinations by the Internal Revenue Service ("IRS"), as well as state and local taxing authorities. Like many retailers, a portion of our sales are to tax-exempt customers. The business activities of our customers and the intended use of the unique products sold by us create a challenging and complex compliance environment. These circumstances create risk that we could be challenged as to the propriety of our sales tax compliance. Our results could be materially impacted by the determinations and expenses related to these and other proceedings by the IRS and other state and local taxing authorities.

#### Item 1B. Unresolved Staff Comments

None.

#### Item 1C. Cybersecurity

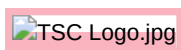
##### Cybersecurity Risk Management Program

Cybersecurity is among the most critical risks to the Company. For many activities important to its business, the Company depends on the confidentiality, integrity, and availability of information systems and data, some of which are provided or managed by third parties.

The Company's Information Security and Privacy teams reduce first and third-party risk by maintaining a proactive security posture aligned with current threats, detecting cybersecurity events and responding quickly, and building procedures to rapidly recover. These teams are managed by the Vice President, Information Security and Privacy, who reports to the Executive Vice President, Chief Technology, Digital Commerce, and Strategy Officer. The Company's cybersecurity leaders have more than 25 years of relevant experience and multiple professional certifications.

On behalf of the Board, the Audit Committee provides oversight of the Company's management of cybersecurity risk. The Audit Committee regularly reviews the Company's cybersecurity risks, incidents, audits, assessments, crisis readiness, awareness activities, and compliance with cybersecurity and privacy laws and regulations. The Company's Executive Vice President, Chief Technology, Digital Commerce, and Strategy Officer briefs the Audit Committee quarterly, and more often, if necessary, on active and emerging cybersecurity threats and efforts to strengthen the Company's defenses against these threats.

Internal and third-party risks are reviewed, monitored, and managed by the Company's Cybersecurity and Privacy teams, audited by an Internal Audit team and various external experts, and tracked within an Enterprise Risk Management framework. The Company regularly engages third-party experts to assess the effectiveness of its cybersecurity programs. Biennially, an external independent consultancy team conducts a comprehensive review of the Company's cybersecurity program using the NIST Cybersecurity Framework. Targeted assessments are conducted regularly by internal and third-party experts to ensure compliance with specific federal and state laws and regulations. Additionally, the Company is assessed annually by an independent third party for compliance with the PCI-DSS standard, for which the Company receives an attestation of compliance.



24

#### Table of Contents

The Company's processes for identifying and managing first and third-party risks from cybersecurity threats include:

- Continuous monitoring of the Company's systems and network for cybersecurity events;
- Regular testing of the Company's Security Incident Response Plan, Business Continuity plans, and Disaster Recovery plans;
- Required annual security training for team members with access to Company email, as well as tailored training for team members in more sensitive roles. Periodic roles (and periodic testing to ensure the security training is effective).



The Company's security awareness program seeks to create a culture of shared responsibility for the security of sensitive data and systems. This is accomplished through mandatory annual security training for team members with access to Company email as well as tailored training for team members in more sensitive roles. Periodic testing ensures the training is effective. In addition, all team members have access to a variety of training materials on security topics through the Company's training management system.

## Governance

On behalf of the Board, the Audit Committee provides oversight of the Company's management of cybersecurity risk. The Audit Committee regularly reviews the Company's cybersecurity risks, incidents, audits, assessments, crisis readiness, awareness activities, and compliance with cybersecurity and privacy laws and regulations. The Company's Vice President, Information Security and Privacy, briefs the Audit Committee quarterly, and more often, if necessary, on active and emerging cybersecurity threats and efforts to strengthen the Company's defenses against these threats.

The Company's Information Security and Privacy program and teams are managed by the Vice President, Information Security and Privacy, who reports to the Executive Vice President, Chief Technology, Digital Commerce, and Strategy Officer. The Company's cybersecurity leaders have more than 25 years of relevant experience and multiple professional certifications.

An external managed security services provider and industry-leading security tools continuously monitor the Company's systems and network for cybersecurity threats. The Company's cybersecurity teams evaluate the escalated threats, and if necessary, take steps to contain and recover from pervasive threats in accordance with the Company's Security Incident Response Plan. The plan includes reporting and escalation procedures to inform the Executive Committee, Audit Committee, and full Board, as appropriate to enable them to carry out their oversight responsibilities, and to ensure timely compliance with applicable reporting rules. The Company's Business Continuity Management and Disaster Recovery plans include procedures for business recovery and are tested regularly.

The Company's We, like many organizations operating in the current climate, face significant cybersecurity threats. To date, no risks from cybersecurity threats or incidents have materially affected us, including our results of operations or financial condition. Notwithstanding our security awareness program, seeks to create we may not be successful in identifying a culture cybersecurity threat or preventing or mitigating a cybersecurity incident or vulnerability, which if realized, could materially affect us. Additional information on the cybersecurity risks we face can be found in Item 1A. "Risk Factors—Technology, Data Security, Cybersecurity, Business Continuity and Disaster Recovery Risks" of shared responsibility for the security of sensitive data and systems. This is accomplished through mandatory annual security training for team members with access to Company email as well as tailored training for team members in more sensitive roles. Periodic testing ensures the training is effective. In addition, all team members have access to a variety of training materials this Annual Report on security topics through the Company's training management system. Form 10-K.

## [Table of Contents](#)

## Item 2. Properties

As of December 30, 2023 December 28, 2024, the Company operated 2,414 2,502 stores in 49 states (2,216 (2,296 Tractor Supply retail stores and 198 206 Petsense by Tractor Supply retail stores.) The Company leases approximately 96% of its stores. Store leases typically have initial terms of between 10 and 20 years, with two to four optional renewal periods of five years each, exercisable at our option. No single lease is material to the Company's operations. Approximately 60% 61% of our stores are in freestanding buildings and 40% 39% are located in shopping centers. The following is a count of store locations by state:



State	State	Number of Stores	State	Number of Stores	State	Number of Stores	State	Number of Stores
Texas	Texas	253	New Jersey	30	Texas	261	New Jersey	31
North Carolina	North Carolina	118	West Virginia	30	North Carolina	122	Washington	30
Georgia		116	West Virginia	30				
Florida	Florida	111	Washington	29	Florida	115	Nebraska	27
Pennsylvania	Pennsylvania	110	Nebraska	26	Pennsylvania	114	Maryland	26
Georgia		108	Massachusetts	25				
Michigan		109	Massachusetts	25				
Ohio		105	New Hampshire	25				
Tennessee	Tennessee	105	Maryland	25	Tennessee	105	Colorado	24
Ohio		103	New Hampshire	24				
Michigan		102	Maine	23				
New York	New York	98	Colorado	22	New York	98	Maine	23
California	California	82	Iowa	22	California	90	Iowa	22
Alabama		78	Connecticut	21				
Virginia	Virginia	74	Connecticut	21	Virginia	77	Minnesota	19
Kentucky	Kentucky	73	Minnesota	17	Kentucky	75	Utah	16
Alabama		72	Utah	16				
Missouri	Missouri	71	North Dakota	14	Missouri	74	North Dakota	14
Indiana	Indiana	66	Oregon	13	Indiana	67	Oregon	13
South Carolina	South Carolina	64	Vermont	10	South Carolina	65	Idaho	12
Louisiana		63	Vermont	10				
Oklahoma	Oklahoma	63	Idaho	10	Oklahoma	62	South Dakota	9
Louisiana		62	South Dakota	9				
Mississippi	Mississippi	57	Wyoming	8	Mississippi	60	Wyoming	9
Arkansas	Arkansas	46	Montana	7	Arkansas	47	Montana	8
Kansas	Kansas	43	Nevada	7	Kansas	44	Nevada	8
Arizona	Arizona	39	Delaware	6	Arizona	40	Delaware	7
Illinois		34	Rhode Island	4				
Wisconsin	Wisconsin	32	Rhode Island	4	Wisconsin	34	Hawaii	2
Illinois		31	Hawaii	2				
New Mexico								
				2,414				



26 25

## Table of Contents

The following is a list of distribution locations including the approximate square footage and if the location is leased or owned at **December 30, 2023** **December 28, 2024**:

Distribution Facility Location	Approximate Square Footage	Owned/Leased Facility
Maumelle, Arkansas	1,150,000	Owned
Frankfort, New York	924,000	Owned
Navarre, Ohio	898,000	Owned
Franklin, Kentucky	833,000	Owned
Pendleton, Indiana	764,000	Owned
Macon, Georgia	684,000	Owned
Waco, Texas	666,000	Owned
Casa Grande, Arizona	650,000	Owned
Hagerstown, Maryland	623,000	Owned
Waverly, Nebraska	592,000	Owned

The Company's Store Support Center occupies approximately 260,000 square feet of owned building space in Brentwood, Tennessee, and the Company's Merchandising Innovation Center occupies approximately 32,000 square feet of leased building space in Nashville, Tennessee.

On January 18, 2023 May 14, 2024, the Company opened its ninth tenth distribution center located in Navarre, Ohio, Maumelle, Arkansas, which expanded the distribution center capacity by approximately 900,000 1.2 million square feet. In addition, the Company is building a new distribution center in Maumelle, Arkansas and anticipates that the new facility will begin operations in the second quarter of 2024.

The Company also uses third-party operated import centers, mixing centers and pop-up distribution facilities which provide additional distribution capacity.

While the Company believes its properties are suitable and adequate for its current business operations, it remains focused on new store growth in many existing and new markets and regularly evaluates its portfolio to determine if new or different properties would be beneficial to the Company.

### Item 3. Legal Proceedings

For a description of the Company's legal proceedings, refer to [Note 12.11](#) to the Consolidated Financial Statements included under Part II, Item 8 of this Annual Report on Form 10-K.

### Item 4. Mine Safety Disclosures

Not applicable.



27 26

[Table of Contents](#)

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### Common Stock

The Company's common stock trades on the NASDAQ Global Select Market under the symbol "TSCO."

On December 5, 2024, the Company's Board of Directors authorized a five-for-one forward split (the "Stock Split") of the Company's outstanding shares of common stock, par value \$0.008 per share. On December 20, 2024, stockholders of record at the close of business on December 16, 2024, received four

additional shares of common stock for each share owned by such stockholder. The Certificate of Amendment to the Company's Restated Certificate of Incorporation filed on December 19, 2024 effected the Stock Split and also proportionately increased the number of authorized common shares from 400.0 million to 2.00 billion. The par value of each share was not changed. All share and per-share information in this Annual Report on Form 10-K has been retroactively restated to reflect the Stock Split.

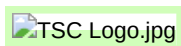
As of **January 27, 2024** **January 31, 2025**, the number of record holders of our common stock was **799 814** (excluding individual participants in nominee security position listings).

## Dividends

We paid cash dividends totaling **\$449.6 million** **\$472.5 million** and **\$409.6 million** **\$449.6 million** in fiscal **2023** **2024** and **2022** **2023**, respectively. In fiscal **2023** **2024**, we declared and paid cash dividends to stockholders of **\$4.12** **\$0.88** per common share outstanding as compared to **\$3.68** **\$0.82** per common share outstanding in fiscal **2022** **2023**. These payments reflect an increase in the quarterly dividend to **\$1.03** **\$0.22** in all four quarters of fiscal **2023** **2024** from **\$0.92** **\$0.21** per share in all four quarters of fiscal **2022** **2023**.

On **February 5, 2024** **February 12, 2025**, the Company's Board of Directors declared a quarterly cash dividend of **\$1.10** **\$0.23** per share of the Company's outstanding common stock. The dividend will be paid on **March 12, 2024** **March 11, 2025**, to stockholders of record as of the close of business on **February 26, 2024** **February 26, 2025**.

It is the present intention of the Company's Board of Directors to continue to pay a quarterly cash dividend; however, the declaration and payment amount of future dividends will be determined by the Company's Board of Directors in its sole discretion and will depend upon the earnings, financial condition, and capital needs of the Company, along with any other factors which the Company's Board of Directors deem relevant.



27

## Issuer Purchases of Equity Securities

The Company's Board of Directors has authorized common stock repurchases under a share repurchase program which was announced in February 2007. The authorization amount of the program, which has been increased from time to time, is currently authorized for up to \$6.50 billion, exclusive of any fees, commissions or other expenses related to such repurchases. The share repurchase program does not have an expiration date. As of **December 30, 2023** **December 28, 2024**, the Company had remaining authorization under the share repurchase program of **\$1.05 billion** **\$487.3 million**, exclusive of any fees, commissions or other expenses. Additionally, the Company withholds shares from vested restricted stock units and performance-based restricted share units to satisfy employees' minimum statutory tax withholding requirements. Stock purchase activity during fiscal **2023** **2024** is set forth in the table below:

Period	Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (b)	Period	Total Number of Shares Purchased (c)	Average Price Paid Per Share (c)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (c)	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (b)
First Quarter (a)										
Second Quarter (a)										

Third Quarter	
(a)	
Fourth Quarter: (a)	
Fourth Quarter: (a)	
Fourth Quarter: (a)	
10/1/23 - 10/28/23	
10/29/23 - 11/25/23	
11/26/23 - 12/30/23	
9/20/2024 - 10/26/2024	
10/27/2024 - 11/23/2024	
11/24/2024 - 12/28/2024	
As of and for the year ended December 30, 2023	
As of and for the year ended December 30, 2023	
As of and for the year ended December 30, 2023	
As of and for the year ended December 28, 2024	
As of and for the year ended December 28, 2024	
As of and for the year ended December 28, 2024	



Table of Contents

(a) The total number of shares purchased and average price paid per share include shares withheld from vested stock awards to satisfy employees' minimum statutory tax withholding requirements of 94,246 473,387 during the first quarter, 6,913 13,505 during the second quarter, 3,926 17,050 during the third quarter, and 1,188 5,793 during the fourth quarter.

(b) Excludes excise taxes incurred on share repurchases.

(c) The Total Number of Shares Purchased, Average Price Paid Per Share, and Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs as shown in the table above are adjusted to reflect the five-for-one Stock Split effective December 20, 2024.

We expect to implement the balance of the repurchase program through purchases made from time to time either in the open market or through private transactions, in accordance with regulations of the SEC and other applicable legal requirements. The timing and amount of any common stock repurchased under the program will depend on a variety of factors including price, corporate and regulatory requirements, capital availability, and other market conditions.

Any additional stock repurchase programs will be subject to the discretion of our Board of Directors and will depend upon earnings, financial condition, and capital needs of the Company, along with any other factors which the Board of Directors deem relevant. The program may be limited, temporarily paused, or terminated at any time, without prior notice.

On February 12, 2025 the Company's Board of Directors authorized a \$1.00 billion increase to the existing share repurchase program, bringing the total amount authorized to date under the program to \$7.50 billion.



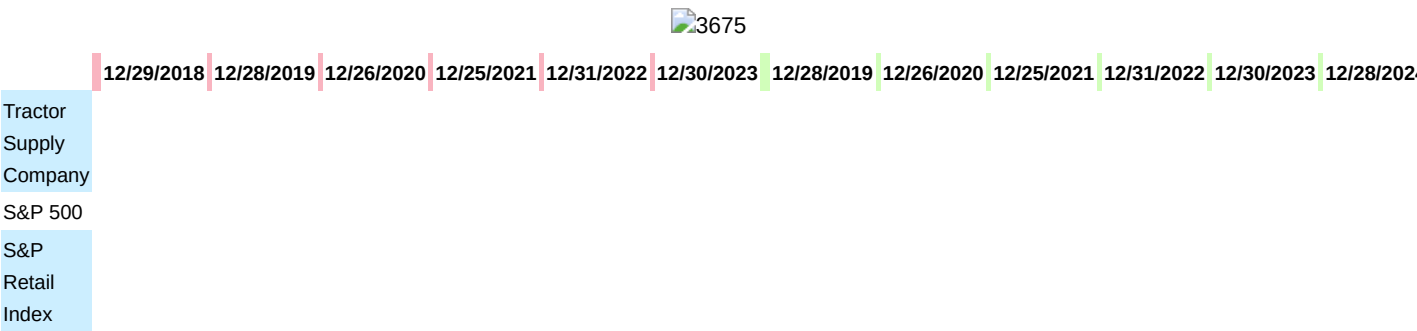
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[Table of Contents](#)

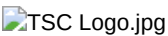
STOCK PERFORMANCE GRAPH

This performance graph shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of Tractor Supply Company under the Securities Act of 1933, as amended, or the Exchange Act.

The following graph compares the cumulative total stockholder return on our common stock from December 29, 2018 December 28, 2019 to December 30, 2023 December 28, 2024 (the Company's fiscal year-ends), with the cumulative total returns of the S&P 500 Index and the S&P Retail Index over the same period. The comparison assumes that \$100 was invested on December 29, 2018 December 28, 2019, in our common stock and in each of the foregoing indices and in each case assumes reinvestment of dividends. The historical stock price performance shown on this graph is not indicative of future performance.



Item 6. Reserved



3029

[Table of Contents](#)

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis is intended to provide the reader with information that will assist in understanding the significant factors affecting our consolidated operating results, financial condition, liquidity, and capital resources during the two-year period ended December 30, 2023 December 28, 2024 (our fiscal years 2023 2024 and 2022) 2023). For a comparison of our results of operations for fiscal year December 31, 2022 December 30, 2023 and December 25, 2021 December 31, 2022, see "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 30, 2023, filed with the SEC on February 23, 2023 February 23, 2024. This discussion should be read in conjunction with our Consolidated Financial Statements and Notes to the Consolidated Financial Statements included elsewhere in this report. This discussion contains forward-looking statements and information. See "Forward-Looking Statements and Information" and "Risk Factors" included elsewhere in this report.

Tractor Supply reports its financial results in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). Tractor Supply also uses certain non-GAAP measures that fall within the meaning of Securities and Exchange Commission Regulation G and Regulation S-K Item 10(e), which may provide users of the financial information with additional meaningful comparison to prior reported results. Non-GAAP measures do not have standardized definitions and are not defined by U.S. GAAP. Therefore, Tractor Supply's non-GAAP measures are unlikely to be comparable to similar measures presented by other companies. The presentation of these non-GAAP measures should not be considered in isolation from, as a substitute for, or as superior to the financial information presented in accordance with U.S. GAAP. We believe this information is useful in providing period-to-period comparisons of the results of our continuing operations.

## Overview

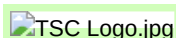
Founded in 1938, Tractor Supply Company (the "Company" or "Tractor Supply" or "we" or "our" or "us") is the largest rural lifestyle retailer in the United States ("U.S."). The Company is focused on supplying the needs of recreational farmers, ranchers, and all those who enjoy living the rural lifestyle (which we refer to as the "Out Here" lifestyle). As of December 30, 2023 December 28, 2024, we operated 2,414 2,502 retail stores in 49 states under the names *Tractor Supply Company* and *Petsense by Tractor Supply*. Our stores are located primarily in towns outlying major metropolitan markets and in rural communities. We also operate websites under the names [TractorSupply.com](https://www.tractorsupply.com) and [Petsense.com](https://www.petsense.com), as well as a Tractor Supply Company mobile application. Through our stores and e-commerce channels, we offer the following comprehensive selection of merchandise:

- Livestock, Equine & Agriculture: livestock and equine feed & equipment, poultry, fencing, and sprayers & chemicals;
- Companion Animal: food, treats and equipment for dogs, cats, and other small animals as well as dog wellness;
- Seasonal & Recreation: tractor & rider, lawn & garden, bird feeding, power equipment, and other recreational products;
- Truck, Tool, & Hardware: truck accessories, trailers, generators, lubricants, batteries, and hardware and tools; and
- Clothing, Gift, & Décor: clothing, footwear, toys, snacks, and decorative merchandise.

Tractor Supply Company believes we can grow our business by being a more integral part of our customers' lives as the dependable supplier of "Out Here" lifestyle solutions, creating customer loyalty through personalized experiences, and providing convenience that our customers expect anytime, anywhere, and in any way they choose. Our long-term growth strategy is to: (1) expand and deepen our customer base by providing personal, localized, and memorable customer engagements by leveraging content, social media, and digital shopping experiences, attracting new customers and driving loyalty, (2) evolve customer experiences by digitizing our business processes and furthering our omni-channel digital capabilities, (3) offer relevant assortments and services across all channels through exclusive and national brands and continue to grow our total addressable market by introducing new products and services through our test and learn strategy, (4) drive operational excellence and productivity through continuous improvement, increasing space utilization, and implementing advanced supply chain capabilities to support growth, scale and agility, and (5) expand through selective acquisitions, as such opportunities arise, to add complementary businesses and to enhance penetration into new and existing markets to supplement organic growth.

Achieving this strategy will require a foundational focus on: (1) connecting, empowering and growing our team to enhance their lives and the communities they live in, we call home, enabling them to provide legendary service to our customers, and (2) allocating resources in a disciplined and efficient manner to drive profitable growth and build stockholder value, including leveraging technology and automation, to align our cost structure to support new business capabilities for margin improvement and cost reductions.

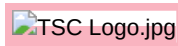
Over the past five years, we have experienced considerable growth in stores, growing from 1,940 2,024 stores at the end of fiscal 2018 to 2,414 stores (2,216 (1,844 Tractor Supply retail stores and 198 180 Petsense by Tractor Supply retail stores) at the end of fiscal 2023, 2019 to 2,502 stores (2,296 Tractor Supply retail stores and 206 Petsense by Tractor Supply retail stores) at the end of fiscal 2024, and in net sales, with a compounded annual growth rate of approximately 13.0% 12.2%. Given the size of the communities that we target, we believe that there is ample opportunity for new store growth in many existing and new markets. We have developed a proven method for selecting store



30

sites, and we believe we have significant additional opportunities for new Tractor Supply stores. We also believe that there is opportunity for continued growth for Petsense by Tractor Supply stores.

## Stock Split



31

Table On December 5, 2024, the Company's Board of Directors authorized a five-for-one forward split (the "Stock Split") of the Company's outstanding shares of common stock, par value \$0.008 per share. On December 20, 2024, stockholders of record at the close of business on December 16, 2024, received four additional shares of common stock for each share owned by such stockholder. The Certificate of Amendment to the Company's Restated Certificate of Incorporation filed on December 19, 2024 effected the Stock Split and also proportionately increased the number of authorized common shares from 400.0 million to 2.00 billion. The par value of each share was not changed. All share and per-share information in this Annual Report on Form 10-K has been retroactively restated to reflect the Stock Split.

## Executive Summary

In fiscal 2024, we opened 80 new Tractor Supply stores in 34 states and 11 new Petsense by Tractor Supply stores in seven states. In fiscal 2023, we opened 70 new Tractor Supply stores in 28 states and 13 new Petsense by Tractor Supply stores in nine states. In fiscal 2022, we opened 63 new Tractor Supply stores in 25 states and nine new Petsense by Tractor Supply stores in seven states. We also acquired 81 Orscheln Farm and Home stores in eight states, which were all rebranded as Tractor Supply stores as of the end of fiscal 2023. This resulted in a selling square footage increase of approximately 2% in fiscal 2024 and 3% in fiscal 2023.

Net sales increased 2.2% to \$14.88 billion in fiscal 2024 from \$14.56 billion in fiscal 2023. Comparable store sales increased 0.2% in fiscal 2024 compared to a flat growth rate in fiscal 2023. Gross profit increased 3.2% to \$5.40 billion in fiscal 2024 from \$5.23 billion in fiscal 2023, and 11% in fiscal 2022.

Net sales increased 2.5% to \$14.56 billion in fiscal 2023 from \$14.20 billion in fiscal 2022. The prior year's fourth quarter included an extra sales week as part of the Company's 53-week calendar in 2022, which negatively impacted the overall sales increase by approximately 1.6 percentage points. Comparable store sales were even in fiscal 2023 versus a 6.3% increase in fiscal 2022. Gross profit increased 5.1% to \$5.23 billion in fiscal 2023 from \$4.97 billion in fiscal 2022, and gross margin increased 92 34 basis points to 36.3% of net sales in fiscal 2024 from 35.9% of net sales in fiscal 2023 from 35.0% 2023. Operating income decreased 30 basis points to 9.9% of net sales in fiscal 2022. Operating income increased 6 basis points to 2024 from 10.2% of net sales in fiscal 2023 from 10.1% of net sales in fiscal 2022, 2023. For fiscal 2023, 2024, net income was \$1.11 billion \$1.10 billion, or \$10.09 \$2.04 per diluted share, compared to \$1.09 billion \$1.11 billion, or \$9.71 \$2.02 per diluted share, in fiscal 2022, 2023.

We ended fiscal 2023 2024 with \$397.1 million \$251.5 million in cash and cash equivalents and outstanding long-term debt of \$1.73 billion \$1.83 billion, after returning \$1.05 billion \$1.03 billion to our stockholders through stock repurchases and quarterly cash dividends.

## Performance Metrics

### Comparable Store Metrics

Comparable store metrics are a key performance indicator used in the retail industry and by the Company to measure the performance of the underlying business. Our comparable store metrics are calculated on an annual basis using sales generated from all stores open at least one year and all online sales and exclude certain adjustments to net sales. Stores closed during either of the years being compared are removed from our comparable store metrics calculations. Stores relocated during either of the years being compared are not removed from our comparable store metrics calculations. If the effect of relocated stores on our comparable store metrics calculations became material, we would remove relocated stores from the calculations. An Orscheln store will be considered a comparable store one year after its point-of-sale system conversion. Fiscal 2023 includes 52 weeks and fiscal 2022 includes 53 weeks. For our calculation of comparable store sales in fiscal 2023, we compare weeks 1 through 52 in fiscal 2023 against weeks 2 through 53 in fiscal 2022. Comparable store sales is are intended only as supplemental information and is are not a substitute for net sales presented in accordance with U.S. GAAP.

### Transaction Count and Transaction Value

Transaction count and transaction value metrics are used by the Company to measure sales performance. Transaction count represents the number of customer transactions during a given period. Transaction value represents the average amount paid per transaction and is calculated as net sales divided by the total number of customer transactions during a given period.

## Significant Critical Accounting Policies and Estimates

Management's discussion and analysis of our financial position and results of operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires management to make informed estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. Our

financial position and/or results of operations may be materially different when reported under different conditions or when using different assumptions in the application of such policies. In the event estimates or assumptions prove to be different from actual amounts, adjustments are made in subsequent periods to reflect more current information. Our significant accounting policies are disclosed in Note 1 to the Consolidated Financial Statements. The following discussion addresses our most critical accounting policies and estimates, which are those that are both important to the portrayal of our financial condition and results of operations and that require significant judgment or use of complex estimates.



32 31

## [Table of Contents](#)

### **Merchandise Inventory:**

We identify potentially excess and slow-moving inventory by evaluating turn rates, historical and expected future sales trends, age of merchandise, overall inventory levels, current cost of inventory, and other benchmarks. We have established an inventory valuation reserve to recognize the estimated impairment in value (i.e., an inability to realize the full carrying value) based on our aggregate assessment of these valuation indicators under prevailing market conditions and current merchandising strategies.

We also have established a reserve for estimating inventory shrinkage between physical inventory counts. The reserve is established by assessing the chain-wide average shrinkage experience rate, applied to the related periods' sales volumes. Such assessments are updated on a regular basis for the most recent individual store experiences. Our general policy is to perform physical inventories at least once a year for each store that has been open more than twelve months.

We do not believe our merchandise inventories are subject to significant risk of obsolescence in the near term. However, changes in market conditions or consumer purchasing patterns could result in the need for additional reserves. Our impairment reserves contain uncertainties because the calculations require management to make assumptions and to apply judgment regarding forecasted customer demand and the promotional environment. The estimated store inventory shrink rate is based on historical experience. We believe historical rates are a reasonably accurate reflection of future trends. Our shrinkage reserve contains uncertainties because the calculation requires management to make assumptions and to apply judgment regarding future shrinkage trends, the effect of loss prevention measures and merchandising strategies.

We have not made any material changes in the accounting methodology used to recognize inventory impairment reserves or shrinkage in the financial periods presented. We do not believe there is a reasonable likelihood that there will be a material change in the future estimates or assumptions we use to calculate impairment or shrinkage. However, if assumptions regarding consumer demand, clearance potential or inventory loss for certain products are inaccurate, we may be exposed to losses or gains that could be material. A 10% change in our inventory impairment reserve as of **December 30, 2023** **December 28, 2024**, would have affected net income by approximately **\$2.7 million** **\$2.5 million** in fiscal **2023**, **2024**. A 10% change in our shrinkage reserve as of **December 30, 2023** **December 28, 2024**, would have affected net income by approximately **\$4.9 million** **\$4.7 million** in fiscal **2023**.

In addition, we receive funding from substantially all of our significant merchandise vendors, in support of our business initiatives, through a variety of programs and arrangements, including guaranteed vendor support funds ("vendor support") and volume-based rebate funds ("volume rebates"). The amounts received are subject to terms of vendor agreements, most of which are "evergreen", reflecting the on-going relationship with our significant merchandise vendors. Certain of our agreements, primarily volume rebates, are renegotiated annually, based on expected annual purchases of the vendor's product. Vendor funding is initially deferred as a reduction of the purchase price of inventory, and then recognized as a reduction of cost of merchandise as the related inventory is sold. During interim periods, the amount of vendor support and volume rebates are estimated based upon initial commitments and anticipated purchase levels with applicable vendors.

We have not made any material changes in the accounting methodology used to establish our vendor funding reserves in the financial periods presented. At the end of each fiscal year, a significant portion of the actual purchase activity is known. Thus, we do not believe there is a reasonable likelihood that there will be a material change in the amounts recorded as vendor funding. We do not believe there is a significant collectability risk related to vendor funding amounts due to us at the end of fiscal 2023. If a 10% reserve had been applied against our outstanding vendor funding due as of December 30, 2023, net income would have been affected by approximately \$3.5 million in fiscal 2023. Although it is unlikely that there will be any significant reduction in historical levels of vendor funding, if such a reduction were to occur in future periods, the Company could experience a higher inventory balance and higher cost of sales.



For vendor funding, we estimate the purchase volume (and related vendor funding) based on our current knowledge of inventory levels, sales trends and expected customer demand, as well as planned new store openings and relocations. Although we believe we can reasonably estimate purchase volume and related volume rebates at interim periods, it is possible that actual year-end results could be different from previously estimated amounts. Our allocation methodology contains uncertainties because the calculation requires management to make assumptions and to apply judgment regarding customer demand, purchasing activity, target thresholds, vendor attrition and collectability.



33

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[Table of Contents](#)

2024.

### Self-Insurance Reserves:

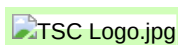
We self-insure a significant portion of our workers' compensation insurance and general liability (including product liability) insurance plans. We have stop-loss insurance policies to protect from individual losses over specified dollar values. Provisions for losses related to our self-insured liabilities are based upon periodic independent actuarially determined estimates that consider a number of factors including historical claims experience, loss development factors, and severity factors.

The full extent of certain workers' compensation and general liability claims may not become fully determined for several years. Our self-insured liabilities contain uncertainties because management is required to make assumptions and to apply judgment to estimate the ultimate cost to settle reported claims and claims incurred but not reported as of the balance sheet date based upon historical data and experience, including actuarial calculations.

We have not made any material changes in the accounting methodology used to establish our self-insurance reserves in the financial periods presented. We do not believe there is a reasonable likelihood that there will be a material change in the assumptions we use to calculate insurance reserves. However, if we experience a significant increase in the number of claims or the cost associated with these claims, we may be exposed to losses that could be material. A 10% change in our self-insurance reserves as of **December 30, 2023** **December 28, 2024**, would have affected net income by approximately **\$10.7 million** **\$11.4 million** in fiscal **2023**, **2024**.

### Impairment of Long-Lived Assets:

Long-lived assets, including lease right-of-use assets, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. When evaluating long-lived assets for potential impairment, we first compare the carrying value of the asset or asset group to its estimated undiscounted future cash flows. The evaluation for long-lived assets is performed at the lowest level of identifiable cash flows, which is generally the individual store level. The significant assumptions used to determine estimated undiscounted cash flows include cash inflows and outflows directly resulting from the use of those assets in operations, including margin on net sales, payroll and related items, occupancy costs, insurance allocations, and other costs to operate a store. If the estimated future cash flows are less than the carrying value of the related asset, we calculate an impairment loss. The impairment loss calculation compares the carrying value of the related



32

asset or asset group to its estimated fair value, which may be based on an estimated future cash flow model, market valuation, or other valuation technique, as appropriate. We recognize an impairment loss if the amount of the asset's carrying value exceeds the asset's estimated fair value. If we recognize an impairment loss, the adjusted carrying amount of the asset becomes its new cost basis. For a depreciable long-lived asset, the new cost basis will be depreciated (amortized) over the remaining estimated useful life of that asset.

Our impairment loss calculations contain uncertainties because they require management to make assumptions and to apply judgment to estimate future cash flows and asset fair values.

We have not made any material changes in our impairment loss assessment methodology in the financial periods presented.

We do not believe there is a reasonable likelihood that there will be a material change in the estimates or assumptions we use to calculate long-lived asset impairment losses. None of these estimates and assumptions are significantly sensitive, and a 10% change in any of these estimates would not have a material impact on our analysis. However, if actual results are not consistent with our estimates and assumptions used in estimating future cash flows and asset fair values, we may be exposed to losses that could be material.

There were no significant long-lived assets impairment charges recognized in fiscal 2023, 2024.

#### **Impairment of Goodwill and Other Indefinite-Lived Intangible Assets:**

Goodwill and other indefinite-lived intangible assets are evaluated for impairment annually, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. In accordance with the accounting standards, an entity has the option first to assess qualitative factors to determine whether events and circumstances indicate that it is more likely than not that goodwill or an indefinite-lived intangible asset is impaired. If after such assessment an entity concludes that the asset is not impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the asset using a quantitative impairment test, and if impaired, the associated assets must be written down to fair value.



34

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#### [Table of Contents](#)

The quantitative impairment test for goodwill compares the fair value of a reporting unit with the carrying value of its net assets, including goodwill. If the fair value of the reporting unit is less than the carrying value of the reporting unit, an impairment charge would be recorded to the Company's operations, for the amount in which the carrying amount exceeds the reporting unit's fair value. We determine fair values for each reporting unit using the market approach, when available and appropriate, the income approach, or a combination of both. The income approach involves forecasting projected financial information (such as revenue growth rates, profit margins, tax rates, and capital expenditures) and selecting a discount rate that reflects the risk inherent in estimated future cash flows. Under the market approach, the fair value is based on observed market data. If multiple valuation methodologies are used, the results are weighted appropriately.

The quantitative impairment test for other indefinite-lived intangible assets involves comparing the carrying amount of the asset to the sum of the discounted cash flows expected to be generated by the asset. If the implied fair value of the indefinite-lived intangible asset is less than the carrying value, an impairment charge would be recorded to the Company's operations.

Our impairment loss calculation contains uncertainties because they require management to make assumptions and to apply judgment to qualitative factors as well as estimate future cash flows and asset fair values, including forecasting projected financial information and selecting the discount rate that reflects the risk inherent in future cash flows.

The valuation approaches utilized to estimate fair value for the purposes of the impairment tests of goodwill and other indefinite-lived intangible assets require the use of assumptions and estimates, which involve a degree of uncertainty. If actual results are not consistent with our estimates and assumptions used in estimating future cash flows and asset fair values, we may be exposed to non-cash impairment losses that could be material.

There were no goodwill or other indefinite-lived intangible assets impairment charges recognized in fiscal 2023, 2024.



33

## Results of Operations

The following table sets forth, for the periods indicated, certain items in the Consolidated Statements of Income expressed as a percentage of net sales.

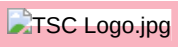
	Fiscal Year	Fiscal Year
	Fiscal Year	
Net sales		
Net sales		
Net sales		
Cost of merchandise sold <sup>(a)</sup>		
Cost of merchandise sold <sup>(a)</sup>		
Cost of merchandise sold <sup>(a)</sup>		
Gross margin <sup>(a)</sup>		
Gross margin <sup>(a)</sup>		
Gross margin <sup>(a)</sup>		
Selling, general and administrative expenses <sup>(a)</sup>		
Selling, general and administrative expenses <sup>(a)</sup>		
Selling, general and administrative expenses <sup>(a)</sup>		
Depreciation and amortization		
Depreciation and amortization		
Depreciation and amortization		
Operating income		
Operating income		
Operating income		
Interest expense, net		
Interest expense, net		
Interest expense, net		
Income before income taxes		
Income before income taxes		
Income before income taxes		
Income tax expense		
Income tax expense		
Income tax expense		
Net income		
Net income		
Net income		

(a) Our gross margin amounts may not be comparable to those of other retailers since some retailers include all of the costs related to their distribution facility network in cost of merchandise sold and others (like our Company) exclude a portion of these distribution facility network costs from gross margin and instead include them in Selling, general, and administrative expenses; refer to Note 1 – Significant Accounting Policies of the Notes to the Consolidated Financial Statements, included in Item 8 Financial Statements and Supplementary Data, of this Annual Report on Form 10-K.

### Fiscal 2023 2024 Compared to Fiscal 2022 2023

Net sales increased 2.5% 2.2% to \$14.88 billion in fiscal 2024 from \$14.56 billion in fiscal 2023 from \$14.20 billion in fiscal 2022. The prior year included an extra sales week as part of the Company's 53-week calendar in 2022, which negatively impacted the overall sales increase by approximately 1.6 percentage points. 2023. Comparable store sales were even with increased 0.2% from the prior year and represented \$13.89 billion \$14.44 billion in sales. Comparable store sales in 2022 increased by 6.3% from 2021. The comparable store average transaction value increased 0.4% decreased 0.6% and comparable store average transaction count decreased 0.4% increased 0.8% for fiscal 2023, 2024, as compared to an increase of 6.9% 0.4% and decrease of 0.6% 0.4% in

fiscal 2022, 2023, respectively. Comparable store sales performance reflects continued merchandise category performance within a relatively tight band, with strength in core year-round merchandise, including consumable, usable Seasonal categories and edible (“big ticket merchandise. The growth of C.U.E.”) products which significantly outpaced was in line with the chain average. This performance largely average as positive unit growth was offset declines by average unit price pressure, principally due to commodity price deflation.  
Sales from stores opened less than one year were \$426.2 million in demand for seasonal goods and big-ticket items.



[Table fiscal 2024, which contributed a net 2.1 percentage points of Contents](#)

the 2.2% increase over fiscal 2023 net sales. Sales from stores opened less than one year and stores from the Orscheln acquisition were \$652.8 million in fiscal 2023, which contributed a net represented 4.1 percentage points of the 2.5% increase over fiscal 2022 net sales. Sales from stores opened less than one year, including \$80.0 million related to the acquisition of Orscheln Farm and Home, were \$396.2 million in fiscal 2022, which represented 3.1 percentage points of the 11.6% increase over fiscal 2021 net sales.

The following table summarizes our store growth during fiscal 2023 2024 and 2022: 2023:

	Fiscal Year			
Store Count Information:				
Store Count Information:				
Store Count Information:	2023	2022	2024	2023
<u>Tractor Supply (including Orscheln Farm and Home stores)</u>				
<u>Tractor Supply</u>				
Beginning of period				
Beginning of period				
Beginning of period				
New stores opened				
Stores closed				
Stores closed				
Stores closed				
Stores acquired				
End of period				
End of period				
End of period				
<u>Petsense by Tractor Supply</u>				
Beginning of period				
Beginning of period				
Beginning of period				
New stores opened				
Stores closed				
End of period				
Consolidated end of period				
Stores relocated				
Stores relocated				
Stores relocated				



The following table indicates the percentage of net sales represented by each of our major product categories during fiscal 2023, 2024 and 2022, 2023:

		Percent of Net Sales		Percent of Net Sales	
		Fiscal Year			
Product Category:	Product Category:	2023	2022	Product Category:	2024 2023
Livestock, Equine & Agriculture		27 %	28 %		
Livestock, Equine, & Agriculture		26 %	27 %		
Companion Animal					
Seasonal & Recreation					
Truck, Tool, & Hardware					
Clothing, Gift, & Décor					
Total	Total	100 %	100 %	Total	100 % 100 %

Gross profit increased 5.1% 3.2% to \$5.40 billion in fiscal 2024 compared to \$5.23 billion in fiscal 2023 compared to \$4.97 billion in fiscal 2022, 2023. As a percent of net sales, gross margin increased 92 34 basis points to 36.3% for fiscal 2024 compared to 35.9% for fiscal 2023 compared 2023. The gross margin rate increase was primarily attributable to 35.0% for fiscal 2022. Gross margin lower transportation costs along with disciplined product cost management and the continued to benefit from the Company's ongoing execution of an everyday low price strategy, complemented by the use of its Neighbor's Club loyalty program. The gross margin rate increase strategy. This was attributable to ongoing lower transportation costs and disciplined product cost management, modestly partially offset by negative unfavorable product mix, mix, primarily from growth in big ticket categories, which have below chain-average margins.

Total selling, general and administrative ("SG&A") expenses, including depreciation and amortization, increased 6.0% 4.8% to \$3.93 billion in fiscal 2024 from \$3.75 billion in fiscal 2023 from \$3.54 billion in fiscal 2022, 2023. As a percent of net sales, SG&A expenses increased 86 63 basis points to 25.8% 26.4% from 24.9% 25.8%. The increase in SG&A as a percentage of net sales was primarily attributable to the Company's planned growth investments, which included higher depreciation and amortization and the onboarding of a new distribution center, as well as higher medical claims and modest deleverage of the Company's fixed cost deleverage. During fiscal 2023, costs given the Company completed its strategically planned sale-leaseback level of 15 Tractor Supply comparable store locations, benefiting SG&A by approximately 25 basis points, net of transaction and repair costs. sales growth.

Our effective income tax rate increased decreased to 22.1% for fiscal 2024 compared to 22.7% for fiscal 2023 compared to 22.5% in fiscal 2022, 2023. The primary drivers for the increase decrease in the Company's effective income tax rate year over year were an increase a decrease in state income taxes and a decrease an increase in Federal federal credits, partially offset by an increase a reduction in share-based compensation, the benefit from overall annual stock compensation activity.



## [Table of Contents](#)

Net income in fiscal 2023, 2024 was \$1.11 billion \$1.10 billion, or \$10.09 \$2.04 per diluted share, compared to \$1.09 billion \$1.11 billion, or \$9.71 \$2.02 per diluted share, in fiscal 2022. The benefit of the 53rd week contributed approximately \$0.16 to diluted EPS in fiscal 2022, 2023.

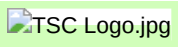
During fiscal 2023, 2024, we repurchased approximately 2.7 million 10.6 million shares of the Company's common stock at a total cost of \$602.9 million \$566.4 million, including the 1% excise tax, as part of our share repurchase program. In fiscal 2022, 2023, we repurchased approximately 3.4 million 13.7 million shares at a total cost of \$700.1 million \$602.9 million.

Fiscal 2022 2023 Compared to Fiscal 2021 2022

For a comparison of our performance and financial metrics for the fiscal years ended December 31, 2022 December 30, 2023 and December 25, 2021 December 31, 2022, see "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 December 30, 2023, filed with the SEC on February 23, 2023 February 23, 2024 ("2023 10-K").

Liquidity and Capital Resources

In addition to normal operating expenses, our primary ongoing cash requirements are for new store expansion, existing store remodeling and improvements, store relocations, distribution facility capacity and improvements, information technology, inventory purchases, repayment of existing borrowings under our debt facilities, share repurchases, cash dividends, and selective acquisitions as opportunities arise.



Our primary ongoing sources of liquidity are existing cash balances, cash provided from operations, remaining funds available under our debt facilities, operating and finance leases, and normal trade credit. Our inventory and accounts payable levels typically build in the first and third fiscal quarters to support the higher sales volume of the spring and cold-weather selling seasons, respectively.

Additionally, we We plan to continue to leverage our sale-leaseback program on both existing owned stores as well as and future new store openings. This program will openings in order to help fund our planned owned store development. We plan to execute sale-leaseback transactions of our existing portfolio of owned stores to fund the cash required by the new development program over the next eight to 10 several years.

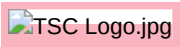
We believe that our existing cash balances, expected cash flow from future operations, funds available under our debt facilities, operating and finance leases, normal trade credit, sale of existing stores, and access to the long-term debt capital markets will be sufficient to fund our operations and our capital allocation expenditure needs, in including new store openings, existing store remodeling and improvements, store relocations, distribution facility capacity and improvements, and information technology improvements, for the short term, through next 12 months and the end of fiscal 2024, and in the longer term thereafter, foreseeable future.

Debt

The following table summarizes the Company's outstanding debt as of the dates indicated (in millions):

	December 30, 2023
	December 30, 2023
	December 30, 2023
	December 28, 2024
	December 28, 2024
	December 28, 2024
5.25% Senior Notes	
5.25% Senior Notes	
5.25% Senior Notes	
1.75% Senior Notes	
1.75% Senior Notes	

1.75% Senior Notes
3.70% Senior Notes
3.70% Senior Notes
3.70% Senior Notes
Senior Credit Facility:
Senior Credit Facility:
Senior Credit Facility:
Revolving Credit Facility
Revolving Credit Facility
Revolving Credit Facility
Total outstanding borrowings
Total outstanding borrowings
Total outstanding borrowings
Less: unamortized debt discounts and issuance costs
Less: unamortized debt discounts and issuance costs
Less: unamortized debt discounts and issuance costs
<b>Total debt</b>
<b>Total debt</b>
<b>Total debt</b>
Less: current portion of long-term debt
Less: current portion of long-term debt
Less: current portion of long-term debt
<b>Long-term debt</b>
<b>Long-term debt</b>
<b>Long-term debt</b>
Outstanding letters of credit
Outstanding letters of credit
Outstanding letters of credit



[Table of Contents](#)

We manage our business and financial ratios to target an investment-grade bond rating, which has historically allowed flexible access to financing at reasonable market costs. As of **December 30, 2023****December 28, 2024**, and the date of this filing, **February 23, 2024****February 20, 2025**, the Company's senior unsecured debt is rated "Baa1," by Moody's Investor Services with a stable outlook and "BBB" by Standard & Poor's with a stable outlook. These ratings have been obtained with the understanding that Moody's Investors Services and Standard & Poor's will continue to monitor our credit and make future adjustments to these ratings to the extent warranted. The ratings are not a recommendation to buy, sell or hold our securities, may be changed, superseded or withdrawn at any time and should be evaluated independently of any other rating.

Our current ratings, as well as future rating agency actions, could impact our ability to finance our operations on satisfactory terms and affect our financing costs. There can be no assurance that we will maintain or improve our current credit ratings.

On May 5, 2023, the Company completed the sale of \$750 million aggregate principal amount of its 5.25% Senior Notes. The



entire principal amount of the 5.25% Senior Notes is due in full on May 15, 2033. Interest is payable semi-annually in arrears on each May 15 and November 15. The terms of the 5.25% Senior Notes are governed by the Base Indenture (as defined below), as amended and supplemented by the Second Supplemental Indenture (as defined below) between the Company and Regions Bank, as trustee.

For additional information about the Company's debt and credit facilities, refer to Note 54 to the Consolidated Financial Statements.

Operating Activities

Operating activities provided cash of \$1.33 billion and \$1.36 billion in fiscal 2023 and 2022, respectively. The \$23.0 million decrease in net cash provided by operating activities in fiscal 2023, compared to fiscal 2022, was due to changes in the following (in millions):

	Fiscal Year		
	2023	2022	Variance
	(52 weeks)	(53 weeks)	
Net income	\$ 1,107.2	\$ 1,088.7	\$ 18.5
Depreciation and amortization	393.0	343.1	49.9
(Gain)/loss on disposition of property and equipment	(48.0)	2.2	(50.2)
Share-based compensation expense	57.0	53.8	3.2
Deferred income taxes	6.2	51.7	(45.5)
Inventories and accounts payable	(178.0)	(187.4)	9.4
Prepaid expenses and other current assets	22.4	(64.1)	86.5
Accrued expenses	(44.6)	(6.7)	(37.9)
Income taxes	(11.9)	26.6	(38.5)
Other, net	30.7	49.1	(18.4)
Net cash provided by operating activities	\$ 1,334.0	\$ 1,357.0	\$ (23.0)

The \$23.0 million decrease in net cash provided by operating activities in fiscal 2023, compared to fiscal 2022, is primarily driven by the net impact of changes in our operating assets and liabilities, primarily due to the Company's strategic initiatives as well as the timing of accruals and related payments.

Investing Activities

Investing activities used cash of \$653.1 million and \$1.09 billion in fiscal 2023 and 2022, respectively. The \$440.6 million decrease in net cash used in investing activities primarily reflects the acquisition of Orscheln Farm and Home in fiscal 2022 and the proceeds from the sale-leaseback transactions in fiscal 2023, partially offset by cash received from Orscheln stores divestiture in fiscal 2022.



3836

Table Operating Activities

Operating activities provided cash of Contents\$1.42 billion and \$1.33 billion in fiscal 2024 and 2023, respectively. The \$86.8 million increase in net cash provided by operating activities in fiscal 2024 compared to fiscal 2023 was due to changes in the following (in millions):

	Fiscal Year		
	2024	2023	Variance
	(52 weeks)	(52 weeks)	
Net income	\$ 1,101.2	\$ 1,107.2	\$ (6.0)

Depreciation and amortization	447.2	393.0	54.2
(Gain)/loss on disposition of property and equipment	(62.5)	(48.0)	(14.5)
Share-based compensation expense	48.4	57.0	(8.6)
Deferred income taxes	(22.6)	6.2	(28.8)
Inventories and accounts payable	(137.9)	(178.0)	40.1
Prepaid expenses and other current assets	11.5	22.4	(10.9)
Accrued expenses	30.3	(44.6)	74.9
Income taxes	(19.2)	(11.9)	(7.3)
Other, net	24.4	30.7	(6.3)
Net cash provided by operating activities	\$ 1,420.8	\$ 1,334.0	\$ 86.8

The \$86.8 million increase in net cash provided by operating activities is primarily driven by both increased accounts payable and timing of accruals and related payments.

### Investing Activities

Investing activities used cash of \$643.9 million and \$653.1 million in fiscal 2024 and 2023, respectively. The \$9.2 million decrease in net cash used in investing activities, including capital expenditures, for in fiscal 2024 compared to fiscal 2023 and 2022 were as follows was due to changes in the following (in millions):

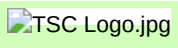
	Fiscal Year	Fiscal Year	Variance	Fiscal Year
	2024	2023		
	(52 weeks)		Variance	
	(52 weeks)			
	(52 weeks)			
Existing stores				
Existing stores				
Existing stores				
New and relocated stores and stores not yet opened				
Information technology				
Distribution center capacity and improvements				
Information technology				
New and relocated stores and stores not yet opened				
Corporate and other				
Total capital expenditures				
Total capital expenditures				
Total capital expenditures				
Proceeds from sale of property and equipment				
Acquisition of Orscheln, net of cash acquired				
Proceeds from sale of business assets				
Net cash used in investing activities				

The spending for existing stores in fiscal 2023 and fiscal 2022 primarily reflects our strategic initiatives related to store remodels, including internal space productivity, side lot garden center transformations and Orscheln store conversions. Spending in both fiscal 2023 and fiscal 2022 also includes routine refresh activity.

The spending Capital expenditures for distribution center capacity and improvements in fiscal 2023 2024 and fiscal 2022 is 2023 are primarily related to the construction of Maumelle, Arkansas, and Navarre, Ohio, respectively. On January 18, 2023, the Company opened its ninth distribution center located in

Navarre, Ohio, which expanded the distribution center capacity by approximately 900,000 square feet. Arkansas. The Maumelle, Arkansas distribution center is currently expected to begin began operations in the second quarter of fiscal 2024 and will expand expanded our distribution capacity by approximately 1,200,000 1.2 million square feet.

The spending on increase in capital expenditures for new stores, relocated stores, and stores not yet opened is primarily attributable to increased capital outlay associated with our owned store development program. Spending also reflects an investment in 80 new Tractor Supply stores, 11 new Petsense by Tractor Supply stores, and five store relocations during fiscal 2024. In fiscal 2023, we opened 70 new Tractor Supply stores and 13 new Petsense by Tractor Supply stores and had eight store relocations.



Capital expenditures for information technology represents reflect continued support of our store growth and our omni-channel Digital initiatives, as well as improvements in security and compliance and other strategic initiatives.

The above table reflects an investmentCapital expenditures for existing stores in 70 new Tractor Supply stores, 13 new Petsense by Tractor Supply stores, fiscal 2024 and eightfiscal 2023 primarily reflect our strategic initiatives related to store relocations during remodels, including internal space productivity and side lot garden center transformations. Spending in both fiscal 2023. In2024 and fiscal 2022, we opened 63 new Tractor Supply stores 2023 also includes routine maintenance activity. Spending in fiscal 2023 also included Orscheln store conversions.

Capital expenditures for corporate and nine new Petsense by Tractor Supply stores other are primarily attributable to spending on space productivity projects and had seven store relocations. building modifications at the Store Support Center.

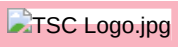
In fiscal 2022, we completed the acquisition of Orscheln Farm and Home and subsequently divested 85 stores to Bomgaars Supply, Inc. and Buchheit Enterprises, Inc. In fiscal 2023, we received \$4.3 million from the Orscheln acquisition net working capital settlement and \$10.0 million from the sale of Orscheln corporate headquarters and distribution center.

In fiscal 2023, 2024, we sold and subsequently leased back 15 20 of our retail locations, including 15 existing stores and 5 new stores, resulting in proceeds of \$82.0 million \$130.8 million.

Our projected capital expenditures, net of sale leaseback proceeds, for fiscal 2024 2025 are currently estimated to be in a range of approximately \$625.0 million \$650.0 million to \$700.0 million \$725.0 million. The capital expenditures include a plan to open a total of approximately 80 90 Tractor Supply stores, continuing Project Fusion remodels and side lot garden center transformations, completion of our 10<sup>th</sup> distribution center and opening a total of approximately 10 to 15 new Petsense by Tractor Supply stores.

Financing Activities

Financing activities used cash of \$486.4 million \$922.5 million and \$938.8 million \$486.4 million in fiscal 2023 2024 and 2022, 2023, respectively. The \$452.4 \$436.1 million decrease increase in net cash used in financing activities in fiscal 2023, 2024, compared to fiscal 2022, 2023, was due to changes in the following (in millions):



[Table of Contents](#)

	Fiscal Year	Fiscal Year
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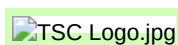
	2023	2022		2024	2023	
	(52 weeks)		Variance			Variance
Net borrowings and repayments under debt facilities						
Net borrowings and repayments under debt facilities						
Net borrowings and repayments under debt facilities						
Repurchase of common stock						
Net proceeds from issuance of common stock						
Cash dividends paid to stockholders						
Other, net						
Net cash used in financing activities						

The decrease increase in net cash used in financing activities in fiscal 2023, 2024 compared to fiscal 2022, 2023 is primarily due to the increase decrease in net borrowings under the debt facilities namely the sale of \$750.0 million 5.25% Senior Notes, and an increase in cash dividends paid to shareholders, partially offset by a decrease in the repurchase of common stock, partially offset by an increase in cash dividends paid to stockholder. stock.

#### Repurchase of Common Stock

The Company's Board of Directors has authorized common stock repurchases under a share repurchase program which was announced in February 2007. The authorization amount of the program, which has been increased from time to time, is currently authorized for up to \$6.50 billion, exclusive of any fees, commissions or other expenses related to such repurchases. The share repurchase program does not have an expiration date. The repurchases may be made from time to time on the open market or in privately negotiated transactions. The timing and amount of any shares repurchased under the program will depend on a variety of factors, including price, corporate and regulatory requirements, capital availability, and other market conditions. Repurchased shares are accounted for at cost and will be held in treasury for future issuance. The program may be limited, temporarily paused, or terminated at any time without prior notice.

We repurchased approximately 2.7 million 10.6 million and 3.4 million 13.7 million shares of common stock under the share repurchase program and paid cash totaling \$594.4 million \$560.6 million and \$700.1 million \$594.4 million in fiscal 2023 2024 and 2022, 2023, respectively. Our projected share repurchases for fiscal 2024 2025 are currently estimated to be in a range of approximately \$575 million \$525 million to \$625 million \$600 million.



38

On February 12, 2025 the Company's Board of Directors authorized a \$1.00 billion increase to the existing share repurchase program, bringing the total amount authorized to date under the program to \$7.50 billion.

#### Cash Dividends Paid to Stockholders

We paid cash dividends totaling \$449.6 million \$472.5 million and \$409.6 million \$449.6 million in fiscal 2023 2024 and 2022, 2023, respectively. In fiscal 2023, 2024, we declared and paid cash dividends to stockholders of \$4.12 \$0.88 per common share outstanding as compared to \$3.68 \$0.82 per common share outstanding in fiscal 2022, 2023. These payments reflect an increase in the quarterly dividend in all four quarters of fiscal 2023 2024 to \$1.03 \$0.22 per share from \$0.92 \$0.21 per share in all four quarters of fiscal 2022, 2023.

On February 5, 2024 February 12, 2025, the Company's Board of Directors declared a quarterly cash dividend of \$1.10 \$0.23 per share of the Company's outstanding common stock. The dividend will be paid on March 12, 2024 March 11, 2025, to stockholders of record as of the close of business on February 26, 2024 February 26, 2025.

It is the present intention of the Company's Board of Directors to continue to pay a quarterly cash dividend; however, the declaration and payment amount of future dividends will be determined by the Company's Board of Directors in its sole discretion and will depend upon the earnings, financial condition, and

capital needs of the Company, along with any other factors which the Company's Board of Directors deem relevant.

**New Accounting Pronouncements**

Refer to Note 1 to the Consolidated Financial Statements for recently adopted accounting pronouncements and recently issued pronouncements not yet adopted as of **December 30, 2023** **December 28, 2024**.

**Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

**Interest Rate Risk**

We are exposed to interest rate changes, primarily as a result of borrowings under our 2022 Senior Credit Facility (as discussed in Note **54** to the Consolidated Financial Statements), which bear interest based on variable rates. We use an interest rate swap to



40

[Table of Contents](#)

manage our exposure to the impact of interest rate changes. The outstanding amount under the 2022 Senior Credit Facility was mostly hedged by our interest rate swap during fiscal **2023** **2024**. Therefore, fluctuations in interest rates did not have a material impact on our financial condition and results of operations.

**Purchase Price Volatility**

Although we cannot determine the full effect of inflation and deflation on our operations, we believe our sales and results of operations are affected by both. We are subject to market risk with respect to the pricing of certain products and services, which include, among other items, grain, corn, steel, petroleum, cotton, and other commodities, as well as duties, tariffs, diesel fuel, and transportation services. Therefore, we may experience both inflationary and deflationary pressure on product cost, which may impact consumer demand and, as a result, sales and gross margin. Our strategy is to reduce or mitigate the effects of purchase price volatility, principally by taking advantage of vendor incentive programs, economies of scale from increased volume of purchases, adjusting retail prices, and selectively buying from the most competitive vendors without sacrificing quality.



41 39

[Table of Contents](#)

**Item 8. Financial Statements and Supplementary Data**

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

	Page No.
<a href="#">Management's Report on Internal Control over Financial Reporting</a>	<a href="#">43</a> <a href="#">41</a>
<a href="#">Reports of Ernst &amp; Young LLP, Independent Registered Public Accounting Firm (PCAOB ID: 42)</a>	<a href="#">44</a> <a href="#">42</a>
<a href="#">Consolidated Statements of Income</a>	<a href="#">47</a> <a href="#">45</a>
<a href="#">Consolidated Statements of Comprehensive Income</a>	<a href="#">48</a> <a href="#">46</a>
<a href="#">Consolidated Balance Sheets</a>	<a href="#">49</a> <a href="#">47</a>
<a href="#">Consolidated Statements of Stockholders' Equity</a>	<a href="#">50</a> <a href="#">48</a>
<a href="#">Consolidated Statements of Cash Flows</a>	<a href="#">51</a> <a href="#">49</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">52</a> <a href="#">50</a>
<a href="#">Note 1 – Significant Accounting Policies</a>	<a href="#">52</a> <a href="#">50</a>
<a href="#">Note 2 – Share-Based Compensation</a>	<a href="#">60</a> <a href="#">58</a>
<a href="#">Note 3 – Acquisition of Orscheln Farm – Goodwill and Home, LLC and Related Divestitures</a> <a href="#">Other Intangible Assets</a>	<a href="#">64</a> <a href="#">62</a>
<a href="#">Note 4 – Goodwill and Other Intangible Assets</a> <a href="#">Debt</a>	<a href="#">63</a>
<a href="#">Note 5 – Leases</a>	<a href="#">66</a>
<a href="#">Note 56 – Debt</a> <a href="#">Capital Stock and Dividends</a>	<a href="#">67</a>
<a href="#">Note 67 – Leases</a> <a href="#">Treasury Stock</a>	<a href="#">68</a>
<a href="#">Note 8 – Net Income Per Share</a>	<a href="#">69</a>
<a href="#">Note 79 – Capital Stock</a> <a href="#">Income Taxes</a>	<a href="#">69</a>
<a href="#">Note 10 – Retirement Benefit Plans</a>	<a href="#">71</a>
<a href="#">Note 11 – Commitments and Dividends</a> <a href="#">Contingencies</a>	<a href="#">71</a>
<a href="#">Note 12 – Treasury Stock</a> <a href="#">Segment Reporting</a>	<a href="#">72</a>
<a href="#">Note 9 – Net Income Per Share</a>	<a href="#">72</a>
<a href="#">Note 10 – Income Taxes</a> <a href="#">13 - Subsequent Events</a>	<a href="#">73</a>
<a href="#">Note 11 – Retirement Benefit Plans</a>	<a href="#">74</a>
<a href="#">Note 12 – Commitments and Contingencies</a>	<a href="#">75</a>
<a href="#">Note 13 – Segment Reporting</a>	<a href="#">75</a>



[42](#) [40](#)

## [Table of Contents](#)

### Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) under the Securities Exchange Act of 1934, as amended). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management assessed the effectiveness of the Company's internal control over financial reporting as of [December 30, 2023](#) [December 28, 2024](#). In making this assessment, management used the criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Based on this assessment, management believes that, as of [December 30, 2023](#) [December 28, 2024](#), the Company's internal control over financial reporting is effective based on those criteria.

Ernst & Young LLP, the independent registered public accounting firm which also audited the Company's Consolidated Financial Statements, has issued a report on the Company's internal control over financial reporting, which is included herein.

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/s/ Harry A. Lawton, III

**Harry A. Lawton, III**  
President and Chief Executive Officer

February 23, 2024 20, 2025

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/s/ Kurt D. Barton

**Kurt D. Barton**  
Executive Vice President -  
Chief Financial Officer and Treasurer

February 23, 2024 20, 2025

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43 41

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[Table of Contents](#)

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Tractor Supply Company

### Opinion on Internal Control Over Financial Reporting

We have audited Tractor Supply Company's internal control over financial reporting as of December 30, 2023 December 28, 2024, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Tractor Supply Company (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 30, 2023 December 28, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 30, 2023 December 28, 2024 and December 31, 2022 December 30, 2023, the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 30, 2023 December 28, 2024, and the related notes and our report dated February 23, 2024 February 20, 2025, expressed an unqualified opinion thereon.

### Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### Definition and Limitations of Internal Control Over Financial Reporting



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

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

/s/ Ernst & Young LLP

Nashville, Tennessee  
February 23, 2024 20, 2025

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44 42

[Table of Contents](#)

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Tractor Supply Company

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Tractor Supply Company (the Company) as of December 30, 2023 December 28, 2024 and December 31, 2022 December 30, 2023, the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 30, 2023 December 28, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 30, 2023 December 28, 2024 and December 31, 2022 December 30, 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 30, 2023 December 28, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 30, 2023 December 28, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 23, 2024, February 20, 2025 expressed an unqualified opinion thereon.

### Basis for Opinion

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

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

### Critical Audit Matter

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

#### **Workers' Compensation and General Liability Self-Insurance Reserves**

*Description of the Matter* At **December 30, 2023** **December 28, 2024**, the Company's reserve for workers' compensation and general liability self-insurance risks were **\$78.8 million** **\$85.1 million** and **\$59.1 million** **\$61.4 million**, respectively. As discussed in Note 1 of the consolidated financial statements, the Company retains a significant portion of risk for its workers' compensation and general liability exposures. Accordingly, provisions are recorded based upon periodic estimates of such losses, as determined by management. The future claim costs for workers' compensation and general liability exposures are estimated using actuarial methods that consider assumptions for a number of factors including, but not limited to, historical claims experience, loss development factors, and severity factors.

Auditing management's estimate of the recorded workers' compensation and general liability self-insurance reserves was complex and judgmental due to the significant assumptions and judgments required by management to project the exposure on incurred claims that remain unresolved, including those which have not yet been reported to the Company.



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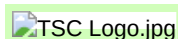
#### [Table of Contents](#)

*How We Addressed the Matter in Our Audit* We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's accounting for workers' compensation and general liability self-insurance exposures. For example, we tested controls over management's review of the significant assumptions described above, including the completeness and accuracy of the underlying data, as well as management's review of the actuarial calculations.

To test the Company's estimate of the workers' compensation and general liability self-insurance reserves, we performed audit procedures that included, among others, assessing the appropriateness of the actuarial valuation methodologies utilized by management and the significant assumptions within, testing the related underlying data used by the Company in its evaluation for completeness and accuracy, and testing the mathematical accuracy of the calculations. Our audit procedures also included, among others, comparing the significant assumptions used by management to industry accepted actuarial assumptions and assessing the accuracy of management's historical estimates utilized in prior period evaluations. We involved our actuarial valuation specialists to assist in assessing the valuation methodologies and significant assumptions noted above and to develop an independent range of estimates for the workers' compensation and general liability self-insurance reserves which were then compared to management's estimates.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2001.  
Nashville, Tennessee  
February **23, 2024** **20, 2025**



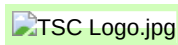
44

**TRACTOR SUPPLY COMPANY**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(in thousands, except per share amounts)

	Fiscal Year		
	2024	2023	2022
	(52 weeks)	(52 weeks)	(53 weeks)
<b>Net sales</b>	\$ 14,883,231	\$ 14,555,741	\$ 14,204,717
Cost of merchandise sold	9,486,674	9,327,522	9,232,513
<b>Gross profit</b>	5,396,557	5,228,219	4,972,204
Selling, general and administrative expenses	3,481,863	3,356,258	3,194,199
Depreciation and amortization	447,162	393,049	343,062
<b>Operating income</b>	1,467,532	1,478,912	1,434,943
Interest expense, net	54,592	46,510	30,633
<b>Income before income taxes</b>	1,412,940	1,432,402	1,404,310
Income tax expense	311,700	325,176	315,598
<b>Net income</b>	<u>\$ 1,101,240</u>	<u>\$ 1,107,226</u>	<u>\$ 1,088,712</u>
<b>Net income per share – basic</b> <sup>(a)</sup>	<u>\$ 2.05</u>	<u>\$ 2.03</u>	<u>\$ 1.96</u>
<b>Net income per share – diluted</b> <sup>(a)</sup>	<u>\$ 2.04</u>	<u>\$ 2.02</u>	<u>\$ 1.94</u>
<b>Weighted average shares outstanding</b> <sup>(a)</sup>			
Basic	536,949	545,480	556,681
Diluted	539,652	548,729	560,743
<b>Dividends declared per common share outstanding</b> <sup>(a)</sup>	<u>\$ 0.88</u>	<u>\$ 0.82</u>	<u>\$ 0.74</u>

(a) All share and per share information has been adjusted to reflect the five-for-one Stock Split effective December 20, 2024 as discussed in Note 1.

The accompanying notes are an integral part of these Consolidated Financial Statements.



45

**TRACTOR SUPPLY COMPANY**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
(in thousands)

	Fiscal Year		
	2024	2023	2022
	(52 weeks)	(52 weeks)	(53 weeks)
<b>Net income</b>	\$ 1,101,240	\$ 1,107,226	\$ 1,088,712
<b>Other comprehensive (loss)/income:</b>			

Change in fair value of interest rate swaps, net of taxes	(5,576)	(4,482)	9,930
Total other comprehensive (loss)/income	(5,576)	(4,482)	9,930
<b>Total comprehensive income</b>	<b>\$ 1,095,664</b>	<b>\$ 1,102,744</b>	<b>\$ 1,098,642</b>

The accompanying notes are an integral part of these Consolidated Financial Statements.



46

[Table of Contents](#)

**TRACTOR SUPPLY COMPANY**  
**CONSOLIDATED STATEMENTS OF INCOME BALANCE SHEETS**  
(in thousands, except per share amounts)

	December 28, 2024	December 30, 2023
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	251,491	397,071
Inventories	2,840,177	2,645,854
Prepaid expenses and other current assets	196,614	218,553
Income taxes receivable	21,635	2,461
Total current assets	3,309,917	3,263,939
Property and equipment, net	2,727,436	2,437,184
Operating lease right-of-use assets	3,415,444	3,141,971
Goodwill and other intangible assets	269,520	269,520
Other assets	83,168	75,537
Total assets	<u>\$ 9,805,485</u>	<u>\$ 9,188,151</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,236,177	\$ 1,179,803
Accrued employee compensation	100,853	91,478
Other accrued expenses	581,971	533,029
Current portion of finance lease liabilities	3,300	3,311
Current portion of operating lease liabilities	396,892	369,461
Total current liabilities	2,319,193	2,177,082
Long-term debt	1,831,969	1,728,964
Finance lease liabilities, less current portion	27,983	31,388
Operating lease liabilities, less current portion	3,164,273	2,902,858
Deferred income taxes	44,320	60,032
Other long-term liabilities	147,413	138,065
Total liabilities	7,535,151	7,038,389
Stockholders' equity:		

Common stock	7,116	7,093
Additional paid-in capital	1,376,532	1,312,772
Treasury stock	(6,025,238)	(5,458,855)
Accumulated other comprehensive income	1,217	6,793
Retained earnings	6,910,707	6,281,959
Total stockholders' equity	2,270,334	2,149,762
Total liabilities and stockholders' equity	\$ 9,805,485	\$ 9,188,151

	Fiscal Year		
	2023	2022	2021
	(52 weeks)	(53 weeks)	(52 weeks)
<b>Net sales</b>	\$ 14,555,741	\$ 14,204,717	\$ 12,731,105
Cost of merchandise sold	9,327,522	9,232,513	8,253,952
<b>Gross profit</b>	5,228,219	4,972,204	4,477,153
Selling, general and administrative expenses	3,356,258	3,194,199	2,900,297
Depreciation and amortization	393,049	343,062	270,158
<b>Operating income</b>	1,478,912	1,434,943	1,306,698
Interest expense, net	46,510	30,633	26,610
<b>Income before income taxes</b>	1,432,402	1,404,310	1,280,088
Income tax expense	325,176	315,598	282,974
<b>Net income</b>	\$ 1,107,226	\$ 1,088,712	\$ 997,114
<b>Net income per share – basic</b>	\$ 10.15	\$ 9.78	\$ 8.69
<b>Net income per share – diluted</b>	\$ 10.09	\$ 9.71	\$ 8.61
<b>Weighted average shares outstanding</b>			
Basic	109,096	111,336	114,794
Diluted	109,746	112,149	115,824
<b>Dividends declared per common share outstanding</b>	\$ 4.12	\$ 3.68	\$ 2.08

**Preferred Stock (shares in thousands):** \$1.00 par value; 40 shares authorized; no shares were issued or outstanding during any period presented.

**Common Stock (shares in thousands) (a):** \$0.008 par value; 2,000,000 shares authorized at all periods presented. 889,548 and 886,660 shares issued; 532,191 and 539,878 shares outstanding at December 28, 2024 and December 30, 2023, respectively.

**Treasury Stock (at cost, shares in thousands) (a):** 357,357 and 346,781 shares at December 28, 2024 and December 30, 2023, respectively.

(a) All share information has been adjusted to reflect the five-for-one Stock Split effective December 20, 2024 as discussed in Note 1.

The accompanying notes are an integral part of these Consolidated Financial Statements.



**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME STOCKHOLDERS' EQUITY**

(in thousands)

	Common Stock <sup>(a)</sup>		Additional Paid-in Capital <sup>(a)</sup>	Treasury Stock	Accum. Other Comp. Income	Retained Earnings	Total Stockholders' Equity
	Shares	Dollars					
<b>Stockholders' equity at December 25, 2021</b>	565,624	\$ 7,055	\$ 1,204,868	\$ (4,155,846)	\$ 1,345	\$ 4,945,243	\$ 2,002,665
Common stock issuance under stock award plans & ESPP	2,521	20	25,515				25,535
Share-based compensation expense			53,832				53,832
Repurchase of shares to satisfy tax obligations			(28,592)				(28,592)
Repurchase of common stock	(16,891)			(700,063)			(700,063)
Cash dividends paid to stockholders						(409,603)	(409,603)
Change in fair value of interest rate swaps, net of taxes					9,930		9,930
Net income						1,088,712	1,088,712
<b>Stockholders' equity at December 31, 2022</b>	551,254	7,075	1,255,623	(4,855,909)	11,275	5,624,352	2,042,416
Common stock issuance under stock award plans & ESPP	2,282	18	24,379				24,397
Share-based compensation expense			57,015				57,015
Repurchase of shares to satisfy tax obligations			(24,245)				(24,245)
Repurchase of common stock	(13,658)			(602,946)			(602,946)
Cash dividends paid to stockholders						(449,619)	(449,619)
Change in fair value of interest rate swaps, net of taxes					(4,482)		(4,482)
Net income						1,107,226	1,107,226
<b>Stockholders' equity at December 30, 2023</b>	539,878	7,093	1,312,772	(5,458,855)	6,793	6,281,959	2,149,762
Common stock issuance under stock award plans & ESPP	2,888	23	39,334				39,357
Share-based compensation expense			48,367				48,367
Repurchase of shares to satisfy tax obligations			(23,941)				(23,941)
Repurchase of common stock	(10,576)			(566,383)			(566,383)
Cash dividends paid to stockholders						(472,492)	(472,492)
Change in fair value of interest rate swaps, net of taxes					(5,576)		(5,576)
Net income						1,101,240	1,101,240
<b>Stockholders' equity at December 28, 2024</b>	532,190	\$ 7,116	\$ 1,376,532	\$ (6,025,238)	\$ 1,217	\$ 6,910,707	\$ 2,270,334

	Fiscal Year		
	2023	2022	2021
	(52 weeks)	(53 weeks)	(52 weeks)
Net income	\$ 1,107,226	\$ 1,088,712	\$ 997,114
Other comprehensive (loss)/income:			
Change in fair value of interest rate swaps, net of taxes	(4,482)	9,930	4,588
Total other comprehensive (loss)/income	(4,482)	9,930	4,588
<b>Total comprehensive income</b>	<b>\$ 1,102,744</b>	<b>\$ 1,098,642</b>	<b>\$ 1,001,702</b>

(a) All Common Stock share and related dollar information as well as Additional Paid-in Capital has been adjusted to reflect the five-for-one Stock Split effective December 20, 2024 as discussed in Note 1.

The accompanying notes are an integral part of these Consolidated Financial Statements.



48

[Table of Contents](#)

**TRACTOR SUPPLY COMPANY**  
**CONSOLIDATED BALANCE SHEETS STATEMENTS OF CASH FLOWS**  
(in thousands, except per share amounts) thousands)

	December 30, 2023	December 31, 2022
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	397,071	202,502
Inventories	2,645,854	2,709,597
Prepaid expenses and other current assets	218,553	245,676
Income taxes receivable	2,461	—
Total current assets	3,263,939	3,157,775
Property and equipment, net	2,437,184	2,083,616
Operating lease right-of-use assets	3,141,971	2,953,801
Goodwill and other intangible assets	269,520	253,262
Other assets	75,537	41,536
Total assets	\$ 9,188,151	\$ 8,489,990
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,179,803	\$ 1,398,288
Accrued employee compensation	91,478	120,302
Other accrued expenses	533,029	498,575
Current portion of finance lease liabilities	3,311	3,179
Current portion of operating lease liabilities	369,461	346,397
Income taxes payable	—	9,471
Total current liabilities	2,177,082	2,376,212
Long-term debt	1,728,964	1,164,056
Finance lease liabilities, less current portion	31,388	34,651
Operating lease liabilities, less current portion	2,902,858	2,721,877
Deferred income taxes	60,032	30,775
Other long-term liabilities	138,065	120,003
Total liabilities	7,038,389	6,447,574
Stockholders' equity:		
Preferred stock	—	—
Common stock	1,419	1,415



Additional paid-in capital	1,318,446	1,261,283
Treasury stock	(5,458,855)	(4,855,909)
Accumulated other comprehensive income	6,793	11,275
Retained earnings	6,281,959	5,624,352
Total stockholders' equity	2,149,762	2,042,416
Total liabilities and stockholders' equity	\$ 9,188,151	\$ 8,489,990

**Preferred Stock (shares in thousands):** \$1.00 par value; 40 shares authorized; no shares were issued or outstanding during any period presented.

**Common Stock (shares in thousands):** \$0.008 par value; 400,000 shares authorized at all periods presented. 177,332 and 176,876 shares issued; 107,976 and 110,251 shares outstanding at December 30, 2023 and December 31, 2022, respectively.

**Treasury Stock (at cost, shares in thousands):** 69,356 and 66,625 shares at December 30, 2023 and December 31, 2022, respectively.

	Fiscal Year		
	2024	2023	2022
	(52 weeks)	(52 weeks)	(53 weeks)
<b>Cash flows from operating activities:</b>			
Net income	\$ 1,101,240	\$ 1,107,226	\$ 1,088,712
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	447,162	393,049	343,062
(Gain)/loss on disposition of property and equipment	(62,500)	(48,013)	2,158
Share-based compensation expense	48,367	57,015	53,832
Deferred income taxes	(22,602)	6,172	51,693
Change in assets and liabilities:			
Inventories	(194,323)	40,872	(349,742)
Prepaid expenses and other current assets	11,484	22,380	(64,060)
Accounts payable	56,374	(218,829)	162,335
Accrued employee compensation	9,375	(31,498)	6,433
Other accrued expenses	20,917	(13,082)	(13,137)
Income taxes	(19,174)	(11,931)	26,570
Other	24,515	30,672	49,123
Net cash provided by operating activities	1,420,835	1,334,033	1,356,979
<b>Cash flows from investing activities:</b>			
Capital expenditures	(784,047)	(753,883)	(773,369)
Proceeds from sale of property and equipment	140,129	86,504	1,044
Acquisition of Orscheln, net of cash acquired	—	—	(390,765)
Proceeds from sale of business assets	—	14,310	69,364
Net cash used in investing activities	(643,918)	(653,069)	(1,093,726)
<b>Cash flows from financing activities:</b>			
Borrowings under debt facilities	785,000	1,767,000	1,010,000
Repayments under debt facilities	(685,000)	(1,195,000)	(832,000)
Debt discounts and issuance costs	—	(9,729)	—
Principal payments under finance lease liabilities	(4,787)	(4,808)	(4,058)
Repurchase of shares to satisfy tax obligations	(23,941)	(24,245)	(28,592)
Repurchase of common stock	(560,634)	(594,390)	(700,063)
Net proceeds from issuance of common stock	39,357	24,397	25,535
Cash dividends paid to stockholders	(472,492)	(449,620)	(409,603)

Net cash used in financing activities	(922,497)	(486,395)	(938,781)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(145,580)</b>	<b>194,569</b>	<b>(675,528)</b>
Cash and cash equivalents at beginning of period	397,071	202,502	878,030
Cash and cash equivalents at end of period	<u>\$ 251,491</u>	<u>\$ 397,071</u>	<u>\$ 202,502</u>
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid during the period for:			
Interest, net of amounts capitalized	\$ 65,865	\$ 56,315	\$ 26,637
Income taxes cash paid	351,464	325,222	239,129
<b>Supplemental disclosures of non-cash activities:</b>			
Non-cash accruals for property and equipment	\$ 82,324	\$ 60,055	\$ 45,742
Increase in operating lease liabilities resulting from new or modified right-of-use assets	659,008	628,991	416,547
Increase in finance lease liabilities resulting from new or modified right-of-use assets	—	450	5,143

The accompanying notes are an integral part of these Consolidated Financial Statements.



49

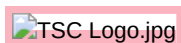
[Table of Contents](#)

**TRACTOR SUPPLY COMPANY**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(in thousands)

	Common Stock		Additional Paid-in Capital	Treasury Stock	Accum. Other Comp. Income	Retained Earnings	Total Stockholders' Equity
	Shares	Dollars					
<b>Stockholders' equity at December 26, 2020</b>	116,246	\$ 1,401	\$ 1,095,500	\$ (3,356,953)	\$ (3,243)	\$ 4,187,135	\$ 1,923,840
Common stock issuance under stock award plans & ESPP	1,243	10	82,239				82,249
Share-based compensation expense			47,649				47,649
Repurchase of shares to satisfy tax obligations			(14,876)				(14,876)
Repurchase of common stock	(4,364)			(798,893)			(798,893)
Cash dividends paid to stockholders						(239,006)	(239,006)
Change in fair value of interest rate swaps, net of taxes					4,588		4,588
Net income						997,114	997,114
<b>Stockholders' equity at December 25, 2021</b>	113,125	1,411	1,210,512	(4,155,846)	1,345	4,945,243	2,002,665
Common stock issuance under stock award plans & ESPP	504	4	25,531				25,535
Share-based compensation expense			53,832				53,832
Repurchase of shares to satisfy tax obligations			(28,592)				(28,592)
Repurchase of common stock	(3,378)			(700,063)			(700,063)
Cash dividends paid to stockholders						(409,603)	(409,603)
Change in fair value of interest rate swaps, net of taxes					9,930		9,930

Net income						1,088,712	1,088,712
<b>Stockholders' equity at December 31, 2022</b>	110,251	1,415	1,261,283	(4,855,909)	11,275	5,624,352	2,042,416
Common stock issuance under stock award plans & ESPP	457	4	24,393				24,397
Share-based compensation expense			57,015				57,015
Repurchase of shares to satisfy tax obligations			(24,245)				(24,245)
Repurchase of common stock	(2,732)			(602,946)			(602,946)
Cash dividends paid to stockholders						(449,619)	(449,619)
Change in fair value of interest rate swaps, net of taxes					(4,482)		(4,482)
Net income						1,107,226	1,107,226
<b>Stockholders' equity at December 30, 2023</b>	107,976	\$ 1,419	\$ 1,318,446	\$ (5,458,855)	\$ 6,793	\$ 6,281,959	\$ 2,149,762

The accompanying notes are an integral part of these Consolidated Financial Statements.



50

[Table of Contents](#)

**TRACTOR SUPPLY COMPANY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Fiscal Year		
	2023	2022	2021
	(52 weeks)	(53 weeks)	(52 weeks)
<b>Cash flows from operating activities:</b>			
Net income	\$ 1,107,226	\$ 1,088,712	\$ 997,114
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	393,049	343,062	270,158
(Gain)/loss on disposition of property and equipment	(48,013)	2,158	4,045
Share-based compensation expense	57,015	53,832	47,649
Deferred income taxes	6,172	51,693	29,149
Change in assets and liabilities:			
Inventories	40,872	(349,742)	(407,922)
Prepaid expenses and other current assets	22,380	(64,060)	(30,459)
Accounts payable	(218,829)	162,335	179,534
Accrued employee compensation	(31,498)	6,433	(10,083)
Other accrued expenses	(13,082)	(13,137)	137,833
Income taxes	(11,931)	26,570	(37,038)
Other	30,672	49,123	(41,260)
Net cash provided by operating activities	1,334,033	1,356,979	1,138,720
<b>Cash flows from investing activities:</b>			
Capital expenditures	(753,883)	(773,369)	(628,431)

Proceeds from sale of property and equipment	86,504	1,044	1,091
Acquisition of Orscheln, net of cash acquired	—	(390,765)	—
Proceeds from sale of business assets	14,310	69,364	—
Net cash used in investing activities	(653,069)	(1,093,726)	(627,340)
<b>Cash flows from financing activities:</b>			
Borrowings under debt facilities	1,767,000	1,010,000	—
Repayments under debt facilities	(1,195,000)	(832,000)	—
Debt discounts and issuance costs	(9,729)	—	—
Principal payments under finance lease liabilities	(4,808)	(4,058)	(4,580)
Repurchase of shares to satisfy tax obligations	(24,245)	(28,592)	(14,876)
Repurchase of common stock	(594,390)	(700,063)	(798,893)
Net proceeds from issuance of common stock	24,397	25,535	82,249
Cash dividends paid to stockholders	(449,620)	(409,603)	(239,006)
Net cash used in financing activities	(486,395)	(938,781)	(975,106)
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>194,569</b>	<b>(675,528)</b>	<b>(463,726)</b>
Cash and cash equivalents at beginning of period	202,502	878,030	1,341,756
Cash and cash equivalents at end of period	<u>\$ 397,071</u>	<u>\$ 202,502</u>	<u>\$ 878,030</u>
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid during the period for:			
Interest, net of amounts capitalized	\$ 56,315	\$ 26,367	\$ 23,601
Income taxes cash paid	325,222	239,129	291,665
<b>Supplemental disclosures of non-cash activities:</b>			
Non-cash accruals for property and equipment	\$ 60,055	\$ 45,742	\$ 24,408
Increase of operating lease assets and liabilities from new or modified leases	628,991	416,457	678,092
Increase of finance lease assets and liabilities from new or modified leases	450	5,143	3,675

The accompanying notes are an integral part of these Consolidated Financial Statements.



51

[Table of Contents](#)

## TRACTOR SUPPLY COMPANY NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Note 1 – Significant Accounting Policies

#### *Nature of Business*

Founded in 1938, Tractor Supply Company (the “Company” or “Tractor Supply” or “we” or “our” or “us”) is the largest rural lifestyle retailer in the United States (“U.S.”). The Company is focused on supplying the needs of recreational farmers, ranchers, and all those who enjoy living the rural lifestyle (which we refer to as the “*Out Here*” lifestyle). The Company’s stores are located primarily in towns outlying major metropolitan markets and in rural communities. The Company also owns and operates Petsense, LLC (“Petsense by Tractor Supply”), a small-box pet specialty supply retailer focused on meeting the needs of pet owners, primarily in small and mid-sized communities, and offering a variety of pet products and services. At **December 30, 2023** **December 28, 2024**, the Company

operated a total of 2,414 2,502 retail stores in 49 states (2,216 (2,296 Tractor Supply retail stores and 198 206 Petsense by Tractor Supply retail stores) and also offered an expanded assortment of products through the Tractor Supply Company mobile application and online at [TractorSupply.com](https://www.tractorsupply.com) and [Petsense.com](https://www.petsense.com).

On October 12, 2022, the Company completed its acquisition of Orscheln Farm and Home, LLC ("Orscheln" or "Orscheln Farm and Home"). The Company acquired 166 Orscheln stores for approximately \$393.4 million, exclusive of cash acquired. Concurrently with the closing of the acquisition, the Company divested 85 store locations to two buyers. Net proceeds from the store divestitures were approximately \$69.4 million. In addition, Tractor Supply sold the Orscheln corporate headquarters and distribution center to Bomgaars Supply, Inc. for approximately \$10.0 million in the third quarter of fiscal 2023. The acquisition was financed with cash-on-hand and borrowings under the 2022 Senior Credit Facility (as defined below). The Company has rebranded all Orscheln stores to Tractor Supply stores by the end of fiscal 2023. See Note 3 to the Consolidated Financial Statements for additional information surrounding the acquisition of Orscheln Farm and Home.

### ***Basis of Presentation***

The accompanying Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") and the rules and regulations of the Securities and Exchange Commission ("SEC").

### ***Fiscal Year***

The Company's fiscal year includes 52 or 53 weeks and ends on the last Saturday of the calendar year. The fiscal years ended December 30, 2023 December 28, 2024 and December 25, 2021 December 30, 2023 each consisted of 52 weeks, while the fiscal year ended December 31, 2022 consisted of 53 weeks.

### ***Principles of Consolidation***

The accompanying Consolidated Financial Statements include the accounts of the Company and its subsidiaries. All intercompany accounts and transactions have been eliminated.

### ***Stock Split***

On December 5, 2024, the Company's Board of Directors authorized a five-for-one forward split (the "Stock Split") of the Company's outstanding shares of common stock, par value \$0.008 per share. On December 20, 2024, stockholders of record at the close of business on December 16, 2024, received four additional shares of common stock for each share owned by such stockholder. The Certificate of Amendment to the Company's Restated Certificate of Incorporation filed on December 19, 2024 effected the Stock Split and also proportionately increased the number of authorized common shares from 400.0 million to 2.00 billion. The par value of each share was not changed. All share and per-share information herein has been retroactively restated to reflect the Stock Split.

### ***Management Estimates***

The preparation of Consolidated Financial Statements in conformity with U.S. GAAP inherently requires estimates and assumptions by management of the Company that affect the reported amounts of assets and liabilities, revenues and expenses and related disclosures. Actual results could differ from those estimates.



52 50

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### [Table of Contents](#)

Significant estimates and assumptions by management primarily impact the following key financial statement areas:

#### ***Inventory Valuation***

#### ***Inventory Impairment Risk***

The Company identifies potentially excess and slow-moving inventory by evaluating turn rates, historical and expected future sales trends, age of merchandise, overall inventory levels, current cost of inventory, and other benchmarks. The Company has established an inventory valuation reserve to recognize the estimated impairment in value (i.e., an inability to realize the full carrying value) based on the Company's aggregate assessment of these valuation indicators under prevailing market conditions and current merchandising strategies. The Company does not believe its merchandise inventories are subject to significant risk of obsolescence in the near term. However, changes in market conditions or consumer purchasing patterns could result in the need for additional reserves.

#### Shrinkage

The Company typically performs physical inventories at least once a year for each store that has been open more than 12 months, and the Company has established a reserve for estimating inventory shrinkage between physical inventory counts. The reserve is established by assessing the chain-wide average shrinkage experience rate, applied to the related periods' sales volumes. Such assessments are updated on a regular basis for the most recent individual store experiences. The estimated store inventory shrink rate is based on historical experience. The Company believes historical rates are a reasonably accurate reflection of future trends.

#### Vendor Funding

The Company receives funding from substantially all of its significant merchandise vendors, in support of its business initiatives, through a variety of programs and arrangements, including guaranteed vendor support funds ("vendor support") and volume-based rebate funds ("volume rebates"). The amounts received are subject to terms of vendor agreements, most of which are "evergreen," reflecting the on-going relationship with our significant merchandise vendors. Certain of the Company's agreements, primarily volume rebates, are renegotiated annually, based on expected annual purchases of the vendor's product. Vendor funding is initially deferred as a reduction of the purchase price of inventory, and then recognized as a reduction of cost of merchandise sold as the related inventory is sold.

During interim periods, the amount of vendor support and volume rebates is estimated based upon initial commitments and anticipated purchase levels with applicable vendors. The estimated purchase volume (and related vendor funding) is based on the Company's current knowledge of inventory levels, sales trends and expected customer demand, as well as planned new store openings and relocations. Although the Company believes it reasonably estimates purchase volumes and related volume rebates at interim periods, the amounts accrued and the related inventory valuation effects are adjusted at fiscal year end based on actual purchase volumes coinciding with calendar year vendor agreements. Such adjustments are not significant.

#### **Self-Insurance Reserves**

The Company self-insures a significant portion of its workers' compensation and general liability (including product liability) insurance plans. The Company has stop-loss insurance policies to protect it from individual losses over specified dollar values. Our deductible or self-insured retention, as applicable, for each claim involving workers' compensation insurance and general liability insurance is limited to \$500,000 \$1,000,000. Our deductible for self-insured retention, as applicable, for each claim involving workers' compensation insurance and our Texas Work Injury Policy is limited to \$500,000. Further, we maintain a commercially reasonable umbrella/excess policy that covers liabilities in excess of the primary insurance policy limits.

The full extent of certain workers' compensation and general liability claims may not become fully determined for several years. Therefore, the Company estimates potential obligations based upon historical claims experience, loss development factors, severity factors, and other actuarial assumptions. Although the Company believes the reserves established for these obligations are reasonably estimated, any significant change in the number of claims or costs associated with claims made under these plans could have a material effect on the Company's financial results. At December 30, 2023 December 28, 2024, the Company had insurance reserves for workers' compensation of \$78.8 million \$85.1 million, compared to \$74.0 million \$78.8 million at December 31, 2022 December 30, 2023. Insurance reserves for general liability plans was were \$61.4 million at December 28, 2024 compared to \$59.1 million at December 30, 2023 compared to \$51.5 million at December 31, 2022. In addition, insurance receivables recorded in Other assets on the Consolidated Balance Sheets for claims greater than our insurance stop-loss limits were \$25.2 million \$26.2 million and \$18.4 million \$25.2 million as of December 30, 2023 December 28, 2024 and December 31, 2022. December 30, 2023, respectively.



53 51

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#### [Table of Contents](#)

#### **Impairment of Long-Lived Assets**

Long-lived assets, including lease right-of-use assets, are evaluated for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

When evaluating long-lived assets for potential impairment, the Company first compares the carrying value of the asset or asset group to its estimated undiscounted future cash flows. The evaluation for long-lived assets is performed at the lowest level of identifiable cash flows, which is generally the individual store level. The significant assumptions used to determine estimated undiscounted cash flows include cash inflows and outflows directly resulting from the use of those assets in operations, including margin on net sales, payroll and related items, occupancy costs, insurance allocations and other costs to operate a store. If the estimated future cash flows are less than the carrying value of the related asset, the Company calculates an impairment loss. The impairment loss calculation compares the carrying value of the related asset or asset group to its estimated fair value, which may be based on an estimated future cash flow model, market valuation, or other valuation technique, as appropriate. The Company recognizes an impairment loss if the amount of the asset's carrying value exceeds the asset's estimated fair value. If the Company recognizes an impairment loss, the adjusted carrying amount of the asset becomes its new cost basis. For a depreciable long-lived asset, the new cost basis will be depreciated (amortized) over the remaining estimated useful life of that asset.

No significant impairment charges were recognized in fiscal 2024, 2023, 2022, and 2021 2022 related to long-lived assets.

#### **Impairment of Goodwill and Indefinite-Lived Intangible Assets**

Goodwill and other indefinite-lived intangible assets are evaluated for impairment annually, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Our annual impairment evaluation is conducted on the first day of our fiscal fourth quarter.

In accordance with the accounting standards, an entity has the option first to assess qualitative factors to determine whether events and circumstances indicate that it is more likely than not that goodwill or an indefinite-lived intangible asset is impaired. If after such assessment an entity concludes that the asset is not impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the asset using a quantitative impairment test, and if impaired, the associated assets must be written down to fair value.

The quantitative impairment test for goodwill compares the fair value of a reporting unit with the carrying value of its net assets, including goodwill. If the fair value of the reporting unit is less than the carrying value of the reporting unit, an impairment charge would be recorded to the Company's operations for the amount in which the carrying amount exceeds the reporting unit's fair value. We determine fair values for each reporting unit using the market approach, when available and appropriate, the income approach, or a combination of both. The income approach involves forecasting projected financial information (such as revenue growth rates, profit margins, tax rates, and capital expenditures) and selecting a discount rate that reflects the risk inherent in estimated future cash flows. Under the market approach, the fair value is based on observed market data. If multiple valuation methodologies are used, the results are weighted appropriately.

The quantitative impairment test for other indefinite-lived intangible assets involves comparing the carrying amount of the asset to the sum of the discounted cash flows expected to be generated by the asset. If the implied fair value of the indefinite-lived intangible asset is less than the carrying value, an impairment charge would be recorded to the Company's operations.

No impairment charges were recognized in fiscal 2024, 2023, 2022, and 2021 2022 related to goodwill or indefinite-lived intangible assets.

#### **Revenue Recognition and Sales Returns**

The Company recognizes revenue at the time the customer takes possession of merchandise. If the Company receives payment before completion of its customer obligations (as per the Company's special order and layaway programs), the revenue is deferred until the customer takes possession of the merchandise and the sale is complete.

The Company is required to collect certain taxes and fees from customers on behalf of government agencies and remit such collections to the applicable governmental agency on a periodic basis. These taxes and fees are collected from customers at the time of purchase but are not included in net sales. The Company records a liability upon collection from the customer and relieves the liability when payments are remitted to the applicable governmental agency.



5452

[Table of Contents](#)



The Company estimates a liability for sales returns based on a rolling average of historical return trends, and the Company believes that its estimate for sales returns is an accurate reflection of future returns associated with past sales. However, as with any estimate, refund activity may vary from estimated amounts. The Company had a liability for sales returns of \$17.5 million \$18.9 million and \$24.0 million \$17.5 million as of December 30, 2023 December 28, 2024 and December 31, 2022 December 30, 2023, respectively.

The Company recognizes revenue when a gift card or merchandise return card is redeemed by the customer and recognizes income when the likelihood of the gift card or merchandise return card being redeemed by the customer is remote (referred to as "breakage"). The gift cards and merchandise return card breakage rate is based upon historical redemption patterns and income is recognized for unredeemed gift cards and merchandise return cards over time in proportion to those historical redemption patterns, actual gift card redemptions. The Company recognized breakage income of \$4.6 million \$8.2 million, \$4.6 million, and \$4.2 million \$4.6 million in fiscal 2024, 2023, 2022, and 2021, 2022, respectively.

The Company offers a points-based Neighbor's Club loyalty program to its customers. The points earned by customers can be redeemed for free services or discounts on future purchases. The Company defers the estimated standalone selling price of points related to the loyalty program as a reduction to revenue and establish establishes a corresponding liability in deferred revenue on the Consolidated Balance Sheets. The estimated selling price of each point is based on the standard value per point (1 point is generally equivalent to \$0.01), net of points not expected to be redeemed, based on historical redemption. When points are relieved (redeemed, expired, cancelled, etc.), revenue is recognized with a corresponding reduction to the program liability. The Company had a liability for the loyalty program of \$24.1 million \$17.9 million and \$19.2 million \$24.1 million as of December 30, 2023 December 28, 2024 and December 31, 2022 December 30, 2023, respectively.

#### **Cost of Merchandise Sold**

Cost of merchandise sold includes the total cost of products sold; freight and duty expenses associated with moving merchandise inventories from vendors to distribution facilities, from distribution facilities to retail stores, from one distribution facility to another, and directly to our customers; tariffs on imported products; vendor support; damaged, junked or defective product; cash discounts from payments to merchandise vendors; and adjustments for shrinkage (physical inventory losses), lower of cost or net realizable value, slow moving product, and excess inventory quantities.

#### **Selling, General and Administrative Expenses**

SG&A expenses include payroll and benefit costs for retail, distribution facility, and corporate team members; share-based compensation expenses; occupancy costs of retail, distribution, and corporate facilities; advertising; tender costs, including bank charges and costs associated with credit and debit card interchange fees; outside service fees; and other administrative costs, such as computer maintenance, supplies, travel, and lodging.

#### **Advertising Costs**

Advertising costs consist of expenses incurred in connection with digital and social media offerings, television, newspaper circulars, and customer-targeted direct e-mail and direct mail, as well as limited events through radio and other media channels. Costs are expensed when incurred with the exception of television advertising and circular and direct mail promotions, which are expensed upon first showing. Advertising expenses were approximately \$87.1 million \$95.2 million, \$94.6 million \$87.1 million, and \$95.4 million \$94.6 million for fiscal 2024, 2023, 2022, and 2021, 2022, respectively. Prepaid advertising costs were approximately \$1.3 million \$1.7 million and \$2.1 million \$1.3 million as of December 30, 2023 December 28, 2024, and December 31, 2022 December 30, 2023, respectively.

#### **Warehousing and Distribution Facility Costs**

Costs incurred at the Company's distribution facilities for receiving, warehousing, and preparing product for delivery are expensed as incurred and are included in SG&A expenses in the Consolidated Statements of Income. Because the Company does not include these costs in cost of sales, the Company's gross margin may not be comparable to other retailers that include these costs in the calculation of gross margin. Distribution facility costs including depreciation were approximately \$450.6 million \$479.4 million, \$424.1 million \$450.6 million, and \$367.4 million \$424.1 million for fiscal 2024, 2023, 2022, and 2021, 2022, respectively.

#### **Pre-Opening Costs**

Non-capital expenditures incurred in connection with opening new stores, primarily payroll and rent, are expensed as incurred. Pre-opening costs were approximately \$13.2 million \$9.7 million, \$10.2 million \$13.2 million, and \$10.4 million \$10.2 million for fiscal 2024, 2023, 2022, and 2021, 2022, respectively.



55 53

### **Share-Based Compensation**

The Company has share-based compensation plans covering certain members of management and non-employee directors, which include non-qualified stock options, restricted stock units, and performance-based restricted share units. Performance-based restricted share units are subject to performance conditions that include both Company and market performance. In addition, the Company offers an Employee Stock Purchase Plan ("ESPP") to eligible team members.

The Company estimates the fair value of its stock option awards at the date of grant utilizing a *Black-Scholes* option pricing model. The *Black-Scholes* option valuation model was developed for use in estimating the fair value of short-term traded options that have no vesting restrictions and are fully transferable. However, key assumptions used in the *Black-Scholes* model are adjusted to incorporate the unique characteristics of the Company's stock option awards. Option pricing models and generally accepted valuation techniques require management to make subjective assumptions including expected stock price volatility, expected dividend yield, risk-free interest rate, expected term and forfeiture rates. The Company relies on historical volatility trends to estimate future volatility assumptions. The risk-free interest rates used were actual U.S. Treasury Constant Maturity rates for bonds matching the expected term of the option on the date of grant. The expected term of the option on the date of grant was estimated based on the Company's historical experience for similar options.

The forfeiture rate at the time of valuation was estimated based on historical experience for similar options and reduces expense ratably over the vesting period. The Company adjusts this estimate periodically, based on the extent to which actual forfeitures differ, or are expected to differ, from the previous estimate.

The fair value of the Company's restricted stock units is the closing stock price of the Company's common stock the day preceding the grant date, discounted for the expected dividend yield over the term of the award. The fair value of the Company's performance-based restricted share units is estimated using a Monte Carlo simulation model on the grant date. Key assumptions used in the Monte Carlo simulation include expected volatility, dividend yield and risk-free interest rate.

The Company believes its estimates are reasonable in the context of historical experience. Future results will depend on, among other matters, levels of share-based compensation granted in the future, actual forfeiture rates, and the timing of option exercises.

### **Depreciation and Amortization**

Depreciation includes expenses related to all retail, distribution facility, and corporate assets. Amortization includes expenses related to **definite-lived intangible finance lease** assets.

### **Income Taxes**

The Company uses the asset and liability method to account for income taxes whereby deferred tax assets and liabilities are determined based on differences between the financial carrying amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are measured using the enacted tax rates and laws that are anticipated to be in effect when temporary differences reverse or are settled. The effect of a tax rate change is recognized in the period in which the law is enacted in the provision for income taxes. The Company records a valuation allowance when it is more likely than not that a deferred tax asset will not be realized.

### **Tax Contingencies**

The Company's income tax returns are periodically audited by U.S. federal and state tax authorities. These audits include questions regarding tax filing positions, including the timing and amount of deductions and the allocation of income among various tax jurisdictions. At any time, multiple tax years are subject to audit by the various tax authorities. In evaluating the exposures associated with the Company's various tax filing positions, the Company records a liability for uncertain tax positions taken or expected to be taken in a tax return. A number of years may elapse before a particular matter, for which the Company has established a reserve, is audited and fully resolved or clarified. The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company adjusts its tax contingencies reserve and income tax provision in the period in which actual results of a settlement with tax authorities differs from the established reserve, the statute of limitations expires for the relevant tax authority to examine the tax position or when more information becomes available.

[Table of Contents](#)

### **Sales Tax Audit Reserve**

A portion of the Company's sales are to tax-exempt customers, predominantly agricultural-based. The Company obtains exemption information as a necessary part of each tax-exempt transaction. Many of the states in which the Company conducts business will perform audits to verify the Company's compliance with applicable sales tax laws. The business activities of the Company's customers and the intended use of the unique products sold by the Company create a challenging and complex tax compliance environment. These circumstances also create some risk that the Company could be challenged as to the accuracy of the Company's sales tax compliance.

The Company reviews past audit experience and assessments with applicable states to continually determine if it has potential exposure for non-compliance. Any estimated liability is based on an initial assessment of compliance risk and historical experience with each state. The Company continually reassesses the exposure based on historical audit results, changes in policies, preliminary and final assessments made by state sales tax auditors, and additional documentation that may be provided to reduce the assessment. The reserve for these tax audits can fluctuate depending on numerous factors, including the complexity of agricultural-based exemptions, the ambiguity in state tax regulations, the number of ongoing audits, and the length of time required to settle with the state taxing authorities.

### **Net Income Per Share**

The Company presents both basic and diluted net income per share on the Consolidated Statements of Income. Basic net income per share is calculated by dividing net income by the weighted average number of shares outstanding during the period. Diluted net income per share is calculated by dividing net income by the weighted average diluted shares outstanding during the period. Dilutive shares are computed using the treasury stock method for share-based awards. Performance-based restricted share units are included in diluted shares only if the related performance conditions have been considered satisfied as of the end of the reporting period.

### **Cash and Cash Equivalents**

Temporary cash investments, with a maturity of three months or less when purchased, are considered to be cash equivalents. The majority of payments due from banks for customer credit cards are classified as cash and cash equivalents, as they generally settle within 24 - 48 hours.

Sales generated through the Company's private label credit cards are not reflected as accounts receivable. Under an agreement with Citi Cards, a division of Citigroup, consumer and business credit is extended directly to customers by Citigroup. All credit program and related services are performed and controlled directly by Citigroup. Payments due from Citigroup are classified as cash and cash equivalents as they generally settle within 24 - 48 hours.

### **Fair Value of Financial Instruments**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date. The Company uses a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

- Level 1 - defined as observable inputs such as quoted prices in active markets;
- Level 2 - defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and
- Level 3 - defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The Company's financial instruments consist of cash and cash equivalents, short-term credit card receivables, trade payables, debt instruments, and interest rate swaps. Due to their short-term nature, the carrying values of cash and cash equivalents, short-term credit card receivables, and trade payables approximate current fair value at each balance sheet date.

As described in further detail in [Note 5.4](#) to the Consolidated Financial Statements, the Company had ~~\$1.75~~ \$1.85 billion and ~~\$1.18~~ \$1.75 billion in borrowings under its debt facilities at ~~December 30, 2023~~ December 28, 2024 and ~~December 31, 2022~~ December 30, 2023, respectively. The fair value of the Company's \$150 million 3.70% Senior Notes due 2029 (the "3.70% Senior Notes") and the borrowings under the Company's revolving credit facility (the "Revolving Credit Facility") were determined based on market interest rates (Level 2

[Table of Contents](#)

inputs). The carrying value of borrowings in the 3.70% Senior Notes and the Revolving Credit Facility approximate fair value for each period reported.

The fair value of the Company's \$650 million 1.750% Senior Notes due 2030 (the "1.75% Senior Notes") and \$750 million 5.250% Senior Notes due 2033 (the "5.25% Senior Notes") are determined based on quoted prices in active markets, which are considered Level 1 inputs. The carrying value and the fair value of the 1.75% Senior Notes and the 5.25% Senior Notes, net of discounts, were as follows (in thousands):

	December 30, 2023		December 31, 2022						
	December 28, 2024		December 30, 2023						
	Carrying Value	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value	Carrying Value	Fair Value
1.75% Senior Notes									
5.25% Senior Notes									

The Company's interest rate swap is carried at fair value, which is determined based on the present value of expected future cash flows using forward rate curves, which is considered a Level 2 input. In accordance with hedge accounting, the gains and losses on interest rate swaps that are designated and qualify as cash flow hedges are recorded as a component of Other Comprehensive Income, net of related income taxes, and reclassified into earnings in the same income statement line and period in which the hedged transactions affect earnings. The fair value of the interest rate swap, excluding accrued interest, was as follows (in thousands):

	Fair Value Measurements at Fair Value Measurements at Fair Value Measurements at
	December 30, 2023
	December 28, 2024
Interest rate swap assets (Level 2), excluding accrued interest	
Interest rate swap assets (Level 2), excluding accrued interest	
Interest rate swap assets (Level 2), excluding accrued interest	

#### Derivative Financial Instruments

The Company accounts for derivative financial instruments in accordance with applicable accounting standards for such instruments and hedging activities, which require that all derivatives are recorded on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether the Company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging relationship has satisfied the criteria necessary to apply hedge accounting.

Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. The Company may enter into derivative contracts that are intended to economically hedge a certain portion of its risk, even though hedge accounting does not apply or the Company elects not to apply the hedge accounting standards.

Inventories

Inventories are stated at the lower of cost, as determined by the moving average cost method, or net realizable value. Inventory cost consists of the direct cost of merchandise including freight, duties, and tariffs. Inventories are net of shrinkage, obsolescence, other valuations, and vendor allowances.



[Table of Contents](#)

Property and Equipment

Property and equipment are initially recorded at cost. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets. Improvements to leased premises are amortized using the straight-line method over the remaining term of the lease or the useful life of the improvement, whichever is less. The following table summarizes the Company's property and equipment balances and includes the estimated useful lives which are generally applied (in thousands, except estimated useful lives):

	Estimated Useful Lives	December 30, 2023	December 31, 2022	Estimated Useful Lives	December 28, 2024	December 30, 2023
Land						
Buildings and improvements						
Furniture, fixtures and equipment						
Computer software and hardware						
Construction in progress						
Property and equipment, gross						
Accumulated depreciation and amortization						
Property and equipment, net						

Capitalized Software Costs

The Company capitalizes certain costs related to the acquisition and development of software and amortizes these costs using the straight-line method over the estimated useful life of the software, which is two to seven years. Computer software consists of software developed for internal-use and third-party software purchased for internal-use. A subsequent addition, modification or upgrade to internal-use software is capitalized to the extent that it enhances the software's functionality or extends its useful life. These costs are included in property and equipment in the accompanying Consolidated Balance Sheets. Certain software costs not meeting the criteria for capitalization are expensed as incurred.

Store Closing Costs

The Company regularly evaluates the performance of its stores and periodically closes those stores that are underperforming. The Company records a liability for costs associated with an exit or disposal activity when the liability is incurred, usually in the period the store closes. Store closing costs were not significant to the results of operations for any of the fiscal years presented.

Leases

Operating lease assets and liabilities are recognized at the lease commencement date. Operating lease liabilities represent the present value of lease payments not yet paid. Operating lease assets represent our right to use an underlying asset and are based upon the operating lease liabilities adjusted for prepayments or accrued lease payments, initial direct costs, lease incentives, and impairment, if any, of operating lease assets. To determine the present value of lease payments not yet paid, we estimate incremental borrowing rates corresponding to the reasonably certain lease term. As substantially all of our

leases do not provide an implicit rate, we estimate our collateralized incremental borrowing rate based upon a Company specific credit rating and yield curve analysis at commencement or modification date in determining the present value of lease payments.

Assets under finance leases are amortized in accordance with the Company's normal depreciation policy for owned assets or over the lease term, if shorter, and the related charge to operations is included in depreciation expense in the Consolidated Statements of Income.

Supplier Finance Program

The Company has an agreement with a third-party financial institution that allows certain participating suppliers the ability to finance payment obligations from the Company. The third-party financial institution has separate arrangements with the Company's suppliers and provides them with the option to request early payment for invoices confirmed by the Company. The Company does not determine the terms or conditions of the arrangement between the third-party and its suppliers and receives no compensation from the third-party financial institution. The Company's obligation to its suppliers, including amounts due and scheduled payment dates, are not impacted by the suppliers' decisions to finance amounts under the arrangement. The



5957

Table of Contents

Company's outstanding payment obligations under the supplier finance program, which are included in accounts payable on the Company's Consolidated Balance Sheets, were \$34.8 million and \$38.4 million at December 28, 2024 and \$24.2 million at December 30, 2023 and December 31, 2022, respectively.

A reconciliation of the beginning and ending payment obligations under the supplier finance program is as follows (in thousands):

	Fiscal Year	
	2024	
Balance at beginning of year	\$	38,443
Invoices confirmed during the year		277,615
Confirmed Invoices paid during the year		(281,257)
Balance at end of year	\$	34,801

Recently Adopted Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures". The amendment in the ASU is intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. The Company adopted this ASU in fiscal 2024.

In September 2022, the Financial Accounting Standard Board FASB issued Accounting Standards Update ("ASU") 2022-04, "Liabilities - Supplier Finance Programs (Subtopic 405-50): Disclosure of Supplier Finance Program Obligations". The ASU requires disclosure about an entity's use of supplier finance programs, including the key terms of the program, amount of obligations outstanding at the end of the reporting period, and a rollforward of activity within the program during the period. The Company adopted this ASU in fiscal 2023, except for the disclosure of rollforward activity, which is effective on a prospective basis beginning the Company adopted in fiscal 2024.

New Accounting Pronouncements Not Yet Adopted

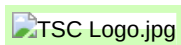
In November 2024, the FASB issued ASU 2024-03, "Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses." The ASU is intended to improve the disclosures about a public business entity's expenses and address requests from investors for more detailed information about the types of expenses in commonly presented expense captions. The ASU is required to be adopted for fiscal years beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The amendments should be applied on either a prospective basis to financial statements issued for reporting periods after the effective date of the update, or on a retrospective basis to any or all prior periods presented in the financial statements. The Company is currently evaluating the impact of adoption on its financial disclosures.

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740) : Improvements to Income Tax Disclosures." The ASU requires that an entity disclose specific categories in the effective tax rate reconciliation as well as provide additional information for reconciling items that meet a quantitative threshold. Further, the ASU requires certain disclosures of state versus federal income tax expense and taxes paid. The amendments in this ASU are required to be adopted for fiscal years beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued. The amendments should be applied on a prospective basis although retrospective application is permitted. The Company is currently evaluating the impact of adoption on its financial disclosures.

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures." The amendment in the ASU is intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. The amendments in this ASU are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024, and should be applied on a retrospective basis to all periods presented. The Company is currently evaluating the impact of adoption on its financial disclosures.

## Note 2 – Share-Based Compensation

Share-based compensation includes stock options, restricted stock units, performance-based restricted share units, and certain transactions under the Company's ESPP. Share-based compensation expense is recognized based on the grant date fair value of all stock options, restricted stock units, and performance-based restricted share units. Share based compensation expense is also recognized for the value of the 15% discount on shares purchased by employees as a part of the ESPP. The discount under the ESPP represents the difference between the market value on the first day of the purchase period or the market value on the purchase date, whichever is lower, and the employee's purchase price.



58

There were no significant modifications to the Company's share-based compensation plans since the adoption of the 2018 Omnibus Incentive Plan (the "2018 Plan") on May 10, 2018, which replaced the 2009 Stock Incentive Plan. Following the adoption of the 2018 Plan, no further grants may be made under the 2009 Stock Incentive Plan.

Under our share-based compensation plans, awards may be granted to officers, non-employee directors, and other employees. The per share exercise price of options granted shall not be less than the fair market value of the stock on the date of grant and such awards will expire no later than ten years from the date of grant. Vesting of awards commences at various anniversary dates following the dates of each grant. Performance-based awards will vest if established performance conditions are met subject to continued employment. Certain performance-based awards are also subject to a market condition such that the actual number of shares vest are further modified based on the achievement of a relative stockholder return modifier. At December 30, 2023 December 28, 2024, the Company had approximately 8.5 million 38.5 million shares available for future equity awards under the Company's 2018 Plan.

Share-based compensation expense of awards was \$48.4 million, \$57.0 million, \$53.8 million, and \$47.6 \$53.8 million for fiscal 2024, 2023, 2022, and 2021, 2022, respectively.



60

[Table of Contents](#)

*Stock Options*



The fair value is separately estimated for each option grant. The fair value of each option is recognized as compensation expense ratably over the vesting period. The Company has estimated the fair value of all stock option awards as of the date of the grant by applying a *Black-Scholes* pricing valuation model. The application of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense. The ranges of key assumptions used in determining the fair value of options granted during fiscal 2024, 2023, 2022, and 2021, 2022, as well as a summary of the methodology applied to develop each assumption, are as follows:

		Fiscal Year			Fiscal Year		
		2023	2022	2021	2024	2023	2022
Expected price volatility	Expected price volatility	30.7% - 30.9%	29.9% - 31.3%	29.8% - 30.3%	27.3% - 29.8%	30.7% - 30.9%	29.9% - 31.3%
Risk-free interest rate	Risk-free interest rate	3.5% - 4.5%	1.7% - 4.3%	0.3% - 1.0%	3.7% - 4.6%	3.5% - 4.5%	1.7% - 4.3%
Weighted average expected lives (in years)	Weighted average expected lives (in years)	4.2	4.1	4.3	4.2	4.2	4.1
Forfeiture rate	Forfeiture rate	6.9 %	6.9 %	7.0 %	6.9 %	6.9 %	6.9 %
Dividend yield	Dividend yield	1.7 %	1.6 %	1.5 %	2.0 %	1.7 %	1.6 %

**Expected Price Volatility** — This is a measure of the amount by which a price has fluctuated or is expected to fluctuate. The Company calculates the expected price volatility based on the historical volatility of the Company's stock price, as well as implied volatility. To calculate historical changes in market value, the Company uses daily market value changes from the date of grant over a past period generally representative of the expected life of the options to determine volatility. The Company believes the use of a blended volatility provides an appropriate indicator of future volatility. An increase in the expected volatility will increase compensation expense.

**Risk-Free Interest Rate** — This is the U.S. Treasury Constant Maturity rate over a term equal to the expected term of the option. An increase in the risk-free interest rate will increase compensation expense.

**Weighted Average Expected Term** — This is the period of time over which the options granted are expected to remain outstanding and is based on historical experience. Options granted generally have a maximum term of ten years. An increase in the expected term will increase compensation expense.

**Forfeiture Rate** — This is the estimated percentage of options granted that are expected to be forfeited or canceled before becoming fully vested. This estimate is based on historical experience. An increase in the forfeiture rate will decrease compensation expense.

**Dividend Yield** — This is the estimated dividend yield for the weighted average expected term of the option granted. An increase in the dividend yield will decrease compensation expense.

The Company issues shares for options when exercised. A summary of stock option activity is as follows:

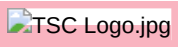
Stock Option Activity	Options	Weighted Average Exercise Price	Weighted Average Fair Value	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands)
Outstanding at December 30, 2022	1,090,389	112.18		6.3	\$ 122,985
Granted	124,228	232.35	\$ 60.19		
Exercised	(185,904)	87.67			
Canceled	(13,836)	166.07			
Outstanding at December 30, 2023	1,014,877	\$ 130.65		5.9	\$ 88,596
Outstanding at December 30, 2023	738,256	\$ 102.36		5.0	\$ 83,492
Outstanding at December 30, 2023 <sup>(a)</sup>	5,074,385	26.13		5.0	\$ 83,492
Granted	682,070	46.78	\$ 11.73		
Exercised	(1,528,810)	20.05			
Canceled	(109,580)	40.52			



Outstanding at December 28, 2024	4,118,065	\$ 31.43	6.0 \$	95,268
Exercisable at December 28, 2024	2,907,460	\$ 25.25	5.0 \$	85,225

(a) All share and related dollar information has been adjusted to reflect the five-for-one Stock Split effective December 20, 2024 as discussed in Note 1.

The aggregate intrinsic values in the table above represent the total difference between the Company’s closing stock price at each year-end and the option exercise price, multiplied by the number of in-the-money options at each year-end. As of December 30, 2023 December 28, 2024, total unrecognized compensation expense related to non-vested stock options was approximately \$7.9 million \$8.2 million with a weighted average expense recognition period of 1.8 years.



[Table of Contents](#)

There were no material modifications to options in fiscal 2024, 2023, 2022, or 2021, 2022.

Other information relative to options activity during fiscal 2024, 2023, 2022, and 2021 2022 is as follows (in thousands):

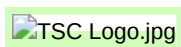
	Fiscal Year					
	2023	2022	2021	2024	2023	2022
Total fair value of stock options vested						
Total intrinsic value of stock options exercised						

Restricted Stock Units

The Company issues shares for restricted stock units once vesting occurs and related restrictions lapse. The fair value of the restricted stock units is the closing price of the Company’s common stock the day preceding the grant date, discounted for the expected dividend yield over the term of the award. The units generally vest over a one to-to three-year term. Some plan participants have elected to defer receipt of shares of common stock upon vesting of restricted stock units, and as a result, those shares are not issued until a later date. A summary of restricted stock unit activity is presented below:

Restricted Stock Unit Activity	Restricted Stock Unit Activity	Restricted Stock Units	Weighted Average Grant Date Fair Value	Restricted Stock Unit Activity	Restricted Stock Units	Weighted Average Grant Date Fair Value
Restricted at December 31, 2022						
Restricted at December 30, 2023 (a)						
Restricted at December 31, 2022						
Restricted at December 30, 2023 (a)						
Restricted at December 31, 2022						
Restricted at December 30, 2023 (a)						
Granted						
Vested						
Forfeited						
Restricted at December 30, 2023						
Restricted at December 28, 2024						

(a) All share and related dollar information has been adjusted to reflect the five-for-one Stock Split effective December 20, 2024 as discussed in Note 1.



60

As of **December 30, 2023** **December 28, 2024**, total unrecognized compensation expense related to non-vested restricted stock units was approximately **\$48.1 million** **\$53.5 million** with a weighted average expense recognition period of 1.9 years.

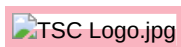
There were no material modifications to restricted stock units in fiscal **2024**, **2023**, **2022**, or **2021**, **2022**.

Other information relative to restricted stock unit activity during fiscal **2024**, **2023**, **2022**, and **2021**, **2022** is as follows (in thousands):

	Fiscal Year					
	2023	2022	2021	2024	2023	2022
Total grant date fair value of restricted stock units vested and issued						
Total intrinsic value of restricted stock units vested and issued						

#### Performance-Based Restricted Share Units

We issue performance-based restricted share units to senior executives that represent shares potentially issuable in the future, subject to the achievement of specified performance goals. The performance metrics for the units are growth in net sales and growth in earnings per diluted share over a specified performance period. The performance metrics for the performance-based restricted share units also include a relative total shareholder return ("TSR") modifier such that the actual number of shares that vest at the end of the respective three-year period is determined based on the Company's TSR performance relative to the constituents of the S&P 500 as well as the level of achievement of the performance goals. If the performance targets are achieved, the performance-based restricted share units will be issued based on the achievement level, inclusive of the relative TSR modifier and the grant date fair value, and will cliff vest in full on the third anniversary of the date of the grant. The fair value of the performance-based restricted share units is estimated using a Monte Carlo simulation model on the grant date. Key assumptions used in the Monte Carlo simulation for the performance shares with a TSR modifier granted during fiscal **2023** **2024** and during fiscal **2022** **2023** are presented below:



62

#### Table of Contents

Assumption	Assumption	Fiscal Year					
		2023	2022	Assumption	2024	2023	
Expected volatility	Expected volatility	32.13 %	30.91 %	Expected volatility	28.32 %	32.13 %	
Risk-free interest rate	Risk-free interest rate	3.70 %	1.53 %	Risk-free interest rate	4.06 %	3.70 %	
Compounded dividend yield	Compounded dividend yield	1.69 %	1.63 %	Compounded dividend yield	1.95 %	1.69 %	

A summary of performance-based restricted share unit activity is presented below:

#### Performance-Based Restricted Share Unit Activity

#### Performance-Based Restricted Share Unit Activity

Performance-Based Restricted Share Unit Activity	Performance-Based Restricted Share Units	Weighted Average Grant Date Fair Value	Performance-Based Restricted Share Units	Weighted Average Grant Date Fair Value
--	--	--	--	--

Restricted at December 31, 2022
Restricted at December 30, 2023 (a)
Restricted at December 31, 2022
Restricted at December 30, 2023 (a)
Restricted at December 31, 2022
Restricted at December 30, 2023 (a)
Granted (a) (b)
Performance Adjustment (b) (c)
Vested
Forfeited
Restricted at December 30, 2023
Restricted at December 28, 2024

(a) All share and related dollar information has been adjusted to reflect the five-for-one Stock Split effective December 20, 2024 as discussed in Note 1.

(b) Assumes 100% target level achievement of the relative performance targets. The actual number of shares that will be issued, which may be higher or lower than the target, will be determined by the level of achievement of the relative performance targets, inclusive of the TSR modifier.

(b) (c) Shares adjusted for performance-based restricted share unit awards settled during fiscal 2023 2024 based on actual achievement of performance targets.

As of December 30, 2023 December 28, 2024, total unrecognized compensation expense related to non-vested performance-based restricted share units was approximately \$14.5 million \$12.3 million with a weighted average expense recognition period of 1.8 1.9 years.

There were no material modifications to performance-based restricted share units in fiscal 2024, 2023, 2022, or 2021, 2022.

Other information relative to performance-based restricted share unit activity during fiscal 2023 2024 is as follows (in thousands):

	Fiscal Year		
	2023	2022	2021
Total grant date fair value of performance-based restricted share units vested and issued	\$ 9,498	\$ 14,104	\$ 648
Total intrinsic value of performance-based restricted share units vested and issued	\$ 23,155	\$ 33,895	\$ 1,538

	Fiscal Year		
	2024	2023	2022
Total grant date fair value of performance-based restricted share units vested and issued	\$ 16,195	\$ 9,498	\$ 14,104
Total intrinsic value of performance-based restricted share units vested and issued	\$ 31,020	\$ 23,155	\$ 33,895

Shares Withheld to Satisfy Tax Withholding Requirements

For the majority of restricted stock units and performance-based restricted share units and certain stock options granted, the number of shares issued on the date the stock awards vest or the number of stock options being exercised is net of shares withheld by the Company to satisfy the minimum statutory tax withholding requirements, which the Company pays on behalf of its employees. The Company issued 226,988; 258,550; 1,180,731; 1,134,940; and 219,723 1,292,750 shares as a result of vested restricted stock units and performance-based restricted share units, as well as exercised stock options during fiscal 2024, 2023, 2022, and 2021, 2022, respectively. Although shares withheld are not issued, they are treated similar to common stock repurchases as they reduce the number of shares that would have been issued upon vesting. The amounts are net of 106,273; 131,939; 524,204; 531,365; and 95,996 659,695 shares withheld to satisfy \$24.6 million, \$24.4 million, \$28.6 million, and \$14.9 \$28.6 million of employees' tax obligations during fiscal 2024, 2023, 2022, and 2021, 2022, respectively.

[Table of Contents](#)*Employee Stock Purchase Plan*

The ESPP provides Company employees the opportunity to purchase, through payroll deductions, shares of common stock at a 15% discount. Pursuant to the terms of the ESPP, the Company issued 45,158; 44,390; 219,330; 225,790; and 48,446 221,950 shares of common stock during fiscal 2024, 2023, 2022, and 2021, 2022, respectively. The total cost related to the ESPP, including the compensation expense calculations, was approximately \$1.9 million \$2.0 million, \$1.8 million \$1.9 million, and \$1.4 million \$1.8 million in fiscal 2024, 2023, 2022, and 2021, 2022, respectively. There is a maximum of 16.0 million shares of common stock that are reserved under the ESPP. At December 30, 2023 December 28, 2024, there were approximately 11.7 million 11.5 million remaining shares of common stock reserved for future issuance under the ESPP.

**Note 3 - Acquisition of Orscheln Farm and Home, LLC and Related Divestitures**

On October 12, 2022, the Company completed its acquisition of Orscheln, which expands the Company's footprint in the Midwest part of the United States. Pursuant to the agreement governing the acquisition, the Company acquired 100% of the equity interest in Orscheln, inclusive of 166 Orscheln stores, the Orscheln corporate headquarters, and the Orscheln distribution center, for an all-cash purchase price of \$393.4 million, exclusive of cash acquired. The acquisition was financed with cash-on-hand and Revolving Credit Facility borrowings under the 2022 Senior Credit Facility (as defined below).

In order to obtain regulatory approval for the Orscheln acquisition, the FTC required the Company to divest of 85 stores, which were sold to two buyers, Bomgaars Supply, Inc. ("Bomgaars") (73 stores) and Buchheit Enterprises, Inc. ("Buchheit") (12 stores) (collectively, the "Buyers"), on October 12, 2022, concurrently with the closing of the acquisition. Net proceeds of the store divestitures were \$69.4 million. In addition, the Company sold the Orscheln corporate headquarters and distribution center to Bomgaars for \$10.0 million in the third quarter of fiscal 2023.

In conjunction with the store divestitures to Bomgaars and Buchheit, the Company entered into a transition services agreement with both Bomgaars and Buchheit, under which we provided certain transition services to Bomgaars and Buchheit, and such agreements remained in place until the date at which all stores have been converted to the Buyers' respective brands. Under the terms of the transition services agreements, the Company agreed to provide transition services to Bomgaars and Buchheit, both and each respectively, for information technology support and infrastructure, finance and accounting, tax, treasury, human resources, marketing, logistics, warehousing, and inventory replenishment. For the fiscal year ended December 30, 2023, the Company was reimbursed \$11.8 million for such transition services, which is included in Selling, general, and administrative expenses. Such reimbursements largely offset related expenses incurred to service the transition services agreements.

*Allocation of the Purchase Price*

For the Orscheln acquisition, the Company has applied the acquisition method of accounting in accordance with ASC 805, "Business Combinations," with respect to the identifiable assets and liabilities of Orscheln, which have been measured at estimated fair value as of the date of the business combination.

The aggregate purchase price noted above was allocated to the identifiable assets acquired and liabilities assumed based upon their estimated fair values at the acquisition date, primarily using Level 2 and Level 3 inputs (see Note 1 for an explanation of Level 2 and Level 3 inputs). These fair value estimates represent management's best estimate of future cash flows (including sales, cost of sales, income taxes, etc.), discount rates, competitive trends, market comparables, and other factors. Inputs used were generally determined from historical data supplemented by current and anticipated market conditions and growth rates.

The purchase consideration and fair value of Orscheln's net assets acquired on October 12, 2022 are shown below (in thousands). The assets and liabilities of the 85 divested stores, along with the Orscheln corporate headquarters and the Orscheln distribution center, are shown as held for sale in the fair value of assets acquired and liabilities assumed.

[Table of Contents](#)

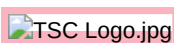
(in thousands)	Amounts Recognized as of Acquisition Date	Measurement Period Adjustments	Amounts Recognized as of December 30, 2023
<b>Fair value of assets acquired</b>			
Cash and cash equivalents	\$ 6,935	\$ —	\$ 6,935
Accounts receivable	277	—	277
Inventories	168,663	(22,871)	145,792
Prepaid expenses and other current assets	7,222	(1,351)	5,871
Property and equipment	13,328	1,804	15,132
Lease right of use assets	82,755	—	82,755
Deferred income taxes	18,481	8,852	27,333
Assets held for sale	173,554	—	173,554
Other assets	160	(14)	146
<b>Less: liabilities assumed</b>			
Accounts payable	80,323	344	80,667
Accrued liabilities	20,291	6,644	26,935
Short-term lease liabilities	5,986	—	5,986
Long-term lease liabilities	70,626	—	70,626
Liabilities held for sale	94,190	—	94,190
Goodwill	197,742	16,258	214,000
<b>Total fair value of considerations transferred</b>	<b>\$ 397,700</b>	<b>\$ (4,310)</b>	<b>\$ 393,390</b>

Note: Amounts may not sum to totals due to rounding.

The \$214.0 million goodwill shown above represents the expected synergies from combining the operations of Orscheln with Tractor Supply stores and the expanded footprint that Orscheln brings in the U.S. Midwest. Approximately \$130.3 million of this goodwill is deductible for income tax purposes.

Transaction costs related to the Orscheln acquisition were expensed as incurred and are included in Selling, general, and administrative expenses in the Consolidated Statements of Income.

The results of operations of Orscheln have been included in the Consolidated Financial Statements since the date of acquisition.



65

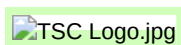
[Table of Contents](#)

## Note 43 – Goodwill and Other Intangible Assets

### Goodwill

The changes in the carrying amount of goodwill for the years ended December 30, 2023, December 28, 2024, December 31, 2022, December 30, 2023 and December 25, 2021, December 31, 2022 are as follows (in thousands):

	Consolidated
<b>Balance as of December 25, 2021 December 31, 2022</b>	
Gross goodwill	\$ 93,192
Accumulated impairment losses	
<b>Net goodwill</b>	<b>\$32,419</b>
<b>Balance as of December 31, 2022</b>	
Gross goodwill	\$93,192
Accumulated impairment losses	(60,773)
Acquisition	\$ 197,742
<b>Net goodwill</b>	<b>\$ 230,161</b>
<b>Balance as of December 30, 2023</b>	
Gross goodwill	\$ 290,934
Accumulated impairment losses	(60,773)
Purchase price accounting adjustment	16,258
<b>Net goodwill</b>	<b>\$ 246,419</b>
<b>Balance as of December 28, 2024</b>	
Gross goodwill	\$ 307,192
Accumulated impairment losses	(60,773)
Purchase price accounting adjustment	—
<b>Net goodwill</b>	<b>\$ 246,419</b>



62

Goodwill is allocated to each identified reporting unit, which is defined as an operating segment or one level below the operating segment. Goodwill is not amortized but is evaluated for impairment annually and whenever events or changes in circumstances indicate the carrying value of goodwill may not be recoverable. The Company's annual impairment evaluation is conducted on the first day of the fiscal fourth quarter.

In the fourth quarter of fiscal 2024, 2023, 2022 and 2021, 2022, the Company completed its annual impairment assessment of goodwill for all reporting units. As part of this analysis, the Company assessed the current environment to determine if there were any indicators of impairment and concluded, that while there have been events and circumstances in the macro-environment that have impacted the Company's business, there were not any entity-specific indicators of impairment of goodwill that would require the Company to perform a quantitative impairment assessment. Therefore, there were no impairment charges related to goodwill being recognized in fiscal 2024, 2023, 2022 and 2021, 2022.

#### Other Intangible Assets

The Company had approximately \$23.1 million of intangible assets other than goodwill at December 30, 2023, December 28, 2024, December 31, 2022, December 30, 2023 and December 25, 2021, December 31, 2022. The intangible asset balance represents the carrying value of the Petsense trade name, which is not subject to amortization as it has an indefinite useful life on the basis that it is expected to contribute cash flows beyond the foreseeable horizon. The trade name asset is evaluated for impairment annually and whenever events or changes in circumstances indicate the carrying value of the asset may not be recoverable. The Company's annual impairment evaluation is conducted on the first day of the fiscal fourth quarter.

In the fourth quarter of fiscal 2024, 2023, 2022, and 2021, 2022, the Company completed its annual impairment assessment of intangible assets for all reporting units, assets. As part of this analysis, the Company assessed the current environment to determine if there were any indicators of impairment and concluded there were no indicators of impairment of intangible assets that would require the Company to perform a quantitative impairment assessment. Therefore, there were no impairment charges related to intangible assets recognized in fiscal 2024, 2023 2022 and 2021, 2022.

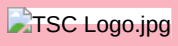


Table of Contents

Note 54 – Debt

The following table summarizes the Company's outstanding debt as of the dates indicated (in millions):

	December 30, 2023
	December 30, 2023
	December 30, 2023
	December 28, 2024
	December 28, 2024
	December 28, 2024
5.25% Senior Notes	
5.25% Senior Notes	
5.25% Senior Notes	
1.75% Senior Notes	
1.75% Senior Notes	
1.75% Senior Notes	
3.70% Senior Notes	
3.70% Senior Notes	
3.70% Senior Notes	
Senior Credit Facility:	
Senior Credit Facility:	
Senior Credit Facility:	
Revolving Credit Facility	
Revolving Credit Facility	
Revolving Credit Facility	
Total outstanding borrowings	
Total outstanding borrowings	
Total outstanding borrowings	
Less: unamortized debt discounts and issuance costs	
Less: unamortized debt discounts and issuance costs	
Less: unamortized debt discounts and issuance costs	
Total debt	
Total debt	
Total debt	
Less: current portion of long-term debt	

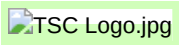
Less: current portion of long-term debt  
Less: current portion of long-term debt

Long-term debt  
Long-term debt  
Long-term debt

Outstanding letters of credit  
Outstanding letters of credit  
Outstanding letters of credit

5.25% Senior Notes due 2033

On May 5, 2023, the Company completed the sale of \$750 million aggregate principal amount of its 5.25% Senior Notes. The entire principal amount of the 5.25% Senior Notes is due in full on May 15, 2033. Interest is payable semi-annually in arrears on each May 15 and November 15. The terms of the 5.25% Senior Notes are governed by an indenture dated as of October 30, 2020 between the Company and Regions Bank, as trustee, as amended and supplemented by a second supplemental indenture dated as of May 5, 2023 (the "Second Supplemental Indenture") between the Company and Regions Bank, as trustee.



The 5.25% Senior Notes are senior unsecured debt obligations of the Company and rank equally with the Company's other senior unsecured liabilities and senior to any future subordinated indebtedness of the Company. The 5.25% Senior Notes are subject to customary covenants restricting the Company's ability, subject to certain exceptions, to incur debt secured by liens, to enter into sale and leaseback transactions or to merge or consolidate with another entity or sell substantially all of its assets to another person.

At any time prior to February 15, 2033 (three months prior to the maturity date of the 5.25% Senior Notes), the Company has the right, at its option, to redeem the 5.25% Senior Notes, in whole or in part, at any time and from time to time, by paying the greater of 100% of the principal amount of the 5.25% Senior Notes to be redeemed, or the sum of the present values of the remaining scheduled payments of principal and interest through the par call date, plus, in each case, accrued and unpaid interest to, but not including, the date of redemption. In addition, on or after February 15, 2033, the Company has the right, at its option, to redeem the 5.25% Senior Notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the 5.25% Senior Notes to be redeemed, plus accrued and unpaid interest to, but not including, the date of redemption.

If a Change of Control Triggering Event (as defined in the Second Supplemental Indenture) occurs, unless the Company has exercised its right to redeem the 5.25% Senior Notes, holders of the 5.25% Senior Notes may require the Company to repurchase all or any part of such holder's 5.25% Senior Notes at a purchase price of 101% of the principal amount, plus accrued and unpaid interest, if any, on such 5.25% Senior Notes to, but not including, the purchase date. Upon the occurrence of an event of default with respect to the 5.25% Senior Notes, which includes payment defaults, defaults in the performance of certain covenants, cross defaults, and bankruptcy and insolvency related defaults, the Company's obligations under the 5.25% Senior Notes may be accelerated, in which case the entire principal amount of the 5.25% Senior Notes would be due and payable immediately.

1.75% Senior Notes due 2030

On October 30, 2020, the Company issued and sold, in a public offering, \$650 million in aggregate principal amount of senior unsecured notes due November 1, 2030 bearing interest at 1.75% per annum (the "1.75% Senior Notes"). The entire principal amount of the 1.75% Senior Notes is due in full on November 1, 2030. Interest is payable semi-annually in arrears on each



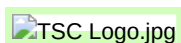


November 1 and May 1. The terms of the 1.750% Notes are governed by an indenture dated as of October 30, 2020 (the “Base Indenture”) between the Company and Regions Bank, as trustee, as amended and supplemented by a first supplemental indenture dated as of October 30, 2020 (the “Supplemental “First Supplemental Indenture”) between the Company and Regions Bank, as trustee.

The 1.75% Senior Notes are senior unsecured debt obligations of the Company and will rank equally with the Company’s other senior unsecured liabilities and senior to any future subordinated indebtedness of the Company. The 1.75% Senior Notes are subject to customary covenants restricting the Company’s ability, subject to certain exceptions, to incur debt secured by liens, to enter into sale and leaseback transactions or to merge or consolidate with another entity or sell substantially all of its assets to another person.

At any time prior to August 1, 2030, the Company will have the right, at its option, to redeem the 1.75% Senior Notes, in whole or in part, at any time and from time to time, by paying the greater of 100% of the principal amount of the 1.75% Senior Notes to be redeemed, or the sum of the present values of the remaining scheduled payments of principal and interest through the par call date, plus, in each case, accrued and unpaid interest to, but not including, the date of redemption. In addition, on or after August 1, 2030, the Company will have the right, at its option, to redeem the 1.75% Senior Notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the 1.75% Senior Notes to be redeemed, plus accrued and unpaid interest to, but not including, the date of redemption.

If a Change of Control Triggering Event (as defined in the First Supplemental Indenture) occurs, unless the Company has exercised its right to redeem the 1.75% Senior Notes, holders of the 1.75% Senior Notes may require the Company to repurchase all or any part of such holder’s 1.75% Senior Notes at a purchase price of 101% of the principal amount, plus accrued and unpaid interest, if any, on such 1.75% Senior Notes to, but not including, the purchase date. Upon the occurrence of an event of default with respect to the 1.75% Senior Notes, which includes payment defaults, defaults in the performance of certain covenants, cross defaults, and bankruptcy and insolvency related defaults, the Company’s obligations under the 1.75% Senior Notes may be accelerated, in which case the entire principal amount of the 1.75% Senior Notes would be due and payable immediately.



#### *Senior Note Facility (including 3.70% Senior Notes due 2029)*

On August 14, 2017, the Company entered into a note purchase and private shelf agreement, by and among the Company, PGIM, Inc. (“Prudential”), and other holders of the notes (the “Note Purchase Agreement” and collectively as amended through November 2, 2022, the “Note Purchase Facility”), pursuant to which the Company agreed to sell, in a private placement, \$150 million aggregate principal amount of senior unsecured notes due August 14, 2029 bearing interest at 3.70% per annum (the “3.70% Senior Notes”). The entire principal amount of the 3.70% Senior Notes is due in full on August 14, 2029. Interest is payable semi-annually in arrears on each annual and semi-annual anniversary of the issuance date. The obligations under the Note Purchase Facility are unsecured.

The Company may from time to time issue and sell additional senior unsecured notes (the “Shelf Notes”) pursuant to the Note Purchase Facility, in an aggregate principal amount of up to \$300 million minus the aggregate principal amount of all notes outstanding and issued under the Note Purchase Facility.

Pursuant to the Note Purchase Facility, the 3.70% Senior Notes and any Shelf Notes (collectively, the “Senior Note Facility”) are redeemable by the Company, in whole at any time or in part from time to time, at 100% of the principal amount of the Senior Note Facility being redeemed, together with accrued and unpaid interest thereon and a make whole amount calculated by discounting all remaining scheduled payments on the Senior Note Facility by the yield on the U.S. Treasury security with a maturity equal to the remaining average life of the Senior Note Facility plus 0.50%.

#### *2022 Senior Credit Facility*

On September 30, 2022 the Company entered into a new credit agreement, providing for a credit facility (the “2022 Senior Credit Facility”), consisting of a revolving credit facility (the “Revolving Credit Facility”) in the maximum principal amount of \$1.20 billion (with a sublimit of \$50.0 million for swingline loans and a sublimit of \$150.0 million for letters of credit). In addition, the Company has an option to increase the Revolving Credit Facility or establish term loans in an amount not to exceed \$500.0 million in the aggregate, subject to, among other things, the receipt of commitments for the increased amount. The 2022 Senior

Credit Facility is unsecured and has a five-year term with two options to request that the lenders extend the maturity date of the obligations owed to each lender for one year (and the right to replace any lenders electing not to extend).

Borrowings for the Revolving Credit Facility will bear interest at either the bank's base rate (8.500% (7.500% at December 30, 2023 December 28, 2024) plus an additional margin ranging from 0.000% to 0.250% (0.000% at December 30, 2023 December 28, 2024) or adjusted Security Overnight



68

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## [Table of Contents](#)

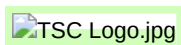
Financing Rate ("SOFR") (5.355% (4.357% at December 30, 2023 December 28, 2024) plus an additional margin ranging from 0.750% to 1.250% (1.000% at December 30, 2023 December 28, 2024) adjusted based on the Company's public credit ratings. SOFR is a broad measure of the cost of borrowing cash overnight collateralized by treasury securities. The Company is also required to pay, quarterly in arrears, a commitment fee related to unused capacity ranging from 0.080% to 0.150% (0.100% at December 30, 2023 December 28, 2024) per annum, adjusted based on the Company's public credit ratings.

The 2022 Senior Credit Facility replaced the Company's previous senior credit facility (the "Senior Credit Facility"). Proceeds from borrowings under the 2022 Senior Credit Facility were used to pay off the Senior Credit Facility.

In connection with the debt refinancing, the Company amended its interest rate swap agreement to convert the reference rate from one-month LIBOR to one-month term SOFR and elected the optional expedients offered under the Accounting Standards Codification 848, *Reference Rate Reform*, which allows the cash flow hedge to continue being recognized under hedge accounting without dedesignation. designation.

### *Covenants and Default Provisions of the Debt Agreements*

The 2022 Senior Credit Facility and the Note Purchase Facility (collectively, the "Debt Agreements") require quarterly compliance with respect to two material covenants: a fixed charge coverage ratio and a leverage ratio. Both ratios are calculated on a trailing twelve-month basis at the end of each fiscal quarter. The fixed charge coverage ratio compares earnings before interest, taxes, depreciation, amortization, share-based compensation and rent expense ("consolidated EBITDAR") to the sum of interest paid and rental expense (excluding any straight-line rent adjustments). The fixed charge coverage ratio shall be greater than or equal to 2.00 to 1.00 as of the last day of each fiscal quarter. The leverage ratio compares total funded debt to consolidated EBITDAR. The leverage ratio shall be less than or equal to 4.00 to 1.00 as of the last day of each fiscal quarter. The Debt Agreements also contain certain other restrictions regarding additional subsidiary indebtedness, business operations, subsidiary guarantees, mergers, consolidations and sales of assets, transactions with subsidiaries or affiliates, and liens. As of December 30, 2023 December 28, 2024, the Company was in compliance with all debt covenants.



65

The Debt Agreements contain customary events of default, including payment defaults, breaches of representations and warranties, covenant defaults, cross-defaults to other material indebtedness, certain events of bankruptcy and insolvency, material judgments, certain ERISA events and invalidity of loan documents. Upon certain changes of control, payment under the Debt Agreements could become due and payable. In addition, under the Note Purchase Facility, upon an event of default or change of control, the make whole payment described above may become due and payable.

The Note Purchase Facility also requires that, in the event the Company amends its Senior Credit Facility, or any subsequent credit facility of \$100 million or greater, such that it contains covenant or default provisions that are not provided in the Note Purchase Facility or that are similar to those contained in the Note Purchase Facility but which contain percentages, amounts, formulas or grace periods that are more restrictive than those set forth in the Note Purchase Facility or are otherwise more beneficial to the lenders thereunder, the Note Purchase Facility shall be automatically amended to include such additional or amended covenants and/or default provisions.

Note 65 – Leases

The Company leases the majority of its retail store locations, certain two distribution sites, its Merchandise Innovation Center, and certain equipment under various non-cancellable operating leases. The leases have varying terms and expire at various dates through 2045. Store leases typically have initial terms of between 10 years and 20 years, with two to four optional renewal periods of five years each. The exercise of lease renewal options is at our sole discretion. The Company has included lease renewal options in the lease term for calculations of its right-of-use assets and liabilities when it is reasonably certain that the Company plans to renew these leases. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants.

The Company accounts for lease components (e.g., fixed payments including rent, real estate taxes, and insurance costs) together with non-lease components (e.g., fixed payment common-area maintenance) as a single component for all classes of underlying assets. Certain lease agreements require variable payments based upon actual costs of common-area maintenance, real estate taxes, and insurance. Further, certain lease agreements require variable payments based upon store sales above agreed-upon sales levels for the year and others require payments adjusted periodically for inflation. Variable lease costs are expensed as incurred. As substantially all of our leases do not provide an implicit rate, we estimate our collateralized incremental borrowing rate based upon a Company specific credit rating and yield curve analysis at commencement or modification date in determining the present value of lease payments.



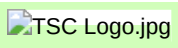
Table of Contents

The Company has elected not to recognize leases with an original term of one year or less on the balance sheet. Short-term lease cost during the periods presented was immaterial.

In addition to the operating lease right-of-use assets presented on the Consolidated Balance Sheets, assets, net of accumulated amortization, under finance leases of \$29.2 million \$25.8 million and \$32.1 million \$29.2 million are recorded within the Property and equipment, net line on the Consolidated Balance Sheets as of December 30, 2023 December 28, 2024 and December 31, 2022 December 30, 2023, respectively.

The following table summarizes the Company's classification of lease cost (in thousands):

		Fiscal Year Ended			
Statement of Income Location	Statement of Income Location	December 30, 2023	December 31, 2022	Statement of Income Location	December 28, 2024 December 30, 2023
Finance lease cost:					
Amortization of lease assets					
Amortization of lease assets					
Amortization of lease assets					
Interest on lease liabilities					
Operating lease cost					
Variable lease cost					
Net lease cost					



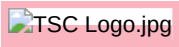
The following table summarizes the future maturities of the Company's lease liabilities (in thousands):

		Operating Leases (a)	Operating Leases (a)	Finance Leases	Total			Operating Leases (a)	Finance Leases	Total
2024										
2025										
2026	2026	446,265	4,720	450,985						
2027	2027	414,955	4,802	419,757	2027	488,434		4,802		493,236
2028	2028	377,553	4,812	382,365	2028	453,738		4,812		458,550
After 2028		1,803,385	18,510	1,821,895						
2029		408,260	4,632	412,892						
After 2029		2,052,363	13,878	2,066,241						
Total lease payments	Total lease payments	4,010,746	42,417	4,053,163	Total lease payments	4,457,405	37,489	37,489		4,494,894
Less:										
Interest										
Present value of lease liabilities										

(a) Operating lease payments exclude \$320.5 million \$387.5 million of legally binding minimum lease payments for leases signed, but not yet commenced.

The following table summarizes the Company's lease term and discount rate:

		December 30, 2023		December 31, 2022	
		December 28, 2024		December 30, 2023	
Weighted-average remaining lease term (years):					
Finance leases					
Finance leases					
Finance leases		9.6	10.1	8.8	9.6
Operating leases		10.1	10.4	10.1	
Weighted-average discount rate:					
Finance leases					
Finance leases					
Finance leases		4.7 %	4.6 %	4.6 %	4.7 %
Operating leases		4.1 %	3.8 %	4.2 %	4.1 %



The following table summarizes the other information related to the Company's lease liabilities (in thousands):

	Fiscal Year Ended	
	December 30, 2023	December 31, 2022
	December 28, 2024	December 30, 2023
Cash paid for amounts included in the measurement of lease liabilities:		
Financing cash flows used for finance leases		
Financing cash flows used for finance leases		
Financing cash flows used for finance leases		
Operating cash flows used for finance leases		
Operating cash flows for operating leases		

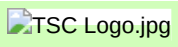
Sale-leaseback Transactions

During fiscal 2024, the Company completed its strategically planned sale-leaseback of 20 Tractor Supply store locations, resulting in proceeds of \$130.8 million and a gain of \$62.2 million, which is included in Selling, general, and administrative expenses. During fiscal 2023, the Company completed its strategically planned sale-leaseback of 15 Tractor Supply store locations, resulting in proceeds of \$82.0 million and a gain of \$41.7 million, which is included in Selling, general, and administrative expenses. The Company intends to lease those properties for 15 years, with renewal options thereafter. The transactions met the accounting criteria for sale-leaseback treatment, and the resulting leases were accounted for as operating leases.

**Note 76 – Capital Stock and Dividends**

Capital Stock

The authorized capital stock of the Company consists of common stock and preferred stock. The Company is authorized to issue 400 million 2.00 billion shares of common stock. The Company is also authorized to issue 40 thousand shares of preferred stock, with such designations, rights and preferences as may be determined from time to time by the Company's Board of Directors.



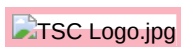
Dividends

During fiscal 2023 2024 and 2022, 2023, the Company's Board of Directors declared the following cash dividends:

Date Declared	Dividend Amount Per Share of Common		Record Date	Date Paid
	Stock(a)			
November 6, 2024	\$0.22		November 25, 2024	December 10, 2024
August 7, 2024	\$0.22		August 26, 2024	September 10, 2024
May 8, 2024	\$0.22		May 28, 2024	June 11, 2024
February 5, 2024	\$0.22		February 26, 2024	March 12, 2024
November 8, 2023	\$1.03	0.21	November 27, 2023	December 12, 2023
August 9, 2023	\$1.03	0.21	August 28, 2023	September 12, 2023
May 10, 2023	\$1.03	0.21	May 30, 2023	June 13, 2023
February 8, 2023	\$1.03	0.21	February 27, 2023	March 14, 2023
November 2, 2022	\$0.92		November 21, 2022	December 6, 2022
August 4, 2022	\$0.92		August 22, 2022	September 7, 2022
May 10, 2022	\$0.92		May 25, 2022	June 8, 2022
January 26, 2022	\$0.92		February 21, 2022	March 8, 2022

It IS(a) All per share amounts have been adjusted to reflect the present intention of the Company's Board of Directors to continue to pay a quarterly cash dividend; however, the declaration and payment amount of future dividends will be determined by the Company's Board of Directors five-for-one Stock Split as discussed in its sole discretion and will depend upon the earnings, financial condition, and capital needs of the Company, along with any other factors which the Company's Board of Directors deem relevant. Note 1.

On February 5, 2024 February 12, 2025, the Company's Board of Directors declared a quarterly cash dividend of \$1.10 \$0.23 per share of the Company's outstanding common stock. The dividend will be paid on March 12, 2024 March 11, 2025, to stockholders of record as of the close of business on February 26, 2024 February 26, 2025.



71

[Table of Contents](#)

## Note 8 7 – Treasury Stock

The Company's Board of Directors has authorized common stock repurchases under a share repurchase program which was announced in February 2007. As of December 30, 2023 December 28, 2024, the authorization amount of the program, which has been increased from time to time, was authorized for up to \$6.50 billion, exclusive of any fees, commissions or other expenses related to such repurchases. The share repurchase program does not have an expiration date. The repurchases may be made from time to time on the open market or in privately negotiated transactions. The timing and amount of any shares repurchased under the program will depend on a variety of factors, including price, corporate and regulatory requirements, capital availability and other market conditions. Repurchased shares are accounted for at cost and will be held in treasury for future issuance. The program may be limited, temporarily paused, or terminated at any time without prior notice. As of December 30, 2023 December 28, 2024, the Company had remaining authorization under the share repurchase program of \$1.05 billion \$487.3 million, exclusive of any fees, commissions or other expenses.

On February 12, 2025 the Company's Board of Directors authorized a \$1.00 billion increase to the existing share repurchase program, bringing the total amount authorized to date under the program to \$7.50 billion.

The following table provides the number of shares repurchased, average price paid per share, and total costs of share repurchases in fiscal 2024, 2023, 2022, and 2021, 2022, respectively (in thousands, except per share amounts):

	Fiscal Year		
	2023	2022	2021
	2024	2023	2022

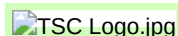
Total number of shares repurchased (a)

Average price paid per share (a)

Total costs of share repurchases (a) (b)

(a) All share and per share amounts have been adjusted to reflect the five-for-one Stock Split effective December 20, 2024 as discussed in Note 1.

(b) Effective January 1, 2023, the Company's share repurchases are subject to a 1% excise tax as a result of the Inflation Reduction Act of 2022. Excise taxes incurred on share repurchases represent direct costs of the repurchase and are recorded as a part of the cost basis of the shares within treasury stock. The cost of shares repurchased may differ from the repurchases of common stock amounts in the consolidated statements of cash flows due to unsettled share repurchases at the end of a period and excise taxes incurred on share repurchases.



68

## Note 98 – Net Income Per Share

Net income per share is calculated as follows (in thousands, except per share amounts):

	Fiscal Year		
	2023		
	Net Income	Shares	Per Share Amount
Basic net income per share:	\$ 1,107,226	109,096	\$ 10.15
Dilutive effect of share-based awards	—	650	(0.06)
Diluted net income per share:	\$ 1,107,226	109,746	\$ 10.09

	Fiscal Year		
	2022		
	Net Income	Shares	Per Share Amount
Basic net income per share:	\$ 1,088,712	111,336	\$ 9.78
Dilutive effect of share-based awards	—	813	(0.07)
Diluted net income per share:	\$ 1,088,712	112,149	\$ 9.71

	Fiscal Year					
	2021		2024			
	Net Income	Shares	Per Share Amount	Net Income	Shares	Per Share Amount
Basic net income per share:						
Dilutive effect of share-based awards						
Diluted net income per share:						

	Fiscal Year		
	2023		
	Net Income	Shares (a)	Per Share Amount (a)
Basic net income per share:	\$ 1,107,226	545,480	\$ 2.03
Dilutive effect of share-based awards	—	3,249	(0.01)

Diluted net income per share:	\$	1,107,226	548,729	\$	2.02
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(a) All share and per share amounts have been adjusted to reflect the five-for-one Stock Split effective December 20, 2024 as discussed in Note 1.

[Table of Contents](#)

	Fiscal Year		
	2022		
	Net Income	Shares (a)	Per Share Amount (a)
Basic net income per share:	\$ 1,088,712	556,681	\$ 1.96
Dilutive effect of share-based awards	—	4,062	(0.02)
Diluted net income per share:	\$ 1,088,712	560,743	\$ 1.94

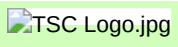
(a) All share and per share amounts have been adjusted to reflect the five-for-one Stock Split as discussed in Note 1.

Anti-dilutive share-based awards excluded from the above calculations totaled approximately 0.2 million 0.9 million fiscal 2024, approximately 1.2 million in fiscal 2023 and approximately 0.1 million in fiscal 2022 and less than 0.1 0.7 million fiscal 2021, 2022.

**Note 109 – Income Taxes**

The provision for income taxes consists of the following (in thousands):

	Fiscal Year					
	2023	2022	2021	2024	2023	2022
Current tax expense:	Current tax expense:	Current tax expense:	Current tax expense:			
Federal						
State						
Total current						
Deferred tax expense/(benefit):						
Deferred tax expense/(benefit):						
Deferred tax expense/(benefit):						
Federal						
Federal						
Federal						
State						
Total deferred						
Total provision						



Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the deferred tax assets and liabilities are as follows (in thousands):

December 30, 2023	December 31, 2022	December 28, 2024	December 30, 2023
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Tax assets:	Tax assets:		Tax assets:	
Inventory valuation				
Accrued employee benefits costs				
Operating lease liabilities				
Operating lease liabilities				
Operating lease liabilities				
Deferred compensation				
Workers' compensation insurance				
Income tax credits				
Income tax credits				
Income tax credits				
Amortization				
Depreciation				
Other				
Tax liabilities:				
Finance lease assets				
Finance lease assets				
Finance lease assets				
Operating lease right-of-use assets				
Operating lease right-of-use assets				
Operating lease right-of-use assets				
Depreciation				
Other				
Net deferred tax liability				
Net deferred tax liability				
Net deferred tax liability				

The Company has evaluated the need for a valuation allowance for all or a portion of the deferred tax assets. The Company believes that all of the deferred tax assets will more likely than not be realized through future earnings. The Company had state tax credit carryforwards of \$15.7 million\$23.3 million and \$14.0 million\$15.7 million as of December 30, 2023December 28, 2024 and December 31, 2022December 30, 2023, respectively, with varying dates of expiration through 2038,2049. The Company provided no valuation allowance as of December 30, 2023December 28, 2024 and December 31, 2022December 30, 2023 for state tax credit carryforwards, as the Company believes it is more likely than not that all of these credits will be utilized before their expiration dates.

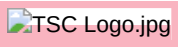


Table of Contents

A reconciliation of the provision for income taxes to the amounts computed at the federal statutory rate is as follows (in thousands):

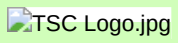
	Fiscal Year					
	2023	2022	2021	2024	2023	2022
Tax provision at statutory rate						
Tax effect of:						
State income taxes, net of federal tax benefits						
State income taxes, net of federal tax benefits						
State income taxes, net of federal tax benefits						

Tax credits, net of federal tax benefits  
Tax credits, net of federal tax benefits  
Tax credits, net of federal tax benefits  
Share-based compensation programs  
Other  
Other  
Other

Total income tax expense

The Company and its affiliates file income tax returns in the U.S. and various state and local jurisdictions. With few exceptions, the Company is no longer subject to federal, state and local income tax examinations by tax authorities for years before 2019, 2020. Various states have completed an examination of our income tax returns for 2017 through 2021 with minimal adjustments.

The total amount of unrecognized tax positions that, if recognized, would decrease the effective tax rate, is \$7.6 million \$7.7 million at December 30, 2023 December 28, 2024. In addition, the Company recognizes current interest and penalties accrued related to these uncertain tax positions as interest expense, and the amount is not material to the Consolidated Statements of Income. The Company has



70

considered the reasonably possible expected net change in uncertain tax positions during the next 12 months and does not expect any material changes to our liability for uncertain tax positions through December 28, 2024 December 27, 2025.

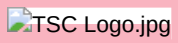
A reconciliation of the beginning and ending gross amount of unrecognized tax benefits (exclusive of interest and penalties) is as follows (in thousands):

	Fiscal Year					
	2023	2022	2021	2024	2023	2022
Balance at beginning of year						
Additions based on tax positions related to the current year						
Additions for tax positions of prior years						
Reductions for tax positions of prior years						
Balance at end of year						

**Note 11 10 – Retirement Benefit Plans**

The Company has a defined contribution benefit plan, the Tractor Supply Company 401(k) Retirement Savings Plan (the “401(k) Plan”), which provides retirement benefits for eligible employees. The Company matches (in cash) 100% of the employee's elective contributions up to 3% of eligible compensation plus 50% of the employee's elective contributions from 3% to 6% of eligible compensation. In no event shall the total Company match made on behalf of the employee exceed 4.5% of the employee's eligible compensation. All current contributions are immediately vested. Company contributions to the 401(k) Plan were approximately \$18.8 million \$20.1 million, \$17.2 million \$18.8 million, and \$15.3 million \$17.2 million during fiscal 2024, 2023, 2022, and 2021, 2022, respectively.

The Company offers, through a deferred compensation program, the opportunity for certain qualifying employees to elect to defer a portion of their annual base salary and/or their annual incentive bonus. Under the deferred compensation program, a percentage of the participants' salary deferral is matched by the Company, limited to a maximum annual matching contribution of \$4,500. The Company's contributions, including accrued interest, were \$0.6 million \$0.5 million, \$0.6 million, and \$0.3 million \$0.6 million during fiscal 2024, 2023, 2022, and 2021, 2022, respectively.



74

**Note 12 11 – Commitments and Contingencies**

*Contractual Commitments*

At **December 30, 2023** December 28, 2024, the Company had contractual commitments various non-cancelable obligations of approximately \$44.8 approximately \$160.4 million, of which \$13.0 \$58.6 million is related to the construction of new distribution centers, and stores under the Company's fee development program. Commitments related to new stores are generally due as construction progresses, with obligations extending through 2025.

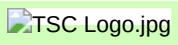
The remaining \$101.8 million in obligations is related to purchase obligations such as inventory purchases and marketing-related contracts. The Company does not have material contractual commitments strategic investments related to construction projects extending greater than twelve months. information technology systems and inventory purchase obligations. The majority of these agreements are due within 3 years and are recorded as liabilities when the goods are received or the services are rendered.

In addition, the Company had \$320.5 \$387.5 million legally binding minimum lease payments for leases signed, but not yet commenced.

*Letters of Credit*

At **December 30, 2023** December 28, 2024, there were \$58.3 million \$74.1 million outstanding letters of credit.

**Litigation**



*In March 2023, U.S. Customs and Border Protection ("U.S. Customs") sent the Company a notice that proposed to classify certain of our imports from China as subject to anti-dumping and countervailing ("AD/CV") duties. We responded to U.S. Customs outlining the reasons for our position that these imports are not subject to AD/CV duties. The case was dismissed during the fourth quarter of 2023 with no material impact to the Company's Consolidated Financial Statements.* **Litigation**

The Company is involved in various litigation matters arising in the ordinary course of business. The Company believes that, based upon information currently available, any estimated loss related to such matters has been adequately provided for in accrued liabilities to the extent probable and reasonably estimable. Accordingly, the Company currently expects these matters will be resolved without material adverse effect on its consolidated financial position, results of operations or cash flows. However, litigation and other legal matters involve an element of uncertainty. Future developments in such matters, including adverse decisions or settlements or resulting required changes to the Company's business operations, could affect our consolidated operating results when resolved in future periods or could result in liability or other amounts material to the Company's Consolidated Financial Statements.

**Note 13 12 – Segment Reporting**

The Company has one reportable segment which is the retail sale of products that support the rural lifestyle. The following table indicates the percentage of net sales represented by each major product category during fiscal 2024, 2023, 2022, and 2021:

Product Category:	Percent of Net Sales		
	Fiscal Year		
	2023	2022	2021
Livestock, Equine & Agriculture <sup>(a)</sup>	27 %	28 %	27 %
Companion Animal <sup>(b)</sup>	25	23	21
Seasonal & Recreation <sup>(c)</sup>	22	22	23
Truck, Tool, & Hardware <sup>(d)</sup>	16	16	18

Clothing, Gift, & Décor <sup>(e)</sup>	10	11	11
Total	100 %	100 %	100 %

2022:

Product Category:	Percent of Net Sales		
	Fiscal Year		
	2024	2023	2022
Livestock, Equine, & Agriculture <sup>(a)</sup>	26 %	27 %	28 %
Companion Animal <sup>(b)</sup>	25	25	23
Seasonal & Recreation <sup>(c)</sup>	23	22	22
Truck, Tool, & Hardware <sup>(d)</sup>	16	16	16
Clothing, Gift, & Décor <sup>(e)</sup>	10	10	11
Total	100 %	100 %	100 %

Note: Net sales by major product categories for prior periods have been reclassified to conform to the current year presentation.

(a) Includes livestock and equine feed & equipment, poultry, fencing, and sprayers & chemicals.

(b) Includes food, treats and equipment for dogs, cats, and other small animals as well as dog wellness.

(c) Includes tractor & rider, lawn & garden, bird feeding, power equipment, and other recreational products.

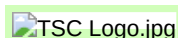
(d) Includes truck accessories, trailers, generators, lubricants, batteries, and hardware and tools.

(e) Includes clothing, footwear, toys, snacks, and decorative merchandise.

The accounting policies of the retail segment are the same as those described in the Summary of Significant Accounting Policies included in Note 1 - Significant Accounting Policies.

The Company's Chief Operating Decision Maker ("CODM") is identified as the President and Chief Executive Officer. The CODM assesses performance for the retail segment based on Net income as reported on the Company's Consolidated Statements of Income. The CODM considers net income on a monthly basis when assessing performance of the segment. Net income is also used in competitive analysis by benchmarking to the Company's competitors and establishing management's compensation.

The measure of segment assets is reported on the Company's Consolidated Balance Sheets as total consolidated assets.



72

Within the reportable segment, there are significant expense categories regularly provided to the CODM and included in the measure of the segment's net income as shown below:

	Fiscal Year		
	2024	2023	2022
<b>Net Sales</b>	\$ 14,883,231	\$ 14,555,741	\$ 14,204,717
Less:			
Cost of merchandise sold	9,486,674	9,327,522	9,232,513
Personnel expense <sup>(a)</sup>	1,939,494	1,883,710	1,764,161
Depreciation and amortization	447,162	393,049	343,062
Other segment expenses <sup>(b)</sup>	1,542,369	1,472,548	1,430,038
Interest expense, net	54,592	46,510	30,633

Income tax expense	311,700	325,176	315,598
<b>Segment net income</b>	<b>\$ 1,101,240</b>	<b>\$ 1,107,226</b>	<b>\$ 1,088,712</b>
Reconciliation of segment profit:			
Adjustments and reconciling items	—	—	—
<b>Consolidated net income</b>	<b>\$ 1,101,240</b>	<b>\$ 1,107,226</b>	<b>\$ 1,088,712</b>

(a) Personnel expenses include wages, salaries, and other forms of compensation related to personnel.

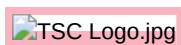
(b) Other segment expenses include occupancy expenses (including \$611.8 million in rent expenses as disclosed in Note 5), advertising expenses, and other operating expenses within Selling, General, and Administrative expenses as described in Note 1.

## Note 13 – Subsequent Events

On December 30, 2024, the Company completed its acquisition of Allivet, a privately-held online pet pharmacy, for \$135.0 million. The deal was an all-cash transaction that the Company financed through its balance sheet. The acquisition of Allivet will complement and strengthen the Company's portfolio offering for companion animals, equestrian and livestock customers and unlock new opportunities for growth.

## Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.



75

## [Table of Contents](#)

## Item 9A. Controls and Procedures

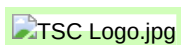
### Disclosure Controls and Procedures

We carried out an evaluation required by the Securities Exchange Act of 1934, as amended (the "1934 Act"), under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the 1934 Act) as of **December 30, 2023** **December 28, 2024**. Based on this evaluation, our principal executive officer and principal financial officer concluded that, as of **December 30, 2023** **December 28, 2024**, our disclosure controls and procedures were effective.

### Internal Control Over Financial Reporting

A report of the Company's management on the Company's internal control over financial reporting (as such term is defined in Rule 13a-15(f) under the 1934 Act) and a report of Ernst & Young LLP, an independent registered public accounting firm, on the effectiveness of the Company's internal control over financial reporting are included in Item 8 of this Annual Report on Form 10-K.

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



73

## Item 9B. Other Information

On November 10, 2023, Colin Yankee, During the Company's EVP, Chief Supply Chain Officer, entered into a trading plan intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act (a "10b5-1 Plan"). Mr. Yankee's 10b5-1 Plan provides for the potential sale of up to 9,316 shares three fiscal months ended December 28, 2024, none of the Company's common stock, including the sale directors or officers adopted, modified or terminated any "Rule 10b5-1 trading arrangement" or any "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408 of up to 4,753 shares of the Company's common stock that Mr. Yankee may acquire upon exercise of options. The plan commences on February 28, 2024 and terminates on the earlier of the date all the shares under the plan are sold and October 30, 2024. Regulation S-K.

#### Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

### PART III

#### Item 10. Directors, Executive Officers and Corporate Governance

The information set forth under the caption "Information about our Executive Officers" in Part I of this Form 10-K is incorporated herein by reference.

The Company has a Code of Ethics which covers all exempt employees, officers and directors of the Company, including the principal executive officer, principal financial officer, principal accounting officer and controller. The Code of Ethics is available in the "Governance" section of the Company's website at [ir.tractorsupply.com](http://ir.tractorsupply.com). A copy of the Code of Ethics can also be obtained, free of charge, upon written request to the Corporate Secretary, Tractor Supply Company, 5401 Virginia Way, Brentwood, TN 37027. The Company intends to post amendments to or waivers, if any, from its Code of Ethics (to the extent applicable to its principal executive officer, principal financial officer, principal accounting officer or controller) on its website.

The Company has an Insider Trading, Anti-Hedging and Pledging Policy governing the purchase, sale, and disposition of the Company's securities by directors and team members, including officers, that is reasonably designed to promote compliance with U.S. insider trading laws, rules and regulations, and applicable listing standards. For more information, please refer to the Insider Trading, Anti-Hedging and Pledging Policy filed herewith as Exhibit 19.

The remaining disclosures required by this Item are incorporated herein by reference to our Proxy Statement for our Annual Meeting of Stockholders to be held on May 9, 2024 May 15, 2025.

#### Item 11. Executive Compensation

The disclosures required by this Item are incorporated herein by reference to our Proxy Statement for our Annual Meeting of Stockholders to be held on May 9, 2024 May 15, 2025.

#### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information set forth under the caption "Security Ownership of Certain Beneficial Owners and Management" in our Proxy Statement for our Annual Meeting of Stockholders to be held on May 9, 2024 May 15, 2025, is incorporated herein by reference.



7674

[Table of Contents](#)

Following The following is a summary of our equity compensation plans as of December 30, 2023 December 28, 2024, under which equity securities are authorized for issuance, aggregated as follows:

Plan Category	Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance	Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance
<u>Equity compensation plans approved by security holders:</u>	<u>Equity compensation plans approved by security holders:</u>			<u>Equity compensation plans approved by security holders:</u>				
Stock Incentive Plans								
Employee Stock Purchase Plan								
<u>Equity compensation plans not approved by security holders</u>								
Total								

(a) Includes 1,014,877 4,118,065 outstanding stock options, 384,105 2,012,535 unvested restricted stock units and 25,891 22,386 restricted stock units which have vested but the receipt of which have been deferred by the recipient, and 154,819 744,980 unvested performance-based restricted share units. The 2006 Stock Incentive Plan was superseded in May 2009 by the 2009 Stock Incentive Plan. The 2009 Stock Incentive Plan was superseded in May 2018 by the 2018 Omnibus Incentive Plan. Shares available under the 2018 Omnibus Incentive Plan are reduced by one share for each share issued pursuant to the exercise of a stock option and by two shares for each share issued pursuant to a full-value award (e.g., restricted stock unit or performance-based restricted share unit).

(b) Excludes restricted stock units and performance-based restricted share units which have a weighted average exercise price of zero.

The information set forth in Note 2 to the Consolidated Financial Statements contained in this Form 10-K provides further information with respect to the material features of each plan.

### Item 13. Certain Relationships and Related Transactions, and Director Independence

The information set forth under the captions “Corporate Governance – Director Independence and Board Operations” and “Related Party Transactions” in our Proxy Statement for our Annual Meeting of Stockholders to be held on May 9, 2024 May 15, 2025, is incorporated herein by reference.

### Item 14. Principal Accountant Fees and Services

The information set forth under the caption “Item 2 – Ratification of Reappointment of Independent Registered Public Accounting Firm” in our Proxy Statement for our Annual Meeting of Stockholders to be held on May 9, 2024 May 15, 2025, is incorporated herein by reference.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules

#### a) 1. Financial Statements

See Consolidated Financial Statements under Item 8 on pages 42 40 through 51 49 of this Form 10-K.

#### 2. Financial Statement Schedules

All schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions, are inapplicable or the information is included in the Consolidated Financial Statements and, therefore, have been omitted.

### 3. Exhibits

The exhibits listed in the Index to Exhibits, which appears on pages 80 78 through 84 of this Form 10-K, are incorporated herein by reference or filed as part of this Form 10-K.

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77 75

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[Table of Contents](#)

#### **Item 16. Form 10-K Summary.**

None.

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78 76

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[Table of Contents](#)

### SIGNATURES

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

TRACTOR SUPPLY COMPANY

Date: February 23, 2024 20, 2025

By: /s/ Kurt D. Barton  
Executive Vice President – Chief Financial Officer and Treasurer

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



<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Kurt D. Barton</u> Kurt D. Barton	Executive Vice President – Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	February 23, 2024 20, 2025
<u>/s/ Harry A. Lawton III</u> Harry A. Lawton III	President, Chief Executive Officer, and Director (Principal (Principal Executive Officer)	February 23, 2024 20, 2025
<u>/s/ Edna K. Morris</u> Edna K. Morris	Chairman of the Board	February 23, 2024 20, 2025
<u>/s/ Joy Brown</u> Joy Brown	Director	February 23, 2024 20, 2025
<u>/s/ Ricardo Cardenas</u> Ricardo Cardenas	Director	February 23, 2024 20, 2025
<u>/s/ Meg Ham</u> Meg Ham	Director	February 23, 2024 20, 2025
<u>/s/ Andre J. Hawaux</u> Andre J. Hawaux	Director	February 23, 2024 20, 2025
<u>/s/ Denise L. Jackson</u> Denise L. Jackson	Director	February 23, 2024 20, 2025
<u>/s/ Ramkumar Krishnan</u> Ramkumar Krishnan	Director	February 23, 2024 20, 2025
<u>/s/ Mark J. Weikel</u> Mark J. Weikel	Director	February 23, 2024 20, 2025



79 77

[Table of Contents](#)

## EXHIBIT INDEX

- 3.1 [Restated Certificate of Incorporation, as amended, of the Company \(restated for SEC filing purposes only\) \(filed as Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q, filed with the Commission on October 22, 2020, and incorporated herein by reference\).](#)
- 3.2 [Certificate of Amendment to Restated Certificate of Incorporation, effective December 19, 2024 \(filed as Exhibit 3.1 to Registrant's Current Report on Form 8-K, filed with the Commission on December 20, 2024 and incorporated herein by reference\).](#)
- 3.2 3.3 [Sixth Seventh Amended and Restated By-laws \(filed as Exhibit 3.1 to Registrant's Quarterly Report on Form 10-Q, filed with the Commission on November 3, 2022 November 7, 2024, and incorporated herein by reference\).](#)
- 4.1 Form of Specimen Certificate representing the Company's Common Stock, par value \$.008 per share (filed as Exhibit 4.2 to Amendment No. 1 to Registrant's Registration Statement on Form S-1, Registration No. 33-73028, filed in paper form with the Commission on January 31, 1994, and incorporated herein by reference).
- 4.2 [Form of Subordinate Indenture \(filed as Exhibit 4.3 to Registrant's Registration Statement on Form S-3ASR, Registration No. 333-249595, filed with the Commission on October 22, 2020, and incorporated herein by reference\).](#)
- 4.3 [Indenture, dated as of October 30, 2020, by and between Tractor Supply Company and Regions Bank, as trustee \(filed as Exhibit 4.1 to Registrant's Current Report on Form 8-K, filed with the Commission on October 30, 2020, and incorporated herein by reference\).](#)
- 4.4 [First Supplemental Indenture, dated as of October 30, 2020, by and between Tractor Supply Company and Regions Bank, as trustee \(filed as Exhibit 4.2 to Registrant's Current Report on Form 8-K, filed with the Commission on October 30, 2020, and incorporated herein by reference\).](#)
- 4.5 [Form of 1.750% Note due 2030 \(filed as Exhibit 4.3 to Registrant's Current Report on Form 8-K, filed with the Commission on October 30, 2020, and incorporated herein by reference\)\(included in Exhibit 4.4\).](#)
- 4.6 [Second Supplemental Indenture, dated as of May 5, 2023, by and between Tractor Supply Company and Regions Bank, as trustee \(filed as Exhibit 4.2 to Registrant's Current Report on Form 8-K, filed with the Commission on May 5, 2023, and incorporated herein by reference\).](#)
- 4.7 [Form of 5.25% Note due 2033 \(filed as Exhibit 4.3 to Registrant's Current Report on Form 8-K, filed with the Commission on May 5, 2023, and incorporated herein by reference\)\(included in Exhibit 4.6\).](#)
- 4.8\* [Description of Registrant's Securities Registered Pursuant to Section 12 of the Exchange Act of 1934.](#)
- 10.1\* 10.1 [Tractor Supply Company Executive Deferred Compensation Plan, \(amended amended and restated effective January 1, 2023\), +](#)
- 10.2 [Form of Incentive Stock Option Agreement under the 2006 Stock Incentive Plan \(filed as Exhibit 10.39 10.1 to Registrant's Annual Registrant's Report on Form 10-K, filed with the Commission on February 28, 2007 February 23, 2024, and incorporated herein by reference\).+](#)
- 10.3 [Form of Incentive Stock Option Agreement under the 2006 Stock Incentive Plan \(filed as Exhibit 10.45 to Registrant's Annual Report on Form 10-K, filed with the Commission on February 27, 2008, incorporated herein by reference\).+](#)
- 10.4 10.2 [Tractor Supply Company 2006 Stock Incentive Plan \(filed as Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Commission on April 27, 2006, and incorporated herein by reference\).+](#)
- 10.5 10.3 [Second Amendment to the Tractor Supply Company 2006 Stock Incentive Plan, effective February 8, 2007 \(filed as Exhibit 10.38 to Registrant's Annual Report on Form 10-K, filed with the Commission on February 28, 2007, and incorporated herein by reference\).+](#)
- 10.6 [Form of Incentive Stock Option Agreement under the 2006 Stock Incentive Plan \(filed as Exhibit 10.41 to the Registrant's Annual Report on Form 10-K, filed with the Commission on February 25, 2009, and incorporated herein by reference\).+](#)
- 10.7 10.4 [Tractor Supply Company 2009 Stock Incentive Plan \(filed as Exhibit 99.1 to Registrant's Current Report on Form 8-K, filed with the Commission on April 14, 2009, and incorporated herein by reference\).+](#)
- 10.8 10.5 [Form of Restricted Share Unit Agreement under the Tractor Supply Company 2009 Stock Incentive Plan \(filed as Exhibit 10.45 to Registrant's Quarterly Report on Form 10-Q, filed with the Commission on August 4, 2009, and incorporated herein by reference\).+](#)
- 10.9 10.6 [Form of Nonqualified Stock Option Agreement under the Tractor Supply Company 2009 Stock Incentive Plan \(filed as Exhibit 10.46 to Registrant's Quarterly Report on Form 10-Q, filed with the Commission on August 4, 2009, and incorporated herein by reference\).+](#)



80

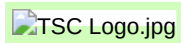
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[Table of Contents](#)

**10.10** **10.7** [Form of Director Restricted Stock Unit Award Agreement \(filed as Exhibit 10.48 to Registrant's Quarterly Report on Form 10-Q, filed with the Commission on November 2, 2009, and incorporated herein by reference\).](#)+

**10.11** [Form of Restricted Share Unit Agreement for Officers \(filed as Exhibit 10.49 to Registrant's Quarterly Report on Form 10-Q, filed with the Commission on November 2, 2009, and incorporated herein by reference\).](#)+

**10.12** **10.8** [Form of Deferred Stock Unit Award Agreement for Directors \(filed as Exhibit 10.50 to Registrant's Quarterly Report on Form 10-Q, filed with the Commission on November 2, 2009, and incorporated herein by reference\).](#)+



78

- [10.13](#) [10.9](#) [First Amendment to the Tractor Supply Company 2009 Stock Incentive Plan, effective February 4, 2015 \(filed as Exhibit 10.34 to the Registrant's Annual Report on Form 10-K, filed with the Commission on February 18, 2015, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.14](#) [10.10](#) [Note Purchase and Private Shelf Agreement, dated August 14, 2017, by and among Tractor Supply Company, PGIM, Inc. \("Prudential"\) and certain of its affiliates \(the "Prudential Affiliates"\), party thereto \(filed as Exhibit 10.1 to Current Report on Form 8-K, filed with the Commission on August 16, 2017, and incorporated herein by reference\).](#)
- [10.15](#) [10.11\\*](#) [Amended and Restated Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit A to Registrant's Proxy Statement on Schedule 14A for Registrant's Annual Meeting of Shareholders held on May 10, 2018, filed with the Commission on March 27, 2018, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.16](#) [10.12](#) [Form of Nonqualified Stock Option Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on August 9, 2018, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.17](#) [10.13](#) [Form of Restricted Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on August 9, 2018, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.18](#) [10.14](#) [Form of Performance Share Unit Agreement for Officers under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on August 9, 2018, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.19](#) [10.15](#) [Form of Indemnification Agreement, by and between Tractor Supply Company and each of its executive officers and directors, dated November 8, 2018 \(filed as Exhibit 10.1 to Current Report on Form 8-K, filed with the Commission on November 14, 2018, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.20](#) [10.16](#) [Form of Restricted Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.41 to the Registrant's Annual Report on Form 10-K, filed with the Commission on February 21, 2019, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.21](#) [10.17](#) [Form of Nonqualified Stock Option Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.42 to the Registrant's Annual Report on Form 10-K, filed with the Commission on February 21, 2019, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.22](#) [10.18](#) [Employment Agreement, dated December 4, 2019, by and between Tractor Supply Company and Harry A. Lawton III \(filed as Exhibit 10.1 to Registrant's Current Report on Form 8-K, filed with the Commission on December 6, 2019, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.23](#) [10.19](#) [Form of Performance Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.48 to the Registrant's Annual Report on Form 10-K, filed with the Commission on February 20, 2020, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.24](#) [10.20](#) [Form of Restricted Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.49 to the Registrant's Annual Report on Form 10-K, filed with the Commission on February 20, 2020, and incorporated herein by reference\).](#)<sup>+</sup>
- [10.25](#) [10.21](#) [First Amendment to Note Purchase and Private Shelf Agreement, dated October 16, 2020, by and among Tractor Supply Company, certain subsidiaries of Tractor Supply Company, PGIM, Inc. and certain affiliates of PGIM, Inc \(filed as Exhibit 10.4 to Registrant's Quarterly Report on Form 10-Q, filed with the Commission on October 22, 2020, and incorporated herein by reference\).](#)
- [10.26](#) [10.22](#) [Second Amendment to Note Purchase and Private Shelf Agreement, dated November 4, 2020, by and among Tractor Supply Company, PGIM, Inc. and the other noteholders \(filed as Exhibit 10.2 to Current Report on Form 8-K, filed with the Commission on November 5, 2020, and incorporated herein by reference\).](#)
- [10.27](#) [10.23](#) [Form of Restricted Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.45 to Registrant's Annual Report on Form 10-K, filed with the Commission on February 17, 2022\).](#)<sup>+</sup>



- [10.28 10.24 Form of Restricted Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.46 to Registrant's Annual Report on Form 10-K, filed with the Commission on February 17, 2022\).](#) +
- [10.29 10.25 Form of Performance Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.47 to Registrant's Annual Report on Form 10-K, filed with the Commission on February 17, 2022\).](#) +
- [10.30 10.26 Form of Nonqualified Stock Option Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(filed as Exhibit 10.48 to Registrant's Annual Report on Form 10-K, filed with the Commission on February 17, 2022\).](#) +



79

- [10.31](#) [10.27](#) [Form of PerformanceShare Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(VP and Above\)](#) (filed as Exhibit [10.62](#)[10.62](#) to Registrant's Annual Report on Form 10-K, filed with the Commission on [February 23, 2023](#)), [February 23, 2023](#)). +
- [10.32](#) [10.28](#) [Form of Performance Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(CEO\)](#) (filed as Exhibit [10.63](#)[10.63](#) to Registrant's Annual Report on Form 10-K, filed with the Commission on [February 23, 2023](#)), [February 23, 2023](#)). +
- [10.33](#) [10.29](#) [Third Amendment to Note Purchase and Private Shelf Agreement, dated September 30, 2022, by and among Tractor Supply Company, PGIM, Inc. and the other noteholders](#) (filed as Exhibit 10.2 to Registrant's Current Report on Form 8-K, filed with the Commission on October 5, 2022, and incorporated herein by reference).
- [10.34](#) [10.30](#) [Credit Agreement, dated as of September 30, 2022, by and among Tractor Supply Company, as Borrower, certain lenders and Wells Fargo Bank, National Association, as Administrative Agent](#) (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on November 3, 2022, and incorporated herein by reference).
- [10.35](#) [10.31](#) [Fourth Amendment to Note Purchase and Private Shelf Agreement, dated November 2, 2022, by and among Tractor Supply Company, PGIM, Inc. and the other noteholders](#) (filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on November 3, 2022, and incorporated herein by reference).
- [10.36](#) [10.32](#) [Form of Omnibus Amendment to Non-Qualified Stock Option Grant Agreements](#) (filed as Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q, filed with the Commission on November 3, 2022, and incorporated herein by reference). +
- [10.37](#) [10.33](#) [Letter Agreement, dated as of February 9, 2023, amending the Employment Agreement dated December 4, 2019, by and between Tractor Supply Company and Harry A. Lawton III](#) (filed as Exhibit 10.1 to Current Report on Form 8-K, filed with the Commission on February 9, 2023, and incorporated herein by reference).
- [10.38](#) [10.34](#) [Amended and Restated Change in Control Agreement, dated February 9, 2023 by and between Tractor Supply Company and Harry A. Lawton III](#) (filed as Exhibit 10.2 to Current Report on Form 8-K, filed with the Commission on February 9, 2023, and incorporated herein by reference).
- [10.39](#) [10.35](#) [Form of Amended and Restated Change in Control Agreement, dated as February 9, 2023](#) (filed as Exhibit 10.3 to Current Report on Form 8-K, filed with the Commission on February 9, 2023, and incorporated herein by reference).
- [10.40](#) [10.36](#) [Amended and Restated Performance Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(CEO Grant Made in 2022\), dated as of February 9, 2023](#) (filed as Exhibit 10.4 to Current Report on Form 8-K, filed with the Commission on February 9, 2023, and incorporated herein by reference). +
- [10.41](#) [10.37](#) [Amended and Restated Performance Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(CEO Grant Made in 2021\), dated as of February 9, 2023](#) (filed as Exhibit 10.5 to Current Report on Form 8-K, filed with the Commission on February 9, 2023, and incorporated herein by reference). +
- [10.38](#) [Form of Performance Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(VP and Above\)](#) (filed as Exhibit [10.62](#) to Registrant's Annual Report on Form 10-K, filed with the Commission on [February 23, 2023](#)), +
- [10.39](#) [Form of Performance Share Unit Agreement under the Tractor Supply Company 2018 Omnibus Incentive Plan \(CEO\)](#) (filed as Exhibit [10.63](#) to Registrant's Annual Report on Form 10-K, filed with the Commission on [February 23, 2023](#)), +
- [19\\*](#) [Insider Trading, Anti-Hedging and Pledging Policy](#)
- [21\\*](#) [List of subsidiaries.](#)
- [23\\*](#) [Consent of Ernst & Young LLP.](#)
- [31.1\\*](#) [Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- [31.2\\*](#) [Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- [32\\*\\*](#) [Certification of Chief Executive Officer and Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- [97.1\\*](#) [Tractor Supply Company Compensation Clawback Policy](#) (filed as Exhibit [97.1](#) to Registrant's Annual Report on Form 10-K, filed with the Commission on [February 23, 2023](#)).

[Table of Contents](#)

101\* The following financial information from our Annual Report on Form 10-K for fiscal 2023, 2024, filed with the SEC on February 23, 2024 February 20, 2025, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets at December 30, 2023 December 28, 2024 and December 31, 2022 December 30, 2023, (ii) the Consolidated Statements of Income for the fiscal years ended December 30, 2023 December 28, 2024, December 31, 2022 December 30, 2023, and December 25, 2021 December 31, 2022, (iii) the Consolidated Statements of Comprehensive Income for the fiscal years ended December 30, 2023 December 28, 2024, December 31, 2022 December 30, 2023, and December 25, 2021 December 31, 2022, (iv) the Consolidated Statements of Stockholders' Equity for the fiscal years ended December 30, 2023 December 28, 2024, December 31, 2022 December 30, 2023, and December 25, 2021 December 31, 2022, (v) the Consolidated Statements of Cash Flows for the fiscal years ended December 30, 2023 December 28, 2024, December 31, 2022 December 30, 2023, and December 25, 2021 December 31, 2022, and (vi) the Notes to Consolidated Financial Statements.

104 The cover page from the Company's Annual Report on Form 10-K for the year ended December 30, 2023 December 28, 2024, formatted in Inline XBRL (included in Exhibit 101).

- \* Filed herewith
- \*\* Furnished herewith
- + Management contract or compensatory plan or arrangement

## DESCRIPTION OF THE REGISTRANT'S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

As of December 30, 2023 December 28, 2024, Tractor Supply Company had one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: our common stock.

In this Exhibit 4.8, when we refer to the "Company," "we," "us" or "our" or when we otherwise refer to ourselves, we mean Tractor Supply Company, excluding, unless otherwise expressly stated, our subsidiaries and affiliates.

The following description is a summary of the material terms of our Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation") and our Sixth Seventh Amended and Restated By-laws (the "By-laws"), as currently in effect. This description is subject to, and qualified in its entirety by reference to, our Certificate of Incorporation and our By-laws, both of which are exhibits to the Annual Report on Form 10-K of which this Exhibit 4.8 is a part. We encourage you to read our Certificate of Incorporation, our By-laws and the applicable provisions of the Delaware General Corporation Law ("DGCL"), for additional information.

### Authorized Capital

As of December 30, 2023 December 28, 2024, our authorized capital stock consisted of 400,000,000 2,000,000,000 shares of common stock, par value \$.008 per share, and 40,000 shares of preferred stock, par value \$1.00 per share, of which 20,000 shares are designated Series B Preferred Stock. As of December 28, 2024, there were no shares of Series B Preferred Stock outstanding.

### Common Stock

**Voting Rights.** Under the terms of the Certificate of Incorporation, each holder of common stock is entitled to one vote for each share on all matters submitted to a vote of the stockholders, including the election of directors. Our stockholders do not have cumulative voting rights. Because of this, the holders of a majority of the shares of common stock entitled to vote and present in person or by proxy at any annual meeting of stockholders are able to elect all of the directors standing for election, if they should so choose.

*Dividends.* Subject to preferences that may be applicable to any then outstanding preferred stock, holders of common stock are entitled to receive ratably those dividends, if any, as may be declared from time to time by the Board of Directors out of legally available assets or funds.

*Liquidation.* In the event of our liquidation, dissolution, or winding up, holders of common stock are entitled to share ratably in the net assets legally available for distribution to stockholders after the payment of all of our debts and other liabilities and the satisfaction of any liquidation preference granted to the holders of any outstanding shares of preferred stock.

*Rights and Preferences.* Holders of common stock have no preemptive or conversion rights, and there are no redemption or sinking fund provisions applicable to the common stock. The rights, preferences, and privileges of the holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock, which we may designate in the future.

## **Board of Directors**

The By-laws provide for a Board of Directors of not less than one member, the exact number to be determined from time to time by resolution adopted by the affirmative vote of a majority of the total number of directors then in office. The By-laws provide that directors will be elected to hold office for a term expiring at the next annual meeting of stockholders or until a successor is duly elected and qualified or until his or her earlier resignation or removal. In uncontested director elections each director is elected by the vote of the majority of the votes cast;

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provided, however, that in a contested election, the directors shall be elected by a plurality of the votes of the shares

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present in person or represented by proxy at the meeting and entitled to vote on the election of directors. An incumbent nominee not receiving a majority of the votes cast in an uncontested election shall promptly tender his or her offer of resignation to the Board of Directors for its consideration if such director has not previously submitted a conditional offer of resignation. A recommendation on whether or not to accept such resignation offer shall be made by a committee of independent directors that has been delegated the responsibility of recommending nominees for director for appointment or election to the Board of Directors, or (1) if each member of such committee did not receive the required majority vote or (2) if no such committee has been appointed, a majority of the Board of Directors shall appoint a special committee of independent directors for such purpose of making a recommendation to the Board of Directors. If no independent directors received the required majority vote, the Board of Directors shall act on the resignation offers.

## **Amendment to By-laws**

The Certificate of Incorporation and By-laws provide that the Board of Directors is expressly authorized to alter, amend or repeal the By-laws by the affirmative vote of a majority of the total number of directors then in office. Any amendment, alteration, change, addition or repeal of the By-laws by our stockholders shall require the affirmative vote of the holders of at least a majority of our outstanding shares, voting together as a class, entitled to vote on such amendment, alteration, change, addition or repeal.

## **Amendment to Certificate of Incorporation**



The Certificate of Incorporation provides that the affirmative vote of the holders of at least a majority of the outstanding stock entitled to vote thereon, voting together in a single class, is required to amend or repeal any provision of, or to adopt a bylaw inconsistent with, the Certificate of Incorporation.

### **Special Meetings of Stockholders**

The By-laws provide that special meetings of our stockholders may be called by the Chairman of the Board of Directors, the Chief Executive Officer or the President. In addition, the By-laws also provide that the Secretary shall call a special meeting of stockholders upon the written request of one or more stockholders who Net Long Beneficially Own (as such term is defined in the By-Laws), in the aggregate, not less than twenty percent (20%) of our outstanding shares of common stock, subject to specified conditions and procedural, notice and information requirements in connection with the advance notice of stockholder business and director nominations, with which requesting stockholders must comply.

### **Action on Written Consent**

Pursuant to the Certificate of Incorporation and the By-laws, any action required by law or the By-laws to be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote if a consent or consents in writing, setting forth the action so taken, are signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and are delivered to us as required by law. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not so consented in writing.

### **Advance Notice Requirements for Stockholder Proposals and Director Nominations**

Our By-laws provide that stockholders seeking to nominate candidates for election as directors or to bring business before an annual or special meeting of stockholders must provide timely advance notice to us, and specify requirements as to the form and content of a stockholder's notice, which may preclude stockholders from bringing matters before a meeting of stockholders or from making nominations for directors at a meeting of stockholders.

### **Proxy Access**

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### **Proxy Access**

Our By-laws provide that, in certain circumstances, a stockholder, or a group of up to 20 stockholders, owning continuously for at least three years shares of our stock representing an aggregate of at least three percent (3%) of the outstanding shares of common stock, may include director candidates that they have nominated in our annual meeting proxy materials, provided that the stockholder(s) and the nominee(s) satisfy the requirements in our By-laws. The number of director nominees appearing in any of our annual meeting proxy materials cannot exceed the greater of (i) twenty percent (20%) of the total number of members of the Board of Directors on the last day on which a nomination notice may be submitted pursuant to Section 1.2 of the Certificate of Incorporation (rounded down to the nearest whole number) and (ii) two nominees. The nominating stockholder or group of stockholders is also required to timely deliver certain information and undertakings, and each nominee is required to meet certain qualifications, as described in more detail in our By-laws.

### **Authorized but Unissued Capital Stock**

Our Certificate of Incorporation authorizes our Board of Directors, without further action by the stockholders and subject to any limitations imposed by the listing standards of The Nasdaq Global Select Market, to issue up to 40,000 shares of preferred stock, par value \$1.00 per share, in one or more classes or series, to establish from time to time the number of shares to be included in each such class or series, to fix the rights, powers and preferences of the shares of each such class or series and any qualifications, limitations, or restrictions thereon.

Delaware law does not require stockholder approval for any issuance of authorized shares. These additional shares may be used for a variety of corporate purposes, including future public offerings, to raise additional capital or to facilitate acquisitions.

One of the effects of the existence of unissued and unreserved common stock or preferred stock may be to enable our Board of Directors to issue shares to persons friendly to current management, which issuance could render more difficult or discourage an attempt to obtain control of our company by means of a merger, tender offer, proxy contest or otherwise. Such an issuance may protect the continuity of our management and possibly deprive the stockholders of opportunities to sell their shares of common stock at prices higher than prevailing market prices.

#### **Limitation on Directors' Liability and Indemnification**

Section 145(a) of the DGCL grants each corporation organized thereunder the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement that were actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 145(b) of the DGCL grants each corporation organized thereunder the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably

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believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be

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made pursuant to Section 145(b) of the DGCL in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

Section 145(c) of the DGCL provides that to the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 145(a) and (b) of the DGCL, as described in the preceding paragraphs, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 145(g) of the DGCL provides, in general, that a corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against the person in any such capacity, or arising out of the person's status as such, regardless of whether the corporation would have the power to indemnify the person against such liability under the provisions of the DGCL.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation, or an amendment thereto, to eliminate or limit the personal liability of a director to the corporation or its stockholders of monetary damages for violations of the directors' fiduciary duty of care as a director, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for director liability in the event of unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which a director derived an improper personal benefit. Our Certificate of Incorporation indemnifies the directors and officers to the full extent of the DGCL and also allows the Board of Directors to indemnify all other employees. Such right of indemnification is not exclusive of any right to which such officer or director may be entitled as a matter of law and shall extend and apply to the estates, heirs, executors and administrators of such persons.

We maintain a directors' and officers' insurance policy. The policy insures directors and officers against losses arising from certain wrongful acts in their capacities as directors and officers and reimburses us for those losses for which we have lawfully indemnified the directors and officers. The policy contains various exclusions that are normal and customary for policies of this type.

We believe that our Certificate of Incorporation, By-laws and insurance policies are necessary to attract and retain qualified persons to serve as our directors and officers.

The limitation of liability and indemnification provisions in our Certificate of Incorporation and By-laws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might benefit us and other stockholders. Furthermore, a stockholder's investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers as required or allowed by these indemnification provisions.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act") may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

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#### **Delaware Anti-Takeover Statute**

Certain Delaware law provisions may make it more difficult for someone to acquire us through a tender offer, proxy contest or otherwise.

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Section 203 of the DGCL provides that, subject to certain stated exceptions, an "interested stockholder" is any person (other than the corporation and any direct or indirect majority-owned subsidiary) who owns 15% or more of the outstanding voting stock of the corporation or is an affiliate or associate of the corporation and was the owner of 15% or more of the outstanding voting stock of the corporation at any time within the three-year period immediately prior to

the date of determination, and the affiliates and associates of such person. A corporation may not engage in a business combination with any interested stockholder for a period of three years following the time that such stockholder became an interested stockholder unless:

- prior to such time the board of directors of the corporation approved either the business combination or transaction which resulted in the stockholder becoming an interested stockholder;
- upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding shares owned by (i) persons who are directors and also officers and (ii) employee stock plans in which participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or
- at or subsequent to such time, the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least sixty-six and two-thirds percent (66 2/3%) of the outstanding voting stock which is not owned by the interested stockholder.

The effect of these provisions may make a change in control of our business more difficult by delaying, deferring or preventing a tender offer or other takeover attempt that a stockholder might consider in its best interest. This includes attempts that might result in the payment of a premium to stockholders over the market price for their shares. These provisions also may promote the continuity of our management by making it more difficult for a person to remove or change the incumbent members of the board of directors.

#### **Exclusive Forum**

Under our By-laws, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware lacks subject matter jurisdiction, any state court located within the State of Delaware) shall be, to the fullest extent permitted by law, the sole and exclusive forum for: (a) any derivative action or proceeding brought on our behalf; (b) any action asserting a claim for or based on a breach of a fiduciary duty owed by any of our current or former directors, officers, or other employees to the Company or our stockholders, including a claim alleging the aiding and abetting of such a breach of fiduciary duty; (c) any action asserting a claim against the Company or any of our current or former directors, officers, or other employees arising pursuant to any provision of the DGCL, the Certificate of Incorporation, or the By-laws; (d) any action asserting a claim related to or involving the Company that is governed by the internal affairs doctrine; or (e) any action asserting an "internal corporate claim" as that term is defined in Section 115 of the DGCL.

In addition, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be, to the fullest extent permitted by law, the sole and exclusive forum for the resolution of any action asserting a claim arising under the Securities Act against any person in connection with any offering of our securities, including, without limitation and for the avoidance of doubt, any auditor, underwriter, expert, control person, or other defendant.

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#### **Transfer Agent and Registrar**

Computershare Trust Company, N.A. is the transfer agent and registrar for our common stock.

#### **Listing**

Our common stock is listed on the Nasdaq Global Select Market under the symbol "TSCO."

**TRACTOR SUPPLY COMPANY**  
**EXECUTIVE DEFERRED COMPENSATION PLAN**

**Amended and restated generally effective January 1, 2023.**

**Preamble**

Tractor Supply Company (the “Company”) established the Tractor Supply Company Executive Deferred Compensation Plan (the “Plan”), originally effective as of October 31, 2001, and last restated effective as of January 1, 2009. The Company hereby amends and restates the Plan to incorporate plan amendments since the last restatement and to make certain other changes, effective as of January 1, 2023.

**Section 1. Purpose**

The purpose of the Plan is to provide a select group of management or highly compensated employees of the Company and its subsidiaries and related limited partnerships an opportunity, in accordance with the terms and conditions set forth in the Plan, to defer compensation that otherwise would be payable currently. This Plan is intended to be an unfunded plan maintained primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees, within the meaning of sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The Plan is intended to be exempt from Parts 2, 3 and 4 of Title I of ERISA and shall be construed to effect such intent.

**Section 2. Administration**

This Plan shall be administered by a committee (the “Committee”) appointed by the Board of Directors of the Company; provided that in the absence of an appointed committee, the full Board shall be the Committee. The Committee may delegate authority to its officers and other persons to properly administer the Plan on a day-to-day basis. The Committee shall have the complete discretionary authority to control the operation and the administration of this Plan, with all powers necessary to enable it to properly carry out such responsibility, including, but not limited to, the power to construe the terms of this Plan, to determine status, coverage and eligibility for benefits, and to resolve all interpretive, equitable and other questions that shall arise in the operation and administration of this Plan. All actions or determinations of the Committee shall be final, conclusive and binding on all persons.

**Section 3. Eligibility**

Any employee of the Company, its subsidiaries, or Tractor Supply Company of Texas, LP will be eligible to participate in this Plan during any calendar year in which the employee is a member of a select group of management or highly compensated employees of the Company, within the meaning of sections 201(2), 301(a)(3) and 401(a)(1) of ERISA; and is identified by the Committee as eligible to participate in the Plan (an “Eligible Employee”). The designation by the Committee shall be deemed to be irrefutable evidence that such individual is for all purposes a member of a select group of management and highly compensated employees.

## Section 4. Contributions

(a) **Elective Deferrals.** After the determination of their eligibility to participate in the Plan pursuant to Section 3, Eligible Employees may make deferral elections in accordance with the procedures described herein.

(1) **Amounts Deferred.** An Eligible Employee may elect in accordance with procedures established by the Committee to defer receipt of up to 40% of his or her annual base salary (including vacation pay, sick pay and holiday pay), overtime, shift differentials and commissions payable from the Company. An Eligible Employee may also elect to defer up to 92% of any annual cash bonus payment that may be payable. The Committee reserves the right in its discretion to alter the foregoing percentage limitations for any subsequent calendar years. Deferral elections shall be made in increments of 1% of compensation under procedures established by the Committee. An Eligible Employee who elects to defer any of his or her annual base salary or annual bonus payment under the Plan shall become a participant in the Plan (a "Participant").

Notwithstanding the foregoing, the Committee may, in its sole discretion, identify specific forms of compensation to be included in or excluded from a Participant's compensation eligible for deferral, provided that such Committee action shall be taken prior to the deadline for submitting deferral elections.

(2) **Deferral Elections.** Except as otherwise provided in this Section 4, deferral elections will be effective for the calendar year following the calendar year in which the election is made, and must be submitted to the Committee no later than December 31<sup>st</sup> of the year immediately prior to the year in which falls the period of service for which such compensation is earned. An election to defer may not be revoked, changed or modified for the calendar year or bonus payment at issue, except as otherwise provided herein. Unless otherwise provided by the Committee, a Participant must make a separate election with respect to each calendar year of participation in the Plan pursuant to procedures established by the Committee.

(3) **Special Rules.** Notwithstanding any other provision herein:

(A) An Eligible Employee may make an election within thirty (30) days after the date he or she first becomes eligible to participate in the Plan to defer compensation for services to be performed after the election.

(B) To the extent a bonus payment falls within the definition of "performance-based compensation" (as defined in Treas. Reg. Section 1.409A-1(e)), the Committee may permit a Participant to elect to defer such performance-based compensation at any time on or before the date that is six months before the end of the performance period, so long as the Participant performs services continuously from the later of (a) the beginning of the performance period, or (b) the date the performance criteria are established, through the date the election is made, and provided further that in no event may an election to defer performance-based compensation be made after such compensation has become readily ascertainable.

(b) **Employer Matching Contribution.** The Company shall credit to the Participant's account a matching contribution equal to 100% of the first \$3,000 of base salary deferred by a

Participant under Section 4(a) for a calendar year and 50% of the next \$3,000 of base salary deferred under Section 4(a) for a calendar year, for a maximum matching contribution of \$4,500 per Participant per calendar year.

## **Section 5. Establishment of Deferred Compensation Accounts**

(a) At the time of a Participant's initial election to defer under Section 4(a), the Company shall establish a bookkeeping account (a "Deferred Compensation Account") for such Participant on its books. The amounts deferred under Section 4(a) shall be credited to the Participant's Deferred Compensation Account no later than the first day of the month following the month that the compensation would have otherwise been paid to the Participant. Amounts credited under Section 4(b) shall be credited as of the same day the deferral under Section 4(a) is credited for which the Section 4(b) contribution relates. Separate Deferred Compensation Accounts shall be created for each calendar year and for annual base salary and annual bonus deferrals, respectively. Employer matching contributions shall be credited to the same Deferred Compensation Account as annual base salary deferrals for each year.

(b) The Company may establish a trust (the "Trust"), as described in Section 11, as a reserve for the benefits payable hereunder and for the purposes stated in a trust instrument. To the extent the Participants' benefits are not paid from the Trust, such benefits shall be paid from the general assets of the Company. The Participants shall have no funded, secured or preferential right to payment hereunder, but rather shall at all times have the status of a general unsecured creditor.

## **Section 6. Investment of Deferred Compensation Accounts**

(a) If the Company establishes a Trust, the earnings, gains and losses shall be credited to each respective Deferred Compensation Account in accordance with the investment experience of the Trust. The investment funds (e.g., mutual funds, pooled funds, corporate-owned life insurance arrangements or any other arrangements, which may include fixed income funds) shall be selected and designated by the Committee from time to time in its sole discretion. The Committee at its discretion may permit Participants to direct the investment of their Accounts in such investment funds in accordance with such procedures as the Committee may adopt from time to time. Each Participant's Deferred Compensation Account shall be credited as of each valuation date with income, gains or losses corresponding to the investment performance of the funds selected by that Participant or the Committee, as applicable.

(b) To the extent the Company does not establish a separate fund with designated investments for the payment of any benefits hereunder, such Deferred Compensation Accounts, or the applicable portion thereof, shall accrue interest, calculated each calendar year, or other appropriate time period, at an annual rate equal to the prime rate on the first business day of such calendar year, compounded annually.

(c) In the event of a change in the ownership or effective control of the Company or a change in the ownership of a substantial portion of the assets of the Company (within the meaning of Treasury Regulation Section 1.409A-3(i)(5)) (a "Change in Control"), the investment options available under subsection (a) shall not be materially changed, except to substitute

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similar asset classes, and the interest rate used pursuant to subsection (b) above may not be reduced, following the Change in Control.

## Section 7. Vesting

A Participant shall be fully vested at all times in all amounts credited to the Participant's Deferred Compensation Accounts.

## Section 8. Payment of Amounts from Deferred Compensation Accounts

### (a) Benefit Payments.

(1) Commencement of Distribution. The balance of a Participant's Deferred Compensation Accounts calculated under Section 6 shall be distributed to the Participant on the Distribution Date (as defined below) selected by the Participant at the time of his deferral election pursuant to Section 4(a) for that particular year and Deferred Compensation Account, except as may be required by Section 8(d). The Company, at its discretion, may permit the Participant to elect among one or more of the following "Distribution Dates": (i) the date of the Participant's Separation from Service, Total and Permanent Disability and/or death (each, a "Distribution Event"); (ii) the anniversary of a Distribution Event; and/or (iii) some other specified date that is at least 24 months following the end of the calendar year for which the election is made. If no Distribution Date is selected by a Participant at the time of the Participant's deferral election pursuant to Section 4(a), or the Company does not permit the Participant to elect a Distribution Date other than Separation from Service, then distributions shall be made upon the Participant's Separation from Service.

(2) Form of Distribution. All payments under this Plan shall be made in cash. Except as otherwise provided, a Participant's Deferred Compensation Account shall be paid in a single lump sum payment or, if permitted by the Committee, in installments, as elected by the Participant at the time of the deferral election relating to such Deferred Compensation Account. If no form of payment is selected by a Participant at the time of a deferral, then payments shall be made in a single lump sum payment. The Company is not required to allow a Participant to elect a form of payment other than a single lump sum. If payments are made in installments, the amount of each installment shall be determined by dividing the balance in the Deferred Compensation Account as of any payment date by the number of installments then remaining to be paid. The remaining Deferred Compensation Account shall continue to accrue interest at a rate and in a manner as set forth above in Section 6 until paid in full.

(3) Election Changes. Notwithstanding anything herein to the contrary, to the extent allowed by the Committee, a Participant may elect to change the timing or form of payment if (i) the election does not take effect until at least 12 months after the date on which the election is made, (ii) in the case of an election related to a payment not made upon Total and Permanent Disability, death or an unforeseeable emergency, the payment with respect to which such election is made is deferred for a period of at least five years from the date such payment would otherwise have been made, and (iii) any election related to a payment to be made upon a specified time may not be made less than 12 months prior to the date of the first scheduled payment under the prior election.

(4) Payments on Death. In the event payment commences due to the Participant's death, payment shall be made in a lump sum to the Participant's Designated Beneficiary. If a Participant dies and installment payments are being made or are to be made, then the Participant's Designated Beneficiary(ies) shall receive the remaining balance credited to Participant's Deferred Compensation Account in a lump sum payment.

(5) Payments on Total and Permanent Disability. In the event of the Participant's Total and Permanent Disability:



(A) payment of amounts deferred prior to January 1, 2017 shall be made in a single lump sum; and

(B) payment of amounts deferred on or after January 1, 2017 shall be made in the form selected by the Participant at the time of deferral pursuant to Section 8(a)(2) or, if no form of payment is selected by the Participant at the time of the deferral, in a single lump sum;

unless the Participant makes an election to change the time and form of payment pursuant to Section 8(a)(3) in which event such alternative time and form of payment shall apply. Payment will be made to the Participant or to an adult with whom the Participant maintains his or her residence, as the Committee in its sole and absolute discretion shall determine. Such a payment to a legal guardian, conservator or adult shall fully discharge the Company, the Committee and the Plan from further liability on account thereof.

(b) The following capitalized terms shall have the meanings set forth below:

(1) "Total and Permanent Disability" means if the Participant (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months or (ii) is by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Participant's employer.

(2) "Designated Beneficiary" means the one or more than one persons designated by a Participant in writing to receive all or part of the Participant's Deferred Compensation Account upon the Participant's death provided such designation is delivered to the Committee prior to the Participant's death. A designation may be replaced by a new beneficiary designation or may be revoked by the Participant at any time by written notice delivered to the Committee prior to the Participant's death. In the event that a Designated Beneficiary(ies) has not been designated, cannot be located, or is not living at the time of Participant's death, payment of any amounts then credited to the Participant's Deferred Compensation Account shall be made to the Participant's surviving spouse or, if none, to the Participant's estate. If a Designated Beneficiary is missing or dies prior to Participant's death, then only the remaining Designated Beneficiary(ies) in the same class (i.e., primary or secondary), if any, shall receive the deceased or missing Designated Beneficiary's share as if such Designated Beneficiary had not been designated in the first instance. If any Designated Beneficiary dies simultaneously with

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Participant or within 24 hours of the Participant's death, all benefits payable under the Plan shall be paid as if such Designated Beneficiary predeceased the Participant.

(3) "Separation from Service" means a "separation from service" with the Company and its affiliates pursuant to the default definition in section 1.409A-1(h) of the Treasury Regulations.

(c) Unforeseeable Emergency.

(1) In the event of an unforeseeable emergency, a Participant may apply to the Committee for withdrawal of his or her Deferred Compensation Accounts to the extent necessary to satisfy the emergency need. For purposes of this Plan, the term "unforeseeable emergency" shall mean a severe financial hardship to the Participant resulting from an illness or accident of the

Participant, the Participant's spouse or of a dependent (as defined in section 152(a) of the Internal Revenue Code of 1986, as amended (the "Code")) of the Participant, loss of the Participant's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant.

(2) Withdrawals for an unforeseeable emergency may not exceed the amounts necessary to satisfy such emergency plus amounts necessary to pay taxes reasonably anticipated as a result of the distribution, after taking into account the extent to which such hardship is or may be relieved through reimbursement or compensation by insurance or otherwise or by liquidation of the Participant's assets (to the extent the liquidation of such assets would not itself cause severe financial hardship).

(3) The Committee shall have full and complete discretion to consider and make a determination concerning a request for a hardship withdrawal. The Committee is also entitled to reasonably rely upon the representations of a Participant concerning his qualification for a hardship withdrawal. All decisions of the Committee shall be final, binding and conclusive.

(4) In the event of a Participant's distribution as a result of an unforeseeable emergency hereunder or hardship distribution pursuant to Treas. Reg. § 1.401(k)-1(d)(3) from a plan sponsored by the Company or its affiliates, any deferral elections for such Participant under this Plan shall be canceled. After such cancellation the Participant shall not be permitted to make another deferral election under this Plan until the annual election period that ends more than six months after such distribution(s).

(d) Required Delay. Notwithstanding the applicable provisions of this Plan or Appendix A regarding timing of distribution of payments, the following special rules shall apply in order for this Plan to comply with section 409A of the Code: (i) to the extent any distribution is to a "specified employee" (as defined under section 409A of the Code) and to the extent the applicable provisions of section 409A of the Code and the regulations thereunder require a delay of such distributions by a six-month period after the date of such Participant's Separation from Service with the Company, no such distribution shall be made prior to the date that is six months after the date of the Participant's Separation from Service with the Company, and (ii) any such delayed payments shall be paid to the Participant in a single lump sum within five business days after the end of the six-month delay.

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## **Section 9. Transferability of Interests**

Except as otherwise required by law, benefits payable to Participants and their beneficiaries under this Plan may not be in any manner anticipated, assigned (either at law or in equity), alienated, sold, transferred, pledged, encumbered or subjected to attachment, garnishment, levy, execution or other legal or equitable process by creditors of the Participant or the Participant's beneficiaries.

## **Section 10. Amendment, Suspension and Termination**

The Company, in its sole and absolute discretion, at any time may amend, suspend or terminate the Plan or any portion thereof in any manner and to any extent. Such amendment, suspension or termination of the Plan shall be final and binding. No amendment, suspension or termination shall alter or impair a Participant's rights to any amounts deferred before the date of such amendment, suspension or termination without the consent of the Participant affected thereby.

## **Section 11. General Creditor Status/Unfunded Obligation**

This Plan constitutes a mere contractual promise by the Company to make the future payments as provided under this Plan to Participants and, where applicable, to Designated Beneficiaries. Notwithstanding any other provision of this Plan, a Participant and his or her Designated Beneficiary shall be treated as general, unsecured creditors of the Company at all times under the Plan. Neither a Participant nor a Designated Beneficiary shall have any preferred claim on, or any beneficial interest in, any assets of the Company, any other person, or any trust maintained in connection with this Plan which is superior in any manner to the right of any other general and unsecured creditor of the Company. It is the intention of the Company that the Deferred Compensation Accounts be unfunded for tax purposes and for purposes of Title I of ERISA and this Plan shall be construed and operated to effect such intent. Further, it is intended that the recognition of income on amounts deferred by a Participant (and any related investment adjustments) shall be determined under section 451(a) of the Code and such recognition shall be deferred until such amounts are actually received by the Participant.

The Company may establish a grantor trust described in Treasury Regulation Sections 1.677(a)-(d) to accumulate funds to pay the Deferred Compensation Accounts to Participants, provided that the trust assets shall be subject to the claims of the Company's general creditors and shall be required to be used to satisfy the claims of the Company's general creditors in the event the Company is "Insolvent" under the terms of such trust.

## **Section 12. No Right to Employment or Other Benefits**

Nothing contained in this Plan shall confer or shall be construed as conferring upon any Participant the right to continue in the employ of the Company in any specific capacity or for any specific term of employment or at any specific rate of compensation.

## **Section 13. Claims Procedures**

(a) (1) Any Participant or, if the Participant is deceased, the Participant's Designated Beneficiary (the "Claimant," which term shall include the duly authorized

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representative of Claimant) may file a claim requesting benefits under the Plan by submitting to the Committee a written statement setting out the general nature of the claim.

(2) If a duly submitted claim is filed, the Committee shall send notice within 90 days of the date the claim is received unless special circumstances require an extension of time for processing the claim. Such extension shall not exceed 90 days and no extension shall be allowed unless, within the initial 90-day period, the Claimant is sent an extension notice indicating the special circumstances requiring the extension and specifying a date by which the Committee expects to render its decision.

(3) If a duly submitted claim is wholly or partly denied, the Committee's notice of denial to the Claimant shall set forth the following:

(A) the specific reason or reasons for the denial;

(B) specific references to pertinent Plan provisions on which the Committee based its denial;

(C) a description of any additional material and information needed for the Claimant to perfect his or her claim and an explanation of why the material or information is needed;

(D) a statement that the Claimant may request a review upon written application to the Committee, review pertinent Plan documents, and submit issues and comments in writing;

(E) a statement that any appeal of the Committee's adverse determination must be made in writing to the Committee within 60 days after receipt of the Committee's notice of denial of benefits, and that failure to appeal the action to the Committee in writing within the 60-day period will render the Committee's determination final, binding and conclusive; and

(F) the address of the Committee to which the Claimant may forward his or her appeal.

(b) Within 60 days after denial of a claim as herein provided, the Claimant or a duly authorized representative may submit a written request for review of the denied claim to the Committee. The Claimant may submit, in writing, whatever issues and comments the Claimant deems pertinent. The Committee shall re-examine all facts related to the appeal and make a final determination as to whether the denial of benefits is justified under the circumstances. The Committee shall advise the Claimant in writing of its decision on the appeal, the specific reasons for the decision, and the specific Plan provisions on which the decision is based. The notice of the decision shall be given within 60 days of the Claimant's written request for review, unless special circumstances (such as a hearing) would make the rendering of a decision within the 60-day period infeasible, but in no event shall the Committee render a decision regarding the denial of a claim for benefits later than 120 days after its receipt of a request for review. If an extension of time for review is required because of special circumstances, written notice of the extension shall be furnished to the Claimant prior to the date the extension period commences.

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#### **Section 14. Miscellaneous**

(a) **Withholding.** The Company shall have the right to take any and all actions which it deems necessary or appropriate to satisfy any federal, state and local withholding obligations with respect to any amounts payable under this Plan.

(b) **Successors.** Except as otherwise provided herein, this Plan shall be binding upon and inure to the benefit of the Company, the Participant and their heirs, executors, administrators, legal representatives, and successors.

(c) **Choice of Law.** This Plan shall be construed in accordance with and governed by the law of the State of Tennessee, except to the extent preempted by federal law.

(d) **Discharge of Obligations.** The payment by the Company of the benefits due under this Plan to a Participant or Designated Beneficiary discharges the Company's obligations under this Plan with respect to such Participant and the Participant shall have no further rights under this Plan.

(e) **Construction.** The headings and subheadings set forth in this Plan are intended for convenience only and have no substantive meaning whatsoever. In the construction of this Plan, the masculine shall include the feminine and the singular shall include the plural.

(f) **Entire Agreement.** This Plan contains the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all understandings, both oral and written, respecting the subject matter hereof.

(g) **409A Compliance.** The provisions of this Plan are intended to comply with, and shall be interpreted consistent with, the requirements of section 409A of the Code so as to avoid any adverse tax consequences under section 409A of the Code. Notwithstanding any other provision of this Agreement, any reference to termination of the Participant's employment for any reason shall refer to a termination of employment that constitutes a Separation from Service. Neither the Company nor any affiliates makes any representations with respect to the application of section 409A of the Code to any tax, economic or legal consequences of any payments hereunder. Each Participant retains full responsibility for the potential application of section 409A of the Code to the tax and legal consequences of payments payable to the Participant hereunder and the Company shall not indemnify or otherwise compensate any Participant for any violation of section 409A of the Code that may occur in connection with the Plan. In accordance with the applicable provisions under Treas. Reg. Section 1.409A-3(j)(4), the Committee may, in its sole discretion, provide for the acceleration of the time or schedule of a payment under the Plan to pay employment taxes and any income taxes imposed on the amount distributed to pay such employment taxes; and to reflect payment of state, local, or foreign tax obligations arising from participation in the Plan that apply to an amount deferred under the Plan before the amount is paid or made available to the Participant and any income taxes imposed on the amount distributed to pay such state, local, or foreign tax amount. In the event of the Plan's termination, benefits will be paid at the time and in the manner provided under the terms of the Plan unless the Plan is terminated in accordance with Treas. Reg. Section 1.409A-3(j)(4)(ix), in which event payment may be accelerated as provided in Treas. Reg. Section 1.409A-3(j)(4)(ix).

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IN WITNESS WHEREOF, the Company has caused this Plan, as amended and restated, to be executed by its duly authorized officer and its seal affixed hereto on this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

TRACTOR SUPPLY COMPANY

By: **AMENDED AND RESTATED 2018 OMNIBUS INCENTIVE PLAN**

Title:

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**Appendix A. Benefits and Special Terms**  
**Restated Separate Agreements**

This Appendix A describes the benefits and special terms with respect to certain prior Deferred Compensation Agreements (the “Agreements”) between the Company and certain Participants. The Participants to whom this Appendix applies and the original date of each separate Agreement is listed on Schedule A to this Appendix. This Plan, together with the Appendix, consolidates all such agreements under this Plan. The terms of this Plan shall be the sole terms and provisions of such Agreements and all such separate Agreements shall thereupon be void and of no effect. Generally, the terms and provisions of the Plan shall apply to the accounts maintained under this Appendix A, provided, however, that this Appendix A shall apply to such accounts notwithstanding any contrary provisions of the Plan. **TABLE OF CONTENTS**

## **A. TABLE OF CONTENTS**

Definitions Section 1.. Solely for purposes Purpose.

Section 2.Definitions.

Section 3.Administration.

Section 4.Shares Available For Awards.

Section 5.Eligibility.

Section 6.Stock Options And Stock Appreciation Rights.

Section 7.Restricted Shares And Restricted Share Units.

Section 8.Performance Awards.

Section 9.Other Stock-Based Awards.

Section 10.Non-Employee Director And Outside Director Awards.

Section 11.Provisions Applicable To Performance Awards.

Section 12.Termination of this Appendix A, the following definitions shall apply: Employment.

Section 13.Change in Control.

1. Section 14.“Agreement Effective Date” means, with respect to any Appendix A Participant, the date Amendment and Termination.

Section 15.General Provisions.

Section 16.Term of the original Agreement as listed on Schedule A.

2. “Appendix A Deferred Compensation Account” or “Appendix A Account” shall be the account established by the Company for the Appendix A Participant pursuant to Section 2 of this Appendix A.
3. “Appendix A Participant” means an individual, regardless of whether the individual has become a Participant pursuant Section 4(a), who is listed on Schedule A and is hereby deemed to be a “Participant” in the Plan.
4. “Cause” means incompetence, insubordination, conviction of or plea of nolo contendere to a felony, intoxication, or drug addiction.
5. “Continuous Service” means the period beginning on the Agreement Effective Date and ending with a termination of employment.
6. “Retirement” means a termination of employment on or after the Appendix A Participant attains age fifty-five (55), other than termination by the Company for Cause.

## **B. Establishment and Maintenance of Deferred Compensation Appendix A Account.**

The Company has previously established the Appendix A Deferred Compensation Accounts in accordance with the terms of the Agreements, and made annual bookkeeping additions to the Appendix A Accounts at the time and in the amounts specified in the Agreements, together with interest thereon. No further annual bookkeeping additions shall be made to any Appendix A Account, provided, however, that earnings shall continue to be credited thereto in accordance with Section 6 of the Plan.

## **C. Termination of Employment.**

1. **Termination Benefits.** If an Appendix A Participant has a Separation from Service before Retirement or death, except for termination for Cause, then, subject to Section 8(d) of the Plan, his Appendix A Account shall be paid to him in a single lump-sum within ninety (90) days of his Separation from Service in accordance with the following vesting schedule. Any amounts in which the Participant is not vested at the time of the Participant's Separation from Service shall be forfeited upon such Separation from Service.

Full Years of Continuous Service to Separation from Service	Percentage Vested
Less than 5 years	0%
At least 5 years but less than 8 years	30%
At least 8 years but less than 10 years	60%
10 years or more	100%

2. **Termination for Cause.** Notwithstanding any other provision in this Plan, if the Participant is discharged by the Company for Cause, all amounts otherwise payable under this Appendix A shall be forfeited and the Participant shall have no right to receive any part of his Appendix A Account at any time.

**D. Compensation Due Upon Retirement, Death or Disability.**

The benefits payable hereunder shall be paid in accordance with the provisions of this Section D, subject to any contrary election of the Appendix A Participant pursuant to any transition elections permitted during 2007 and/or 2008, or a withdrawal for an unforeseeable emergency pursuant to Section 8(c) of the Plan.

1. **Retirement Benefits.** Upon Separation from Service by the Appendix A Participant or by the Company without cause on or after the date on which the Appendix A Participant attains age fifty-five (55), the Company shall pay to the Appendix A Participant the amount held in his Appendix A Account in equal monthly payments to be made over a period of five (5) years. Subject to Section 8(d) of the Plan, payments shall begin on the first day of the second month following the Participant's Separation from Service.

2. **Death Benefits.**

- i. Subject to Paragraph 2(ii) below, in the event the Appendix A Participant's employment with the Company terminates by reason of death of the Appendix A Participant, the Company shall pay the Appendix A Account to the Designated Beneficiary(ies) of the Appendix A Participant, including interest accrued in accordance with Section 6 of the Plan, within ninety (90) days after the death of the Appendix A Participant. In the event that no Designated Beneficiary has been designated, can be located, or is living at the time of Appendix A Participant's death, payment of any amounts then credited to the Appendix A Participant's Appendix A Account shall be made to the Appendix A Participant's surviving spouse or, if none, to the Appendix A Participant's estate. If a Designated Beneficiary is missing or dies prior to Appendix A Participant's death, then the remaining Designated Beneficiary(ies) in the same class (i.e., primary or

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secondary), if any, shall receive the deceased or missing Designated Beneficiary's share as if such Designated Beneficiary had not been designated in the first instance. If any Designated Beneficiary dies simultaneously with Appendix A Participant or within 24 hours of the Appendix A Participant's death, all amounts payable hereunder shall be paid as if such Designated Beneficiary predeceased the Appendix A Participant.

ii. In the event the Appendix A Participant dies after Retirement or Total and Permanent Disability, the Company shall pay the remaining balance of the Appendix A Account, including accrued interest in accordance with Section 6, within ninety (90) days after the death of the Appendix A Participant, as provided in Paragraph (i) above.

3. **Disability Benefits.** In the event of the Appendix A Participant's Total and Permanent Disability while employed with the Company (without a break in Continuous Service from the Agreement Effective Date), the Company shall pay the Appendix A Participant the balance of his Appendix A Account in equal monthly installments over a period of five (5) years, beginning on the first day of the second month after it is determined that the Appendix A Participant is Totally and Permanently Disabled. The Appendix A Account shall continue to be credited with interest accrued in accordance with Section 6.

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Tractor Supply Company

**Executive Deferred Compensation Plan  
Schedule A  
Separate Deferred Compensation Agreements**

The following individuals had Separate Deferred Compensation Agreements that were merged into this Plan as of January 1, 2009. The amended

**TRACTOR SUPPLY COMPANY  
AMENDED AND RESTATED 2018 OMNIBUS INCENTIVE PLAN**

**[Amended and restated Plan as of January 1, 2009, constituted a complete restatement and amendment of his or her Agreement and all rights with respect to his or her deferred compensation accrued under the Agreement are governed solely by the terms and conditions of the Plan. Restated on February 12, 2025]**



Date of Agreement      Name

Section 1.      **Purpose.**

This plan shall be known as the "Amended and Restated Tractor Supply Company 2018 Omnibus Incentive Plan" (the "Plan"). The purpose of the Plan is to promote the interests of Tractor Supply Company (the "Company") and its shareholders by (i) attracting and retaining key officers, employees and directors of, and consultants to, the Company and its Subsidiaries and Affiliates; (ii) motivating such individuals by means of performance-related incentives to achieve long-range performance goals; (iii) enabling such individuals to participate in the long-term growth and financial success of the Company; (iv) encouraging ownership of stock in the Company by such individuals; and (v) linking their compensation to the long-term interests of the Company and its shareholders.

Section 2.      **Definitions.**

As used in the Plan, the following terms shall have the meanings set forth below:

(a) **"Affiliate"** shall mean (i) any entity that, directly or indirectly, is controlled by the Company, (ii) any entity in which the Company has a significant equity interest, (iii) an affiliate of the Company, as defined in Rule 12b-2 of the Exchange Act, and (iv) any entity in which the Company has at least twenty percent (20%) of the combined voting power of the entity's outstanding voting securities, in each case as designated by the Board as being a participating employer in the Plan.

(b) **"Award"** shall mean any Option, Stock Appreciation Right, Restricted Share Award, Restricted Share Unit, Performance Award, Other Stock-Based Award or other award granted under the Plan, whether singly, in combination or in tandem, to a Participant by the Committee (or the Board) pursuant to such terms, conditions, restrictions and/or limitations, if any, as the Committee (or the Board) may establish.

(c) **"Award Agreement"** shall mean any written agreement, contract or other instrument or document evidencing any Award.

(d) **"Board"** shall mean the Board of Directors of the Company.

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(e) **"Change in Control"** shall mean, unless otherwise provided in the applicable Award Agreement, any of the following events:

(i) any one person or more than one person acting as a group (as defined in Section 1.409A-3(i)(5)(v)(B) of the Treasury Regulations) acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons), ownership of the securities of the Company representing more than 35% of the total voting power of the Company's then outstanding securities; provided, however, that no Change in Control shall be deemed to have occurred as a result of a change in ownership percentage resulting solely from an acquisition of securities by the Company; or

(ii) during any twelve (12) month period, the majority of the individuals who at the beginning of such twelve (12) month period constitute the Board and any new director whose election to the Board or nomination for election by the Company's shareholders

was approved by a vote of at least two-thirds of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved (such individuals and any such new director being referred to as the “Incumbent Board”) are replaced; provided, however, that to the extent consistent with Section 409A of the Code, that no individual shall be considered a member of the Incumbent Board if such individual initially assumed office as a result of either an actual or threatened election contest or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board including by reason of any agreement intended to avoid or settle any election contest or proxy contest; or

(iii) consummation of a reorganization, merger or consolidation of the Company (a “Business Combination”), in each case, unless, following such Business Combination, all or substantially all of the individuals and entities who were the beneficial owners of outstanding voting securities of the Company immediately prior to such Business Combination beneficially own, directly or indirectly, 50% or more of the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors of the company resulting from such Business Combination (including, without limitation, a company which, as a result of such transaction, owns the Company or all or substantially all of the Company’s assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership immediately prior to such Business Combination of the outstanding voting securities of the Company; or

(iv) a sale or other disposition of all or substantially all of the assets of the Company (other than in a transaction in which all or substantially all of the individuals and entities who were the beneficial owners of outstanding voting securities of the Company immediately prior to such sale or other disposition beneficially own, directly or indirectly, substantially all of the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors of the acquirer of such

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assets (either directly or through one or more subsidiaries) in substantially the same proportions as their ownership immediately prior to such sale or other disposition), or the approval by the shareholders of the Company of a complete liquidation or dissolution of the Company.

Unless otherwise provided in an applicable Award Agreement, solely for the purpose of determining the timing of any payments pursuant to any Award constituting a “deferral of compensation” subject to Section 409A of the Code, a Change in Control shall be limited to a “change in the ownership of the Company,” a “change in the effective control of the Company,” or a “change in the ownership of a substantial portion of the assets of the Company” as such terms are defined in Section 1.409A 3(i)(5) of the U.S. Treasury Regulations. No Award Agreement shall define a Change in Control in such a manner that a Change in Control would be deemed to occur prior to the actual consummation of the event or transaction that results in a change of control of the Company (e.g., upon the announcement, commencement, or shareholder approval of any event or transaction that, if completed, would result in a change in control of the Company).

(f) “**Code**” shall mean the Internal Revenue Code of 1986, as amended from time to time.

(g) “**Committee**” shall mean the committee of the Board described in Section 3 of the Plan.

(h) “**Consultant**” shall mean any consultant to the Company or its Subsidiaries or Affiliates.

(i) “**Director**” shall mean a member of the Board.

(j) **“Employee”** shall mean a current or prospective officer or employee of the Company or of any Subsidiary or Affiliate.

(k) **“Exchange Act”** shall mean the Securities Exchange Act of 1934, as amended from time to time.

(l) **“Fair Market Value”** with respect to the Shares, shall mean, for purposes of a grant of an Award as of any date, (i) the closing sales price of the Shares on the Nasdaq Stock Market, or any other such exchange on which the shares are traded, on such date, or in the absence of reported sales on such date, the closing sales price on the immediately preceding date on which sales were reported (or in either case, such other price based on actual trading on the applicable date that the Committee determines is appropriate) or (ii) in the event there is no public market for the Shares on such date, the fair market value as determined, in good faith, by the Committee in its sole discretion, and for purposes of a sale of a Share as of any date, the actual sales price on that date.

(m) **“Incentive Stock Option”** shall mean an option to purchase Shares from the Company that is granted under Section 6 of the Plan and that is intended to meet the requirements of Section 422 of the Code or any successor provision thereto.

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(n) **“Non-Employee Director”** shall mean a member of the Board who is not an officer or employee of the Company or any Subsidiary or Affiliate.

(o) **“Non-Qualified Stock Option”** shall mean an option to purchase Shares from the Company that is granted under Sections 6 or 10 of the Plan and is not intended to be an Incentive Stock Option.

(p) **“Option”** shall mean an Incentive Stock Option or a Non-Qualified Stock Option.

(q) **“Option Price”** shall mean the purchase price payable to purchase one Share upon the exercise of an Option.

(r) **“Other Stock-Based Award”** shall mean any Award granted under Sections 9 or 10 of the Plan.

(s) **“Outside Director”** means, with respect to the grant of an Award, a member of the Board then serving on the Committee.

(t) **“Participant”** shall mean any Employee, Director, Consultant or other person who receives an Award under the Plan.

(u) **“Performance Award”** shall mean any Award granted under Section 8 of the Plan.

(v) **“Person”** shall mean any individual, corporation, partnership, limited liability company, association, joint-stock company, trust, unincorporated organization, government or political subdivision thereof or other entity.

(w) **“Restricted Share”** shall mean any Share granted under Sections 7 to 10 of the Plan.

(x) **“Restricted Share Unit”** shall mean any unit granted under Sections 7 to 10 of the Plan.

(y) **“SEC”** shall mean the Securities and Exchange Commission or any successor thereto.

(z) **“Section 16”** shall mean Section 16 of the Exchange Act and the rules promulgated thereunder and any successor provision thereto as in effect from time to time.

(aa) **“Shares”** shall mean shares of the common stock, \$0.008 par value, of the Company.

(ab) **“Stock Appreciation Right” or “SAR”** shall mean a stock appreciation right granted under Sections 6 or 10 of the Plan that entitles the holder to receive, with respect to each Share encompassed by the exercise of such SAR, the amount determined by the Committee and specified in an Award Agreement. In the absence of such a determination, the holder shall be entitled to receive, with respect to each Share

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encompassed by the exercise of such SAR, the excess of the Fair Market Value on the date of exercise over the Fair Market Value on the date of grant.

(ac) **“Subsidiary”** shall mean any Person (other than the Company) of which fifty percent (50%) or more of its voting power or its equity securities or equity interest is owned directly or indirectly by the Company. For Incentive Stock Options, the term shall have the meaning set forth in Section 424(f) of the Code.

(ad) **“Substitute Awards”** shall mean Awards granted solely in assumption of, or in substitution for, outstanding awards previously granted by a company acquired by the Company or with which the Company combines.

(ae) **“Vesting Period”** means the period of time specified by the Committee during which vesting restrictions for an Award are applicable.

### Section 3. **Administration.**

**3.1Committee.** The Plan shall be administered by the Compensation Committee of the Board, such other committee as the Board may designate, or, at the discretion of the Board from time to time, by the Board. The Committee shall be composed of at least two individuals or such number that satisfies the minimum requirements of Rule 16b-3 of the Exchange Act, and the member rules of any trading exchange (e.g., the New York Stock Exchange or Nasdaq Stock Market) or automated quotation system (e.g., the OTC Bulletin Board System) upon which Shares are traded, whose members are not employees of the Company or any Subsidiary or Affiliate. The members of the Committee shall be appointed by, and may be changed at any time and from time to time in the discretion of, the Board. During any time the Board is acting as administrator of the Plan, it shall have all the powers of the Committee hereunder, and any reference herein to the Committee (other than in this Section 3.1) shall include the Board.

**3.2Authority of the Committee.** Subject to the terms of the Plan and applicable law, and in addition to other express powers and authorizations conferred on the Committee by the Plan, the Committee shall have full power and authority in its discretion to: (i) designate Participants; (ii) determine the type or types of Awards to be granted to a Participant; (iii) determine the number of Shares to be covered by, or with respect to which payments, rights or other matters are to be calculated in connection with Awards; (iv) determine the timing, terms, and conditions of any Award; (v) accelerate the time at which all or any part of an Award may be settled

or exercised; (vi) determine whether, to what extent, and under what circumstances Awards may be settled or exercised in cash, Shares, other securities, other Awards or other property, or canceled, forfeited or suspended and the method or methods by which Awards may be settled, exercised, canceled, forfeited or suspended; (vii) determine whether, to what extent, and under what circumstances cash, Shares, other securities, other Awards, other property, and other amounts payable with respect to an Award shall be deferred either automatically or at the election of the holder thereof or of the Committee; (viii)

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interpret and administer the Plan and any instrument or agreement relating to, or Award made under, the Plan; (ix) except to the extent prohibited by Section 6.2 or any other provision of the Plan, amend or modify the terms of any Award at or after grant with or without the consent of the holder of the Award; (x) establish, amend, suspend or waive such rules and regulations and appoint such agents as it shall deem appropriate for the proper administration of the Plan; and (xi) make any other determination and take any other action that the Committee deems necessary or desirable for the administration of the Plan, subject to the exclusive authority of the Board under Section 14 hereunder to amend or terminate the Plan.

**3.3Committee Discretion Binding.** Unless otherwise expressly provided in the Plan, all designations, determinations, interpretations, and other decisions under or with respect to the Plan or any Award shall be within the sole discretion of the Committee, may be made at any time and shall be final, conclusive, and binding upon all Persons, including the Company, any Subsidiary or Affiliate, any Participant and any holder or beneficiary of any Award.

**3.4Action by the Committee.** The Committee shall select one of its members as its Chairperson and shall hold its meetings at such times and places and in such manner as it may determine. A majority of its members shall constitute a quorum. All determinations of the Committee shall be made by not less than a majority of its members. Any decision or determination reduced to writing and signed by all of the members of the Committee shall be fully effective as if it had been made by a majority vote at a meeting duly called and held. The exercise of an Option or receipt of an Award shall be effective only if an Award Agreement shall have been duly executed and delivered on behalf of the Company following the grant of the Option or other Award. The Committee may appoint a Secretary and may make such rules and regulations for the conduct of its business, as it shall deem advisable.

**3.5Delegation.** Subject to the terms of the Plan and applicable law, the Committee may delegate to one or more officers or managers of the Company or of any Subsidiary or Affiliate, or to a Committee of such officers or managers, the authority, subject to such terms and limitations as the Committee shall determine, to grant Awards to or to cancel, modify or waive rights with respect to, or to alter, discontinue, suspend or terminate Awards held by Participants who are not officers or directors of the Company for purposes of Section 16 or who are not otherwise subject to Section 16.

**3.6No Liability.** To the greatest extent permitted by applicable law, no member of the Board or Committee shall be liable for any action taken or determination made in good faith with respect to the Plan or any Award granted hereunder.

## **Section 4. Shares Available For Awards.**

### **4.1Shares Available.**

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(a)*Basic Limitations.* Subject to the remaining provisions of this Section 4.1 and Section 4.2 hereof, the stock to be subject to Awards under the Plan shall be the Shares of the Company and the maximum number of Shares with respect to which Awards may be granted under the Plan (the “Share Reserve”) shall be 12,591,274 (which includes 1,091,274 shares rolled over from the Company’s 2009 Stock Incentive Plan, as amended (the “2009 Plan”)), less the number of Shares subject to Awards that are granted pursuant to the 2009 Plan after March 12, 2018, all of which may be issued as Incentive Stock Options.

(b)*Share Count.* Shares issued pursuant to Awards other than SARs and Options will count against the Shares available for issuance under the Plan as two Shares for every one Share issued in connection with the Award. Shares issued pursuant to the exercise of Options will count against the Shares available for issuance under the Plan as one Share for every one Share to which such exercise relates. The total number of Shares subject to SARs that are settled in Shares shall be counted in full against the number of Shares available for issuance under the Plan, regardless of the number of Shares actually issued upon settlement of the SARs. If an Award is settled in cash, the Shares to which the cash-settled Award relates shall be added back to the Share Reserve. If Awards are forfeited or are terminated for any reason without the issuance of Shares before vesting or being exercised, then the Shares underlying such Awards shall again become available for Awards under the Plan; provided that any one Share issued pursuant to an Award other than a SAR or Option that is forfeited or terminated shall be credited as two Shares when determining the number of Shares that shall again become available for Awards under the Plan if, upon grant, the Shares underlying such forfeited or terminated Awards were counted as two Shares against the Share Reserve. Shares subject to awards under the 2009 Plan or to the Company’s 2006 Stock Incentive Plan (the “2006 Plan”) that are settled in cash, expire unexercised, are forfeited or otherwise cancelled without the delivery of Shares shall increase the Share Reserve in the same manner as cancelled Awards pursuant to this Plan. Notwithstanding the foregoing, the following Shares underlying any Award under the Plan, the 2009 Plan or the 2006 Plan will not again become available for Awards under the Plan: (1) Shares tendered or withheld in payment of the Option Price of an Option, (2) Shares tendered or withheld to satisfy any tax withholding obligation with respect to any Award, (3) Shares repurchased by the Company with proceeds received from the exercise of an Option, and (4) Shares subject to an SAR that are not issued in connection with the Share settlement of that SAR upon its exercise. No further Awards shall be granted under the 2009 Plan or the 2006 Plan following the Effective Date of this Plan.

4.2Adjustments. In the event that any unusual or non-recurring transactions, including an unusual or non-recurring dividend or other distribution (whether in the form of an extraordinary cash dividend or a dividend of Shares, other securities or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase or exchange of Shares or other

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securities of the Company, issuance of warrants or other rights to purchase Shares or other securities of the Company, or other similar corporate transaction or event affects the Shares, then the Committee shall in an equitable and proportionate manner (and, as applicable, in such equitable and proportionate manner as is consistent with Sections 422 and 409A of the Code and the regulations thereunder): (i) adjust any or all of (1) the aggregate number of Shares or other securities of the Company or its

successor (or number and kind of other securities or property) with respect to which Awards may be granted under the Plan; (2) the number of Shares or other securities of the Company or its successor (or number and kind of other securities or property) subject to outstanding Awards under the Plan, provided that the number of Shares subject to any Award shall always be a whole number; (3) the grant or exercise price with respect to any Award under the Plan; and (4) the limits on the number of Shares that may be granted to Participants under the Plan in any calendar year; (ii) provide for an equivalent award in respect of securities of the surviving entity of any merger, consolidation or other transaction or event having a similar effect; or (iii) make provision for a cash payment to the holder of an outstanding Award. Any such adjustments to outstanding Awards shall be effected in a manner that precludes the material enlargement or dilution of rights and benefits under such Awards.

**4.3 Substitute Awards.** Any Shares issued by the Company as Substitute Awards in connection with the assumption or substitution of outstanding grants from any acquired company shall not reduce the Shares available for Awards under the Plan.

**4.4 Sources of Shares Deliverable Under Awards.** Any Shares delivered pursuant to an Award may consist, in whole or in part, of authorized and unissued Shares or of issued Shares which have been reacquired by the Company.

**4.5. Vesting Limitations.** Except as otherwise provided below, any Award that:

(a) is not a Performance Award shall have a minimum Vesting Period of one year from the date of grant; or

(b) is a Performance Award shall have a minimum performance period of one fiscal year;

provided, however, that the Committee or Board may provide for earlier vesting (i) to the extent provided for in an Employee's employment agreement with the Company or any Subsidiary that was effective prior to the effective date of the Plan, (ii) upon an Employee's termination of employment by reason of death, disability, change in control, retirement, involuntary termination without cause or voluntary termination for good reason, (iii) Awards made to Non-Employee Directors who elect to receive such Awards in exchange for cash compensation to which they would otherwise be or become entitled and (iv) Awards to Non-Employee Directors upon a termination of service due to a change in control, death or disability. The foregoing notwithstanding, five percent (5%) of the total number of Shares available for issuance under this Plan may be granted

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without regard to any minimum Vesting Period or performance period, as applicable, described in this [Section 4.5](#). For purposes of Awards to Non-Employee Directors, a vesting period will be deemed to be one year if it runs from the date of one annual meeting of the Company's stockholders to the next annual meeting of the Company's stockholders.

## **Section 5. Eligibility.**

Any Employee, Director or Consultant shall be eligible to be designated a Participant; provided, however, that Outside Directors shall only be eligible to receive Awards granted consistent with [Section 10](#).

## **Section 6. Stock Options And Stock Appreciation Rights.**



**6.1Grant.** Subject to Section 4.5 and other applicable provisions of the Plan, the Committee shall have sole and complete authority to determine the Participants to whom Options and SARs shall be granted, the number of Shares subject to each Award, the exercise price and the conditions and limitations applicable to the exercise of each Option and SAR. An Option may be granted with or without a related SAR. An SAR may be granted with or without a related Option. The Committee shall have the authority to grant Incentive Stock Options, or to grant Non-Qualified Stock Options, or to grant both types of Options. In the case of Incentive Stock Options, the terms and conditions of such grants shall be subject to and comply with such rules as may be prescribed by Section 422 of the Code, as from time to time amended, and any regulations implementing such statute. A person who has been granted an Option or SAR under this Plan may be granted additional Options or SARs under the Plan if the Committee shall so determine; provided, however, that to the extent the aggregate Fair Market Value (determined at the time the Incentive Stock Option is granted) of the Shares with respect to which all Incentive Stock Options are exercisable for the first time by an Employee during any calendar year (under all plans described in subsection (d) of Section 422 of the Code of the Employee's employer corporation and its parent and Subsidiaries) exceeds \$100,000, such Options shall be treated as Non-Qualified Stock Options.

**6.2Price.** The Committee in its sole discretion shall establish the Option Price at the time each Option is granted. Except with respect to Substitute Awards, the Option Price of an Option may not be less than one hundred percent (100%) of the Fair Market Value of the Shares with respect to which the Option is granted on the date of grant of such Option, and SARs may not be granted at a price less than the Fair Market Value of a Share on the date of grant. Notwithstanding the foregoing and except as permitted by the provisions of Section 4.2 hereof, the Committee shall not have the power to (i) amend the terms of previously granted Options or SARs to reduce the Option Price or exercise price thereof, (ii) cancel such Options or SARs in exchange for cash or a grant of either substitute Options or SARs with a lower Option Price or exercise Price than the

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cancelled Award (including but not limited to a cash buyout of an underwater Option), or any other Award, (iii) take any other action with respect to an Option or SAR that would be treated as a repricing under the rules and regulations of the Nasdaq Stock Market or such other principal securities exchange on which the Shares are traded, in each case without the approval of the Company's shareholders.

**6.3Term.** Subject to the Committee's authority under Section 3.1 and the provisions of Section 6.5, each Option and SAR and all rights and obligations thereunder shall expire on the date determined by the Committee and specified in the Award Agreement. The Committee shall be under no duty to provide terms of like duration for Options or SARs granted under the Plan. Notwithstanding the foregoing and except as provided in Section 6.4(a) hereof, no Option or SAR shall be exercisable after the expiration of ten (10) years from the date such Option or SAR was granted. Incentive Stock Option Awards shall not be made with respect to shares of Stock described in Section 4.1 more than ten (10) years after the earlier of the date that the Plan is adopted by the Board or the date that the Plan is approved by shareholders.

**6.4Exercise.**

(a) Each Option and SAR shall be exercisable at such times and subject to such terms and conditions as the Committee may, in its sole discretion, specify in the applicable Award Agreement or thereafter. The Committee shall have full and complete authority to determine, subject to Section 6.5 herein, whether an Option or SAR will be exercisable in full at any time or from time to time during the term of the Option or SAR, or to provide for the exercise thereof in such installments, upon the occurrence of such events and at such times during the term of the Option or SAR as the Committee may determine. The



Committee may provide, at or after grant, that the period of time over which an Option, other than an Incentive Stock Option, or SAR may be exercised shall be automatically extended if on the scheduled expiration of such Award, the Participant's exercise of such Award would violate applicable securities law; provided, however, that during the extended exercise period the Option or SAR may only be exercised to the extent such Award was exercisable in accordance with its terms immediately prior to such scheduled expiration date; provided further, however, that such extended exercise period shall end not later than thirty (30) days after the exercise of such Option or SAR first would no longer violate such laws.

(b)The Committee may impose such conditions with respect to the exercise of Options or SARs, including without limitation, any relating to the application of federal, state or foreign securities laws or the Code, as it may deem necessary or advisable. The exercise of any Option granted hereunder shall be effective only at such time as the sale of Shares pursuant to such exercise will not violate any state or federal securities or other laws.

(c)An Option or SAR may be exercised in whole or in part at any time, with respect to whole Shares only, within the period permitted thereunder for the

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exercise thereof, and shall be exercised by written notice of intent to exercise the Option or SAR, delivered to the Company at its principal office, and payment in full to the Company at the direction of the Committee of the amount of the Option Price for the number of Shares with respect to which the Option is then being exercised.

(d)Each Option shall specify the form of consideration to be paid in satisfaction of the Option Price and the manner of payment of such consideration, which may include (i) cash in the form of currency or check or other cash equivalent acceptable to the Company, (ii) nonforfeitable, unrestricted Shares owned by the Participant which have an aggregate value at the time of exercise that is equal to the Option Price, (iii) any other legal consideration that the Committee may deem appropriate, on such basis as the Committee may determine in accordance with this Plan, or (iv) any combination of the foregoing. To the extent permitted by applicable law, any grant may provide for payment of the Option Price from (i) the proceeds of sale through a bank or broker of some or all of the Shares to which the exercise relates, or (ii) withholding of Shares from the Option based on the Fair Market Value of the Shares, in either case on the date of exercise. The Committee may provide in the Award Agreement (or thereafter in the case of a Nonqualified Stock Option) that an Option that is otherwise exercisable and has an Option Price that is less than the Fair Market Value of the Shares on the last day of its term will be automatically exercised on such last day by means of a "net exercise" entitling the Participant to Shares equal to the intrinsic value of the Option on such exercise date, less the number of Shares required for the required tax withholding.

(e)At the Committee's discretion, the amount payable as a result of the exercise of an SAR may be settled in cash, Shares or a combination of cash and Shares. A fractional Share shall not be deliverable upon the exercise of a SAR but a cash payment will be made in lieu thereof.

**6.5Ten Percent Stock Rule.** Notwithstanding any other provisions in the Plan, if at the time an Option is otherwise to be granted pursuant to the Plan, the optionee or rights holder owns directly or indirectly (within the meaning of Section 424(d) of the Code) Shares of the Company possessing more than ten percent (10%) of the total combined voting power of all classes of Stock of the Company or its parent or Subsidiary or Affiliate corporations (within the meaning of Section 422(b)(6) of the Code), then any Incentive Stock Option to be granted to such optionee or rights holder pursuant to the Plan shall satisfy the requirement of Section

422(c)(5) of the Code, and the Option Price shall be not less than one hundred ten percent (110%) of the Fair Market Value of the Shares of the Company, and such Option by its terms shall not be exercisable after the expiration of five (5) years from the date such Option is granted.

## **Section 7. Restricted Shares And Restricted Share Units.**

### **7.1Grant.**

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(a) Subject to Section 4.5 and other applicable provisions of the Plan, the Committee shall have sole and complete authority to determine the Participants to whom Restricted Shares and Restricted Share Units shall be granted, the number of Restricted Shares and/or the number of Restricted Share Units to be granted to each Participant, the duration of the period during which, and the conditions under which, the Restricted Shares and Restricted Share Units may be forfeited to the Company, and the other terms and conditions of such Awards. The Restricted Share and Restricted Share Unit Awards shall be evidenced by Award Agreements in such form as the Committee shall from time to time approve, which agreements shall comply with and be subject to the terms and conditions provided hereunder and any additional terms and conditions established by the Committee that are consistent with the terms of the Plan.

(b) Each Restricted Share and Restricted Share Unit Award made under the Plan shall be for such number of Shares as shall be determined by the Committee and set forth in the Award Agreement containing the terms of such Restricted Share or Restricted Share Unit Award. Such agreement may set forth a period of time during which the grantee must remain in the continuous employment (or other service providing capacity) of the Company in order for the forfeiture and transfer restrictions to lapse. If the Committee so determines or the Award Agreement so provides, the restrictions may lapse during such restricted period in installments with respect to specified portions of the Shares covered by the Restricted Share or Restricted Share Unit Award. The Award Agreement may also, in the discretion of the Committee, set forth performance or other conditions that will subject the Shares to forfeiture and transfer restrictions. Subject to Section 4.5, the Committee may, at its discretion, waive all or any part of the restrictions applicable to any or all outstanding Restricted Share and Restricted Share Unit Awards.

### **7.2Delivery of Shares and Transfer Restrictions.**

(a) At the time of a Restricted Share Award, a certificate representing the number of Shares awarded thereunder shall be registered in the name of the grantee. Such certificate shall be held by the Company or any custodian appointed by the Company for the account of the grantee subject to the terms and conditions of the Plan, and shall bear such a legend setting forth the restrictions imposed thereon as the Committee, in its discretion, may determine. The foregoing to the contrary notwithstanding, the Committee may, in its discretion, provide that a Participant's ownership of Restricted Shares prior to the lapse of any transfer restrictions or any other applicable restrictions shall, in lieu of such certificates, be evidenced by a "book entry" (i.e., a computerized or manual entry) in the records of the Company or its designated agent in the name of the Participant who has received such Award, and confirmation and account statements sent to the Participant with respect to such book-entry Shares may bear the restrictive legend referenced in the preceding sentence. Such records of the Company or such agent shall, absent manifest error, be binding on all Participants who receive Restricted Share Awards evidenced in such manner. The

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holding of Restricted Shares by the Company or such agent, or the use of book entries to evidence the ownership of Restricted Shares, in accordance with this Section 7.2(a), shall not affect the rights of Participants as owners of the Restricted Shares awarded to them, nor affect the restrictions applicable to such shares under the Award Agreement or the Plan, including the transfer restrictions.

(b) Unless otherwise provided in the applicable Award Agreement, the grantee shall have all rights of a shareholder with respect to the Restricted Shares, including the right to vote such Shares and to receive dividends in accordance with Section 15.2, subject to the following restrictions: (i) the grantee shall not be entitled to delivery of the stock certificate until the expiration of the restricted period and the fulfillment of any other restrictive conditions set forth in the Award Agreement with respect to such Shares; (ii) none of the Shares may be sold, assigned, transferred, pledged, hypothecated or otherwise encumbered or disposed of during such restricted period or until after the fulfillment of any such other restrictive conditions; and (iii) except as otherwise determined by the Committee at or after grant or as provided in the applicable Award Agreement, all of the Shares shall be forfeited and all rights of the grantee to such Shares shall terminate, without further obligation on the part of the Company, unless the grantee remains in the continuous employment (or other service providing capacity) of the Company for the entire restricted period in relation to which such Shares were granted and unless any other restrictive conditions relating to the Restricted Share Award are met.

7.3 Termination of Restrictions. At the end of the restricted period and provided that any other restrictive conditions of the Restricted Share Award are met, or at such earlier time as otherwise determined by the Committee, all restrictions set forth in the Award Agreement relating to the Restricted Share Award or in the Plan shall lapse as to the restricted Shares subject thereto, and a stock certificate for the appropriate number of Shares, free of the restrictions and restricted stock legend, shall be delivered to the Participant or the Participant's beneficiary or estate, as the case may be (or, in the case of book-entry Shares, such restrictions and restricted stock legend shall be removed from the confirmation and account statements delivered to the Participant or the Participant's beneficiary or estate, as the case may be, in book-entry form).

#### 7.4 Payment of Restricted Share Units.

(a) Each Restricted Share Unit shall have a value equal to the Fair Market Value of a Share. Restricted Share Units shall be paid in cash, Shares, other securities or other property, as determined in the sole discretion of the Committee, upon the lapse of the restrictions applicable thereto, or otherwise in accordance with the applicable Award Agreement.

(b) A Participant may receive dividend equivalent rights in respect of any vested Restricted Share Units at the time of any payment of dividends to shareholders on Shares, as determined in the sole discretion of the Committee, in accordance with

Section 15.2. A Participant who is awarded Restricted Share Units shall have no rights as a shareholder with respect to such Restricted Share Units until the restrictions set forth in the applicable Award Agreement have lapsed.

(c) Except as otherwise determined by the Committee at or after grant, Restricted Share Units may not be sold, assigned, transferred, pledged, hypothecated or otherwise encumbered or disposed of, and all Restricted Share Units and all rights of the grantee to such Restricted Share Units shall terminate, without further obligation on the part of the Company, unless the grantee remains in continuous employment (or other service providing capacity) of the Company for the entire restricted period in relation to which such Restricted Share Units were granted and unless any other restrictive conditions relating to the Restricted Share Unit Award are met.

## **Section 8. Performance Awards**

**8.1 Grant.** The Committee shall have sole and complete authority to determine the Participants who shall receive a Performance Award, which shall consist of a right that is (i) denominated in cash or Shares (including but not limited to Restricted Shares and Restricted Share Units), (ii) valued, as determined by the Committee, in accordance with the achievement of such performance goals during such performance periods as the Committee shall establish, and (iii) payable at such time and in such form as the Committee shall determine.

**8.2 Terms and Conditions.** Subject to the terms of the Plan and any applicable Award Agreement, the Committee shall determine the performance goals to be achieved during any performance period, the length of any performance period, the amount of any Performance Award and the amount and kind of any payment or transfer to be made pursuant to any Performance Award, and may amend specific provisions of the Performance Award; *provided*, however, that such amendment may not adversely affect existing Performance Awards made within a performance period commencing prior to implementation of the amendment; *provided further*, that the minimum Vesting Period requirements set forth in Section 4.5 shall apply to grants of Performance Awards hereunder. No Performance Award shall have a term in excess of ten (10) years.

**8.3 Payment of Performance Awards.** Performance Awards may be paid in a lump sum or in installments following the close of the performance period or, in accordance with the procedures established by the Committee, on a deferred basis. Termination of employment prior to the end of any performance period, other than for reasons of death or disability, will result in the forfeiture of the Performance Award, and no payments will be made, except as otherwise provided pursuant to any applicable Award Agreement at or after grant. Notwithstanding the foregoing, except as otherwise provided in Section 11 hereof, the Committee may, in its discretion, waive any performance goals and/or other terms and conditions relating to a Performance Award.

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A Participant's rights to any Performance Award may not be sold, assigned, transferred, pledged, hypothecated or otherwise encumbered or disposed of in any manner, except by will or the laws of descent and distribution, and/or except as the Committee may determine at or after grant.

## **Section 9. Other Stock-Based Awards.**

The Committee shall have the authority to determine the Participants who shall receive an Other Stock-Based Award, which shall consist of any right that is (i) not an Award described in Sections 6 or 7 above and (ii) an Award of Shares or an Award denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, Shares (including, without limitation, securities convertible into Shares), as deemed by the Committee to be consistent with the purposes of the Plan. Subject to the terms of the Plan and any applicable Award Agreement, the Committee shall determine the terms and conditions of any such Other Stock-Based Award; provided, however, that the minimum Vesting Period requirements set forth in Section 4.5 hereof shall apply to Other Stock-Based Awards. No Other Stock-Based Award shall have a term in excess of ten (10) years.

**Section 10. Non-Employee Director And Outside Director Awards.**

10.1 The Board may provide that all or a portion of a Non-Employee Director's annual retainer, meeting fees and/or other awards or compensation as determined by the Board, be payable (either automatically or at the election of a Non-Employee Director) in the form of Non-Qualified Stock Options, Restricted Shares, Restricted Share Units and/or Other Stock-Based Awards, including unrestricted Shares. The Board shall determine the terms and conditions of any such Awards, including the terms and conditions which shall apply upon a termination of the Non-Employee Director's service as a member of the Board, and shall have full power and authority in its discretion to administer such Awards, subject to the terms of the Plan and applicable law.

10.2 The Board may also grant Awards to Outside Directors pursuant to the terms of the Plan, including any Award described in Sections 6, 7 and 9 above. With respect to such Awards, all references in the Plan to the Committee shall be deemed to be references to the Board.

10.3 Notwithstanding anything herein to the contrary, the aggregate value of all compensation paid or granted, as applicable, to any individual for service as a Non-Employee Director with respect to any calendar year, including equity Awards granted and cash fees paid by the Company to such Non-Employee Director, shall not exceed six hundred thousand dollars (\$600,000) in value, calculating the value of any equity Awards granted during such calendar year based on the grant date fair value of such Awards for financial reporting purposes and excluding, for this purpose, the value of any

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dividends or dividend equivalents paid in accordance with the Plan on certain Awards. The Board may make exceptions to the applicable limit in this Section 10.3 for individual Non-Employee Directors in extraordinary circumstances, such as where any such individual Non-Employee Directors are serving on a special litigation or transactions committee of the Board, as the Board may determine in its discretion, provided that the Non-Employee Director receiving such additional compensation may not participate in the decision to award such compensation involving such Non-Employee Director.

**Section 11. Provisions Applicable To Performance Awards.**

11.1 The Committee may grant Performance Awards based upon the attainment of performance targets related to one or more performance goals and/or other terms and conditions selected by the Committee. For the purposes of this Section 11, performance goals shall be limited to one or more of the following Company, Subsidiary, operating unit, business segment or division financial performance measures:

- (a) earnings before interest, taxes, depreciation and/or amortization or other exclusions;
  - (b) operating income or profit;
  - (c) gross margin;
  - (d) operating efficiencies;
  - (e) return on equity, assets, capital, capital employed or investment;
  - (f) after tax operating income;
  - (g) net income;
  - (h) market capitalization, earnings or book value per Share or economic value added;
  - (i) cash flow(s);
  - (j) total or net sales or revenues or sales or revenues per employee;
  - (k) production (separate work units or SWUs);
  - (l) stock price, total shareholder return or growth in total shareholder return (with or without dividend reinvestment);
  - (m) dividends;
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(n) debt reduction or other improvements in capital structure which may be calculated net of cash balances or other offsets and adjustments as established by the Committee;

(o) strategic business objectives, consisting of one or more objectives based on meeting specified cost targets, business expansion goals, goals relating to acquisitions or divestitures, goals relating to market share, goals related to risk management and goals related to technological improvement;

(p) goals related to customer or employee satisfaction;

(q) enterprise value or other value creation targets;

(r) other similar financial or operational metrics or goals; or

(s) any combination thereof.

Each goal may be expressed on an absolute and/or relative basis, may be based on or otherwise employ comparisons based on internal targets, the past performance of the Company or any Subsidiary, operating unit, business segment or division of the Company and/or the past or current performance of other companies, and in the case of earnings-based measures, may use or employ comparisons relating to capital, shareholders' equity and/or Shares outstanding, or to assets or net assets. The Committee may appropriately adjust any evaluation of performance under criteria set forth in this Section 11.1 to exclude any of the following events that occurs during a performance period: (i) asset impairments or write-downs, (ii) litigation or claim judgments or settlements, (iii) the effect of changes in tax law, accounting principles or other such laws or provisions affecting reported results, (iv) accruals for reorganization, acquisition, disposition and restructuring transactions, (v) any items that are "unusual in nature" or "infrequently occurring" within the meaning of generally accepted accounting principles or other extraordinary items that are included within management's discussion and analysis of financial condition and results of operations appearing in the Company's annual report to shareholders for the applicable year, and (vi) any other event either not directly related to the operations of the Company or not within the reasonable control of the Company's management.

11.2 Following the completion of each performance period, the Committee shall certify whether the applicable performance targets have been achieved and the amounts, if any, payable for such performance period. In determining the amount earned by any Participant for a given performance period, subject to any applicable Award Agreement, the Committee shall have the right to adjust the amount payable at a given level of performance to take into account additional factors that the Committee may deem relevant in its sole discretion to the assessment of individual or corporate performance for the performance period.

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## **Section 12. Termination of Employment.**

The Committee shall have the full power and authority to determine the terms and conditions that shall apply to any Award upon a termination of employment with the Company, its Subsidiaries and Affiliates, including a termination by the Company with or without cause, by a Participant voluntarily, by reason of death, disability or retirement, or pursuant to military, government or other service or leave of absence. The Committee may provide such terms and conditions in the Award Agreement or in such rules and regulations as it may prescribe.

## **Section 13. Change in Control**

13.1 *Certain Terminations.* Unless otherwise provided by the Committee, or in an Award Agreement or by a contractual agreement between the Company or a Subsidiary and a Participant, if, within twelve months after the Company obtains actual knowledge that a Change in Control has occurred, a Participant's employment with or service to the Company or a Subsidiary or Affiliate (or any of their successors) is terminated for any reason other than by the Company for Cause or by the Participant without Good Reason, all outstanding Awards of such Participant shall vest, become immediately exercisable and payable and have all restrictions lifted. Unless otherwise provided in an Award Agreement or contractual agreement between the Company or a Subsidiary and a Participant, as used herein, "Good Reason" shall mean (A) a material reduction in a Participant's position, authority, duties or responsibilities, (B) any reduction in a Participant's annual base salary as in effect immediately prior to a Change in Control; (C) the relocation of the office at which the Participant is to perform the majority of his or her duties following a Change in Control to a location more than 30 miles from the location at which the Participant performed such duties prior to the Change in



Control; or (D) the failure by the Company or its successor to continue to provide the Participant with benefits substantially similar in aggregate value to those enjoyed by the Participant under any of the Company's pension, life insurance, medical, health and accident or disability plans in which Participant was participating immediately prior to a Change in Control, unless the Participant is offered participation in other comparable benefit plans generally available to similarly situated employees of the Company or its successor after the Change in Control.

**13.2 Assumption, Continuation or Substitution.** In the event of a Change in Control, the surviving, continuing, successor, or purchasing corporation or other business entity or parent thereof, as the case may be (the "Acquiror"), may (in accordance with Section 409A, to the extent applicable), without the consent of any Participant, either assume or continue the Company's rights and obligations under each or any Award or portion thereof outstanding immediately prior to the Change in Control or substitute for each or any such outstanding Award or portion thereof a substantially equivalent award with respect to the Acquiror's stock, as applicable; provided, that in the

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event of such an assumption, the Acquiror must grant the rights set forth in Section 13.1 to the Participant in respect of such assumed Awards. For purposes of this Section, if so determined by the Committee, in its discretion, an Award denominated in Shares shall be deemed assumed if, following the Change in Control, the Award (as adjusted, if applicable, pursuant to [Section 4.2](#) hereof) confers the right to receive, subject to the terms and conditions of the Plan and the applicable Award Agreement, for each Share subject to the Award immediately prior to the Change in Control, the consideration (whether stock, cash, other securities or property or a combination thereof) to which a holder of a share of Stock on the effective date of the Change in Control was entitled; provided, however, that if such consideration is not solely common stock of the Acquiror, the Committee may, with the consent of the Acquiror, provide for the consideration to be received upon the exercise or settlement of the Award, for each Share subject to the Award, to consist solely of common stock of the Acquiror equal in Fair Market Value to the per share consideration received by holders of Shares pursuant to the Change in Control.

**13.3 Accelerated Vesting.** If, in the event of a Change in Control, the Acquiror does not either assume or continue the Company's rights and obligations under each or any Award or portion thereof outstanding immediately prior to the Change in Control or substitute for each or any such outstanding Award or portion thereof a substantially equivalent award with respect to the Acquiror's stock, as applicable, the Committee may (in accordance with Section 409A, to the extent applicable), in its discretion, provide in any Award Agreement or may take such actions as it deems appropriate to provide, for the acceleration of the exercisability, vesting and/or settlement in connection with such Change in Control of each or any outstanding Award or portion thereof and Shares acquired pursuant thereto upon such conditions (if any), including termination of the Participant's service prior to, upon, or following such Change in Control, to such extent as the Committee shall determine. In the event of a Change of Control, and without the consent of any Participant, the Committee may, in its discretion, provide that for a period of at least fifteen (15) days prior to the Change in Control, any Options or Stock Appreciation Rights shall be exercisable as to all Shares subject thereto and that upon the occurrence of the Change in Control, such Stock Options or Stock Appreciation Rights shall terminate and be of no further force and effect.

**13.4 Cash-Out of Awards.** The Committee may (in accordance with Section 409A, to the extent applicable), in its discretion at or after grant and without the consent of any Participant, determine that, upon the occurrence of a Change in Control, each or any Award or a portion thereof outstanding immediately prior to the Change in Control and not previously exercised or settled shall be canceled in exchange for a payment with respect to each vested Share including pursuant to [Section 13.3](#) subject to such Award in



(i) cash, (ii) stock of the Company or of a corporation or other business entity a party to the Change in Control, or (iii) other property which, in any such case, shall be in an amount having a Fair Market Value equal to the Fair Market Value of the consideration to be paid per Share in the Change in Control, reduced by the exercise or purchase price per share, if any, under such Award (which payment may, for the

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avoidance of doubt, be \$0, in the event the per share exercise or purchase price of an Award is greater than the per share consideration in connection with the Change in Control). In the event such determination is made by the Committee, the amount of such payment (reduced by applicable withholding taxes, if any), if any, shall be paid to Participants in respect of the vested portions of their canceled Awards as soon as practicable following the date of the Change in Control and may be paid in respect of the unvested portions of their canceled Awards in accordance with the vesting schedules applicable to such Awards.

**13.5 Performance Awards.** The Committee may (in accordance with Section 409A, to the extent applicable), in its discretion at or after grant, provide that in the event of a Change in Control, (i) any outstanding Performance Awards relating to performance periods ending prior to the Change in Control which have been earned but not paid shall become immediately payable, (ii) all then-in-progress performance periods for Performance Awards that are outstanding shall end, and either (A) any or all Participants shall be deemed to have earned an award equal to the relevant target award opportunity for the performance period in question, or (B) at the Committee's discretion, the Committee shall determine the extent to which performance criteria have been met with respect to each such Performance Award, if at all, and (iii) the Company shall cause to be paid to each Participant such partial or full Performance Awards, in cash, Shares or other property as determined by the Committee, within thirty (30) days of such Change in Control, based on the Change in Control consideration, which amount may be zero if applicable. In the absence of such a determination, any Performance Awards relating to performance periods that will not have ended as of the date of a Change in Control shall be terminated and canceled for no further consideration.

#### **Section 14. Amendment and Termination.**

**14.1 Amendments to the Plan.** The Board may amend, alter, suspend, discontinue or terminate the Plan or any portion thereof at any time (and in accordance with Section 409A of the Code with regard to Awards subject thereto); provided that no such amendment, alteration, suspension, discontinuation or termination shall be made without shareholder approval if such approval is necessary to comply with any tax or regulatory requirement (including the rules and regulations of the Nasdaq Stock Market) for which or with which the Board deems it necessary or desirable to comply.

**14.2 Amendments to Awards.** Subject to the restrictions of Section 6.2, the Committee may waive any conditions or rights under, amend any terms of or alter, suspend, discontinue, cancel or terminate, any Award theretofore granted, prospectively or retroactively; provided that any such waiver, amendment, alteration, suspension, discontinuance, cancellation or termination that would materially and adversely affect the rights of any Participant or any holder or beneficiary of any Award theretofore granted shall not to that extent be effective without the consent of the affected Participant, holder or beneficiary.

**14.3 Adjustments of Awards Upon the Occurrence of Certain Unusual or Nonrecurring Events.** The Committee is hereby authorized to make equitable and proportionate adjustments in the terms and conditions of, and the criteria included in, Awards in recognition of unusual or nonrecurring events (including, without limitation, the events described in Section 4.2) affecting the Company, any Subsidiary or Affiliate, or the financial statements of the Company or any Subsidiary or Affiliate, or of changes in applicable laws, regulations or accounting principles in accordance with the Plan.

**14.4 Recoupment of Awards.** Any Award granted pursuant to this Plan shall be subject to mandatory repayment by the Participant to the Company (i) to the extent set forth in any Award Agreement, (ii) to the extent that such Participant is, or in the future becomes, subject to (a) any “clawback” or recoupment policy adopted by the Company or any Affiliate thereof to comply with the requirements of any applicable laws, rules or regulations, including pursuant to final rules adopted by the SEC pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act, or otherwise, or (b) any applicable laws which impose mandatory recoupment, under circumstances set forth in such applicable laws, including the Sarbanes-Oxley Act of 2002.

## **Section 15. General Provisions.**

**15.1 Limited Transferability of Awards.** Except as otherwise provided in the Plan, an Award Agreement or by the Committee at or after grant, no Award shall be assigned, alienated, pledged, attached, sold or otherwise transferred or encumbered by a Participant, except by will or the laws of descent and distribution. No transfer of an Award by will or by laws of descent and distribution shall be effective to bind the Company unless the Company shall have been furnished with written notice thereof and an authenticated copy of the will and/or such other evidence as the Committee may deem necessary or appropriate to establish the validity of the transfer. No transfer of an Award for value shall be permitted under the Plan.

**15.2 Dividend Equivalents.** No dividend equivalent rights shall be granted with respect to stock options or SARs, but in the sole and complete discretion of the Committee, any other Award may provide the Participant with dividends or dividend equivalents, payable in cash, Shares, other securities or other property; provided, that any dividends or dividend equivalent rights distributed with respect to Shares subject to Awards shall be subject to the same restrictions, terms and conditions as the underlying Awards to which they relate. All dividend or dividend equivalents may, at the Committee’s discretion, accrue interest, or be reinvested into additional Shares or, in the case of dividends or dividend equivalents credited in connection with Performance Awards, be credited as additional Performance Awards and paid to the Participant if and when, and to the extent that, payment is otherwise made pursuant to such Award. The total number of Shares available for grant shall not be reduced to reflect any dividends or dividend equivalents that are reinvested into additional Shares or credited as

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Performance Awards. For purposes of clarity, in no event may dividends or dividend equivalents be paid out unless and until the awards to which they are associated are vested.

**15.3 Compliance with Section 409A of the Code.** No Award (or modification thereof) shall provide for deferral of compensation that does not comply with Section 409A of the Code unless the Committee, at the time of grant, specifically provides that the Award is not intended to comply with Section 409A of the Code. Notwithstanding any provision of this Plan to the contrary, if one or more of the payments or benefits received or to be received by a Participant pursuant to an Award would cause the Participant to incur any additional tax or interest under Section 409A of the Code, the Committee may reform such provision to maintain to the maximum extent practicable the original intent of the applicable provision without violating the provisions of section 409A of the Code. In the event that it is reasonably determined by the Board or Committee that, as a result of Section 409A of the Code, payments in respect of any Award under the Plan may not be made at the time contemplated by the terms of the Plan or the relevant Award agreement, as the case may be, without causing the Participant holding such Award to be subject to taxation under Section 409A of the Code, the Company will make such payment on the first day that would not result in the Participant incurring any tax liability under Section 409A of the Code; which, if the Participant is a "specified employee" within the meaning of the Section 409A, shall be the first day following the six-month period beginning on the date of Participant's termination of employment. Unless otherwise provided in an Award Agreement or other document governing the issuance of such Award, payment of any Performance Award intended to qualify as a "short term deferral" within the meaning of Section 1.409A-1(b)(4)(i) of the U.S. Treasury Regulations shall be made between the first day following the close of the applicable Performance Period and the last day of the "applicable 2 ½ month period" as defined therein. Notwithstanding the foregoing, each Participant is solely responsible and liable for the satisfaction of all taxes and penalties that may be imposed on him or her, or in respect of any payment or benefit delivered in connection with the Plan (including any taxes and penalties under Section 409A of the Code), and the Company shall not have any obligation to indemnify or otherwise hold any Participant harmless from any or all such taxes or penalties.

**15.4 No Rights to Awards.** No Person shall have any claim to be granted any Award, and there is no obligation for uniformity of treatment of Participants or holders or beneficiaries of Awards. The terms and conditions of Awards need not be the same with respect to each Participant.

**15.5 Share Certificates.** All certificates for Shares or other securities of the Company or any Subsidiary or Affiliate delivered under the Plan pursuant to any Award or the exercise thereof shall be subject to such stop transfer orders and other restrictions as the Committee may deem advisable under the Plan or the rules, regulations and other requirements of the SEC or any state securities commission or regulatory authority, any stock exchange or other market upon which such Shares or

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other securities are then listed, and any applicable Federal or state laws, and the Committee may cause a legend or legends to be put on any such certificates to make appropriate reference to such restrictions.

**15.6 Withholding.** A Participant may be required to pay to the Company or any Subsidiary or Affiliate and the Company or any Subsidiary or Affiliate shall have the right and is hereby authorized to withhold from any Award, from any payment due or transfer made under any Award or under the Plan, or from any compensation or other amount owing to a Participant the amount (in cash, Shares, other securities, other Awards or other property) of any applicable withholding or other tax-related obligations in respect of an Award, its exercise or any other transaction involving an Award, or any payment or transfer under an Award or under the Plan and to take such other action as may be necessary in the opinion of the Company to satisfy all obligations for the payment of such taxes. The Committee may provide for additional cash payments to holders of Options to defray or offset any tax arising from the grant, vesting, exercise or payment of any Award.

**15.7 Award Agreements.** Each Award hereunder shall be evidenced by an Award Agreement that shall be delivered (including, but not limited to, through an online incentive plan management portal) to the Participant and may specify the terms and conditions of the Award and any rules applicable thereto. In the event of a conflict between the terms of the Plan and any Award Agreement, the terms of the Plan shall prevail. The Committee shall, subject to applicable law, determine the date an Award is deemed to be granted. The Committee or, except to the extent prohibited under applicable law, its delegate(s) may establish the terms of agreements or other documents evidencing Awards under this Plan and may, but need not, require as a condition to any such agreement's or document's effectiveness that such agreement or document be executed by the Participant, including by electronic signature or other electronic indication of acceptance, and that such Participant agree to such further terms and conditions as specified in such agreement or document. The grant of an Award under this Plan shall not confer any rights upon the Participant holding such Award other than such terms, and subject to such conditions, as are specified in this Plan as being applicable to such type of Award (or to all Awards) or as are expressly set forth in the agreement or other document evidencing such Award.

**15.8 No Limit on Other Compensation Arrangements.** Nothing contained in the Plan shall prevent the Company or any Subsidiary or Affiliate from adopting or continuing in effect other compensation arrangements, which may, but need not, provide for the grant of Options, Restricted Shares, Restricted Share Units, Other Stock-Based Awards or other types of Awards provided for hereunder.

**15.9 No Right to Employment.** The grant of an Award shall not be construed as giving a Participant the right to be retained in the employ of the Company or any Subsidiary or Affiliate. Further, the Company or a Subsidiary or Affiliate may at any time

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dismiss a Participant from employment, free from any liability or any claim under the Plan, unless otherwise expressly provided in an Award Agreement.

**15.10 No Rights as Shareholder.** Subject to the provisions of the Plan and the applicable Award Agreement, no Participant or holder or beneficiary of any Award shall have any rights as a shareholder with respect to any Shares to be distributed under the Plan until such person has become a holder of such Shares. Notwithstanding the foregoing, in connection with each grant of Restricted Shares hereunder, the applicable Award Agreement shall specify if and to what extent the Participant shall not be entitled to the rights of a shareholder in respect of such Restricted Shares.

**15.11 Governing Law.** The validity, construction and effect of the Plan and any rules and regulations relating to the Plan and any Award Agreement shall be determined in accordance with the laws of the State of Tennessee without giving effect to conflicts of laws principles.

**15.12 Severability.** If any provision of the Plan or any Award is, or becomes, or is deemed to be invalid, illegal or unenforceable in any jurisdiction or as to any Person or Award, or would disqualify the Plan or any Award under any law deemed applicable by the Committee, such provision shall be construed or deemed amended to conform to the applicable laws, or if it cannot be construed or deemed amended without, in the determination of the Committee, materially altering the intent of the Plan or the Award, such provision shall be stricken as to such jurisdiction, Person or Award and the remainder of the Plan and any such Award shall remain in full force and effect.

**15.13Other Laws.** The Committee may refuse to issue or transfer any Shares or other consideration under an Award if, acting in its sole discretion, it determines that the issuance or transfer of such Shares or such other consideration might violate any applicable law or regulation (including applicable non-U.S. laws or regulations) or entitle the Company to recover the same under Section 16(b) of the Exchange Act, and any payment tendered to the Company by a Participant, other holder or beneficiary in connection with the exercise of such Award shall be promptly refunded to the relevant Participant, holder or beneficiary.

**15.14No Trust or Fund Created.** Neither the Plan nor any Award shall create or be construed to create a trust or separate fund of any kind or a fiduciary relationship between the Company or any Subsidiary or Affiliate and a Participant or any other Person. To the extent that any Person acquires a right to receive payments from the Company or any Subsidiary or Affiliate pursuant to an Award, such right shall be no greater than the right of any unsecured general creditor of the Company or any Subsidiary or Affiliate.

**15.15No Fractional Shares.** No fractional Shares shall be issued or delivered pursuant to the Plan or any Award, and the Committee shall determine whether cash, other securities or other property shall be paid or transferred in lieu of any fractional

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Shares or whether such fractional Shares or any rights thereto shall be canceled, terminated or otherwise eliminated.

**15.16Headings.** Headings are given to the sections and subsections of the Plan solely as a convenience to facilitate reference. Such headings shall not be deemed in any way material or relevant to the construction or interpretation of the Plan or any

provision thereof. **Section 16. Term of the Plan.**

**16.1Effective Date.** The Plan shall be effective as of May 10, 2018(the “Effective Date”),provided it has been approved by the Company’s shareholders.

**16.2Expiration Date.** No new Awards shall be granted under the Plan after the tenth (10th) anniversary of the Effective Date. Unless otherwise expressly provided in the Plan or in an applicable Award Agreement, any Award granted hereunder may, and the authority of the Board or the Committee to amend, alter, adjust, suspend, discontinue or terminate any such Award or to waive any conditions or rights under any such Award shall, continue after the tenth (10th) anniversary of the Effective Date.

## TRACTOR SUPPLY COMPANY

### Insider Trading, Anti-Hedging and Pledging Policy

Tractor Supply Company (the “Company”) is committed to full compliance with the federal securities laws, including the laws and regulations that prohibit insider trading and illegal “tipping”. The prohibitions against insider trading, tipping and hedging contained in this policy apply to all of the Company’s employees (“Team Members”) and members of the Company’s Board of Directors (“Board Members”). In addition, Board Members, officers (as defined in Rule 16a-1(f) (“Executive Officers”) and Team Members who are designated as insiders (referred to below as “Designated Insiders”), which list is periodically reviewed and maintained by the Company, are subject to the additional restrictions and procedures described below under the section titled, “Special Restrictions and Procedures for Designated Insiders.”

## Overview of the Insider Trading Prohibition

Under the federal securities laws, it is unlawful for a person to buy, sell or dispose of (e.g., gift) a company’s securities while in possession of *material, non-public information*. In addition, a person can be liable for disclosing this type of information to third parties (often referred to as “tipping”) who then trade in a company’s securities, even though the disclosing person does not engage in any securities transaction or profit from the third party’s trade. Violation of these laws can result in severe civil and criminal penalties. In addition to reputational damage, the Company and its controlling persons may face liability as well under certain circumstances.

In addition to potential criminal and civil penalties imposed by governmental authorities for violating the law, a person who violates this policy exposes themselves to potential disciplinary action by the Company, up to and including termination for cause.

**What is “material” information?** There is no clear rule as to what constitutes material information. Generally, the standard is whether a reasonable investor would consider the information important in deciding whether to buy or sell a company’s securities. Examples that may constitute material information include, but are not limited to, financial results or projections, comparable store sales information, changes in previously announced earnings guidance, mergers or acquisitions, divestitures, strategic alliances, changes in dividend policy, stock buybacks, stock splits, securities offerings, cybersecurity breaches, actual or threatened significant litigation or governmental investigations, significant liabilities, and changes in senior management. Material information may be either positive or negative and may consist of information about a vendor or supplier, a potential acquisition or merger candidate or other company that is confidential and obtained in the course of employment with the Company.

To be clear, whether or not the Company’s confidential information rises to the level of “materiality,” all Team Members remain subject to our codes of conduct and confidentiality and use obligations relating to any such information.

**What is “nonpublic” information?** In general, information is “nonpublic” until it is publicly disclosed and “absorbed” by the markets and the investing public. The number of trading days during which information should be public before it is considered “absorbed” is a case-specific determination, but in general information may be considered “absorbed” on the second trading day following release of the information. Public disclosure can occur by the issuance of a press release, the filing of a report with the Securities and Exchange Commission, or through other means designed to achieve widespread dissemination of the information.

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## Company Policy against Insider Trading

It is the Company’s policy that neither the Company, nor Team Members, nor Board Members may engage in any purchase, sale or disposition (e.g., gift) of the Company’s securities while in possession of material, nonpublic information. A Team Member or Board Member also may not permit a member of his or her immediate family or anyone acting on his or her behalf (including influenced or controlled trusts and other entities) to engage in any purchase, sale or disposition (e.g., gift) of the Company’s securities while in possession of material, nonpublic information. In addition, Team Members and Board Members must not trade securities of any other company about which the Team Member or Board Member

possesses material, nonpublic information as a result of employment with or service to the Company. Team Members and Board Members must maintain the confidentiality of nonpublic information and should not disclose or “tip” that information to others who do not have a legitimate, Company-related business need for the information. If a Team Member or Board Member is in possession of material, nonpublic information when he or she terminates employment or service with the Company, he or she may not trade or make gifts in the Company’s securities until that information has become public or is no longer material. Even the appearance of an improper transaction must be avoided to preserve the Company’s reputation for adhering to the highest standards of conduct.

This policy does not restrict transactions made pursuant to a pre-arranged trading plan that has been pre-approved in accordance with this policy or purchases of stock under the Company’s Employee Stock Purchase Plan (the “ESPP”), resulting from contributions of money to the ESPP pursuant to an election made at the time of any enrollment in the plan. It does, however, apply to sales of Company securities purchased pursuant to the ESPP. Additionally, Team Members should not base a decision to participate in a pre-arranged trading plan or the ESPP, or to change an election under the ESPP, on material, non-public information. This policy does not apply to the exercise of an employee stock option acquired pursuant to the Company’s plans, the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares subject to an option to satisfy tax withholding requirements, the vesting of restricted stock units, or the exercise of a tax withholding right pursuant to which a person has elected to have the Company withhold shares of stock to satisfy tax withholding requirements upon the vesting of any restricted stock units. This policy does apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale of stock, including for the purpose of generating the cash needed to pay the exercise price of an option.

### **Overview of Policy on Hedging**

The Company considers it improper and inappropriate for Team Members and Board Members to engage in hedging transactions for the Company’s securities. Hedging transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forward contracts, equity swaps, collars and certain exchange funds designed (or which operate) to hedge or offset decreases in value of securities owned. Such hedging transactions may permit a Team Member or Board Member to continue to own the Company’s securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the Team Member’s or Board Member’s incentives and objectives may be less closely aligned with those of the Company’s other shareholders, and the Team Member’s or Board Member’s incentive to improve the Company’s performance may be (or may appear to be) reduced. In such cases, a key purpose of the equity compensation paid to such Team Member or Board Member may be undermined.

### **Anti-Hedging Policy**

It is the Company’s policy that no Team Member or Board Member, or any of their designees, may engage in any hedging transaction that reduces or limits such person’s economic risk with respect to his or her direct or indirect holdings, ownership or interest in the Company’s securities, including without

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limitation outstanding stock options, stock appreciation rights, restricted stock units or other compensation awards, the value of which are derived from, referenced to or based on the value or market price of the Company’s securities. Prohibited transactions include, without limitation, short sales, the sale of security futures and the purchase by a Team Member or Board Member of financial instruments, including prepaid variable forward contracts, equity swaps, collars, puts, calls or certain exchange funds or other derivative securities that are designed to hedge or offset a decrease in market value of the Company’s securities. For the avoidance of doubt, non-hedging transactions that involve the disposition or acquisition of the Company’s securities (such as permitted dispositions of Company securities to an exchange fund outside of a prohibited hedging transaction for example) would still remain subject to the other provisions of this policy.

### **SPECIAL RESTRICTIONS AND PROCEDURES FOR DESIGNATED INSIDERS**



**Trading During Window Periods.** Assuming any required pre-clearance has been obtained as outlined below, Designated Insiders may purchase or sell Company securities only during the “window periods” that, unless otherwise specified by the General Counsel or Controller, begin on the second trading day after the Company publicly releases quarterly or annual financial results and extend for a period of fifteen trading days afterwards. For example, if the Company announces financial results on Thursday, the window period will begin at market open on Monday. However, the ability of a Designated Insider to engage in transactions in Company securities during window periods is not automatic. The Company reserves the right to shorten or close a window period if the Company determines that Designated Insiders possess material, nonpublic information or if the Company determines that a trade could create the appearance of an improper transaction. The restriction on trading only during window periods does not apply to transactions made pursuant to a pre-arranged trading plan that has been pre-approved in accordance with this policy.

**Pre-Clearance Required.** Board Members, Executive Officers, and certain other Team Members deemed appropriate by the General Counsel and Controller are designated as restricted insiders (“Restricted Insiders”) and all transactions in Company securities (including purchases, sales or other dispositions, gifts and stock option exercises) by Restricted Insiders or their family members and other members of their household, as well as any entities influenced or controlled by Restricted Insiders, must be cleared in advance by the Controller and the General Counsel of the Company. If either the Controller or the General Counsel is unavailable, or if the Controller or General Counsel is seeking additional clearance, the Chief Financial Officer of the Company is an authorized alternate to the Controller or General Counsel for purposes of this policy. The Controller and General Counsel of the Company (and/or Chief Financial Officer of the Company as applicable) shall record the date each request is received and the date and time each request is approved or disapproved. If a proposed transaction receives pre-clearance, the pre-cleared trade must be effected within five trading days of receipt of pre-clearance. If the Restricted Insider becomes aware of material, nonpublic information before the trade is executed, the pre-clearance is void and the trade must not be completed. Transactions not effected within the time limit become subject to pre-clearance again. The only exceptions to these requirements are (i) trades that are executed pursuant to a pre-arranged trading plan that has been pre-approved in accordance with this policy (see below) and (ii) purchases of Company stock in the employee stock purchase plan resulting from periodic payroll contributions to the plan under an election made at the time of enrollment in the plan. The Company reserves the right to refuse to pre-clear a trade if the Company determines that the Restricted Insider possesses material, nonpublic information or if the Company determines that a trade could create the appearance of an improper transaction. If clearance is denied, the fact of such denial must be kept confidential by the Restricted Insider requesting such clearance.

The Company does not undertake any obligation with respect to a Restricted Insider’s securities law compliance by virtue of pre-clearing any particular trade, and the Company urges each Restricted Insider to consult his or her legal counsel before engaging in transactions.

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**Pre-Arranged Trading Plans.** Designated Insiders may enter into a pre-arranged trading plan (including a Rule 10b5-1 plan or a non-Rule 10b5-1 trading arrangement as defined in Securities and Exchange Commission rules) under which Company securities may be purchased, sold or gifted outside of a window period. However, pre-arranged trading plans must be entered into, terminated or amended only during window periods, in good faith, and at a time when the Designated Insider is not in possession of any material, nonpublic information. Pre-arranged plans must be approved in advance by the Controller and the General Counsel of the Company (with the Chief Financial Officer being available as an alternate authorized approving party as per the pre-clearance policy) and, in any event, must comply with the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or the definition of “non-Rule 10b5-1 trading arrangement” of Item 408 of Regulation S-K under the Exchange Act, as applicable.

**Margin Accounts and Pledged Securities.** Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer’s consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan



may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material, nonpublic information or otherwise is not permitted to trade in Company securities, Designated Insiders are generally prohibited from holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan.

**Other Requirements.** Executive Officers and Board Members must comply with Rule 144 where applicable, which requires, among other things, filing a public notice of intent to sell the Company's securities if the sale will exceed a specified threshold. Executive Officers and Board Members must also comply with the reporting requirements of Section 16(a) of the Exchange Act and are subject to the short-swing trading prohibitions of Section 16(b) of the Exchange Act, which prohibits non-exempt purchases and sales of the Company's securities within a period of less than six months. To facilitate compliance with Section 16(a), Executive Officers and Board Members are required to report all transactions in the Company's securities promptly upon execution to the Company's Controller or General Counsel.

As a condition of their employment, all Team Members will be required to certify their understanding of and intent to comply with this policy. Executive Officers and Board Members may be required to certify their understanding of and compliance with this policy on an annual basis.

**Questions.** If you have a question regarding this policy, please contact the Company's Controller or General Counsel.

Board Approved 2/13/2025

## Exhibit 21

Subsidiaries	Jurisdiction of Organization
Tractor Supply Co. of Michigan, LLC	Michigan
Tractor Supply Co. of Texas, LP	Texas
TSC Purchasing LLC	Delaware
TSC Franklin DC, LLC	Delaware
TSC SSC Bond, LLC	Delaware
Petsense LLC	Delaware
TSC Navarre DC, LLC	Delaware
TSC Maumelle DC, LLC	Delaware
Tractor Supply Company Northeast, LLC	Delaware
TSC Holdings, LLC	Delaware
TSC Services, LLC	Delaware
TSC Store Support, LP	Delaware
Tractor Supply Company West, LLC	Delaware
Orscheln Farm and Home LLC	Missouri

## Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement on Form S-8 (File No. 333-10699) pertaining to the Tractor Supply Company 1996 Associate Stock Purchase Plan,
- (2) Registration Statement on Form S-3 (File No. 333-35317) pertaining to the Tractor Supply Company Restated 401(k) Retirement Plan,
- (3) Registration Statement on Form S-8 (File No. 333-80619) pertaining to the Tractor Supply Company 1994 Stock Option Plan,
- (4) Registration Statement on Form S-8 (File No. 333-102768) pertaining to the Tractor Supply Company 2000 Stock Incentive Plan,
- (5) Registration Statement on Form S-8 (File No. 333-136502) pertaining to the Tractor Supply Company 2006 Stock Incentive Plan,
- (6) Registration Statement on Form S-8 (File No. 333-160968) pertaining to the Tractor Supply Company 2009 Stock Incentive Plan,
- (7) Registration Statement on Form S-8 (File No. 333-225430) pertaining to the Tractor Supply Company 2018 Omnibus Incentive Plan, and
- (8) Registration Statement on Form S-3 (File No. 333-249595) pertaining to the Shelf Registration Statement of Tractor Supply Company;

of our reports dated February 23, 2024 February 20, 2025, with respect to the consolidated financial statements of Tractor Supply Company, and the effectiveness of internal control over financial reporting of Tractor Supply Company, included in this Annual Report (Form 10-K) of Tractor Supply Company for the year ended December 30, 2023 December 28, 2024.

/s/ Ernst & Young LLP

Nashville, Tennessee

February 23, 2024 20, 2025

Exhibit 31.1

CERTIFICATIONS

I, Harry A. Lawton III, certify that:

1. I have reviewed this annual report on Form 10-K of Tractor Supply Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) 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 the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date:

February 23, 2024 20, 2025

/s/ Harry  
A. Lawton  
III  
Harry A  
Lawton  
President  
and Chief  
Executive  
Officer

**Exhibit 31.2**

**CERTIFICATIONS**

I, Kurt D. Barton, certify that:

1. I have reviewed this annual report on Form 10-K of Tractor Supply Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) 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 the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: ~~February 23, 2024~~ February 20, 2025

/s/ Kurt D. Barton

Kurt D. Barton

Executive Vice President & Chief Financial Officer and Treasurer

**Exhibit 32**

**CERTIFICATION PURSUANT TO SECTION 906**  
**OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350)**

In connection with the Annual Report ("Report") of Tractor Supply Company (the "Company") on Form 10-K for the fiscal year ended ~~December 30, 2023~~ December 28, 2024, as filed with the Securities and Exchange Commission on the date hereof, we, Harry A. Lawton III, Chief Executive Officer, and Kurt D. Barton, Chief Financial Officer, of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. section 1350), that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: ~~February 23, 2024~~ February 20, 2025

/s/ Harry A. Lawton III

Harry A. Lawton III

President and Chief Executive Officer

/s/ Kurt D. Barton

Kurt D. Barton

/s/ Harry A. Lawton III  
Harry A. Lawton III  
President and Chief Executive Officer

/s/ Kurt D. Barton  
Kurt D. Barton  
Executive Vice President - Chief Financial Officer and  
Treasurer

## **Tractor Supply Company**

### **Compensation Clawback Policy**

The Board of Directors (the "Board") of Tractor Supply Company (the "Company"), with the recommendation of the Compensation and Human Capital Committee of the Board (the "Committee") has adopted this Compensation Clawback Policy (this "Policy") to require the recoupment of compensation in certain circumstances in the event of a restatement of financial results by the Company. This Policy shall be interpreted to comply with the requirements of U.S. Securities and Exchange Commission rules and Nasdaq listing standards implementing Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and, to the extent this Policy is in any manner deemed inconsistent with such rules, this Policy shall be treated as retroactively amended to be compliant with such rules.

#### **Recoupment Upon Financial Restatement**

If the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a "Financial Restatement"), the Board, based upon the recommendation of the Committee, shall cause the Company to recoup from each current or former Executive Officer (as defined below), as promptly as reasonably possible, any erroneously awarded Incentive-Based Compensation (as defined below) during the three completed fiscal years immediately preceding the date on which the Company is required to prepare a Financial Restatement, or any transition period that results from a change in the Company's fiscal year (as set forth in Rule 5608 of the Nasdaq Listing Rules) (the "Recovery Period").

"Incentive-Based Compensation" shall mean all compensation granted, earned or vested based wholly or in part upon the attainment of any financial reporting measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measures, whether or not presented within the Company's financial statements or included in a filing with the U.S. Securities and Exchange Commission, including stock price and total shareholder return ("TSR"), including but not limited to performance-based cash, stock, options or other equity-based awards paid or granted.

For purposes of this Policy, the date on which the Company is required to prepare a Financial Restatement is the earlier to occur of (i) the date the Board or a Board committee (or authorized officers of the Company if Board action is not required) concludes, or reasonably should have concluded, that the Company is required to prepare a Financial Restatement, or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare a Financial Restatement.

In the event of a Financial Restatement, the amount to be recovered will be the excess of (i) the Incentive-Based Compensation received by the Executive Officer during Recovery Period, based on the erroneous data and calculated without regard to any taxes paid or withheld, over (ii)

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the Incentive-Based Compensation that would have been received by the Executive Officer had it been calculated based on the restated financial information, as determined by the Board, upon the recommendation of the Committee.

For Incentive-Based Compensation based on stock price or TSR, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in the Financial Restatement, then the Board, upon the recommendation of the Committee, shall determine the amount to be recovered based on a reasonable estimate of the effect of the Financial Restatement on the stock price or TSR upon which the Incentive-Based Compensation was received and the Company shall document the determination of that estimate and provide it to Nasdaq.

### **Executive Officers**

For purposes of this Policy, the term “Executive Officer” means those persons who are designated by the Company’s Board as “officers” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder and who were employed by the Company or a subsidiary of the Company during the performance period applicable to the Incentive-Based Compensation in question. This Policy shall be binding and enforceable against all Executive Officers and their beneficiaries, executors, administrators, and other legal representatives.

### **Exceptions**

The compensation recouped under this Policy shall not include Incentive-Based Compensation received by an Executive Officer (i) prior to beginning service as an Executive Officer or (ii) if he or she did not serve as an Executive Officer at any time during the applicable Recovery Period. The Board (or a majority of independent directors serving on the Board), upon the recommendation of the Committee, may determine not to seek recovery from an Executive Officer in whole or part to the extent it determines in its sole discretion that such recovery would be impracticable because (A) the direct expense paid to a third party to assist in enforcing recovery would exceed the recoverable amount (after having made a reasonable attempt to recover the erroneously awarded Incentive-Based Compensation and providing corresponding documentation of such attempt to Nasdaq), (B) recovery would violate the home country law that was adopted prior to November 28, 2022, as determined by an opinion of counsel licensed in the applicable jurisdiction that is acceptable to and provided to Nasdaq, or (C) recovery would likely cause the Company’s 401(k) plan or any other tax-qualified retirement plan to fail to meet the requirements of Section 401(a)(13) or Section 411(a) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

### **No-Fault Recovery**

Recoupment under this Policy shall be required regardless of whether the Executive Officer or any other person was at fault or responsible for accounting errors that contributed to the need for the Financial Restatement or engaged in any misconduct.

#### **No Indemnification**

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The Company shall not indemnify any Executive Officer or pay or reimburse the premium for any insurance policy to cover any losses incurred by such Executive Officer under this Policy.

#### **Administration**

The Board shall make all determinations regarding the application and operation of this Policy in its sole discretion, taking into account the recommendation of the Committee, and all such determinations shall be final and binding. Notwithstanding the foregoing, the Board, based upon the recommendation of the Committee, may amend this Policy from time to time in its discretion. Further, the exercise by the Board of any rights pursuant to this Policy shall be without prejudice to any other rights that the Company, the Board, or the Committee may have with respect to any Executive Officer subject to this Policy.

The Company may use any legal or equitable remedies that are available to the Company to recoup any erroneously awarded Incentive-Based Compensation, including but not limited to by collecting from the Executive Officer a cash payment or shares of Company common stock or by forfeiting any amounts that the Company owes to the Executive Officer.

This Policy has been adopted by the Board on November 10, 2023 and shall apply to Incentive- Based Compensation that is received by Executive Officers on or after October 2, 2023.

Incentive-Based Compensation is considered to have been received by an Executive Officer in the fiscal year during which the applicable financial reporting measure was attained, even if the payment or grant of such Incentive-Based Compensation

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