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

FORM 10-K

☒ **Annual Report Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934**

For the Fiscal Year Ended December 31, 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 1-5581

WATSCO, INC.
(Exact name of registrant as specified in its charter)

FLORIDA (State or other jurisdiction of incorporation or organization)	**59-0778222** (I.R.S. Employer Identification No.)
2665 South Bayshore Drive, Suite 901 **Miami, FL** (Address of principal executive offices)	**33133** (Zip Code)

(305) 714-4100
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, $0.50 par value	WSO	New York Stock Exchange
Class B common stock, $0.50 par value	WSOB	New York Stock Exchange

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

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

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

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

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

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

Large accelerated filer	☒	Accelerated filer	☐

Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

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

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

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

Auditor Firm Id: 34 Auditor Name: Deloitte & Touche LLP Auditor Location: Miami, FL

The aggregate market value of the registrant's voting common equity held by non-affiliates of the registrant as of June 30, 2024, the last business day of the registrant's most recently completed second fiscal quarter, was approximately $16,284 million, based on the closing sale price of the registrant's common stock on that date. For purposes of determining this number, all named executive officers and directors of the registrant as of June 30, 2024 were considered affiliates of the registrant. This number is provided only for the purposes of this Annual Report on Form 10-K and does not represent an admission by either the registrant or any such person as to the affiliate status of such person.

The registrant's common stock outstanding as of February 25, 2025 composed (i) 34,803,110 shares of Common stock, excluding 4,066,976 treasury shares, and (ii) 5,602,300 shares of Class B common stock, excluding 6,772 treasury shares.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Part II is incorporated by reference from the registrant's 2024 Annual Report, attached hereto as Exhibit 13. The information required by Part III (Items 10, 11, 12, 13, and 14) is incorporated herein by reference from the registrant's definitive proxy statement for the 2025 annual meeting of shareholders (to be filed pursuant to Regulation 14A).

WATSCO, INC. AND SUBSIDIARIES

Form 10-K
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PART I

Forward-Looking Statements

This Annual Report on Form 10-K contains or incorporates by reference statements that are not historical in nature and that are intended to be, and are hereby identified as, "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Statements which are not historical in nature, including the words "anticipate," "estimate," "could," "should," "may," "plan," "seek," "expect," "believe," "intend," "target," "will," "project," "focused," "outlook," "goal," "designed," and variations of these words and negatives thereof and similar expressions are intended to identify forward-looking statements, including statements regarding, among other things, (i) economic conditions, (ii) business and acquisition strategies, (iii) potential acquisitions and/or joint ventures and investments in unconsolidated entities, (iv) financing plans, and (v) industry, demographic, regulatory, and other trends affecting our financial condition or results of operations. These forward-looking statements are based on management's current expectations, are not guarantees of future performance and are subject to a number of risks, uncertainties, and changes in circumstances, certain of which are beyond our control. Actual results could differ materially from these forward-looking statements as a result of several factors, including, but not limited to:

- *general economic conditions, both in the United States and in the international markets we serve;*
- *competitive factors within the HVAC/R industry;*
- *effects of supplier concentration, including conditions that impact the supply chain;*
- *fluctuations in certain commodity costs;*
- *consumer spending;*
- *consumer debt levels;*
- *new housing starts and completions;*
- *capital spending in the commercial construction market;*
- *access to liquidity needed for operations;*
- *seasonal nature of product sales;*
- *weather patterns and conditions;*
- *insurance coverage risks;*
- *federal, state, and local regulations impacting our industry and products;*
- *prevailing interest rates;*
- *the effect of inflation;*
- *foreign currency exchange rate fluctuations;*
- *international risk;*
- *cybersecurity risk; and*
- *the continued viability of our business strategy.*

We believe these forward-looking statements are reasonable; however, you should not place undue reliance on any forward-looking statements which are based on current expectations. For additional information regarding important factors that may affect our operations and could cause actual results to vary materially from those anticipated in the forward-looking statements, please see Item 1A "Risk Factors" of this Annual Report on Form 10-K, as well as the other documents and reports that we file with the SEC. Forward-looking statements speak only as of the date the statements were made. We assume no obligation to update forward-looking information or the discussion of such risks and uncertainties to reflect actual results, changes in assumptions, or changes in other factors affecting forward-looking information, except as required by applicable law. We qualify any and all of our forward-looking statements by these cautionary factors.

ITEM 1. BUSINESS

General

Watsco, Inc. and its subsidiaries (collectively, "Watsco," the "Company", or "we," "us," or "our") was incorporated in Florida in 1956 and is the largest distributor of air conditioning, heating and refrigeration equipment and related parts and supplies ("HVAC/R") in the HVAC/R distribution industry in North America. At December 31, 2024, we operated from 690 locations in 43 U.S. States, Canada, Mexico and Puerto Rico with additional market coverage on an export basis to portions of Latin America and the Caribbean, through which we serve more than 130,000 active contractors that service the replacement and new construction markets. Our revenues in HVAC/R distribution have increased from $64.1 million in 1989 to $7.6 billion in 2024, resulting from our strategic acquisition of companies with established market positions and subsequent building of revenues and profit through a combination of additional locations, introduction of new products, and other initiatives.

Our principal executive office is located at 2665 South Bayshore Drive, Suite 901, Miami, Florida 33133, and our telephone number is (305) 714-4100. Our website address on the Internet is www.watsco.com and e-mails may be sent to info@watsco.com. Our website address is included in this report only as an inactive textual reference. Information contained on, or available through, our website is not incorporated by reference in, or made a part of, this report.

Air Conditioning, Heating and Refrigeration Industry

The HVAC/R distribution industry is highly fragmented. According to data published in the November 2024 IBIS World Industry Report for Heating and Air Conditioning Wholesaling in the U.S., the HVAC/R distribution industry has approximately 2,100 distribution companies with an aggregate estimated annual market size of $74.0 billion. The estimated annual market on an installed basis, which adds the contractor’s value to the market size, for residential HVAC/R products is approximately $134.0 billion according to the October 2024 IBIS World Industry Report for Heating and Air Conditioning Contractors in the U.S. The industry in the United States and Canada is well-established, having had its primary period of growth during the post-World War II era with the advent of affordable central air conditioning and heating systems for both residential and commercial applications. The advent of HVAC/R products in Latin America and the Caribbean is also well-established but has emerged in more recent years as those economies have grown and products have become more affordable and have matured from luxury to necessity.

Air conditioning and heating equipment is manufactured primarily by eight major companies that together account for approximately 90% of all units shipped in the United States each year. These companies are Carrier Global Corporation (“Carrier”); Daikin Comfort Technologies North America, Inc. (“Daikin”), a subsidiary of Daikin Industries, Ltd.; Rheem Manufacturing Company (“Rheem”); Trane Technologies plc (“Trane”); York International Corporation, a subsidiary of Bosch Group; Lennox International Inc. (“Lennox”); Mitsubishi Electric Trane HVAC US LLC (“Mitsubishi”); and Nortek Global HVAC, LLC, a subsidiary of Rheem. These manufacturers distribute their products through a combination of factory-owned locations and independent distributors who, in turn, supply the equipment and related parts and supplies to contractors and dealers that sell to and install the products for consumers, businesses, and other end-users.

Air conditioning and heating equipment is sold to the replacement and new construction markets for both residential and commercial applications. The residential replacement market has increased in size and importance over the past several years as a result of the aging of the installed base of residential central air conditioners and furnaces, the introduction of new higher energy efficient models to address both regulatory mandates as well as consumer optionality, the remodeling and expansion of existing homes, the addition of central air conditioning to homes that previously had only heating products, and consumers’ overall unwillingness to live without air conditioning or heating products. The mechanical life of central air conditioning and furnaces varies by geographical region due to usage and ranges from approximately 8 to 20 years. According to data published by the Energy Information Administration in March 2023, there are approximately 102 million central air conditioning and heating systems installed in the United States that have been in service for more than 10 years. Many installed units operate well below current minimum efficiency standards and are currently reaching the end of their useful lives, which we believe long-term provides a growing and stable replacement market.

Additionally, we sell a variety of non-equipment products including parts, ductwork, air movement products, insulation, tools, installation supplies, thermostats, and air quality products. We distribute products manufactured by Flexible Technologies, Inc., a subsidiary of Smiths Group plc (“Flexible Technologies”), Resideo Technologies, Inc. (“Resideo”), Southwark Metal Mfg. Co. (“Southwark”), Johns Manville, a subsidiary of Berkshire Hathaway, Inc. (“Johns Manville”), and Owens Corning Insulating Systems, LLC (“Owens Corning”), among others.

We also sell products to the commercial refrigeration market. These products include condensing units, compressors, evaporators, valves, refrigerants, walk-in coolers, and ice machines for industrial and commercial applications. We distribute products manufactured by Copeland Corporation, LLC (“Copeland”), The Chemours Company (“Chemours”), Mueller Industries, Inc. (“Mueller”), and Pentair, Inc. (“Pentair”), among others.

Culture and Business Strategy

Watsco began its HVAC/R distribution strategy in 1989 and has grown by using a “buy and build” philosophy, resulting in substantial long-term growth in revenues and profits. The “buy” component of the strategy has focused on acquiring or investing in market leaders to either expand into new geographic areas or complement our presence in existing markets. We have employed a disciplined and conservative approach, which seeks opportunities that fit well-defined financial and strategic criteria. The “build” component of the strategy has focused on encouraging growth at acquired companies, by adding products and locations to better serve customers, investing in scalable technologies, and exchanging ideas and business concepts amongst leadership teams. Newly acquired businesses have access to our capital resources and established vendor relationships, allowing them to provide their customers with an expanded array of product lines on favorable terms and conditions with an intensified commitment to service. We have also developed a culture whereby leaders, managers and employees are provided the opportunity to own shares of Watsco through a variety of stock-based equity plans. We believe that this culture instills a performance-driven, long-term focus on the part of our employees and aligns their interests with the interests of other Watsco shareholders.

Culture of Innovation & Technology Strategy

We have established a strong culture of innovation, whereby people, processes and technology have evolved to modernize and digitize our business. With this digital evolution in mind, our efforts have addressed how customers are served, how internal processes and practices can be improved, and how data and analytics can be created and used to enhance long-term performance. Investments include the addition of approximately 300 technology employees along with investments in our locations and infrastructure to enable these technologies.

To that end, several scalable technology platforms have been launched with the largest focus on customer-focused technologies, which are improving and transforming the customer experience at all of our locations. Specific initiatives include: (i) mobile applications for iOS and Android devices to help customers operate more efficiently and interact with our locations more easily; (ii) e-commerce between our customers and our subsidiaries; (iii) supply chain optimization; (iv) building and maintaining product information management, which is our leading repository of digitized HVAC/R product information used in our mobile applications and e-ecommerce platform; and (v) the development of business intelligence systems and related data sets, which provide enhanced management tools. In addition, through our subsidiary, Watsco Ventures, LLC (“Watsco Ventures”), we have developed (internally and through external collaboration) a variety of early-stage technologies intended to help contractor customers grow and become more profitable, and otherwise compliment the initiatives set forth above. These initiatives include, among others, OnCall Air®, our digital sales platform, and OnCall Air Finance+, its companion consumer financing platform.

Strategy in Existing Markets

Our strategy for growth in existing markets focuses on customer service, product expansion, and the implementation of technology to satisfy the needs of the higher growth, higher margin replacement market, in which customers generally demand immediate, convenient, and reliable service. We respond to this need by: (i) offering a broad range of product lines, including the necessary equipment at an array of price-points, parts, and supplies to enable a contractor to install or repair a central air conditioner, furnace, or refrigeration system; (ii) maintaining a strong density of warehouse locations for increased customer convenience; (iii) maintaining well-stocked inventories to ensure that customer orders are filled in a timely manner; (iv) providing a high degree of technical expertise at the point of sale; (v) collaborating with customers to advertise and market their business and services in local markets; and (vi) developing and implementing technology to further enhance customer service capabilities. We believe these concepts provide a competitive advantage over smaller, less-capitalized competitors that are unable to commit resources to open and maintain additional locations, implement technological business solutions, provide the same range of products, maintain the same inventory levels, or attract the wide range of expertise that is required to support a diverse product offering. In some geographic areas, we believe we have a competitive advantage over factory-operated distribution networks, which typically do not maintain inventories of parts and supplies that are as diversified as ours and which have fewer warehouse locations than we do, making it more difficult for these competitors to meet the time-sensitive demands of the replacement market.

In addition to the replacement market, we sell to the new construction market, including new homes and commercial construction. We believe our reputation for reliable, high-quality service, and relationships with contractors, who may serve both the replacement and new construction markets, allows us to compete effectively in these markets.

Product Line Expansion

We actively seek new and expanded territories of distribution from our key equipment suppliers. We continually evaluate new parts and supply products to support equipment sales and further enhance service to our customers. This initiative includes increasing our product offering with existing vendors and identifying new product opportunities through traditional and non-traditional supply channels. We have also introduced private-label products to obtain market share and grow revenues. We believe that our private-label branded products complement our existing product offerings at selected locations, based on customer needs and the particular market position and price of these products.

Acquisition Strategy

We focus on acquiring and investing in businesses that either complement our presence in existing markets or establish a presence in new geographic markets. Since 1989, we have acquired 70 HVAC/R distribution businesses, some of which are now primary operating subsidiaries. Other smaller acquired distributors have been integrated into or are under the management of our primary operating subsidiaries. Through a combination of sales and market share growth, opening of new locations, tuck-in acquisitions, expansion of product lines, improved pricing, and programs that have resulted in higher gross profit, performance incentives, and a culture of equity value for key leadership, we have produced substantial sales and earnings growth in our acquired businesses. We continue to pursue additional strategic acquisitions, investments and joint ventures to allow further penetration in existing markets and expansion into new geographic markets.

Operating Philosophy

We encourage our local leadership to operate in a manner that builds upon the long-term relationships they have established with their suppliers and customers. Typically, we maintain the identity of acquired businesses by retaining their historical trade names, management teams and sales organizations, and continuity of their product brand-name offerings. We believe this strategy allows us to build on the value of the acquired operations by creating additional sales opportunities while providing an attractive exit strategy for the former owners of these companies.

We maintain a specialized staff at our corporate headquarters that provides functional support for our subsidiaries' growth strategies in their respective markets. Such functional support staff includes specialists in finance, accounting, product procurement, information technology, treasury and working capital management, tax planning, risk management, legal, and safety. Certain general and administrative expenses are targeted for cost savings by leveraging the overall business volume and improving operating efficiencies.

Human Capital Management

Employee Population and Turnover

As the largest distributor of HVAC/R equipment and related parts and supplies in North America, we have a wide variety of employees. Given the breadth of our employee base, we tailor our human capital management policies with a view to specific employee populations. As of December 31, 2024, we employed approximately 7,220 full-time and 75 part-time employees (approximately 7,295 total employees), substantially all of whom were non-union employees. Of these employees, approximately 8% were located in Canada and Mexico. Additionally, we use independent contractors and temporary personnel in the normal course of business to supplement our workforce.

We closely monitor employee turnover, utilizing exit interviews to gather pertinent information that we use to refine our retention strategies. The voluntary turnover rate for our U.S. employees in 2024, 2023, and 2022 was approximately 18%, 19%, and 20%, respectively. We believe this rate is typical for a company of our size that employs a large hourly workforce such as ours.

Talent Attraction, Development, and Retention

Our culture celebrates talent sharing, career development, and agility across the Company. We provide a wide variety of opportunities for professional growth and talent development for all employees, including online training, on-the-job experience, mentorships, and education tuition assistance.

We are committed to ensuring equal access to, and participation in, employment and advancement opportunities, regardless of race, color, religion, national origin, age, disability, veteran or military status, pregnancy status, sex, gender identity, sexual orientation, or marital status. We value and foster the diversity and inclusion of the people with whom we work. Diverse teams facilitate contributions from people of different backgrounds, experiences, and varied points of view. We believe that when employees feel valued, understood, and inspired, the entire Company benefits. Moreover, fostering an equal opportunity environment promotes innovative solutions and cultivates high-performing, engaged teams that collaborate to achieve our strategic goals.

Compensation and Benefits

We focus on attracting and retaining employees by providing compensation and benefits programs that are competitive within our industry, taking into account each job position's location and responsibilities. In addition to salaries, commission programs, cash incentives, and stock-based equity plans, we also provide a 401(k) retirement plan with a company match, an employee stock purchase plan in which most of our employees may purchase our stock at a discount, healthcare and insurance benefits, health savings accounts, paid time off, and various services and tools to support our employees' health and wellness.

Ownership Culture

We maintain an ownership culture that helps align the long-term interests of our shareholders with a long-term wealth-building opportunity for our employees through a variety of stock-based equity plans. These plans include the contribution of Watsco shares to employees participating in our 401(k) plan, the availability of an employee stock purchase plan for our U.S. employees, and the granting of stock options and restricted stock based on individual merit and measures of performance. As a result, approximately 4,200 employees are Watsco shareholders. Our equity compensation plans are designed to promote long-term performance, as well as to create long-term employee retention, continuity of leadership, and an ownership culture whereby management and employees think and act as owners of the Company. We believe that our restricted stock program is unique because an employee's restricted share grants generally vest only at the end of his or her career (age 62 or later) and, prior to retirement, these grants remain subject to significant risk of forfeiture.

Workforce Health and Safety

We continuously strive to improve all aspects of our work practices. We actively support a culture of safety and wellness for the benefit of our employees and their families along with our customers. Providing a safe and healthy work environment is a business priority and is core to our values. Health and safety are an essential part of a broader workforce strategy that reduces the risk of harm to employees and helps them remain healthy, engaged and productive.

To build and sustain a culture based on these principles, our commitment to safety and wellness is incorporated into the incentive structure of our key operational leaders. For wellness, we measure employee engagement in completing an annual physical to help ensure that our philosophical values are put into action. For safety, we measure and carefully evaluate incidents related to workers compensation, vehicle accidents and injuries to third-parties, and we continuously seek to improve safety measures intended to reduce the number of such incidents.

DESCRIPTION OF BUSINESS

Products

We sell an expansive line of products and maintain a diverse mix of inventory to meet our customers' immediate needs, and we seek to provide products a contractor would generally require when installing or repairing a central air conditioner, furnace, or refrigeration system on short notice. The cooling capacity of air conditioning units is measured in tons. One ton of cooling capacity is equivalent to 12,000 British Thermal Units ("BTUs") and is generally adequate to air condition approximately 500 square feet of residential space. The products we distribute consist of: (i) equipment, including residential ducted and ductless air conditioners ranging from 1 to 5 tons, gas, electric, and oil furnaces ranging from 50,000 to 150,000 BTUs, commercial air conditioning and heating equipment systems ranging from 1-1/2 to 25 tons, and other specialized equipment; (ii) parts, including replacement compressors, evaporator coils, motors, and other component parts; (iii) supplies, including thermostats, insulation material, refrigerants, ductwork, grills, registers, sheet metal, tools, copper tubing, concrete pads, tape, adhesives, and other ancillary supplies; and (iv) plumbing and bathroom remodeling supplies in a limited number of stores.

Sales of HVAC equipment, which we currently source from approximately 20 vendors, accounted for 69% of our revenues in both 2024 and 2023. Sales of other HVAC products, which we currently source from more than 1,500 vendors, comprised 27% of our revenues in both 2024 and 2023. Sales of commercial refrigeration products, which we currently source from approximately 150 vendors, accounted for 4% of our revenues in both 2024 and 2023.

Distribution and Sales

At December 31, 2024, we operated from 690 locations, a vast majority of which are located in regions that we believe have demographic trends favorable to our business. We maintain large inventories at each of our warehouse locations and either deliver products to customers using our trucks or third-party logistics providers, or we make products available for pick-up at the location nearest to the particular customer. We have approximately 1,100 salespeople, averaging 11 years of experience in the HVAC/R distribution industry.

The markets we serve are as follows:	% of Revenues for the Year Ended December 31, 2024	Number of Locations as of December 31, 2024
United States	90%	628
Canada	5%	36
Latin America and the Caribbean	5%	26
Total	**100%**	**690**

The largest market we serve is the United States, in which the most significant markets for HVAC/R products are in the Sun Belt states. Accordingly, most of our distribution locations are in the Sun Belt, with the highest concentration in Florida and Texas. These markets have been a strategic focus of ours given their size, the reliance by homeowners and businesses on HVAC/R products to maintain a comfortable indoor environment, and the population growth in these areas during the post-World War II era, which has led to a substantial installed base requiring replacement, a shorter useful life for equipment given the significant hours of operation, and the focus by electrical utilities on consumer incentives designed to promote replacement of HVAC/R equipment in an effort to improve energy efficiency.

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Markets

The table below identifies the number of our stores by location as of December 31, 2024:

Florida	102
Texas	88
North Carolina	52
South Carolina	50
California	35
Georgia	34
Louisiana	33
Virginia	28
Tennessee	23
New York	20
Pennsylvania	20
Illinois	14
New Jersey	14
Alabama	10
Massachusetts	9
Mississippi	9
Missouri	9
Arizona	8
Connecticut	7
Kansas	7
Maryland	6
Indiana	5
Oklahoma	5
Utah	5
Arkansas	4
Kentucky	3
Minnesota	3
Nevada	3
Iowa	2
Maine	2
Nebraska	2
New Hampshire	2
South Dakota	2
West Virginia	2
Wisconsin	2
Colorado	1
Delaware	1
Michigan	1
New Mexico	1
North Dakota	1
Ohio	1
Rhode Island	1
Vermont	1
United States	628
Canada	36
Puerto Rico	16
Mexico	10
Total	**690**

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Joint Ventures with Carrier Global Corporation

In 2009, we formed a joint venture with Carrier, which we refer to as Carrier Enterprise I, in which Carrier contributed company-owned locations in the Sun Belt states and Puerto Rico, and its export division in Miami, Florida, and we contributed certain locations that distributed Carrier products. We have an 80% controlling interest in Carrier Enterprise I, and Carrier has a 20% non-controlling interest.

In 2019, Carrier Enterprise I acquired substantially all of the HVAC assets and assumed certain of the liabilities of Peirce-Phelps, Inc., an HVAC distributor operating in Pennsylvania, New Jersey, and Delaware.

Carrier Enterprise I has a 38.4% ownership interest in Russell Sigler, Inc. (“RSI”), an HVAC distributor operating from 36 locations in the Western U.S. RSI is Carrier’s second largest independent North American distributor and had sales of approximately $1.3 billion in 2024.

In 2011, we formed a second joint venture with Carrier, which we refer to as Carrier Enterprise II, in which Carrier contributed company-owned locations in the Northeast U.S., and we contributed certain locations operating as Homans Associates LLC (“Homans”), a Watsco subsidiary, in the Northeast U.S. Subsequently, Carrier Enterprise II purchased Carrier’s distribution operations in Mexico. We have an 80% controlling interest in Carrier Enterprise II, and Carrier has a 20% non-controlling interest. In 2019, we repurchased the 20% ownership interest in Homans from Carrier Enterprise II and have since solely owned and operated Homans.

In 2012, we formed a third joint venture with Carrier, which we refer to as Carrier Enterprise III, to which Carrier contributed company-owned locations in Canada. We have a 60% controlling interest in Carrier Enterprise III, and Carrier has a 40% non-controlling interest.

In 2021, we and Carrier formed a new joint venture and acquired certain assets and assumed certain liabilities comprising the HVAC distribution business of Temperature Equipment Corporation (“TEC”), one of Carrier’s independent distributors with locations in Illinois, Indiana, Kansas, Michigan, Minnesota, Missouri and Wisconsin. We have an 80% controlling interest in TEC, and Carrier has a 20% non-controlling interest.

Combined, our joint ventures with Carrier represented 54% of our revenues in 2024. See *Supplier Concentration and Supply Chain Risks* in “Business Risk Factors” in Item 1A.

The business and affairs of the joint ventures are controlled, directed, and managed exclusively by their respective boards of directors (the “Boards”) pursuant to related operating agreements. The Boards have full, complete and exclusive authority, power, and discretion to manage and control the business, property, and affairs of their respective joint ventures, and to make all decisions regarding those matters and to perform activities customary or incident to the management of such joint ventures, including approval of distributions to us and Carrier. The Boards are each composed of five directors, of whom three directors represent our controlling interest and two directors represent Carrier’s non-controlling interest. Matters presented to the Boards for vote are considered approved or consented to upon the receipt of the affirmative vote of at least a majority of all directors entitled to vote with the exception of certain governance matters, which require joint approval of us and Carrier.

Customers and Customer Service

Air conditioning and heating contractors that install HVAC/R products in homes and businesses must be licensed given the highly regulated nature of the products, refrigerant, natural gas, and building and zoning requirements. We currently serve more than 130,000 active contractors who service the replacement and new construction markets for residential and commercial central air conditioning, heating, and refrigeration systems. No single customer in 2024, 2023, or 2022 represented more than 2% of our consolidated revenues. We focus on providing products where and when the customer needs them, technical support by phone or on site as required, and quick and efficient service at our locations. Increased customer convenience is also provided through mobile applications and e-commerce, which allows customers to access information online 24 hours a day, seven days a week to search for desired products, verify inventory availability, obtain pricing, place orders, check order status, schedule pickup or delivery times, and make payments. We believe we compete successfully with other distributors primarily based on an experienced sales organization, strong service support, maintenance of well-stocked inventories, density of warehouse locations, high quality reputation, broad product lines, and the ability to foresee customer demand for new products.

Key Supplier Relationships

Given our leadership position, Watsco represents a strategic business relationship to many of the leading manufacturers in our industry. Significant relationships with HVAC/R equipment manufacturers include Carrier, Rheem, Daikin, Mitsubishi, Pentair, Gree Electric Appliances, Inc., Bosch Group, Trane, Lennox, and Midea Group. In addition, we have substantial relationships with manufacturers of non-equipment HVAC/R products, including Flexible Technologies, Southwark, DiversiTech Corp., Resideo, Mueller, Copeland, Johns Manville, Owens Corning, and Chemours.

We believe the diversity of products that we sell, along with the manufacturers' current product offerings, quality, marketability, and brand-name recognition, allow us to operate favorably relative to our competitors. To maintain brand-name recognition, HVAC/R equipment manufacturers provide national advertising and participate with us in cooperative advertising programs and promotional incentives that are targeted to both dealers and end-users. We estimate that the replacement market for residential air conditioning equipment is approximately 85%-90% of industry unit sales in the United States, and we expect this percentage to increase as units installed in the past 20 years wear out or otherwise become practical to replace sooner with newer, more energy-efficient models.

The Company's top ten suppliers accounted for 85% of our purchases, including 62% from Carrier, and 9% from Rheem. Given the significant concentration of our suppliers, particularly with Carrier and Rheem, any material interruption with these suppliers, including limitations on the ability of our suppliers to manufacture, or procure from manufacturers, the products we sell, or to meet delivery requirements and commitments, whether due to supply chain disruptions, labor shortages or otherwise, could temporarily disrupt the operations of certain of our subsidiaries, impact current inventory levels, and could adversely affect our financial results.

If the Trump administration imposes restrictions or significant tariff increases under existing trade agreements on products imported or assembled outside the United States by our top ten suppliers, particularly from Mexico, where a significant portion of residential HVAC equipment is assembled, and China, we may incur higher inventory costs and we would, in turn, need to raise our selling prices. This could adversely impact our sales and market share and negatively impact our business. Future financial results are also materially dependent upon the continued market acceptance of these manufacturers' respective products and their ability to continue to manufacture products that comply with laws relating to environmental and efficiency standards. However, the Company believes that alternative or substitute products would be readily available in the event of disruption of current supplier relationships given the Company's prominence in the marketplace, including the number of locations, sales personnel, support structure, marketing and sales expertise, financial position, and established market share. See "Business Risk Factors" in Item 1A of this Annual Report on Form 10-K for further discussion.

Distribution Agreements

We maintain trade name and distribution agreements with Carrier, Rheem, and Mitsubishi that provide us with distribution rights on an exclusive basis in specified territories and are not subject to a stated term or expiration date. We also maintain distribution agreements with various other suppliers, either on an exclusive or non-exclusive basis, for various terms ranging from one to ten years. Certain distribution agreements for particular branded products contain provisions that restrict or limit the sale of competitive products in the locations that sell such branded products. Other than where such location-level restrictions apply, we may distribute the lines of other manufacturers' air conditioning or heating equipment in other locations in the same territories.

See *Supplier Concentration and Supply Chain Risks* in "Business Risk Factors" in Item 1A of this Annual Report on Form 10-K.

Seasonality

Sales of residential central air conditioners, heating equipment, and parts and supplies are seasonal. Furthermore, profitability can be impacted favorably or unfavorably based on weather patterns, particularly during Summer and Winter selling seasons. Demand related to the residential central air conditioning replacement market is typically highest in the second and third quarters, and demand for heating equipment is usually highest in the first and fourth quarters. Demand related to the new construction sectors throughout most of the markets we serve tends to be fairly evenly distributed throughout the year and depends largely on housing completions and related weather and economic conditions.

Competition

We operate in highly competitive environments. We compete with a number of distributors and also with several air conditioning and heating equipment manufacturers that distribute a significant portion of their products through their own distribution organizations in certain markets. Competition within any given geographic market is based upon product availability, customer service, price, and quality. Competitive pressures or other factors could cause our products or services to lose market acceptance or result in significant price erosion, all of which would have a material adverse effect on our results of operations, cash flows, and liquidity.

Order Backlog

Order backlog is not a material aspect of our business, and no material portion of our business is subject to government contracts.

Government Regulations, Environmental, and Health and Safety Matters

Our business is subject to federal, state and local laws, and regulations relating to the storage, handling, transportation, and release of hazardous materials into the environment. These laws and regulations include the Clean Air Act, relating to minimum energy efficiency standards of HVAC systems, and the production, servicing, and disposal of more environmentally friendly refrigerants used in such systems, including those established by the Kigali Amendment to the Montreal Protocol concerning the phase-down of the production of HFC-based refrigerants for use in new equipment. We are also subject to regulations concerning the transport of hazardous materials, including regulations adopted pursuant to the Motor Carrier Safety Act of 1990. Our operations are also subject to health and safety requirements including, but not limited to, the Occupational, Safety and Health Act.

These laws and regulations are continuously changing, and compliance is costly and can require changes to our business practices and significant management time and effort. However, it is our opinion that the costs related to compliance requirements for government, environmental, or other regulations will not have a material adverse impact on our business, financial condition, and results of operations. We believe that we operate our business in substantial compliance with all applicable federal, state and local laws, and regulations.

Our industry and business are also subject to United States Department of Energy (“DOE”) standards related to the minimum required efficiency levels of residential central air conditioning systems and heat pumps. For purposes of establishing these energy conservation standards, the DOE divides the United States into three regions (the North, the Southeast, and the Southwest) according to the number of hours that an air conditioner operates to cool a home during the hotter months. The seasonal energy efficiency rating, or SEER, is the metric used to measure HVAC energy efficiency. The higher the SEER, the more efficient the HVAC equipment.

Beginning in 2023, the minimum efficiency level for residential HVAC systems under 45,000 BTUs became 14 SEER in the North and 15 SEER in the Southeast and Southwest. For systems over 45,000 BTUs, the minimum efficiency level is 14 SEER in the North and 14.5 SEER in the Southeast and Southwest. Heat pump efficiency levels, which are measured by the equipment’s heating seasonal performance factor (“HSPF”), became 8.8 HSPF compared with the 8.2 HSPF that had been required by the prior standard for all three regions. We completed the transition of our inventory to the higher SEER products during 2023.

In December 2020, the American Innovation and Manufacturing Act of 2020 (the “AIM Act”) was enacted, which gave the United States Environmental Protection Agency (“EPA”) regulatory authority to address hydrofluorocarbon (“HFC”) refrigerants. Although HFCs were introduced as alternatives to ozone-depleting substances like chlorofluorocarbons and hydrochlorofluorocarbons, they are now recognized as potent greenhouse gases due to their high global warming potential (“GWP”). Consequently, a phasedown of HFC production and consumption by 85% over a 15-year period commenced on January 1, 2022, and regulations were established requiring HVAC systems manufactured to use refrigerants with a GWP under 700 by January 1, 2025. In response to these regulations, OEMs have transitioned their products to incorporate the new refrigerants. The sell-through period for existing HVAC systems using HFC refrigerants with a GWP above 700 extends through December 31, 2025. The Company expects these regulations to reduce the carbon footprint of end-users and increase average selling prices over time, subject to customary risks of quality, availability, and performance of new HVAC systems.

Climate Change and Reductions in CO_2e Emissions

We believe that our business plays an important and significant role in the drive to lower CO2e emissions. According to the DOE, heating and air conditioning accounts for roughly half of household energy consumption in the United States. As such, replacing older, less efficient HVAC systems with higher efficiency systems is one of the most meaningful steps homeowners can take to reduce their electricity costs and carbon footprints.

The overwhelming majority of new HVAC systems that we sell replace systems that likely operate below current minimum efficiency standards in the United States and may use more harmful refrigerants that have been, or are being, phased out. As consumers replace HVAC systems with new, higher-efficiency systems, homeowners will consume less energy, save costs, and reduce their carbon footprints.

The sale of high-efficiency systems has long been a focus of ours, and we have invested in tools and technology intended to capture an increasingly richer sales mix over time. In addition, regulatory mandates will likely periodically increase the required minimum Seasonal Energy Efficiency Ratio rating, referred to as SEER, thus providing a catalyst for greater sales of higher-efficiency systems.

We offer a broad variety of systems that operate above the minimum SEER standards, ranging from base-level efficiency to systems that exceed 20 SEER. Based on estimates validated by independent sources, we averted an estimated 22.8 million metric tons of CO_2e emissions from January 1, 2020 to December 31, 2024 through the sale of replacement residential HVAC systems at higher-efficiency standards – the equivalent of nearly 5.3 million gas powered vehicles driven over the course of one year. More information, including sources and assumptions used to support our estimates, can be found at www.watsco.com/environment. Information contained on, or available through, our website is not incorporated by reference in, or made a part of, this report.

Federal Tax Credits and State Incentives

Demand for higher-efficiency products, such as variable-speed systems and heat pumps, is expected to increase due to the passage of the U.S. Inflation Reduction Act of 2022 (the “IRA”) in August 2022. This legislation is intended, in part, to promote the replacement of existing systems in favor of high-efficiency heat pump systems that reduce greenhouse gas emissions, as compared to older systems, and thereby combat climate change. According to the DOE, heat pumps can reduce electricity use for heating by approximately 65% as compared to gas furnaces. Programs under the IRA include enhanced tax credits for homeowners who install qualifying HVAC equipment and tax deductions for owners of commercial buildings that are upgraded to achieve defined energy savings. The IRA also sets aside $4.3 billion for state-administered consumer rebate programs designed to promote energy savings for low and medium-income households, including HVAC systems. Further details, including qualifying products, specific programs, states participating, and other regulatory requirements contemplated by the IRA are still being finalized. However, the Trump administration has indicated that credits enacted under the IRA may be subject to reduction or elimination; therefore, the availability of these credits in 2025 and thereafter is uncertain.

Available Information

We are required to file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the “SEC”). Information that we file with the SEC is available at the SEC’s website at www.sec.gov. Our website is at www.watsco.com. Our investor relations website is located at https://investors.watsco.com. We make available, free of charge, on our investor relations website under the heading “SEC Filings” our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. Our website address is included in this report only as an inactive textual reference. Information contained on, or available through, our website is not incorporated by reference in, or made a part of, this report.

Code of Ethics and Conduct

The Board of Directors has adopted codes of ethics and conduct that are designed to ensure that our directors, officers, and employees are aware of their ethical responsibilities and avoid conduct that may pose risks to the Company. We maintain (i) an Employee Code of Business Ethics and Conduct that is applicable to all employees (including our principal executive officer, principal financial officer and principal accounting officer), and (ii) a Code of Conduct for Executives that is applicable to members of our Board of Directors, our executive officers (including our principal executive officer, principal financial officer and principal accounting officer), and other senior operating and financial personnel. Amendments to either code of conduct or any grant of a waiver requiring disclosure under applicable SEC rules will be disclosed on our website, www.watsco.com. There were no amendments to or waivers from either code of conduct in 2024. Oversight of investigations of known or potential violations under either code of conduct is the responsibility of the Audit Committee of the Board of Directors (the “Audit Committee”). To obtain copies of our Codes of Ethics and Conduct, please visit our investor relations website at https://investors.watsco.com under the section captioned “Governance.”

ITEM 1A. RISK FACTORS

Business Risk Factors

Supplier Concentration and Supply Chain Risks

The Company’s top ten suppliers accounted for 85% of our purchases during 2024, including 62% from Carrier and 9% from Rheem. Carrier provides a diverse variety of brands of HVAC systems including Carrier, Bryant, Payne, Tempstar, Heil, Comfortmaker, and Grandaire (a private label product created by the Company), along with complimentary replacement parts. Rheem provides Rheem-brand HVAC systems along with complimentary replacement parts. Given the significant concentration of our supply chain, particularly with Carrier and Rheem, any significant interruption by any of the key manufacturers or a termination of a relationship could temporarily disrupt the operations of certain of our subsidiaries. Additionally, our operations are materially dependent upon the continued market acceptance and quality of these manufacturers' products and their ability to continue to manufacture products that are competitive, that comply with laws relating to environmental and efficiency standards, and that keep up with shifting consumer preferences. Our inability to obtain products from one or more of these manufacturers or a decline in market acceptance of these manufacturers' products, including new HVAC systems that use refrigerants with a lower GWP, could have a material adverse effect on our results of operations, cash flows, and liquidity.

Many HVAC equipment and component manufacturers, including Carrier and Rheem, source component parts from China and Mexico and/or assemble a significant number of products for residential and light-commercial applications in Mexico. If any restrictions, including as a result of overall trade relations or a potential increase in tariffs (which the Trump administration has proposed), are imposed related to such products sourced from, or assembled in, Mexico and China, including as a result of amendments to existing trade agreements, and our product costs consequently increase, we would be required to raise our prices, which may result in cost inflation, the loss of customers, and harm to our business.

We maintain trade name and distribution agreements with Carrier and Rheem that provide us with distribution rights on an exclusive basis in specified territories. Such agreements are not subject to a stated term or expiration date.

We also maintain other distribution agreements with various other suppliers, either on an exclusive or non-exclusive basis, for various terms ranging from one to ten years. Certain distribution agreements contain provisions that restrict or limit the sale of competitive products in the locations that sell such branded products. Other than where such location-level restrictions apply, we may distribute other manufacturers' lines of air conditioning or heating equipment in other locations in the same territories.

Risks Inherent in Acquisitions

As part of our strategy, we intend to pursue additional acquisitions of complementary businesses, including through joint ventures and investments in unconsolidated entities. If we complete future acquisitions, including investments in unconsolidated entities, or enter into new joint ventures, we may be required to incur or assume additional debt and/or issue additional shares of our common stock as consideration, which will dilute our existing shareholders' ownership interest and may affect our results of operations. Growth through acquisitions involves a number of risks, including, but not limited to, the following:

- the ability to identify and consummate transactions with complementary acquisition candidates;
- the successful operation and/or integration of acquired companies;
- the efficiency and effectiveness of an acquired company's internal control environment;
- diversion of management's attention from other daily functions;
- issuance by us of equity securities that dilute the ownership of our existing shareholders;
- incurrence and/or assumption of significant debt and contingent liabilities; and
- possible loss of key employees and/or customer relationships of the acquired companies.

In addition, acquired companies and investments made in unconsolidated entities may have liabilities that we failed or were unable to discover while performing due diligence investigations. We cannot assure you that the indemnification, if any, granted to us by sellers of acquired companies or by joint venture partners will be sufficient in amount, scope, or duration to offset the possible liabilities associated with businesses or properties that we assume upon consummation of an acquisition or joint venture. Any such liabilities, individually or in the aggregate, could have a material adverse effect on our business.

Failure to successfully manage the operational challenges and risks associated with, or resulting from, acquisitions could adversely affect our results of operations, cash flows, and liquidity.

Competition

We operate in highly competitive environments. We compete with other distributors and several air conditioning and heating equipment manufacturers that distribute a significant portion of their products through their own distribution organizations in certain markets. Competition within any given geographic market is based upon product availability, customer service, price, and quality. Competitive pressures or other factors could cause our products or services to lose market acceptance or result in significant price erosion, all of which would have a material adverse effect on our results of operations, cash flows, and liquidity.

Cybersecurity Risks

In addition to the disruptions that may occur from interruptions in our information technology systems, cybersecurity threats and sophisticated and targeted cyberattacks pose a risk to our information technology systems. Cyberattacks may be further enhanced in frequency or effectiveness through threat actors' use of artificial intelligence. We have established security policies, processes and defenses designed to help identify and protect against intentional and unintentional misappropriation or corruption of our information technology systems and information and disruption of our operations. Despite these efforts, our information technology systems may be damaged, disrupted or shut down due to attacks by hackers and other persons obtaining unauthorized access, malicious software, ransomware, computer viruses, undetected intrusion, hardware failures or other events, and in these circumstances our disaster recovery plans may be ineffective or inadequate. These breaches or intrusions could lead to business interruption, exposure of proprietary or confidential information, data corruption, damage to our reputation, exposure to legal and regulatory proceedings and other costs. Such events could have a material adverse impact on our financial condition, results of operations and cash flows. In addition, we could be adversely affected if any of our significant customers or suppliers experiences any similar events that disrupt their business operations or damage their reputation.

Failure to successfully manage the operational challenges and risks associated with, or resulting from, upgrades and conversions to newer versions of our information technology systems core to our operations could adversely affect our results of operations, cash flows, and liquidity.

We maintain change management processes, monitoring practices, and protections of our information technology to reduce these risks and test our systems on an ongoing basis for potential threats. The Audit Committee is briefed on information security matters at least once a year. We carry cybersecurity insurance to help mitigate financial exposure and related notification procedures in the event of intentional intrusion. There can be no assurance, however, that our efforts will prevent the risk of a security breach of our databases or systems that could adversely affect our business.

Foreign Currency Exchange Rate Fluctuations

The functional currency of our operations in Canada is the Canadian dollar, and the functional currency of our operations in Mexico is the U.S. dollar because the majority of our Mexican transactions are denominated in U.S. dollars. Foreign currency exchange rates and fluctuations may have an impact on transactions denominated in Canadian dollars and Mexican Pesos, and, therefore, could adversely affect our financial performance. Although we use foreign currency forward contracts to mitigate the impact of currency exchange rate movements, we do not currently hold any derivative contracts that hedge our foreign currency translational exposure.

Seasonality

Sales of residential central air conditioners, heating equipment, and parts and supplies are seasonal, resulting in fluctuations in our revenue from quarter to quarter. Furthermore, profitability can be impacted favorably or unfavorably based on the severity or mildness of weather patterns during Summer or Winter selling seasons. Demand related to the residential central air conditioning replacement market is typically highest in the second and third quarters, and demand for heating equipment is usually highest in the first and fourth quarters. Demand related to the new construction sectors throughout most of the markets is fairly evenly distributed throughout the year and depends largely on housing completions and related weather and economic conditions.

Dependence on Key Personnel

Much of our success has depended on the skills and experience of senior management personnel. The loss of any of our executive officers or other key senior management personnel could harm our business. We must continuously recruit, retain, and motivate management and other employees to both maintain our current business and to execute our strategic initiatives. Our success has also depended on the contributions and abilities of our store employees upon whom we rely on to give customers a superior in-store experience. Accordingly, our performance depends on our ability to recruit and retain high quality employees to work in and manage our stores. If we are unable to adequately recruit, retain, and motivate employees our projected growth and expansion, and our business and financial performance may be adversely affected.

Decline in Economic Conditions

We rely predominantly on the credit markets and, to a lesser extent, on the capital markets to meet our financial commitments and short-term liquidity needs if internal funds are not available from our operations. Access to funds under our line of credit is dependent on the ability of the syndicate banks to meet their respective funding commitments. Disruptions in the credit and capital markets could adversely affect our ability to draw on our revolving credit agreement and may also adversely affect the determination of interest rates. Additionally, disruptions in the credit and capital markets could also result in increased borrowing costs and/or reduced borrowing capacity under our revolving credit agreement. Any long-term 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 reducing or eliminating dividend payments, deferring capital expenditures, and reducing or eliminating other discretionary uses of cash.

A decline in economic conditions and lack of availability of business and consumer credit could have an adverse effect on our business and results of operations. Any capital or credit market disruption could cause broader economic downturns, which may lead to reduced demand for our products and an increased incidence of customers' inability to pay their accounts. Further, bankruptcies or similar events by customers may cause us to incur increased levels of bad debt expense. Also, our suppliers may be negatively impacted by deteriorating economic conditions, causing disruption or delay of product availability. These events would adversely impact our results of operations, cash flows, and financial position. Additionally, if the conditions of the capital and credit markets adversely affect the financial institutions that have committed to extend us credit, they may be unable to fund borrowings under such commitments, which could have an adverse impact on our financial condition, liquidity, and our ability to borrow funds for working capital, acquisitions, capital expenditures, and other corporate purposes.

International Risk

Our international sales and operations, as well as sourcing of products from suppliers with international operations, are subject to various risks associated with changes in local laws, regulations, and policies, including those related to tariffs, trade restrictions and trade agreements, investments, taxation, capital controls, employment regulations, different liability standards, and limitations on the repatriation of funds due to foreign currency controls. Our international sales and operations, as well as sourcing of products from suppliers with international operations, are also sensitive to changes in foreign national priorities, including government budgets, as well as political and economic instability. In addition, post-pandemic delays and closures in China may disrupt the operations of certain of our suppliers, which could negatively impact our business. Unfavorable changes in any of the foregoing could adversely affect our results of operations or could cause a disruption in our supply chain for products sourced internationally. Additionally, failure to comply with the United States Foreign Corrupt Practices Act 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.

Goodwill, Intangibles and Long-Lived Assets

At December 31, 2024, goodwill, intangibles, and long-lived assets represented approximately 31% of our total assets. The recoverability of goodwill, indefinite lived intangibles, and long-lived assets is evaluated at least annually and when events or changes in circumstances indicate that the carrying amounts may not be recoverable. The identification and measurement of goodwill impairment involves the estimation of the fair value of our reporting unit and contains uncertainty because management must use judgment in determining appropriate assumptions to be used in the measurement of fair value. The estimates of fair value of our reporting unit, indefinite lived intangibles, and long-lived assets are based on the best information available as of the date of the assessment and incorporate management's assumptions about expected future cash flows and contemplates other valuation techniques. Future cash flows can be affected by changes in the industry, a declining economic environment, or market conditions. We cannot assure you that we will not suffer material impairments to goodwill, intangibles, or long-lived assets in the future.

Risks Related to Loss Contingencies

We carry general liability, comprehensive property damage, workers' compensation, health benefits, cybersecurity, and other insurance coverage that management considers adequate for the protection of its assets and operations at reasonable premiums. There can be no assurance that the coverage limits and related premiums of such policies will be adequate to cover claims, losses and expenses for lawsuits which have been, or may be, brought against us. A loss in excess of insurance coverage could have a material adverse effect on our financial position and/or profitability. Certain self-insurance risks for casualty insurance programs and health benefits are retained and reserves are established based on claims filed and estimates of claims incurred but not yet reported. Assurance cannot be provided that actual claims will not exceed present estimates. Exposure to catastrophic losses has been limited by maintaining excess and aggregate liability coverage and implementing stop-loss control programs. However, more frequent catastrophic weather events may impact the availability and cost of property and casualty insurance.

Risks Related to Natural Disasters, Epidemics, or Other Unexpected Events

The occurrence of one or more natural disasters, including those linked to climate change, power outages, or other unexpected events, including hurricanes, fires, earthquakes, volcanic eruptions, tsunamis, floods and other forms of severe weather, health epidemics, pandemics or other contagious outbreaks, conflicts, wars or terrorist acts, in the U.S. or in other countries in which we or our suppliers or customers operate could adversely affect our operations and financial performance. Natural disasters, power outages or other unexpected events could damage or close one or more of our locations or disrupt our operations temporarily or long-term, such as by causing business interruptions or by affecting the availability of products we sell. Existing insurance arrangements may not cover all of the costs or lost cash flows that may arise from such events. The occurrence of any of these events could also increase our insurance and other operating costs or impact our sales. Moreover, litigation related to sustainability practices could result in potential operating expenses arising from fines, settlements, and legal costs, as well as reputational impacts.

Risks Related to our Common Stock

Class B Common Stock and Insider Ownership

As of December 31, 2024, our directors and executive officers and entities affiliated with them owned: (i) Common stock representing less than 1% of the outstanding shares of Common stock and (ii) Class B common stock representing 90% of the outstanding shares of Class B common stock. These interests represent 55% of the aggregate combined voting power (including 53% beneficially owned by Albert H. Nahmad, Chairman and Chief Executive Officer (“CEO”), Aaron J. Nahmad, President (the son of our Chairman and CEO), and Valerie Schimel, Director (the daughter of our Chairman and CEO), through shares owned by them and shares held by affiliated limited partnerships, various family trusts, and a charitable foundation. Accordingly, our directors and executive officers collectively have the voting power to elect six members of our nine-person Board of Directors.

Our Class B common stock is substantially identical to our Common stock except: (i) Common stock is entitled to one vote on all matters submitted to a vote of our shareholders, and each share of Class B common stock is entitled to ten votes; (ii) shareholders of Common stock are entitled to elect 25% of our Board of Directors (rounded up to the nearest whole number), and Class B shareholders are entitled to elect the balance of the Board of Directors; (iii) cash dividends may be paid on Common stock without paying a cash dividend on Class B common stock, and no cash dividend may be paid on Class B common stock unless at least an equal cash dividend is paid on Common stock; and (iv) Class B common stock is convertible at any time into Common stock on a one-for-one basis at the option of the shareholder.

Future Sales

We are not restricted from issuing additional shares of our Common stock or Class B common stock (which we refer to together as common stock), including securities that are convertible into or exchangeable for, or that represent the right to receive, our common stock or any substantially similar securities in the future. We may issue shares of our common stock or other securities in one or more registered or unregistered offerings, and we may also issue our securities in connection with investments or acquisitions. On March 29, 2024, we implemented the Watsco, Inc. Dividend Reinvestment Plan (“DRIP”) under which existing shareholders may, in accordance with the DRIP, acquire shares of common stock, as applicable, by reinvesting all or a portion of the cash dividends paid on such shareholders’ shares of common stock. The number of shares of our common stock issued in connection with any of the foregoing may result in dilution to holders of our common stock.

Volatility

The market price of our common stock has been and may continue to be highly volatile and could be subject to wide fluctuations. Securities markets worldwide experience significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions, could reduce the market price of shares of our common stock despite our operating performance. The trading price of our common stock may be adversely affected due to many factors, most of which we cannot predict or control, such as the following:

- fluctuations in our operating results;
- a decision by the Board of Directors to reduce or eliminate cash dividends on our common stock;
- changes in recommendations or earnings estimates by securities analysts;
- general market conditions in our industry or in the economy as a whole; and
- political instability, natural disasters, war and/or events of terrorism.

Payment of Dividends

The amount of any future dividends that we will pay, if any, will depend upon a number of factors. Future dividends will be declared and paid at the sole discretion of the Board of Directors and will depend upon such factors as cash flow generated by operations, profitability, financial condition, cash requirements, potential dilution related to our dividend reinvestment plan, prospects, and other factors deemed relevant by our Board of Directors. The right of our Board of Directors to declare dividends, however, is subject to the availability of sufficient funds under Florida law to pay dividends. In addition, our ability to pay dividends depends on certain restrictions in our credit agreement.

Securities Analyst Research and Reports

The trading markets for our common stock rely in part on the research and reports that industry or financial analysts publish about us or our business or industry. If one or more of the analysts who cover us downgrade our stock or our industry, or the stock of Carrier or any of our competitors, publish negative or unfavorable research about our business, the price of our stock could decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the market, which in turn could cause our stock price or trading volume to decline.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1C. CYBERSECURITY

Risk Management and Strategy

We have established security practices and safeguards designed to help identify and protect against intentional and unintentional misappropriation or corruption of our information technology systems, data, and operational continuity. We regularly conduct risk assessments to identify potential cybersecurity threats, which include evaluating the likelihood and potential impact of these threats, identifying system and network vulnerabilities, and assessing the effectiveness of our existing controls. As part of our overall cybersecurity program, we engage specialized third-party vendors for certain cybersecurity functions including, but not limited to, incident response, penetration testing, and security operations center monitoring of our information technology environment. Identified risks are documented and communicated to the relevant stakeholders. Upon identification and assessment of risks, we develop and implement what we believe are appropriate measures to manage these risks, which may involve enhancing security controls, implementing new technologies, training employees, or changing business processes. We maintain change management processes, monitoring practices, and data protection measures to mitigate cybersecurity risks and continuously test our systems for potential threats. Such processes and practices to assess, identify, and manage cybersecurity incidents are integrated into our overall enterprise risk assessment process.

Governance

A dedicated team at our corporate headquarters, which is led by our Director of Data Security (“DDS”) and composed of the Chief Technology Officer (“CTO”) and representatives from risk management, legal, internal audit, and finance departments, is responsible for assessing and managing our cybersecurity risks and data protection practices. The Audit Committee oversees the measures taken by this team to monitor material risks associated with cybersecurity threats, a role crucial to maintaining a robust and effective cybersecurity risk management approach. The DDS and CTO provide formal briefings to the Audit Committee on various cybersecurity matters, including risk assessments, mitigation strategies, areas of emerging risks, and other areas of importance at least once a year, with the Board of Directors receiving updates periodically. Regular discussions on enterprise risks are held between the Audit Committee, Board of Directors, and senior management.

Our DDS has more than 20 years of expertise in the information technology sector, with 11 years specifically dedicated to cybersecurity. This experience has fostered a thorough comprehension of cyber threat landscapes, defense strategies, and security technologies.

ITEM 2. PROPERTIES

Our main properties include warehousing and distribution facilities, trucks, and administrative office space.

Warehousing and Distribution Facilities

At December 31, 2024, we operated 690 warehousing and distribution facilities across 43 U.S. states, Canada, Mexico, and Puerto Rico, having an aggregate of approximately 16.5 million square feet of space, of which approximately 16.4 million square feet is leased. The majority of these leases are for terms of three to five years. We believe that our facilities are sufficient to meet our present operating needs.

Trucks

At December 31, 2024, we operated 783 ground transport vehicles, including delivery and pick-up trucks, vans, and tractors. Of this number, 611 trucks were leased, and the others were owned. We believe that the present size of our truck fleet is adequate to support our operations.

Administrative Facilities

Senior management and support staff are located at various administrative offices in approximately 0.3 million square feet of space.

ITEM 3. LEGAL PROCEEDINGS

Information with respect to this item may be found in Note 18 to our audited consolidated financial statements included in this Annual Report on Form 10-K under the caption “Litigation, Claims, and Assessments,” which information is incorporated by reference in this Item 3 of Part I of this Annual Report on Form 10-K.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

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

Market Information

Our Common stock is listed on the New York Stock Exchange under the ticker symbol WSO, and our Class B common stock is listed on the New York Stock Exchange under the ticker symbol WSOB.

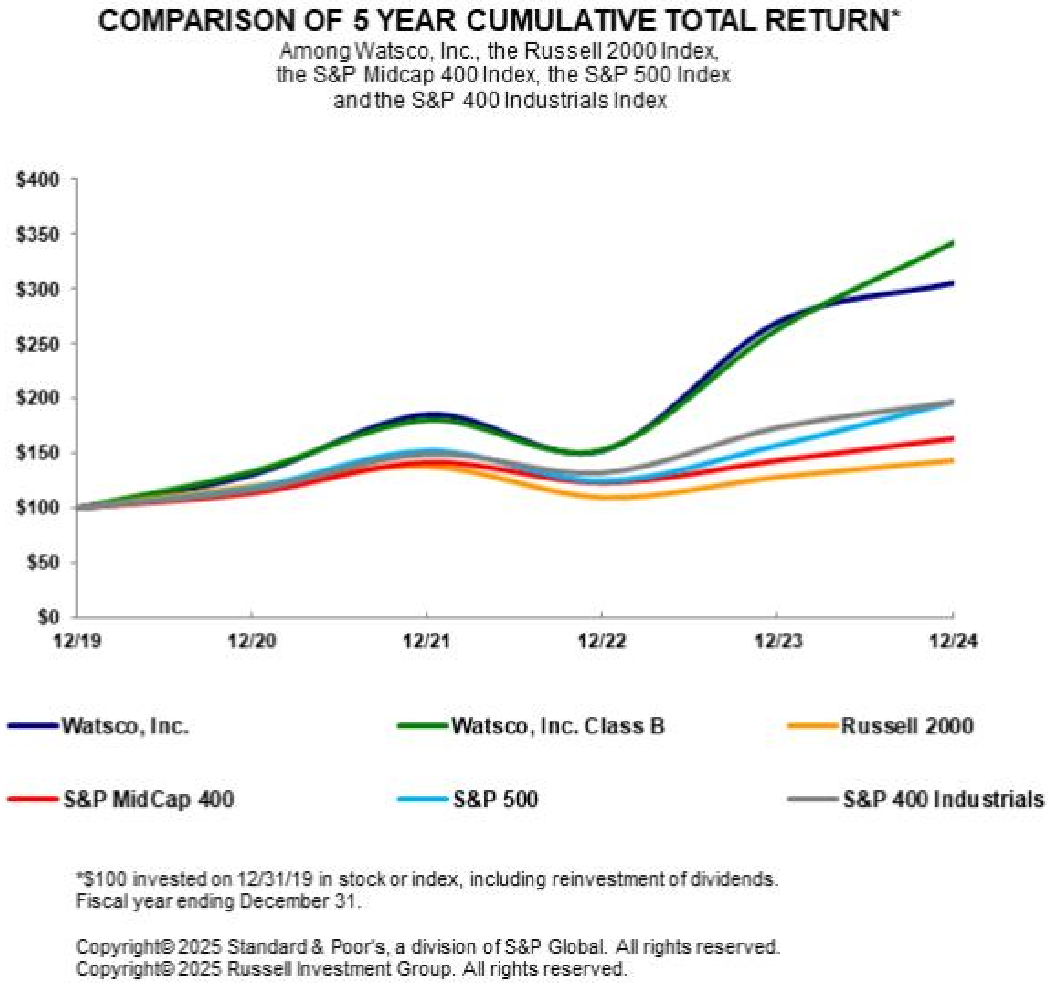
Holders

At February 25, 2025, there were 302 registered holders of our Common stock and 127 registered holders of our Class B common stock.

Shareholder Return Performance

The following graph compares the cumulative five-year total shareholder return attained by holders of our common stock relative to the cumulative total returns of the Russell 2000 index, the S&P MidCap 400 index, the S&P 500 index, and the S&P 400 Industrials index. Given our position as the largest distributor of HVAC/R equipment, parts and supplies in North America, our unique, sole line of business, the nature of our customers (air conditioning and heating contractors), and the products and markets we serve, we cannot reasonably identify an appropriate peer group; therefore, we have included in the graph below the performance of certain major market indices, which contain companies with market capitalizations similar to our own, including the S&P 400 Industrials Index because the component companies of such index more closely relate to the industry in which we operate. The graph tracks the performance of a $100 investment in our common stock and in each index (with the reinvestment of all dividends) from December 31, 2019 to December 31, 2024.

The performance graph shall not be deemed incorporated by reference by any general statement incorporating by reference this annual report into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, as amended, except to the extent we specifically incorporate this information by reference and shall not otherwise be deemed filed under such acts.



	12/31/19	12/31/20	12/31/21	12/31/22	12/31/23	12/31/24
Watsco, Inc.	100.00	130.51	185.42	152.56	270.02	305.64
Watsco, Inc. Class B	100.00	133.31	180.68	153.34	264.15	343.14
Russell 2000 Index	100.00	119.96	137.74	109.59	128.14	142.93
S&P MidCap 400 Index	100.00	113.66	141.80	123.28	143.54	163.54
S&P 500 Index	100.00	118.40	152.39	124.79	157.59	197.02
S&P 400 Industrials Index	100.00	116.49	149.62	132.42	174.04	197.51

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Dollar Value that May Yet Be Purchased Under the Plans or Programs (1)
October 1, 2024 to October 31, 2024	—	$ —	—	$ —
November 1, 2024 to November 30, 2024	517	535.00	—	—
December 1, 2024 to December 31, 2024	71,702	509.75	—	—
Total	72,219	$ 509.93	—	$ —

(1) During the quarter ended December 31, 2024, we purchased an aggregate of 72,219 shares of our common stock to satisfy the tax withholding obligations in connection with the vesting of restricted stock.

In September 1999, our Board of Directors authorized the repurchase, at management's discretion, of up to 7,500,000 shares of common stock in the open market or via private transactions. No shares were repurchased under this plan during 2024, 2023 or 2022. In aggregate, 6,370,913 shares of common stock have been repurchased at a cost of $114.4 million since the inception of this plan. At December 31, 2024, there were 1,129,087 shares remaining authorized for repurchase under this plan. Shares were last repurchased by the Company under this plan in 2008.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our 2024 Annual Report contains "Management's Discussion and Analysis of Financial Condition and Results of Operations," which section is incorporated herein by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our 2024 Annual Report contains "Quantitative and Qualitative Disclosures about Market Risk," which section is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Our 2024 and 2023 Consolidated Balance Sheets and other consolidated financial statements for the years ended December 31, 2024, 2023, and 2022, together with the report thereon (for the applicable periods covered by their reports) of Deloitte & Touche LLP dated February 28, 2025, and KPMG LLP (Auditor Firm ID: 185, Miami, FL) dated February 24, 2023, except for Note 20, as to which the date is February 28, 2025, included in our 2024 Annual Report are incorporated herein by reference.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are, among other things, designed to ensure that information required to be disclosed by us under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer ("CEO"), Executive Vice President ("EVP"), and Chief Financial Officer ("CFO"), to allow for timely decisions regarding required disclosure and appropriate SEC filings.

Our management, with the participation of our CEO, EVP and CFO, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report, and, based on that evaluation, our CEO, EVP and CFO concluded that our disclosure controls and procedures were effective, at a reasonable assurance level, at and as of such date.

Management's Report on Internal Control over Financial Reporting

Our 2024 Annual Report contains "Management's Report on Internal Control over Financial Reporting" and the report thereon of Deloitte & Touche LLP dated February 28, 2025, and each is incorporated herein by reference.

Changes in Internal Control over Financial Reporting

We continuously seek to improve the efficiency and effectiveness of our internal controls. This results in refinements to processes throughout the Company. However, there were no changes in internal controls over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

During the quarter ended December 31, 2024, none of our officers or directors adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act or any "non-Rule 10b5-1 trading arrangement," as defined in Item 408 of Regulation S-K.

Appointment of Director

On February 25, 2025, the Board of Directors appointed Gary L. Tapella, 81, as a Common stock director to fill the vacancy on the Board of Directors formerly held by John A. Macdonald, whose term as a director expired at Watsco's 2024 annual meeting of shareholders. The Board of Directors nominated Mr. Tapella to stand for election at the Company's 2025 annual shareholder meeting for a term to expire at the Company's 2028 annual meeting of shareholders.

Mr. Tapella has served on Watsco's Advisory Board since February 2022 and previously served as a Watsco director from 2006 to 2010. Mr. Tapella retired in 2005 after a 36-year career with Rheem Manufacturing Company, one of the Company's principal suppliers, where he served in various leadership capacities, ultimately as President and Chief Executive Officer. Presently, he serves as an Operating Partner of One Rock Capital Partners, LLC, a value-oriented, operationally focused private equity firm. Prior to joining One Rock he was an Operating Partner at Ripplewood Holdings, LLC from 2005 to 2009.

Mr. Tapella will participate in the standard non-employee director compensation arrangements described in the section entitled "Director Compensation" that is included in the Company's 2024 Proxy Statement filed with the Securities and Exchange Commission on April 26, 2024.

There are no arrangements or understandings between either Mr. Tapella, on the one hand, and any other person, on the other hand, pursuant to which he was appointed to the Board of Directors. Since the beginning of the Company's last fiscal year, the Company has not engaged in any transactions, and there are no proposed transactions, or series of similar transactions, in which Mr. Tapella was or is to be a participant and in which any related person had a direct or indirect material interest in which the amount involved exceeds or exceeded $120,000.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

PART III

This part of Form 10-K, which includes Items 10 through 14, is omitted because we will file definitive proxy material pursuant to Regulation 14A not more than 120 days after the close of our most recently ended fiscal year, which proxy material will include the information required by Items 10 through 14 and is incorporated herein by reference.

Insider Trading Policy

The Company has adopted an insider trading policy which governs the purchase, sale and/or any other dispositions of the Company's securities by the Company and its directors, officers and employees and is reasonably designed to promote compliance with insider trading laws, rules and regulations, and applicable exchange listing standards. A copy of our Insider Trading Policy is filed as Exhibit 19 to this Annual Report on Form 10-K.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements. Our consolidated financial statements are incorporated by reference from our 2024 Annual Report.

(2) Financial Statement Schedules. The schedules are omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

(3) Exhibits. The following exhibits are submitted with this Annual Report on Form 10-K or, where indicated, incorporated by reference to other filings.

INDEX TO EXHIBITS

3.1	Composite Articles of Incorporation of Watsco, Inc. (filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 and incorporated herein by reference).
3.2	Watsco, Inc. Second Amended and Restated Bylaws effective August 1, 2016 (filed as Exhibit 3.1 to the Current Report on Form 8-K on August 5, 2016 and incorporated herein by reference).
4.1	Specimen form of Class B Common Stock Certificate (filed as Exhibit 4.6 to the Registration Statement on Form S-1 (No. 33-56646) and incorporated herein by reference). (P)
4.2	Specimen form of Common Stock Certificate (filed as Exhibit 4.4 to the Annual Report on Form 10-K for the fiscal year ended December 31, 1994 and incorporated herein by reference). (P)

4.3	Description of Capital Stock (filed as Exhibit 4.3 to the Annual Report on Form 10-K for the fiscal year ended December 31, 2019 and incorporated herein by reference).
10.1(a)	Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.20 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 1996 and incorporated herein by reference). *
10.1(b)	First Amendment dated January 1, 2001 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.13 to the Annual Report on Form 10-K for the year ended December 31, 2000 and incorporated herein by reference). *
10.1(c)	Second Amendment dated January 1, 2002 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.15 to the Annual Report on Form 10-K for the year ended December 31, 2001 and incorporated herein by reference). *
10.1(d)	Third Amendment dated January 1, 2003 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.11 to the Annual Report on Form 10-K for the year ended December 31, 2002 and incorporated herein by reference). *
10.1(e)	Fourth Amendment dated January 1, 2004 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 and incorporated herein by reference). *
10.1(f)	Fifth Amendment dated January 1, 2005 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 and incorporated herein by reference). *
10.1(g)	Sixth Amendment dated January 1, 2006 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.16 to the Annual Report on Form 10-K for the year ended December 31, 2005 and incorporated herein by reference). *
10.1(h)	Seventh Amendment dated January 1, 2007 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.18 to the Annual Report on Form 10-K for the year ended December 31, 2006 and incorporated herein by reference). *
10.1(i)	Eighth Amendment dated January 1, 2008 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 and incorporated herein by reference). *
10.1(j)	Ninth Amendment dated December 10, 2008 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.19 to the Annual Report on Form 10-K for the year ended December 31, 2008 and incorporated herein by reference). *
10.1(k)	Tenth Amendment dated January 1, 2009 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 and incorporated herein by reference). *
10.1(l)	Eleventh Amendment dated January 1, 2010 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 and incorporated herein by reference). *
10.1(m)	Twelfth Amendment dated January 1, 2011 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 and incorporated herein by reference). *
10.1(n)	Thirteenth Amendment dated January 1, 2012 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 and incorporated herein by reference). *
10.1(o)	Fourteenth Amendment dated January 1, 2013 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 and incorporated herein by reference). *

10.1(p)	Fifteenth Amendment dated January 1, 2014 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and incorporated herein by reference). *
10.1(q)	Sixteenth Amendment dated January 1, 2015 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 and incorporated herein by reference). *
10.1(r)	Seventeenth Amendment dated January 1, 2016 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 and incorporated herein by reference). *
10.1(s)	Eighteenth Amendment dated January 1, 2017 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and incorporated herein by reference). *
10.1(t)	Nineteenth Amendment dated January 1, 2018 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 and incorporated herein by reference). *
10.1(u)	Twentieth Amendment dated January 1, 2019 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 and incorporated herein by reference). *
10.1(v)	Twenty-first Amendment dated January 1, 2020 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 and incorporated herein by reference). *
10.1(w)	Twenty-second Amendment dated January 1, 2021 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1(w) to the Annual Report on Form 10-K for the year ended December 31, 2020 and incorporated herein by reference).*
10.1(x)	Twenty-third Amendment dated January 1, 2022 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1(x) to the Annual Report on Form 10-K for the year ended December 31, 2021 and incorporated herein by reference).*
10.1(y)	Twenty-fourth Amendment dated January 1, 2023 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2023 and incorporated herein by reference).*
10.1(z)	Twenty-fifth Amendment dated January 1, 2024 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1(z) to the Annual Report on Form 10-K for the year ended December 31, 2023 and incorporated herein by reference).*
10.1(aa)	Amended and Restated Twenty-fifth Amendment to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad (filed as Exhibit 10.1 to the Report on Form 8-K filed on November 15, 2024 and incorporated herein by reference).*
10.1(bb)	Twenty-sixth Amendment dated January 1, 2025 to Employment Agreement and Incentive Plan dated January 31, 1996 by and between Watsco, Inc. and Albert H. Nahmad. *#
10.2(a)	Watsco, Inc. 2014 Incentive Compensation Plan (filed as Appendix A to the Definitive Proxy Statement on Schedule 14A in respect of our 2014 Annual Meeting of Shareholders and incorporated herein by reference). *

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10.2(b)	Watsco, Inc. 2021 Incentive Compensation Plan (filed as Appendix A to the Definitive Proxy Statement on Schedule 14A in respect of our 2021 Annual Meeting of Shareholders and incorporated herein by reference). *
10.3	Fourth Amended and Restated 1996 Qualified Employee Stock Purchase Plan dated April 18, 2011 (filed as Appendix A to the Definitive Proxy Statement on Schedule 14A in respect of our 2011 Annual Meeting of Shareholders and incorporated herein by reference). *
10.4	Credit Agreement, dated as of March 16, 2023, by and among Watsco, Inc., Watsco Canada, Inc. and Carrier Enterprise Mexico, S. de R.L. de C.V., as Borrowers, the Other Lenders From Time to Time Party Thereto, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, JPMorgan Chase Bank, N.A. as Syndication Agent and U.S. Bank National Association and Wells Fargo Bank, National Association as Co-Documentation Agents (filed as Exhibit 10.1 to the Current Report on Form 8-K filed on March 22, 2023 and incorporated herein by reference).
10.5	Third Amended and Restated Sales Agreement dated May 3, 2024 by and between Watsco, Inc. and Robert W. Baird & Co. Incorporated (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2024 and incorporated herein by reference).
13	2024 Annual Report to Shareholders (with the exception of the information incorporated by reference into Items 7, 8 and 9 of this Annual Report on Form 10-K, the 2024 Annual Report to Shareholders is provided solely for the information of the SEC and is not deemed “filed” as part of this Form 10-K). #
19	Insider Trading Policy. #
21.1	Subsidiaries of the Registrant. #
23.1	Consent of Independent Registered Public Accounting Firm – Deloitte & Touche LLP. #
23.2	Consent of Independent Registered Public Accounting Firm – KPMG LLP. #
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. #
31.2	Certification of Executive Vice President pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. #
31.3	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. #
32.1	Certification of Chief Executive Officer, Executive Vice President and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. +
97.1	Policy Relating to Recovery of Erroneously Awarded Compensation (filed as Exhibit 97.1 to the Annual Report on Form 10-K for the year ended December 31, 2023 and incorporated herein by reference).
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. #
101.SCH	Inline XBRL Taxonomy Extension Schema Document. #
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document. #
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document. #
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document. #
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document. #
104	The cover page from the Company’s Annual Report on Form 10-K for the year ended December 31, 2024, formatted in Inline XBRL.

filed herewith.
+ furnished herewith.
* management contract or compensation plan or arrangement.

ITEM 16. FORM 10-K SUMMARY

None.

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.

	WATSCO, INC.
February 28, 2025	By: /s/ Albert H. Nahmad Albert H. Nahmad, Chief Executive Officer
February 28, 2025	By: /s/ Ana M. Menendez Ana M. Menendez, Chief Financial Officer

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 and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/S/ ALBERT H. NAHMAD **Albert H. Nahmad**	Chairman of the Board and Chief Executive Officer (principal executive officer)	February 28, 2025
/S/ ANA M. MENENDEZ **Ana M. Menendez**	Chief Financial Officer (principal accounting officer and principal financial officer)	February 28, 2025
/S/ CESAR L. ALVAREZ **Cesar L. Alvarez**	Director	February 28, 2025
/S/ J. MICHAEL CUSTER **J. Michael Custer**	Director	February 28, 2025
/S/ DENISE DICKINS **Denise Dickins**	Director	February 28, 2025
/S/ Barry S. Logan **Barry S. Logan**	Director and Executive Vice President	February 28, 2025
/S/ ANA LOPEZ-BLAZQUEZ **Ana Lopez-Blazquez**	Director	February 28, 2025
/S/ AARON J. NAHMAD **Aaron J. Nahmad**	Director and President	February 28, 2025
/S/ VALERIE F. SCHIMEL **Valerie F. Schimel**	Director	February 28, 2025
Gary L. Tapella	Director	February 28, 2025

TWENTY-SIXTH AMENDMENT
TO
EMPLOYMENT AGREEMENT

This Twenty-sixth Amendment to Employment Agreement is made and entered into effective as of the 1st day of January 2025, by and between **WATSCO, INC.,** a Florida corporation (hereinafter called the "Company"), and **ALBERT H. NAHMAD** (hereinafter called the "Employee").

RECITALS

WHEREAS, the Company and the Employee entered into an Employment Agreement effective as of January 31, 1996 (the "Employment Agreement") pursuant to which the Employee renders certain services to the Company; and

WHEREAS, the Compensation Committee of the Company's Board of Directors amended the Employment Agreement effective as of January 1, for each of 2001 through 2024; and

WHEREAS, the Compensation Committee of the Company's Board of Directors amended and restated the twenty-fifth amendment to the Employment Agreement on November 14, 2024; and

WHEREAS, the Compensation Committee of the Company's Board of Directors has determined that the Employee's Base Salary will be $600,000 for calendar year 2025; and

WHEREAS, the Board of Directors recognize Mr. Nahmad's contributions to the Company success during his 50+ years of service, and given the desire of the Board of Directors to retain Mr. Nahmad's services through his life expectancy, the independent board members award Mr. Nahmad 10,000 shares of Class B restricted common stock on March 1, 2025; and

WHEREAS, the Compensation Committee of the Company's Board of Directors has determined the Employee's use of the Company's airplane for personal purposes for up to ninety (90) hours during the calendar year 2025. The Company shall pay all fuel and operational costs incident thereto. The value of the Employee's usage of the Company's airplane shall be treated as compensation for tax purposes; and

WHEREAS, the Compensation Committee of the Company's Board of Directors has set the targets for Mr. Nahmad's 2025 performance-based award in the form of restricted shares, which shall be subject to a maximum amount of $20 million (for clarity, such maximum amount shall not include any other forms of compensation or awards made to the Employee and shall exclude the 10,000 restricted share grant referred to above).

NOW, **THEREFORE**, in consideration of the mutual promises and covenants set forth in this Twenty-sixth Amendment, and other good and valuable consideration, the parties to this Twenty-six Amendment agree as follows:

1. All capitalized terms in this Twenty-sixth Amendment shall have the same meaning as in the Employment Agreement, unless otherwise specified.
2. A grant of 10,000 restricted Class B shares shall be made on March 1, 2025.
3. The Employment Agreement is hereby amended by replacing "Exhibit A-1 — 2024 Performance Goals and Long-term Performance Based Compensation" with the attached "Exhibit A-1 — 2025 Performance Goals and Long-term Performance Based Compensation" thereto.
4. All other terms and conditions of the Employment Agreement shall remain the same.

IN WITNESS WHEREOF, the parties have caused this Twenty-sixth Amendment to be duly executed effective as of the day and year first above written.

WATSCO, INC.

By: /s/ Barry S. Logan
Barry S. Logan, Executive Vice President

EMPLOYEE

By: /s/ Albert H. Nahmad
Albert H. Nahmad

EXHIBIT A-1
2025 PERFORMANCE GOALS AND LONG-TERM PERFORMANCE BASED COMPENSATION

Overview

Watsco's compensation program is grounded by the guiding principle that compensation should be highly dependent upon long-term shareholder returns. This key tenet of our compensation philosophy has driven the unique design of our program for many years and has enabled our executive leadership team to stay solidly focused on long-term performance. We have generated a compounded annual growth rate for total shareholder return of 19% over the last 35 years.

The most unique aspect of the program is the use of restricted stock that requires an executive to spend his or her entire career with the Company in order to vest. We believe granting restricted stock effectively balances strategic risk-taking and long-term performance, creates an ownership culture, and aligns the interests of high-performing leaders with the interests of our shareholders. Additionally, we believe these awards help build a sustainable future by ensuring that our executives make the right long-term business decisions that will survive well past their retirement.

We began granting restricted stock awards in 1997. All the restricted shares we have granted to our leaders throughout the Company vest upon reaching retirement age (usually 62 or older). Based on data provided by Equilar, the duration of our cliff-vesting period is solely unique to Watsco. Vesting may also occur at an even later date for those who extend their careers beyond age 62. This means that our key leaders will not know the value and cannot realize the value of their equity awards until they have spent their career with the Company. As it relates to our CEO, on a weighted-average basis, his restricted share awards have been outstanding 13.5 years and will vest in 3.1 years.

In formulating the amount of a potential award, the Compensation Committee believes that the 'present-value' of an award versus the 'face-value' of an award is considerably less due to the unusually long vesting periods and associated risks of forfeiture.

Annual Performance-based Restricted Stock Award

The formula for determining the CEO's Annual Performance-based Restricted Stock Award for 2025 (the "2025 Performance Based Restricted Stock Award"), consistent with prior years, is as follows:

		Amount of Restricted Stock Award
A.	Earnings Per Share (EPS)	
	For each $.01 increase if growth is below 5%	$ 43,500
	For each $.01 increase if growth is at or above 5%	$ 65,000
B.	Increase in Common Stock Price	
	If the closing price of a share of Common Stock on 12/31/25 does not exceed $473.89	$ 0
	If the closing price of a share of Common Stock on 12/31/25 exceeds $473.89 but does not equal or exceed $568.67, for each $0.01 increase in per share price of a share of Common Stock above $473.89	$ 1,200
	If the closing price of a share of Common Stock on 12/31/25 equals or exceeds $568.67, for each $0.01 increase in per share price of a share of Common Stock above $473.89	$ 1,800

Other Considerations

The amount of the 2025 Performance-Based Restricted Stock Award shall be subject to a maximum of $20 million (and such maximum amount shall not include any other forms of compensation or awards made to the Employee). The 2025 Performance-Based Restricted Stock Award shall be paid through the issuance of a number of restricted shares of Class B Common Stock of the Company (the "Performance-Based Shares") equal to the amount determined by dividing (x) the amount of the 2025 Performance-Based Restricted Stock Award by (y) the closing price for the Class B Common Stock of the Company on the New York Stock Exchange as of the close of trading on December 31, 2025 or as of the closest trading date to December 31, 2025 in the event of no trade activity. The value of any fractional shares shall be paid in cash.

The restrictions on the awards contemplated herein shall lapse on the first to occur of (i) October 15, 2032, (ii) termination of the Executive's employment with the Company by reason of Executive's disability or death, (iii) the Executive's termination of employment with the Company for Good Reason, (iv) the Company's termination of Executive's employment without Cause, or (v) the occurrence of a Change in Control of the Company ("Good Reason," "Cause," and "Change in Control" to be defined in a manner consistent with the most recent grant of Restricted Stock by the Company to the Executive).

The awards contemplated herein by the Compensation Committee represent awards pursuant to the Company's 2021 Incentive Compensation Plan or any successor plan (the "Incentive Plan") and are subject to the limitations contained in Section 5 of the Incentive Plan.

Effective as of January 1, 2025

COMPENSATION COMMITTEE

By: /s/ Denise Dickins
Denise Dickins, Chair

ACKNOWLEDGED AND ACCEPTED

By: /s/ Albert H. Nahmad
Albert H. Nahmad

**WATSCO, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Forward-Looking Statements

This Annual Report on Form 10-K contains or incorporates by reference statements that are not historical in nature and that are intended to be, and are hereby identified as, "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Statements which are not historical in nature, including the words "anticipate," "estimate," "could," "should," "may," "plan," "seek," "expect," "believe," "intend," "target," "will," "project," "focused," "outlook," "goal," "designed," and variations of these words and negatives thereof and similar expressions are intended to identify forward-looking statements, including statements regarding, among other things, (i) economic conditions, (ii) business and acquisition strategies, (iii) potential acquisitions and/or joint ventures and investments in unconsolidated entities, (iv) financing plans, and (v) industry, demographic, regulatory, and other trends affecting our financial condition or results of operations. These forward-looking statements are based on management's current expectations, are not guarantees of future performance and are subject to a number of risks, uncertainties, and changes in circumstances, certain of which are beyond our control. Actual results could differ materially from these forward-looking statements as a result of several factors, including, but not limited to:

- general economic conditions, both in the United States and in the international markets we serve;
- competitive factors within the HVAC/R industry;
- effects of supplier concentration, including conditions that impact the supply chain;
- fluctuations in certain commodity costs;
- consumer spending;
- consumer debt levels;
- new housing starts and completions;
- capital spending in the commercial construction market;
- access to liquidity needed for operations;
- seasonal nature of product sales;
- weather patterns and conditions;
- insurance coverage risks;
- federal, state, and local regulations impacting our industry and products;
- prevailing interest rates;
- the effect of inflation;
- foreign currency exchange rate fluctuations;
- international risk;
- cybersecurity risk; and
- the continued viability of our business strategy.

We believe these forward-looking statements are reasonable; however, you should not place undue reliance on any forward-looking statements which are based on current expectations. For additional information regarding important factors that may affect our operations and could cause actual results to vary materially from those anticipated in the forward-looking statements, please see Item 1A "Risk Factors" of this Annual Report on Form 10-K, as well as the other documents and reports that we file with the SEC. Forward-looking statements speak only as of the date the statements were made. We assume no obligation to update forward-looking information or the discussion of such risks and uncertainties to reflect actual results, changes in assumptions, or changes in other factors affecting forward-looking information, except as required by applicable law. We qualify any and all of our forward-looking statements by these cautionary factors.

This discussion summarizes the significant factors affecting our consolidated operating results, financial condition and liquidity for the year ended December 31, 2024. This discussion should be read in conjunction with the information contained in Item 1A, “Risk Factors” and the consolidated financial statements, including the notes thereto, included under Item 8, “Financial Statements and Supplementary Data” of this Annual Report on Form 10-K for the year ended December 31, 2024.

Company Overview

Watsco, Inc. was incorporated in Florida in 1956, and, together with its subsidiaries (collectively, “Watsco,” the “Company,” or “we,” “us,” or “our”) is the largest distributor of air conditioning, heating, and refrigeration equipment, and related parts and supplies (“HVAC/R”) in the HVAC/R distribution industry in North America. At December 31, 2024, we operated from 690 locations in 43 U.S. States, Canada, Mexico, and Puerto Rico with additional market coverage on an export basis to portions of Latin America and the Caribbean.

Revenues primarily consist of sales of air conditioning, heating, and refrigeration equipment, and related parts and supplies. Selling, general and administrative expenses primarily consist of selling expenses, the largest components of which are salaries, commissions, and marketing expenses that are variable and correlate to changes in sales. Other significant selling, general and administrative expenses relate to the operation of warehouse facilities, including a fleet of trucks and forklifts, and facility rent, a majority of which we operate under non-cancelable operating leases.

Sales of residential central air conditioners, heating equipment, and parts and supplies are seasonal. Furthermore, profitability can be impacted favorably or unfavorably based on weather patterns, particularly during the Summer and Winter selling seasons. Demand related to the residential central air conditioning replacement market is typically highest in the second and third quarters, and demand for heating equipment is usually highest in the first and fourth quarters. Demand related to the new construction sectors throughout most of the markets we serve tends to be fairly evenly distributed throughout the year and depends largely on housing completions and related weather and economic conditions.

Climate Change and Reductions in CO_2e Emissions

We believe that our business plays an important and significant role in the drive to lower CO_2e emissions. According to the United States Department of Energy, heating and air conditioning accounts for roughly half of household energy consumption in the United States. As such, replacing older, less efficient HVAC systems with higher efficiency systems is one of the most meaningful steps homeowners can take to reduce their electricity costs and carbon footprints.

The overwhelming majority of new HVAC systems that we sell replace systems that likely operate below current minimum efficiency standards in the United States and may use more harmful refrigerants that have been, or are being, phased-out. As consumers replace HVAC systems with new, higher-efficiency systems, homeowners will consume less energy, save costs, and reduce their carbon footprints.

The sale of high-efficiency systems has long been a focus of ours, and we have invested in tools and technology intended to capture an increasingly richer sales mix over time. In addition, regulatory mandates will likely periodically increase the required minimum Seasonal Energy Efficiency Ratio rating, referred to as SEER, thus providing a catalyst for greater sales of higher-efficiency systems. Recently enacted regulations increased the current minimum SEER beginning in 2023 (generally, to 14 SEER from 13 SEER in the Northern U.S. and to 15 SEER from 14 SEER for the Southern U.S.).

Additionally, the American Innovation and Manufacturing Act of 2020 granted the U.S. Environmental Protection Agency the authority to regulate hydrofluorocarbon (“HFC”) refrigerants. Although HFCs were introduced as alternatives to ozone-depleting substances like chlorofluorocarbons and hydrochlorofluorocarbons, they are now recognized as potent greenhouse gases due to their high global warming potential (“GWP”). Consequently, a phasedown of HFC production and consumption by 85% over a 15-year period commenced on January 1, 2022, and regulations were established requiring HVAC systems manufactured to use refrigerants with a GWP under 700 by January 1, 2025. In response to these regulations, OEMs have transitioned their products to incorporate the new refrigerants. The sell-through period for existing HVAC systems using HFC refrigerants with a GWP above 700 extends through December 31, 2025. The Company expects these regulations to reduce the carbon footprint of end-users and increase average selling prices over time, subject to customary risks of quality, availability, and performance of new HVAC systems.

We offer a broad variety of systems that operate above the minimum SEER standards, ranging from base-level efficiency to systems that exceed 20 SEER. Based on estimates validated by independent sources, we averted an estimated 22.8 million metric tons of CO_2e emissions from January 1, 2020 to December 31, 2024 through the sale of replacement residential HVAC systems at higher-efficiency standards.

Federal Tax Credits and State Incentives

Demand for higher-efficiency products, such as variable-speed systems and heat pumps, is expected to increase due to the passage of the U.S. Inflation Reduction Act of 2022 (the "IRA") in August 2022. This legislation is intended, in part, to promote the replacement of existing systems in favor of high-efficiency heat pump systems that reduce greenhouse gas emissions, as compared to older systems, and thereby combat climate change. According to the U.S. Department of Energy, heat pumps can reduce electricity use for heating by approximately 65% compared to gas furnaces. Programs under the IRA include enhanced tax credits for homeowners who install qualifying HVAC equipment and tax deductions for owners of commercial buildings that are upgraded to achieve defined energy savings. The IRA also sets aside $4.3 billion for state-administered consumer rebate programs designed to promote energy savings for low and medium-income households, including HVAC systems. Further details, including qualifying products, specific programs, states participating, and other regulatory requirements contemplated by the IRA are still being finalized. However, the Trump administration has indicated that credits enacted under the IRA may be subject to reduction or elimination; therefore, the availability of these credits in 2025 and thereafter is uncertain.

Impact of Hurricanes

Hurricane Helene interrupted sales and operations in several of our markets in the Southeastern U.S. during the last week of September 2024. The disruptions to our sales and operations did not have a significant impact on our results of operations for the year ended December 31, 2024.

Hurricane Milton made landfall in Florida on October 10, 2024. The disruptions to our sales and operations did not have a significant impact on our results of operations for the year ended December 31, 2024.

Critical Accounting Estimates

Management's discussion and analysis of financial condition and results of operations is based upon the consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amount of revenues and expenses during the reporting period. Actual results may differ from these estimates under different assumptions or conditions. At least quarterly, management reevaluates its judgments and estimates, which are based on historical experience, current trends, and various other assumptions that are believed to be reasonable under the circumstances.

Our significant accounting policies are discussed in Note 1 to our audited consolidated financial statements included in this Annual Report on Form 10-K. Management believes that the following accounting estimates include a higher degree of judgment and/or complexity and are reasonably likely to have a material impact on our financial condition or results of operations and, thus, are considered critical accounting estimates. Management has discussed the development and selection of critical accounting estimates with the Audit Committee of the Board of Directors and the Audit Committee has reviewed the disclosures relating to critical accounting estimates.

Allowance for Doubtful Accounts

An allowance for doubtful accounts is maintained for estimated losses resulting from the inability of customers to make the required payments. We typically do not require our customers to provide collateral. Accounting for doubtful accounts contains uncertainty because management must use judgment to assess the collectability of these accounts. When preparing these estimates, management considers several factors, including the aging of a customer's account, past transactions with customers, creditworthiness of specific customers, historical trends, and other information, including potential impacts of business and economic conditions. Our business and our customers' businesses are seasonal. Sales are lowest during the first and fourth quarters, and past due accounts receivable balances as a percentage of total trade receivables generally increase during these quarters. We review our accounts receivable reserve policy periodically, reflecting current risks, trends, and changes in industry conditions.

The allowance for doubtful accounts was $15.8 million and $21.5 million at December 31, 2024 and 2023, respectively, a decrease of $5.7 million. Accounts receivable balances greater than 90 days past due as a percentage of accounts receivable at December 31, 2024 decreased to 1.6% from 2.7% at December 31, 2023. These decreases were primarily attributable to an account write-off that had been fully reserved since 2022.

Although we believe the allowance for doubtful accounts is sufficient, a decline in economic conditions could lead to the deterioration in the financial condition of our customers, resulting in an impairment of their ability to make payments and requiring additional allowances that could materially impact our consolidated results of operations. We believe our exposure to customer credit risk is limited due to the large number of customers comprising our customer base and their dispersion across many different geographical regions. Additionally, we mitigate credit risk through credit insurance programs.

Inventories

Inventory adjustments are established to report inventories at the lower of cost using the weighted-average and the first-in, first-out methods, or net realizable value. As part of the valuation process, inventories are adjusted to reflect excess, slow-moving, and damaged goods. The valuation process contains uncertainty because management must make estimates and use judgment to determine the future salability of inventories. Inventory policies are reviewed periodically, reflecting current risks, trends, and changes in industry conditions. A reserve for estimated inventory shrinkage is maintained and reflects the results of cycle count programs and physical inventories. When preparing these estimates, management considers historical results, inventory levels, and current operating trends.

Valuation of Goodwill, Indefinite Lived Intangible Assets and Long-Lived Assets

The recoverability of goodwill is evaluated at least annually and when events or changes in circumstances indicate that the carrying amount may not be recoverable. We have one reporting unit that is subject to goodwill impairment testing. In performing the goodwill impairment test, we use a two-step approach. The first step compares the reporting unit's fair value to its carrying value. If the carrying value exceeds the fair value, a second step is performed to measure the amount of impairment loss. The identification and measurement of goodwill impairment involves the estimation of the fair value of our reporting unit and contains uncertainty because management must use judgment in determining appropriate assumptions to be used in the measurement of fair value. On January 1, 2025, we performed our annual evaluation of goodwill impairment and determined that the estimated fair value of our reporting unit exceeded its carrying value.

The recoverability of indefinite lived intangibles and long-lived assets are also evaluated on an annual basis or more often if deemed necessary. Indefinite lived intangibles and long-lived assets not subject to amortization are assessed for impairment by comparing the fair value of the intangible asset or long-lived asset to its carrying amount to determine if a write-down to fair value is required. Our annual evaluation did not indicate any impairment of indefinite lived intangibles or long-lived assets.

The estimates of fair value of our reporting unit, indefinite lived intangibles, and long-lived assets are based on the best information available as of the date of the assessment and incorporate management's assumptions about expected future cash flows and contemplates other valuation techniques. Future cash flows can be affected by changes in the industry, a declining economic environment, or market conditions. There have been no events or circumstances from the date of our assessments that would have had an impact on this conclusion. The carrying amounts of goodwill, intangibles, and long-lived assets were $1,399.5 million and $1,337.3 million at December 31, 2024 and 2023, respectively, an increase of $62.2 million, primarily related to higher renewal lease rates of our warehouse facilities. Although no significant impairment losses have been recorded to date, there can be no assurance that impairments will not occur in the future. An adjustment to the carrying value of goodwill, intangibles, and long-lived assets could materially adversely impact the consolidated results of operations.

Loss Contingencies

Accruals are recorded for various contingencies including self-insurance, legal proceedings, environmental matters, and other claims that arise in the normal course of business. The estimation process contains uncertainty because accruals are based on judgment, the probability of losses and, where applicable, the consideration of opinions of external legal counsel and actuarially determined estimates. Additionally, we record receivables from third party insurers when recovery has been determined to be probable.

Self-insurance reserves are maintained relative to company-wide casualty insurance and health benefit programs. The level of exposure from catastrophic events is limited by the purchase of stop-loss and aggregate liability reinsurance coverage. When estimating the self-insurance liabilities and related reserves, management considers several factors, which include historical claims experience, demographic factors, severity factors, and valuations provided by independent third-party actuaries. Management reviews its assumptions with its independent third-party actuaries to evaluate whether self-insurance reserves are adequate. If actual claims or adverse development of loss reserves occur and exceed these estimates, additional reserves may be required and could materially impact the consolidated results of operations. The estimation process contains uncertainty since management must use judgment to estimate the ultimate cost that will be incurred to settle reported claims and unreported claims for incidents incurred but not reported as of the balance sheet date. Reserves in the amounts of $6.2 million and $9.7 million at December 31, 2024 and 2023, respectively, were established related to such insurance programs. The decrease in self-insurance reserves was primarily due to the settlement of claims during 2024.

Income Taxes

Income taxes are accounted for under the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial reporting basis and the tax basis of assets and liabilities at enacted tax rates expected to be in effect when such amounts are recovered or settled. The use of estimates by management is required to determine income tax expense, deferred tax assets, and any related valuation allowance and deferred tax liabilities. A valuation allowance of $11.6 million and $10.5 million was reflected in the Company's balance sheet at December 31, 2024 and 2023, respectively. The increase was primarily attributable to the impact on U.S. deferred tax assets from share-based compensation deduction limitations related to the expansion of IRC Section 162(m). See Note 9 to our audited consolidated financial statements included in this Annual Report on Form 10-K. The valuation allowance is based on several factors including, but not limited to, estimates of future taxable income by jurisdiction in which the deferred tax assets will be recoverable. These estimates can be affected by several factors, including changes to tax laws, or possible tax audits, or general economic conditions, or competitive pressures that could affect future taxable income. Although management believes that the estimates are reasonable, the deferred tax asset and any related valuation allowance will need to be adjusted if management's estimates of future taxable income differ from actual taxable income. An adjustment to the deferred tax asset and any related valuation allowance could materially impact the consolidated results of operations.

New Accounting Standards

Refer to Note 1 to our audited consolidated financial statements included in this Annual Report on Form 10-K for a discussion of recently adopted, and to be adopted, accounting standards.

Results of Operations

The following table summarizes information derived from our audited consolidated statements of income, expressed as a percentage of revenues, for the years ended December 31, 2024, 2023, and 2022:

	2024	**2023**	**2022**
Revenues	**100.0%**	100.0%	100.0%
Cost of sales	**73.2**	72.6	72.1
Gross profit	**26.8**	27.4	27.9
Selling, general and administrative expenses	**17.0**	16.8	16.8
Other income	**0.4**	0.4	0.3
Operating income	**10.3**	10.9	11.4
Interest (income) expense, net	**(0.3)**	0.1	0.0
Income before income taxes	**10.5**	10.8	11.4
Income taxes	**2.2**	2.1	1.7
Net income	**8.3**	8.7	9.7
Less: net income attributable to non-controlling interest	**1.3**	1.3	1.4
Net income attributable to Watsco, Inc.	**7.0%**	7.4%	8.3%

Note: Due to rounding, percentages may not total 100.

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The following narratives reflect our acquisitions of Commercial Specialists, Inc. (“CSI”) in February 2024, Gateway Supply Company, Inc. (“GWS”) in September 2023, and Capitol District Supply Co., Inc. (“Capitol”) in March 2023.

In the following narratives, computations and other information referring to “same-store basis” exclude the effects of locations closed, acquired, or locations opened, in each case during the immediately preceding 12 months, unless such locations are within close geographical proximity to existing locations. At December 31, 2024 and 2023, two and three locations, respectively, that we opened during the immediately preceding 12 months were near existing locations and were therefore included in “same-store basis” information.

The table below summarizes the changes in our locations for 2024 and 2023:

	Number of Locations
December 31, 2022	673
Opened	6
Acquired	19
Closed	(8)
December 31, 2023	690
Opened	9
Acquired	2
Closed	(11)
December 31, 2024	**690**

2024 Compared to 2023

Revenues

(in millions)	Years Ended December 31, 2024	2023	Change	
Revenues	**$ 7,618.3**	$ 7,283.8	$334.5	5%

The increase in revenues for 2024 included $147.9 million attributable to acquired locations and $13.0 million from locations opened during the preceding 12 months, offset by a reduction of $11.6 million from locations closed.

(in millions)	Years Ended December 31, **2024**	**2023**	**Change**	
Same-store sales	**$ 7,457.3**	$ 7,272.1	$185.2	3%

The following table presents our revenues (excluding acquisitions) by major product lines and the related percentage change in revenues from the prior year:

	% of Sales 2024	2023	% Change
HVAC equipment	**70%**	69%	**5%**
Other HVAC products	**26%**	27%	**(2)%**
Commercial refrigeration products	**4%**	4%	**1%**

HVAC equipment sales reflect a 5% increase in residential products, which is composed of unitary compressor-bearing systems, furnaces, and other indoor components (5% increase in U.S. markets and a 1% decrease in international markets) and a 7% increase in sales of commercial HVAC equipment (6% increase in U.S. markets and a 7% increase in international markets). The majority component of residential unitary compressor-bearing systems represents “ducted” systems produced by a variety of OEMs. Sales of ducted residential compressor-bearing systems increased 5% during 2024, reflecting a 3% increase in unit volume and a 2% increase in average selling price. Domestic sales of residential unitary compressor-bearing systems increased 6%, reflecting a 6% increase in units and a flat average selling price.

Gross Profit

(in millions)	Years Ended December 31, 2024	2023	Change	
Gross profit	**$2,044.7**	$ 1,992.1	$52.6	3%
Gross margin	**26.8%**	27.4%		

Gross profit margin declined 60 basis-points primarily due to the impact of sales mix for HVAC equipment versus non-HVAC equipment, the impact of less beneficial pricing actions taken by our HVAC equipment suppliers in 2024 versus 2023, and lower sales margins pertaining to 2024 sales recovery efforts for one of our primary OEM partners that incurred supply chain disruptions in 2023 (dilutive to gross margin by approximately 30 basis-points for 2024).

Selling, General and Administrative Expenses

(in millions)	Years Ended December 31, 2024	2023	Change	
Selling, general and administrative expenses	**$1,293.4**	$ 1,223.5	$69.9	6%
Selling, general and administrative expenses as a percentage of revenues	**17.0%**	16.8%		

Selling, general and administrative expenses for 2024 increased primarily due to increased revenues and newly acquired locations. On a same-store basis, selling, general and administrative expenses increased 4% as compared to 2023 and, as a percentage of sales increased to 16.9% versus 16.8% in 2023, primarily due to increases in salaries and commission expenses that are variable and correlate to changes in sales, and facility and healthcare related costs.

Other Income

Other income of $30.5 million and $26.2 million for 2024 and 2023, respectively, represents our share of the net income of RSI, in which we have a 38.4% equity interest.

Operating Income

(in millions)	Years Ended December 31, 2024	2023	Change	
Operating income	**$ 781.8**	$ 794.8	$(13.0)	(2)%
Operating margin	**10.3%**	10.9%		

On a same-store basis operating income decreased 3% and operating margin was 10.3% in 2024 as compared to 10.9% in 2023.

Interest Income, Net

Interest income, net for 2024 increased $25.8 million, or 524%, primarily due to interest earned on cash and short-term investments and lower average outstanding borrowings under our revolving credit facility for 2024 as compared to 2023.

Income Taxes

(in millions)	Years Ended December 31, 2024	2023	Change	
Income taxes	**$ 166.9**	$ 155.8	$11.1	7%
Effective income tax rate	**23.5%**	22.3%		

Income taxes represent a composite of the income taxes attributable to our wholly owned operations and income taxes attributable to our joint ventures with Carrier, which are primarily taxed as partnerships for income tax purposes; therefore, Carrier is responsible for its proportionate share of income taxes attributable to its share of earnings from these joint ventures. The increase in the effective income tax rate was primarily due to an increase in foreign income tax in 2024 as compared to 2023.

Net Income Attributable to Watsco, Inc.

Net income attributable to Watsco, Inc. in 2024 remained flat at $536.3 million as compared to 2023. Higher gross profit and interest income were offset by higher selling, general and administrative expenses and income taxes.

Refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the year ended December 31, 2023 for a discussion of results of operations for the year ended December 31, 2023 compared to the year ended December 31, 2022.

Liquidity and Capital Resources

We assess our liquidity in terms of our ability to generate cash to execute our business strategy and fund operating and investing activities, taking into consideration the seasonal demand for HVAC/R products, which peaks in the months of May through August. Significant factors that could affect our liquidity include the following:

- cash needed to fund our business (primarily working capital requirements);
- borrowing capacity under our revolving credit facility;
- the timing and extent of sales of Common stock under our at-the-market offering program;
- the ability to attract long-term capital with satisfactory terms;
- acquisitions, including joint ventures and investments in unconsolidated entities;
- dividend payments;
- capital expenditures; and
- the timing and extent of Common and Class B common stock (collectively “common stock”) repurchases.

Sources and Uses of Cash

We rely on cash flows from operations and borrowing capacity under our revolving credit agreement to fund seasonal working capital needs and for other general corporate purposes in the short-term and the long-term, including dividend payments (if and as declared by our Board of Directors), capital expenditures, business acquisitions, and development of our long-term operating and technology strategies. Additionally, we may also generate cash through the issuance and sale of our Common stock.

We believe that the combination of our operating cash flows, cash on hand, short-term cash investments available borrowings under our revolving credit agreement, and funds available from sales of our Common stock under our 2024 ATM Program, each of which is described below, will be sufficient to meet our liquidity needs for the foreseeable future. However, there can be no assurance that our current sources of available funds will be sufficient to meet our cash requirements.

As of December 31, 2024, we had $526.3 million of cash and cash equivalents, of which $166.5 million was held by foreign subsidiaries. The repatriation of cash balances from our foreign subsidiaries could have adverse tax impacts or be subject to capital controls; however, these balances are generally available to fund the ordinary business operations of our foreign subsidiaries without legal restrictions. We also had $255.7 million of short-term cash investments consisting of certificates of deposit with varying maturities through March 2025.

Our access to funds under our revolving credit agreement depends on the ability of the syndicate banks to meet their respective funding commitments. Disruptions in the credit and capital markets could adversely affect our ability to draw on our revolving credit agreement and may also adversely affect the determination of interest rates, particularly rates based on the Secured Overnight Financing Rate ("SOFR"), which is one of the base rates under our revolving credit agreement. SOFR has limited historical data and is a secured lending rate, whereas our revolving credit agreement is unsecured, and had primarily used LIBOR, an unsecured lending rate, as a base rate prior to the discontinuation of LIBOR in 2023. The use of SOFR as a base rate under our revolving credit agreement could give rise to uncertainties and volatility in the benchmark rates. Additionally, disruptions in the credit and capital markets could also result in increased borrowing costs or reduced borrowing capacity under our revolving credit agreement.

Working Capital

Working capital increased to $2,096.1 million at December 31, 2024 from $1,679.9 million at December 31, 2023 due to: (i) a $316.2 million increase in cash and cash equivalents plus $255.7 million of short-term cash investments; (ii) higher accounts receivable consistent with the overall increase in sales; and (iii) higher inventory balances consistent with the increase in sales demand, which were offset by an increase in accounts payable and accrued liabilities.

Cash Flows

The following table summarizes our cash flow activity for 2024 and 2023 (in millions):

	2024	**2023**	**Change**
Cash flows provided by operating activities	**$ 773.1**	$ 562.0	$ 211.1
Cash flows used in investing activities	**$(290.7)**	$ (41.3)	$(249.4)
Cash flows used in financing activities	**$(158.3)**	$(460.1)	$ 301.8

The individual items contributing to cash flow changes for the years presented are detailed in the audited consolidated statements of cash flows included in this Annual Report on Form 10-K.

Operating Activities

Net cash provided by operating activities was primarily due to the timing of vendor payments partially offset by an increase in inventory and higher accounts receivable driven by increased sales demand in 2024 as compared to 2023.

Investing Activities

Net cash used in investing activities increased primarily due to the purchase of $255.7 million short-term cash investments in 2024.

Financing Activities

Net cash used in financing activities decreased primarily due to higher net proceeds from the sale of Common stock under our 2021 ATM Program (as defined below), a portion of the proceeds of which was used for short-term cash investments, a decrease in distributions to the non-controlling interest, and lower repayments under our revolving credit agreement, partially offset by an increase in dividends paid in 2024.

Revolving Credit Agreement

We maintain an unsecured, five-year $600.0 million syndicated multicurrency revolving credit agreement, which may be used for, among other things, funding seasonal working capital needs and for other general corporate purposes, including acquisitions, dividends (if and as declared by our Board of Directors), capital expenditures, stock repurchases, and issuances of letters of credit. The revolving credit facility has a seasonal component from October 1 to March 31, during which the borrowing capacity may be reduced to $500.0 million at our discretion (which effectively reduces fees payable in respect of the unused portion of the commitment), and we effected this reduction on October 1, 2024. Included in the revolving credit facility are a $125.0 million swingline loan sublimit, a $10.0 million letter of credit sublimit, a $75.0 million alternative currency borrowing sublimit, and an $10.0 million Mexican borrowing subfacility. The revolving credit agreement matures on March 16, 2028.

Borrowings under the revolving credit facility bear interest at either Term Secured Overnight Financing Rate ("SOFR") or Daily Simple SOFR-based rates plus 0.1%, plus a spread which ranges from 1.0% to 1.375% (Term SOFR and Daily Simple SOFR plus 1.0% at December 31, 2024), depending on our ratio of total debt to EBITDA, or on rates based on the highest of the Federal Funds Effective Rate plus 0.5%, the Prime Rate or Term SOFR plus 1.0%, in each case plus a spread which ranges from 0 to 0.5% (0 at December 31, 2024), depending on our ratio of total debt to EBITDA. We pay a variable commitment fee on the unused portion of the commitment under the revolving credit agreement, ranging from 0.125% to 0.275% (0.125% at December 31, 2024). During 2023, we paid fees of $0.8 million in connection with entering into the revolving credit agreement, which are being amortized ratably through the maturity of the facility in March 2028.

At December 31, 2024, there was no outstanding balance under the revolving credit agreement. At December 31, 2023, $15.4 million was outstanding under the revolving credit agreement. The revolving credit agreement contains customary affirmative and negative covenants, including financial covenants with respect to consolidated leverage and interest coverage ratios, and other customary restrictions. We believe we were in compliance with all covenants at December 31, 2024.

At-the-Market Offering Program

On August 6, 2021, we entered into a sales agreement with Robert W. Baird & Co. Inc. ("Baird"), which enabled the Company to issue and sell shares of Common stock in one or more negotiated transactions or transactions that are deemed to be "at the market" offerings as defined in Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), for a maximum aggregate offering amount of up to $300.0 million (the "2021 ATM Program").

During 2023, we issued and sold 45,000 shares of Common stock under the 2021 ATM Program for net proceeds of $15.2 million.

During 2024, we issued and sold 712,000 shares of Common stock under the 2021 ATM Program for net proceeds of $281.8 million. We used a portion of the proceeds to repay outstanding debt under our revolving credit agreement and purchased short-term cash investments with the remainder. In aggregate, we issued and sold $298.5 million of Common stock under the 2021 ATM Program.

On May 3, 2024, we entered into an amended and restated sales agreement with Baird (the "2024 ATM Program"), which enables the further issuance and sale of up to $400.0 million of shares of Common stock. At December 31, 2024, $400.0 million was available for sale under the 2024 ATM Program. The offer and sale of shares under the 2024 ATM Program were registered under the Securities Act pursuant to our automatically effective shelf registration statement on Form S-3 (File No. 333-282975).

Contractual Obligations

At December 31, 2024, operating lease liabilities for real property, vehicles, and equipment totaled $425.7 million and expire at various dates through 2034. Refer to Note 2 to our audited consolidated financial statements included in this Annual Report on Form 10-K for information on our operating lease liabilities and related maturities.

At December 31, 2024, we were obligated under various non-cancelable purchase orders with our key suppliers for goods aggregating approximately $44.0 million, of which approximately $39.0 million is with Carrier and its affiliates. These purchase obligations represent commitments under purchase orders for goods in the ordinary course of business that are enforceable and legally binding with defined terms as to price, quantity, and delivery.

The total amount of unrecognized tax benefits (net of the federal benefit received from state positions) relating to various tax positions we have taken, the timing of which is uncertain, was $6.3 million at December 31, 2024. Refer to Note 9 to our audited consolidated financial statements included in this Annual Report on Form 10-K for additional information on our unrecognized tax benefits.

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Off-Balance Sheet Arrangements

Refer to Note 15 to our audited consolidated financial statements included in this Annual Report on Form 10-K, under the caption "Off-Balance Sheet Financial Instruments," for a discussion of a standby letter of credit and performance bonds for which we were contingently liable at December 31, 2024.

Investment in Unconsolidated Entity

Carrier Enterprise I, one of our joint ventures with Carrier, in which we have an 80% controlling interest, has a 38.4% ownership interest in RSI, an HVAC distributor operating from 36 locations in the Western U.S. Our proportionate share of the net income of RSI is included in other income in our consolidated statements of income.

Carrier Enterprise I is a party to a shareholders' agreement with RSI and its shareholders (the "RSI Shareholders' Agreement"), consisting of five Sigler second generation family siblings and their affiliates, who collectively own 55.4% of RSI (the "RSI Majority Holders") and certain next-generation Sigler family members and an employee, who collectively own 6.2% of RSI (the "RSI Minority Holders" and, together with the RSI Majority Holders, the "RSI Shareholders"). Pursuant to the RSI Shareholders' Agreement, the RSI Shareholders have the right to sell, and Carrier Enterprise I has the obligation to purchase, their respective shares of RSI for a purchase price determined based on the higher of book value or a multiple of EBIT, the latter of which Carrier Enterprise I used to calculate the price for its 38.4% investment held in RSI. The RSI Shareholders may transfer their respective shares of RSI common stock only to members of the Sigler family or to Carrier Enterprise I, and, at any time from and after the date on which Carrier Enterprise I owns 85% or more of RSI's outstanding common stock, it has the right, but not the obligation, to purchase from the RSI Shareholders the remaining outstanding shares of RSI common stock. At December 31, 2024, using the criteria set forth in the RSI Shareholders' Agreement, the valuation of the RSI Shareholders' RSI common stock was approximately $485.0 million.

On July 28, 2023, Watsco, Carrier Enterprise I, and the RSI Majority Holders entered into an agreement that (1) provides Carrier Enterprise I the discretion, but not the obligation, to fund up to 80% of any purchase from the RSI Majority Holders of their RSI common stock, as required under the Shareholders' Agreement, using Watsco Common stock (the "Offered Shares"), (2) provides that any Offered Shares actually issued would be valued based on the average volume-weighted average price of Watsco's Common stock for the ten trading days immediately preceding the payment date for the applicable RSI shares, and (3) limits the amount of RSI shares that may be collectively sold by the RSI Majority Holders to Carrier Enterprise I under the Shareholders' Agreement to $125.0 million during any rolling 12-month period. We have not issued or sold any Offered Shares, and there is no assurance that we will issue and sell any Offered Shares, nor is the number of Offered Shares that may be issued and sold currently determinable.

We believe that our operating cash flows, cash on hand, short-term cash investments or funds available for borrowing under our revolving credit agreement, or use of the 2024 ATM Program would be sufficient to purchase any additional ownership interests in RSI for cash pursuant to the agreement described in the preceding paragraph.

Acquisitions

On January 3, 2025, Carrier Enterprise I acquired W.L. Lashley & Associates, Inc. ("Lashley"), a distributor of commercial HVAC supplies with annual sales of approximately $8.0 million, operating from one location in Houston, Texas. Consideration for the purchase consisted of $3.7 million in cash, 1,036 shares of Common stock having a fair value of $0.5 million, and $0.8 million for repayment of indebtedness. Carrier contributed $1.0 million cash to Carrier Enterprise I in connection with the acquisition of Lashley.

On February 1, 2024, one of our wholly owned subsidiaries acquired CSI, a distributor of HVAC products with annual sales of approximately $13.0 million, operating from two locations in Kentucky and Ohio. Consideration for the purchase consisted of $6.0 million in cash, 1,904 shares of Common stock having a fair value of $0.8 million, and $0.6 million for repayment of indebtedness, net of cash acquired of $1.4 million.

On September 1, 2023, we acquired substantially all the assets and assumed certain of the liabilities of GWS, a plumbing and HVAC distributor with annual sales of approximately $180.0 million, operating from 16 locations in South Carolina and North Carolina. Consideration for the net purchase price consisted of $4.0 million in cash, net of cash acquired of $3.1 million, and 280,215 shares of Common stock having a fair value of $101.6 million, net of a discount for lack of marketability.

On March 3, 2023, one of our wholly owned subsidiaries acquired Capitol, a distributor of plumbing and air conditioning and heating products with annual sales of approximately $13.0 million, operating from three locations in New York. Consideration for the purchase consisted of $1.2 million in cash, net of cash acquired of $0.1 million, and $1.9 million for repayment of indebtedness.

We continually evaluate potential acquisitions and/or joint ventures and investments in unconsolidated entities. We routinely hold discussions with several acquisition candidates. Should suitable acquisition opportunities arise that would require additional financing, we believe our financial position and earnings history provide a sufficient basis for us to either obtain additional debt financing at competitive rates and on reasonable terms or raise capital through the issuance of equity securities.

Common Stock Dividends

We paid cash dividends of $10.55, $9.80, and $8.55 per share on common stock in 2024, 2023, and 2022, respectively. On January 2, 2025, our Board of Directors declared a regular quarterly cash dividend of $2.70 per share on common stock that was paid on January 31, 2025 to shareholders of record as of January 17, 2025. On February 14, 2025, our Board of Directors approved an increase to the annual cash dividend per share on common stock to $12.00 per share from $10.80 per share, effective with the quarterly dividend that will be paid in April 2025. Future dividends and/or changes in dividend rates are at the sole discretion of the Board of Directors and depend upon factors including, but not limited to, cash flow generated by operations, profitability, financial condition, cash requirements, prospects, and other factors deemed relevant by our Board of Directors.

Dividend Reinvestment Plan

On March 29, 2024, we implemented the Watsco, Inc. Dividend Reinvestment Plan (the “DRIP”), under which existing shareholders may, in accordance with the DRIP, acquire shares of common stock, as applicable, by reinvesting all or a portion of the cash dividends paid on such shareholders’ shares of common stock. The DRIP has been registered under the Securities Act pursuant to our automatically effective shelf registration statement on Form S-3 (File No. 333-282975).

During 2024, we issued 27,561 shares of common stock under the DRIP.

Company Share Repurchase Program

In September 1999, our Board of Directors authorized the repurchase, at management’s discretion, of up to 7,500,000 shares of common stock in the open market or via private transactions. Shares repurchased under the program are accounted for using the cost method and result in a reduction of shareholders’ equity. We last repurchased shares under this plan in 2008. In aggregate, 6,370,913 shares of common stock have been repurchased at a cost of $114.4 million since the inception of the program. At December 31, 2024, there were 1,129,087 shares remaining authorized for repurchase under the program. In considering any further stock repurchases under our repurchase program, we intend to evaluate the impact of the 1% excise tax on stock repurchases that became effective on January 1, 2023.

Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risks, including fluctuations in foreign currency exchange rates and interest rates. To manage certain of these exposures, we use derivative instruments, including forward and option contracts and swaps. We use derivative instruments as risk management tools and not for trading purposes.

Foreign Currency Exposure

We are exposed to cash flow and earnings fluctuations resulting from currency exchange rate variations. These exposures are transactional and translational in nature. The foreign currency exchange rates to which we are exposed are the Canadian dollar and Mexican peso. Revenues in these markets accounted for 5% and 3%, respectively, of our total revenues for 2024.

Our transactional exposure primarily relates to purchases by our Canadian operations in currencies other than their local currency. To mitigate the impact of currency exchange rate movements on these purchases, we consider entering into foreign currency forward contracts. By entering into these foreign currency forward contracts, we lock in exchange rates that would otherwise cause losses should the U.S. dollar strengthen, and gains should the U.S. dollar weaken, in each case against the Canadian dollar.

We have exposure related to the translation of financial statements of our Canadian operations into U.S. dollars, our functional currency. We do not currently hold any derivative contracts that hedge our foreign currency translational exposure. A 10% change in the Canadian dollar would have had an estimated $3.7 million impact to our financial position and results of operations for 2024.

Historically, fluctuations in these exchange rates have not materially impacted our results of operations. Our exposure to currency rate fluctuations could be material in the future if these fluctuations become significant or if our Canadian and Mexican markets grow and represent a larger percentage of our total revenues.

We had only one foreign exchange contract at December 31, 2024, the total notional value of which was $5.1 million, and such contract expired during January 2025. For the year ended December 31, 2024, foreign currency transaction gains and losses did not have a material impact on our results of operations. See Note 16 to our audited consolidated financial statements included in this Annual Report on Form 10-K for further information on our derivative instruments.

Interest Rate Exposure

Our revolving credit facility exposes us to interest rate risk because borrowings thereunder accrue interest at one or more variable interest rates. Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings and cash flows and to lower overall borrowing costs. To achieve these objectives, we consider entering into interest rate swap agreements with financial institutions that have investment grade credit ratings, thereby minimizing the credit risk associated with these instruments. We do not currently hold any such swap agreements or any other derivative contracts that hedge our interest rate exposure, but we may enter into such instruments in the future.

At December 31, 2024, we had no exposure to changes in interest rates based on our variable indebtedness, as no amount was outstanding under our revolving credit agreement, however, we evaluated our exposure to interest rates assuming we are fully borrowed under our $600.0 million revolving credit agreement and determined that a 100 basis-point change in interest rates would result in an impact to income before income taxes of approximately $6.0 million. See Note 8 to our audited consolidated financial statements included in this Annual Report on Form 10-K for further information about our debt.

The primary objective of our investment activities is to preserve principal while secondarily maximizing yields without significantly increasing risk. To achieve this objective in the current uncertain global financial markets, all cash and cash equivalents were held in bank deposits and U.S. Treasury Bills as of December 31, 2024. As the interest rates on a material portion of our cash and cash equivalents are variable, a change in interest rates earned on our investment portfolio would impact interest income along with cash flows but would not materially impact the fair market value of the related underlying instruments. Based on the average cash balance held for fiscal 2024, a hypothetical 10% adverse change in our interest yield would not materially affect our operating results.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Our internal control system has been designed to provide reasonable assurance to our management and Board of Directors regarding the reliability of financial reporting and the preparation and fair presentation of our published consolidated financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective may not prevent or detect misstatements and can provide only reasonable assurance with respect to financial statement preparation and presentation. 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.

Under the supervision and with the participation of our management, including our Chief Executive Officer, Executive Vice President, and Chief Financial Officer, we conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2024. The assessment was based on criteria established in the framework *Internal Control — Integrated Framework (2013)*, issued by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission. Based on this assessment under the COSO framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2024. The effectiveness of our internal control over financial reporting as of December 31, 2024 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report that is included herein.

Report of Independent Registered Public Accounting Firm

To the shareholders and the Board of Directors of Watsco, Inc.

Opinions on the Financial Statements and Internal Control Over Financial Reporting

We have audited the accompanying consolidated balance sheets of Watsco, Inc. and subsidiaries (the "Company") as of December 31, 2024 and 2023, the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows, for each of the two years in the period ended December 31, 2024, and the related notes (collectively referred to as the "financial statements").

We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2024, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control — Integrated Framework (2013) issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, 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 these financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures to 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. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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.

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 critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Inventories, net — Refer to Note 1

Critical Audit Matter Description

The Company's inventories are stated at the lower of cost or net realizable value. The Company periodically evaluates the carrying value of inventory, which requires management to make significant estimates and assumptions related to expected future salability of inventories in order to estimate the amount necessary to write down inventories to net realizable value. Changes in the assumptions related to future salability of inventories could have a significant impact on the net realizable value of inventory, the amount of the related write-down, or both.

Given the magnitude of the inventory balance, coupled with the significant judgments made by management to estimate the net realizable value of inventory, auditing such estimates required a high degree of auditor judgment and an increased extent of effort when performing audit procedures and evaluating the results of those procedures.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to the adjustments to reduce inventories to net realizable value included the following, among others:

- We evaluated the design and tested the operating effectiveness of internal controls, including those related to the Company's process to estimate net realizable values related to excess and slow-moving inventory. This included controls related to the future salability of inventories, assumptions used for excess and slow-moving inventory, and the Company's review of inventory net realizable value adjustments.
- We evaluated the sales performance of excess and slow-moving inventories by analyzing historical inventory and sales data to evaluate the reasonableness of management's assumptions used in developing the inventory lower of cost or market adjustments.
- We compared a selection of inventory units to recent selling performance and sales margins to assess possible write-down indications and future salability.

/s/ Deloitte & Touche LLP

Miami, Florida
February 28, 2025

We have served as the Company's auditor since 2023.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Watsco, Inc.:

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of income, comprehensive income, shareholders' equity, and cash flows of Watsco, Inc. and subsidiaries (the Company) for the year ended December 31, 2022, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of operations of the Company and its cash flows for the year ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (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 the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ KPMG LLP

We served as the Company's auditor from 2009 to 2023.

Miami, Florida
February 24, 2023, except for Note 20, as to which the date is February 28, 2025.

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WATSCO, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME

(In thousands, except per share data)	Years Ended December 31, 2024	2023	2022
Revenues	$7,618,317	$7,283,767	$7,274,344
Cost of sales	5,573,604	5,291,627	5,244,055
Gross profit	2,044,713	1,992,140	2,030,289
Selling, general and administrative expenses	1,293,439	1,223,507	1,221,382
Other income	30,501	26,177	22,671
Operating income	781,775	794,810	831,578
Interest (income) expense, net	(20,869)	4,920	2,165
Income before income taxes	802,644	789,890	829,413
Income taxes	166,904	155,751	125,717
Net income	635,740	634,139	703,696
Less: net income attributable to non-controlling interest	99,454	97,802	102,529
Net income attributable to Watsco, Inc.	$ 536,286	$ 536,337	$ 601,167
Earnings per share for Common and Class B common stock (collectively “common stock”):			
Basic	$ 13.34	$ 13.72	$ 15.46
Diluted	$ 13.30	$ 13.67	$ 15.41

See accompanying notes to consolidated financial statements.

WATSCO, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In thousands)	Years Ended December 31, 2024	2023	2022
Net income	$635,740	$634,139	$703,696
Other comprehensive (loss) income, net of tax Foreign currency translation adjustment	(26,290)	7,906	(20,305)
Other comprehensive (loss) income	(26,290)	7,906	(20,305)
Comprehensive income	609,450	642,045	683,391
Less: comprehensive income attributable to non-controlling interest	90,726	100,329	95,758
Comprehensive income attributable to Watsco, Inc.	$518,724	$541,716	$587,633

See accompanying notes to consolidated financial statements.

WATSCO, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)	December 31, 2024	2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 526,271	$ 210,112
Short-term cash investments	255,669	—
Accounts receivable, net	877,935	797,832
Inventories, net	1,385,436	1,347,289
Other current assets	34,670	36,698
Total current assets	3,079,981	2,391,931
Property and equipment, net	140,535	136,230
Operating lease right-of-use assets	419,138	368,748
Goodwill	451,858	457,148
Intangible assets, net	208,472	218,146
Investment in unconsolidated entity	168,611	146,238
Other assets	10,928	10,741
	$4,479,523	**$3,729,182**
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Current portion of lease liabilities	$ 110,273	$ 100,265
Accounts payable	490,879	369,396
Accrued expenses and other current liabilities	382,749	242,351
Total current liabilities	983,901	712,012
Long-term obligations:		
Borrowings under revolving credit agreement	—	15,400
Operating lease liabilities, net of current portion	321,715	276,913
Finance lease liabilities, net of current portion	15,475	12,214
Total long-term obligations	337,190	304,527
Deferred income taxes and other liabilities	94,194	96,453
Commitments and contingencies		
Watsco, Inc. shareholders' equity:		
Common stock, $0.50 par value, 60,000,000 shares authorized; 38,861,032 and 38,705,586 shares outstanding at December 31, 2024 and 2023, respectively	19,431	19,353
Class B common stock, $0.50 par value, 10,000,000 shares authorized; 5,578,921 and 5,562,945 shares outstanding at December 31, 2024 and 2023, respectively	2,789	2,781
Preferred stock, $0.50 par value, 10,000,000 shares authorized; no shares issued	—	—
Paid-in capital	1,472,170	1,153,459
Accumulated other comprehensive loss, net of tax	(59,893)	(42,331)
Retained earnings	1,295,972	1,183,207
Treasury stock, at cost, 4,066,978 and 4,778,988 shares of Common stock and 20,712 and 48,263 shares of Class B common stock at December 31, 2024 and 2023, respectively	(73,479)	(86,630)
Total Watsco, Inc. shareholders' equity	2,656,990	2,229,839
Non-controlling interest	407,248	386,351
Total shareholders' equity	3,064,238	2,616,190
	$4,479,523	**$3,729,182**

See accompanying notes to consolidated financial statements.

WATSCO, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF SHAREHOLDERS’ EQUITY

(In thousands, except share and per share data)	Common Stock, Class B Common Stock and Preferred Stock Shares	Common Stock, Class B Common Stock and Preferred Stock Amount	Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Non-controlling Interest	Total
Balance at December 31, 2021	**38,799,632**	**$ 21,836**	**$1,003,932**	**$ (34,176)**	**$ 760,796**	**$(87,440)**	**$ 332,467**	**$1,997,415**
Net income					601,167		102,529	703,696
Other comprehensive loss				(13,534)			(6,771)	(20,305)
Issuances of restricted shares of common stock	143,059	72	(72)					—
Forfeitures of restricted shares of common stock	(13,000)	(7)	7					—
Common stock contribution to 401(k) plan	21,560	11	6,735					6,746
Stock issuances from exercise of stock options and employee stock purchase plan	120,696	60	20,742					20,802
Retirement of common stock	(322,060)	(161)	(87,327)					(87,488)
Share-based compensation			29,043					29,043
Dividends declared and paid on common stock, $8.55 per share					(332,447)			(332,447)
Distributions to non-controlling interest							(69,184)	(69,184)
Balance at December 31, 2022	**38,749,887**	**21,811**	**973,060**	**(47,710)**	**1,029,516**	**(87,440)**	**359,041**	**2,248,278**

Continued on next page.

(In thousands, except share and per share data)	Common Stock, Class B Common Stock and Preferred Stock Shares	Common Stock, Class B Common Stock and Preferred Stock Amount	Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Non-controlling Interest	Total
Balance at December 31, 2022	**38,749,887**	**21,811**	**973,060**	**(47,710)**	**1,029,516**	**(87,440)**	**359,041**	**2,248,278**
Net income					536,337		97,802	634,139
Other comprehensive income				5,379			2,527	7,906
Issuances of restricted shares of common stock	180,617	90	(90)					—
Forfeitures of restricted shares of common stock	(13,796)	(7)	7					—
Common stock contribution to 401(k) plan	35,533	18	8,844					8,862
Stock issuances from exercise of stock options and employee stock purchase plan	188,464	94	33,909					34,003
Issuance of Class B common stock	632	—	200					200
Common stock issued for Gateway Supply Company, Inc.	280,215	140	101,505					101,645
Retirement of common stock	(25,272)	(12)	(7,692)					(7,704)
Net proceeds from the sale of Common stock	45,000		13,994			810		14,804
Share-based compensation			29,722					29,722
Dividends declared and paid on common stock, $9.80 per share					(382,646)			(382,646)
Investment in unconsolidated entity							570	570
Distributions to non-controlling interest							(73,589)	(73,589)
Balance at December 31, 2023	**39,441,280**	**22,134**	**1,153,459**	**(42,331)**	**1,183,207**	**(86,630)**	**386,351**	**2,616,190**

Continued on next page.

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(In thousands, except share and per share data)	Common Stock, Class B Common Stock and Preferred Stock Shares	Common Stock, Class B Common Stock and Preferred Stock Amount	Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Treasury Stock	Non-controlling Interest	Total
Balance at December 31, 2023	**39,441,280**	**22,134**	**1,153,459**	**(42,331)**	**1,183,207**	**(86,630)**	**386,351**	**2,616,190**
Net income					536,286		99,454	635,740
Other comprehensive loss				(17,562)			(8,728)	(26,290)
Issuances of restricted shares of common stock	110,160	55	(55)					—
Forfeitures of restricted shares of common stock	(21,215)	(10)	10					—
Common stock contribution to 401(k) plan	20,387	10	8,725					8,735
Stock issuances from exercise of stock options and employee stock purchase plan	142,563	71	32,813					32,884
Retirement of common stock	(82,377)	(41)	(41,432)					(41,473)
Net proceeds from the sale of Common stock	712,000		268,931			12,820		281,751
Common stock issued for Commercial Specialists, Inc.	1,904	1	751					752
Share-based compensation			36,075					36,075
Dividend reinvestment plan	27,561		12,893			331		13,224
Dividends declared and paid on common stock, $10.55 per share					(423,521)			(423,521)
Distributions to non-controlling interest							(69,829)	(69,829)
Balance at December 31, 2024	**40,352,263**	**$ 22,220**	**$1,472,170**	**$ (59,893)**	**$1,295,972**	**$(73,479)**	**$ 407,248**	**$3,064,238**

See accompanying notes to consolidated financial statements.

WATSCO, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)	Years Ended December 31, 2024	2023	2022
Cash flows from operating activities:			
Net income	$ 635,740	$ 634,139	$ 703,696
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	40,822	35,090	31,683
Share-based compensation	35,022	30,000	28,821
Non-cash contribution to 401(k) plan	8,735	8,862	6,746
Provision for doubtful accounts	4,285	7,158	8,539
Loss (gain) on sale of property and equipment	536	(143)	(1,624)
Deferred income tax provision (benefit)	229	(7,179)	13,466
Other income from investment in unconsolidated entity	(30,501)	(26,177)	(22,671)
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable, net	(85,555)	(36,035)	(60,154)
Inventories, net	(41,678)	64,620	(259,860)
Accounts payable and other liabilities	197,765	(162,042)	121,993
Other, net	7,702	13,661	1,329
Net cash provided by operating activities	773,102	561,954	571,964
Cash flows from investing activities:			
Purchases of short-term cash investments	(255,669)	—	—
Capital expenditures	(30,090)	(35,478)	(35,652)
Business acquisitions, net of cash acquired	(5,173)	(3,822)	(47)
Investment in unconsolidated entity	—	(2,849)	—
Other investment	—	(500)	—
Proceeds from sale of property and equipment	262	1,306	1,863
Net cash used in investing activities	(290,670)	(41,343)	(33,836)
Cash flows from financing activities:			
Dividends on common stock	(423,521)	(382,646)	(332,447)
Repurchases of common stock to satisfy employee withholding tax obligations	(39,673)	(2,828)	(87,107)
Net (repayments) proceeds under current revolving credit agreement	(15,400)	15,400	—
Net repayments of finance lease liabilities	(6,027)	(4,045)	(3,042)
Distributions to non-controlling interest	—	(73,589)	(69,184)
Net repayments under prior revolving credit agreement	—	(56,400)	(32,600)
Payment of fees related to revolving credit agreement	—	(844)	—
Proceeds from non-controlling interest for investment in unconsolidated entity	—	570	—
Proceeds from Dividend Reinvestment Plan	13,224	—	—
Proceeds from issuances of Common stock under employee related plans	31,083	29,127	20,422
Net proceeds from the sale of Common stock	281,784	15,179	—
Net cash used in financing activities	(158,530)	(460,076)	(503,958)
Effect of foreign exchange rate changes on cash and cash equivalents	(7,743)	2,072	(4,933)
Net increase in cash and cash equivalents	316,159	62,607	29,237
Cash and cash equivalents at beginning of year	210,112	147,505	118,268
Cash and cash equivalents at end of year	$ 526,271	$ 210,112	$ 147,505

Supplemental cash flow information (Note 22)

See accompanying notes to consolidated financial statements.

WATSCO, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except share and per share data)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization, Consolidation and Presentation

Watsco, Inc. (collectively with its subsidiaries, "Watsco," the "Company," "we," "us," or "our") was incorporated in Florida in 1956 and is the largest distributor of air conditioning, heating and refrigeration equipment and related parts and supplies ("HVAC/R") in the HVAC/R distribution industry in North America. At December 31, 2024, we operated from 690 locations in 43 U.S. states, Canada, Mexico, and Puerto Rico with additional market coverage on an export basis to portions of Latin America and the Caribbean.

The consolidated financial statements include (i) the accounts of Watsco and its wholly owned subsidiaries, (ii) the accounts of five U.S. joint ventures and their subsidiaries with Carrier Global Corporation, which we refer to as Carrier, in which we have an 80% controlling interest and Carrier has a 20% non-controlling interest, (iii) the accounts of a Canadian joint venture with Carrier, in which we have a 60% controlling interest and Carrier has a 40% non-controlling interest, and (iv) a 38.4% investment in Russell Sigler, Inc. ("RSI"), owned by one of the Carrier joint ventures that is accounted for under the equity method of accounting. All significant intercompany balances and transactions have been eliminated in consolidation.

Foreign Currency Translation and Transactions

The functional currency of our operations in Canada is the Canadian dollar. Foreign currency denominated assets and liabilities are translated into U.S. dollars at the exchange rates in effect at the balance sheet date, and income and expense items are translated at the average exchange rates in effect during the applicable period. The aggregate effect of foreign currency translation is recorded in accumulated other comprehensive loss, net in our consolidated balance sheets. Our net investment in our Canadian operations is recorded at the historical rate and the resulting foreign currency translation adjustments are included in accumulated other comprehensive loss, net in our consolidated balance sheets. Gains or losses resulting from transactions denominated in U.S. dollars are recognized in earnings primarily within cost of sales in our consolidated statements of income.

Our operations in Mexico consider their functional currency to be the U.S. dollar because the majority of their transactions are denominated in U.S. dollars. Gains or losses resulting from transactions denominated in Mexican pesos are recognized in earnings primarily within selling, general and administrative expenses in our consolidated statements of income.

Equity Method Investments

Investments in which we have the ability to exercise significant influence, but do not control, are accounted for under the equity method of accounting and are included in investment in unconsolidated entity in our consolidated balance sheets. Under this method of accounting, our proportionate share of the net income or loss of the investee is included in other income in our consolidated statements of income. The excess, if any, of the carrying amount of our investment over our ownership percentage in the underlying net assets of the investee is attributed to certain fair value adjustments with the remaining portion recognized as goodwill.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses for the reporting period. Significant estimates include valuation reserves for accounts receivable, net realizable value adjustments to inventories, income taxes, reserves related to loss contingencies and the valuation of goodwill, indefinite-lived intangible assets, and long-lived assets. While we believe that these estimates are reasonable, actual results could differ from such estimates.

Cash Equivalents

All highly liquid instruments purchased with original maturities of three months or less are considered to be cash equivalents.

Short-Term Cash Investments

Short-term cash investments consist of certificates of deposit that have varying maturities through March 2025.

Accounts Receivable and Allowance for Doubtful Accounts

Accounts receivable primarily consist of trade receivables due from customers and are stated at the invoiced amount less an allowance for doubtful accounts. An allowance for doubtful accounts is maintained for estimated losses resulting from the inability of customers to make the required payments. When preparing these estimates, we consider a number of factors, including the aging of a customer's account, past transactions with customers, creditworthiness of specific customers, historical trends, and other information, including potential impacts of business and economic conditions. Upon determination that an account is uncollectible, the receivable balance is written off. At December 31, 2024 and 2023, the allowance for doubtful accounts totaled $15,807 and $21,528, respectively.

Inventories

Inventories consist of air conditioning, heating and refrigeration equipment, and related parts and supplies and are valued at the lower of cost using the first-in, first-out and weighted-average cost basis methods, or net realizable value. As part of the valuation process, inventories are adjusted to reflect excess, slow-moving, and damaged inventories at their estimated net realizable value. Inventory policies are reviewed periodically, reflecting current risks, trends, and changes in industry conditions. A reserve for estimated inventory shrinkage is maintained to consider inventory shortages determined from cycle counts and physical inventories.

Vendor Rebates

We have arrangements with several vendors that provide rebates payable to us when we achieve defined measures, generally related to the volume level of purchases. We account for such rebates as a reduction of inventory until we sell the product, at which time such rebates are reflected as a reduction of cost of sales in our consolidated statements of income. Throughout the year, we estimate rebates based on our estimate of purchases to date relative to the purchase levels that mark our progress toward earning the rebates. We continually revise our estimates of earned vendor rebates based on actual purchase levels. At December 31, 2024 and 2023, we had $19,171 and $18,688, respectively, of rebates recorded as a reduction of inventories. Substantially all vendor rebate receivables are collected within three months following the end of the year. Vendor rebates that are earned based on products sold are credited directly to cost of sales in our consolidated statements of income.

Purchase Discounts

We also have vendors that offer a cash discount when we pay their invoice within a specified period of time. We account for such cash discounts as a reduction of inventories until we sell the product at which time such cash discounts are reflected as a reduction of cost of sales in our consolidated statements of income. At December 31, 2024 and 2023, we had $14,824 and $22,628, respectively, of cash discounts recorded as a reduction of inventories.

Pricing Claim Advances

We have arrangements with certain suppliers that invoice us based on a list price rather than on our net buy cost for specific inventory. Because our average holding period for inventory is approximately 90 days, these suppliers provide the differential between the list price and our net buy cost through a pricing claim advance, which represents price adjustments for products that are still on hand in inventory. At December 31, 2024, $85,301 was recorded as a reduction of inventories related to pricing claim advances, of which $60,234 was provided by Carrier and its affiliates. At December 31, 2023, $85,913 was recorded as a reduction of inventories related to pricing claim advances, of which $63,546 was provided by Carrier and its affiliates.

Equity Securities

Investments in equity securities are recorded at fair value using the specific identification method and are included in other assets in our consolidated balance sheets. Changes in the fair value of equity securities and dividend income are recognized in our consolidated statements of income.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization of property and equipment is computed using the straight-line method. Buildings and improvements are depreciated or amortized over estimated useful lives ranging from 3-40 years. Leasehold improvements are amortized over the shorter of the respective lease terms or estimated useful lives. Machinery, vehicles, and equipment are depreciated over estimated useful lives ranging from 3-10 years. Computer hardware and software are depreciated over estimated useful lives ranging from 3-10 years. Furniture and fixtures are depreciated over estimated useful lives ranging from 5-7 years.

Operating and Finance Leases

We have operating leases for real property, vehicles and equipment, and finance leases primarily for vehicles. Operating leases are included in operating lease right-of-use (“ROU”) assets, current portion of lease liabilities, and operating lease liabilities, net of current portion in our consolidated balance sheets. Finance leases are not considered material to our consolidated balance sheets or consolidated statements of income. Finance lease ROU assets at December 31, 2024 and 2023, of $20,972 and $16,328, respectively, are included in property and equipment, net in our consolidated balance sheets. Finance lease liabilities at December 31, 2024 and 2023, of $21,770 and $16,892, respectively, are included in current portion of lease liabilities and finance lease liabilities, net of current portion in our consolidated balance sheets.

ROU assets represent our right to use an underlying asset for the lease term, and lease liabilities represent our obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at the applicable commencement date based on the present value of lease payments over the lease term. As most of our leases do not provide an implicit interest rate, we use our incremental borrowing rate based on the information available at the commencement dates of the respective leases in determining the present value of the applicable lease payments.

Operating lease ROU assets also include any lease pre-payments made and exclude lease incentives. Certain of our leases include variable payments, which are excluded from lease ROU assets and lease liabilities and expensed as incurred. Our leases have remaining lease terms of 1-10 years, some of which include options to extend the leases for up to five years. The exercise of lease renewal options is at our sole discretion, and our lease ROU assets and liabilities reflect only the options we are reasonably certain that we will exercise. Certain real property lease agreements have lease and non-lease components, which are generally accounted for as a single lease component. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Lease payments for short-term leases, which are 12 months or less without a purchase option that is likely to be exercised, are recognized as lease cost on a straight-line basis over the lease term.

Practical Expedients

We elected the practical expedients related to short-term leases and separating lease components from non-lease components for all underlying asset classes.

Goodwill and Intangible Assets

Goodwill is recorded when the purchase price paid for an acquisition of a business exceeds the fair value of the net identified tangible and intangible assets acquired. We evaluate goodwill for impairment annually or more frequently when an event occurs, or circumstances change that indicate that the carrying value may not be recoverable. We test goodwill for impairment by comparing the fair value of our reporting unit to its carrying value. If the fair value is determined to be less than the carrying value, an impairment charge would be recognized. On January 1, 2025, we performed our annual evaluation of goodwill impairment and determined that the estimated fair value of our reporting unit exceeded its carrying value.

Intangible assets primarily consist of the value of trade names and trademarks, distributor agreements, customer relationships, and patented and unpatented technology. Indefinite lived intangibles not subject to amortization are assessed for impairment at least annually, or more frequently if events or changes in circumstances indicate they may be impaired, by comparing the fair value of the intangible asset to its carrying amount to determine if a write-down to fair value is required. Finite lived intangible assets are amortized using the straight-line method over their respective estimated useful lives.

We perform our impairment tests annually and have determined there was no impairment for any of the periods presented. There were no events or circumstances identified from the date of our assessment that would require an update to our annual impairment tests.

Long-Lived Assets

Long-lived assets, other than goodwill and intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Recoverability is evaluated by determining whether the amortization of the balance over its remaining life can be recovered through undiscounted future operating cash flows. We measure the impairment loss based on projected discounted cash flows using a discount rate reflecting the average cost of funds as compared to the asset's carrying value. For the years ended December 31, 2024 and 2023, there were no such events or circumstances.

Fair Value Measurements

We carry various assets and liabilities at fair value in the consolidated balance sheets. Fair value is defined as the price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. Fair value measurements are classified based on the following fair value hierarchy:

Level 1	Quoted prices in active markets for identical assets or liabilities. An active market for an asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide pricing information on an ongoing basis.
Level 2	Observable inputs other than Level 1 prices such as quoted prices in active markets for similar assets or liabilities; quoted prices in markets that are not active; or model-driven valuations or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
Level 3	Unobservable inputs for the asset or liability. These inputs reflect our own assumptions about the assumptions a market participant would use in pricing the asset or liability.

Revenue Recognition

Revenue primarily consists of sales of air conditioning, heating and refrigeration equipment, and related parts and supplies. We generate our revenue primarily from the sale of finished products to customers; therefore, the significant majority of our contracts are short-term in nature and have only a single performance obligation to deliver products. The performance obligation under such contracts is satisfied when we transfer control of the product to the customer. Some contracts contain a combination of product sales and services, the latter of which is distinct and accounted for as a separate performance obligation. We satisfy our performance obligations for services when we render the services within the agreed-upon service period. Total service revenue is not material and accounted for less than 1% of our consolidated revenues for all periods presented.

Revenue is recognized when control transfers to our customers when products are picked up, or via shipment of products or delivery of services. We measure revenue as the amount of consideration we expect to be entitled to receive in exchange for those goods or services, net of any variable considerations (e.g., rights to return product, sales incentives, others) and any taxes collected from customers and subsequently remitted to governmental authorities. Revenue for shipping and handling charges is recognized when products are delivered to the customer.

Product Returns

We estimate product returns based on historical experience and record them on a gross basis on our balance sheets. Substantially all customer returns relate to products that are returned under manufacturers' warranty obligations. Accrued sales returns at December 31, 2024 and 2023 of $21,293 and $21,392, respectively, were included in accrued expenses and other current liabilities in our consolidated balance sheets.

Sales Incentives

We estimate sales incentives expected to be paid over the terms of the programs based on the most likely amounts. Sales incentives are accounted for as a reduction in the transaction price and are generally paid on an annual basis.

Practical Expedients

We generally expense sales commissions when incurred because the amortization period is one year or less. These costs are recorded within selling, general and administrative expenses. We do not disclose the value of unsatisfied performance obligations for contracts with an original expected length of one year or less.

Advertising Costs

Advertising costs are expensed as incurred. Advertising expense for the years ended December 31, 2024, 2023, and 2022, were $25,337, $28,236, and $25,884, respectively.

Shipping and Handling

Shipping and handling costs associated with inbound freight are capitalized to inventories and relieved through cost of sales as inventories are sold. Shipping and handling costs associated with the delivery of products are included in selling, general and administrative expenses. Shipping and handling costs for the years ended December 31, 2024, 2023 and 2022, were $84,762, $82,600, and $86,620, respectively.

Share-Based Compensation

The fair value of stock option and restricted stock awards are expensed net of estimated forfeitures on a straight-line basis over the vesting period of the awards. Share-based compensation expense is included in selling, general and administrative expenses in our consolidated statements of income. Tax benefits resulting from tax deductions in excess of share-based compensation expense are recognized in our provision for income taxes in our consolidated statements of income.

Income Taxes

We record U.S. federal, state and foreign income taxes currently payable, as well as deferred taxes due to temporary differences between reporting income and expenses for financial statement purposes versus tax purposes. Deferred tax assets and liabilities reflect the temporary differences between the financial statement and income tax basis of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates is recognized as income or expense in the period that includes the enactment date. We and our eligible subsidiaries file a consolidated U.S. federal income tax return. As income tax returns are generally not filed until well after the closing process for the December 31 financial statements is complete, the amounts recorded at December 31 reflect estimates of what the final amounts will be when the actual income tax returns are filed for that calendar year. In addition, estimates are often required with respect to, among other things, the appropriate state income tax rates to use in the various states that we and our subsidiaries are required to file, the potential utilization of operating loss carryforwards, and valuation allowances required for tax assets that may not be realizable in the future.

We recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting this threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement with the relevant tax authority.

Earnings per Share

We compute earnings per share using the two-class method. The two-class method of computing earnings per share is an earnings allocation formula that determines earnings per share for common stock and any participating securities according to dividends declared (whether paid or unpaid) and participation rights in undistributed earnings. Shares of our restricted stock are considered participating securities because these awards contain a non-forfeitable right to dividends irrespective of whether the awards ultimately vest. Under the two-class method, earnings per common share for our common stock is computed by dividing the sum of distributed earnings to common shareholders and undistributed earnings allocated to common shareholders by the weighted-average number of shares of common stock outstanding for the period. In applying the two-class method, undistributed earnings are allocated to common stock and participating securities based on the weighted-average shares outstanding during the period.

Diluted earnings per share reflects the dilutive effect of potential common shares from stock options. The dilutive effect of outstanding stock options is computed using the treasury stock method, which assumes any proceeds that could be obtained upon the exercise of stock options, would be used to purchase common stock at the average market price for the period. The assumed proceeds include the purchase price the optionee pays, the windfall tax benefit that we receive upon assumed exercise, and the unrecognized compensation expense at the end of each period.

Derivative Instruments and Hedging Activity

We have used derivative instruments, including forward and option contracts and swaps, to manage our exposure to fluctuations in foreign currency exchange rates and interest rates. The use of these derivative instruments modifies the exposure of these risks with the intent to reduce the risk or cost to us. We use derivative instruments as risk management tools and not for trading purposes. All derivatives, whether designated as hedging relationships or not, are recorded on the balance sheet at fair value. Cash flows from derivative instruments are classified in the consolidated statements of cash flows in the same category as the cash flows from the items subject to the designated hedge or undesignated (economic) hedge relationships. The hedging designation may be classified as one of the following:

No Hedging Designation. The gain or loss on a derivative instrument not designated as an accounting hedging instrument is recognized in earnings within selling, general and administrative expenses.

Cash Flow Hedge. A hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability is considered a cash flow hedge. The effective portion of the change in the fair value of a derivative that is designated as a cash flow hedge is recorded in other comprehensive income (loss) and reclassified to earnings as a component of cost of sales in the period for which the hedged transaction affects earnings. Ineffective portions of changes in the fair value of cash flow hedges are recognized in earnings.

Fair Value Hedge. A hedge of a recognized asset or liability or an unrecognized firm commitment is considered a fair value hedge. Fair value hedges, both the effective and ineffective portions of the changes in the fair value of the derivative, along with the gain or loss on the hedged item that is attributable to the hedged risk, are recorded in earnings.

See Note 16 for additional information pertaining to derivative instruments.

Loss Contingencies

Accruals are recorded for various contingencies including self-insurance, legal proceedings, environmental matters, and other claims that arise in the normal course of business. The estimation process contains uncertainty because accruals are based on judgment, the probability of losses and, where applicable, the consideration of opinions of external legal counsel and actuarially determined estimates. Additionally, we record receivables from third party insurers when recovery has been determined to be probable.

Recently Adopted Accounting Standards

Segment Reporting

In September 2023, the Financial Accounting Standards Board ("FASB") issued guidance that enhances segment reporting primarily by expanding the disclosures about significant segment expenses. Under the new standard, an entity will be required to disclose significant segment expenses that are regularly provided to the chief operating decision maker ("CODM"), how the CODM assesses segment performance and decides how to allocate resources, the title and position of the CODM, and certain other disclosures. The adoption of this guidance on January 1, 2024 did not have a material impact on our consolidated financial statements. See Note 20.

Recently Issued Accounting Standards Not Yet Adopted

Income Taxes

In December 2023, the FASB issued guidance that enhances annual income tax disclosures primarily by disaggregating the existing disclosures related to the effective tax rate reconciliation and income taxes paid. Under the new guidance, an entity will be required to disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold. An entity will also be required to disclose the amount of income taxes paid disaggregated by federal, state, and foreign, and by individual jurisdictions equal to or greater than five percent of total income taxes paid. This guidance is effective prospectively and is effective for annual periods beginning after December 15, 2024. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

Expense Disaggregation

In November 2024, the FASB issued guidance that requires entities to disclose additional information about certain expenses in the notes to the financial statements. This guidance is effective for annual reporting periods beginning after December 15, 2026, and interim reporting periods beginning after December 15, 2027, with early adoption permitted. We are evaluating the impact of adopting this new guidance on our consolidated financial statements.

2. LEASES

The components of operating lease expense were as follows:

Years Ended December 31,	2024	2023	2022
Lease cost	**$124,800**	$112,195	$101,578
Short-term lease cost	**10,869**	10,102	10,226
Variable lease cost	**1,673**	1,773	1,840
Sublease income	**(346)**	(436)	(373)
	$136,996	$123,634	$113,271

Supplemental balance sheet information related to operating leases were as follows:

December 31,	2024	2023
ROU assets	**$ 419,138**	$ 368,748
Current portion of operating lease liabilities	**$ 103,978**	$ 95,587
Operating lease liabilities	**321,715**	276,913
Total operating lease liabilities	**$ 425,693**	$ 372,500
Weighted Average Remaining Lease Term	**5.0 years**	4.8 years
Weighted Average Discount Rate	**5.40%**	4.91%

Supplemental cash flow information related to operating leases were as follows:

Years Ended December 31,	2024	2023	2022
Operating cash flows for the measurement of operating lease liabilities	**$121,528**	$110,614	$100,092
Operating lease ROU assets obtained in exchange for operating lease obligations	**$155,223**	$148,196	$140,704

At December 31, 2024, maturities of operating lease liabilities over each of the next five years and thereafter were as follows:

2025	$124,420
2026	109,127
2027	82,552
2028	62,721
2029	43,834
Thereafter	66,159
Total lease payments	488,813
Less imputed interest	63,120
Total lease liability	**$425,693**

At December 31, 2024, we had additional operating leases that had not yet commenced. Such leases had estimated future minimum rental commitments of approximately $20,000. These operating leases are expected to commence in 2025 with lease terms of more than 1 year to 10 years. These undiscounted amounts are not included in the table above.

3. REVENUES

Disaggregation of Revenues

The following table presents our revenues disaggregated by primary geographical regions and major product lines within our single reporting segment:

Years Ended December 31,	2024	2023	2022
Primary Geographical Regions:			
United States	**$6,860,648**	$6,540,646	$6,578,897
Canada	**355,797**	374,659	389,119
Latin America and the Caribbean	**401,872**	368,462	306,328
	$7,618,317	$7,283,767	$7,274,344
Major Product Lines:			
HVAC equipment	**69%**	69%	68%
Other HVAC products	**27%**	27%	28%
Commercial refrigeration products	**4%**	4%	4%
	100%	100%	100%

4. EARNINGS PER SHARE

The following table presents the calculation of basic and diluted earnings per share for our common stock:

Years Ended December 31,	2024	2023	2022
Basic Earnings per Share:			
Net income attributable to Watsco, Inc. shareholders	**$ 536,286**	$ 536,337	$ 601,167
Less: distributed and undistributed earnings allocated to restricted common stock	**37,392**	36,966	51,365
Earnings allocated to Watsco, Inc. shareholders	**$ 498,894**	$ 499,371	$ 549,802
Weighted-average common shares outstanding - Basic	**37,391,461**	36,406,148	35,564,203
Basic earnings per share for common stock	**$ 13.34**	$ 13.72	$ 15.46
Allocation of earnings for Basic:			
Common stock	**$ 454,680**	$ 455,186	$ 499,792
Class B common stock	**44,214**	44,185	50,010
	$ 498,894	$ 499,371	$ 549,802
Diluted Earnings per Share:			
Net income attributable to Watsco, Inc. shareholders	**$ 536,286**	$ 536,337	$ 601,167
Less: distributed and undistributed earnings allocated to restricted common stock	**37,369**	36,932	51,294
Earnings allocated to Watsco, Inc. shareholders	**$ 498,917**	$ 499,405	$ 549,873
Weighted-average common shares outstanding - Basic	**37,391,461**	36,406,148	35,564,203
Effect of dilutive stock options	**118,871**	125,535	119,431
Weighted-average common shares outstanding - Diluted	**37,510,332**	36,531,683	35,683,634
Diluted earnings per share for common stock	**$ 13.30**	$ 13.67	$ 15.41

Diluted earnings per share for our Common stock assumes the conversion of all our Class B common stock into Common stock as of the beginning of the fiscal year; therefore, no allocation of earnings to Class B common stock is required. At December 31, 2024, 2023, and 2022, our outstanding Class B common stock was convertible into 3,313,787, 3,221,259, and 3,234,939 shares of our Common stock, respectively.

Diluted earnings per share excluded 30,154, 18,489, and 190,462 shares for the years ended December 31, 2024, 2023, and 2022, respectively, related to stock options with an exercise price per share greater than the average market value, resulting in an anti-dilutive effect on diluted earnings per share.

5. OTHER COMPREHENSIVE (LOSS) INCOME

Other comprehensive (loss) income consists of the foreign currency translation adjustment associated with our Canadian operations' use of the Canadian dollar as their functional currency.

The change in accumulated other comprehensive loss, net of tax, was as follows:

Years Ended December 31,	2024	2023	2022
Foreign currency translation adjustment:			
Beginning balance	**$(42,331)**	$(47,710)	$(34,176)
Current period other comprehensive (loss) income	**(17,562)**	5,379	(13,534)
Ending balance	**$(59,893)**	$(42,331)	$(47,710)

6. SUPPLIER CONCENTRATION

Purchases from our top ten suppliers comprised 85%, 86%, and 84% of all purchases made in 2024, 2023, and 2022, respectively. Our largest supplier, Carrier and its affiliates, accounted for 62%, 65%, and 60% of all purchases made in 2024, 2023, and 2022, respectively. See Note 19. A significant interruption by Carrier, or any of our other key suppliers, in the delivery of products could impair our ability to maintain current inventory levels and could materially adversely impact our consolidated results of operations and consolidated financial position.

7. PROPERTY AND EQUIPMENT

Property and equipment, net, consists of:

December 31,	2024	2023
Land	**$ 676**	$ 676
Buildings and improvements	**103,394**	100,086
Machinery, vehicles, and equipment	**145,126**	130,958
Computer hardware and software	**115,022**	101,311
Furniture and fixtures	**25,825**	24,545
	390,043	357,576
Accumulated depreciation and amortization	**(249,508)**	(221,346)
	$ 140,535	$ 136,230

Depreciation and amortization expense related to property and equipment included in selling, general and administrative expenses for the years ended December 31, 2024, 2023, and 2022, were $35,391, $30,767, and $26,974, respectively.

8. DEBT

We maintain an unsecured, five-year $600,000 syndicated multicurrency revolving credit agreement, which may be used for, among other things, funding seasonal working capital needs and for other general corporate purposes, including acquisitions, dividends (if and as declared by our Board of Directors), capital expenditures, stock repurchases, and issuances of letters of credit. The revolving credit facility has a seasonal component from October 1 to March 31, during which the borrowing capacity may be reduced to $500,000 at our discretion (which effectively reduces fees payable in respect of the unused portion of the commitment) and we effected this reduction on October 1, 2024. Included in the revolving credit facility are a $125,000 swingline loan sublimit, a $10,000 letter of credit sublimit, a $75,000 alternative currency borrowing sublimit, and an $10,000 Mexican borrowing subfacility. The revolving credit agreement matures on March 16, 2028.

Borrowings under the revolving credit facility bear interest at either Term Secured Overnight Financing Rate ("SOFR") or Daily Simple SOFR-based rates plus 0.1%, plus a spread which ranges from 1.0% to 1.375% (Term SOFR and Daily Simple SOFR plus 1.0% at December 31, 2024), depending on our ratio of total debt to EBITDA, or on rates based on the highest of the Federal Funds Effective Rate plus 0.5%, the Prime Rate or Term SOFR plus 1.0%, in each case plus a spread which ranges from 0 to 0.5% (0 at December 31, 2024), depending on our ratio of total debt to EBITDA. We pay a variable commitment fee on the unused portion of the commitment under the revolving credit agreement, ranging from 0.125% to 0.275% (0.125% at December 31, 2024). During 2023, we paid fees of $844 in connection with entering into the revolving credit agreement, which are being amortized ratably through the maturity of the facility in March 2028.

At December 31, 2024, there was no outstanding balance under the revolving credit agreement. At December 31, 2023, $15,400 was outstanding under the revolving credit agreement. The revolving credit agreement contains customary affirmative and negative covenants, including financial covenants with respect to consolidated leverage and interest coverage ratios, and other customary restrictions. We believe we were in compliance with all covenants at December 31, 2024.

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9. INCOME TAXES

The sources of income before income taxes were as follows:

Years Ended December 31,	2024	2023	2022
U.S.	**$725,603**	$710,327	$758,734
Foreign	**77,041**	79,563	70,679
	$802,644	$789,890	$829,413

The components of income tax expense from our wholly owned operations and investments and our controlling interest in the Carrier joint ventures were as follows:

Years Ended December 31,	2024	2023	2022
Current:			
U.S. Federal	**$115,991**	$119,133	$ 71,475
State	**30,331**	29,749	27,202
Foreign	**20,353**	14,048	13,574
	166,675	**162,930**	**112,251**
Deferred:			
U.S. Federal	**1,392**	(5,581)	10,766
State	**377**	(1,301)	3,695
Foreign	**(1,540)**	(297)	(995)
	229	(7,179)	13,466
Income tax expense	**$166,904**	$155,751	$125,717

We calculate our income tax expense and our effective tax rate for 100% of income attributable to our wholly owned operations and for our controlling interest of income attributable to our joint ventures with Carrier, which are primarily taxed as partnerships for income tax purposes.

Following is a reconciliation of the effective income tax rate:

Years Ended December 31,	2024	2023	2022
U.S. federal statutory rate	**21.0%**	21.0%	21.0%
State income taxes, net of federal benefit and other	**3.6**	3.5	4.6
Excess tax benefits from share-based compensation	**(1.8)**	(1.8)	(8.6)
Tax effects on foreign income	**1.0**	0.2	0.3
FDII	**(0.1)**	(0.1)	(0.1)
Change in valuation allowance	**0.2**	0.3	0.4
Tax credits and other	**(0.4)**	(0.8)	(0.4)
Effective income tax rate attributable to Watsco, Inc.	**23.5**	22.3	17.2
Taxes attributable to non-controlling interest	**(2.7)**	(2.6)	(2.0)
Effective income tax rate	**20.8%**	19.7%	15.2%

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The following is a summary of the significant components of our net deferred tax liabilities:

December 31,	2024	2023
Deferred tax assets:		
Share-based compensation	**$ 34,215**	$ 30,847
Capitalized inventory costs and adjustments	**4,891**	5,387
Allowance for doubtful accounts	**2,636**	4,096
Self-insurance reserves	**1,164**	1,701
Capitalized research and development costs	**10,026**	6,712
Other	**6,562**	7,678
Net operating loss carryforwards	**4,804**	4,584
	64,298	61,005
Valuation allowance	**(11,554)**	(10,468)
Total deferred tax assets	**52,744**	50,537
Deferred tax liabilities:		
Deductible goodwill	**(106,221)**	(104,026)
Depreciation	**(21,798)**	(24,973)
Unremitted earnings of domestic affiliates	**(6,563)**	(5,008)
Other	**(4,466)**	(4,390)
Total deferred tax liabilities	**(139,048)**	(138,397)
Net deferred tax liabilities (1)	**$ (86,304)**	$ (87,860)

(1) Net deferred tax liabilities have been included in the consolidated balance sheets in deferred income taxes and other liabilities.

Provisions of the Tax Cuts and Jobs Act of 2017 (the "TCJA"), such as the one-time repatriation transition tax and the global intangible low-taxed income ("GILTI") for years beginning in 2018, effectively taxed the undistributed earnings previously deferred from U.S. federal and certain state income taxes and eliminated any additional U.S. taxation resulting from repatriation of earnings on non-U.S. subsidiaries. GILTI is a tax on foreign income in excess of a deemed return on tangible assets of foreign corporations. We have elected to provide for the tax expense related to GILTI in the year the tax was incurred as a period expense. As of December 31, 2024, we have accumulated undistributed earnings generated by our foreign subsidiaries of approximately $168,000. Any additional taxes due with respect to such previously taxed earnings, if repatriated, would generally be limited to certain state income taxes and foreign withholding. Deferred taxes have been recorded for state taxes and foreign withholding taxes on certain earnings of our foreign consolidated subsidiaries expected to be repatriated. We do not intend to distribute the remaining previously taxed foreign earnings and therefore have not recorded deferred taxes for certain state income taxes and foreign withholding on such earnings. The amount of certain state income taxes and foreign withholding that might be payable on the remaining amounts at December 31, 2024 is not practicable to estimate.

On March 11, 2021, the America Rescue Plan Act of 2021 (the "ARPA") was enacted. The ARPA expanded IRC Section 162(m) to include five additional most highly compensated individuals. The expansion of Section 162(m) coverage is effective for tax years beginning after December 31, 2026. Unlike the employees subject to Section 162(m) by virtue of being the Chief Executive Officer ("CEO"), Chief Financial Officer, or three most highly compensated named executive officers, an employee who is identified as one of the "additional" five employees is not considered to be a covered employee indefinitely. The five additional employees will be subject to the annual $1,000 cap on compensation and will be determined annually.

On August 16, 2022, the Inflation Reduction Act (the "IRA") was enacted, which introduces a new 15% corporate minimum tax based on adjusted financial statement income and a 1% excise tax on stock repurchases, effective January 1, 2023, and provisions intended to mitigate climate change, including tax credit incentives for investments that reduce greenhouse gas emissions. This legislation did not have a material impact on our consolidated financial statements.

The Organization for Economic Cooperation and Development has a framework to implement a global minimum corporate tax rate of 15% for companies with global revenues and profits above certain thresholds (“Pillar Two”), with certain aspects of Pillar Two effective January 1, 2024 and other aspects effective January 1, 2025. On January 20, 2025, President Trump signed an executive order effectively cancelling the United States’ commitments to the global minimum tax rules, stating that those commitments cannot have any effect in the U.S. without an act of approval of the U.S. Congress. Since we do not have significant operations in jurisdictions with tax rates below the 15% minimum, Pillar Two did not impact our global tax costs in 2024 and it is not expected to be material in future periods. We will monitor evolving tax legislation related to global minimum tax rules in the jurisdictions in which we operate for impacts on our tax provision and effective tax rate.

Valuation allowances are provided to reduce the related deferred income tax assets to an amount which will, more likely than not, be realized. The valuation allowance was $11,554 and $10,468 at December 31, 2024 and 2023, respectively. The increase was primarily attributable to the impact on U.S. deferred tax assets from share-based compensation deduction limitations related to the expansion of IRC Section 162(m).

At December 31, 2024, there were state net operating loss carryforwards of $22,692, some of which expire in 2026, with the majority having an indefinite carryforward period. At December 31, 2024, there were foreign net operating loss carryforwards of $17,953, which expire in varying amounts from 2036 through 2044. These amounts are available to offset future taxable income. There were no federal net operating loss carryforwards at December 31, 2024.

We are subject to U.S. federal income tax, income tax of multiple state jurisdictions and foreign income tax. We are subject to tax audits in the various jurisdictions until the respective statutes of limitations expire. We are no longer subject to U.S. federal tax examinations for tax years prior to 2021. For the majority of states and foreign jurisdictions, we are no longer subject to tax examinations for tax years prior to 2020.

At December 31, 2024 and 2023, the total amount of gross unrecognized tax benefits (excluding the federal benefit received from state positions) was $7,783 and $7,874, respectively. Of these totals, $6,263 and $6,559, respectively, (net of the federal benefit received from state positions) represent the amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate. Our policy is to recognize penalties within selling, general and administrative expenses and interest related to income tax matters in income tax expense in the consolidated statements of income. At December 31, 2024 and 2023, the cumulative amount of estimated accrued interest and penalties resulting from such unrecognized tax benefits was $1,196 and $1,471, respectively, and is included in deferred income taxes and other current liabilities in the accompanying consolidated balance sheets.

The changes in gross unrecognized tax benefits were as follows:

Balance at December 31, 2021	$ 6,727
Additions based on tax positions related to the current year	1,867
Reductions due to lapse of applicable statute of limitations	(842)
Balance at December 31, 2022	7,752
Additions based on tax positions related to the current year	1,215
Reductions due to lapse of applicable statute of limitations	(1,093)
Balance at December 31, 2023	7,874
Additions based on tax positions related to the current year	1,439
Reductions due to lapse of applicable statute of limitations	(1,530)
Balance at December 31, 2024	**$ 7,783**

10. SHARE-BASED COMPENSATION AND BENEFIT PLANS

Share-Based Compensation Plans

We have two share-based compensation plans for employees. The 2021 Incentive Compensation Plan (the “2021 Plan”) provides for the award of a broad variety of share-based compensation alternatives such as restricted stock, non-qualified stock options, restricted stock units, incentive stock options, performance awards, dividend equivalents, and stock appreciation rights at no less than 100% of the market price on the date the award is granted. To date, awards under the 2021 Plan consist of non-qualified stock options and restricted stock.

Under the 2021 Plan, the number of shares of common stock available for issuance is (i) 2,500,000, plus (ii) 7,327 shares of common stock that remained available for grant in connection with awards under the Watsco, Inc. 2014 Incentive Compensation Plan (the “2014 Plan”) on the date on which our shareholders approved the 2021 Plan, plus (iii) shares underlying currently outstanding awards issued under the 2014 Plan, which shares become reissuable under the 2021 Plan to the extent that such underlying shares are not issued due to their forfeiture, expiration, termination or otherwise. A total of 211,957 shares of common stock, net of cancellations, had been awarded under the 2021 Plan as of December 31, 2024. As of December 31, 2024, 2,295,370 shares of common stock were reserved for future grants under the 2021 Plan. Options under the 2021 Plan vest over two to seven years of service and have contractual terms of five and ten years. Awards of restricted stock, which are granted at no cost to the employee, vest upon attainment of a specified age, generally toward the end of an employee’s career at age 62 or older. Vesting may be accelerated in certain circumstances prior to the original vesting date.

Our second plan, the 2014 Plan, expired in 2021; therefore, no additional options may be granted, but awards remain outstanding in accordance with their respective terms. There were 65,850 options to purchase common stock outstanding under the 2014 Plan at December 31, 2024. Options under the 2014 Plan vest over two to four years of service and have contractual terms of five years.

The following is a summary of stock option activity under the 2021 Plan and the 2014 Plan as of and for the year ended December 31, 2024:

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Options outstanding at December 31, 2023	410,865	$ 260.82		
Granted	41,200	431.36		
Exercised	(137,320)	222.78		
Forfeited	(11,250)	288.67		
Expired	(3,000)	164.30		
Options outstanding at December 31, 2024	**300,495**	**$ 301.50**	**2.50**	**$ 51,907**
Options exercisable at December 31, 2024	**78,102**	**$ 249.19**	**1.36**	**$ 17,560**

The following is a summary of restricted stock activity as of and for the year ended December 31, 2024:

	Shares	Weighted-Average Grant Date Fair Value
Restricted stock outstanding at December 31, 2023	2,736,681	$ 124.56
Granted	110,160	428.46
Vested	(199,329)	33.18
Forfeited	(21,215)	261.60
Restricted stock outstanding at December 31, 2024	**2,626,297**	**$ 143.14**

The weighted-average grant date fair value of restricted stock granted during 2024, 2023, and 2022 was $428.46, $302.71, and $290.55, respectively. The fair value of restricted stock that vested during 2024, 2023, and 2022 was $102,328, $5,745, and $271,781, respectively.

During 2024, 78,378 shares of common stock with an aggregate fair market value of $39,613 were withheld as payment in lieu of cash to satisfy tax withholding obligations in connection with the vesting of restricted stock. During 2023, 7,585 shares of common stock with an aggregate fair market value of $2,215 were withheld as payment in lieu of cash to satisfy tax withholding obligations in connection with the vesting of restricted stock. During 2022, 320,468 shares of Class B common stock, which include the 311,408 surrendered shares referenced below, with an aggregate fair market value of $87,049 were withheld as payment in lieu of cash to satisfy tax withholding obligations in connection with the vesting of restricted stock. These shares were retired upon delivery.

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2022 Vesting of Restricted Stock Held by our CEO

On October 15, 2022, 975,622 shares of Class B restricted stock previously granted to our CEO during the period from 1997 to 2011 under various performance-based incentive plans vested. The vested shares had a value of $265,106 based on the closing price of our Class B common stock as of that date, which was deductible in our 2022 income tax return. The vesting of shares provided a cash benefit of approximately $67,000 in 2022 and reduced our provision for income taxes in 2022 by approximately $49,000. This vested value constituted taxable compensation to our CEO for income tax purposes and was subject to statutory withholding. Upon vesting, we funded $104,319 in statutory withholding, which, in turn, was satisfied by the CEO through a cash payment to us of $19,700 and by the surrendering of 311,408 shares of Class B common stock. Accordingly, 664,214 shares of Class B common stock were retained by the CEO, and we retired the surrendered shares.

Share-Based Compensation Fair Value Assumptions

The fair value of each stock option award is estimated on the date of grant using the Black-Scholes option pricing valuation model based on the weighted-average assumptions noted in the table below. The fair value of each stock option award, which is subject to graded vesting, is expensed, net of estimated forfeitures, on a straight-line basis over the requisite service period for each separately vesting portion of the stock option. We use historical data to estimate stock option forfeitures. The expected term of stock option awards granted represents the period of time that stock option awards granted are expected to be outstanding and was calculated using the simplified method for plain vanilla options, which we believe provides a reasonable estimate of expected life based on our historical data. The risk-free rate for periods within the contractual life of the stock option award is based on the yield curve of a zero-coupon U.S. Treasury bond on the date the stock option award is granted with a maturity equal to the expected term of the stock option award. Expected volatility is based on the historical volatility of our stock.

The following table presents the weighted-average assumptions used for stock options granted:

Years Ended December 31,	2024	2023	2022
Expected term in years	**5.16**	4.25	4.25
Risk-free interest rate	**4.17%**	4.11%	3.04%
Expected volatility	**24.72%**	25.38%	23.10%
Expected dividend yield	**2.55%**	3.15%	2.84%
Grant date fair value	**$93.88**	$67.32	$46.60

Exercise of Stock Options

The total intrinsic value of stock options exercised during 2024, 2023, and 2022 was $32,481, $30,515, and $13,046, respectively. Cash received from the exercise of stock options during 2024, 2023, and 2022 was $28,791, $26,835, and $18,425, respectively. The tax benefit from stock option exercises during 2024, 2023, and 2022 was $7,040, $6,617, and $2,658, respectively. During 2024, 2023, and 2022, 3,999 shares of Common stock with an aggregate fair market value of $1,860, 17,687 shares of Common stock with an aggregate fair market value of $5,489 and 1,592 shares of Common stock with an aggregate fair market value of $438, respectively, were withheld as payment in lieu of cash for stock option exercises and related tax withholdings. These shares were retired upon delivery.

Share-Based Compensation Expense

The following table provides information on share-based compensation expense:

Years Ended December 31,	2024	2023	2022
Stock options	**$ 3,798**	$ 3,603	$ 3,856
Restricted stock	**31,224**	26,397	24,965
Share-based compensation expense	**$35,022**	$30,000	$28,821

At December 31, 2024, there was $7,188 of unrecognized pre-tax compensation expense related to stock options granted under the 2021 Plan, which is expected to be recognized over a weighted-average period of approximately 2.1 years. The total fair value of stock options that vested during 2024, 2023, and 2022 was $4,022, $2,751, and $2,721, respectively.

At December 31, 2024, there was $222,387 of unrecognized pre-tax compensation expense related to restricted stock, which is expected to be recognized over a weighted-average period of approximately 11.7 years. Of this amount, approximately $45,000 is related to awards granted to our CEO, of which approximately $10,000, $17,000, $13,000, and $5,000 vest in approximately 2, 4, 5 and 8 years upon his attainment of age 86, 88, 89, and 92 respectively, and approximately $56,000 is related to awards granted to our President, of which approximately $55,000 and $1,000 vest in approximately 19 and 21 years upon his attainment of age 62 and 64, respectively. In the event that vesting is accelerated for any circumstance, as defined in the related agreements, the remaining unrecognized share-based compensation expense would be immediately recognized as a charge to earnings with a corresponding tax benefit. At December 31, 2024, we were obligated to issue 21,597 shares of restricted stock to our CEO that vest in approximately 8 years, 19,906 shares of restricted stock to our President that vest in approximately 19 years, and an estimated 4,747 shares of restricted stock to various key leaders that vest in approximately 5-11 years in connection with 2024's performance-based incentive compensation program.

Employee Stock Purchase Plan

The Watsco, Inc. Fourth Amended and Restated 1996 Qualified Employee Stock Purchase Plan (the "ESPP") provides for up to 1,500,000 shares of Common stock to be available for purchase by our full-time employees with at least 90 days of service. The ESPP allows participating employees to purchase shares of Common stock at a 5% discount to the fair market value at specified times. During 2024, 2023, and 2022, employees purchased 2,935, 4,096, and 4,101 shares of Common stock at an average price of $429.60, $306.80, and $262.57 per share, respectively. Cash dividends received by the ESPP were reinvested in Common stock and resulted in the issuance of 2,308, 3,079, and 3,365 additional shares during 2024, 2023, and 2022, respectively. We received proceeds of $2,292, $2,292, and $1,997, respectively, during 2024, 2023, and 2022, for shares of our Common stock purchased and reinvested under the ESPP. At December 31, 2024, 431,061 shares remained available for purchase under the ESPP.

401(k) Plan

We have a profit sharing retirement plan for our employees that is qualified under Section 401(k) of the Internal Revenue Code. Annual matching contributions are made based on a percentage of eligible employee compensation deferrals. The contribution has historically been made with the issuance of Common stock to the plan on behalf of our employees. For the years ended December 31, 2024, 2023, and 2022, we issued 20,387, 35,533, and 21,560 shares of Common stock, respectively, to the plan, representing the Common stock discretionary matching contribution of $8,735, $8,862, and $6,746, respectively.

11. INVESTMENT IN UNCONSOLIDATED ENTITY

Our first joint venture with Carrier, Carrier Enterprise, LLC, which we refer to as Carrier Enterprise I, has a 38.4% ownership interest in RSI, an HVAC distributor operating from 36 locations in the Western U.S. Our proportionate share of the net income of RSI is included in other income in our consolidated statements of income. Effective December 18, 2023, Carrier Enterprise I acquired an additional 0.3% ownership interest in RSI for cash consideration of $2,849, of which we contributed $2,279 and Carrier contributed $570. This acquisition increased Carrier Enterprise I's ownership interest in RSI from 38.1% to 38.4%.

Carrier Enterprise I is a party to a shareholders' agreement with RSI and its shareholders (the "RSI Shareholders' Agreement"), consisting of five Sigler second generation family siblings and their affiliates, who collectively own 55.4% of RSI (the "RSI Majority Holders") and certain next-generation Sigler family members and an employee, who collectively own 6.2% of RSI (the "RSI Minority Holders" and, together with the RSI Majority Holders, the "RSI Shareholders"). Pursuant to the RSI Shareholders' Agreement, the RSI Shareholders have the right to sell, and Carrier Enterprise I has the obligation to purchase, their respective shares of RSI for a purchase price determined based on the higher of book value or a multiple of EBIT, the latter of which Carrier Enterprise I used to calculate the price for its 38.4% investment held in RSI. The RSI Shareholders may transfer their respective shares of RSI common stock only to members of the Sigler family or to Carrier Enterprise I, and, at any time from and after the date on which Carrier Enterprise I owns 85% or more of RSI's outstanding common stock, it has the right, but not the obligation, to purchase from the RSI Shareholders the remaining outstanding shares of RSI common stock. Additionally, Carrier Enterprise I has the right to appoint two of RSI's six board members. Given Carrier Enterprise I's 38.4% equity interest in RSI and its right to appoint two out of RSI's six board members, this investment in RSI is accounted for under the equity method.

On July 28, 2023, Watsco, Carrier Enterprise I, and the RSI Majority Holders entered into an agreement that (1) provides Carrier Enterprise I the discretion, but not the obligation, to fund up to 80% of any purchase from the RSI Majority Holders of their RSI common stock, as required under the Shareholders' Agreement, using Watsco Common stock (the "Offered Shares"), (2) provides that any Offered Shares actually issued would be valued based on the average volume-weighted average price of Watsco's Common stock for the ten trading days immediately preceding the payment date for the applicable RSI shares, and (3) limits the amount of RSI shares that may be collectively sold by the RSI Majority Holders to Carrier Enterprise I under the Shareholders' Agreement to $125,000 during any rolling 12-month period. We have not issued or sold any Offered Shares, and there is no assurance that we will issue and sell any Offered Shares, nor is the number of Offered Shares that may be issued and sold currently determinable.

12. ACQUISITIONS

Commercial Specialists, Inc.

On February 1, 2024, one of our wholly owned subsidiaries acquired Commercial Specialists, Inc. ("CSI"), a distributor of HVAC products with annual sales of approximately $13,000, operating from two locations in Kentucky and Ohio. Consideration for the purchase consisted of $6,037 in cash, 1,904 shares of Common stock having a fair value of $752, and $562 for repayment of indebtedness, net of cash acquired of $1,426. The purchase price resulted in the recognition of $2,469 in goodwill. The tax basis of such goodwill is deductible for income tax purposes over 15 years.

Gateway Supply Company, Inc.

On September 1, 2023, we acquired substantially all the assets and assumed certain of the liabilities of Gateway Supply Company, Inc. ("GWS"), a plumbing and HVAC distributor with annual sales of approximately $180,000, operating from 15 locations in South Carolina and one location in Charlotte, North Carolina. We formed a new, wholly owned subsidiary, Gateway Supply LLC, that operates this business. Consideration for the net purchase price consisted of $4,000 in cash, net of cash acquired of $3,102, and 280,215 shares of Common stock having a fair value of $101,645, net of a discount for lack of marketability. Of the 280,215 shares of Common stock issued, 21,228 shares were subject to a contractual restriction that generally prohibited the sale or other transfer of such shares by GWS and its permitted transferees for a period of one year following the closing date with respect to half of such shares, and two years following the closing date with respect to the other half of such shares. The purchase price resulted in the recognition of $69,086 in goodwill and intangibles. The fair value of the identified intangible assets was $44,000 and consisted of $18,600 in trade names and distribution rights, and $25,400 in customer relationships to be amortized over an 18-year period. The tax basis of the acquired goodwill recognized is not deductible for income tax purposes.

The table below presents the allocation of the total consideration to tangible and intangible assets acquired and liabilities assumed from the acquisition of GWS based on their respective fair values as of September 1, 2023:

Accounts receivable	$ 21,159
Inventories	37,098
Other current assets	319
Property and equipment	3,213
Operating lease ROU assets	15,737
Goodwill	25,086
Intangibles	44,000
Other assets	86
Current portion of lease liabilities	(3,633)
Accounts payable	(8,306)
Accrued expenses and other current liabilities	(4,934)
Operating lease liabilities, net of current portion	(12,434)
Finance lease liabilities, net of current portion	(1,431)
Other liabilities	(13,417)
Total	$102,543

Capitol District Supply Co., Inc.

On March 3, 2023, one of our wholly owned subsidiaries acquired Capitol District Supply Co., Inc., a distributor of plumbing and air conditioning and heating products with annual sales of approximately $13,000, operating from three locations in New York. Consideration for the purchase consisted of $1,217 in cash, net of cash acquired of $144, and $1,851 for repayment of indebtedness. The purchase price resulted in the recognition of $1,055 in goodwill and intangibles. The fair value of the identified intangible assets was $606 and consisted of $430 in trade names and distribution rights, and $176 in customer relationships to be amortized over an 18-year period. The tax basis of such goodwill is deductible for income tax purposes over 15 years.

The results of operations of these acquisitions have been included in the consolidated financial statements from their respective dates of acquisition. The pro-forma effect of these acquisitions was not deemed significant to the consolidated financial statements.

13. GOODWILL AND INTANGIBLE ASSETS

The changes in the carrying amount of goodwill are as follows:

Balance at December 31, 2022	$430,711
Acquired goodwill	25,547
Foreign currency translation adjustment	890
Balance at December 31, 2023	457,148
Acquired goodwill	2,469
Adjustment to goodwill related to 2023 acquisition	(12)
Foreign currency translation adjustment	(7,747)
Balance at December 31, 2024	**$451,858**

Intangible assets are comprised of the following:

December 31,	Estimated Useful Lives in Years	2024	2023
Indefinite lived intangible assets - Trade names, trademarks, and distribution rights		**$165,910**	$174,779
Finite lived intangible assets:			
Customer relationships	7-18	**107,149**	110,489
Patented and unpatented technology	7	**1,517**	1,650
Trade name	10	**4,293**	1,150
Accumulated amortization		**(70,397)**	(69,922)
Finite lived intangible assets, net		**42,562**	43,367
		$208,472	$218,146

Amortization expense related to finite lived intangible assets included in selling, general and administrative expenses for the years ended December 31, 2024, 2023, and 2022, were $5,431, $4,323, and $4,709, respectively.

Based on the finite lived intangible assets recorded at December 31, 2024, annual amortization for the next five years is expected to approximate the following:

2025	$5,200
2026	$5,100
2027	$3,400
2028	$2,500
2029	$2,500

14. SHAREHOLDERS' EQUITY

Common Stock

Common stock and Class B common stock share equally in earnings and are identical in most other respects except: (i) Common stock is entitled to one vote on most matters and each share of Class B common stock is entitled to ten votes; (ii) shareholders of Common stock are entitled to elect 25% of the Board of Directors (rounded up to the nearest whole number) and Class B shareholders are entitled to elect the balance of the Board of Directors; (iii) cash dividends may be paid on Common stock without paying a cash dividend on Class B common stock and no cash dividend may be paid on Class B common stock unless at least an equal cash dividend is paid on Common stock; and (iv) Class B common stock is convertible at any time into Common stock on a one-for-one basis at the option of the shareholder.

Preferred Stock

We are authorized to issue preferred stock with such designation, rights and preferences as may be determined from time to time by our Board of Directors. Accordingly, the Board of Directors is empowered, without shareholder approval, to issue preferred stock with dividend, liquidation, conversion, voting or other rights which could adversely affect the voting power or other rights of the holders of our common stock and, in certain instances, could adversely affect the market price of this stock. We had no preferred stock outstanding at December 31, 2024 or 2023.

Dividend Reinvestment Plan

On March 29, 2024, we implemented the Watsco, Inc. Dividend Reinvestment Plan (the "DRIP"), under which existing shareholders may, in accordance with the DRIP, acquire shares of common stock, as applicable, by reinvesting all or a portion of the cash dividends paid on such shareholders' shares of common stock. The DRIP has been registered under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to our automatically effective shelf registration statement on Form S-3 (File No. 333-282975). During 2024, we issued 27,561 shares of common stock under the DRIP.

At-the-Market Offering Program

On August 6, 2021, we entered into a sales agreement with Robert W. Baird & Co. Inc. ("Baird"), which enabled the Company to issue and sell shares of Common stock in one or more negotiated transactions or transactions that are deemed to be "at the market" offerings as defined in Rule 415 under the Securities Act, for a maximum aggregate offering amount of up to $300,000 (the "2021 ATM Program").

During 2024, we issued and sold 712,000 shares of Common stock under the 2021 ATM Program for net proceeds of $281,784. Direct costs of $33 incurred in connection with the offering were charged against the proceeds from the sale of Common stock and reflected as a reduction of paid-in capital. During 2023, we issued and sold 45,000 shares of Common stock under the 2021 ATM Program for net proceeds of $15,179. Direct costs of $375 incurred in connection with the offering were charged against the proceeds from the sale of Common stock and reflected as a reduction of paid-in capital. In aggregate, we issued and sold $298,455 of Common stock under the 2021 ATM Program.

On May 3, 2024, we entered into an amended and restated sales agreement with Baird (the "2024 ATM Program"), which enables the further issuance and sale of up to $400,000 of shares of Common stock. At December 31, 2024, $400,000 was available for sale under the 2024 ATM Program. The offer and sale of shares under the 2024 ATM Program were registered under the Securities Act pursuant to our automatically effective shelf registration statement on Form S-3 (File No. 333-282975).

Company Share Repurchase Program

In September 1999, our Board of Directors authorized the repurchase, at management's discretion, of up to 7,500,000 shares of common stock in the open market or via private transactions. Shares repurchased under the program are accounted for using the cost method and result in a reduction of shareholders' equity. No shares were repurchased during 2024, 2023 or 2022. We last repurchased shares under this plan during 2008. In aggregate, 6,322,650 shares of Common stock and 48,263 shares of Class B common stock have been repurchased at a cost of $114,425 since the inception of the program. At December 31, 2024, there were 1,129,087 shares remaining authorized for repurchase under the program. In considering any further stock repurchases under our repurchase program, we intend to evaluate the impact of the 1% excise tax on stock repurchases that became effective on January 1, 2023.

15. FINANCIAL INSTRUMENTS

Recorded Financial Instruments

Recorded financial instruments consist of cash and cash equivalents, short-term cash investments, accounts receivable, accounts payable, lease liabilities, and borrowings under our revolving credit agreement. At December 31, 2024 and 2023, the fair values of cash and cash equivalents, short-term cash investments, accounts receivable, and accounts payable approximated their carrying values due to the short-term nature of these instruments.

The fair values of lease liabilities approximated their carrying values based on the present value of future lease payments. The fair values of variable rate borrowings under our revolving credit agreement also approximate their carrying value based upon interest rates available for similar instruments with consistent terms and remaining maturities.

Off-Balance Sheet Financial Instruments

At December 31, 2024 and 2023, we were contingently liable under standby letters of credit for $350 and $150, respectively, which were required by leases for real property. Additionally, at December 31, 2024 and 2023, we were contingently liable under various performance bonds aggregating approximately $12,700 and $13,600, respectively, which are used as collateral to cover any contingencies related to our nonperformance under agreements with certain customers. We do not expect that any material losses or obligations will result from the issuance of the standby letter of credit or performance bonds because we expect to meet our obligations under our lease for real property and to certain customers in the ordinary course of business.

Concentrations of Credit Risk

Financial instruments which potentially subject us to concentrations of credit risk consist principally of accounts receivable. Concentrations of credit risk are limited due to the large number of customers comprising the customer base and their dispersion across many different geographical regions. We also have access to credit insurance programs which are used as an additional means to mitigate credit risk.

16. DERIVATIVES

We enter into foreign currency forward and option contracts to offset the earnings impact that foreign exchange rate fluctuations would otherwise have on certain monetary liabilities that are denominated in nonfunctional currencies.

Derivatives Not Designated as Hedging Instruments

We have entered into foreign currency forward and option contracts that are either not designated as hedges or did not qualify for hedge accounting. These derivative instruments were effective economic hedges for all of the periods presented. The fair value gains and losses on these contracts are recognized in earnings as a component of selling, general and administrative expenses. We had only one foreign currency exchange contract not designated as a hedging instrument at December 31, 2024, the total notional value of which was $5,100. Such contract expired in January 2025.

We recognized gains (losses) of $3,232, $(2,791), and $(917) from foreign currency forward and option contracts not designated as hedging instruments in our consolidated statements of income for 2024, 2023, and 2022, respectively.

17. FAIR VALUE MEASUREMENTS

The following tables present our assets and liabilities carried at fair value that are measured on a recurring basis:

	Balance Sheet Location	Total	Fair Value Measurements at December 31, 2024 Using		
			Level 1	Level 2	Level 3
Assets:					
Certificates of deposit	Short-term cash investments	**$255,669**	**—**	**$255,669**	**—**
Derivative financial instruments	Other current assets	**$ 6**	**—**	**$ 6**	**—**
Equity securities	Other assets	**$ 1,078**	**$1,078**	**—**	**—**
Private equities	Other assets	**$ 1,500**	**—**	**—**	**$1,500**

	Balance Sheet Location	Total	Fair Value Measurements at December 31, 2023 Using		
			Level 1	Level 2	Level 3
Assets:					
Derivative financial instruments	Other current assets	$ 5	—	$ 5	—
Equity securities	Other assets	$1,044	$1,044	—	—
Private equities	Other assets	$1,500	—	—	$1,500

The following is a description of the valuation techniques used for these assets and liabilities, as well as the level of input used to measure fair value:

Short-term cash investments – these investments consist of certificates of deposit that have varying maturities through March 2025. We classify these investments within Level 2 of the valuation hierarchy because fair value is based on indirectly observable market inputs.

Derivative financial instruments – these derivatives are foreign currency forward and option contracts. See Note 16. Fair value is based on observable market inputs, such as forward rates in active markets; therefore, we classify these derivatives within Level 2 of the valuation hierarchy.

Equity securities – these investments are exchange-traded equity securities. Fair values for these investments are based on closing stock prices from active markets and are therefore classified within Level 1 of the fair value hierarchy.

Private equities – other investments in which fair value inputs are unobservable and are therefore classified within Level 3 of the fair value hierarchy.

18. COMMITMENTS AND CONTINGENCIES

Litigation, Claims, and Assessments

We are involved in litigation incidental to the operation of our business. We vigorously defend all matters in which we or our subsidiaries are named defendants and, for insurable losses, maintain significant levels of insurance to protect against adverse judgments, claims or assessments that may affect us. Although the adequacy of existing insurance coverage and the outcome of any legal proceedings cannot be predicted with certainty, based on the current information available, we do not believe the ultimate liability associated with any known claims or litigation will have a material adverse effect on our financial condition or results of operations.

Self-Insurance

Self-insurance reserves are maintained relative to company-wide casualty insurance and health benefit programs. The level of exposure from catastrophic events is limited by the purchase of stop-loss and aggregate liability reinsurance coverage. When estimating the self-insurance liabilities and related reserves, management considers several factors, which include historical claims experience, demographic factors, severity factors, and valuations provided by independent third-party actuaries. Management reviews its assumptions with its independent third-party actuaries to evaluate whether the self-insurance reserves are adequate. If actual claims or adverse development of loss reserves occur and exceed these estimates, additional reserves may be required. Reserves in the amounts of $6,247 and $9,747 at December 31, 2024 and 2023, respectively, were established related to such programs and are included in accrued expenses and other current liabilities in our consolidated balance sheets.

Variable Interest Entity

As of December 31, 2024, in conjunction with our casualty insurance programs, limited equity interests are held in a captive insurance entity. The programs permit us to self-insure a portion of losses, to gain access to a wide array of safety-related services, to pool insurance risks and resources in order to obtain more competitive pricing for administration and reinsurance and to limit risk of loss in any particular year. The entity meets the definition of Variable Interest Entity ("VIE"); however, we do not meet the requirements to include this entity in the consolidated financial statements. At December 31, 2024, the maximum exposure to loss related to our involvement with this entity is limited to approximately $7,700 and we have a cash deposit of approximately $3,800 with them as collateral to cover any contingency related to additional risk assessments pertaining to our self-insurance programs. See "Self-Insurance" above for further information on commitments associated with the insurance programs. At December 31, 2024, there were no other entities that met the definition of a VIE.

Purchase Obligations

At December 31, 2024, we were obligated under various non-cancelable purchase orders with our key suppliers for goods aggregating approximately $44,000, with approximately $39,000 attributable to Carrier and its affiliates.

19. RELATED PARTY TRANSACTIONS

Purchases from Carrier and its affiliates comprised 62%, 65%, and 60%, of all inventory purchases made during 2024, 2023, and 2022, respectively. At December 31, 2024 and 2023, approximately $204,000 and $100,000, respectively, was payable to Carrier and its affiliates, net of receivables. We also sell HVAC products to Carrier and its affiliates. Revenues in our consolidated statements of income for 2024, 2023, and 2022 included approximately $82,000, $110,000, and $97,000, respectively, of sales to Carrier and its affiliates. We believe these transactions are conducted on terms equivalent to an arm's-length basis in the ordinary course of business.

A member of our Board of Directors is a Senior Chairman of Greenberg Traurig, P.A., which serves as our principal outside counsel for compliance and acquisition-related legal services. During 2024, 2023, and 2022, fees for services performed were $279, $192, and $186, respectively, and $32 and $3 was payable at December 31, 2024 and 2023, respectively.

20. SEGMENT REPORTING

We have one operating and reporting segment: HVAC/R distribution. This sole line of business focuses exclusively on the distribution of air conditioning, heating, and refrigeration equipment and related parts and supplies. Our single reportable segment entity is managed on a consolidated basis, with the CEO serving as the CODM. On a monthly basis the CODM reviews financial information presented on a consolidated basis, as reported in the consolidated statements of income, and uses consolidated operating income and net income to assess performance and allocate resources. Significant expenses within operating income and net income include cost of sales and selling, general and administrative expenses, which are each separately presented in the consolidated statements of income. Other segment items within net income include interest and income taxes. See Note 21 for geographical information.

21. INFORMATION ABOUT GEOGRAPHIC AREAS

Our operations are primarily within the United States, including Puerto Rico, Canada, and Mexico. Products are also sold from the United States on an export-only basis to portions of Latin America and the Caribbean Basin. The following tables set forth revenues and long-lived assets by geographical area:

Years Ended December 31,	2024	2023	2022
Revenues:			
United States	**$6,860,648**	$6,540,646	$6,578,897
Canada	**355,797**	374,659	389,119
Latin America and the Caribbean	**401,872**	368,462	306,328
Total revenues	**$7,618,317**	$7,283,767	$7,274,344

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Revenues are attributed to countries based on the location of the store from which the sale occurred. See Note 3 for our disaggregated revenues by major product line.

December 31,	2024	2023
Long-Lived Assets:		
United States	**$1,222,171**	$1,150,736
Canada	**155,897**	167,314
Latin America and the Caribbean	**21,474**	19,201
Total long-lived assets	**$1,399,542**	$1,337,251

Long-lived assets consist primarily of goodwill and intangible assets, operating lease ROU assets, our investment in an unconsolidated entity, and property and equipment.

22. SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information was as follows:

Years Ended December 31,	2024	2023	2022
Interest paid	**$ 969**	$ 10,115	$ 3,505
Income taxes net of refunds	**$124,599**	$188,443	$105,736
Common stock issued for CSI	**$ 752**	—	—
Common stock issued for GWS	—	$101,645	—

23. SUBSEQUENT EVENTS

On January 3, 2025, Carrier Enterprise I acquired W.L. Lashley & Associates, Inc. (“Lashley”), a distributor of commercial HVAC supplies with annual sales of approximately $8,000, operating from one location in Houston, Texas. Consideration for the purchase consisted of $3,662 in cash, 1,036 shares of Common stock having a fair value of $493, and $838 for repayment of indebtedness. Carrier contributed $1,000 cash to Carrier Enterprise I in connection with the acquisition of Lashley.

On February 14, 2025, our Board of Directors approved an increase to the annual cash dividend per share of common stock to $12.00 per share from $10.80 per share, effective with the dividend that will be paid in April 2025.

WATSCO, INC.
SECURITIES TRADING GUIDELINES

A. OBJECTIVE

Purchases or sales of Watsco, Inc.’s (the “Company”) Common Stock or Class B Common Stock by insiders at a time when there is material information about the Company which is not generally known to the investing public may result in violations of the anti-fraud and anti-manipulative provisions of the federal securities laws and related rules of the Securities and Exchange Commission (“SEC”). Although the operation and impact of these laws and rules are extensive and not addressed in detail in these guidelines (the “Guidelines”), they generally require that, **at the time of any such transactions by an insider in either the Company’s Common Stock or Class B Common Stock, there must have been full public disclosure of material facts not generally known to the public and a reasonable period of time for dissemination and evaluation of those facts**.

In these Guidelines, the Company’s Common stock and Class B Common Stock are collectively referred to as “Company Securities”. Please refer to Section C (Definitions) below for the definitions of other terms used in these Guidelines.

The constraints imposed by these laws and rules on insider trading apply equally to insiders who provide trading “tips” to other persons. Improper disclosure of non-public material information to any person who trades in Company Securities (often referred to as “tipping”) constitutes a violation of the insider trading laws and a violation of these Guidelines. If you disclose or discuss information regarding the Company, you may be held responsible for the unlawful trading activity of the person or persons receiving the information from you (the so-called “tippee”) and even by persons who receive the information from your tippee. In addition, anyone who receives confidential information from an insider in violation of the insider’s fiduciary duty also becomes an insider and must refrain from trading. **This means you cannot provide confidential information to anyone.**

Transactions in violation of these laws or rules may result in you becoming subject to personal liability for damages in an action brought by the injured purchaser or seller, an injunction and disgorgement of profits in an SEC enforcement proceeding or, in certain cases, criminal proceedings that could result in penalties, imprisonment, or both. **The civil and criminal penalties for insider trading are severe and are designed to make an example to prevent others from taking such action**. For example, a gain of a few thousand dollars could result in a $5 million criminal fine and up to 20 years in prison. In addition, the Company could be required to pay substantial fines for insider trading by its insiders. Both the SEC and the NYSE, through the Financial Industry Regulatory Authority, investigate and are very effective at detecting insider trading. The SEC, together with the U.S. Attorneys, pursue insider trading violations vigorously. For instance, cases have been successfully prosecuted against trading by employees in foreign accounts, trading by family members and friends, and trading involving only a small number of shares.

Since it is likely that there will always be information about the Company that is not generally known to the public, the result is that no trading in Company Securities by insiders is ever entirely free from risk under the anti-fraud rules. Under these circumstances, it is as important to avoid the appearance of impropriety, as it is to avoid impropriety itself. **Remember, your conduct will be judged with 20-20 hindsight. Accordingly, when in doubt as to a particular item of information, always presume it to be material and not to have been disclosed to the public**.

U.S. federal law also prohibits officers and directors from selling short Company Securities. Because short sales represent a bet that the price of Company Securities will decline, these Guidelines prohibit all insiders from shorting Company Securities.

Our Guidelines also prohibit insiders from engaging in any transaction in derivative securities involving Company Securities, since such speculation can harm the Company by sending inappropriate or potentially misleading signals to the market. This prohibition applies to all types of derivative securities (other than, in most instances, the exercise of employee stock options, which is discussed below).

In an effort to prevent transactions that violate the insider trading laws, the Company has adopted the following Guidelines for trading in Company Securities. These Guidelines are applicable to all directors, executive officers, key employees and other insiders. **VIOLATION OF THESE GUIDELINES BY ANY EMPLOYEE IS GROUNDS FOR DISCIPLINARY ACTION, WHICH MAY INCLUDE IMMEDIATE DISMISSAL FROM EMPLOYMENT. FURTHER, THE BOARD MAY ALSO DETERMINE APPROPRIATE ACTION AGAINST ANY DIRECTOR THAT VIOLATES THESE GUIDELINES. THESE GUIDELINES ARE NOT INTENDED TO REPLACE YOUR RESPONSIBILITY TO UNDERSTAND AND COMPLY WITH THE LEGAL PROHIBITION ON INSIDER TRADING.**

B. POLICY AND PROCEDURE

1. Section 16 and Rule 144. The trading prohibitions and restrictions set forth in these Guidelines will be superseded by any greater prohibitions or restrictions prescribed by federal or state securities laws and regulations, e.g. short swing trading by individuals subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or restrictions on the sale of securities subject to Rule 144 under the Securities Act of 1933, as amended.

2. No Trading While in Possession of Material, Non-public Information. No director, executive officer, employee or other insider may trade in, or make a bona-fide gift of, Company Securities during any period of time in which such person has knowledge of material non-public information about the Company. (If there is any question whether information is material and non-public, this matter should be discussed with Natasha Alcivar, the Vice President of Legal Affairs, Barry S. Logan, the Company's EVP, or Ana M. Menendez, the Company's CFO). Insiders must refrain from such transactions until at least the second business day after the Company publicly releases such information (for example, if the Company makes a public release of information when the market opens on Thursday morning, no trades may be made until the market opens on the following Monday morning, or the next trading day if Monday is a holiday). The CFO or her designee must approve any trading in, or bona-fide gifts of, Company Securities by an insider at least 48 hours in advance of such transaction as described below. Approval by the CFO or her designee does not exempt an insider from the prohibition on transacting in Company Securities while in possession of material non-public information.

In addition, it is the policy of the Company that no director, officer or other employee of the Company who, in the course of working for the Company, learns of material non-public information about a company with which the Company does business, including a customer or supplier of the Company, may trade in that company's securities until the information becomes public or is no longer material.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are not exempted from these Guidelines. The securities laws do not recognize such mitigating circumstances, and, in any event, even the appearance of an improper transaction must be avoided to preserve the Company's reputation for adhering to the highest standards of conduct.

3. **Trading Permitted Only During Certain Periods**. No director, executive officer, key employee or other insider may trade in Company Securities during the period beginning five business days before the end of each fiscal quarter and ending on the second business day after the date upon which the Company's earnings for that fiscal quarter (or in the case of the Company's last fiscal quarter, earnings for the entire fiscal year) have been publicly announced. These Guidelines are based on the presumption that, during these blackout periods, Company insiders will have access to the quarters (or full fiscal years) results, which are deemed material non-public information until they are disseminated into the marketplace. However, a person's ability to trade in Company Securities at times other than during the blackout periods is subject, at all times, to the other paragraphs of these Guidelines (e.g., trades in Company Securities at any time are not permitted if the person involved in the trade otherwise possesses material non-public information).

An insider may request a hardship exemption from the prohibition against trading during these blackout periods, provided that the requesting insider is not then in possession of material, non-public information and the requested transaction is not otherwise prohibited by these Guidelines. Such a request for a hardship exemption must be made to the CFO in writing (which writing may be in the form of electronic mail) stating the circumstances of the hardship and the amount and nature of the proposed transaction. The existence of the foregoing approval procedures does not in any way obligate the CFO to approve any trades requested by insiders as hardship applicants. The CFO, or her designees, may reject any trading requests at her sole discretion.

4. **Confidentiality**. Unauthorized disclosure of internal information about the Company is prohibited, whether or not for the purpose of facilitating trading in Company Securities. Company personnel should not discuss internal Company matters or developments with anyone outside of the Company, except as required in the performance of regular corporate duties as authorized by the Company's Board of Directors, the CEO or EVP. Until further notice, Watsco has determined that only the Company's CEO and EVP may communicate on behalf of the Company with the financial press, investment analysts or others in the financial community or other persons associated with the press or media, any outside professionals, consultants or advisors, including financial advisors, or the Company's security holders. Unless you are expressly authorized to the contrary, if you receive any inquiries of this nature, you should decline comment and refer the inquirer to one of these individuals. Nothing in these Guidelines shall prohibit Board committees and committee members from performing the duties defined in their respective committee charters.

5. **Tipping**. In addition to your obligation to maintain the strict confidentiality of material non-public information regarding the Company and to refrain from trading while in the possession of such information, you must take the utmost of care not to discuss any such information with family members, friends, colleagues or others who might trade in Company Securities based upon such information.

6. **Short Sales and Derivative Securities Trades are Prohibited.** In no event should any insider sell Company Securities "short" (a sale in which the seller does not own the subject Company Securities at the time) or "short against the box" (a seller owns but does not plan to deliver it currently), nor should he or she trade in derivative securities to buy or sell Company Securities.

7. **Stock Option Exercises**. In general, these Guidelines do not apply to the exercise of an employee stock option, or to the exercise of a tax withholding right pursuant to which you elect to have the Company withhold shares subject to an option to satisfy tax-withholding requirements. These Guidelines do apply, however, to any sale of stock as part of a broker-assisted cashless exercise of an option, or any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

8. **Restricted Stock Awards**. In general, these Guidelines do not apply to the vesting of restricted stock, or the exercise of a tax withholding right pursuant to which the insider elects to have the Company withhold shares to satisfy tax withholding requirements upon the vesting of any restricted shares. These Guidelines do apply, however, to any market sale of restricted stock.

9. <u>401(k) Plan</u>. To the extent the Company offers its securities as an investment option in the Company's 401(k) plan through employer matching contributions, the trading restrictions do apply to elections made under the 401(k) plan to (a) make an intra-plan transfer of an existing account balance out of the Company stock fund, (b) borrow money against a 401(k) plan account if the loan will result in a liquidation of some or all of a Company stock fund balance and (c) pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Company stock fund.

10. <u>No Change in Beneficial Ownership</u>. These Guidelines do not apply transfers of Company Securities to an entity that does not involve a change in the beneficial ownership of the securities (for example, to an inter vivos trust of which the insider is the sole beneficiary during his or her lifetime).

11. <u>Margin Accounts and Pledges.</u> Because a margin sale or foreclosure sale may occur at a time when a pledger is aware of material non-public information or otherwise is not permitted to trade in Company Securities, insiders may not hold Company Securities in a margin account or otherwise pledge Company Securities as collateral for a loan.

12. <u>No Trades during Designated Prohibited Trading Periods</u>. Under certain circumstances, the Company may determine that all trading by insiders must be prohibited for a specified period of time. If the Company's CEO, EVP, or CFO designates any period of time as a "prohibited trading period," no insider may trade in Company Securities during the designated prohibited trading period, whether or not such person possesses any material non-public information about the Company.

13. <u>Advance Notification; Form 4</u>. In order to prevent inadvertent violations and avoid the appearance of an improper transaction (which could result, for example, where a director or an officer engages in a trade while unaware of a pending major development), as indicated above in Section 1, an insider must have any trading in, or bona-fide gifts of, Company Securities approved at least 48 hours in advance by Ana Menendez or her designee. In addition, as required by the rules and regulations of the SEC, each insider who is required to file a Form 4 with the SEC as a consequence of trading in, or gifts of, Company's Securities must simultaneously deliver a copy of such Form 4 to Ana Menendez or her designee. Such an insider must also indicate on his/her Form 4 whether the applicable trade or gift was pursuant to a pre-arranged plan that was intended to comply with the affirmative defense against insider trading set forth in Rule 10b5-1 of the Exchange Act.

14. <u>Post-Termination Transactions</u>. If an insider is aware of material non-public information at the time such insider's association with the Company is terminated, whether by the insider or the Company, the insider may not trade in Company Securities until such information is no longer material or until two trading days after such information has become public. In addition, if the Company is in a blackout period at the time such association with the Company is terminated, the insider may not trade in Company Securities until two trading days after the next announcement of quarterly earnings or of the material, non-public information.

C. DEFINITIONS:

As used in these Guidelines:

1. "derivative securities" means any put option, call option, warrant, convertible security, stock appreciation right or similar right with an exercise or conversion privilege at a price related to one or more Company Securities, or any contractual arrangement that transfers all or a portion of the economic consequences associated with the ownership of one or more Company Securities.

2. “director” of the Company means an individual serving as a member of the Company’s Board of Directors or any of its business units. In addition, an individual who is a former director of the Company’s Board of Directors or any of its business units shall be deemed to be a director for a period of 90 days following the date of cessation as a director.

3. “employee” means all full-time and part-time employees of the Company or any business unit.

4. “executive officer” of the Company means the Company’s chief executive, president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), any Vice President of the Company in charge of a principal business unit, division or function (such as sales, administration or finance), any officer who performs policy-making functions, any other person who performs similar policy-making functions for the Company or has been designated as an officer by the Company’s Board of Directors or the Corporate Assurance Committee Members. Officers of the Company’s business units shall be deemed officers of the Company if they perform policy-making functions. In addition, an individual who is a former officer shall be deemed to be an officer for a period of 90 days following the date of cessation as an officer.

5. “insider” means directors, executive officers, and other key employees of the Company or any business unit, including any entity (e.g., corporation, partnership, or limited liability company) of which or in which any such person exercises control or has a financial interest, and all other persons who from time to time possess material non-public information concerning the Company or execute trades in Company Securities on such person’s behalf, as well as any member of such person’s immediate family (parents, siblings, and children) (as well as other adoptive relationships), any other family members sharing the same house of such person or family members who do not share the same household but whose transactions in Company Securities are directed by such person or are subject to such person’s influence or control.

6. “material non-public information” is information, positive or negative, that is not known to the general public and for which there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision regarding the purchase or sale of Company Securities and the information would be viewed by a reasonable investor as having significantly altered the “total mix” of information made available or the information, if made public, would likely affect the market price of Company Securities. Material non-public information can include information that something is likely to happen — or just that it might happen. The following types of information are particularly sensitive and, as a general rule, should be considered material, although this list is not exclusive:

- Confirmations of current earnings or margins
- Projections of future earnings or losses, margins, or other earnings
- Earnings that are inconsistent with the consensus expectations of the investment community
- Sales information
- Senior management changes
- Merger, acquisition, or change of control of the Company
- Public or private sale of securities
- Change in dividend policy
- Gain or loss of a significant customer
- Plans for a substantial capital investment

- Purchase or sale of a significant asset
- Discontinuances of existing products
- Major new product or service announcements
- Important pricing changes
- Significant write-offs or increases in reserves
- Significant labor dispute
- Significant litigation, disputes or injunctions
- Delays in product development or problems with quality control
- A stock split or other recapitalization
- A redemption or purchase by the Company of Company Securities
- Any other information that is likely to have a significant impact on the Company’s financial results or the price of Company Securities

7. “trade” or “trading” means any purchase from or sale to any party other than the Company.

EXHIBIT 21.1

SUBSIDIARIES OF THE REGISTRANT

The following table sets forth the significant subsidiaries of Watsco, Inc. as of December 31, 2024, and their respective incorporation jurisdictions. The names of various other wholly owned subsidiaries have been omitted. None of the foregoing omitted subsidiaries, considered either alone or in the aggregate as a single subsidiary, constitutes a significant subsidiary.

Name of Subsidiary	State or Other Jurisdiction of Incorporation	Percent of Ownership
Acme Refrigeration LLC	Delaware	100%
Alert Labs Inc.	Ontario, Canada	100%
Baker Distributing Company LLC	Delaware	100%
Boreal International Corporation	Florida	100%
Carrier Enterprise Canada, L.P.	Ontario, Canada	60%
Carrier Enterprise Mexico S. de R.L. de C.V.	Mexico	80%
Carrier Enterprise Servicios Mexico S. de R.L. de C.V.	Mexico	80%
Expert TTL Solutions S. de R.L. de C.V.	Mexico	80%
Carrier Enterprise, LLC	Delaware	80%
Carrier Enterprise Northeast, LLC	Delaware	80%
Carrier InterAmerica Corporation	Delaware	80%
Carrier (Puerto Rico), Inc.	Delaware	80%
East Coast Metal Distributors LLC	Delaware	100%
Gateway Supply LLC	Delaware	100%
Gemaire Distributors LLC	Delaware	100%
Heating & Cooling Supply LLC	California	100%
Homans Associates II LLC	Delaware	100%
N&S Supply LLC	Delaware	100%
Peirce-Phelps LLC	Delaware	80%
TEC Distribution LLC	Delaware	80%
Tradewinds Distributing Company, LLC	Delaware	100%

EXHIBIT 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statement No. 333-282975 on Form S-3 and Registration Statement Nos. 333-256872, 333-197795, and 333-185345 on Form S-8 of our report dated February 28, 2025, relating to the consolidated financial statements of Watsco, Inc. and subsidiaries and the effectiveness of Watsco, Inc. and subsidiaries' internal control over financial reporting appearing in this Form 10-K for the year ended December 31, 2024.

/s/ Deloitte & Touche LLP

Miami, Florida
February 28, 2025

EXHIBIT 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the registration statement (No. 333-282975) on Form S-3 and (No. 333-256872, 333-197795, and 333-185345) on Form S-8 of our report dated February 24, 2023, except for Note 20, as to which the date is February 28, 2025, with respect to the consolidated financial statements of Watsco, Inc.

/s/ KPMG LLP

Miami, Florida
February 28, 2025

EXHIBIT 31.1

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

I, Albert H. Nahmad, certify that:

1. I have reviewed this Annual Report on Form 10-K of Watsco, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers 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 this 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 officers 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 28, 2025

/s/ Albert H. Nahmad
Albert H. Nahmad
Chief Executive Officer

EXHIBIT 31.2

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

I, Barry S. Logan, certify that:

1. I have reviewed this Annual Report on Form 10-K of Watsco, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers 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 this 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 officers 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 28, 2025

/s/ Barry S. Logan

Barry S. Logan
Executive Vice President

EXHIBIT 31.3

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

I, Ana M. Menendez, certify that:

1. I have reviewed this Annual Report on Form 10-K of Watsco, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officers 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 this 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 officers 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 28, 2025

/s/ Ana M. Menendez

Ana M. Menendez
Chief Financial Officer

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Watsco, Inc. (“Watsco”) on Form 10-K for the year ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Albert H. Nahmad, as Chief Executive Officer of Watsco, Barry S. Logan, as Executive Vice President of Watsco and Ana M. Menendez, as Chief Financial Officer of Watsco, each hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to our knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Watsco.

/s/ Albert H. Nahmad
Albert H. Nahmad
Chief Executive Officer
February 28, 2025

/s/ Barry S. Logan
Barry S. Logan
Executive Vice President
February 28, 2025

/s/ Ana M. Menendez
Ana M. Menendez
Chief Financial Officer
February 28, 2025

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

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by Watsco for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.