

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

**FORM 10-K**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2025
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from      to
- Commission file number 0-20797

**RUSH ENTERPRISES, INC.**  
(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of incorporation or organization)

**74-1733016**  
(I.R.S. Employer Identification No.)

**555 IH 35 South, New Braunfels, TX**  
(Address of principal executive offices)

**78130**  
(Zip Code)

Registrant's telephone number, including area code: **(830) 302-5200**

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value	RUSHA	NASDAQ Global Select Market
Class B Common Stock, \$0.01 par value	RUSHB	NASDAQ Global Select Market

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

**None**

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

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

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

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T 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 if 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 Exchange Act).  
Yes  No

The aggregate market value of common stock held by non-affiliates of the registrant as of June 30, 2025, was approximately \$3,565,130,872 based upon the last sales price on June 30, 2025, on The NASDAQ Global Select Market <sup>SM</sup> of \$51.51 for the registrant's Class A common stock and \$52.48 for the registrant's Class B common stock. Shares of common stock held by each executive officer and director and by each shareholder affiliated with a director or an executive officer have been excluded from this calculation because such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The registrant had 60,503,266 shares Class A common stock and 16,437,909 shares of Class B common stock outstanding on February 17, 2026.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

**Portions of registrant's definitive proxy statement for the registrant's 2026 Annual Meeting of Shareholders, to be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2025, are incorporated by reference into Part III of this Form 10-K.**

**RUSH ENTERPRISES, INC.****Index to Form 10-K****Year ended December 31, 2025**

		<b><u>Page</u></b> <b><u>No.</u></b>
	<b><u>Part I</u></b>	
Item 1	<a href="#">Business</a>	<a href="#">4</a>
Item 1A	<a href="#">Risk Factors</a>	<a href="#">17</a>
Item 1B	<a href="#">Unresolved Staff Comments</a>	<a href="#">27</a>
Item 1C	<a href="#">Cybersecurity</a>	<a href="#">27</a>
Item 2	<a href="#">Properties</a>	<a href="#">28</a>
Item 3	<a href="#">Legal Proceedings</a>	<a href="#">28</a>
Item 4	<a href="#">Mine Safety Disclosures</a>	<a href="#">28</a>
	<b><u>Part II</u></b>	
Item 5	<a href="#">Market for Registrant’s Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">28</a>
Item 6	<a href="#">[Reserved]</a>	<a href="#">31</a>
Item 7	<a href="#">Management’s Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">31</a>
Item 7A	<a href="#">Quantitative and Qualitative Disclosures about Market Risk</a>	<a href="#">42</a>
Item 8	<a href="#">Financial Statements and Supplementary Data</a>	<a href="#">43</a>
Item 9	<a href="#">Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	<a href="#">76</a>
Item 9A	<a href="#">Controls and Procedures</a>	<a href="#">76</a>
Item 9B	<a href="#">Other Information</a>	<a href="#">79</a>
Item 9C	<a href="#">Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</a>	<a href="#">79</a>
	<b><u>Part III</u></b>	
Item 10	<a href="#">Directors, Executive Officers and Corporate Governance</a>	<a href="#">79</a>
Item 11	<a href="#">Executive Compensation</a>	<a href="#">79</a>
Item 12	<a href="#">Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters</a>	<a href="#">79</a>
Item 13	<a href="#">Certain Relationships and Related Transactions, and Director Independence</a>	<a href="#">79</a>
Item 14	<a href="#">Principal Accountant Fees and Services</a>	<a href="#">79</a>
	<b><u>Part IV</u></b>	
Item 15	<a href="#">Exhibits, Financial Statement Schedules</a>	<a href="#">79</a>
Item 16	<a href="#">Form 10-K Summary</a>	<a href="#">83</a>

## NOTE REGARDING FORWARD-LOOKING STATEMENTS

*Certain statements contained in this Form 10-K (or otherwise made by the Company or on the Company's behalf from time to time in other reports, filings with the Securities and Exchange Commission ("SEC"), news releases, conferences, website postings or otherwise) that are not statements of historical fact constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act of 1934, as amended (the "Exchange Act"), notwithstanding that such statements are not specifically identified. Forward-looking statements include statements about the Company's financial position, business strategy and plans and objectives of management of the Company for future operations. These forward-looking statements reflect the best judgments of the Company about the future events and trends based on the beliefs of the Company's management as well as assumptions made by and information currently available to the Company's management. Use of the words "may," "should," "continue," "plan," "potential," "anticipate," "believe," "estimate," "expect" and "intend" and words or phrases of similar import, as they relate to the Company or its subsidiaries or Company management, are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements reflect our current view of the Company with respect to future events and are subject to risks and uncertainties that could cause actual results to differ materially from those in such statements. Please read Item 1A. "Risk Factors" for a discussion of certain of those risks. Other unknown or unpredictable factors could also have a material adverse effect on future results. Although the Company believes that its expectations are reasonable as of the date of this Form 10-K, it can give no assurance that such expectations will prove to be correct. The Company does not intend to update or revise any forward-looking statements unless securities laws require it to do so, and the Company undertakes no obligation to publicly release any revisions to forward-looking statements, whether because of new information, future events or otherwise.*

## NOTE REGARDING TRADEMARKS COMMONLY USED IN THE COMPANY'S FILINGS

*Peterbilt® is a registered trademark of Peterbilt Motors Company. PACCAR® is a registered trademark of PACCAR, Inc. PacLease® is a registered trademark of PACCAR Leasing Corporation. International® is a registered trademark of International Motors, LLC (f/k/a Navistar, Inc.). Idealease is a registered trademark of Idealease, Inc. aka Idealease of North America, Inc. Blue Bird® is a registered trademark of Blue Bird Investment Corporation. IC Bus® is a registered trademark of IC Bus, LLC. Hino® is a registered trademark of Hino Motors, Ltd. Isuzu® is a registered trademark of Isuzu Motors Limited. Ford® is a registered trademark of Ford Motor Company. Cummins® is a registered trademark of Cummins, Inc. Blue Arc® is a registered trademark of The Shyft Group Inc. Battle Motors® is a registered trademark of Battle Motors, Inc. This report contains additional trade names or trademarks of other companies. Our use of such trade names or trademarks should not imply any endorsement or relationship with such companies.*

## **PART I**

### **Item 1. Business**

References herein to “the Company,” “Rush Enterprises,” “we,” “our” or “us” mean Rush Enterprises, Inc., a Texas corporation, and its subsidiaries unless the context requires otherwise.

#### **Access to Company Information**

We electronically file annual reports, quarterly reports, proxy statements and other reports and information statements with the SEC. You may read and copy any of the materials that we have filed with the SEC at the SEC’s Public Reference Room at 100 F Street NE, Washington, DC 20549. You may obtain information about the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our filings are also available to you on the SEC’s website at [www.sec.gov](http://www.sec.gov).

We make certain of our SEC filings available, free of charge, through our website, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to these reports. These filings are available as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. Our website address is [www.rushenterprises.com](http://www.rushenterprises.com). The information contained on our website, or on other websites linked to our website, is not incorporated into this report or otherwise made part of this report.

#### **General**

Rush Enterprises, Inc. was incorporated in Texas in 1965 and consists of one reportable segment, the Truck Segment, and conducts business through its subsidiaries. Our principal offices are located at 555 IH 35 South, New Braunfels, Texas 78130.

We are a full-service, integrated retailer of commercial vehicles and related services. The Truck Segment includes our operation of a network of commercial vehicle dealerships under the name “Rush Truck Centers.” Rush Truck Centers primarily sell commercial vehicles manufactured by Peterbilt, International, Hino, Ford, Isuzu, IC Bus, Blue Bird, Blue Arc and Battle Motors. Through our strategically located network of Rush Truck Centers, we provide one-stop service for the needs of our commercial vehicle customers, including retail sales of new and used commercial vehicles, aftermarket parts sales, service and repair facilities, financing, leasing and rental, and insurance products.

Our Rush Truck Centers are principally located in high traffic areas throughout the United States and Ontario, Canada. Since commencing operations as a Peterbilt heavy-duty truck dealer in 1966, we have grown to operate 126 franchised Rush Truck Centers in 23 states. We own an 80% equity interest in Rush Truck Centres of Canada Limited (“RTC Canada”). RTC Canada currently owns and operates 12 International dealerships and 2 IC Bus dealerships in Ontario. RTC Canada also sells IC Buses in the province of Quebec and the provinces of New Brunswick, Nova Scotia and Prince Edward Island (collectively, the “Maritimes”). The operating results of RTC Canada are consolidated in the Consolidated Statements of Operations, the Statements of Comprehensive Income, the Consolidated Balance Sheets and commercial vehicle unit sales data.

Our business strategy consists of providing solutions to the commercial vehicle industry through our network of commercial vehicle dealerships. We offer an integrated approach to meeting customer needs by providing service, parts and collision repairs in addition to new and used commercial vehicle sales and leasing, plus financial services, vehicle upfitting, CNG fuel systems through our joint venture with Cummins and vehicle telematics products. We intend to continue to implement our business strategy, reinforce customer loyalty and remain a market leader by continuing to develop our Rush Truck Centers as we expand our product offerings and extend our dealership network through strategic acquisitions of new locations and opening new dealerships in our existing areas of operation to enable us to better serve our customers.

Through certain of our Rush Truck Centers and several stand-alone locations, we operate 55 franchised Rush Truck Leasing locations in 21 states and 5 locations in Ontario. We provide a broad line of product selections for lease or rent, including Class 4 through Class 8 commercial vehicles, heavy-duty cranes and refuse vehicles. Our lease and rental fleets are offered to customers on a daily, monthly or long-term basis. Substantially all of our long-term leases also contain a service provision, whereby we agree to service the vehicle through the life of the lease. In addition to the product selections for lease or rent, Rush Truck Leasing also provides full-service maintenance on customers’ vehicles at several of our customers’ facilities.

The following chart reflects the locations of our operations by state or province as of December 31, 2025:

Market	Number of Owned Locations (1)	Number of Leased Locations (1)	Number of Other Locations (2)	Number of Franchises (3)
Texas	30	18	7	178
Ontario, CAN	2	14	1	46
Georgia	10	-	-	33
Ohio	6	2	-	25
Illinois	12	2	1	24
Florida	5	7	1	23
California	7	12	1	22
Missouri	7	3	-	14
Arkansas	4	2	-	13
Kansas	5	-	-	12
Idaho	4	-	-	10
Utah	4	-	-	10
Arizona	3	4	1	8
North Carolina	2	1	1	8
Oklahoma	4	3	1	8
Colorado	3	3	-	7
Virginia	1	3	-	7
Tennessee	4	-	2	5
Indiana	1	1	-	4
New Mexico	2	1	-	4
Nevada	1	1	-	3
Nebraska	1	1	-	2
Quebec, CAN	-	1	-	2
Alabama	2	-	-	2
Kentucky	-	1	-	1
<b>Totals</b>	<b>120</b>	<b>80</b>	<b>18</b>	<b>469</b>

(1) Includes Rush Truck Centers and Rush Truck Leasing

(2) Includes House of Trucks, Perfection Equipment, Chrome Country, Custom Vehicle Solutions, World Wide Tires and Rush Truck Insurance Services

(3) Includes Peterbilt, PacLease, International, Idealease, Ford, Hino, Isuzu, IC Bus, Blue Bird, Micro Bird, Collins Bus, Blue Arc and Battle Motors

*Financial and Insurance Products.* At our Rush Truck Centers, we offer third-party financing to assist customers in purchasing new and used commercial vehicles. Additionally, we sell, as an agent through our insurance agency, a complete line of property and casualty insurance, including collision and liability insurance on commercial vehicles, cargo insurance and credit life insurance.

*Other Businesses.* Perfection Equipment offers installation of equipment, equipment repair, parts installation, and paint and body repair at our location in Oklahoma City. Perfection Equipment specializes in up-fitting trucks used by oilfield service providers and other specialized service providers.

Custom Vehicle Solutions operates at its location in Denton, Texas. Custom Vehicle Solutions provides new vehicle pre-delivery inspections, truck modifications, natural gas fuel system installations, body and chassis upfitting and component installations.

The House of Trucks operates at locations in Dallas, Texas and Chicago, Illinois. The House of Trucks sells used commercial vehicles, new and used trailers and offers third-party financing and insurance products.

Our World Wide Tires store operates in Houston, Texas. World Wide Tires primarily sells tires for use on commercial vehicles.

We own 50% of the equity interest in Cummins Clean Fuel Technologies, which manufacturers compressed natural gas fuel systems and related component parts for commercial vehicles at its facility in Roanoke, Texas. The remaining 50% equity interest is owned by a subsidiary of Cummins, Inc.

## Industry

See Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Industry” for a description of our industry and the markets in which we operate.

## Our Business Strategy

*Operating Strategy.* Our strategy is to operate an integrated dealership network that provides service solutions to the commercial vehicle industry throughout the United States and Ontario, Canada. Our strategy includes the following key elements:

- Management by Dealership Units. At each of our dealerships, we operate one or more of the following departments: new commercial vehicle sales, used commercial vehicle sales, financial services, parts sales, service, or a collision center. Our general managers measure and manage the operations of each dealership according to the specific departments operating at that location. We believe that this system enhances the profitability of all aspects of a dealership and increases our overall operating margins. Operating goals for each department at each of our dealerships are established annually and managers are rewarded for performance relative to these goals.
- One-Stop Centers. We have developed certain of our commercial vehicle dealerships as “one-stop centers” that offer an integrated approach to meeting customer needs. We provide service, including collision repairs, parts, new and used commercial vehicles sales, leasing and rental, plus financial services including finance and insurance. We believe that this full-service strategy helps to mitigate cyclical economic fluctuations because our parts, service and collision center operations (referred to herein collectively as “Aftermarket Products and Services”) at our dealerships generally tend to be less cyclical than our new and used commercial vehicle sales.
- Aftermarket Products and Services. Our aftermarket capabilities include a wide range of services and products such as providing parts, service and collision repairs at certain of our Rush Truck Centers, a fleet of mobile service units, mobile technicians who work in our customers’ facilities, technology solutions, including vehicle telematics support, a proprietary line of parts and accessories, and factory-certified service for assembly services for specialized bodies and equipment. We believe that offering a variety of Aftermarket Products and Services at our dealerships and other locations allows us to meet the expanding needs of our customers. We continually strive to leverage our dealership network to offer more products and services to our customers.
- Branding Program. We employ a branding program at our dealerships through distinctive signage and uniform marketing programs to take advantage of our existing name recognition and to communicate the standardized high quality of our products and reliability of our services throughout our dealership network.

*Growth Strategy.* Through our strategic expansion and acquisition initiatives, we have grown to operate a large, multistate/international, full-service network of commercial vehicle dealerships. As described below, we intend to continue to grow our business by expanding our product and service offerings through acquisitions in new geographic areas and by opening new locations to enable us to better serve our customers.

- Expansion of Product and Service Offerings. We intend to continue to expand our product lines within our existing locations by adding product categories and service capabilities that are both complementary to our existing product lines and well suited to our operating model. We will continue to take advantage of technological advances that will provide us with the opportunity to offer vehicle owners more aftermarket options and the ability to maximize the performance of vehicles in their fleets using telematics and other technologies.
- Expansion Into New Geographic Areas. We plan to continue to expand our dealership network by acquiring existing dealerships or opening new locations in areas where we do not already have locations. We believe the geographic diversity of our Rush Truck Center network has significantly expanded our customer base while reducing the effects of local economic cycles.
- Open New Rush Truck Centers in Existing Areas of Operation. We continually evaluate opportunities to increase our market presence by adding new Rush Truck Centers within our current franchises’ areas of operation.

## Management of Our Dealerships

### *Rush Truck Centers*

Our Rush Truck Centers are responsible for sales of new and used commercial vehicles, as well as related Aftermarket Products and Services.

Aftermarket Products and Services. Revenues from Aftermarket Products and Services accounted for approximately \$2,523.0 million, or 33.9%, of our total revenues for 2025, and 63.7% of our gross profit. Rush Truck Centers carry a wide variety of commercial vehicle parts in inventory. Certain Rush Truck Centers also feature fully equipped service and collision center facilities, the combination and configuration of which varies by location, capable of handling a broad range of repairs on most commercial vehicles. Each Rush Truck Center with a service department is a warranty service center for the commercial vehicle manufacturers represented at that location, if any, and most are also authorized service centers for other vehicle component manufacturers, including Cummins, Eaton, Caterpillar and Allison. We also have mobile service technicians and technicians who staff our customers' facilities upon request.

Our service departments perform warranty and non-warranty repairs on commercial vehicles. The cost of warranty work is generally reimbursed by the applicable manufacturer at retail commercial rates. Warranty-related parts and service revenues accounted for approximately \$182.7 million, or 2.5%, of our total revenues for 2025. Additionally, we provide a wide array of services, including assembly services for specialized commercial vehicle bodies and commercial vehicle mounted equipment. Our goal is to provide our customers with any service that they need related to their commercial vehicles.

We also enter into contracts to provide full-service maintenance on certain customers' vehicles. We had 3,733 vehicles under contract maintenance as of December 31, 2025. The full-service maintenance revenues and retail service revenues are included as Aftermarket Products and Services revenues on our Consolidated Statement of Income.

New Commercial Vehicle Sales. New commercial vehicle sales represent the largest portion of our revenues, accounting for approximately \$4,139.8 million, or 55.7%, of our total revenues in 2025. Of this total, new Class 8 heavy-duty truck sales accounted for approximately \$2,425.5 million, or 32.6%, of our total revenues for 2025, and 58.6% of our new commercial vehicle revenues for 2025.

Our Rush Truck Centers that sell new and used Class 8 heavy-duty trucks manufactured by Peterbilt, International, Hino or Battle Motors may also sell medium-duty and light-duty commercial vehicles. Certain Rush Truck Centers sell medium-duty commercial vehicles manufactured by Peterbilt, Hino, Isuzu, Ford, International, Blue Arc or Battle Motors, buses manufactured by Blue Bird, IC Bus, Micro Bird or Collins bus and light-duty commercial vehicles manufactured by Ford. New medium-duty commercial vehicle sales, excluding new bus sales, accounted for approximately \$1,271.1 million, or 17.1%, of our total revenues for 2025, and 30.7% of our new commercial vehicle revenues for 2025. New bus sales accounted for approximately \$239.4 million, or 3.2%, of our total revenues for 2025, and 5.8% of our new commercial vehicle revenues for 2025. New light-duty commercial vehicle sales accounted for approximately \$179.1 million, or 2.4%, of our total revenues for 2025, and 4.3% of our new commercial vehicle revenues for 2025.

A significant portion of our new commercial vehicle sales are with customers with large fleets of commercial vehicles. Because of the size and geographic scope of our Rush Truck Center network, our strong relationships with our fleet customers and our ability to manage large quantities of used commercial vehicle trade-ins, we are able to successfully market and sell to fleet customers nationwide. We believe that we have a competitive advantage over many dealerships because we can absorb multi-unit trade-ins often associated with fleet sales and effectively disperse the used commercial vehicles for resale throughout our dealership network. We believe that the broad range of products and services we offer to purchasers of commercial vehicles at the time of purchase and post-purchase results in a high level of customer loyalty.

**Used Commercial Vehicle Sales.** Used commercial vehicle sales accounted for approximately \$363.7 million, or 4.9%, of our total revenues for 2025. We sell used commercial vehicles at most of our Rush Truck Centers and at our non-franchised used commercial vehicle facilities. We believe that we are well positioned to market used commercial vehicles due to our ability to recondition them for resale utilizing the service and collision center departments of our Rush Truck Centers and our ability to move used commercial vehicles between our dealerships as customer demand warrants. Most of our used commercial vehicle inventory consists of commercial vehicles taken as trade-ins from new commercial vehicle customers or retired from our lease and rental fleet, but we also supplement our used commercial vehicle inventory by purchasing used commercial vehicles from third parties for resale, as market conditions warrant.

**Vehicle Leasing and Rental.** Vehicle leasing and rental revenues accounted for approximately \$369.6 million, or 5.0%, of our total revenues for 2025. At our Rush Truck Leasing locations, we engage in full-service commercial vehicle leasing and rental through our PacLease and Idealease franchises. As of December 31, 2025, we had 9,988 commercial vehicles in our lease and rental fleet. Generally, we sell commercial vehicles that have been retired from our lease and rental fleet through our used commercial vehicles sales operations. Historically, we have realized gains on the sale of used lease and rental fleet inventory.

**New and Used Commercial Vehicle Financing and Insurance.** The sale of financial and insurance products accounted for approximately \$21.1 million, or 0.3%, of our total revenues for 2025. Finance and insurance revenues have minimal direct costs and therefore contribute a disproportionate share of our operating profits.

Many of our Rush Truck Centers have personnel responsible for arranging third-party financing for our product offerings. Generally, commercial vehicle finance contracts involve an installment contract, which is secured by the commercial vehicle financed and requires a down payment, with the remaining balance generally financed over a two-year to seven-year period. Most of these finance contracts are sold to third parties without recourse to us. We provide an allowance for repossession losses and early repayment penalties that we may incur under these finance contracts.

We sell, as an agent, a complete line of property and casualty insurance to commercial vehicle owners. Our agency, which operates at locations around the United States outside of our Rush Truck Centers, is licensed to sell commercial vehicle liability, collision and comprehensive, workers' compensation, cargo, and credit life insurance coverage offered by several leading insurance companies.

## **Human Capital Management**

Our people are essential to our long-term success and our human capital strategy is designed to support operational excellence and ensure we have the talent required to meet the evolving needs of our business.

On December 31, 2025, we employed 7,355 people in the U.S. and 582 people in Canada. Of these employees, less than 1% were classified as part-time. We do not regularly use independent contractors in our business operations. We strive to provide our employees with the security of long-term employment, competitive compensation and benefits, a consistent work schedule and opportunities to improve their skills and advance within the Company.

**Core Values.** Our core values define our culture and reflect who we are and the way we interact with our customers, suppliers, co-workers and shareholders. Our core values are productivity, fairness, excellence and a positive attitude and are described below.

- Productivity means constantly striving toward efficiency and success in all interactions and activities while working with a common purpose and sense of urgency.
- Fairness characterizes our honesty, integrity, truthfulness, dependability and reliability in everything we do.
- Excellence means doing it better than everyone else does. Our excellence is reflected in our first-class facilities, quality products and services, motivated and talented employees, superior results for the customer and consistency throughout our organization.
- Positive attitude means approaching every day with excitement and passion for our work and dedication to our customers with positive intensity.

Each of these core values is embodied in our code of conduct, which we call our Rush Driving Principles. Employees are required to complete training on the Rush Driving Principles and certify that they have read and understand such principles on an annual basis. We believe that our core values are the foundation of a strong and ethical culture that is a strength for us, and we intend to continue building upon that culture to improve performance across our business.

*Employee Recruitment.* We strive to attract the best talent from a variety of sources to meet the current and future needs of our business. We have established relationships with multiple trade schools and universities across the country that we utilize as a source of entry-level talent. Additionally, we believe it is incumbent upon all our managers to continuously monitor their local markets for experienced individuals who might be successful additions to our organization.

*Compensation Programs and Employee Benefits.* Our compensation programs are designed to provide a compensation package that will attract, retain, motivate and reward employees who must operate in a highly competitive, fast-paced environment. In general, our compensation programs consist of a base salary or hourly rate, commissions for employees in front-line customer facing roles, cash performance bonuses for certain employees, equity incentive awards for senior leaders, vacation leave, sick leave and other forms of paid time off.

We offer a defined contribution retirement savings plan (the “Rush 401k Plan”) to eligible employees. Under the Rush 401k Plan, participants may contribute a percentage of their eligible compensation on a pre-tax or post-tax (Roth) basis. We provide a matching contribution that is based on the participants’ contribution and years of service. Contributions to the plan are invested in various investment options selected by the participants, including mutual funds, target-date funds, and other investment vehicles.

We are committed to fair pay and have established a minimum hourly wage of \$15.00 per hour. Our employees receive a base level of monthly or hourly compensation that we believe is commensurate with their expertise, skills, knowledge, experience and location. We are an equal opportunity employer and employment and advancement within the Company is based solely upon individual merit and qualifications directly related to the job. To guard against unintentional discriminatory effects and to promote transparency and equality of opportunity, we regularly conduct analyses of pay to identify any adverse impacts to any legally protected group.

We provide our full-time employees with comprehensive benefit options that allow our employees and their families to live healthier and more secure lives. Some examples of the wide-ranging benefits we offer include medical insurance, prescription drug benefits, dental insurance, vision insurance, hospital indemnity insurance, accident insurance, critical illness insurance, smoking cessation assistance, life insurance, disability insurance, health savings accounts and flexible spending accounts.

We also provide our employees with an opportunity to participate in the ownership of the Company by offering an employee stock purchase plan that allows employees to contribute a portion of their base earnings every six months toward the semi-annual purchase of the Company’s Class A common stock. Employees participating in the stock purchase plan receive a 15% discount on the purchase price of the stock, with such discount based on lesser of the closing price of the Class A common stock on the first business day or the last business day of the semi-annual offering period. In addition, we provide our employees with an opportunity to save for retirement by participating in the Rush 401k plan, which has a Company-matching component that is based on years of service.

*Talent Development.* Our talent development programs supply our employees and leaders with tools and experiences to foster learning, employee engagement, leadership development, talent management, and employee development. Career development is fostered through education, training, learning opportunities, succession planning and performance management. Programs are designed to facilitate the development and advancement of talent from within our organization to enable us to continuously fill our ranks with qualified employees for critical positions in the organization.

Our Rush Foundational Leader Program is focused on developing key management and leadership skills. The Rush Foundational Leader Program consists of a series of courses ranging from basic management skills, including promoting a culture of inclusion, to more advanced leadership concepts and skills that are designed for managers throughout our organization. As a continuation of our leadership development initiatives, we have implemented our High Impact Leadership series, which focuses on building more advanced leadership skills such as motivating employees through meaningful feedback and inclusive leadership and communication.

To support career growth and organizational succession planning, we utilize Fuel50, a performance management and career pathing tool designed to help leaders facilitate performance and development conversations while giving employees a tool to discover and communicate their career aspirations. In addition, we have established a program called Growing Resilient Outstanding Women (“GROW”), which is open to all employees and focuses on enabling women to continue their professional development through educational opportunities, mentoring and networking. We also have a New Graduate Program that identifies and recruits new talent from universities across the country and provides on-the-job training for them to fill various roles within our dealership network.

To enhance and develop the technical skills of entry-level service and body shop technicians, we established a formal mentorship program led by experienced service and body shop technicians who serve as mentors to newly hired, entry level service and body shop technicians. We believe that this program increases the technicians’ likelihood of career success. This formal mentorship program also helps us identify top performers and we believe it improves employee performance and retention for participants in the program.

*Employee Experience.* We actively monitor and strengthen our organizational culture by regularly gathering employee feedback through various internal channels. We leverage insights from our intact workgroups, cross functional employee forums, and periodic listening sessions. These structured conversations and feedback mechanisms help us identify opportunities to improve the employee experience, support retention, and ensure our workplace remains aligned with our core values. We also use onboarding and exit survey feedback to monitor and improve engagement and retention.

We have formal listening groups that provide additional engagement channels for feedback from our dealerships to senior management throughout the year. One of these groups is the Field Leadership Advisory Group (“FLAG”). FLAG consists of field employees nominated and selected for their valuable experience. They provide regular feedback to executives to ensure that issues they are facing are handled in an efficient and consistent manner and with the customer in mind. Feedback gathered throughout the year is reviewed and tracked to assess progress against our internal goals and to inform actions that enhance engagement and organizational effectiveness.

We recognize outstanding employee contributions through our STAR recognition program, which celebrates superior performance and adherence to our core values. Employees receiving the highest levels of recognition are further honored at our Excellence Awards banquet, an annual ceremony that celebrates exceptional achievements across the organization.

*Workforce Data.* Management continually monitors employee turnover data, which is supplemented with additional data from exit surveys to assist in determining the reasons for voluntary employee terminations. In 2025, our overall turnover rate was 26.0%, as compared to 30.5% in 2024, due in part to expense reduction efforts completed in the first half of 2024 which increased our turnover rate in 2024. The turnover rate of our technicians is monitored closely by management, as the retention of skilled technicians is critical to the success of the Company. Demand for technicians across the country is very high, and turnover in this role is also traditionally high for commercial vehicle dealers. In 2025, our turnover rate for technicians was 35.0%, compared to 38.1% in 2024. Recognizing the industry-wide challenge of technician turnover, we have implemented a comprehensive strategy to retain and engage this critical segment of our workforce. Our strategy includes identifying key predictors of turnover, conducting technician “stay” interviews to proactively address concerns and improve job satisfaction and employing pay calculator tools to ensure our employees have a clear understanding of their total compensation package in addition to the technician mentoring program described above.

*Ethics and Compliance.* We are committed to maintaining the highest standards of corporate conduct and fostering a culture of integrity and accountability throughout our organization. Our ethics and compliance program is structured to ensure adherence to applicable laws, regulations and industry standards, as well as to uphold our core values and the principles outlined in the Rush Driving Principles.

A cornerstone of our program is the ongoing training and education of our employees on key ethics and compliance topics, equipping them to make informed decisions and uphold the standards expected of our organization. We further reinforce this commitment through regular communications that emphasize the importance of ethics and integrity in all aspects of our operations.

To ensure that concerns can be raised and questions addressed without fear of retaliation, we provide an anonymous ethics helpline. This helpline enables employees and stakeholders to confidentially report potential ethics violations or misconduct and seek guidance on ethics and compliance-related matters.

*Health and Safety.* Promoting a safe and healthy workplace is our highest priority and is embodied in our core values. We utilize a mixture of leading and lagging indicators to assess the health and safety performance of our operations. Lagging indicators include the OSHA Total Recordable Incident Rate ("TRIR") and the Lost Time (or Lost Workday) Incident Rate ("LTIR") based upon the number of incidents per 100 employees (or per 200,000 work hours). Leading indicators include training completion rates, tracking of local safety committee meeting minutes, and recording of near misses, as well as other proactive actions taken to ensure employee safety. In 2025, we had a TRIR of 3.18, compared to 4.10 in 2024 and a LTIR of 0.64 in 2025, compared to 0.62 in 2024.

*Labor Relations.* We have entered into collective bargaining agreements covering certain employees at our Rush Truck Center, Joliet location, which will expire on May 3, 2026, Rush Truck Center, Carol Stream location, which will expire on May 2, 2027, Rush Truck Center, Chicago Light and Medium Duty location, which will expire on May 6, 2028 and at our Rush Truck Center, Chicago, location, which will expire on May 10, 2029. There have been no strikes, work stoppages or slowdowns during the negotiations of the foregoing collective bargaining agreements or at any time in the Company's history, although no assurances can be given that such actions will not occur in the future. We believe that our relations with the labor unions that represent these employees are generally good.

## **Sales and Marketing**

Our established history of operations in the commercial vehicle business has resulted in a strong customer base that is diverse in terms of geography, industry and scale of operations. Our customers include national and regional truck fleets, corporations, local and state governments and owner-operators. During 2025, no single customer accounted for more than 10% of our sales by dollar volume. We generally promote our products and related services through direct customer contact by our sales personnel and advertising.

## **Facility Management**

*Personnel.* Each of our facilities is typically managed by a general manager who oversees the operations, personnel and the financial performance of the location, subject to the direction of a regional manager and personnel at our corporate headquarters. Additionally, each full-service Rush Truck Center is typically staffed by department managers, sales representatives and other employees, as appropriate, given the services offered. The sales staff of each Rush Truck Center is compensated on a salary plus commission, or a commission only basis, while department managers receive a combination of salary and performance bonus. We believe that our employees are among the highest paid in the industry, which enables us to attract and retain qualified personnel.

*Compliance with Policies and Procedures.* Each Rush Truck Center is audited regularly for compliance with corporate policies and procedures. These internal audits objectively measure dealership performance with respect to corporate expectations in the management and administration of sales, commercial vehicle inventory, parts inventory, parts sales, service sales, collision center sales, corporate policy compliance and environmental and safety compliance matters.

*Purchasing and Suppliers.* Because of our size and the corresponding cost savings we provide, we benefit from volume purchases at favorable prices that permit us to achieve a competitive pricing position in the industry. We purchase our commercial vehicle inventory and proprietary parts and accessories directly from the applicable vehicle manufacturer, wholesale distributors, or other sources that provide the most favorable pricing. Most purchasing commitments are negotiated by personnel at our corporate headquarters. Historically, we have been able to negotiate favorable pricing levels and terms, which enable us to offer competitive prices for our products.

*Commercial Vehicle Inventory Management.* We utilize our management information systems to monitor the inventory level of commercial vehicles at each of our dealerships and transfer new and used commercial vehicle inventory among Rush Truck Centers as needed.

*Parts Distribution and Inventory Management.* We utilize a parts inventory distribution and management system that allows for the prompt transfer of parts inventory among various Rush Truck Centers. The transfer of inventory reduces delays in delivery, helps maximize inventory turns and assists in reducing overstock and understock. Our network is linked to our major suppliers for purposes of ordering parts and managing parts inventory levels. Automated reordering and communication systems allow us to maintain proper parts inventory levels and permit us to have parts inventory delivered to our locations, or directly to customers, typically within 24 hours of an order being placed.

## Recent Acquisitions

On June 16, 2025, we acquired 100% of the outstanding shares of Leeds Transit, Inc. The acquisition included IC Bus and Collins Bus franchised commercial vehicle dealership locations in Elgin and Woodstock, Ontario and a sales office in St-Roch-de-l'Achigan, Quebec, along with commercial vehicle and parts inventory. The transaction was valued at approximately \$25.6 million, with the purchase price paid in cash, with borrowings made pursuant to the RTC Canada's floor plan credit agreement and a mortgage to finance the real estate.

On July 15, 2024, we acquired certain assets of Nebraska Peterbilt, which included real estate and a Peterbilt commercial vehicle franchise in Grand Island and North Platte, Nebraska, along with commercial vehicle and parts inventory. The transaction was valued at approximately \$16.5 million, with the purchase price paid in cash.

On December 4, 2023, we acquired certain assets of Freeway Ford Truck Sales, Inc., which included real estate and a Ford commercial vehicle franchise in Chicago, Illinois, along with commercial vehicle and parts inventory. The transaction was valued at approximately \$16.3 million, with the purchase price paid in cash.

See Note 15 – Acquisitions in the Notes to the Financial Statements for further discussion.

## Competition

There is, and will continue to be, significant competition both within our current markets and in new markets we may enter. We anticipate that competition between us and other dealership groups will continue to increase in our current markets and on a national level based on the following:

- the ability to keep customers' vehicles operational, which is dependent on the accessibility of dealership locations and the ability to attract and retain service technicians;
- the number of dealership locations representing the manufacturers that we represent and other manufacturers, which impacts manufacturers' ability to provide more consistent, higher quality service in a timely manner across their dealership networks;
- price, value, quality and design of the products sold; and
- our attention to customer service (including technical service).

Our dealerships compete with dealerships representing other manufacturers, including commercial vehicles manufactured by Freightliner, Kenworth, Mack and Volvo. We believe that our dealerships are able to compete with other franchised dealerships, independent service centers, parts wholesalers, commercial vehicle wholesalers, rental service companies and industrial auctioneers in distributing our products and providing service because of the following: the overall quality and reputation of the products we sell; the "Rush" brand name recognition and reputation for quality service; the geographic scope of our dealership network; the breadth of commercial vehicles offered in our dealership network; and our ability to provide comprehensive Aftermarket Products and Services, as well as financing, insurance and other customer services.

## Dealership Franchise Agreements

*Peterbilt.* We have entered into nonexclusive dealership franchise agreements with Peterbilt that authorize us to act as a dealer of Peterbilt heavy- and medium-duty trucks. Our Peterbilt areas of responsibility currently encompass areas in the states of Alabama, Arizona, California, Colorado, Florida, Kentucky, Nebraska, Nevada, New Mexico, Oklahoma, Tennessee and Texas. These agreements currently have terms expiring in June 2026. Our agreements with Peterbilt may be terminated by Peterbilt in the event that the aggregate voting power of W.M. "Rusty" Rush, and certain current and former executives of the Company decreases below 22%. Sales of new Peterbilt commercial vehicles accounted for approximately 26.1% of our total revenues for 2025.

*International.* We have entered into nonexclusive dealership franchise agreements with International that authorize us to act as a dealer of International heavy- and medium-duty trucks and, in certain markets, IC buses. Our International areas of responsibility currently encompass areas in the states of Arkansas, Georgia, Idaho, Illinois, Indiana, Kansas, Missouri, North Carolina, Ohio, Tennessee, Utah, Virginia and Ontario, Canada and with respect to IC buses, the province of Quebec and the Maritimes. These agreements currently have terms expiring between December 2026 and May 2030. Sales of new International commercial vehicles accounted for approximately 14.7% of our total revenues for 2025.

*Other Commercial Vehicle Suppliers.* In addition to our dealership franchise agreements with Peterbilt and International, various Rush Truck Centers have entered into dealership franchise agreements with other commercial vehicle manufacturers, including Ford, Hino, Isuzu and Battle Motors that have perpetual terms and Blue Bird, Micro Bird and Blue Arc that have variable terms. Sales of new non-Peterbilt and non-International commercial vehicles accounted for approximately 11.1% of our total revenues for 2025.

Our dealership franchise agreements impose certain operational obligations and financial requirements upon us and the relevant dealerships. In addition, each of our dealership franchise agreements requires the consent of the relevant manufacturer for the sale or transfer of a franchise.

Any termination or nonrenewal of our dealership agreements must follow certain guidelines established by both state and federal legislation designed to protect motor vehicle dealers from arbitrary termination or nonrenewal of franchise agreements. The federal Automobile Dealers Day in Court Act and certain other similar state laws generally provide that the termination or nonrenewal of a motor vehicle dealership agreement must be done in “good faith” and upon a showing of “good cause” by the manufacturer for such termination or nonrenewal, as such terms have been defined by statute and interpreted in case law.

### **Floor Plan Financing**

Most of our commercial vehicle purchases are made on terms requiring payment to the manufacturer within 15 to 90 days or less from the date the commercial vehicles are invoiced from the factory. Navistar Financial Corporation and Peterbilt offer trade terms that provide an interest-free inventory stocking period for certain new commercial vehicles. This interest-free period is 15 to 180 days. If the commercial vehicle is not sold within the interest-free period, we may finance the commercial vehicle under the credit agreements described below.

On December 16, 2024, we entered into the Inventory Financing and Purchase Money Security Agreement (the “PFC Floor Plan Credit Agreement”) with PACCAR Financing Corp. (“PFC”). The PFC Floor Plan Credit Agreement includes an aggregate loan commitment of \$800.0 million for the financing of new Peterbilt trucks, tractors, chassis and other related equipment manufactured by Peterbilt. Borrowings under the PFC Floor Plan Credit Agreement bear interest per annum, payable on the fifth day of the following month, at our option, at either (A) the prime rate, minus 2.10%, provided that the floating rate of interest is subject to a floor of 0%, or (B) a fixed rate, to be determined between us and PFC in each instance of borrowing at a fixed rate. The PFC Floor Plan Credit Agreement expires on December 16, 2029, although either party has the right to terminate the PFC Floor Plan Credit Agreement at any time upon 360 days written notice. On December 31, 2025, we had approximately \$380.0 million outstanding under the PFC Floor Plan Credit Agreement. Pursuant to a written agreement with Peterbilt, we pay Peterbilt directly for inventory financed pursuant to the PFC Floor Plan Credit Agreement.

On September 14, 2021, we entered into the Fifth Amended and Restate Credit Agreement (the “BMO Floor Plan Credit Agreement”) (as amended) with BMO Bank, N.A. (“BMO Bank”) and the lenders signatory thereto. This agreement previously had an aggregate loan commitment of \$1.0 billion, which we utilized to finance all of our new and used commercial vehicle inventory in the United States until we entered into the PFC Floor Plan Credit Agreement. On December 12, 2024, we entered into an amendment of the BMO Floor Plan Credit Agreement that reduced the aggregate loan commitment from \$1.0 billion to \$675.0 million and removed trucks, tractors and chassis manufactured by Peterbilt from the definition of “Inventory.” We utilize the BMO Floor Plan Credit Agreement to finance our new commercial vehicle inventory, except for equipment manufactured by Peterbilt, and have the ability to finance all of our used commercial vehicle inventory through this facility as well. Borrowings under the BMO Floor Plan Credit Agreement bear interest per annum, payable monthly, at (A) the greater of (i) zero and (ii) Term SOFR (as defined in the agreement), plus (B) 1.20%. Borrowings under the BMO Floor Plan Credit Agreement for the purchase of used inventory are limited to \$150.0 million and loans for working capital purposes are limited to \$200.0 million. The BMO Floor Plan Credit Agreement expires on December 31, 2029, although BMO Bank has the right to terminate at any time upon 360 days written notice and we may terminate at any time, subject to specified limited exceptions. On December 31, 2025, we had approximately \$263.7 million outstanding under the BMO Floor Plan Credit Agreement.

On July 15, 2022, RTC Canada entered into that certain Amended and Restated BMO Wholesale Financing and Security Agreement (the “RTC Canada Floor Plan Credit Agreement”) with Bank of Montreal. Pursuant to the terms of the RTC Canada Floor Plan Credit Agreement (as amended), BMO originally agreed to make up to \$116.7 million CAD of revolving credit loans to finance RTC Canada’s purchase of new and used vehicle inventory. On June 13, 2025, the RTC Canada Floor Plan Credit Agreement was amended to increase the loan commitment to \$171.7 million CAD. Loans to purchase used vehicle inventory are limited to 20% of the credit limit available at such time. RTC Canada may borrow, repay and reborrow loans from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the credit limits set forth above with respect to new and used vehicles. Advances made in CAD dollars under the RTC Canada Floor Plan Credit Agreement bear interest per annum, payable monthly, at the Canadian Overnight Repo Rate Average (“CORRA”), plus 1.27%. Advances made in USD dollars bear interest per annum, payable monthly, at monthly Secured Overnight Financing Rate (“SOFR”), plus 1.20%. The RTC Canada Floor Plan Credit Agreement expires on September 14, 2026. On December 31, 2025, we had approximately \$81.7 million CAD outstanding under the RTC Canada Floor Plan Credit Agreement.

#### **Lease and Rental Fleet Financing**

On September 14, 2021, we entered into a credit agreement with Wells Fargo Bank, N.A. (“WF”), with the lenders signatory thereto (the “WF Lenders”) and WF as administrative agent (the “WF Credit Agreement”). Pursuant to the terms of the WF Credit Agreement (as amended), the WF Lenders agreed to make up to \$175.0 million of revolving credit loans for certain of our capital expenditures, including commercial vehicle purchases for our Idealease leasing and rental fleet, and general working capital needs. We use the revolving credit loans primarily for purchasing commercial vehicles for our Idealease lease and rental fleet. We may borrow, repay and reborrow amounts pursuant to the WF Credit Agreement from time to time until the maturity date. Borrowings under the WF Credit Agreement bear interest per annum, payable on each interest payment date, as defined in the WF Credit Agreement, at (A) SOFR plus (i) 1.25% or (ii) 1.5%, depending on our consolidated leverage ratio or (B) on or after the SOFR transition date, SOFR plus (i) 1.25% or (ii) 1.5%, depending on our consolidated leverage ratio. Effective September 30, 2025, the WF Credit Agreement was amended to, amongst other things, extend the expiration date to September 30, 2028, although, upon the occurrence and during the continuance of an event of default, the agent has the right to, or upon the request of the required lenders must, terminate the commitments and declare all outstanding principal and interest due and payable. We may terminate the commitments at any time. On December 31, 2025, we had approximately \$22.3 million outstanding under the WF Credit Agreement.

On November 1, 2023, we entered into that certain Second Amended and Restated Inventory Financing and Purchase Money Security Agreement with PACCAR Leasing Company (“PLC”), a division of PFC (the “PLC Agreement”). Pursuant to the terms of the PLC Agreement (as amended), PLC agreed to make up to \$500.0 million of revolving credit loans to finance certain of our capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through our PacLease franchises. We may borrow, repay and reborrow amounts pursuant to the PLC Agreement from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the borrowing base. In addition, we must maintain a minimum balance of \$220.0 million, or we are subject to an unused commitment fee of 0.20% of the amount by which the average daily outstanding principal balance of the loan during such quarter is less than \$220.0 million. Advances under the PLC Agreement bear interest per annum, payable on the fifth day of the following month, at our option, at either (A) the prime rate, minus 2.10%, provided that the floating rate of interest is subject to a floor of 0%, or (B) a fixed rate, to be determined between us and PLC in each instance of borrowing at a fixed rate. The PLC Agreement expires on December 16, 2029, although either party has the right to terminate the PLC Agreement at any time upon 360 days written notice. On December 31, 2025, we had approximately \$220.0 million outstanding under the PLC Agreement.

On May 31, 2022, RTC Canada entered into that certain BMO Revolving Lease and Rental Credit Agreement (the “RTC Canada Revolving Credit Agreement”) with BMO. Pursuant to the terms of the RTC Canada Revolving Credit Agreement (as amended), BMO agreed to make up to \$120.0 million CAD of revolving credit loans to finance certain of RTC Canada’s capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through RTC Canada’s Idealease franchise, with an additional \$20.0 million CAD available upon the request of RTC Canada and consent of BMO. Borrowings under the RTC Canada Revolving Credit Agreement bear interest per annum payable monthly at CORRA, plus 1.72%. The RTC Canada Revolving Credit Agreement expires on September 14, 2026. On December 31, 2025, we had approximately \$40.4 million CAD outstanding under the RTC Canada Revolving Credit Agreement.

## **Product Warranties**

The manufacturers we represent provide retail purchasers of their products with a limited warranty against defects in materials and workmanship, excluding certain specified components that are separately warranted by the suppliers of such components. We provide a limited warranty on our proprietary line of parts and related service. Our joint venture entity, Cummins Clean Fuel Technologies, provides a limited warranty with respect to the fuel systems it manufactures. We also provide an extended warranty beyond the manufacturer's warranty on new Blue Bird school buses that we sell in Texas, as required by state law.

We sell used commercial vehicles in "as is" condition without a manufacturer's warranty, although manufacturers sometimes will provide a limited warranty on their used products if such products have been properly reconditioned prior to resale or if the manufacturer's warranty on such product is transferable and has not expired. Although we do not provide any warranty on used commercial vehicles, our customers may purchase third-party warranties from us.

## **Trademarks**

The trademarks and trade names of the manufacturers we represent, which are used in connection with our marketing and sales efforts, are subject to limited licenses included in our dealership agreements with each manufacturer. The licenses are for the same periods as our dealership agreements. These trademarks and trade names are widely recognized and are important in the marketing of our products. Each licensor engages in a continuous program of trademark and trade name protection. We hold registered trademarks from the U.S. Patent and Trademark Office for the following names used in this document: "Rush Enterprises" and "Rush Truck Center."

## **Seasonality**

Our Truck Segment is moderately seasonal. Seasonal effects on new commercial vehicle sales related to the seasonal purchasing patterns of any single customer type are mitigated by the diverse geographic locations of our dealerships and our diverse customer base, including regional and national fleets, local and state governments, corporations and owner-operators. However, Aftermarket Products and Services operations historically have experienced higher sales volumes in the second and third quarters.

## **Backlog**

On December 31, 2025, our backlog of commercial vehicle orders was approximately \$1,109.6 million, compared to a backlog of commercial vehicle orders of approximately \$1,512.7 million on December 31, 2024. The decrease in our backlog primarily reflects the difficult industry conditions caused by the freight recession. Our backlog is determined quarterly by multiplying the number of new commercial vehicles for each particular type of commercial vehicle ordered by a customer at our Rush Truck Centers by the recent average selling price for that type of commercial vehicle. We include only confirmed orders in our backlog. However, such orders are subject to cancellation. In the event of order cancellation, we have no contractual right to the total revenues reflected in our backlog. The delivery time for a custom-ordered commercial vehicle varies depending on the truck specifications and demand for the model ordered. We sell the majority of our new heavy-duty commercial vehicles by customer special order and we sell the majority of our medium- and light-duty commercial vehicles out of inventory. Orders from several of our major fleet customers are included in our backlog as of December 31, 2025, and we expect to fill most of our backlog orders during 2026.

## **Environmental Standards and Other Governmental Regulations**

We are subject to federal, state, and local environmental laws and regulations governing the following: discharges into the air and water; the operation and removal of underground and aboveground storage tanks; the use, handling, storage and disposal of hazardous substances, petroleum and other materials; and the investigation and remediation of environmental impacts. As with commercial vehicle dealerships generally, and vehicle service, parts and collision center operations in particular, our business involves the generation, use, storage, handling and contracting for recycling or disposal of hazardous materials or wastes and other environmentally sensitive materials. We have incurred, and will continue to incur, capital and operating expenditures and other costs in complying with such laws and regulations.

Our operations involving the use, handling, storage, and disposal of hazardous and nonhazardous materials are subject to the requirements of the federal Resource Conservation and Recovery Act, or RCRA, and comparable state and provincial statutes. Pursuant to these laws, federal state and provincial environmental agencies have established approved methods for handling, storage, treatment, transportation, and disposal of regulated substances with which we must comply. Our business also involves the operation and use of aboveground and underground storage tanks. These storage tanks are subject to periodic testing, containment, upgrading and removal under RCRA and comparable state statutes. Furthermore, investigation or remediation may be necessary in the event of leaks or other discharges from current or former underground or aboveground storage tanks.

We may also have liability in connection with materials that were sent to third party recycling, treatment, or disposal facilities under the federal Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, and comparable state statutes. These statutes impose liability for investigation and remediation of environmental impacts without regard to fault or the legality of the conduct that contributed to the impacts. Responsible parties under these statutes may include the owner or operator of the site where impacts occurred and companies that disposed, or arranged for the disposal, of the hazardous substances released at these sites. These responsible parties also may be liable for damages to natural resources. In addition, it is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by the release of hazardous substances or other materials into the environment.

The federal Clean Water Act and comparable state statutes require containment of potential discharges of oil or hazardous substances and require preparation of spill contingency plans. Water quality protection programs govern certain discharges from some of our operations. Similarly, the federal Clean Air Act and comparable state statutes regulate emissions of various air emissions through permitting programs and the imposition of standards and other requirements.

We do not believe that we currently have any material environmental liabilities or that compliance with environmental laws and regulations will have a material adverse effect on our results of operations, financial condition, or cash flows. However, soil and groundwater impacts are known to exist at some of our dealerships. Further, environmental laws and regulations are complex and subject to change. In addition, in connection with acquisitions, it is possible that we will assume or become subject to new or unforeseen environmental costs or liabilities, some of which may be material. In connection with our dispositions, or prior dispositions made by companies we acquire, we may retain exposure for environmental costs and liabilities, some of which may be material. Compliance with current or amended, or new or more stringent, laws or regulations, stricter interpretations of existing laws or the future discovery of environmental conditions could require additional expenditures by us, which could materially adversely affect our results of operations, financial condition, or cash flows. In addition, such laws could affect demand for the products that we sell.

We are also subject to federal and state laws and regulations governing commercial vehicle engine emissions. Many of these laws and regulations are rapidly changing and subject to multiple legal challenges. The Environmental Protection Agency (“EPA”) and the National Highway Traffic Safety Administration on behalf of the U.S. Department of Transportation, previously issued rules associated with reducing greenhouse gas (“GHG”) and Nitrogen Oxide (“NOx”) emissions and improving the fuel efficiency of medium and heavy-duty trucks and buses. The California Air Resources Board (“CARB”) adopted its own rules and regulations intended to reduce NOx emissions and phase out the sale of internal combustion vehicles (“ICE”) over time. A group of seventeen U.S. states and the District of Columbia entered into a joint memorandum of understanding that adopted at least a portion of CARB’s emissions regulations and committed each of them to work together to advance and accelerate the market for electric Class 3 through 8 commercial vehicles. Six of the states are states where we operate new commercial vehicle dealerships: California, Colorado, Nevada, New Mexico, North Carolina, and Virginia.

Recently, the EPA announced that it was repealing its prior findings that GHG emissions endanger public human health and that vehicle emissions contribute to that endangerment (the “Endangerment Finding”). In connection with its repeal of the Endangerment Finding, the EPA also eliminated all GHG engine emission standards for vehicle model years 2012 and beyond. With respect to CARB’s rules and regulations, Congress recently rescinded the federal preemption waivers that the EPA previously granted. These waivers were the basis of CARB’s ability to enact its own engine emissions regulations. The EPA’s repeal of the Endangerment Finding and Congress’ rescission of CARB’s federal preemption waivers are subject to multiple legal challenges, and it is unclear when such challenges will be resolved.

One of the EPA's engine emissions rules that we believe will become effective is referred to herein as the "EPA 2027 Low NOx" rule. This rule requires commercial vehicle engines to emit significantly less NOx than most such engines do today. The EPA 2027 Low Nox rule is expected to become effective in January 2027 with respect to the currently proposed emissions limits but is expected to be modified with respect to certain other provisions, such as reducing the required duration of manufacturers' engine warranties.

In July 2023, CARB and various manufacturers of heavy-duty commercial vehicles and engines, including PACCAR, International, Ford, Hino, Isuzu and Cummins, entered into the Clean Truck Partnership, whereby the manufacturers agreed to comply with CARB's emission requirements where applicable, regardless of whether any entity challenges CARB's rule-making authority, and CARB agreed to work with manufacturers to provide reasonable lead time to meet CARB's requirements and before imposing new regulations. It is not clear at this time if the Clean Truck Partnership will survive in light of Congress' rescission of CARB's federal preemption waivers, in addition to legal challenges to CARB's authority to regulate engine emissions and to the Clean Truck Partnership itself.

If CARB were to prevail in its legal challenges against Congress' rescission of the EPA's federal preemption waivers, attaining the goals stated by CARB and the signers of the joint memorandum would likely require the adoption of new laws and regulations, and we cannot predict at this time whether such laws and regulations would have an adverse impact on our business. With respect to the legal challenges to the EPA's repeal of the Endangerment Finding, we do not expect that any successful challenge will result in the prior GHG rules and regulations becoming effective in the near term. However, if the EPA's policies change in the future and a new endangerment finding is issued with respect to GHG emissions, then the EPA may create a new rule similar to the one it created in 2024, which could require commercial vehicle engine manufacturers to manufacture an increasing percentage of "zero-emission" vehicles over time, which would likely reduce the number of diesel ICE vehicles that would be manufactured over the relevant period. Additional EPA regulations, or CARB's ability to enforce its existing regulations, could result in increased compliance costs, additional operating restrictions, or changes in demand for our products and services, which could have a material adverse effect on our business, financial condition and results of operations.

#### **Item 1A. Risk Factors**

An investment in our common stock is subject to certain risks inherent to our business. In addition to the other information contained in this Form 10-K, we recommend that you carefully consider the following risk factors in evaluating our business. If any of the following risks occur, our financial condition and results of operations could be materially adversely affected. If this were to happen, the value of our common stock could decline significantly, and you could lose all or part of your investment. This report is qualified in its entirety by these risk factors.

#### **Risks Related to Our Business Operations**

*We are dependent upon PACCAR for the supply of Peterbilt trucks and parts, as well as the financing of Peterbilt trucks, the sale of which generates the majority of our revenues.*

At certain Rush Truck Centers, we operate as a dealer of Peterbilt trucks and parts pursuant to dealership agreements with Peterbilt, a division of PACCAR. We have no control over the management or operation of Peterbilt or PACCAR. During 2025, the majority of our revenues resulted from sales of trucks purchased from Peterbilt and parts purchased from PACCAR Parts. Due to our dependence on PACCAR and Peterbilt, we believe that our long-term success depends, in large part, on the following:

- our ability to maintain our dealership agreements with Peterbilt;
- the manufacture and delivery of competitively priced, technologically current, emissions-compliant, high-quality Peterbilt trucks in quantities sufficient to meet our requirements;
- the overall success of PACCAR and Peterbilt;

- PACCAR's continuation of its Peterbilt division; and
- the maintenance of goodwill associated with the Peterbilt brand, which can be adversely affected by decisions made by PACCAR, Peterbilt and the owners of other Peterbilt dealerships.

A negative change in any of the preceding, or a change in control of PACCAR, could have a material adverse effect on our operations, revenues and profitability. In addition to the factors listed above, we also finance our Peterbilt commercial vehicle inventory through the PFC Floor Plan Agreement with PFC, and thus, the financial health of PACCAR is also important to our business operations.

*We are dependent upon International Motors for the supply of International trucks and parts and IC buses and parts, the sale of which generate a significant portion of our revenues.*

At certain Rush Truck Centers, we operate as a dealer of International trucks and parts and IC buses and parts pursuant to dealership agreements with International and IC Bus, each of which are divisions of International Motors. We have no control over the management or operation of International, IC Bus or International Motors. During 2025, a significant portion of our revenues resulted from sales of trucks purchased from International, buses purchased from IC Bus and parts purchased from International Motors. Due to our dependence on International Motors, International and IC Bus, we believe that our long-term success depends, in large part, on the following:

- our ability to maintain our dealership agreements with International and IC Bus;
- the manufacture and delivery of competitively priced, technologically current, emissions-compliant, high-quality International trucks and IC buses in quantities sufficient to meet our requirements;
- the overall success of International Motors; and
- the maintenance of goodwill associated with the International and IC Bus brands, which can be adversely affected by decisions made by International Motors and the owners of other International and IC Bus dealerships.

A negative change in any of the preceding, or a change in control of International Motors, could have a material adverse effect on our operations, revenues and profitability.

*Our dealership agreements may be terminable upon a change of control, and we cannot control whether our controlling shareholder and management maintain their current ownership positions.*

We have entered into nonexclusive dealership agreements with Peterbilt that authorize us to act as a dealer of Peterbilt trucks. Peterbilt may terminate our dealership agreements in the event of a change of control of the Company or if we violate any number of provisions in the dealership agreements. Under our Peterbilt dealership agreements, the following constitute a change of control: (i) with respect to the election of directors, the aggregate voting power held by W.M. "Rusty" Rush, Steven Keller, Corey Lowe, Jody Pollard, Jason Wilder, Michael Goldstone, Mike Eppes and Michael McRoberts, along with certain other persons who no longer work for the Company (collectively, the "Dealer Principals") decreases below 22% (the Dealer Principals, excluding those who no longer work for the Company, controlled approximately 40.8% of the aggregate voting power with respect to the election of directors as of December 31, 2025); or (ii) any person or entity other than the Dealer Principals and their respective associates, or any person or entity who has been approved in writing by PACCAR, owns common stock with a greater percentage of the voting power with respect to the election of our directors than the Dealer Principals and their respective associates, in the aggregate, or any person other than Mr. Rush or any person who has been approved in writing by PACCAR, holds the office of Chairman of the Board and the President or Chief Executive Officer of the Company. We have no control over the transfer or disposition of Mr. Rush's, or his estate's, common stock. If Mr. Rush were to sell his Class B common stock or bequest his Class B common stock to a person or entity other than the Dealer Principals, or if his estate is required to liquidate its Class B common stock that it owns, directly or indirectly, to pay estate taxes or otherwise, the change of control provisions of the Peterbilt dealership agreements may be triggered, which would give Peterbilt the right to terminate our dealership agreements. If our dealership agreements with Peterbilt are terminated, we will lose the right to purchase Peterbilt products and operate as an authorized Peterbilt dealer, which would have a material adverse effect on our operations, revenues and profitability.

*Our dealership agreements are non-exclusive and have relatively short terms, which could result in nonrenewal or imposition of less favorable terms upon renewal.*

Our dealership agreements generally do not provide us with exclusive dealerships in any of the areas of responsibility assigned in each dealer agreement. The manufacturers we represent could elect to create additional dealers in our areas of responsibility in the future, subject to restrictions imposed by state laws. While dealership agreements typically restrict dealers from operating franchised sales or service facilities outside their areas of responsibility, such agreements do not restrict sales or marketing activity outside the areas of responsibility. Accordingly, we engage in sales and other marketing activities outside our assigned areas of responsibility and other dealers engage in similar activities within our areas of responsibility.

Our dealership agreements with Peterbilt and International have current terms expiring between June 2026 and May 2030. Our dealership agreements with the other manufacturers we represent generally have terms expiring between 2026 and 2029 or have indefinite terms. Upon expiration of each agreement, we must negotiate a renewal. Management expects that, consistent with in some cases decades of past practice, each of our dealership agreements will be renewed or otherwise extended before its termination date, provided that we do not breach any of the material terms of such agreement.

Management attempts to mitigate the risk that any manufacturer would not renew a dealership agreement by providing superior representation of each brand that we represent in each of our areas of responsibility. We deliver superior representation to our manufacturers by continuously investing substantial capital into our dealership locations, marketing and personnel. Senior members of our management team also communicate with management of the manufacturers that we represent on a regular basis, which we believe allows us to identify any potentially problematic issues as early as possible so that we can begin working on mutually agreeable solutions. In addition to the proactive steps that management takes, the risks that our dealership agreements will not be renewed are also mitigated by dealer protection laws that exist in each of the states that our dealerships are located. Many of these state dealer franchise laws restrict manufacturers' ability to refuse to renew dealership agreements or to impose new terms upon renewal. However, to the extent such laws did allow for nonrenewal or the imposition of new terms, the relatively short terms would give manufacturers the opportunity to exercise such rights. Any nonrenewal or imposition of less favorable terms upon renewal could have an adverse impact on our business and in the case of the Peterbilt or International dealership agreements, would have an adverse impact on our business.

*Our growth strategies may be unsuccessful if we are unable to successfully execute our strategic initiatives or identify and complete future acquisitions.*

Over the past few years, we have spent significant resources and efforts attempting to grow and enhance our Aftermarket Products and Services business and increase profitability through new business process management initiatives. These efforts require timely and continued investment in technology, facilities, personnel and financial and management systems and controls. We may not be successful in implementing all of the processes that are necessary to support any of our growth initiatives, which could result in our expenses increasing disproportionately to our incremental revenues, causing our operating margins and profitability to be adversely affected.

Historically, we have achieved a significant portion of our growth through acquisitions, and we will continue to consider potential acquisitions on a selective basis. There can be no assurance that we will be able to identify suitable acquisition opportunities in the future or that we will be able to consummate any such transactions on terms and conditions acceptable to us. Moreover, there can be no assurance that we will obtain manufacturers' consents to acquisitions of additional franchises.

*In the long-term, technological advances in the commercial vehicle industry, including drivetrain electrification or other alternative fuel technologies, could have a material adverse effect on our business.*

The commercial vehicle industry is predicted to experience change over the long-term. We see these changes beginning to occur, as all of the manufacturers we represent now have vehicles with electric drivetrains available for purchase. Technological advances, including with respect to drivetrain electrification or other alternative fuel technologies, could potentially have a material adverse effect on our parts and service business, as such vehicles are currently being described as potentially requiring less service and having fewer parts. The effect of these technological advances on our business is still uncertain, as there are many factors that are unknowable at this time, including when the infrastructure to support widespread adoption of such vehicles will be in place and when such vehicles may be commercially available at price points that would lead to their widespread adoption. Regardless of where the industry goes with respect to alternative fuel vehicles, we believe that, due to the geographic reach of our dealership network, relationships with both the manufacturers we represent and our customers and our access to capital, we are well-positioned to serve our customers' evolving needs.

Similarly, although we are aware of ongoing efforts to facilitate the development of autonomous commercial vehicles, the eventual timing of the availability of autonomous commercial vehicles is uncertain due to regulatory requirements and additional technological requirements. The effect of autonomous commercial vehicles on the commercial vehicle industry is uncertain and could include changes in the level of new and used commercial vehicles sales, the price of new commercial vehicles, and the role of franchised dealers, any of which could materially adversely affect our business, financial condition and results of operations.

*We use AI in our business and challenges with properly incorporating AI into our business and managing its use could result in reputational harm, competitive harm and legal liability.*

We incorporate AI into various aspects of our business and certain of the products and services that we offer, and we intend to continue expanding our use of AI in our business operations. If we are unable to effectively integrate AI into our business processes or keep pace with rapidly evolving AI technological developments, we may face a competitive disadvantage. At the same time, the use or offering of AI technologies may result in new or expanded risks and liabilities, including enhanced government or regulatory scrutiny, litigation, privacy and compliance issues, ethical concerns, confidentiality, reputational harm, and security risks. It is difficult to predict all the risks related to the use of AI. Changes in laws, rules, directives, and regulations governing the use of AI may adversely affect our ability to develop and use AI or subject us to legal liability. The cost of complying with laws and regulations governing AI could be significant and would increase our operating expenses, which could adversely affect our business, financial condition, results of operations and cash flows. Further, market demand and acceptance of AI technologies are uncertain, and our efforts to further incorporate AI into our business processes may not succeed.

*Climate change concerns may impact our business in the future; natural disasters and adverse weather events can disrupt our business.*

The concerns over climate change may impact our business in the future. Our current business model depends on our ability to sell, and provide services to, commercial vehicles primarily powered by diesel and gasoline internal combustion engines, which produce nitrogen oxide and greenhouse gas emissions. While the manufacturers we represent have made substantial progress in reducing the amount of nitrogen oxide and greenhouse gas emissions that result from internal combustion engines, it is widely accepted that alternative fuel vehicles will constitute an increasing portion of the commercial vehicles that are sold in the future as technology improves and costs decrease, or in the event that government regulations require manufacturers to produce alternative fuel vehicles. Reductions in the sale and use of commercial vehicles powered by internal combustion engines creates risks to our historical business operations and we cannot predict the future costs to our business resulting from these developments. However, we also believe that an industry transition away from internal combustion engines presents significant opportunities for us. Due in large part to the geographic reach of our dealership network, relationships with both the manufacturers we represent and our customers and our access to capital, we believe we are well-positioned to serve our customers' evolving needs and help them reduce their nitrogen oxide and greenhouse gas emissions by helping them integrate more alternative fuel vehicles into their fleets and providing various services related thereto.

Some of our dealerships are located in regions of the United States where natural disasters and severe weather events (such as hurricanes, earthquakes, fires, floods, tornadoes and hailstorms) have disrupted our operations in the past. Although we have not experienced any material losses from natural disasters or severe weather events, it is possible that future natural disasters and severe weather events may adversely impact our business, results of operations, financial condition and cash flows. In addition to business interruption, our business is subject to substantial risk of property loss due to the significant concentration of property at dealership locations. Although our vehicle inventory is insured, we self-insure our real property and personal property (other than our vehicle inventory) that we own. Thus, we may be exposed to property losses that could have a material adverse effect on our business, financial condition, results of operations or cash flows, although we believe that such a material adverse effect would be unlikely.

## **Risks Related to Financial and Economic Matters**

*We may be required to obtain additional financing to maintain adequate inventory levels.*

Our business requires new and used commercial vehicle inventories held for sale to be maintained at dealer locations in order to facilitate immediate sales to customers on demand. We generally purchase new and used commercial vehicle inventories with the assistance of floor plan financing agreements. Our primary floor plan financing agreements include the PFC Floor Plan Credit Agreement and the BMO Floor Plan Credit Agreement. Both of these floor plan credit agreements expire in December 2029 and may be terminated without cause upon 360 days' notice. In the event that our floor plan financing becomes insufficient to satisfy our future requirements or our floor plan providers are unable to continue to extend credit under our floor plan agreements, we would need to obtain similar financing from other sources. There is no assurance that such additional floor plan financing or alternate financing could be obtained on commercially reasonable terms.

*Changes in interest rates could have a negative adverse effect on our profitability.*

Our PFC Floor Plan Credit Agreement, BMO Floor Plan Credit Agreement, RTC Canada Floor Plan Credit Agreement, WF Credit Agreement, PLC Agreement and RTC Canada Revolving Credit Agreement are each subject to variable interest rates. Therefore, our interest expense rises when interest rates increase. In addition, any rise in interest rates generally may also have the effect of depressing demand in the interest rate sensitive aspects of our business, particularly new and used commercial vehicle sales, because many of our customers finance such purchases. As a result, a rise in interest rates may have the effect of simultaneously increasing our costs and reducing our revenues, which could negatively affect our business, financial condition and results of operations. See "Quantitative and Qualitative Disclosures about Market Risk" for a discussion regarding our interest rate sensitivity.

*The dollar amount of our backlog, as stated at any given time, is not necessarily indicative of our future earnings.*

As of December 31, 2025, our backlog of new commercial vehicle orders was approximately \$1,109.6 million. Our backlog is determined quarterly by multiplying the number of new commercial vehicles for each particular type of commercial vehicle ordered by a customer at our Rush Truck Centers by the recent average selling price for that type of commercial vehicle. We only include confirmed orders in our backlog. However, such orders are subject to cancellation. In the event of order cancellation, we have no contractual right to the total revenues reflected in our backlog.

Reductions in backlog due to cancellation by a customer or for other reasons will adversely affect, potentially to a material extent, the revenue and profit we actually receive from orders projected in our backlog. If we were to experience significant cancellations of orders in our backlog, our financial condition could be adversely affected.

Given the current uncertainty in connection with recently enacted 25% tariff on certain medium- and heavy- duty commercial vehicles and parts (the "Commercial Vehicle Tariffs"), we believe that certain commercial vehicle orders currently reflected in our backlog could be cancelled in the event that such tariffs significantly increase the aggregate price that our customers will have to pay for such vehicles. However, we are confident that any price increases will be well below the 25% tariff rate and at this time, we do not expect the Commercial Vehicle Tariffs to significantly impact our backlog.

*Impairment in the carrying value of goodwill and other indefinite-lived intangible assets could negatively affect our operating results.*

We have a substantial amount of goodwill on our balance sheet as a result of acquisitions we have completed. Approximately 99% of this goodwill is concentrated in our Truck Segment. The carrying value of goodwill represents the fair value of an acquired business in excess of identifiable assets and liabilities as of the acquisition date. Goodwill is not amortized, but instead is evaluated for impairment at least annually, or more frequently if potential interim indicators exist that could result in impairment. In testing for impairment, if the carrying value of a reporting unit exceeds its current fair value as determined based on the discounted future cash flows of the reporting unit, the goodwill is considered impaired and is reduced to fair value via a non-cash charge to earnings. Events and conditions that could result in impairment include weak economic activity, adverse changes in the regulatory environment, any matters that impact the ability of the manufacturers we represent to provide us with commercial vehicles or parts, issues with our franchise rights, or other factors leading to reductions in expected long-term sales or profitability. Determination of the fair value of a reporting unit includes developing estimates that are highly subjective and incorporate calculations that are sensitive to minor changes in underlying assumptions. Changes in these assumptions or a change in the Company's reportable segments could result in an impairment charge in the future, which could have a significant adverse impact on our reported earnings. See "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Estimates — Goodwill" for more information regarding the potential impact of changes in assumptions.

*Our business is subject to a number of economic risks.*

New and used commercial vehicle retail sales tend to experience periods of decline when general economic conditions worsen. We may experience sustained periods of decreased commercial vehicle sales in the future. Any decline or change of this type could materially affect our business, financial condition and results of operations. In addition, adverse regional economic and competitive conditions in the geographic markets in which we operate could materially adversely affect our business, financial condition and results of operations. Our commercial vehicle sales volume therefore may differ from industry sales fluctuations.

Economic conditions and the other factors described above also may materially adversely impact our sales of parts and repair services, and finance and insurance products.

*We depend on relationships with the manufacturers we represent and component suppliers for sales incentives, discounts and similar programs which are material to our operations.*

We depend on the manufacturers we represent and component suppliers for sales incentives, discounts, warranties and other programs that are intended to promote the sales of their commercial vehicles or our use of their components in the vehicles we sell. Most of the incentives and discounts are individually negotiated and not always the same as those made available to commercial vehicle manufacturers or our competitors. These incentives and discounts are material to our operations. A reduction or discontinuation of a commercial vehicle manufacturer's or component supplier's incentive program could have a material adverse effect on our profitability.

*We are dependent on the ongoing success of the manufacturers we represent and adverse conditions affecting the manufacturers we represent may negatively impact our revenues and profitability.*

The success of each of our dealerships is dependent on the manufacturers represented at each dealership. Our ability to sell new vehicles that satisfy our customers' demands and replacement parts is dependent on the ability of the manufacturers we represent to produce and deliver new vehicles and replacement parts to our dealerships. Additionally, our dealerships perform warranty work for vehicles under manufacturer product warranties, which are billed to the appropriate vehicle manufacturer or component supplier as opposed to invoicing our customer. We generally have significant receivables from vehicle manufacturers and component suppliers for warranty and service work performed for our customers. In addition, we rely on vehicle manufacturers and component suppliers to varying extents for product training, marketing materials, and other items for our stores. Our business, results of operations, and financial condition could be materially adversely affected as a result of any event that has a material adverse effect on the vehicle manufacturers or component suppliers we represent.

The manufacturers we represent may be adversely impacted by economic downturns, significant declines in the sales of their new vehicles, the ability to manufacture or supply vehicles that comply with applicable emissions requirements, labor strikes or similar disruptions (including within their major suppliers), rising raw materials costs, rising employee benefit costs, adverse publicity that may reduce consumer demand for their products (including due to bankruptcy), product defects, vehicle recall campaigns, litigation, poor product mix or unappealing vehicle design, governmental laws and regulations, or other adverse events. Our results of operations, financial condition or cash flows could be adversely affected if one or more of the manufacturers we represent are impacted by any of the foregoing adverse events.

Actions taken in response to continued operational losses by manufacturers we represent, including bankruptcy or reorganizations, could have a material adverse effect on our sales volumes and profitability. In addition, such actions could lead to the impairment of one or more of our franchise rights, inventories, fixed assets and other related assets, which in turn could have a material adverse effect on our financial condition and results of operations. Actions taken in response to continued operational losses by manufacturers we represent, including bankruptcy or reorganizations, could also eliminate or reduce such manufacturers' indemnification obligations to our dealerships, which could increase our risk in products liability actions.

## **Risks Related to Legal and Regulatory Matters**

*If state dealer laws are repealed or weakened, our dealerships will be more susceptible to termination, nonrenewal or renegotiation of their dealership agreements.*

We depend on our vehicle dealership agreements for a substantial portion of our revenues and profitability. State dealer laws generally provide that a manufacturer may not terminate or refuse to renew a dealership agreement unless it has first provided the dealer with written notice setting forth good cause and stating the grounds for termination or nonrenewal. Vehicle manufacturers' lobbying efforts may lead to the repeal or revision of state motor vehicle dealer laws. If motor vehicle dealer laws are repealed or amended in the states in which we operate dealerships, the manufacturers we represent may be able to terminate our vehicle dealership agreements without providing advance notice, an opportunity to cure or a showing of good cause. Without the protection of state dealer laws, or if such laws are weakened, we will be subject to higher risk of termination or nonrenewal of our vehicle dealership agreements. Termination or nonrenewal of our vehicle dealership agreements would have a material adverse effect on our operations, revenues and profitability.

*We are subject to risks associated with commercial vehicles and parts manufactured outside of the United States, and the Commercial Vehicle Tariffs may impact demand for certain of the commercial vehicles and parts that we sell.*

Our business involves the sale of commercial vehicles, parts and commercial vehicles composed of parts that are manufactured outside of the United States, including Canada, Mexico and China. As a result, our operations are subject to certain risks of doing business outside of the United States, including import duties, exchange rates, trade restrictions and general political and socio-economic conditions in other countries. The United States or the countries where certain of the commercial vehicles and parts that we sell are manufactured may, from time to time, impose new quotas, duties, tariffs or other restrictions or limitations, or adjust presently prevailing quotas, duties or tariffs. The imposition of new, or adjustments to prevailing, quotas, duties, tariffs or other restrictions or limitations could have a material adverse effect on our business, financial condition, results of operations and cash flows.

The recently enacted Commercial Vehicle Tariffs may impact demand for certain of the commercial vehicles and parts that we sell. However, the practical implementation and effects of these tariffs, including the amount that such tariffs will increase prices of the products we sell, remain fluid, as the manufacturers we represent continue to work to reduce the impact of such tariffs in numerous ways, including by modifying the location of where certain assembly and manufacturing operations occur. While we cannot predict how the Commercial Vehicle Tariffs will impact demand, we are confident that any price increases will be well below the 25% tariff rate on all the products that we sell.

*The commercial vehicles that we sell are subject to federal and state regulations focused on reducing engine emissions, and we are dependent on the manufacturers that we represent to produce or supply engines that comply with such regulations.*

Laws and regulations intended to achieve the goal of significantly reducing engine emissions associated with the operation of commercial vehicles are complex and subject to change. Currently, the commercial vehicle industry is subject to the EPA 2027 Low NOx rule, which is scheduled to become effective starting in model year 2027. While the EPA 2027 Low NOx rule is expected to maintain the current emission limits, it is expected to be modified with respect to certain other provisions, such as reducing the required duration of manufacturers' engine warranties. In addition, owners and commercial fleets that register or operate commercial vehicles in the State of California were subject to certain of CARB's engine emissions rules that became effective in January 2024. However, Congress recently rescinded the federal preemption waivers that the EPA previously granted to CARB. These waivers were the basis of CARB's ability to enact its own engine emissions rules, and a federal judge has temporarily enjoined CARB from enforcing such rules. Congress' rescission of CARB's federal preemption waivers is subject to multiple legal challenges, and it is unclear when such challenges will be resolved.

A group of seventeen U.S. states and the District of Columbia entered into a joint memorandum of understanding that adopts at least a portion of CARB's emissions regulations and commits each of them to work together to advance and accelerate the market for electric Class 3 through 8 commercial vehicles. Six of the states are states where we operate commercial vehicle dealerships: California, Colorado, Nevada, New Mexico, North Carolina and Virginia. The signatories to the memorandum all agreed on a goal of ensuring that 100% of new Class 3 through 8 commercial vehicles are zero emission by 2050, with an interim target of 30% zero emission vehicles by 2030, although multiple of these states have recently announced plans to delay various aspects of CARB's regulations. If CARB were to prevail in its legal challenges against Congress' rescission of the EPA waivers, attaining the goals stated by CARB and the signers of the joint memorandum would likely require the adoption of new laws and regulations and we cannot predict at this time whether such laws and regulations would have an adverse impact on our business. Similarly, if the EPA's policies change in the future, we believe the EPA could issue a new endangerment finding with respect to GHG emissions, which would allow the EPA to potentially create a new rule similar to the recently voided GHG rules, which would have required commercial vehicle engine manufacturers to manufacture an increasing percentage of "zero-emission" vehicles over time, which would likely have reduced the number of diesel ICE vehicles that would have been manufactured over that time period.

Engine emissions rules and regulations could result in increased compliance costs, additional operating restrictions and affect demand for the products that we sell and services that we offer. For example, we believe that certain of CARB's engine emissions rules that became effective in January 2024, along with the uncertainty regarding CARB's enforcement of the same, resulted in our California dealerships selling less new commercial vehicles in both 2024 and 2025 than they would have absent such rules. While the reduction in the number of new commercial vehicles that we were able to sell in 2024 and 2025 due to CARB's rules was not material to our financial results, our success going forward depends on the ability of our manufacturers to successfully supply new commercial vehicles that comply with existing and future emissions rules and regulations in each of the markets in which we operate.

*Disruptions to our information technology systems and breaches in data or system security could adversely affect our business.*

We rely upon our information technology systems to manage all aspects of our business, including processing and recording sales to, and payments from, customers, managing inventory, communicating with manufacturers and vendors, processing employee payroll and benefits and financial reporting. Any inability to manage these systems, including with respect to matters related to system and data security, privacy, reliability, compliance, performance and access, as well as any inability of these systems to fulfill their intended purpose within our business, could have an adverse effect on our business. In addition, in the ordinary course of business, we collect and store sensitive data and information, including our proprietary business information and that of our customers, suppliers and business partners, as well as personally identifiable information about our employees and customers.

We take an enterprise-wide approach to cybersecurity, using established processes for assessing, identifying, and managing risks from cybersecurity threats. We have implemented various measures across our organization to manage our cybersecurity risks, including implementing systems to identify, prevent, detect, investigate, resolve, and recover from cyber security attacks. All employees participate in our security awareness training program, and additional training is required for various roles within the organization. Employees are trained and encouraged to identify and report security concerns, and cybersecurity is engrained in our culture. Our cybersecurity risk management program leverages the Center for Internet Security Critical Security Framework to provide a structured methodology to help ensure the confidentiality, integrity, and availability of our systems and data. We regularly assess cybersecurity risks and monitor our systems for vulnerabilities. We conduct regular reviews and tests of our systems and our cybersecurity program, both internally and using consultants and external auditors. These tests include, but are not limited to, vulnerability testing, penetration testing, tabletop exercises, systems recovery tests, assessments, and other activities to assess the readiness and effectiveness of our cybersecurity controls and protections. However, despite the security measures we have in place, our facilities and systems, and those of our third-party service providers, could be vulnerable to cyberattacks and other security breaches, computer viruses, lost or misplaced data, programming errors, human errors or other events, and such incidents can remain undetected for a period of time despite our best efforts to detect and respond to them in a timely manner.

We have, from time to time, experienced threats to our data and systems, including malware, ransomware, phishing and computer virus attacks. As discussed above, we are continuously developing and enhancing our controls, processes, and practices designed to protect our systems, computers, software, data, and networks from attack, damage, or unauthorized access. This continued development and enhancement requires us to expend significant additional resources. However, we may not anticipate or combat all types of future attacks until after they have been launched. In addition, the rapid evolution and increased availability of AI may intensify cybersecurity risks by making cyber-attacks more sophisticated and cybersecurity incidents more difficult to detect, contain, and mitigate. If any of these breaches of security occur, we will be required to expend additional capital and other resources, including costs to deploy additional personnel and protection technologies, train employees and engage third-party experts and consultants.

Any cyberattack, security breach or other event resulting in the misappropriation, loss, or other unauthorized disclosure of confidential information or personal identifiable information of employees or customers, whether by us directly or our third-party service providers, could adversely affect our business operations, sales, reputation with current and potential customers, associates or vendors and employees and result in litigation or regulatory actions, all of which could have a material adverse effect on our business and reputation.

*We are exposed to a variety of claims relating to our business and the liability associated with such claims may exceed the level of our insurance coverage.*

In the course of our business, we are exposed to claims for personal injury, death or property damage resulting from: (i) our customers' use of commercial vehicles that we sell, service, lease or rent; (ii) our customers' purchase of other products that we design, manufacture, sell or install, such as commercial vehicle parts, custom vehicle modifications and CNG fuel systems through our joint venture with Cummins; and (iii) injuries caused by motor vehicle accidents that our service or delivery personnel are involved in. In addition, we have employees who work remotely from time to time at certain customers' locations that are considered inherently dangerous, such as oil or gas well drilling sites, commercial construction sites and manufacturing facilities. We could also be subject to potential litigation associated with compliance with various laws and governmental regulations at the federal, state or local levels, such as those relating to vehicle and highway safety, health and workplace safety, security and employment-related claims.

We self-insure and utilize a captive insurance company to provide our auto and general commercial liability insurance, which we supplement with excess insurance coverage. We self-insure the real property that we own and our personal property (excluding our vehicle inventory, which is insured). We also maintain various insurance policies with third-party insurers, each of which are subject to deductibles with high dollar amounts. We may be exposed to claims for which coverage is not afforded or the damages exceed the limits of our insurance coverage or multiple claims causing us to incur significant out-of-pocket costs before reaching the deductible amount, all of which could adversely affect our financial condition and results of operations. In addition, the cost of third-party insurance policies may increase significantly upon renewal of those policies as a result of general rate increases for the type of insurance we carry as well as our historical experience and experience in our industry. Although we have not experienced any material losses that were not covered by insurance, our existing or future claims may exceed the coverage level of our insurance, and such insurance may not continue to be available on economically reasonable terms, or at all. If we are required to pay significantly higher premiums for insurance, are not able to maintain insurance coverage at affordable rates or if we must pay amounts in excess of claims covered by our insurance, we could experience higher costs that could adversely affect our financial condition and results of operations. In fact, due to the rising costs of premiums over the last couple of years, we have been generally increasing our use of self-insurance programs and increasing the amounts of our deductibles.

*Our dealerships are subject to federal, state and local environmental regulations that may result in claims and liabilities, which could be material.*

We are subject to federal, state and local environmental laws and regulations governing the following: discharges into the air and water; the operation and removal of underground and aboveground storage tanks; the use, handling, storage and disposal of hazardous substances, petroleum and other materials; and the investigation and remediation of contamination. As with commercial vehicle dealerships generally, and service, parts and collision center operations in particular, our business involves the generation, use, storage, handling and contracting for recycling or disposal of hazardous materials or wastes and other environmentally sensitive materials. Any non-compliance with these laws and regulations could result in significant fines, penalties and remediation costs which could adversely affect our results of operations, financial condition or cash flows.

We may also have liability in connection with materials that were sent to third party recycling, treatment, or disposal facilities under federal and state statutes. Applicable laws may make us responsible for liability relating to the investigation and remediation of contamination without regard to fault or the legality of the conduct that contributed to the contamination. In connection with our acquisitions, it is possible that we will assume or become subject to new or unforeseen environmental costs or liabilities, some of which may be material. In connection with dispositions of businesses, or dispositions previously made by companies we acquire, we may retain exposure for environmental costs and liabilities, some of which may be material. In addition, compliance with current or amended, or new or more stringent, laws or regulations, stricter interpretations of existing laws or the future discovery of environmental conditions could require additional expenditures by us which could materially adversely affect our results of operations, financial condition or cash flows.

*We have operations in Canada. As a result, we may incur losses from the impact of foreign currency fluctuations and have higher costs than we otherwise would have due to the need to comply with foreign laws.*

Our operations in Canada are subject to the risks normally associated with international operations. These include: (i) the need to convert currencies, which could result in a gain or loss depending on fluctuations in exchange rates; and (ii) the need to comply with Canadian laws and regulations, as well as U.S. laws and regulations, applicable to our operations in Canada. Changes in such laws or regulations, or any material failure to comply with any applicable laws or regulations, could increase our costs, affect our reputation, limit our business and otherwise impact our operations in adverse ways. In addition, laws or regulations or the interpretations thereof can conflict among jurisdictions, and compliance in one jurisdiction could result in legal or reputational risks in another jurisdiction.

#### **Risks Related to Our Common Stock**

*We are controlled by one shareholder and his affiliate.*

Collectively, Mr. Rush and his affiliate own approximately 0.3% of our issued and outstanding shares of Class A common stock and 43.0% of our issued and outstanding Class B common stock. Mr. Rush collectively controls approximately 36.5% of the aggregate voting power of our outstanding shares, which is substantially more than any other person or group. The interests of Mr. Rush may not be consistent with the interests of all shareholders. As a result of such ownership, Mr. Rush has the ability to exercise substantial control over the Company, including with respect to the election of directors, the determination of matters requiring shareholder approval and other matters pertaining to corporate governance.

*Our dealership agreements could discourage another company from acquiring us.*

Our dealership agreements with Peterbilt impose ownership requirements on certain officers of the Company. All of our dealership agreements include restrictions on the sale or transfer of the underlying franchises. These ownership requirements and restrictions may prevent or deter prospective acquirers from acquiring control of us and, therefore, may adversely impact the value of our common stock.

Additionally, the number of shares owned by Mr. Rush and his affiliate, the requirement in our dealership agreements that the Dealer Principals retain a controlling interest in us, the restrictions on who may serve as Chairman of the Board and President or Chief Executive Officer of the Company, and the restrictions on the sale or transfer of our franchises contained in our dealer agreements, combined with the ability of the Board of Directors to issue shares of preferred stock without further vote or action by the shareholders, may discourage, delay or prevent a change in control without further action by our shareholders, which could adversely affect the market price of our common stock or prevent or delay a merger or acquisition that our shareholders may consider favorable.

Actions by our shareholders or prospective shareholders that would violate any of the above restrictions on our dealership agreements are generally outside of our control. If we are unable to renegotiate these restrictions, we may be forced to terminate or sell one or more of our dealerships, which could have a material adverse effect on us. These restrictions may also inhibit our ability to raise required capital or to issue our stock as consideration for future acquisitions.

*Our Class A common stock has limited voting power.*

Each share of Class A common stock ranks equal to each share of Class B common stock with respect to receipt of any dividends or distributions declared on shares of common stock and the right to receive proceeds on liquidation or dissolution of us after payment of our indebtedness and liquidation preference payments to holders of any preferred shares. However, holders of Class A common stock have 1/20th of one vote per share on all matters requiring a shareholder vote, while holders of Class B common stock have one full vote per share.

*Our Class B common stock has a low average daily trading volume. As a result, sales of our Class B common stock could cause the market price of our Class B common stock to drop, and it may be difficult for a stockholder to liquidate its position in our Class B common stock quickly without adversely affecting the market price of such shares.*

The volume of trading in our Class B common stock varies greatly and may often be light. As of December 31, 2025, the three-month average daily trading volume of our Class B common stock was approximately 36,000 shares, with eleven days having a trading volume below 10,000 shares. If any large shareholder were to begin selling shares in the market, the added available supply of shares could cause the market price of our Class B common stock to drop. In addition, the lack of a robust resale market may require a shareholder to sell a large number of shares of our Class B common stock in increments over time to mitigate any adverse impact of the sales on the market price of our Class B common stock.

#### **Item 1B. Unresolved Staff Comments**

None.

#### **Item 1C. Cybersecurity**

We take an enterprise-wide approach to cybersecurity, using established processes for assessing, identifying and managing risks from cybersecurity threats. We have implemented various measures across our organization to manage our cybersecurity risks, including implementing systems to identify, prevent, detect, investigate, resolve and recover from cyber security attacks. All employees participate in our role-based security awareness training program, which includes both coursework and attack simulations. Employees are trained and encouraged to identify and report security concerns, and cybersecurity is engrained in our culture.

Our cybersecurity risk management program leverages the Center for Internet Security Critical Security Framework to provide a structured methodology to help ensure the confidentiality, integrity and availability of our systems and data. We regularly assess cybersecurity risks and monitor our systems for vulnerabilities. We conduct regular reviews and tests of our systems and our cybersecurity program, both internally and using consultants and external auditors. These tests include, but are not limited to, vulnerability testing, penetration testing, tabletop exercises, systems recovery tests, assessments, security risk reviews and other activities to assess the readiness and effectiveness of our cybersecurity controls and protections.

Our Information Security program is led by our Chief Information Officer (“CIO”), who reports to our Chief Operating Officer (“COO”). Our CIO works with our Chief Privacy Officer (“CPO”) to address cybersecurity and data privacy risks and concerns. The Information Security Governance Committee (“ISGC”), composed of executives from various corporate functions, oversees our cybersecurity policy and strategy. Members of the ISGC, including the CIO and CPO, meet with the COO on a regular basis to review and monitor our cybersecurity risks and mitigation efforts. Our Board of Directors (the “Board”) oversees our enterprise risk management activities in general, including cybersecurity risks. The Audit Committee of the Board has been designated with specific oversight responsibility with respect to cybersecurity and data privacy risk management. The Board receives a comprehensive update on the status of risks related to cybersecurity annually and periodic updates on particular matters. We engage external assessors, consultants, and auditors to assist us in evaluating and enhancing our cybersecurity risk management processes. We also have processes to oversee and identify such risks from cybersecurity threats associated with our use of third-party service providers. We utilize a combination of internal resources and external managed security service providers to monitor and protect our systems and networks. We also leverage third-party incident response capabilities to support our team in the event of a significant cybersecurity incident.

While we have not experienced a material breach, our systems and employees are frequently the target of cyber security attacks intending to steal, misuse, or destroy data, to disrupt our ability to do business, or otherwise negatively impact us. These threats are evolving and growing more sophisticated and targeted as improvements in AI technology continuously transforms the threat environment. If we did experience a significant disruption in service, theft of data, or other significant attack, it could result in legal claims or proceedings, liability under federal and state laws that protect the privacy of personal information, regulatory penalties, remediation costs, increased cybersecurity costs, loss of revenue or customers, damage to our reputation or competitive position, or other harm to our business. For more information regarding the risks we face from cybersecurity threats, please see “Risk Factors.”

## **Item 2. Properties**

Our corporate headquarters are owned by us and located in New Braunfels, Texas. As of December 2025, we also own or lease numerous facilities used in our operations in the following locations: Alabama, Arizona, Arkansas, California, Colorado, Florida, Georgia, Idaho, Illinois, Indiana, Kansas, Kentucky, Missouri, Nebraska, Nevada, New Mexico, North Carolina, Ohio, Oklahoma, Tennessee, Texas, Utah, Virginia, Ontario and Quebec, Canada. For information regarding the number of locations that we have in each state or province, the number of locations that we own or lease and the number of franchises that we represent in each state or province, please see “Business” in “Item 1. Business.”

We lease a hangar in New Braunfels, Texas for our corporate aircraft. We also own and operate a guest ranch of approximately 10,950 acres near Cotulla, Texas, which is used for client development purposes.

## **Item 3. Legal Proceedings**

From time to time, we are involved in litigation arising out of our operations in the ordinary course of business. We maintain liability insurance through self-insurance, a captive insurer and third-party excess insurance, including product liability coverage, in amounts deemed adequate by management. However, an uninsured or partially insured claim, or claim for which indemnification is not available, could have a material adverse effect on our financial condition or results of operations. As of December 31, 2025, we believe that there are no pending claims or litigation, individually or in the aggregate, that are reasonably possible to have a material adverse effect on our financial position or results of operations. However, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on our financial condition or results of operations for the fiscal period in which such resolution occurred.

## **Item 4. Mine Safety Disclosures**

Not applicable.

## **PART II**

## **Item 5. Market for Registrant’s Common Equity, Related Shareholder Matters, and Issuer Purchases of Equity Securities**

Our common stock trades on The NASDAQ Global Select Market <sup>SM</sup> under the symbols RUSHA and RUSHB. During 2025, our Board approved four quarterly cash dividends on all outstanding shares of common stock totaling \$0.74 per share. We expect to continue paying cash dividends on a quarterly basis. However, there is no assurance as to the payment of future dividends because the declaration and payment of such dividends is subject to the business judgment of our Board and will depend on historic and projected earnings, capital requirements, covenant compliance, financial conditions and such other factors as the Board deems relevant.

The following table sets forth the high and low sales prices for our Class A common stock and Class B common stock for the fiscal periods indicated and as quoted on The NASDAQ Global Select Market<sup>SM</sup> and dividends declared.

	2025			2024		
	Dividends Declared	High	Low	Dividends Declared	High	Low
<b>Class A Common Stock</b>						
First Quarter	\$ 0.18	\$ 65.43	\$ 51.50	\$ 0.17	\$ 53.72	\$ 42.77
Second Quarter	0.18	56.39	47.06	0.17	53.78	41.51
Third Quarter	0.19	59.37	50.41	0.18	56.64	40.99
Fourth Quarter	0.19	59.83	45.67	0.18	65.15	49.52
<b>Class B Common Stock</b>						
First Quarter	\$ 0.18	\$ 61.55	\$ 51.68	\$ 0.17	\$ 53.35	\$ 45.00
Second Quarter	0.18	60.90	49.25	0.17	53.31	37.85
Third Quarter	0.19	60.17	51.99	0.18	51.91	37.92
Fourth Quarter	0.19	61.53	47.71	0.18	58.61	43.81

As of February 17, 2026, there were nineteen record holders of Class A common stock and twenty-one record holders of Class B common stock. On August 28, 2023, we effected a three-for-two stock split with respect to both our Class A and Class B common stock in the form of a stock dividend. The foregoing stock prices and the following share amounts have been adjusted to give retroactive effect to the stock split for all periods presented.

We have not sold any securities in the last three years that were not registered under the Securities Act.

A summary of our stock repurchase activity for the fourth quarter of 2025 is as follows:

Period	Total Number of Shares Purchased (1)(2)(3)(4)	Average Price Paid Per Share (1)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs (3)(4)
October 1 – October 31, 2025	770,752	\$ 51.60(5)	770,752	\$ 28,219,573
November 1 – November 30, 2025	585,606	48.16(6)	585,606	49
December 1 – December 31, 2025	-	-	-	150,000,000
Total	1,356,358		1,356,358	

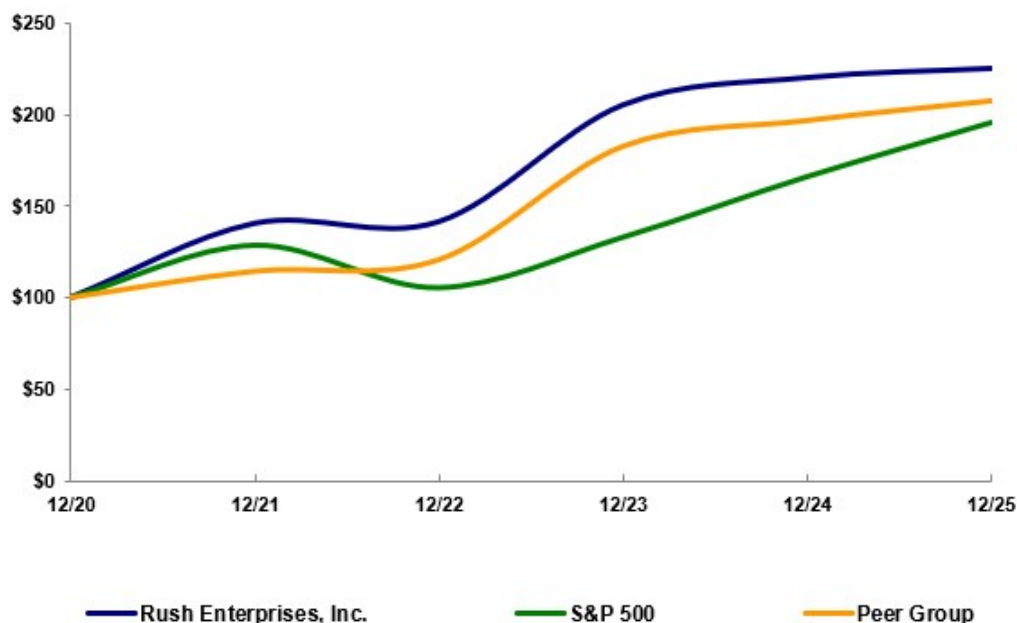
- (1) The calculation of the average price paid per share does not give effect to any fees, commissions or other costs associated with the repurchase of such shares.
- (2) The shares represent Class A and Class B common stock repurchased.
- (3) We repurchased shares in 2025 under a stock repurchase program announced on December 3, 2024, which authorized the repurchase of up to \$150.0 million of our shares of Class A common stock and/or Class B common stock.
- (4) On May 29, 2025, we announced the approval of a \$50.0 million increase to the stock repurchase program, effective May 29, 2025, authorizing management to repurchase, from time to time, up to an aggregate of \$200.0 million of our shares of Class A common stock and/or Class B common stock. This plan was terminated effective December 2, 2025; we repurchased \$199.9 million shares of our Class A and Class B common stock under the plan prior to its termination. On December 3, 2025, we announced the approval of a new stock repurchase program, effective December 3, 2025, authorizing management to repurchase, from time to time, up to an aggregate of \$150.0 million of our shares of Class A common stock and/or Class B common stock.
- (5) Represents 642,401 shares of Class A Common Stock at an average price paid per share of \$50.68 and 128,351 shares of Class B Common Stock at an average price paid per share of \$56.20.
- (6) Represents 585,606 shares of Class A common stock at an average price paid per share of \$48.16.

Information regarding our equity compensation plans is incorporated by reference from Item 12, “Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters,” of this annual report on Form 10-K and should be considered an integral part of this Item 5.

Performance Graph

The graph below matches the cumulative 5-Year total return of holders of Rush Enterprises, Inc.'s common stock with the cumulative total returns of the S&P 500 index and a customized peer group of four companies that includes: Lithia Motors Inc, Paccar Inc, Penske Automotive Group Inc and Werner Enterprises Inc. The graph assumes that the value of the investment in our common stock, in each index, and in the peer group (including reinvestment of dividends) was \$100 on December 31, 2020 and tracks it through December 31, 2025.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***  
Among Rush Enterprises, Inc., the S&P 500 Index,  
and a Peer Group



\*\$100 invested on 12/31/20 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

Copyright© 2026 Standard & Poor's, a division of S&P Global. All rights reserved.

	12/20	12/21	12/22	12/23	12/24	12/25
Rush Enterprises, Inc.	100.00	140.42	141.30	204.89	219.80	224.79
S&P 500	100.00	128.71	105.40	133.10	166.40	196.16
Peer Group	100.00	114.33	120.58	182.41	196.50	207.21

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

## Item 6. [Reserved]

Not applicable

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

### Overview

We are a full-service, integrated retailer of commercial vehicles and related services. We operate one segment - the Truck Segment. The Truck Segment operates a network of commercial vehicle dealerships primarily under the name "Rush Truck Centers." Most Rush Truck Centers are a franchised dealer for commercial vehicles manufactured by Peterbilt, International, Hino, Ford, Isuzu, Blue Arc, Battle Motors, IC Bus or Blue Bird. Through our strategically located network of Rush Truck Centers, we provide one-stop service for the needs of our commercial vehicle customers. We offer an integrated approach to meeting customer needs by providing service, parts and collision repairs in addition to new and used commercial vehicle sales, leasing, insurance and financial services, vehicle upfitting, CNG fuel systems through our joint venture with Cummins and vehicle telematics products.

Our goal is to continue to serve as the premier service solutions provider to the end-users of commercial vehicles. Our strategic efforts to achieve this goal include continuously expanding our portfolio of Aftermarket Products and Services, broadening the diversity of our commercial vehicle product offerings and extending our network of Rush Truck Centers. Our commitment to provide innovative solutions to service our customers' needs continues to drive our strong Aftermarket Products and Services revenues.

Our Aftermarket Products and Services include a wide range of capabilities and products such as providing parts, service and collision repairs at certain of our Rush Truck Centers, a fleet of mobile service units, technicians who work in our customers' facilities, a proprietary line of commercial vehicle parts and accessories, vehicle upfitting, a broad range of diagnostic and analysis capabilities, a suite of telematics products and assembly services for specialized bodies and equipment. Aftermarket Products and Services accounted for 63.7% of our total gross profits in 2025.

### Stock Split

On July 25, 2023, the Board declared a 3-for-2 stock split of the Company's Class A common stock and Class B common stock, which was effected in the form of a stock dividend. On August 28, 2023, the Company distributed one additional share of stock for every two shares of Class A common stock, par value \$0.01 per share, and Class B common stock, par value \$0.01 per share, held by shareholders of record as of August 7, 2023. All share and per share data in this Form 10-K have been adjusted and restated to reflect the stock split as if it occurred on the first day of the earliest period presented.

### Summary of 2025

Our results of operations for the year ended December 31, 2025, are summarized below as follows:

- Our gross revenues totaled \$7,434.2 million, a 4.7% decrease from gross revenues of \$7,804.7 million in 2024.
- Gross profit decreased \$70.8 million, or 4.6%, compared to 2024. Gross profit as a percentage of sales remained at 19.6% in 2025, compared to 2024.
- Our new Class 8 heavy-duty unit sales decreased 17.4%, compared to 2024, and accounted for 5.8% of the total U.S. market and 1.4% of the total Canadian market.
- Our new Class 4 through 7 medium-duty unit sales (including buses) decreased 4.8%, compared to 2024, and accounted for 5.7% of the total U.S. market and 6.3% of the total Canadian market.
- New light-duty truck unit sales increased 42.9% in 2025, compared to 2024.
- Used truck unit sales decreased 1.9% in 2025, compared to 2024.
- Aftermarket Products and Services revenues increased \$7.2 million, or 0.3%, to \$2,523.2 million, compared to \$2,516.0 million in 2024.
- Lease and rental revenues increased \$14.6 million, or 4.1%, to \$369.6 million, compared to \$354.9 million in 2024.
- Selling, General and Administrative ("SG&A") expenses increased \$0.6 million, or 0.1%, to \$996.2 million, compared to \$995.6 million in 2024.
- Net interest expense decreased \$24.6 million, or 34.7%, in 2025, compared to \$70.9 million in 2024.

## 2026 Outlook

According to A.C.T. Research Co., LLC (“A.C.T. Research”), a commercial vehicle industry data and forecasting service provider, new U. S. Class 8 truck retail sales are estimated to total 211,300 units in 2026, a 0.6% decrease compared to 212,707 units sold in 2025. We expect our U.S. market share of new Class 8 truck sales to range between 5.8% and 6.3% in 2026. This market share percentage would result in the sale of 12,200 to 13,300 new Class 8 trucks in 2026. We expect to sell approximately 500 additional new Class 8 trucks in Canada in 2026.

According to A.C.T. Research, new U. S. Class 4 through 7 commercial vehicle retail sales are estimated to total 218,225 units in 2026, a 0.3% increase compared to 217,412 units sold in 2025. We expect our U.S. market share of new Class 4 through 7 commercial vehicle sales to range between 5.8% and 6.3% in 2026. This market share percentage would result in the sale of 12,600 to 13,700 new Class 4 through 7 commercial vehicles in 2026. We expect to sell approximately 900 additional new Class 5 through 7 commercial vehicles in Canada in 2026.

We expect to sell approximately 2,500 to 3,000 light-duty vehicles and 6,500 to 7,500 used commercial vehicles in 2026.

We expect lease and rental revenue to increase approximately 3.0% during 2026, compared to 2025.

In 2026, we expect demand for Aftermarket Products and Services to remain relatively weak through the first quarter. However, we are optimistic that freight markets will improve in 2026 and that demand will pick up as the year progresses. We believe that an improved freight market, along with our continued focus on growing our national account customer base and our focus on other aftermarket strategic initiatives, will result in aftermarket revenue growth this year.

## Key Performance Indicator

*Absorption Ratio.* Management uses several performance metrics to evaluate the performance of our commercial vehicle dealerships and considers Rush Truck Centers’ “absorption ratio” to be of critical importance. Absorption ratio is calculated by dividing the gross profit from our Aftermarket Products and Services departments by the overhead expenses of all of a dealership’s departments, except for the selling expenses of the new and used commercial vehicle departments and carrying costs of new and used commercial vehicle inventory. When 100% absorption is achieved, all of the gross profit from the sale of a commercial vehicle, after sales commissions and inventory carrying costs, directly impacts operating profit. Our commercial vehicle dealerships achieved a 130.7% absorption ratio for the year ended December 31, 2025, and 132.2% absorption ratio for the year ended December 31, 2024.

## Critical Accounting Estimates

Our discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. There can be no assurance that actual results will not differ from those estimates. We believe the following accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements.

The Company’s significant accounting policies are disclosed in Note 2 of the Notes to Consolidated Financial Statements.

### *Inventory Reserves*

Inventories are stated at the lower of cost or net realizable value. Cost is determined by specific identification of new and used commercial vehicle inventory. The estimated net realizable value of new and used commercial inventory is determined based on an analysis of historical sales trends, the impact of market trends and economic conditions, and forecasts of future demand. Our historical estimates of these costs and the related provisions have not differed materially from actual results. However, unforeseen adverse future economic and market conditions could result in our actual results differing materially from our estimates.

### ***Purchase Price Allocation, Intangible Assets and Goodwill***

Purchase price allocation for business combinations and asset acquisitions requires the use of accounting estimates and judgments to allocate the purchase price to the identifiable tangible and intangible assets acquired and liabilities assumed based on their respective fair values. We determine whether substantially all the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets. If so, the single asset or group of assets, as applicable, is not a business. If not, we determine whether the single asset or group of assets, as applicable, meets the definition of a business.

In connection with our business combinations, we record certain intangible assets, including franchise rights. We periodically review the estimated useful lives and fair values of our identifiable intangible assets, taking into consideration any events or circumstances that might result in a diminished fair value or revised useful life.

The excess purchase price over the fair value of assets acquired is recorded as goodwill. We assess goodwill for impairment annually in the fourth quarter, or whenever events or changes in circumstances indicate an impairment may have occurred. If impaired, the carrying values of the assets are written down to fair value using Level 3 inputs. See Note 2 – Significant Accounting Policies for further discussion of Level 3 fair value.

### ***Accounting for Income Taxes***

Management's judgment is required to determine the provisions for income taxes and to determine whether deferred tax assets will be realized in full or in part. Deferred income 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. When it is more likely than not that all or some portion of specific deferred income tax assets will not be realized, a valuation allowance must be established for the amount of deferred income tax assets that are determined not to be realizable. Accordingly, the facts and financial circumstances impacting deferred income tax assets are reviewed quarterly and management's judgment is applied to determine the amount of valuation allowance required, if any, in any given period.

Tax authorities periodically audit our income tax returns. These audits include questions regarding our tax filing positions, including the timing and amount of deductions. In evaluating the exposures associated with our various tax filing positions, we adjust our liability for unrecognized tax benefits and income tax provision in the period in which an uncertain tax position is effectively settled, the statute of limitations expires for the relevant taxing authority to examine the tax position or when more information becomes available.

Our liability for unrecognized tax benefits contains uncertainties because management is required to make assumptions and to apply judgment to estimate the exposures associated with our various filing positions. Our effective income tax rate is also affected by changes in tax law, the level of earnings and the results of tax audits. Although we believe that the judgments and estimates are reasonable, actual results could differ, and we may be exposed to losses or gains that could be material. An unfavorable tax settlement would require use of our cash and result in an increase in our effective income tax rate in the period of resolution. A favorable tax settlement would generally be recognized as a reduction in our effective income tax rate in the period of resolution. Our income tax expense includes the impact of reserve provisions and changes to reserves that we consider appropriate, as well as related interest.

## Results of Operations

The following discussion and analysis includes our historical results of operations for 2025, 2024 and 2023. The following table sets forth for the years indicated certain financial data as a percentage of total revenues:

	Year Ended December 31,		
	2025	2024	2023
<b>Revenue</b>			
New and used commercial vehicle sales	60.6%	62.6%	62.6%
Aftermarket Products and Services sales	33.9	32.3	32.3
Lease and rental	5.0	4.5	4.5
Finance and insurance	0.3	0.3	0.3
Other	0.2	0.3	0.3
<b>Total revenues</b>	<b>100.0</b>	<b>100.0</b>	<b>100.0</b>
Cost of products sold	80.4	80.4	79.9
<b>Gross profit</b>	<b>19.6</b>	<b>19.6</b>	<b>20.1</b>
Selling, general and administrative	13.4	12.8	12.9
Depreciation and amortization	1.0	0.9	0.7
Gain (loss) on sale of assets	0.0	0.0	0.0
<b>Operating income</b>	<b>5.2</b>	<b>5.9</b>	<b>6.5</b>
Other income	0.0	0.0	0.0
Interest expense, net	0.6	0.9	0.7
Income from continuing operations before income taxes	4.6	5.0	5.8
Provision for income taxes	1.1	1.2	1.4
<b>Net income</b>	<b>3.5</b>	<b>3.8</b>	<b>4.4</b>
Net income attributable to noncontrolling interest	0.0	0.0	0.0
<b>Net income attributable to Rush Enterprises, Inc.</b>	<b>3.5%</b>	<b>3.8%</b>	<b>4.4%</b>

The following table sets forth the unit sales and revenue for new heavy-duty, new medium-duty, new light-duty and used commercial vehicles and the absorption ratio for the years indicated (revenue in millions):

	2025	2024	2023	% Change	
				2025 vs 2024	2024 vs 2023
<b>Vehicle unit sales:</b>					
New heavy-duty vehicles	12,770	15,465	17,457	-17.4%	-11.4%
New medium-duty vehicles	13,278	13,935	13,264	-4.7	5.1
New light-duty vehicles	3,007	2,105	1,848	42.9	13.9
Total new vehicle unit sales	29,055	31,505	32,569	-7.8%	-3.3%
Used vehicle sales	6,977	7,110	7,117	-1.9%	-0.1%
<b>Vehicle revenue:</b>					
New heavy-duty vehicles	\$ 2,425.50	\$ 2,906.80	\$ 3,083.10	-16.6%	-5.7%
New medium-duty vehicles	1,510.50	1,485.2	1,312.00	1.7	13.2
New light-duty vehicles	179.1	126	108.8	42.1	15.8
Total new vehicle revenue	\$ 4,115.10	\$ 4,518.00	\$ 4,503.90	-8.9%	0.3%
Used vehicle revenue	\$ 363.7	\$ 335.8	\$ 414.7	8.3%	-19%
Other vehicle revenue <sup>(1)</sup>	\$ 24.7	\$ 35	\$ 39.4	-29.4%	-11.3%
<b>Dealership absorption ratio:</b>	130.7%	132.2%	135.3%	-1.1%	-2.3%

(1) Includes sales of truck bodies, trailers and other new equipment.

The following table sets forth for the periods indicated the percent of gross profit by revenue source:

	2025	2024	2023
<b>Gross Profit:</b>			
New and used commercial vehicle sales	26.7%	30.2%	30.4%
Aftermarket products and services sales	63.7	60.4	59.8
Lease and rental	7.0	6.5	6.6
Finance and insurance	1.4	1.4	1.5
Other	1.2	1.5	1.7
<b>Total gross profit</b>	<b>100.0%</b>	<b>100.0%</b>	<b>100.0%</b>

## Industry

We operate in the commercial vehicle market. There has historically been a high correlation between new product sales in the commercial vehicle market and the rate of change in U.S. industrial production and the U.S. gross domestic product.

### *Heavy-Duty Truck Market*

Many of our Rush Truck Centers sell heavy-duty trucks manufactured by Peterbilt, International, Hino or Battle Motors, and provide parts and service for heavy-duty trucks. The U.S. retail heavy-duty truck market is affected by a number of factors, including general economic conditions, fuel prices, other methods of transportation, environmental and other government regulations, interest rate fluctuations and customer business cycles. According to data published by A.C.T. Research, total U.S. retail sales of new Class 8 trucks in the last ten years have ranged from a low of approximately 195,687 in 2020 to a high of approximately 281,440 in 2019. Class 8 trucks are defined by the American Automobile Association as trucks with a minimum gross vehicle weight rating above 33,000 pounds.

Typically, Class 8 trucks are assembled by manufacturers utilizing certain components that may be manufactured by other companies including engines, transmissions, axles, wheels and other components. As commercial vehicles and certain commercial vehicle components have become increasingly complex, the ability to provide service for commercial vehicles has become an increasingly competitive factor in the industry. The ability to provide such service requires a significant capital investment in diagnostic and other equipment, parts inventory and highly trained service personnel. EPA and Department of Transportation regulatory guidelines for service processes, including collision center, paint work and waste disposal, require sophisticated equipment to ensure compliance with environmental and safety standards. Differentiation between commercial vehicle dealers has become less dependent on price competition and is increasingly based on a dealer's ability to offer a wide variety of services to their clients in a timely manner to minimize vehicle downtime. Such services include the following: efficient, conveniently located and easily accessible commercial vehicle service centers with an adequate supply of replacement parts and other aftermarket products and services; financing for commercial vehicle purchases; leasing and rental programs; and the ability to accept multiple unit trade-ins related to large fleet purchases. We believe our one-stop center concept and the size and geographic diversity of our dealership network gives us a competitive advantage in providing these services.

A.C.T. Research currently estimates 211,300 new Class 8 commercial vehicles will be sold in the United States in 2026, compared to approximately 212,707 new Class 8 trucks sold in 2025. A.C.T. Research currently forecasts sales of new Class 8 trucks in the U.S. to be approximately 205,900 in 2027.

### *Medium-Duty Truck Market*

Many of our Rush Truck Centers sell medium-duty commercial vehicles manufactured by Peterbilt, International, Hino, Ford or Isuzu, and provide parts and service for medium-duty commercial vehicles. Medium-duty commercial vehicles are principally used in short-haul markets as delivery vehicles; they typically operate locally and generally do not leave their service areas overnight. We also sell light-duty vehicles (Class 3 and under) at several of our Ford dealerships.

A.C.T. Research currently estimates 218,225 new Class 4 through 7 commercial vehicles will be sold in the United States in 2026, compared to approximately 217,412 new Class 4 through 7 trucks sold in 2025. A.C.T. Research currently forecasts sales of new Class 4 through 7 trucks in the U.S. to be approximately 240,700 in 2027.

## **Year Ended December 31, 2025, Compared to Year Ended December 31, 2024**

### *Revenues*

Total revenues decreased \$370.6 million, or 4.7%, in 2025, compared to 2024.

Our Aftermarket Products and Services revenues increased \$7.2 million, or 0.3%, in 2025, compared to 2024. The slight increase in Aftermarket Parts and Services revenues was primarily related to increased parts pricing.

Our revenues from sales of new and used commercial vehicles decreased \$385.3 million, or 7.9%, in 2025, compared to 2024. The decrease in new and used commercial vehicle revenues was primarily a result of weak demand for Class 8 trucks caused by the freight recession and uncertainty with respect to U.S. trade policy and engine emissions regulations.

We sold 12,770 new Class 8 trucks in 2025, a 17.4% decrease compared to 15,465 new heavy-duty trucks in 2024. Our share of the new U.S. Class 8 commercial vehicle sales market decreased to approximately 5.8% in 2025, from 6.1% in 2024. Our share of the new Canada Class 8 truck market was approximately 1.4% in 2025. The decrease in new commercial vehicle revenues was primarily a result of the freight recession and uncertainty with respect to U.S. trade policy and engine emissions regulations.

We sold 13,278 new medium-duty commercial vehicles, including 1,681 buses, in 2025, a 4.7% decrease compared to 13,935 new medium-duty commercial vehicles, including 1,230 buses, in 2024. The decrease in our Class 4 through 7 commercial vehicle sales in 2025 was primarily a result of challenging market conditions and regulatory uncertainty. In 2025, we achieved a 5.7% share of the Class 4 through 7 commercial vehicle market in the U.S., compared to 5.3% in 2024. Our share of the Canada medium-duty commercial vehicles market was approximately 6.3% in 2025.

We sold 3,007 new light-duty vehicles in 2025, a 42.9% increase compared to 2,105 new light-duty vehicles in 2024.

We sold 6,977 used commercial vehicles in 2025, a 1.9% decrease compared to 7,110 used commercial vehicles in 2024. The decrease was primarily a result of the freight recession.

Commercial vehicle lease and rental revenues increased \$14.6 million, or 4.1%, in 2025, compared to 2024. This increase in commercial vehicle lease and rental revenues was primarily a result of growth in our full-service lease portfolio, supported by strong customer demand and a modernized fleet, which was partially offset by decreased rental utilization.

Finance and insurance revenues decreased \$0.8 million, or 3.9%, in 2025, compared to 2024. This decrease was primarily due to decreased new and used vehicle sales. Finance and insurance revenues have limited direct costs and, therefore, contribute a disproportionate share of our operating profits.

Other revenues decreased \$6.2 million, or 27.0% in 2025, compared to 2024. Other revenues consist primarily of the gains related to the disposition of our lease and rental fleet and document fees related to commercial vehicle sales.

#### *Gross Profit*

Gross profit decreased \$70.8 million, or 4.6%, compared to 2024. Gross profit as a percentage of sales remained flat at 19.6% in 2025 and 2024.

Gross margins from our Aftermarket Products and Services operations increased to 36.9% in 2025, from 36.7% in 2024. Gross profit for Aftermarket Products and Services increased to \$930.5 million in 2025, from \$924.5 million in 2024. This increase was primarily related to increased parts pricing and rebates received from manufacturers. Historically, parts operations' gross margins range from 28% to 30% and service and collision center operations range from 66% to 68%. Gross profits from parts sales represented 58.8% of total gross profit for Aftermarket Products and Services operations in 2025 and 59.5% in 2024. Service and collision center operations represented 41.2% of total gross profit for Aftermarket Products and Services operations in 2025 and 40.5% 2024. We expect blended gross margins on Aftermarket Products and Services operations to range from 36.0% to 38.0% in 2026.

Gross margins on new Class 8 truck sales decreased to 8.6% in 2025, from 9.7% in 2024. The decrease in gross margins was primarily due to the freight recession and a more competitive sales environment. In 2026, we expect overall gross margins from new heavy-duty truck sales of approximately 8.5% to 9.5%.

Gross margins on new Class 4 through 7 commercial vehicle sales decreased to 7.8% in 2025, from 9.7% in 2024. This decrease was primarily due to challenging industry conditions and a shift in the mix of customers during 2025. For 2026, we expect overall gross margins from new medium-duty commercial vehicle sales of approximately 7.0% to 9.0%, but this will largely depend upon the mix of purchasers and types of vehicles sold.

Gross margins on used commercial vehicle sales decreased to 13.6% in 2025, from 18.9% in 2024. This decrease was primarily due to a shift in customer mix between wholesale and retail. We expect margins on used commercial vehicles to range between 11.0% and 16.0% in 2026.

Gross margins from commercial vehicle lease and rental sales decreased to 27.8% in 2025, from 28.0% in 2024. This decrease is primarily related to a decrease in rental utilization rates. We expect gross margins from lease and rental sales of approximately 27.0% to 29.0% during 2026.

Finance and insurance revenues and other revenues, as described above, have limited direct costs and, therefore, contribute a disproportionate share of gross profit.

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

SG&A expenses increased \$0.6 million, or 0.1%, in 2025, compared to 2024. SG&A expenses as a percentage of total revenues increased to 13.4% in 2025, from 12.8% in 2024. Annual SG&A expenses as a percentage of total revenues have ranged from 12.4% to 14.4% over the last five years. In general, when new and used commercial vehicle revenues increase as a percentage of total revenues, SG&A expenses as a percentage of total revenues will be at the lower end of this range. For 2026, we expect SG&A expenses as a percentage of total revenues to range from 12.5% to 13.5%. For 2026, we expect the selling portion of SG&A expenses to be 25.0% to 30.0% of new and used commercial vehicle gross profit.

#### *Depreciation and Amortization Expense*

Depreciation and amortization expense increased \$2.6 million, or 3.8%, in 2025, compared to 2024.

#### *Interest Expense, Net*

Net interest expense decreased \$24.6 million, or 34.7%, in 2025, compared to 2024. This decrease in interest expense was primarily the result of decreased inventory levels and lower interest rates on our variable rate debt compared to 2024. We expect net interest expense to decrease in 2026 compared to 2025 due to decreased commercial vehicle inventory levels, lower interest rates and how we choose to finance our vehicle inventory.

#### *Income before Income Taxes*

Income before income taxes decreased \$52.0 million, or 13.1%, in 2025, compared to 2024, as a result of the factors described above.

#### *Income Taxes*

Income tax expense decreased \$13.0 million, or 14.0%, in 2025, compared to 2024, as a result of the factors described above. We provided for taxes at a 23.1% effective rate in 2025 and 23.3% in 2024. We expect our effective tax rate to be approximately 23.0% to 24.0% of pretax income in 2026.

### **Year Ended December 31, 2024, Compared to Year Ended December 31, 2023**

For a discussion of information on the year ended December 31, 2024, refer to Part II Item 7 in the 2024 Annual Report on Form 10-K. [Inline XBRL Viewer \(sec.gov\)](#)

## Liquidity and Capital Resources

Our short-term cash requirements are primarily for working capital, inventory financing, the renovation and expansion of existing facilities and the construction or purchase of new facilities. Historically, these cash requirements have been met through the retention of profits and borrowings under our floor plan arrangements and other credit agreements. As of December 31, 2025, we had working capital of approximately \$569.4 million, including \$212.6 million in cash, available to fund our operations. We believe that these funds, together with expected cash flows from operations, are sufficient to meet our operating requirements for at least the next twelve months. From time to time, we utilize our excess cash on hand to pay down our outstanding borrowings under our various credit agreements. The resulting interest earned is recognized as an offset to our interest expense.

We continually evaluate our liquidity and capital resources based upon: (i) our cash and cash equivalents on hand; (ii) the funds that we expect to generate through future operations; (iii) current and expected borrowing availability under our secured line of credit, working capital lines of credit available under certain of our credit agreements and our RTC Canada, PFC and BMO Floor Plan Credit Agreements; and (iv) the potential impact of our capital allocation strategy and any contemplated or pending future transactions, including, but not limited to, acquisitions, equity repurchases, dividends, or other capital expenditures. We believe we will have sufficient liquidity to meet our debt service and working capital requirements, commitments and contingencies, debt repayments, acquisitions, capital expenditures and any operating requirements for at least the next twelve months.

We have a line of credit that provides for a maximum borrowing of \$25.0 million. There were no advances outstanding under this secured line of credit as of December 31, 2025, however, \$18.7 million was pledged to secure various letters of credit related to self-insurance products, leaving \$6.3 million available for future borrowings as of December 31, 2025.

The BMO Floor Plan Credit Agreement and the WF Credit Agreement require us to satisfy various financial ratios such as the leverage ratio, the asset coverage ratio and the fixed charge coverage ratio. As of December 31, 2025, we were in compliance with all debt covenants related to debt secured by the BMO Floor Plan Credit Agreement and the WF Credit Agreement. We do not anticipate any breach of the covenants in the foreseeable future.

We expect to purchase or lease commercial vehicles worth approximately \$300.0 million to \$350.0 million for our leasing operations during 2026, depending on customer demand. We also expect to make capital expenditures for the purchase of recurring items such as computers, shop tools and equipment and company vehicles of approximately \$37.0 million to \$42.0 million during 2026.

During the fourth quarter of 2025, we paid a cash dividend of \$14.6 million. Additionally, on February 17, 2026, our Board of Directors declared a cash dividend of \$0.19 per share of Class A and Class B common stock, to be paid on March 18, 2026, to all shareholders of record as of March 3, 2026. The total dividend disbursement is estimated to be approximately \$14.6 million. We expect to continue paying cash dividends on a quarterly basis. However, there is no assurance as to future dividends because the declaration and payment of such dividends is subject to the business judgment of our Board and will depend on historic and projected earnings, capital requirements, covenant compliance and financial conditions and such other factors as our Board deems relevant.

On December 3, 2025, we announced that our Board approved a new stock repurchase program authorizing management to repurchase, from time to time, up to an aggregate of \$150.0 million of our shares of Class A common stock and/or Class B common stock. In connection with the adoption of the new stock repurchase plan, we terminated the prior stock repurchase plan, which was scheduled to expire on December 31, 2025. Repurchases, if any, will be made at times and in amounts as we deem appropriate and may be made through open-market transactions at prevailing market prices, privately negotiated transactions or by other means in accordance with federal securities laws. The actual timing, number and value of repurchases under the stock repurchase program will be determined by management at its discretion and will depend on a number of factors, including market conditions, stock price and other factors, including those related to the ownership requirements of our dealership agreements with Peterbilt. As of December 31, 2025, we have not repurchased any of our shares of common stock under the current stock repurchase program. The current stock repurchase program expires on December 31, 2026, and may be suspended or discontinued at any time.

We anticipate funding capital expenditures for the improvement and expansion of existing facilities and recurring expenses through our operating cash flows. We have the ability to fund the construction or purchase of new facilities through our operating cash flows or by financing.

We are currently under contract to build a new facility on the land adjacent to our current location in Huntley, Illinois with a current budget of \$23.6 million and a new facility in Conroe, Texas with a budget of \$20.0 million. We will continue to purchase vehicles for our lease and rental operations and authorize capital expenditures for the improvement or expansion of our existing dealership facilities and construction or purchase of new facilities based on market opportunities.

## Cash Flows

In accordance with U.S. GAAP, we report floorplan borrowings financed with lenders affiliated with our vehicle manufacturers within Cash Flows from Operating Activities in the Consolidated Statements of Cash Flows. We report floorplan borrowings financed with lenders that are not affiliated with our vehicle manufacturers within Cash Flows from Financing Activities in the Consolidated Statements of Cash Flows. Refer to Note 7 - Floorplan Notes Payable and Line of Credit and Note 8 - Long-Term Debt within our Notes to Consolidated Financial Statements for additional discussion of our floorplan financing agreements and other debt structure.

The following table summarizes our cash flows for the periods indicated (in thousands):

	Year Ended December 31,		
	2025	2024	2023
Net cash provided by (used in):			
Operating activities	\$ 861,839	\$ 619,550	\$ 295,713
Investing activities	(417,110)	(445,577)	(387,030)
Financing activities	(460,356)	(129,321)	73,962
Effect of exchange rate changes on cash	141	(246)	36
Net (decrease) increase in cash	<u>\$ (15,627)</u>	<u>\$ 44,652</u>	<u>\$ (17,355)</u>

### *Cash Flows from Operating Activities*

Cash flows from operating activities include net income adjusted for non-cash items and the effects of changes in working capital. During 2025, operating activities resulted in net cash provided by operations of \$861.8 million. Net cash provided by operating activities primarily consisted of \$266.0 million in net income, as well as non-cash adjustments related to depreciation and amortization of \$252.8 million, provision for deferred income tax of \$28.8 million and stock-based compensation of \$31.7 million. Cash provided by operating activities included an aggregate of \$397.5 million net change in operating assets and liabilities. Net change in operating assets and liabilities were primarily the result of \$1.8 million from the decrease in customer deposits, \$15.8 million from the decrease in accrued liabilities, \$73.2 from the decrease in accounts receivable and \$354.9 from the decrease in inventory which were offset primarily by cash outflows of \$112.6 million from the decrease in floor plan financing from our manufacturers, \$13.7 million from the decrease in accounts payable and \$34.8 million from the decrease in current assets. The majority of our commercial vehicle inventory is financed through our floor plan credit agreements.

During 2024, operating activities resulted in net cash provided by operations of \$619.6 million. Net cash provided by operating activities primarily consisted of \$305.0 million in net income, as well as non-cash adjustments related to depreciation and amortization of \$236.1 million, provision for deferred income tax of \$19.8 million and stock-based compensation of \$30.4 million. Cash used in operating activities included an aggregate of \$23.5 million net change in operating assets and liabilities. Net change in operating assets and liabilities were primarily the result of \$34.8 million from the decrease in customer deposits and \$12.2 million from the decrease in accrued liabilities, which were offset primarily by cash outflows of \$91.7 million from the increase in accounts receivable, \$81.9 million from the decrease in accounts payable and \$85.1 million from the increase in inventory.

### *Cash Flows from Investing Activities*

During 2025, cash used in investing activities totaled \$417.1 million. Cash flows used in investing activities consist primarily of cash used for capital expenditures, business acquisitions and notes receivable from an affiliate. Cash used for business acquisitions was \$24.3 million and cash used for a notes receivable from an affiliate was \$2.0 million during the year ended December 31, 2025. See Note 15 of the Notes to Consolidated Financial Statements for a detailed discussion of the business acquisitions. Capital expenditures totaled \$399.8 million during 2025 and consisted primarily of purchases of property and equipment, improvements to our existing dealership facilities and \$289.6 million for purchases of commercial vehicles for our rental and leasing operations.

During 2024, cash used in investing activities totaled \$445.6 million. Cash flows used in investing activities consist primarily of cash used for capital expenditures, business acquisitions and notes receivable from an affiliate. Cash used for business acquisitions was \$16.4 million and cash used for a notes receivable from an affiliate was \$9.5 million during the year ended December 31, 2024. See Note 15 of the Notes to Consolidated Financial Statements for a detailed discussion of the business acquisitions. Capital expenditures totaled \$433.0 million during 2024 and consisted primarily of purchases of property and equipment, improvements to our existing dealership facilities and \$368.5 million for purchases of commercial vehicles for our rental and leasing operations.

#### *Cash Flows from Financing Activities*

Cash flows used in financing activities include borrowings and repayments of long-term debt and net payments of non-trade floor plan notes payable. During 2025, our financing activities resulted in net cash used of \$460.4 million. The cash outflows consisted primarily of \$1,270.5 million used for principal repayments of long-term debt and finance lease obligations, \$1.4 million for taxes paid related to net share settlement of equity awards and \$69.0 million from net draws on floor plan note payable (non-trade). Additionally, during 2025, we paid cash dividends of \$58.3 million and used \$194.9 million to repurchase shares of our Class A and Class B common stock. These cash outflows were partially offset by borrowings of \$1,117.5 million of long-term debt and \$16.3 million from the issuance of shares related to equity compensation plans.

During 2024, our financing activities resulted in net cash used of \$129.3 million. The cash outflows consisted primarily of \$1,846.8 million used for principal repayments of long-term debt and finance lease obligations and \$10.1 million for taxes paid related to net share settlement of equity awards. Additionally, during 2024, we paid cash dividends of \$55.5 million and used \$15.7 million to repurchase shares of our Class A and Class B common stock. These cash outflows were partially offset by \$54.3 million from net draws on floor plan notes payable (non-trade), borrowings of \$1,844.5 million of long-term debt and \$25.4 million from the issuance of shares related to equity compensation plans.

On September 14, 2021, we entered into the WF Credit Agreement. Pursuant to the terms of the WF Credit Agreement (as amended), the WF Lenders agreed to make up to \$175.0 million of revolving credit loans for certain of our capital expenditures, including commercial vehicle purchases for our Idealease leasing and rental fleet, and general working capital needs. We use the revolving credit loans primarily for purchasing commercial vehicles for our Idealease lease and rental fleet. We may borrow, repay and reborrow amounts pursuant to the WF Credit Agreement from time to time until the maturity date. Borrowings under the WF Credit Agreement bear interest per annum, payable on each interest payment date, as defined in the WF Credit Agreement, at (A) SOFR plus (i) 1.25% or (ii) 1.5%, depending on our consolidated leverage ratio or (B) on or after the SOFR transition date, SOFR plus (i) 1.25% or (ii) 1.5%, depending on our consolidated leverage ratio. Effective September 30, 2025, the WF Credit Agreement was amended to, amongst other things, extend the expiration date to September 30, 2028, although, upon the occurrence and during the continuance of an event of default, the agent has the right to, or upon the request of the required lenders must, terminate the commitments and declare all outstanding principal and interest due and payable. We may terminate the commitments at any time. On December 31, 2025, we had approximately \$22.3 million outstanding under the WF Credit Agreement.

On November 1, 2023, we entered into the PLC Agreement. Pursuant to the terms of the PLC Agreement (as amended), PLC agreed to make up to \$500.0 million of revolving credit loans to finance certain of our capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through our PacLease franchises. We may borrow, repay and reborrow amounts pursuant to the PLC Agreement from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the borrowing base. In addition, we must maintain a minimum balance of \$220.0 million or we are subject to an unused commitment fee 0.20% of the amount by which the average daily outstanding principal balance of the loan during such quarter is less than \$220.0 million. Advances under the PLC Agreement bear interest per annum, payable on the fifth day of the following month, at our option, at either (A) the prime rate, minus 2.10%, provided that the floating rate of interest is subject to a floor of 0%, or (B) a fixed rate, to be determined between us and PLC in each instance of borrowing at a fixed rate. The PLC Agreement expires on December 16, 2029, although either party has the right to terminate the PLC Agreement at any time upon 360 days written notice. On December 31, 2025, we had approximately \$220.0 million outstanding under the PLC Agreement.

On May 31, 2022, RTC Canada entered into RTC Canada Revolving Credit Agreement with BMO. Pursuant to the terms of the RTC Canada Revolving Credit Agreement (as amended), BMO agreed to make up to \$120.0 million CAD of revolving credit loans to finance certain of RTC Canada's capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through RTC Canada's Idealease franchise, with an additional \$20.0 million CAD available upon the request of RTC Canada and consent of BMO. Borrowings under the RTC Canada Revolving Credit Agreement bear interest per annum payable monthly at CORRA, plus 1.72%. The RTC Canada Revolving Credit Agreement expires on September 14, 2026. On September 30, 2025, we had approximately \$40.4 million CAD outstanding under the RTC Canada Revolving Credit Agreement.

Most of our commercial vehicle purchases are made on terms requiring payment to the manufacturer within 15 to 90 days or less from the date the commercial vehicles are invoiced from the factory. Navistar Financial Corporation and Peterbilt offer trade terms that provide an interest-free inventory stocking period for certain new commercial vehicles. This interest-free period is 15 to 180 days. If the commercial vehicle is not sold within the interest-free period, we finance the commercial vehicle under the PFC Floor Plan Credit Agreement or the BMO Floor Plan Credit Agreement.

On December 16, 2024, we entered into the PFC Floor Plan Credit Agreement with PFC. The PFC Floor Plan Credit Agreement includes an aggregate loan commitment of \$800.0 million for the financing of new Peterbilt trucks, tractors, chassis and other related equipment manufactured by Peterbilt. Borrowings under the PFC Floor Plan Credit Agreement bear interest per annum, payable on the fifth day of the following month, at our option, at either (A) the prime rate, minus 2.10%, provided that the floating rate of interest is subject to a floor of 0%, or (B) a fixed rate, to be determined between us and PFC in each instance of borrowing at a fixed rate. The PFC Floor Plan Credit Agreement expires on December 16, 2029, although either party has the right to terminate the PFC Floor Plan Credit Agreement at any time upon 360 days written notice. On December 31, 2025, we had approximately \$380.0 million outstanding under the PFC Floor Plan Credit Agreement. Pursuant to a written agreement with Peterbilt, we pay Peterbilt directly for inventory financed pursuant to the PFC Floor Plan Credit Agreement.

On September 14, 2021, we entered into the BMO Floor Plan Credit Agreement (as amended) with BMO Bank and the lenders signatory thereto. This agreement previously had an aggregate loan commitment of \$1.0 billion, which we utilized to finance all of our new and used commercial vehicle inventory in the United States until we entered into the PFC Floor Plan Credit Agreement. On December 12, 2024, we entered into an amendment of the BMO Floor Plan Credit Agreement. Pursuant to the terms of the amendment, the aggregate loan commitment was reduced from \$1.0 billion to \$675.0 million and the definition of "Inventory" was amended to remove trucks, tractors and chassis manufactured by Peterbilt. We utilize the BMO Floor Plan Credit Agreement to finance all of our new commercial vehicle inventory, except for equipment manufactured by Peterbilt, and all of our used commercial vehicle inventory and for working capital purposes. Borrowings under the BMO Floor Plan Credit Agreement bear interest per annum, payable monthly, at (A) the greater of (i) zero and (ii) Term SOFR (as defined in the agreement), plus (B) 1.20%. Borrowings under the BMO Floor Plan Credit Agreement for the purchase of used inventory are limited to \$150.0 million and loans for working capital purposes are limited to \$200.0 million. The BMO Floor Plan Credit Agreement expires on December 31, 2029, although BMO Bank has the right to terminate at any time upon 360 days written notice and we may terminate at any time, subject to specified limited exceptions. On December 31, 2025, we had approximately \$263.7 million outstanding under the BMO Floor Plan Credit Agreement.

On July 15, 2022, RTC Canada entered into the RTC Canada Floor Plan Credit Agreement with BMO. Pursuant to the terms of the RTC Canada Floor Plan Credit Agreement (as amended), BMO originally agreed to make up to \$116.7 million CAD of revolving credit loans to finance RTC Canada's purchase of new and used vehicle inventory. On June 13, 2025, the RTC Canada Floor Plan Credit Agreement was amended to increase the loan commitment to \$171.7 million CAD. Loans to purchase used vehicle inventory are limited to twenty percent (20%) of the credit limit available at such time. RTC Canada may borrow, repay and reborrow loans from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the credit limits set forth above with respect to new and used vehicles. Advances required to be made in CAD dollars under the RTC Canada Floor Plan Credit Agreement bear interest per annum, payable monthly, at CORRA, plus 1.27%. Advances required to be made in USD dollars bear interest per annum, payable monthly, at SOFR, plus 1.20%. The RTC Canada Floor Plan Credit Agreement expires on September 14, 2026. On September 30, 2025, we had approximately \$81.7 million CAD outstanding under the RTC Canada Floor Plan Credit Agreement.

## **Cyclicality**

Our business is dependent on a number of factors including general economic conditions, fuel prices, interest rate fluctuations, freight rates, credit availability, environmental and other government regulations and customer business cycles. Unit sales of new commercial vehicles have historically been subject to substantial cyclical variation based on these general economic conditions. According to data published by A.C.T. Research, total U.S. retail sales of new Class 8 commercial vehicles have ranged from a low of approximately 195,687 in 2020, to a high of approximately 281,440 in 2019. Through geographic expansion, concentration on higher margin Aftermarket Products and Services and diversification of our customer base, we have attempted to reduce the negative impact of adverse general economic conditions or cyclical trends affecting the Class 8 commercial vehicle industry on our earnings.

## **Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

Market risk represents the risk of loss that may impact the financial position, results of operations, or cash flows of the Company due to adverse changes in financial market prices, including interest rate risk, and other relevant market rate or price risks.

We are exposed to market risk through interest rates related to the PFC Floor Plan Credit Agreement, the BMO Floor Plan Credit Agreement, the WF Credit Agreement, the PLC Agreement, the RTC Canada Revolving Credit Agreement, the RTC Canada Floor Plan Credit Agreement and discount rates related to finance sales. The PFC Floor Plan Credit Agreement and the PLC Agreement are both based on the prime rate. The BMO Floor Plan Credit Agreement and the WF Credit Agreement are both based on SOFR. The RTC Canada Revolving Credit Agreement and RTC Canada Floor Plan Credit Agreement are both based on CORRA. As of December 31, 2025, we had outstanding floor plan borrowings and lease and rental fleet borrowings in the aggregate amount of \$970.1 million. Assuming an increase or decrease in the prime rate, SOFR or CORRA of 100 basis points, annual interest expense could correspondingly increase or decrease by approximately \$9.7 million.

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

<a href="#">Report of Independent Registered Public Accounting Firm (PCAOB ID: 42)</a>	<a href="#">44</a>
<a href="#">Consolidated Balance Sheets as of December 31, 2025 and 2024</a>	<a href="#">46</a>
<a href="#">Consolidated Statements of Income for the Years Ended December 31, 2025, 2024 and 2023</a>	<a href="#">47</a>
<a href="#">Consolidated Statements of Comprehensive Income for the Years Ended December 31, 2025, 2024 and 2023</a>	<a href="#">48</a>
<a href="#">Consolidated Statements of Shareholders' Equity for the Years Ended December 31, 2025, 2024 and 2023</a>	<a href="#">49</a>
<a href="#">Consolidated Statements of Cash Flows for the Years Ended December 31, 2025, 2024 and 2023</a>	<a href="#">50</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">51</a>

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Rush Enterprises, Inc.

### Opinion on the Financial Statements

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

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 25, 2026 expressed an unqualified opinion thereon.

### Basis for Opinion

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

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

### Critical Audit Matter

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

*New Commercial Vehicle Inventory Reserves*

*Description of the Matter*

At December 31, 2025, the Company's new commercial vehicle inventory balance was approximately \$1.1 billion, which is net of management's estimate of new commercial vehicle inventory reserves in the amount of approximately \$11.8 million. As described in Notes 2 and 6 to the consolidated financial statements, management adjusts the value of its new commercial vehicle inventory to net realizable value to the extent it determines new commercial vehicle inventory cost cannot be recovered.

Auditing management's estimate of the new commercial vehicle inventory reserves involved a higher degree of auditor judgment because the estimate is affected by significant assumptions of expected future demand, market trends and economic conditions, and historical sales.

*How We Addressed the Matter in Our Audit*

We evaluated and tested the design and operating effectiveness of controls over the Company's processes to estimate the new commercial vehicle inventory reserves, which included management's review of the underlying significant assumptions.

Our substantive audit procedures included, among others, evaluating the significant assumptions described above, and we tested the completeness and accuracy of underlying data used in the estimation calculations. We also compared the cost of new commercial vehicle inventories on-hand to customer demand forecasts and historical sales. We assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to evaluate the changes in the new commercial vehicle inventory reserves that would result from changes in the significant assumptions.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2002.

San Antonio, Texas

February 25, 2026

**RUSH ENTERPRISES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In Thousands, Except Shares and Per Share Amounts)

	<b>December 31, 2025</b>	<b>December 31, 2024</b>
<b>Assets</b>		
Current assets:		
Cash, cash equivalents and restricted cash	\$ 212,645	\$ 228,131
Accounts receivable, net	277,784	345,346
Notes receivable from affiliate	11,576	9,536
Inventories, net	1,534,471	1,787,744
Prepaid expenses and other	54,662	18,958
Total current assets	2,091,138	2,389,715
Property and equipment, net	1,694,738	1,615,635
Operating lease right-of-use assets, net	124,130	111,408
Goodwill, net	441,615	427,493
Other assets, net	78,915	73,296
<b>Total assets</b>	<b>\$ 4,430,536</b>	<b>\$ 4,617,547</b>
<b>Liabilities and shareholders' equity</b>		
Current liabilities:		
Floor plan notes payable	\$ 917,955	\$ 1,081,199
Current maturities of long-term debt	127	-
Current maturities of finance lease obligations	34,519	38,476
Current maturities of operating lease obligations	19,285	15,866
Trade accounts payable	230,763	244,018
Customer deposits	112,149	109,751
Accrued expenses	177,292	160,809
Total current liabilities	1,492,090	1,650,119
Long-term debt, net of current maturities	274,798	408,440
Finance lease obligations, net of current maturities	88,149	92,235
Operating lease obligations, net of current maturities	107,698	97,874
Other long-term liabilities	34,225	28,060
Deferred income taxes, net	207,733	178,916
Shareholders' equity:		
Preferred stock, par value \$.01 per share; 1,000,000 shares authorized; 0 shares outstanding in 2024 and 2023	-	-
Common stock, par value \$.01 per share; 105,000,000 Class A shares and 35,000,000 Class B shares authorized; 60,115,093 Class A shares and 16,437,909 Class B shares outstanding in 2025; and 62,604,986 Class A shares and 16,662,633 Class B shares outstanding in 2024	835	824
Additional paid-in capital	634,266	587,639
Treasury stock, at cost: 4,586,791 Class A shares and 2,352,163 Class B shares in 2025; and 1,387,013 Class A shares and 1,783,806 Class B shares in 2024	(331,150)	(136,235)
Retained earnings	1,904,091	1,698,614
Accumulated other comprehensive (loss)	(4,813)	(9,293)
Total Rush Enterprises, Inc. shareholders' equity	2,203,229	2,141,549
Noncontrolling interest	22,614	20,354
<b>Total shareholders' equity</b>	<b>2,225,843</b>	<b>2,161,903</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 4,430,536</b>	<b>\$ 4,617,547</b>

The accompanying notes are an integral part of these consolidated financial statements.

**RUSH ENTERPRISES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
(In Thousands, Except Per Share Amounts)

	<b>Year Ended December 31,</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
<b>Revenues</b>			
New and used commercial vehicle sales	\$ 4,503,530	\$ 4,888,823	\$ 4,957,969
Aftermarket products and services sales	2,523,222	2,516,020	2,562,141
Lease and rental sales	369,555	354,939	353,780
Finance and insurance	21,128	21,991	24,271
Other	16,760	22,973	26,863
<b>Total revenue</b>	<b>7,434,195</b>	<b>7,804,746</b>	<b>7,925,024</b>
<b>Cost of products sold</b>			
New and used commercial vehicle sales	4,114,012	4,426,292	4,474,616
Aftermarket products and services sales	1,592,772	1,591,510	1,609,383
Lease and rental sales	266,747	255,528	247,935
<b>Total cost of products sold</b>	<b>5,973,531</b>	<b>6,273,330</b>	<b>6,331,934</b>
<b>Gross profit</b>	<b>1,460,664</b>	<b>1,531,416</b>	<b>1,593,090</b>
Selling, general and administrative	996,184	995,586	1,021,722
Depreciation and amortization	71,136	68,549	59,830
Gain on sale of assets	412	809	843
<b>Operating income</b>	<b>393,756</b>	<b>468,090</b>	<b>512,381</b>
Other income (loss)	(1,655)	583	2,597
Interest income (expense):			
Interest income	1,916	1,166	777
Interest expense	(48,151)	(72,024)	(53,694)
<b>Total interest expense, net</b>	<b>(46,235)</b>	<b>(70,858)</b>	<b>(52,917)</b>
<b>Income before taxes</b>	<b>345,866</b>	<b>397,815</b>	<b>462,061</b>
Income tax provision	79,828	92,845	114,000
<b>Net income</b>	<b>266,038</b>	<b>304,970</b>	<b>348,061</b>
Less: Net income attributable to noncontrolling interest	2,260	817	1,006
<b>Net income attributable to Rush Enterprises, Inc.</b>	<b>\$ 263,778</b>	<b>\$ 304,153</b>	<b>\$ 347,055</b>
<b>Net income attributable to Rush Enterprises, Inc. per share of common stock:</b>			
Basic	\$ 3.37	\$ 3.85	\$ 4.28
Diluted	\$ 3.27	\$ 3.72	\$ 4.15
<b>Dividends declared per common share</b>	<b>\$ 0.74</b>	<b>\$ 0.70</b>	<b>\$ 0.62</b>

The accompanying notes are an integral part of these consolidated financial statements.

RUSH ENTERPRISES, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(In Thousands)

	<u>2025</u>	<u>2024</u>	<u>2023</u>
<b>Net income</b>	\$ 266,038	\$ 304,970	\$ 348,061
Other comprehensive income (loss), net of tax:			
Foreign currency translation	4,480	(7,130)	1,967
Other comprehensive income (loss) attributable to Rush Enterprises, Inc.	4,480	(7,130)	1,967
<b>Comprehensive income</b>	\$ 270,518	\$ 297,840	\$ 350,028
Less: Comprehensive income attributable to noncontrolling interest	2,260	817	1,006
<b>Comprehensive income attributable to Rush Enterprises, Inc.</b>	<u>\$ 268,258</u>	<u>\$ 297,023</u>	<u>\$ 349,022</u>

The accompanying notes are an integral part of these consolidated financial statements.

**RUSH ENTERPRISES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(In Thousands)

	Common Stock		\$0.01 Par Value	Additional Paid -In Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Rush Enterprises, Inc. Shareholders' Equity	Noncontrolling Interest	Total Shareholders' Equity
	Shares Outstanding Class A	Class B								
<b>Balance, December 31, 2022</b>	<b>63,518</b>	<b>18,125</b>	<b>\$ 572</b>	<b>\$ 500,642</b>	<b>\$ (130,930)</b>	<b>\$ 1,378,337</b>	<b>\$ (4,130)</b>	<b>\$ 1,744,491</b>	<b>\$ 18,531</b>	<b>\$ 1,763,022</b>
Stock options exercised and stock awards	822	—	6	12,120	—	—	—	12,126	—	12,126
Stock-based compensation related to stock options, restricted shares and employee stock purchase plan	—	—	—	30,354	—	—	—	30,354	—	30,354
Vesting of restricted share awards	—	421	3	(7,018)	—	—	—	(7,015)	—	(7,015)
Issuance of common stock under employee stock purchase plan	209	—	1	5,951	—	—	—	5,952	—	5,952
Common stock repurchases	(3,088)	(2,182)	—	—	(213,425)	—	—	(213,425)	—	(213,425)
Retirement of treasury shares and par value adjustment	—	—	224	(3)	224,520	(224,744)	—	(3)	—	(3)
Cash dividends declared on Class A common stock	—	—	—	—	—	(38,727)	—	(38,727)	—	(38,727)
Cash dividends declared on Class B common stock	—	—	—	—	—	(11,896)	—	(11,896)	—	(11,896)
Foreign currency translation adjustment	—	—	—	—	—	—	1,967	1,967	—	1,967
Net income	—	—	—	—	—	347,055	—	347,055	1,006	348,061
<b>Balance, December 31, 2023</b>	<b>61,461</b>	<b>16,364</b>	<b>\$ 806</b>	<b>\$ 542,046</b>	<b>\$ (119,835)</b>	<b>\$ 1,450,025</b>	<b>\$ (2,163)</b>	<b>\$ 1,870,879</b>	<b>\$ 19,537</b>	<b>\$ 1,890,416</b>
Stock options exercised and stock awards	1,243	—	12	18,494	—	—	—	18,506	—	18,506
Stock-based compensation related to stock options, restricted shares and employee stock purchase plan	—	—	—	30,350	—	—	—	30,350	—	30,350
Vesting of restricted share awards	—	351	4	(10,116)	—	—	—	(10,112)	—	(10,112)
Issuance of common stock under employee stock purchase plan	196	—	2	6,865	—	—	—	6,867	—	6,867
Common stock repurchases	(295)	(52)	—	—	(16,400)	—	—	(16,400)	—	(16,400)
Retirement of treasury shares and par value adjustment	—	—	—	—	—	—	—	—	—	—
Cash dividends declared on Class A common stock	—	—	—	—	—	(43,449)	—	(43,449)	—	(43,449)
Cash dividends declared on Class B common stock	—	—	—	—	—	(12,115)	—	(12,115)	—	(12,115)
Foreign currency translation adjustment	—	—	—	—	—	—	(7,130)	(7,130)	—	(7,130)
Net income	—	—	—	—	—	304,153	—	304,153	817	304,970
<b>Balance, December 31, 2024</b>	<b>62,605</b>	<b>16,663</b>	<b>\$ 824</b>	<b>\$ 587,639</b>	<b>\$ (136,235)</b>	<b>\$ 1,698,614</b>	<b>\$ (9,293)</b>	<b>\$ 2,141,549</b>	<b>\$ 20,354</b>	<b>\$ 2,161,903</b>
Stock options exercised and stock awards	525	—	6	9,061	—	—	—	9,067	—	9,067
Stock-based compensation related to stock options, restricted shares and employee stock purchase plan	—	—	—	31,730	—	—	—	31,730	—	31,730
Vesting of restricted share awards	—	324	3	(1,392)	—	—	—	(1,389)	—	(1,389)
Issuance of common stock under employee stock purchase plan	185	—	2	7,228	—	—	—	7,230	—	7,230
Common stock repurchases	(3,200)	(549)	—	—	(194,915)	—	—	(194,915)	—	(194,915)
Retirement of treasury shares and par value adjustment	—	—	—	—	—	—	—	—	—	—
Cash dividends declared on Class A common stock	—	—	—	—	—	(45,351)	—	(45,351)	—	(45,351)
Cash dividends declared on Class B common stock	—	—	—	—	—	(12,949)	—	(12,949)	—	(12,949)
Foreign currency translation adjustment	—	—	—	—	—	—	4,480	4,480	—	4,480
Net income	—	—	—	—	—	263,778	—	263,778	2,260	266,038
<b>Balance, December 31, 2025</b>	<b>60,115</b>	<b>16,438</b>	<b>\$ 835</b>	<b>\$ 634,266</b>	<b>\$ (331,150)</b>	<b>\$ 1,904,091</b>	<b>\$ (4,813)</b>	<b>\$ 2,203,229</b>	<b>\$ 22,614</b>	<b>\$ 2,225,843</b>

The accompanying notes are an integral part of these consolidated financial statements.

**RUSH ENTERPRISES, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In Thousands)

	<b>Year Ended December 31,</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
<b>Cash flows from operating activities:</b>			
Net income	\$ 266,038	\$ 304,970	\$ 348,061
Adjustments to reconcile net income to net cash provided by operating activities			
Depreciation and amortization	252,843	236,101	221,141
Gain on sale of property and equipment, net	(412)	(809)	(843)
Stock-based compensation expense related to employee stock options and employee stock purchases	31,729	30,350	30,354
Provision for deferred income tax expense	28,817	19,810	7,601
Change in accounts receivable, net	73,206	(87,098)	(38,307)
Change in inventories	354,937	85,071	(297,678)
Change in prepaid expenses and other, net	(34,816)	(3,259)	862
Change in trade accounts payable	(13,733)	81,862	(10,629)
Draws (payments) in floor plan notes payable – trade, net	(112,639)	–	–
Change in customer deposits	1,797	(34,808)	28,803
Change in accrued expenses	15,782	(12,199)	7,198
Other, net	(1,710)	(441)	(850)
Net cash provided by operating activities	<u>861,839</u>	<u>619,550</u>	<u>295,713</u>
<b>Cash flows from investing activities:</b>			
Acquisition of property and equipment	(399,831)	(433,047)	(368,881)
Proceeds from the sale of property and equipment	7,913	9,437	2,212
Change in notes receivable from affiliate	(2,040)	(9,536)	–
Business acquisitions, net of cash	(24,314)	(16,364)	(16,050)
Other	1,162	3,933	(4,311)
Net cash used in investing activities	<u>(417,110)</u>	<u>(445,577)</u>	<u>(387,030)</u>
<b>Cash flows from financing activities:</b>			
Draws (payments) on floor plan notes payable – non-trade, net	(69,037)	(54,265)	205,487
Proceeds from long-term debt	1,117,468	1,844,528	1,429,083
Principal payments on long-term debt	(1,252,656)	(1,846,752)	(1,291,615)
Principal payments on finance lease obligations	(17,794)	(16,839)	(17,693)
Proceeds from issuance of shares relating to employee stock options and employee stock purchases	16,301	25,377	18,077
Taxes paid related to net share settlement of equity awards	(1,392)	(10,116)	(7,017)
Payments of cash dividends	(58,331)	(55,508)	(50,582)
Common stock repurchased	(194,915)	(15,746)	(211,778)
Net cash provided by (used in) financing activities	<u>(460,356)</u>	<u>(129,321)</u>	<u>73,962</u>
<b>Net (decrease) increase in cash, cash equivalents and restricted cash</b>	<b>(15,627)</b>	<b>44,652</b>	<b>(17,355)</b>
Effect of exchange rate on cash	141	(246)	36
Cash, cash equivalents and restricted cash, beginning of year	228,131	183,725	201,044
<b>Cash, cash equivalents and restricted cash, end of year</b>	<b><u>\$ 212,645</u></b>	<b><u>\$ 228,131</u></b>	<b><u>\$ 183,725</u></b>
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid during the year for:			
Interest	\$ 53,883	\$ 78,292	\$ 56,427
Income taxes paid, net	\$ 77,525	\$ 76,028	\$ 106,872
Noncash investing and financing activities:			
Assets acquired under finance leases	\$ 31,123	\$ 31,412	\$ 43,330

The accompanying notes are an integral part of these consolidated financial statements.

RUSH ENTERPRISES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION AND OPERATIONS:

Rush Enterprises, Inc. (the “Company”) was incorporated in 1965 under the laws of the State of Texas. The Company operates a network of commercial vehicle dealerships that primarily sell commercial vehicles manufactured by Peterbilt, International, Hino, Ford, Isuzu, IC Bus, Blue Bird, Collins Bus, Blue Arc or Battle Motors. Through its strategically located network of Rush Truck Centers, the Company provides one-stop service for the needs of its commercial vehicle customers, including retail sales of new and used commercial vehicles, aftermarket parts sales, service and repair facilities, financing, leasing and rental, and insurance products.

*Restricted Cash*

Restricted cash consists of deposits for the statutory restriction on cash related to the Company’s captive insurance company of \$6.3 million as of December 31, 2025 and \$5.1 million as of December 31, 2024.

*Stock Split*

On July 25, 2023, the Board of Directors of the Company declared a 3-for-2 stock split of the Company’s Class A common stock and Class B common stock, which was effected in the form of a stock dividend. On August 28, 2023, the Company distributed one additional share of stock for every two shares of Class A common stock, par value \$0.01 per share, and Class B common stock, par value \$0.01 per share, held by shareholders of record as of August 7, 2023. All share and per share data in this Form 10-K have been adjusted and restated to reflect the stock split as if it occurred on the first day of the earliest period presented.

*Authorized Shares*

On May 16, 2023, the Company’s shareholders approved the Certificate of Amendment to the Restated Articles of Incorporation of the Company to increase the number of authorized shares of Class A Common Stock from 60,000,000 to 105,000,000 and Class B Common Stock from 20,000,000 to 35,000,000.

*Treasury Stock Retirement*

During the third quarter of 2023, the Company retired 3,052,899 shares of Class A common stock and 1,445,515 shares of Class B common stock. The Company recorded the retirement directly against retained earnings based on the Company’s policy election. The Company accounts for treasury stock using the cost method. There was no effect on the Company’s overall equity position due to the retirement of the treasury shares.

*Foreign Currency Transactions*

The functional currency of the Company’s foreign subsidiary, Rush Truck Centres of Canada Limited (“RTC Canada”), is the local currency, the Canadian dollar. Results of operations for RTC Canada are translated to USD using the average exchange rate monthly during each quarter. The assets and liabilities of RTC Canada are translated into USD using the exchange rate in effect on the balance sheet date. The related translation adjustments are recorded as a separate component of the Company’s Consolidated Statements of Shareholders’ Equity in accumulated other comprehensive income (loss).

2. SIGNIFICANT ACCOUNTING POLICIES:

Principles of Consolidation

The consolidated financial statements presented herein include the accounts of Rush Enterprises, Inc. together with its consolidated subsidiaries. All significant inter-company balances and transactions have been eliminated in consolidation.

Estimates in Financial Statements

The preparation of the Company's financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make certain estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the balance sheet date and the amounts of revenues and expenses recognized during the reporting period. Management analyzes the Company's estimates based on historical experience and other assumptions that are believed to be reasonable under the circumstances, however, actual results could differ materially from such estimates.

Cash, Cash Equivalents and Restricted Cash

Cash and cash equivalents generally consist of cash and other money market instruments. The Company considers all highly liquid investments with an original maturity of ninety days or less to be cash equivalents. Restricted cash consists of deposits for the statutory restriction on cash related to the Company's captive insurance company.

Allowance for Credit Losses and Repossession Losses

The Company maintains an allowance for credit losses based on the probability of default, its historical rate of losses, aging and current economic conditions. Accounts receivables consist primarily of commercial vehicle sales receivables, manufacturers' receivables, leasing and parts and service receivables and other trade receivables. The Company writes off account balances when it has exhausted reasonable collection efforts and determined that the likelihood of collection is remote. These write-offs are charged against the allowance for credit losses.

The Company provides an allowance for repossession losses after considering historical loss experience and other factors that might affect the ability of customers to meet their obligations on finance contracts sold by the Company when the Company has a potential liability.

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is determined by specific identification of new and used commercial vehicle inventory and by the first-in, first-out method for tires, parts and accessories. As the market value of the Company's inventory typically declines over time, reserves are established based on historical experience and market trends. These reserves are charged to cost of sales and reduce the carrying value of the Company's inventory on hand. An allowance is provided when it is anticipated that cost will exceed net realizable value.

Property and Equipment

Property and equipment are stated at cost and depreciated over their estimated useful lives. Leasehold improvements are amortized over the useful life of the improvement, or the term of the lease, whichever is shorter. Provision for depreciation of property and equipment is calculated primarily on a straight-line basis. The Company capitalizes interest on borrowings during the active construction period of major capital projects. Capitalized interest, when incurred, is added to the cost of the underlying assets and is amortized over the estimated useful life of such assets. The cost, accumulated depreciation and amortization and estimated useful lives of the Company's property and equipment are summarized as follows (in thousands):

	2025	2024	Estimated Life (Years)
Land	\$ 172,770	\$ 174,962	–
Buildings	645,484	616,521	10 – 39
Leasehold improvements	49,054	47,518	2 – 39
Machinery and shop equipment	128,187	120,689	5 – 20
Furniture, fixtures and computers	138,345	127,165	3 – 15
Transportation equipment	176,119	156,896	3 – 15
Lease and rental vehicles	1,319,768	1,259,918	1 – 8
Construction in progress	34,276	13,997	
Accumulated depreciation and amortization	(969,265)	(902,031)	
Total	<u>\$ 1,694,738</u>	<u>\$ 1,615,635</u>	

The Company recorded depreciation expense of \$224.9 million and amortization expense of \$28.0 million for the year ended December 31, 2025, depreciation expense of \$207.3 million and amortization expense of \$28.8 million for the year ended December 31, 2024, and depreciation expense of \$194.1 million and amortization expense of \$27.0 million for the year ended December 31, 2023.

As of December 31, 2025, the Company had \$111.9 million in lease and rental vehicles under various finance leases included in property and equipment, net of accumulated amortization of \$65.2 million. The Company recorded depreciation and amortization expense of \$181.8 million related to lease and rental vehicles in lease and rental cost of products sold for the year ended December 31, 2025, \$167.6 million for the year ended December 31, 2024, and \$161.3 million for the year ended December 31, 2023.

#### Purchase Price Allocation, Intangible Assets and Goodwill

The Company uses the acquisition method of accounting for the recognition of assets acquired and liabilities assumed through acquisitions at their estimated fair values as of the date of acquisition. The purchase price allocation for business combinations and asset acquisitions requires the use of accounting estimates and judgments to allocate the purchase price to the identifiable tangible and intangible assets acquired and liabilities assumed based on their respective fair values. As a result, during the measurement period, which is not to exceed one year from the date of acquisition, any changes in the estimated fair values of the net assets recorded for the acquisitions will result in an adjustment to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded in the Consolidated Statements of Income.

The Company determines whether substantially all the fair value of the gross assets acquired are concentrated in a single identifiable asset or a group of similar identifiable assets. If so, the single asset or group of assets, as applicable, is not a business. If not, the Company determines whether the single asset or group of assets, as applicable, meets the definition of a business.

In connection with the Company's business combinations, it records certain intangible assets, including franchise rights. The Company periodically reviews the estimated useful lives and fair values of its identifiable intangible assets, taking into consideration any events or circumstances that might result in a diminished fair value or revised useful life. See Note 15 – Acquisitions in the Notes to the Financial Statements for further discussion.

Goodwill represents the excess, at the date of acquisition, of the purchase price of an acquired business over the fair value of the net tangible and intangible assets acquired. In addition to goodwill, the Company recognizes separately identifiable intangible assets for rights under franchise agreements with manufacturers.

The fair value of the intangible franchise right is determined at the acquisition date by discounting the projected cash flows specific to each acquisition. The carrying value of the Company's manufacturer franchise rights was \$12.0 million as of December 31, 2025 and December 31, 2024, and is included in Other Assets on the accompanying Consolidated Balance Sheet. The Company has determined that manufacturer franchise rights have an indefinite life, as there are no economic or other factors that limit their useful lives and they are expected to generate cash flows indefinitely due to the historically long lives of the manufacturers' brand names. Furthermore, to the extent that any agreements evidencing manufacturer franchise rights have expiration dates, the Company expects that it will be able to renew those agreements in the ordinary course of business. Accordingly, the Company does not amortize manufacturer franchise rights.

Due to the fact that manufacturer franchise rights are specific to a geographic region, the Company has determined that evaluating and including all locations acquired in the geographic region is the appropriate level for purposes of testing franchise rights for impairment. The Company is subject to financial statement risk to the extent that manufacturer franchise rights become impaired due to decreases in the fair market value of its individual franchises.

The Company assesses goodwill and intangible franchise rights for impairment annually in the fourth quarter, or whenever events or changes in circumstances indicate an impairment may have occurred. If impaired, the carrying values of the assets are written down to fair value using Level 3 inputs. See Fair Value Measurements below for further discussion of Level 3 fair value inputs.

For the annual goodwill and intangible franchise rights impairment assessment conducted in the fourth quarter of 2025, the Company elected to perform a qualitative assessment and determined that it was not more-likely-than-not that the fair values of the Company's reporting units were less than their carrying values.

No impairments of goodwill or intangible franchise rights were recorded during the years ended December 31, 2025, 2024 and 2023.

The following table sets forth the change in the carrying amount of goodwill for the Company for the year ended December 31, 2025 (in thousands):

Balance December 31, 2024	\$	427,493
Acquisitions during 2025		11,895
Currency translation		2,227
Balance December 31, 2025	\$	441,615

#### Equity Method Investments

The Company recognizes the investment for its 50% equity interest in Natural Gas Fuel Systems, LLC ("NGFS") with a subsidiary of Cummins, Inc. using the equity method. The Company's equity income in NGFS is included in the line-item Other income on the Consolidated Statements of Income.

#### Income Taxes

Management's judgment is required to determine the provisions for income taxes and to determine whether deferred tax assets will be realized in full or in part. Deferred income 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. When it is more likely than not that all or some portion of specific deferred income tax assets will not be realized, a valuation allowance must be established for the amount of deferred income tax assets that are determined not to be realizable. Accordingly, the facts and financial circumstances impacting deferred income tax assets are reviewed quarterly and management's judgment is applied to determine the amount of valuation allowance required, if any, in any given period.

In determining its provision for income taxes, the Company uses an annual effective income tax rate based on annual income, permanent differences between book and tax income, and statutory income tax rates. The effective income tax rate also reflects its assessment of the ultimate outcome of tax audits. The Company adjusts its annual effective income tax rate as additional information on outcomes or events becomes available. Discrete events such as audit settlements or changes in tax laws are recognized in the period in which they occur.

The Company's income tax returns are periodically audited by tax authorities. These audits include questions regarding the Company's tax filing positions, including the timing and amount of deductions. In evaluating the exposures associated with its various tax filing positions, the Company adjusts its liability for unrecognized tax benefits and income tax provision in the period in which an uncertain tax position is effectively settled, the statute of limitations expires for the relevant taxing authority to examine the tax position or when more information becomes available.

The Company's liability for unrecognized tax benefits contains uncertainties because management is required to make assumptions and to apply judgment to estimate the exposures associated with its various filing positions. The Company's effective income tax rate is also affected by changes in tax law, the level of earnings and the results of tax audits. Although the Company believes that the judgments and estimates are reasonable, actual results could differ, and the Company may be exposed to losses or gains that could be material. An unfavorable tax settlement would require use of the Company's cash and result in an increase in its effective income tax rate in the period of resolution. A favorable tax settlement would be recognized as a reduction in the Company's effective income tax rate in the period of resolution. The Company's income tax expense includes the impact of reserve provisions and changes to reserves that it considers appropriate, as well as related interest.

### Revenue Recognition Policies

The Company recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration which the Company expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that the Company determines are within the scope of ASU 2014-09, “*Revenue from Contracts with Customers (“Topic 606”)*”, the Company performs the following five steps: (i) identify the contract with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the Company satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable that it will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inception, once the contract is determined to be within the scope of Topic 606, the Company assesses the goods or services promised within each contract and determines those that are performance obligations. The Company then assesses whether each promised good or service is distinct and recognize as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied. For a complete discussion of accounting for revenue, see Note 17 – Revenue of the Notes to Consolidated Financial Statements.

### Rental and Lease Revenue

The Company leases commercial vehicles that the Company owns to customers. Lease and rental revenues are recognized over the period of the related lease or rental agreement. Variable rental revenue is recognized when it is earned.

### Cost of Sales

For the Company’s new and used commercial vehicle operations, cost of sales consists primarily of the Company’s actual purchase price, plus make-ready expenses, less any applicable manufacturers’ incentives. For the Company’s parts operations, cost of sales consists primarily of the Company’s actual purchase price, less any applicable manufacturers’ incentives. For the Company’s service and collision center operations, technician labor cost is the primary component of cost of sales. For the Company’s rental and leasing operations, cost of sales consists primarily of depreciation and amortization, rent, maintenance costs, license costs and interest expense on finance leases. There are no costs of sales associated with the Company’s finance and insurance revenue or other revenue.

### Leases

The Company leases commercial vehicles and real estate under finance and operating leases. The Company determines whether an arrangement is a lease at its inception. For leases with terms greater than twelve months, the Company records a lease asset and liability at the present value of lease payments over the term. Many of the Company’s leases include renewal options and termination options that are factored into its determination of lease payments when appropriate.

When available, the Company uses the rate implicit in the lease to discount lease payments to present value; however, most of its leases do not provide a readily determinable implicit rate. Therefore, the Company must estimate its incremental borrowing rate to discount the lease payments based on information available at lease commencement.

### Taxes Assessed by a Governmental Authority

The Company accounts for sales taxes assessed by a governmental authority that are directly imposed on a revenue-producing transaction on a net (excluded from revenues) basis.

### Selling, General and Administrative Expenses

Selling, general and administrative expenses consist primarily of incentive-based compensation for sales, finance and general management personnel, salaries for administrative personnel, legal reserves and expenses for rent, marketing, insurance, utilities and other general operating purposes.

### Stock Based Compensation

The Company applies the provisions of Accounting Standards Codification (“ASC”) topic 718-10, “*Compensation – Stock Compensation*,” which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors, including grants of employee stock options, restricted stock awards and employee stock purchases under the Employee Stock Purchase Plan, based on estimated fair values.

## [Table of Contents](#)

The Company uses the Black-Scholes option-pricing model to estimate the fair value of share-based payment awards on the date of grant. The value of the portion of the award that is expected to vest is recognized as an expense over the requisite service periods.

Compensation expense for all share-based payment awards is recognized using the straight-line single-option method. Stock-based compensation expense is recognized based on awards expected to vest. Accordingly, stock-based compensation expense has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

The Company determines the fair value of share-based payment awards on the date of grant using an option-pricing model that is affected by the Company's stock price, as well as assumptions regarding a number of subjective variables. These variables include the Company's expected stock price volatility over the term of the awards and actual and projected stock option exercise behaviors. Option-pricing models were developed for use in estimating the value of traded options that have no vesting or hedging restrictions and are fully transferable. Because the Company's stock options have characteristics that are significantly different from traded options and because changes in the subjective assumptions can materially affect the estimated value, in management's opinion, the existing valuation models may not provide an accurate measure of fair value and it may not be indicative of the fair value observed in a market transaction between a willing buyer and a willing seller.

The following table reflects the weighted-average fair value of stock options granted during each period using the Black-Scholes option valuation model with the following weighted-average assumptions used:

	2025	2024	2023
Weighted-average stock volatility	34.12%	33.66%	34.60%
Expected dividend yield	1.44%	1.46%	1.54%
Risk-free interest rate	4.16%	4.33%	3.58%
Expected life (years)	6.3	6.0	6.0
Weighted-average fair value of stock options granted	\$ 19.01	\$ 17.13	\$ 11.82

The Company computes its historical stock price volatility in accordance with ASC Topic 718-10. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The dividend yield assumption is based on the Company's history and expectation of dividend payouts. The expected life of stock options represents the weighted-average period the stock options are expected to remain outstanding.

### Advertising Costs

Advertising costs are expensed as incurred. Advertising and marketing expenses were \$10.8 million for 2025, \$11.3 million for 2024 and \$10.0 million for 2023. Advertising and marketing expenses are included in selling, general and administrative expense.

### Accounting for Internal Use Software

The Company's accounting policy with respect to accounting for computer software developed or obtained for internal use is consistent with ASC topic 350-40 (*Internal Use Software*), which provides guidance on accounting for the costs of computer software developed or obtained for internal use and identifies characteristics of internal-use software. The Company has capitalized software costs, including capitalized interest, of approximately \$1.1 million as of December 31, 2025, net of accumulated amortization of \$21.1 million, and had \$1.8 million as of December 31, 2024, net of accumulated amortization of \$17.2 million.

### Insurance

The Company self-insures and utilizes a captive insurance company to manage its auto and general commercial liability insurance, which the Company supplements with excess insurance coverage at a level management believes is sufficient to cover potential losses. The Company is partially self-insured related to its worker's compensation and medical insurance. The Company uses actuarial information provided from third-party administrators to calculate an accrual for claims incurred, but not reported, and for the remaining portion of claims that have been reported. The Company is fully self-insured for claims related to its real and personal property, except for its vehicle inventory, which is fully insured.

## Fair Value Measurements

The Company has various financial instruments that it must measure at fair value on a recurring basis. See Note 9 – Financial Instruments and Fair Value of the Notes to Consolidated Financial Statements, for further information. The Company also applies the provisions of fair value measurement to various nonrecurring measurements for its financial and nonfinancial assets and liabilities.

Applicable accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The Company measures its assets and liabilities using inputs from the following three levels of the fair value hierarchy:

Level 1 inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.

Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data by correlation or other means (market corroborated inputs).

Level 3 includes unobservable inputs that reflect the Company’s assumptions about what factors market participants would use in pricing the asset or liability. The Company develops these inputs based on the best information available, including its own data.

## Recently Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-09, which requires disclosure of disaggregated income taxes paid, prescribes standard categories for the components of the effective tax rate reconciliation, and modifies other income tax-related disclosures. We adopted this ASU on a retrospective basis effective January 1, 2025. Refer to Note 13, *Income Taxes* for the inclusion of new disclosures required.

## New Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU 2024-03, *Disaggregation of Income Statement Expenses*, requiring more detailed disclosure about specified categories of expenses such as inventory purchases, employee compensation, depreciation and amortization in their financial statements. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, may be applied prospectively or retrospectively, and allows for early adoption. The Company is currently evaluating the impact, if any, that the adoption of ASU 2024-03 will have on its financial statements.

In January 2025, the FASB issued *ASU 2025-01, Income Statement — Reporting Comprehensive Income — Expense Disaggregation Disclosures (Subtopic 220-40): Clarifying the Effective Date (“ASU 2025-01”)*, which clarifies the effective date of ASU 2024-03 to require all public business entities to adopt the guidance for annual reporting periods beginning after December 15, 2026, and interim reporting periods within those annual reporting periods beginning after December 15, 2027. Early adoption is permitted. The amendments may be applied either prospectively or retrospectively to prior periods presented. Management is currently evaluating the impact that the adoption of ASU 2024-03, as clarified by ASU 2025-01, will have on its financial statements and related disclosures. At this time, it is not practicable to estimate the effect of the standard on the disclosures.

In September 2025, the FASB issued ASU 2025-06, *Intangibles — Goodwill and Other — Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software*. The amendments modernize the guidance on accounting for costs to develop or obtain software for internal use and replace the prior stage-based framework with a principles-based approach. The amendments are effective for annual reporting periods beginning after December 15, 2027, and interim periods within those annual periods, with early adoption permitted. Entities may apply the guidance prospectively, retrospectively, or via a modified transition approach. The Company is currently evaluating the timing of adoption, the transition method it will elect, and the impact of this guidance on its consolidated financial statements and related disclosures.

In December 2025, the FASB issued ASU 2025-11, *Interim Reporting (Topic 270): Narrow-Scope Improvements*. The amendments clarify when Topic 270 applies, improve the navigability of the interim reporting guidance in ASC 270, and specify the form and content of interim financial statements and accompanying notes presented in accordance with GAAP. Topic 270 also clarifies aspects of the form and content of interim financial statements for entities that present condensed statements and identifies interim disclosures required by GAAP topics outside of Topic 270. The amendments are effective for interim reporting periods within annual reporting periods beginning after December 15, 2027. The Company is evaluating the effects, if any, that ASU 2025-11 will have on its interim financial statement disclosures and related processes.

### 3. SUPPLIER CONCENTRATION:

#### Major Suppliers and Dealership Agreements

The Company has entered into dealership agreements with various manufacturers of commercial vehicles and buses (“Manufacturers”). These agreements are nonexclusive agreements that allow the Company to stock, sell at retail and service commercial vehicles and sell parts from the Manufacturers in the Company’s defined area of responsibility. The agreements allow the Company to use the Manufacturers’ names, trade symbols and intellectual property and expire as follows:

Manufacturer	Expiration Dates
Peterbilt	June 2026
International	March 2026 through May 2030
Isuzu	Indefinite
Hino	Indefinite
Ford	Indefinite
Blue Bird	Currently Negotiating
IC Bus	March 2026 through May 2030
Blue Arc	Oct 2026
Battle Motors	Indefinite

These agreements, as well as agreements with various other Manufacturers, impose a number of restrictions and obligations on the Company, including restrictions on a change in control of the Company and the maintenance of certain required levels of working capital. Violation of these restrictions could result in the loss of the Company’s right to purchase the Manufacturers’ products and use the Manufacturers’ trademarks.

The Company purchases its new Peterbilt vehicles from Peterbilt and most of the parts sold at its Peterbilt dealerships from PACCAR, Inc, the parent company of Peterbilt, at prevailing prices charged to all franchised dealers. Sales of new Peterbilt commercial vehicles accounted for approximately 53.6% of the Company’s new vehicle sales revenue for the year ended December 31, 2025, 58.8% of the Company’s new vehicle sales revenue for the year ended December 31, 2024, and 50.7% of the Company’s new vehicle sales revenue for the year ended December 31, 2023.

#### Primary Lenders

The Company purchases its new and used commercial vehicle inventories with the assistance of floorplan financing programs as described in Note 7 to these Notes to Consolidated Financial Statements. The Company is eligible to finance its Peterbilt new vehicle inventory under the PFC Floor Plan Credit Agreement with PFC, which has an aggregate loan commitment of \$800.0 million. The remainder of the Company’s new vehicle inventory, and all of its used vehicle inventory, is eligible to be financed under the BMO Floor Plan Credit Agreement with BMO Bank, which has an aggregate loan commitment of \$675.0 million. The Company’s floor plan financing agreements provide that the occurrence of certain events will be considered events of default. In the event that the Company’s floor plan financing becomes insufficient, or its relationship with any of its current primary lenders terminates, the Company would need to obtain similar financing from other sources. Management believes it can obtain additional floor plan financing or alternative financing if necessary.

From time to time, the Company uses the WF Credit Agreement to finance its Idealease lease and rental fleet vehicles and for other working capital needs. Pursuant to the terms of the WF Credit Agreement, the WF Lenders have agreed to make up to \$175.0 million of revolving credit loans for certain of the Company's capital expenditures, including commercial vehicle purchases for the Company's Idealease lease and rental fleet, and general working capital needs. The Company expects to use the revolving credit loans available under the WF Credit Agreement primarily for the purpose of purchasing commercial vehicles for the Company's Idealease lease, rental fleet and other working capital needs.

The Company uses the PLC Agreement to finance its PacLease lease and rental fleet vehicles. Pursuant to the terms of the PLC Agreement, PLC agreed to make up to \$500.0 million of revolving credit loans to finance commercial vehicle purchases and other equipment to be leased or rented through the Company's PacLease franchises.

RTC Canada uses the RTC Canada Revolving Credit Agreement to finance its Idealease lease and rental fleet vehicles. Pursuant to the terms of the RTC Canada Revolving Credit Agreement, BMO agreed to make up to \$120.0 million CAD of revolving credit loans to finance certain of RTC Canada's capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through RTC Canada's Idealease franchise, with an additional \$20.0 million available upon the request of RTC Canada and consent of BMO.

RTC Canada uses the RTC Canada Floor Plan Credit Agreement to finance its new and used vehicle inventory. Pursuant to the terms of the RTC Canada Floor Plan Agreement, BMO agreed to make up to \$171.7 million CAD of revolving credit loans to finance RTC Canada's purchase of new and used vehicle inventory.

#### Concentration of Credit Risks

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash, cash equivalents, restricted cash, and accounts receivable. The Company places its cash, cash equivalents and restricted cash with what it considers to be quality financial institutions based on periodic assessments of such institutions. The Company's cash, cash equivalents and restricted cash may be uninsured or in deposit accounts that exceed the Federal Deposit Insurance Corporation insurance limit.

The Company controls credit risk through credit approvals and by selling most of its trade receivables, other than vehicle accounts receivable, without recourse. Concentrations of credit risk with respect to trade receivables are reduced because of the geographical diversity of the Company's customer base; however, all the Company's business is concentrated in the United States and Ontario, Canada commercial vehicle markets and related aftermarkets.

The Company sells finance contracts it enters into with customers to finance the purchase of commercial vehicles to third parties. These finance contracts are sold by the Company both with and without recourse. Most of the Company's finance contracts are sold without recourse. The Company provides an allowance for doubtful receivables and a reserve for collection losses related to finance contracts sold with recourse. Historically, the Company's allowances and reserves have covered losses inherent in these receivables.

#### 4. ACCOUNTS RECEIVABLE:

The Company's accounts receivable, net, consisted of the following (in thousands):

	December 31,	
	2025	2024
Trade accounts receivable from sale of vehicles	\$ 145,126	\$ 212,216
Trade receivables other than vehicles	92,881	99,108
Warranty claims	19,523	18,675
Other accounts receivable	22,755	18,088
Less allowance for credit losses	(2,501)	(2,741)
Total	\$ 277,784	\$ 345,346

As of January 1, 2024, the Company had accounts receivable of \$259.4 million.

Notes receivable from the Cummins Clean Fuel Technologies (“CCFT”) joint venture include a \$15.0 million promissory note bearing interest at the monthly SOFR, plus 1.5% and maturing on December 31, 2026. The note arose from a loan provided to the joint venture to fund its working capital needs. The Company's share of profits from the joint venture is subject to the terms of the partnership agreement and may be impacted by the performance of the joint venture.

5. INVENTORIES:

The Company's inventories, net, consisted of the following (in thousands):

	December 31,	
	2025	2024
New commercial vehicles	\$ 1,103,721	\$ 1,381,684
Used commercial vehicles	78,889	55,336
Parts and accessories	347,499	341,458
Other	26,521	26,789
Less allowance	(22,159)	(17,523)
Total	<u>\$ 1,534,471</u>	<u>\$ 1,787,744</u>

6. VALUATION ACCOUNTS:

Valuation and allowance accounts include the following (in thousands):

	Balance Beginning of Year	Net Charged to Costs and Expenses	Net Write- Offs	Balance End of Year
<b>2025</b>				
Reserve for parts inventory	\$ 7,697	\$ 6,500	\$ (5,330)	\$ 8,867
Reserve for commercial vehicle inventory	9,825	25,533	(22,066)	13,292
<b>2024</b>				
Reserve for parts inventory	\$ 9,165	\$ 6,411	\$ (7,879)	\$ 7,697
Reserve for commercial vehicle inventory	12,203	18,242	(20,620)	9,825
<b>2023</b>				
Reserve for parts inventory	\$ 9,423	\$ 6,274	\$ (6,532)	\$ 9,165
Reserve for commercial vehicle inventory	7,065	11,191	(6,053)	12,203

*Inventory*

The Company provides a reserve for obsolete and slow-moving parts. The reserve is reviewed and, if necessary, adjustments are made on a quarterly basis. The Company relies on historical information to support its reserves. Once the inventory is written down, the Company does not reverse any reserve balance until the inventory is sold.

The valuation for new and used commercial vehicle inventory is based on specific identification. A detail of new and used commercial vehicle inventory is reviewed and, if necessary, adjustments to the value of specific vehicles are made on a quarterly basis. Once the inventory is written down, the Company does not reverse any reserve balance until the inventory is sold.

*Accounts Receivable and Allowance for Credit Losses*

The Company establishes an allowance for credit losses to present the net amount of accounts receivable expected to be collected. Under Accounting Standards Topic 326, *Financial Instruments – Credit Losses*, the Company is required to remeasure expected credit losses for financial instruments held on the reporting date based on historical experience, current conditions and reasonable forecasts.

Accounts receivable consists primarily of commercial vehicle sales receivables, manufacturers' receivables and leasing, parts and service sales receivables and other trade receivables. The Company maintains an allowance for credit losses based on the probability of default, its historical rate of losses, aging and current economic conditions. The Company writes off account balances when it has exhausted reasonable collection efforts and determined that the likelihood of collection is remote. These write-offs are charged against the allowance for credit losses.

The following table summarizes the changes in the allowance for credit losses (in thousands):

	Balance December 31, 2024	Provision for the Year Ended December 31, 2025	Write offs Against Allowance, net of Recoveries	Balance December 31, 2025
Commercial vehicle receivables	\$ 237	\$ (169)	\$ -	\$ 68
Manufacturers' receivables	837	4,932	(4,850)	919
Leasing, parts and service receivables	1,667	1,445	(1,607)	1,505
Other receivables	—	14	(4)	10
<b>Total</b>	<b>\$ 2,741</b>	<b>\$ 6,222</b>	<b>\$ (6,462)</b>	<b>\$ 2,501</b>

## 7. FLOOR PLAN NOTES PAYABLE AND LINE OF CREDIT:

### Floor Plan Notes Payable

Floor plan notes are financing agreements to facilitate the Company's purchase of new and used commercial vehicle inventory. These notes are collateralized by the inventory purchased, and accounts receivable arising from the sale thereof. The Company's BMO Floor Plan Credit Agreement provides for a loan commitment of up to \$675.0 million. The interest rate under the BMO Floor Plan Credit Agreement is the one-month SOFR, plus 1.20%. The effective interest rate applicable to the BMO Floor Plan Credit Agreement was approximately 4.99% as of December 31, 2025.

The Company's PFC Floor Plan Credit Agreement with PFC provides for a loan commitment of up to \$800.0 million. The interest rate under the PFC Floor Plan Credit Agreement is the prime rate, minus 2.10%. The effective interest rate applicable to the PFC Floor Plan Credit Agreement was approximately 4.65% as of December 31, 2025.

The Company's RTC Canada Floor Plan Credit Agreement provides for a loan commitment of up to \$171.7 million CAD of revolving credit loans to finance RTC Canada's purchase of new and used vehicle inventory. Loans to purchase used vehicle inventory are limited to twenty percent (20%) of the credit limit available at such time. RTC Canada may borrow, repay and reborrow loans from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the credit limits set forth above with respect to new and used vehicles. Advances required to be made in CAD dollars under the RTC Canada Floor Plan Credit Agreement bear interest per annum, payable monthly, at CORRA, plus 1.27%. Advances required to be made in USD dollars bear interest per annum, payable monthly, at SOFR, plus 1.20%. The RTC Canada Floor Plan Credit Agreement expires on September 14, 2026. The effective interest rate applicable to the RTC Canada Floor Plan Credit Agreement was approximately 3.57% as of December 31, 2025.

The Company finances all of the purchase price of its new non-Peterbilt commercial vehicle inventory and the loan value of its used commercial vehicle inventory under the BMO Floor Plan Credit Agreement and the RTC Canada Floor Plan Agreement, under which BMO Bank and BMO pay the manufacturer directly with respect to new commercial vehicles. Amounts borrowed under the agreements are due when the related commercial vehicle inventory (collateral) is sold. The BMO Floor Plan Credit Agreement expires December 31, 2029, although BMO has the right to terminate the BMO Floor Plan Credit Agreement at any time upon 360 days written notice and the Company may terminate at any time, subject to specified limited exceptions. The Company finances all of the purchase price of its new Peterbilt commercial vehicle inventory under the PFC Floor Plan Credit Agreement, under which we pay the manufacturer directly with respect to new Peterbilt commercial vehicles. Amounts borrowed under the agreements are due when the related commercial vehicle inventory (collateral) is sold. The PFC Floor Plan Credit Agreement expires December 16, 2029, although either party has the right to terminate the PFC Floor Plan Credit Agreement at any time upon 360 days written notice. On December 31, 2025, we had approximately \$380.0 million outstanding under the PFC Floor Plan Credit Agreement. On December 31, 2025, the Company had approximately \$263.7 million outstanding under its BMO Floor Plan Credit Agreement. The Company's RTC Canada Floor Plan Credit Agreement expires September 14, 2026. On December 31, 2025, the Company had approximately \$81.7 million CAD outstanding under the RTC Canada Floor Plan Agreement.

The Company's weighted average interest rate for floor plan notes payable was 3.5% for the year ended December 31, 2025, and 4.4% for the year ended December 31, 2024, which is net of interest related to prepayments of new and used inventory loans.

Assets pledged as collateral were as follows (in thousands):

	December 31,	
	2025	2024
Inventories, new and used vehicles at cost based on specific identification, net of allowance	\$ 1,169,319	\$ 1,427,196
Vehicle sale-related accounts receivable	145,126	197,186
<b>Total</b>	<b>\$ 1,314,445</b>	<b>\$ 1,624,382</b>
Floor plan notes payable related to vehicles	\$ 917,955	\$ 1,081,199

Line of Credit

The Company has a line of credit that provides for a maximum borrowing of \$25.0 million. There were no advances outstanding under this secured line of credit as of December 31, 2025, however, \$18.7 million was pledged to secure various letters of credit related to self-insurance products, leaving \$6.3 million available for future borrowings as of December 31, 2025.

8. LONG-TERM DEBT:

Long-term debt was comprised of the following variable interest rate term notes (in thousands):

	December 31,	
	2025	2024
Variable interest rate term notes	\$ 274,798	\$ 408,440
<b>Total long-term debt, net of current maturities</b>	<b>\$ 274,798</b>	<b>\$ 408,440</b>

As of December 31, 2025, long-term debt maturities were as follows (in thousands):

2026	\$ 29,519
2027	127
2028	22,405
2029	220,127
2030	2,620
Thereafter	-
<b>Total</b>	<b>\$ 274,798</b>

On September 14, 2021, the Company entered the WF Credit Agreement with the WF Lenders and the WF Agent. Pursuant to the terms of the WF Credit Agreement (as amended), the WF Lenders have agreed to make up to \$175.0 million of revolving credit loans for certain of the Company's capital expenditures, including commercial vehicle purchases for the Company's Idealease lease and rental fleet, and general working capital needs. Borrowings under the WF Credit Agreement bear interest per annum, payable on each interest payment date, at (A) SOFR plus (i) 1.25% or (ii) 1.5%, depending on the Company's consolidated leverage ratio or (B) on or after the term SOFR transition date, the term SOFR plus (i) 1.25% or (ii) 1.5%, depending on the Company's consolidated leverage ratio. Effective September 30, 2025, the WF Credit Agreement was amended to, amongst other things, extend the expiration date to September 30, 2028, although, upon the occurrence and during the continuance of an event of default, the agent has the right to, or upon the request of the required lenders must, terminate the commitments and declare all outstanding principal and interest due and payable. The Company may terminate the commitments at any time. The Company expects to use the revolving credit loans available under the WF Credit Agreement primarily for the purpose of purchasing commercial vehicles for the Company's Idealease lease and rental fleet.

On November 1, 2023, the Company entered into the PLC Agreement with PFC. Pursuant to the terms of the PLC Agreement (as amended), PLC agreed to make up to \$500.0 million of revolving credit loans to finance certain of the Company's capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through its PacLease franchises. The Company may borrow, repay and reborrow amounts pursuant to the PLC Agreement from time to time until the maturity date, provided, however, that the outstanding principal amount on any date shall not exceed the borrowing base. In addition, the Company must maintain a minimum balance of \$220.0 million. Advances under the PLC Agreement bear interest per annum, payable on the fifth day of the following month, at the Company's option, at either (A) the prime rate, minus 2.10%, provided that the floating rate of interest is subject to a floor of 0%, or (B) a fixed rate, to be determined between us and PLC in each instance of borrowing at a fixed rate. The PLC Agreement expires on December 16, 2029, although either party has the right to terminate the PLC Agreement at any time upon 360 days written notice.

On May 31, 2022, RTC Canada entered into the RTC Canada Revolving Credit Agreement with BMO. Pursuant to the terms of the RTC Canada Revolving Credit Agreement, BMO agreed to make up to \$120.0 million CAD of revolving credit loans to finance certain of RTC Canada's capital expenditures, including commercial vehicle purchases and other equipment to be leased or rented through RTC Canada's Idealease franchise, with an additional \$20.0 million CAD available upon the request of RTC Canada and consent of BMO. Borrowings under the RTC Revolving Credit Agreement bear interest per annum payable monthly at CORRA, plus 1.72%. The RTC Canada Revolving Credit Agreement expires September 14, 2026.

The interest associated with the WF Credit Agreement, PLC Agreement and RTC Canada Revolving Credit Agreement is recorded in interest expense on the Consolidated Statement of Income. The WF Credit Agreement, PLC Agreement and RTC Canada Revolving Credit Agreement are general borrowing facilities, whereas prior to these credit agreements, interest expense associated with the Company's lease and rental fleet was recorded in cost of sales as the borrowings were directly related to each lease and rental vehicle.

The BMO Floor Plan Credit Agreement and the WF Credit Agreement require the Company to satisfy various financial ratios such as the leverage ratio, the asset coverage ratio and the fixed charge coverage ratio. As of December 31, 2025, the Company was in compliance with all debt covenants related to the BMO Floor Plan Credit Agreement and the WF Credit Agreement. The Company does not anticipate any breach of the covenants in the foreseeable future.

The \$40.4 million CAD outstanding revolving credit loans pursuant to terms of the RTC Canada Revolving Credit Agreement maturing on September 16, 2026, have been classified as long-term debt under the assumption that the Company's WF Credit Agreement (as amended) could be used to refinance this debt, if required. On December 31, 2025, the Company had \$152.7 million in availability under the WF Credit Agreement. The Company intends to refinance the RTC Canada Revolving Credit Agreement in 2026.

#### 9. FINANCIAL INSTRUMENTS AND FAIR VALUE:

The Company measures certain financial assets and liabilities at fair value on a recurring basis. Financial instruments consist primarily of cash, accounts receivable, accounts payable and floor plan notes payable. The carrying values of the Company's financial instruments approximate fair value due either to their short-term nature or existence of variable interest rates, which approximate market rates. Certain methods and assumptions were used by the Company in estimating the fair value of financial instruments as of December 31, 2025, and 2024. The carrying value of current assets and current liabilities approximates the fair value due to the short maturity of these items.

The fair value of the Company's long-term debt is based on secondary market indicators. Because the Company's debt is not quoted, estimates are based on each obligation's characteristics, including remaining maturities, interest rate, credit rating, collateral and liquidity. Accordingly, the Company concluded that the valuation measurement inputs of its long-term debt represent, at its lowest level, current market interest rates available to the Company for similar debt and the Company's current credit standing. The Company has categorized such debt within Level 2 of the hierarchy framework. The carrying amount approximates fair value.

10. LEASES:

The Company's accounting policy with respect to leases complies with ASU 842, *Leases* ("Topic 842"). The standard requires lessees to record assets and liabilities on the balance sheet for all leases with terms longer than twelve months. Leases are classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement.

A lease is classified as a finance lease if any of the following conditions exist on the date of lease commencement:

- The lease transfers ownership of the underlying asset to the lessee by the end of the lease term.
- The lease provides the lessee an option to purchase the underlying asset, and that option is reasonably certain to be exercised.
- The lease term is for a major part of the remaining economic life of the underlying asset.
- The present value of the lease payments equals or exceeds substantially all of the fair value of the underlying asset.
- The underlying asset is of such a specialized nature that only the lessee can use it without major modifications.
- The lessor expects to have no alternative use for the leased asset at the end of the lease.

The Company applied the practical expedients permitted under Topic 842 during implementation, which among other things, allowed it to retain its existing assessment of whether an arrangement is, or contains, a lease and whether such lease is classified as an operating or finance lease. The Company made an accounting policy election that keeps leases with an initial term of twelve months or less off the balance sheet and results in recognizing those lease payments in the Consolidated Statements of Income and Comprehensive Income on a straight-line basis over the lease term.

The Company leases certain commercial vehicles and real estate under finance and operating leases. The Company determines whether an arrangement is a lease at its inception. For leases with terms greater than twelve months, the Company records the related asset and obligation at the present value of lease payments over the term. Many of the Company's leases include renewal options and/or termination options that are factored into its determination of lease payments when appropriate. The Company has elected not to account for lease and nonlease components as a single combined lease component as lessee. When available, the Company uses the rate implicit in the lease to discount lease payments to present value; however, most of its leases do not provide a readily determinable implicit rate. Therefore, the Company must estimate its incremental borrowing rate to discount the lease payments based on information available at lease commencement.

*Lease of Vehicles as Lessee*

The Company leases commercial vehicles as the lessee under finance leases and operating leases. The lease terms vary from one year to ten years. These vehicles are then subleased or rented by the Company to customers under various agreements. The Company received sublease income under non-cancelable subleases of \$60.0 million for the year ended December 31, 2025, \$54.3 million for the year ended December 31, 2024 and \$50.0 million for the year ended December 31, 2023.

The Company usually guarantees the residual value of vehicles under operating lease and finance lease arrangements. As of December 31, 2025, the Company guaranteed commercial vehicle residual values of approximately \$62.2 million under operating lease and finance lease arrangements.

*Lease of Facilities as Lessee*

The Company's facility leases are classified as operating and finance leases and primarily reflect its use of dealership facilities and office space. The lease terms vary from one year to 83 years, some of which include options to extend the lease term, and some of which include options to terminate the lease within one year. The Company considers these options in determining the lease term used to establish its right-of-use assets and lease liabilities.

The Company leases facilities in Ontario, Canada from entities owned by the noncontrolling interest holder of RTC Canada. In 2025, the Company recorded approximately \$2.3 million in operating lease expense related to these leases.

### Lease Costs and Supplemental Information

Components of lease cost are as follows (in thousands):

Component	Classification	Year Ended December 31,		
		2025	2024	2023
Operating lease cost	SG&A expense	\$ 14,236	\$ 15,630	\$ 14,924
Operating lease cost	Lease and rental cost of products sold	7,852	9,102	5,981
Finance lease cost – amortization of right-of-use assets	Lease and rental cost of products sold	25,640	26,525	24,655
Finance lease cost – interest on lease liabilities	Lease and rental cost of products sold	6,065	5,454	5,454
Short-term lease cost	SG&A expense	2,642	133	191

Supplemental cash flow information and non-cash activity related to operating and finance leases are as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
<b>Operating cash flow information:</b>			
Cash paid for amounts included in the measurement of lease liabilities	\$ 28,153	\$ 30,187	\$ 26,359
<b>Financing cash flow information:</b>			
Cash paid for amounts included in the measurement of lease liabilities	\$ 17,794	\$ 16,839	\$ 17,693
<b>Non-cash activity:</b>			
Operating lease right-of-use assets obtained in exchange for lease obligations	\$ 33,144	\$ 18,339	\$ 40,093

Weighted-average remaining lease term and discount rate for operating and finance leases as of December 31, 2025, are as follows:

	Finance Leases	Operating Leases
Weighted-average remaining lease term (in years)	3.3	7.7
Weighted-average discount rate	5.0%	5.2%

Maturities of lease liabilities by fiscal year for finance leases and operating leases as of December 31, 2025, are as follows (in thousands):

	Finance Leases	Operating Leases
2026	\$ 39,997	\$ 25,106
2027	29,621	24,424
2028	25,989	22,254
2029	19,847	19,866
2030	12,239	16,220
2031 and beyond	10,744	49,801
Total lease payments	\$ 138,437	\$ 157,671
Less: Imputed interest	(15,769)	(30,688)
Present value of lease liabilities	\$ 122,668	\$ 126,983

*Lease of Vehicles as Lessor*

The Company leases commercial vehicles that the Company owns to customers primarily over periods of one to ten years. The Company applied the practical expedient permitted within Topic 842 that allows it not to separate lease and nonlease components. Nonlease components typically consist of maintenance and licensing for the commercial vehicle. The variable nonlease components are generally based on mileage. Some leases contain an option for the lessee to purchase the commercial vehicle.

The Company's policy is to depreciate its lease and rental fleet using a straight-line method over each customer's contractual lease term. The lease unit is depreciated to a residual value that approximates fair value at the expiration of the lease term. This policy results in the Company realizing reasonable gross margins while the unit is in service and a corresponding gain or loss on sale when the unit is sold at the end of the lease term.

Sales-type leases are recognized by the Company as lease receivables. The lessee obtains control of the underlying asset and the Company recognizes sales revenue upon lease commencement. The receivable for sales-type leases as of December 31, 2025, in the amount of \$4.1 million is reflected in Other Assets on the Consolidated Balance Sheet.

Minimum rental revenue to be received for non-cancelable leases and subleases in effect as of December 31, 2025, are as follows (in thousands):

2026	\$	227,194
2027		195,722
2028		159,432
2029		119,142
2030		70,381
Thereafter		33,516
Total	\$	<u>805,387</u>

Rental income during the year ended December 31, 2025, and 2024, consisted of the following (in thousands):

	2025	2024	2023
Minimum rental payments	\$ 325,084	\$ 310,052	\$ 306,897
Nonlease payments	44,471	44,887	46,883
Total	<u>\$ 369,555</u>	<u>\$ 354,939</u>	<u>\$ 353,780</u>

#### 11. SHARE BASED COMPENSATION AND EMPLOYEE BENEFIT PLANS:

##### *Employee Stock Purchase Plan*

The Company's 2004 Employee Stock Purchase Plan, as amended and restated (the "Employee Stock Purchase Plan"), allows eligible employees to contribute up to \$10,625 of their base earnings every six months toward the semi-annual purchase of the Company's Class A common stock. The employee's purchase price is 85% of the lesser of the closing price of the Class A common stock on the first business day or the last business day of the semi-annual offering period, as reported by The NASDAQ Global Select Market. Employees may purchase shares having a fair market value of up to \$25,000 (measured as of the first day of each semi-annual offering period) for each calendar year. On May 16, 2023, the Company's shareholders approved the amendment and restatement of the Employee Stock Purchase Plan to increase the number of shares of Class A common stock authorized for issuance thereunder by 600,000 shares. Under the Employee Stock Purchase Plan, there are approximately 701,920 shares remaining of the 4,650,000 shares of the Company's Class A common stock that were reserved for issuance. The Company issued 184,589 shares under the Employee Stock Purchase Plan during the year ended December 31, 2025, and 195,540 shares during the year ended December 31, 2024. Of the 7,391 employees eligible to participate, approximately 2,433 elected to participate in the plan as of December 31, 2025.

*Non-Employee Director Stock Option Plan*

The Rush Enterprises, Inc. 2006 Non-Employee Director Stock Option Plan, as amended and restated (the “Director Plan”), reserved 1,125,000 shares of Class A common stock for issuance upon exercise of any awards granted under the plan. The Director Plan is designed to attract and retain highly qualified non-employee directors. Currently, each non-employee director receives a grant of the Company’s Class A common stock equivalent to a compensation value of \$145,000; provided however, that directors may elect to receive up to 40% of the value of such grant in cash. In 2025, two non-employee directors each received a grant of 2,810 shares of the Company’s Class A common stock, two non-employee directors each received a grant of 2,107 shares of the Company’s Class A common stock and \$36,250 cash, one non-employee director received a grant of 1,967 shares of the Company’s Class A common stock and \$43,500 cash and two non-employee directors received a grant of 1,686 shares of the Company’s Class A common stock and \$58,000 cash. In 2024, three non-employee directors each received a grant of 3,230 shares of the Company’s Class A common stock, three non-employee directors each received a grant of 1,938 shares of the Company’s Class A common stock and \$58,000 cash and one non-employee director received a grant of 2,261 shares of the Company’s Class A common stock and \$43,499 cash, for total compensation equivalent to \$145,000 each. Under the Director Plan, there are approximately 147,360 shares remaining for issuance of the 1,125,000 shares of the Company’s Class A common stock that were reserved for issuance. The Company granted 15,173 shares of Class A common stock under the Director Plan during the year ended December 31, 2025, and 17,765 shares of Class A common stock under the Director Plan during the year ended December 31, 2024.

*Employee Incentive Plans*

In May 2007, the Board of Directors and shareholders adopted the Rush Enterprises, Inc. 2007 Long-Term Incentive Plan (the “2007 Incentive Plan”). The 2007 Incentive Plan provides for the grant of stock options (which may be nonqualified stock options or incentive stock options for tax purposes), stock appreciation rights issued independent of or in tandem with such options (“SARs”), restricted stock awards and performance awards. The 2007 Incentive Plan was amended and restated on May 20, 2014, May 16, 2017, May 12, 2020, and May 16, 2023. The number of shares available for issuance under the plan include 21,600,000 shares of Class A common stock and 9,000,000 shares of Class B common stock.

The aggregate number of shares of common stock subject to stock options or SARs that may be granted to any one participant in any year under the 2007 Incentive Plan is 150,000 shares of Class A common stock or 150,000 shares of Class B common stock. Each option granted pursuant to the 2007 Incentive Plan has a ten-year term from the grant date and vests in three equal annual installments beginning on the third anniversary of the grant date. As of December 31, 2025, approximately 2,610,940 shares of Class A common stock and 1,667,925 shares of Class B common stock are available for issuance under the Company’s 2007 Incentive Plan. The Company issues new shares of its Class A or Class B common stock upon the exercise of stock options or vesting of restricted stock awards. During the year ended December 31, 2025, the Company granted employees 549,400 options to purchase Class A common stock and 385,375 restricted Class B common stock awards under the 2007 Incentive Plan. During the year ended December 31, 2024, the Company granted employees 538,700 options to purchase Class A common stock and 398,525 shares of restricted Class B common stock awards under the 2007 Incentive Plan. Restricted stock awards are issued when granted but are subject to vesting requirements.

*Valuation and Expense Information*

Stock-based compensation expense related to stock options, restricted stock awards and employee stock purchases was \$31.7 million for the year ended December 31, 2025, \$30.4 million for the year ended December 31, 2024, and \$30.4 million for the year ended December 31, 2023. Cash received from options exercised and shares purchased under all share-based payment arrangements was \$16.3 million for the year ended December 31, 2025, \$25.4 million for the year ended December 31, 2024, and \$18.0 million for the year ended December 31, 2023.

The following table presents a summary of the Company's stock option activity and related information for the year ended December 31, 2025:

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value
Balance of Outstanding Options at January 1, 2025	5,091,852	\$ 27.31		
Granted	549,400	53.60		
Exercised	(510,123)	17.77		
Forfeited	(42,750)			
Expired	(4,250)	42.86		
Balance of Outstanding Options at December 31, 2025	<u>5,084,129</u>	<u>\$ 30.98</u>	<u>5.5</u>	<u>\$ 116,733,413</u>
Expected to vest after December 31, 2025	<u>2,513,805</u>	<u>\$ 41.80</u>	<u>7.5</u>	<u>\$ 30,514,145</u>
Vested and exercisable at December 31, 2025	<u>2,562,105</u>	<u>\$ 20.33</u>	<u>3.6</u>	<u>\$ 86,124,695</u>

The aggregate intrinsic value in the preceding table represents the total pretax intrinsic value, based on the closing price of the Company's Class A common stock on December 31, 2025, which was \$53.94. The total intrinsic value of options exercised was \$19.6 million during the year ended December 31, 2025, \$47.3 million during the year ended December 31, 2024, and \$19.8 million during the year ended December 31, 2023.

The following table presents a summary of the status of the number of shares underlying the Company's non-vested stock options as of December 31, 2025, and changes during the year ended December 31, 2025:

Non-vested Shares	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested at January 1, 2025	2,852,974	\$ 11.37
Granted	549,400	19.01
Vested	(837,600)	7.86
Forfeited	(42,750)	14.63
Non-vested at December 31, 2025	<u>2,522,024</u>	<u>\$ 14.15</u>

The total fair value of vested options was \$6.6 million during the year ended December 31, 2025, \$5.8 million during the year ended December 31, 2024, and \$5.9 million during the year ended December 31, 2023. The weighted-average grant date fair value of options granted was \$19.01 per share during the year ended December 31, 2025, \$17.13 per share during the year ended December 31, 2024, and \$11.82 per share during the year ended December 31, 2023.

#### Stock Awards

The Company granted restricted stock awards to certain of its employees under the 2007 Incentive Plan during the year ended December 31, 2025. The restricted stock awards granted to employees vest in three equal installments on the first, second and third anniversary of the grant date and are forfeited in the event the recipient's employment or relationship with the Company is terminated prior to vesting, except as a result of retirement or under certain circumstances associated with a change of control or involuntary termination, as further described in the Company's executive transition plan. The fair value of the restricted stock awards granted to the Company's employees is amortized to expense on a straight-line basis over the restricted stock's vesting period. The shares granted to non-employee directors are expensed on the grant date.

The following table presents a summary of the Company's non-vested restricted stock awards at December 31, 2025:

Stock Awards and Units	Shares	Weighted Average Remaining Contractual Life (in Years)	Aggregate Intrinsic Value	Weighted Average Grant Date Fair Value
Outstanding non-vested shares at January 1, 2025	935,219			\$ 42.08
Granted	385,375			54.09
Vested	(489,346)			39.35
Forfeited	(11,250)			49.45
Outstanding non-vested at December 31, 2025	<u>819,998</u>	<u>8.4</u>	<u>\$ 46,133,087</u>	<u>\$ 49.25</u>
Expected to vest after December 31, 2025	<u>819,913</u>	<u>8.4</u>	<u>\$ 46,128,315</u>	<u>\$ 49.25</u>

The total fair value of the shares issued upon the vesting of restricted and unrestricted stock awards during the year ended December 31, 2025, was \$19.2 million. The weighted-average grant date fair value of stock awards granted was \$54.09 per share during the year ended December 31, 2025, \$50.64 per share during the year ended December 31, 2024, and \$36.97 per share during the year ended December 31, 2023.

As of December 31, 2025, the Company had \$13.6 million of unrecognized compensation expense related to non-vested employee stock options to be recognized over a weighted-average period of 1.3 years and \$13.8 million of unrecognized compensation related to non-vested restricted stock awards to be recognized over a weighted-average period of 2.1 years.

#### *Defined Contribution Plan*

The Company has a defined contribution plan (the "Rush 401k Plan") that is available to all U.S. based employees. Each employee who has completed 30 days of continuous service is entitled to enter the Rush 401k Plan on the first day of the following month. Participating employees may contribute from 1% to 50% of their total gross compensation. However, certain highly compensated employees are limited to a maximum contribution of 15% of total gross compensation. The Company's policy is for the first 10% of an employee's contribution, the Company contributes an amount equal to 20% of the employees' contributions for those employees with less than five years of service and an amount equal to 40% of the employees' contributions for those employees with more than five years of service. The Company incurred expenses related to the Rush 401k Plan of approximately \$14.7 million during the year ended December 31, 2025, \$14.0 million during the year ended December 31, 2024, and \$13.3 million during the year ended December 31, 2023.

#### *Deferred Compensation Plan*

On November 6, 2010, the Board of Directors of the Company adopted the Rush Enterprises, Inc. Deferred Compensation Plan (the "Deferred Compensation Plan") pursuant to which certain employees and directors may elect to defer a portion of their annual compensation. The Deferred Compensation Plan was amended and restated effective May 18, 2021, in order to bring the plan into conformance with current "best" practices. The Company established a rabbi trust to finance obligations under the Deferred Compensation Plan with corporate-owned variable life insurance contracts. Participants are 100% vested in their respective deferrals and the earnings thereon. The first deferral election period began on January 1, 2011. The Company's liability related to the Deferred Compensation Plan was \$34.5 million on December 31, 2025, and \$28.1 million on December 31, 2024. The related cash surrender value of the life insurance contracts was \$32.2 million on December 31, 2025, and \$24.4 million on December 31, 2024.

The Company currently does not provide any post-retirement benefits, nor does it provide any post-employment benefits.

## 12. EARNINGS PER SHARE:

Basic earnings per share (“EPS”) were computed by dividing income from continuing operations by the weighted average number of shares of common stock outstanding during the period. Diluted EPS differs from basic EPS due to the assumed conversions of potentially dilutive options and restricted stock awards that were outstanding during the period.

Each share of Class A common stock ranks equal to each share of Class B common stock with respect to receipt of any dividends or distributions declared on shares of common stock and the right to receive proceeds on liquidation or dissolution of the Company after payment of its indebtedness and liquidation preference payments to holders of any preferred shares. However, holders of Class A common stock have 1/20th of one vote per share on all matters requiring a shareholder vote, while holders of Class B common stock have one full vote per share.

The following is a reconciliation of the numerators and the denominators of the basic and diluted per share computations for income from continuing operations (in thousands, except per share amounts):

	2025	2024	2023
<b>Numerator-</b>			
Numerator for basic and diluted earnings per share –			
Net income available to common shareholders	\$ 263,778	\$ 304,153	\$ 347,055
<b>Denominator-</b>			
Denominator for basic earnings per share – weighted average shares outstanding			
	78,380	79,058	81,089
Effect of dilutive securities–			
Employee and director stock options and restricted share awards	2,346	2,759	2,631
Denominator for diluted earnings per share – adjusted weighted average shares outstanding and assumed conversions			
	80,726	81,818	83,720
Basic earnings per common share	\$ 3.37	\$ 3.85	\$ 4.28
Diluted earnings per common share and common share equivalents	\$ 3.27	\$ 3.72	\$ 4.15

Options to purchase shares of common stock that were outstanding for the years ended December 31, 2025, 2024 and 2023 that were not included in the computation of diluted earnings per share because the effect would have been anti-dilutive are as follows (in thousands):

	2025	2024	2023
Anti-dilutive options – weighted average	770	532	1,282

## 13. INCOME TAXES:

The significant components of the tax provision are summarized as follows (in thousands):

	Year Ended December 31,		
	2025	2024	2023
<b>Income before income taxes:</b>			
Domestic	\$ 330,391	\$ 392,253	\$ 455,288
Foreign	15,475	5,562	6,773
Total	345,866	397,815	462,061
<b>Current provision</b>			
Federal	\$ 38,483	\$ 62,358	\$ 87,270
State	8,445	9,975	16,864
Foreign	4,083	702	2,265
Total	51,011	73,035	106,399
<b>Deferred provision (benefit)</b>			
Federal	26,809	15,283	7,617
State	1,923	3,752	505
Foreign	85	775	(521)
Total	28,817	19,810	7,601
Provision for income taxes	\$ 79,828	\$ 92,845	\$ 114,000

A reconciliation of taxes based on the federal statutory rates to the income tax provision (benefits) for income taxes are summarized as follows (in thousands):

	Year Ended December 31,					
	2025		2024		2023	
	Amount	Rate	Amount	Rate	Amount	Rate
Income taxes at the federal statutory rate	\$ 72,631	21.0%	\$ 83,540	21.0%	\$ 97,032	21.0%
State income taxes, net of federal benefit (a)	8,498	2.5	10,030	2.5	14,120	3.1
Foreign Tax Effects	896	0.3	271	0.1	266	0.1
Effect of Cross-Border Tax Laws	34	–	845	0.2	–	–
Tax Credits	(2,913)	(0.8)	(141)	–	(102)	–
Tax effect of permanent differences						
Share-based payments awards	(4,376)	(1.3)	(9,916)	(2.5)	(4,195)	(1.0)
Executive compensation (b)	–	–	4,402	1.1	–	–
Other	5,256	1.5	2,442	0.6	5,653	1.2
Changes in Unrecognized Tax Benefits	(33)	–	1,426	0.3	1,187	0.3
Other, net	(165)	(0.1)	(54)	–	39	–
Income tax provision	<u>\$ 79,828</u>	<u>23.1%</u>	<u>\$ 92,845</u>	<u>23.3%</u>	<u>\$ 114,000</u>	<u>24.7%</u>

(a) State taxes in California, Illinois and Texas made up the majority (greater than 50 percent) of the tax effect in this category for each year presented.

(b) The executive compensation limitations in years 2025 & 2023 are below the disclosure threshold and are included in other.

The following summarizes the components of net deferred income tax liabilities included in the balance sheet (in thousands):

	December 31,	
	2025	2024
Deferred income tax (assets) liabilities:		
Inventory	\$ (6,721)	\$ (5,547)
Accounts receivable	(372)	(517)
Finance lease obligations	(28,795)	(30,696)
Finance and operating leases	(30,476)	(27,522)
Stock options	(9,984)	(8,790)
Accrued liabilities	(7,008)	(5,604)
State net operating loss carry forward	(2,828)	(1,689)
State tax credit	223	29
Other	(6,184)	(6,108)
Difference between book and tax basis- Operating lease assets	29,895	26,970
Difference between book and tax basis- Depreciation and amortization	268,821	238,390
	<u>206,571</u>	<u>178,916</u>
Valuation allowance	1,162	–
Net deferred income tax liability	<u>\$ 207,733</u>	<u>\$ 178,916</u>

As of December 31, 2025, the Company had approximately \$42.8 million in state net operating loss carry forwards that expire from 2030 to 2044, which result in a deferred tax asset of approximately \$1.7 million. The Company has evaluated whether its state net operating losses are realizable and has recorded a valuation allowance against them. The valuation allowance increased \$1.1 million over the prior year ending December 31, 2024.

The Company had unrecognized income tax benefits totaling \$7.9 million (\$6.2 million rate impact after net of federal benefit) as a component of accrued liabilities as of December 31, 2025, and \$8.0 million (\$6.3 million rate impact after net of federal benefit) as of December 31, 2024, the total of which, if recognized, the net of federal tax benefit would impact the Company's effective tax rate. An unfavorable settlement would require a charge to income tax expense and a favorable resolution would be recognized as a reduction to income tax expense. The Company recognizes interest accrued related to unrecognized tax benefits in income tax expense. During the years ended December 31, 2025, 2024 and 2023, the Company recognized approximately \$95,500, \$197,700, and \$86,200 in interest expense. No amounts were accrued for penalties. The Company had approximately \$625,000, \$530,000 and \$389,000 of interest accrued as of December 31, 2025, 2024 and 2023, respectively.

Undistributed earnings of the Company's foreign subsidiaries are considered to be indefinitely reinvested. Upon repatriation of those earnings in the form of dividends or otherwise, the Company may be subject to state and local taxes, and/or withholding taxes payable to the various foreign countries. The Company expects to be able to take a 100% dividends received deduction to offset any U.S. federal income tax liability on the distribution of untaxed earnings and profits.

As of December 31, 2025, the tax years ended December 31, 2022 through 2025 remained subject to audit by federal tax authorities and the tax years ended December 31, 2021 through 2025, remained subject to audit by state tax authorities.

The table below presents the reconciliation of the change in the unrecognized tax benefits (in thousands):

	2025	2024	2023
Unrecognized tax benefits at beginning of period	\$ 8,063	\$ 6,771	\$ 5,377
Gross increases – tax positions in current year	1,349	1,937	2,582
Reductions due to lapse of statute of limitations	(1,512)	(645)	(1,188)
Unrecognized tax benefits at end of period	\$ 7,900	\$ 8,063	\$ 6,771

The table below presents detail to supplemental disclosure of cash flow for Income Taxes paid, net (in thousands):

	2025	2024	2023
Federal	\$ 65,584	\$ 63,165	\$ 88,945
State	8,126	12,034	15,533
Foreign	3,815	829	2,394
Total	\$ 77,525	\$ 76,028	\$ 106,872

#### 14. COMMITMENTS AND CONTINGENCIES:

From time to time, the Company is involved in litigation arising out of its operations in the ordinary course of business. The Company maintains liability insurance through self-insurance, a captive insurer and third-party excess insurance, including product liability coverage, in amounts deemed adequate by management. However, an uninsured or partially insured claim, or claim for which indemnification is not available, could have a material adverse effect on the Company's financial condition or results of operations. As of December 31, 2025, the Company believes that there are no pending claims or litigation, individually or in the aggregate, that are reasonably possible to have a material adverse effect on its financial position or results of operations. However, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company's financial condition or results of operations for the fiscal period in which such resolution occurred.

#### 15. ACQUISITIONS:

The following acquisitions, unless otherwise noted, were considered business combinations accounted for under ASC 805 "Business Combinations." Pro forma information is not included in accordance with ASC 805 since no acquisitions were considered material individually or in the aggregate.

On June 16, 2025, the Company acquired 100% of the outstanding shares of Leeds Transit, Inc. The acquisition included IC Bus and Collins Bus franchised commercial vehicle dealership locations in Elgin and Woodstock, Ontario and a sales office in St-Roch-de-l'Achigan, Quebec, along with commercial vehicle and parts inventory. The transaction was valued at approximately \$25.6 million, with the purchase price paid in cash and with borrowings made pursuant to the RTC Canada's floor plan credit agreement.

On July 15, 2024, the Company acquired certain assets of Nebraska Peterbilt, which included real estate and a Peterbilt commercial vehicle franchise in Grand Island and North Platte, Nebraska, along with commercial vehicle and parts inventory. The transaction was valued at approximately \$16.5 million, with the purchase price paid in cash.

On December 4, 2023, the Company acquired certain assets of Freeway Ford Truck Sales, Inc., which included real estate and a Ford commercial vehicle franchise in Chicago, Illinois, along with commercial vehicle and parts inventory. The transaction was valued at approximately \$16.3 million, with the purchase price paid in cash.

16. SEGMENTS:

The Company reports information based on operating segments identified in accordance with how the chief operating decision maker (“CODM”) evaluates business performance and allocates resources. As of the reporting period, the Company operates with one CODM: W.M. “Rusty” Rush, the Chief Executive Officer, President and Chairman of the Board.

As of the reporting period, the Company has one reportable business segment - the Truck Segment. The Truck Segment includes the Company’s operation of a network of commercial vehicle dealerships in the United States and Ontario, Canada that provide an integrated one-stop source for the commercial vehicle needs of its customers, including retail sales of new and used commercial vehicles; aftermarket parts sales, service and collision center facilities; vehicle upfitting and financial services, including the financing of new and used commercial vehicle purchases, insurance products and truck leasing and rentals. The commercial vehicle dealerships are deemed a single reporting unit because they have similar economic characteristics. The Company’s CODM considers the entire Truck Segment, not individual dealerships or departments within its dealerships, when making decisions about resources to be allocated to the segment and assessing its performance.

In addition to the Truck Segment, the Company generates revenue from two additional operating segments: Retail Tire Sales and Insurance Services. These operating segments do not meet the quantitative thresholds for separate reporting as specified under the guidance of ASC 280-10. Therefore, they are consolidated under the “All Other” category in the segment disclosures below. These segments share accounting policies consistent with the summary of significant accounting policies.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies. The Company evaluates performance based on segment operating income, not including extraordinary items.

The following table contains summarized information about reportable segment revenues, segment income or loss from continuing operations and segment assets for the periods ended December 31, 2025, 2024 and 2023 (in thousands):

	<u>Truck Segment</u>	<u>All Other</u>	<u>Totals</u>
<b>2025</b>			
Revenues from external customers	\$ 7,419,068	\$ 15,127	\$ 7,434,195
Cost of products sold	5,971,594	1,937	5,973,531
Controllable expenses	879,580	5,590	885,170
Allocated expenses	173,739	7,999	181,737
<b>Segment operating income</b>	<b>\$ 394,155</b>	<b>\$ (399)</b>	<b>\$ 393,756</b>
Other Income	(1,655)	–	(1,655)
Interest income	1,916	–	1,916
Interest expense	47,780	371	48,151
Income taxes	79,828	–	79,828
<b>Net Income</b>	<b>\$ 266,809</b>	<b>\$ (771)</b>	<b>\$ 266,038</b>
Segment assets	4,372,791	57,745	4,430,536
Goodwill	439,055	2,560	441,615
Capital expenditures	399,831	–	399,831
Depreciation and amortization	70,552	584	71,136
<b>2024</b>			
Revenues from external customers	\$ 7,788,842	\$ 15,904	\$ 7,804,746
Cost of products sold	6,271,327	2,003	6,273,330
Controllable expenses	952,973	5,953	958,926
Allocated expenses	96,159	8,240	104,400
<b>Segment operating income</b>	<b>\$ 468,383</b>	<b>\$ (292)</b>	<b>\$ 468,090</b>
Other Income	583	–	583
Interest income	1,166	–	1,166
Interest expense	71,658	366	72,024
Income taxes	92,845	–	92,845
<b>Net Income</b>	<b>\$ 305,628</b>	<b>\$ (658)</b>	<b>\$ 304,970</b>
Segment assets	4,561,583	55,964	4,617,547
Goodwill	424,933	2,560	427,493
Capital expenditures	432,400	647	433,047
Depreciation and amortization	68,031	518	68,549
<b>2023</b>			
Revenues from external customers	\$ 7,909,230	\$ 15,794	\$ 7,925,024
Cost of products sold	6,329,629	2,305	6,331,934
Controllable expenses	789,109	4,907	794,016
Allocated expenses	278,117	8,576	286,693
<b>Segment operating income</b>	<b>\$ 512,375</b>	<b>\$ 6</b>	<b>\$ 512,381</b>
Other Income	2,597	–	2,597
Interest income	777	–	777
Interest expense	53,324	370	53,694
Income taxes	114,000	–	114,000
<b>Net Income</b>	<b>\$ 348,437</b>	<b>\$ (364)</b>	<b>\$ 348,061</b>
Segment assets	4,308,264	55,977	4,364,241
Goodwill	418,148	2,560	420,708
Capital expenditures	367,942	939	368,881
Depreciation and amortization	59,373	457	59,830

17. REVENUE:

The Company's revenues are primarily generated from the sale of finished products to customers. Those sales contain a single delivery element and revenue from such sales is recognized when the customer obtains control, which is typically when the finished product is delivered to the customer. The Company's material revenue streams have been identified as the following: the sale of new and used commercial vehicles, arrangement of associated commercial vehicle financing and insurance contracts, the performance of commercial vehicle repair services and the sale of commercial vehicle parts. Taxes collected from customers relating to product sales and remitted to governmental authorities are excluded from revenues.

The following table summarizes the Company's disaggregated revenue by revenue source, excluding lease and rental revenue, for the years ended December 31, 2025, December 31, 2024, and December 31, 2023 (in thousands):

	2025	2024	2023
Commercial vehicle sales revenue	\$ 4,503,530	\$ 4,888,823	\$ 4,957,969
Parts revenue	1,482,015	1,440,452	1,493,903
Commercial vehicle repair service revenue	1,041,207	1,075,568	1,068,238
Finance revenue	8,750	8,942	11,665
Insurance revenue	12,378	13,049	12,606
Other revenue	16,760	22,973	26,863
Total	<u>\$ 7,064,640</u>	<u>\$ 7,449,807</u>	<u>\$ 7,571,244</u>

The Company's performance obligations are transferred to customers at a point in time. The Company did not have any material contract assets or contract liabilities on the balance sheet as of December 31, 2025, or December 31, 2024. Revenues related to commercial vehicle sales, parts sales, commercial vehicle repair service, finance and most other revenues are related to the Truck Segment.

For the sale of new and used commercial vehicles, revenue is recognized at a point in time when control is transferred to the customer, which is when delivery of the commercial vehicle occurs. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring the commercial vehicle. When control is transferred to the customer, the Company has an unconditional right to payment and a receivable is recorded for any consideration not received.

The Company controls the commercial vehicle before it is transferred to the customer and it obtains all the remaining benefits from the commercial vehicle relating to the sale, ability to pledge the asset or hold the asset. The Company is a principal in all commercial vehicle transactions. The Company retains inventory risk, determines the selling price to the customer and delivers the commercial vehicle to the customer. The Company generally pays a commission to internal sales representatives for the sale of a commercial vehicle. The Company will continue to expense the commission and recognize it concurrently with the respective commercial vehicle sale revenue upon delivery of the commercial vehicle to a customer.

Revenue from the sale of parts is recognized when the Company transfers control of the goods to the customer and consideration has been received in the form of cash or a receivable from the customer. The Company provides its customers the right to return certain eligible parts, estimates the expected returns based on an analysis of historical experience and records an allowance for estimated returns, which has historically not been material.

Revenue from the sale of commercial vehicle repair service is recognized when the service performed by the Company on a customer's vehicle is complete and the customer accepts the repair. Because the Company does not have an enforceable right to payment while the repair is being performed, revenue is recognized when the repair is complete. After a customer's acceptance, the Company has no remaining obligations to transfer goods or services to the customer and consideration has been received in the form of cash or a receivable from the customer.

Any remaining performance obligations represent service orders for which work has not been completed. The Company's service contracts are predominately short-term in nature with a contract term of one month or less. For those contracts, the Company has utilized the practical expedient in Topic 606 exempting the Company from disclosure of the transaction price allocated to remaining performance obligations if the performance obligation is part of a contract that has an original expected duration of one year or less.

The Company receives commissions from third-party lenders for arranging customer financing for the purchase of commercial vehicles. The receipt of such commissions is deemed to be a single performance obligation that is satisfied when a financing agreement is executed and accepted by the financing provider. Once the contract has been accepted by the financing provider, the Company's performance obligation has been satisfied and the Company generally has no further obligations under the contract. The Company is the agent in this transaction, as it does not have control over the acceptance of the customer's financing arrangement by the financing provider. Consideration paid to the Company by the financing provider is based on the agreement between the Company and the financing provider.

The Company receives commissions from third-party insurance companies for arranging insurance coverage for customers. The receipt of such commissions is deemed to be a single performance obligation that is satisfied when the insurance coverage is bound. The Company has no further obligations under the contract. The Company is the agent in this transaction because it does not have control over the insurance coverage provided by the insurance carrier. Consideration paid to the Company by the insurance provider is based on the agreement between the Company and the insurance provider.

The Company records revenues from finance and insurance products at the net commission amount, which includes estimates of chargebacks that can occur if the underlying contract is not fulfilled. Chargeback amounts for commissions from financing companies are estimated assuming financing contracts are terminated before the customer has made six monthly payments. Chargeback amounts for commissions from insurance companies are estimated assuming insurance contracts are terminated before the underlying insurance contractual term has expired. Chargeback reserve amounts are based on historical chargebacks and have historically been immaterial. The Company does not have any right to retrospective commissions based on future profitability of finance and insurance contracts arranged.

Other revenue consists mostly of documentation fees that are charged to customers in connection with the sale of a commercial vehicle and recognized as other revenue when a truck is sold. The Company recognizes the documentation fees at the point in time when the commercial vehicle is delivered to the customer.

#### 18. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS):

The following table shows the components of accumulated other comprehensive income (loss) (in thousands):

Balance as of December 31, 2023	\$	(2,163)
Foreign currency translation adjustment		(7,130)
Balance as of December 31, 2024		(9,293)
Foreign currency translation adjustment		4,480
Balance as of December 31, 2025	\$	<u>(4,813)</u>

The functional currency of the Company's foreign subsidiary, RTC Canada, is its local currency. Results of operations of RTC Canada are translated in USD using the average exchange rates monthly during the year. The assets and liabilities of RTC Canada are translated into USD using the exchange rates in effect on the balance sheet date. The related translation adjustments are recorded in a separate component of stockholders' equity in accumulated other comprehensive loss and the statement of comprehensive income.

The Company reclassified the foreign currency translation adjustment related to its previously held equity investment in RTC Canada into net income upon its acquisition of a majority equity interest according to ASC 830-30, *Foreign Currency Matters*.

#### **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*

In accordance with Exchange Act Rules 13a-15 and 15d-15, the Company carried out an evaluation, under the supervision and with the participation of management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of its disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that its disclosure controls and procedures were effective as of December 31, 2025, to ensure that information required to be disclosed in its reports filed or submitted under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control Over Financial Reporting*

There were no changes in the Company's internal control over financial reporting during the quarter ended December 31, 2025, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

*Management's Annual Report on Internal Control over Financial Reporting*

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company. The Company's internal control over financial reporting is a process designed under the supervision of the Company's President and Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with generally accepted accounting principles.

As of December 31, 2025, management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in "Internal Control – Integrated Framework," issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission (2013 Framework). Based on the assessment, management determined that the Company maintained effective internal control over financial reporting as of December 31, 2025, based on those criteria.

Ernst & Young LLP, the independent registered public accounting firm that audited the consolidated financial statements of the Company included in this annual report on Form 10-K, has issued an attestation report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2025. The report, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2025, is included in this Item 9A.

## Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Rush Enterprises, Inc.

### Opinion on Internal Control Over Financial Reporting

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

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2025 and 2024, the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes and our report dated February 25, 2026 expressed an unqualified opinion thereon.

### Basis for Opinion

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

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

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

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

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

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

/s/ Ernst & Young LLP  
San Antonio, Texas  
February 25, 2026

**Item 9B. Other Information**

None.

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

Not applicable.

**PART III**

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

The information called for by Item 10 of Form 10-K is incorporated herein by reference to such information included in the Company's Proxy Statement for the 2026 Annual Meeting of Shareholders.

**Item 11. Executive Compensation**

The information called for by Item 11 of Form 10-K is incorporated herein by reference to such information included in the Company's Proxy Statement for the 2026 Annual Meeting of Shareholders.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters**

The information called for by Item 12 of Form 10-K is incorporated herein by reference to such information included in the Company's Proxy Statement for the 2026 Annual Meeting of Shareholders.

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

The information called for by Item 13 of Form 10-K is incorporated herein by reference to such information included in the Company's Proxy Statement for the 2026 Annual Meeting of Shareholders.

**Item 14. Principal Accountant Fees and Services**

The information called for by Item 14 of Form 10-K is incorporated herein by reference to such information included in the Company's Proxy Statement for the 2026 Annual Meeting of Shareholders.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

**(a)(1) Financial Statements**

Included in Item 8 of Part II of this annual report on Form 10-K are the following:

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

**(a)(2) Financial Statement Schedules**

These schedules are omitted as the required information is inapplicable or the information is presented in the consolidated financial statements or related notes.

(a)(3) Exhibits

Index to Exhibits:

<b>Exhibit No.</b>	<b>Identification of Exhibit</b>
3.1	<a href="#">Restated Articles of Incorporation of Rush Enterprises, Inc. (incorporated herein by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q (File No. 000-20797) for the quarter ended June 30, 2008)</a>
3.2	<a href="#">Certificate of Amendment to the Restated Articles of Incorporation of Rush Enterprises, Inc. (incorporated herein by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q (File No. 000-20797) for the quarter ended June 30, 2023)</a>
3.3	<a href="#">Rush Enterprises, Inc. Second Amended and Restated Bylaws (incorporated herein by reference to Exhibit 3.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed December 3, 2025)</a>
4.1	<a href="#">Specimen of certificate representing Common Stock (now Class B common stock), \$.01 par value, of Rush Enterprises, Inc. (incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement No. 333-03346 on Form S-1 filed April 10, 1996)</a>
4.2	<a href="#">Specimen of certificate representing Class A common stock, \$.01 par value, of the Registrant (incorporated herein by reference to Exhibit 4.1 of the Company's Registration Statement on Form 8-A filed July 9, 2002)</a>
4.3	<a href="#">Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934 (incorporated herein by reference to Exhibit 4.5 of the Company's Form S-8 filed November 30, 2023)</a>
10.1+	<a href="#">Rush Enterprises, Inc. Amended and Restated 2004 Employee Stock Purchase Plan (incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K (File No. 000-20797) filed May 22, 2023)</a>
10.2+	<a href="#">Rush Enterprises, Inc. Amended and Restated 2006 Non-Employee Director Stock Plan (incorporated herein by reference to Exhibit 10.10 of the Company's Form 10-K (File No. 000-20797) for the year ended December 31, 2010)</a>
10.3+	<a href="#">Rush Enterprises, Inc. Amended and Restated 2007 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed May 22, 2023)</a>
10.4+	<a href="#">Form of Rush Enterprises, Inc. Amended and Restated 2007 Long-Term Incentive Plan Stock Option Award Agreement (incorporated herein by reference to Exhibit 10.5 of the Company's Annual Report on Form 10-K (File No. 000-20797) filed December 31, 2023)</a>
10.5+	<a href="#">Form of Rush Enterprises, Inc. Amended and Restated 2007 Long-Term Incentive Plan Restricted Stock Award Agreement (incorporated herein by reference to Exhibit 10.6 of the Company's Annual Report on Form 10-K (File No. 000-20797) filed December 31, 2023)</a>
10.6+	<a href="#">Rush Enterprises, Inc. Deferred Compensation Plan (Amended and Restated Effective as of May 18, 2021) (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed May 24, 2021)</a>
10.7+	<a href="#">Form of Indemnity Agreement (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed January 7, 2015)</a>

- 10.8+ [Rush Enterprises, Inc. Executive Transition Plan \(as Amended and Restated Effective as of February 20, 2018\) \(incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed February 26, 2018\)](#)
- 10.9+ [First Amendment to Rush Enterprises, Inc. Amended and Restated Executive Transition Plan \(incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed February 22, 2021\)](#)
- 10.10 [Form of dealer agreement between Peterbilt Motors Company and Rush Truck Centers \(incorporated herein by reference to Exhibit 10.18 of the Company's Form 10-K \(File No. 000-20797\) for the year ended December 31, 1999\)](#)
- 10.11 [Amended and Restated Amendment to Dealer Sales and Service Agreements, dated July 6, 2023, by and among Peterbilt Motors Company, a division of PACCAR, Inc., Rush Enterprises, Inc. and the subsidiaries of Rush Enterprises, Inc. named a party therein \(incorporated herein by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q \(File No. 000-20797\) for the quarter ended September 30, 2023\)](#)
- 10.12 [Fifth Amended and Restated Credit Agreement, dated as of September 14, 2021, by and among Rush Enterprises, Inc., the subsidiaries of Rush party thereto as borrowers, the Lenders signatory thereto and BMO Harris Bank N.A., as Administrative Agent and Collateral Agent \(incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed September 20, 2021\)](#)
- 10.13 [First Amendment to Fifth Amended and Restated Credit Agreement, dated as of May 31, 2023, by and among the Company and certain of its subsidiaries, the Lenders signatory thereto and BMO Harris Bank N.A., as administrative agent and collateral agent for the Lenders \(incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed June 6, 2023\)](#)
- 10.14 [Second Amendment to the Fifth Amended and Restated Credit Agreement, dated as of December 12, 2024, by and among the Company and certain of its subsidiaries, the Lenders signatory thereto, Frost Bank and BMO Bank N.A., as administrative agent and collateral agent for the Lenders \(incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed December 18, 2024\)](#)
- 10.15 [Guaranty Agreement, dated December 31, 2010, by Rush Enterprises, Inc. and each other Guarantor party thereto in favor of General Electric Capital Corporation. \(incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed January 6, 2011\)](#)
- 10.16 [Credit Agreement, dated as of September 14, 2021 by and among Rush Enterprises, Inc., the subsidiaries of Rush party thereto as borrowers, the Lenders signatory thereto and Wells Fargo Bank, National Association, as Administrative Agent \(incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed September 20, 2021\)](#)
- 10.17 [First Amendment to Credit Agreement, dated as of November 30, 2022 by and among Rush Enterprises, Inc. and certain of its subsidiaries, the Lenders party thereto and Wells Fargo Bank, National Association, as Administrative Agent \(incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed December 2, 2022\)](#)
- 10.18 [Second Amendment to Credit Agreement, dated as of December 22, 2023 by and among Rush Enterprises, Inc. and certain of its subsidiaries, the Lenders party thereto and Wells Fargo Bank, National Association, as Administrative Agent \(incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed December 22, 2023\)](#)
- 10.19 [Third Amendment to Credit Agreement, dated as of December 17, 2024, by and among Rush Enterprises, Inc. and certain of its subsidiaries, the Lenders party thereto and Wells Fargo Bank, National Association, as Administrative Agent \(incorporated herein by reference to Exhibit 10.19 of the Company's Annual Report on Form 10-K \(File No. 000-20797\) filed February 21, 2025\)](#)
- 10.20 [Fourth Amendment to Credit Agreement, dated as of September 30, 2025, by and among Rush Enterprises, Inc., and certain subsidiaries, the Lenders party thereto and Wells Fargo Bank, National Association, as Administrative Agent \(incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed November 3, 2025\)](#)

- 10.21 [Collateral Agreement, dated as of September 14, 2021, executed by Rush Enterprises, Inc. and the subsidiaries of Rush party thereto as borrowers in favor of Wells Fargo Bank, National Association, as Administrative Agent \(incorporated herein by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed September 20, 2021\)](#)
- 10.22 [Guaranty Agreement, dated as of September 14, 2021, executed by Rush Enterprises, Inc. in favor of Wells Fargo Bank, National Association, as Administrative Agent \(incorporated herein by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed September 20, 2021\)](#)
- 10.23 [Second Amended and Restated Inventory Financing and Purchase Money Security Agreement, dated as of November 1, 2023, by and between Rush Truck Leasing, Inc. and PACCAR Leasing Company \(incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed November 6, 2023\)](#)
- 10.24 [Corporate Guarantee dated November 1, 2002, issued by Rush Enterprises, Inc. in favor of PACCAR Leasing Company \(incorporated herein by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed October 7, 2021\)](#)
- 10.25 [First Amendment to Second Amended and Restated Inventory Financing and Purchase Money Security Agreement, dated as of April 9, 2024, by and between Rush Truck Leasing, Inc. and PACCAR Leasing Company \(incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed April 15, 2024\)](#)
- 10.26 [Second Amendment to Second Amended and Restated Inventory Financing and Purchase Money Security Agreement, dated as of December 16, 2024, by and between Rush Truck Leasing, Inc. and PACCAR Leasing Company \(incorporated herein by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed December 18, 2024\)](#)
- 10.27 [Second Amended and Restated Promissory Note to PACCAR Leasing Company dated December 16, 2024 \(incorporated herein by reference to Exhibit 10.6 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed December 18, 2024\)](#)
- 10.28 [Inventory Finance and Purchase Money Security Agreement, dated as of December 16, 2024, by and among Rush Peterbilt Truck Centers, Rush Enterprises, Inc., as agent and borrower representative of Rush Peterbilt Truck Centers and PACCAR Financial Corp. \(incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed December 18, 2024\)](#)
- 10.29 [Promissory Note to PACCAR Financial Corp. dated December 16, 2024 \(incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed December 18, 2024\)](#)
- 10.30 [Corporate Guaranty dated December 16, 2024, issued by Rush Enterprises, Inc. in favor of PACCAR Financial Corp. \(incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed December 18, 2024\)](#)
- 10.31 [Bank of Montreal Revolving Lease and Rental Credit Agreement, dated May 31, 2022, between Rush Truck Centres of Canada Limited and Bank of Montreal \(incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed June 6, 2022\)](#)
- 10.32 [First Amendment to the BMO Lease and Rental Credit Agreement, dated as of June 1, 2024, by and among RTC-Canada, the Company and BMO \(incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K \(File No. 000-20797\) filed June 6, 2024\)](#)

## Table of Contents

10.33	<a href="#"><u>Amended and Restated Guaranty Agreement, dated as of July 15, 2022, between Rush Enterprises, Inc. and Bank of Montreal (incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K (File No. 000-20797) filed July 21, 2022)</u></a>
10.34	<a href="#"><u>First Amended and Restated BMO Wholesale Financing and Security Agreement, dated as of July 15, 2022, between Rush Truck Centres of Canada Limited and Bank of Montreal (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed July 21, 2022)</u></a>
10.35	<a href="#"><u>First Amendment to First Amended and Restated BMO Wholesale Financing and Security Agreement, dated as of May 31, 2023, by and among RTC-Canada and BMO (incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K (File No. 000-20797) filed June 6, 2023)</u></a>
10.36	<a href="#"><u>Second Amendment to the Amended and Restated BMO Wholesale Financing and Security Agreement, dated as of June 1, 2024, by and among RTC-Canada and BMO (incorporated herein by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K (File No. 000-20797) filed June 6, 2024)</u></a>
10.37	<a href="#"><u>Third Amendment to the Amended and Restated BMO Wholesale Financing and Security Agreement, dated as of June 13, 2025, by and among RTC-Canada and BMO (incorporated herein by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K (File No. 000-20797) filed June 18, 2025)</u></a>
19.1	<a href="#"><u>Rush Enterprises, Inc. Insider Trading Policy (incorporated herein by reference to Exhibit 19.1 of Company's Annual Report on Form 10-K (File No. 000-20797) filed February 21, 2025)</u></a>
21.1*	<a href="#"><u>Subsidiaries of the Company</u></a>
23.1*	<a href="#"><u>Consent of Ernst &amp; Young LLP</u></a>
31.1*	<a href="#"><u>Certification of President and Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
31.2*	<a href="#"><u>Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u></a>
32.1++	<a href="#"><u>Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
32.2++	<a href="#"><u>Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u></a>
97.1+	<a href="#"><u>Rush Enterprises, Inc. Clawback Policy (incorporated herein by reference to Exhibit 97.1 of the Company's Annual Report on Form 10-K (File No. 000-20787) for the year ended December 3, 2023)</u></a>
101.INS	XBRL Instance Document – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the inline XBRL document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document.
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as iXBRL and contained in Exhibit 101)
*	Filed herewith.
+	Management contract or compensatory plan or arrangement.
++	This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

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

Intentionally left blank.

**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.

RUSH ENTERPRISES, INC.

By: /s/ W. M. "RUSTY" RUSH  
W. M. "Rusty" Rush  
President, Chief Executive Officer and  
Chairman of the Board

Date: February 25, 2026

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 on the dates indicated:

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ W. M. "RUSTY" RUSH</u> W. M. "Rusty" Rush	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 25, 2026
<u>/s/ STEVEN L. KELLER</u> Steven L. Keller	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	February 25, 2026
<u>/s/ JASON WILDER</u> Jason Wilder	Chief Operating Officer	February 25, 2026
<u>/s/ THOMAS A. AKIN</u> Thomas A. Akin	Director	February 25, 2026
<u>/s/ RAYMOND J. CHESS</u> Raymond J. Chess	Director	February 25, 2026
<u>/s/ DR. KENNON GUGLIELMO</u> Dr. Kennon Guglielmo	Director	February 25, 2026
<u>/s/ WILLIAM H. CARY</u> William H. Cary	Director	February 25, 2026
<u>/s/ ELAINE MENDOZA</u> Elaine Mendoza	Director	February 25, 2026
<u>/s/ TROY A. CLARKE</u> Troy A. Clarke	Director	February 25, 2026
<u>/s/ AMY BOERGER</u> Amy Boerger	Director	February 25, 2026
<u>/s/ MICHAEL MCROBERTS</u> Michael McRoberts	Director and Senior Advisor to the Company	February 25, 2026

## SUBSIDIARIES OF THE COMPANY

<u>Name</u>	<u>State of Incorporation</u>	<u>Names Under Which Subsidiary Does Business</u>
Rush Truck Centers of Alabama, Inc.	Delaware	Rush Truck Center, Mobile
		Rush Peterbilt Truck Center, Mobile
Rush Truck Centers of Arizona, Inc.	Delaware	Rush Truck Center, Flagstaff
		Rush Peterbilt Truck Center, Flagstaff
		Rush Truck Center, Phoenix
		Rush Peterbilt Truck Center, Phoenix
		Rush Truck Center, Phoenix East
		Rush Peterbilt Truck Center, Phoenix East
		Rush Truck Center, Tucson
		Rush Peterbilt Truck Center, Tucson
		Rush Truck Center, Yuma
		Rush Peterbilt Truck Center, Yuma
Rush Truck Centers of Arkansas, Inc.	Delaware	Rush Truck Center, Jonesboro
		Rush Truck Center, Lowell
		Rush Isuzu Trucks, Springdale
		Rush Truck Center, North Little Rock
		Rush Truck Center, Russellville
Rush Medium Duty Truck Centers of California, Inc.	Delaware	Rush Truck Center, Ceres
Rush Truck Centers of California, Inc.	Delaware	Rush Truck Center, Fontana
		Rush Peterbilt Truck Center, Fontana
		Rush Truck Center, Fontana Collision Center
		Rush Medium Duty Truck Center, Fontana
		Rush Peterbilt Medium Duty Truck Center, Fontana
		Rush Isuzu Trucks, Fontana
		Rush Towing Systems, Fontana
		Rush Truck Center, Fontana Used Trucks
		Rush Truck Center, Fontana Vocational Service
		Rush Truck Center, Long Beach
		Rush Peterbilt Truck Center, Long Beach
		Rush Peterbilt Truck Center, Pico Rivera
		Rush Truck Center, Pico Rivera
		Rush Peterbilt Truck Center, Los Angeles
		Rush Truck Center, Los Angeles
		Rush Peterbilt Truck Center, Otay Mesa
		Rush Truck Center, Otay Mesa
		Rush Truck Center, San Diego
		Rush Peterbilt Truck Center, San Diego
		Rush Truck Center, Sylmar
		Rush Peterbilt Truck Center, Sylmar
		Rush Peterbilt Truck Center, Ventura
		Rush Truck Center, Ventura
		Rush Truck Center, Victorville
		Rush Peterbilt Truck Center, Victorville
		Rush Truck Center, Whittier
		Rush Isuzu Trucks, Whittier
		Rush Peterbilt Truck Center, Whittier
Rush Medium Duty Truck Centers of Colorado, Inc.	Delaware	Rush Medium Duty Truck Center, Denver
		Rush Medium Duty Ford Trucks, Denver
		Rush Towing Systems, Denver

Rush Truck Centers of Colorado, Inc.	Delaware	Rush Truck Center, Colorado Springs
		Rush Peterbilt Truck Center, Colorado Springs
		Rush Truck Center, Denver
		Rush Peterbilt Truck Center, Denver
		Rush Isuzu Trucks, Denver
		Rush Truck Center, Greeley
		Rush Peterbilt Truck Center, Greeley
		Rush Truck Center, Pueblo
		Rush Peterbilt Truck Center, Pueblo
Rush Truck Centers of Florida, Inc.	Delaware	Rush Truck Center, Haines City
		Rush Peterbilt Truck Center, Haines City
		Rush Truck Center, Jacksonville
		Rush Peterbilt Truck Center, Jacksonville
		Rush Truck Center, Jacksonville East
		Rush Peterbilt Truck Center, Jacksonville East
		Rush Truck Center, Lake City
		Rush Peterbilt Truck Center, Lake City
		Rush Truck Center, Orlando
		Rush Peterbilt Truck Center, Orlando
		Rush Isuzu Trucks, Orlando
		Rush Isuzu Truck Center, Orlando
		Rush Truck Center, Orlando Light & Medium Duty
		Rush Truck Center, Orlando North
		Rush Isuzu Trucks, Orlando North
		Rush Truck Center, Orlando South
		Rush Peterbilt Truck Center, Orlando South
		Rush Truck Center, Orlando Used Trucks
		Rush Truck Center, Tampa
		Rush Peterbilt Truck Center, Tampa
Rush Truck Centers of Georgia, Inc.	Delaware	Rush Bus Center, Atlanta
		Rush Truck Center, Atlanta Collision Center
		Rush Truck Center, Atlanta
		Rush Isuzu Trucks, Atlanta
		Rush Medium Duty Truck Center, Atlanta
		Rush Truck Center, Augusta
		Rush Truck Center, Columbus
		Rush Truck Center, Doraville
		Rush Isuzu Trucks, Doraville
		Rush Truck Center, Gainesville
		Rush Truck Center, Macon
		Rush Truck Center, Smyrna
		Rush Truck Center, Tifton
		Rush Bus Center, Tifton
		Rush Truck Center, Valdosta
Rush Truck Centers of Idaho, Inc.	Delaware	Rush International Truck Center, Boise
		Rush Truck Center, Boise
		Rush International Truck Center, Idaho Falls
		Rush Truck Center, Idaho Falls
		Rush International Truck Center, Lewiston
		Rush Truck Center, Lewiston
		Rush International Truck Center, Twin Falls
		Rush Truck Center, Twin Falls

---

Rush Truck Centers of Illinois, Inc.	Delaware	House of Trucks, Willowbrook
		Rush Truck Center, Bloomington
		Rush Truck Center, Carol Stream
		Rush Truck Center, Champaign
		Rush Truck Center, Chicago
		Rush Truck Center, Chicago Light and Medium Duty
		Rush Truck Center, Effingham
		Rush Truck Center, Elk Grove
		Rush Truck Center, Huntley
		Rush Truck Center, Joliet
		Rush Truck Center, Quincy
		Rush Truck Center, Pontoon Beach
		Rush Truck Center, Springfield
Rush Truck Centers of Indiana, Inc.	Delaware	Rush Truck Center, Gary
		Rush Truck Center, Indianapolis
Rush Truck Centers of Kansas, Inc.	Delaware	Rush Truck Center, Olathe
		Rush Truck Center, Salina
		Rush Truck Center, Topeka
		Rush Truck Center, Wichita
Rush Truck Centers of Kentucky, Inc.	Delaware	Rush Truck Center, Bowling Green
Rush Truck Centers of Missouri, Inc.	Delaware	Rush Truck Center, Cape Girardeau
		Rush Truck Center, Jefferson City
		Rush Truck Center, Joplin
		Rush Truck Center, Kansas City
		Rush Truck Center, Kansas City Used Truck
		Rush Truck Center, St. Joseph
		Rush Truck Center, St. Peters
		Rush Truck Center, Springfield
Rush Truck Centers of Nebraska, Inc.	Delaware	Rush Truck Center, Grand Island
		Rush Truck Center, North Platte
Rush Truck Centers of Nevada, Inc.	Delaware	Rush Truck Center, Las Vegas
		Rush Peterbilt Truck Center, Las Vegas
Rush Truck Centers of New Mexico, Inc.	Delaware	Rush Truck Center, Albuquerque
		Rush Peterbilt Truck Center, Albuquerque
		Rush Truck Center, Farmington
		Rush Peterbilt Truck Center, Farmington
		Rush Truck Center, Las Cruces
		Rush Peterbilt Truck Center, Las Cruces
Rush Truck Centers of North Carolina, Inc.	Delaware	Rush Truck Center, Charlotte
		Rush International Truck Center, Charlotte
		Rush Isuzu Trucks, Charlotte
		Rush Truck Center, Charlotte Collision Center
		Rush Truck Center, Hickory
Rush Truck Centers of Ohio, Inc.	Delaware	Rush Truck Center, Akron
		Rush Bus Center, Akron
		Rush Truck Center, Cincinnati
		Rush Bus Center, Cincinnati
		Rush Isuzu Trucks, Cincinnati
		Rush Truck Center, Cleveland
		Rush Bus Center, Cleveland
		Rush Truck Center, Columbus
		Rush Bus Center, Columbus
		Rush Truck Center, Columbus Used Trucks
		Rush Truck Center, Dayton
		Rush Bus Center, Dayton
		Rush Isuzu Trucks, Dayton
		Rush Truck Center, Lima
		Rush Bus Center, Lima

Rush Truck Centers of Oklahoma, Inc.	Delaware	Perfection Equipment
		Perfection Truck Parts & Equipment, Oklahoma City
		Perfection Crane Repair
		Rush Truck Center, Ardmore
		Rush Peterbilt Truck Center, Ardmore
		Rush Truck Center, Oklahoma City
		Rush Peterbilt Truck Center, Oklahoma City
		Rush Isuzu Trucks, Oklahoma City
		Rush Truck Center, Tulsa
		Rush Peterbilt Truck Center, Tulsa
		Rush Truck Rigging
		Rush Used Truck Center, Tulsa
		Rush Truck Center, Tulsa Collision Center
Rush Truck Centers of Pennsylvania, Inc.	Delaware	None
Rush Truck Centers of Tennessee, Inc.	Delaware	Rush Truck Center, Memphis
		Rush Truck Center, Memphis Collision Center
		Rush Truck Center, Memphis West
		Rush Truck Center, Nashville
		Rush Truck Center, Nashville Central
		Rush Peterbilt Truck Center, Nashville
		Rush Towing Systems, Nashville
Rush Truck Centers of Texas, L.P.	Texas	Custom Vehicle Solutions
		House of Trucks, Dallas
		Rush Crane and Refuse Systems International
		Rush Truck Center, Abilene
		Rush Peterbilt Truck Center, Abilene
		Rush Truck Center, Amarillo
		Rush Peterbilt Truck Center, Amarillo
		Rush Truck Center, Arlington
		Rush Peterbilt Truck Center, Arlington
		Rush Bus Center, Arlington
		Rush Truck Center, Austin
		Rush Peterbilt Truck Center, Austin
		Rush Isuzu Trucks, Austin
		Rush Bus Center, Austin
		Rush Peterbilt Truck Center, Austin North
		Rush Truck Center, Austin North
		Rush Truck Center, Beaumont
		Rush Peterbilt Truck Center, Beaumont
		Rush Truck Center, Brownsville
		Rush Peterbilt Truck Center, Brownsville
		Rush Truck Center, Bryan
		Rush Truck Center, College Station
		Rush Peterbilt Truck Center, College Station
		Rush Isuzu Trucks, College Station
		Rush Truck Center, Corpus Christi
		Rush Peterbilt Truck Center, Corpus Christi
		Rush Isuzu Trucks, Corpus Christi
		Rush Bus Center, Corpus Christi
		Rush Truck Center, Cotulla
		Rush Peterbilt Truck Center, Cotulla

---

Rush Truck Center, Dalhart  
Rush Peterbilt Truck Center, Dalhart  
Rush Truck Center, Dallas  
Rush Peterbilt Truck Center, Dallas  
Rush Medium Duty Truck Center, Dallas  
Rush Isuzu Trucks, Dallas  
Rush Bus Center, Dallas  
Rush Bus Center, Dallas #2  
Rush Truck Center, Dallas Light and Medium Duty  
Rush Truck Center, Dallas Medium Duty  
Rush Truck Center, Dallas South  
Rush Truck Center, Dallas TRP  
Rush Peterbilt Truck Center, Dallas South  
Rush Truck Center, Denton  
Rush Truck Center, El Paso  
Rush Peterbilt Truck Center, El Paso  
Rush Isuzu Trucks, El Paso  
Rush Truck Center, Fort Worth  
Rush Peterbilt Truck Center, Fort Worth  
Rush Bus Center, Fort Worth  
Rush Truck Center, Houston  
Rush Peterbilt Truck Center, Houston  
Rush Bus Center, Houston  
Rush Towing Systems, Houston  
Rush Truck Center, Houston Used Trucks  
Rush Truck Center, Houston Medium Duty  
Rush Truck Center, Houston Northwest  
Rush Peterbilt Truck Center, Houston Northwest  
Rush Truck Center, Laredo  
Rush Peterbilt Truck Center, Laredo  
Rush Bus Center, Laredo  
Rush Truck Center, Laredo Northwest  
Rush Peterbilt Truck Center, Laredo Northwest  
Rush Truck Center, Lubbock  
Rush Peterbilt Truck Center, Lubbock  
Rush Truck Center, Lufkin  
Rush Peterbilt Truck Center, Lufkin  
Rush Bus Center, Lufkin  
Rush Truck Center, Odessa  
Rush Peterbilt Truck Center, Odessa  
Rush Truck Center, Pharr  
Rush Peterbilt Truck Center, Pharr  
Rush Bus Center, Pharr  
Rush Truck Center, San Antonio  
Rush Peterbilt Truck Center, San Antonio  
Rush Bus Center, San Antonio  
Rush Refuse Systems  
Rush Towing Systems, San Antonio  
Rush Truck Center, Sealy  
Rush Peterbilt Truck Center, Sealy  
Rush Isuzu Trucks, Sealy  
Rush Bus Center, Sealy  
Rush Truck Center, Texarkana  
Rush Peterbilt Truck Center, Texarkana  
Rush Bus Center, Texarkana  
Rush Truck Center, Tyler  
Rush Peterbilt Truck Center, Tyler  
Rush Bus Center, Tyler  
Rush Truck Center, Victoria  
Rush Peterbilt Truck Center, Victoria  
Rush Truck Center, Waco  
Rush Medium Duty Truck Center, Waco  
Rush Peterbilt Truck Center, Waco  
Rush Isuzu Trucks, Waco  
Rush Bus Center, Waco  
Rush Truck Center, Wichita Falls  
Rush Bus Center, Wichita Falls  
Rush Peterbilt Truck Center, Wichita Falls  
World Wide Tires

Rush Truck Centers of Utah, Inc.	Delaware	Rush International Truck Center, Ogden
		Rush Truck Center, Ogden
		Rush Truck Center, Farr West
		Rush International Truck Center, Salt Lake City
		Rush Truck Center, Salt Lake City
		Rush International Truck Center, Springville
		Rush Truck Center, Springville
		Rush International Truck Center, St. George
		Rush Truck Center, St. George
Rush Truck Centers of Virginia, Inc.	Delaware	Rush Truck Center, Chester
		Rush Truck Center, Richmond
Rush Truck Leasing, Inc.	Delaware	Rush Crane Systems
		Rush Idealease, Charlotte
		Rush Refuse Systems
		Augusta Idealease
		Boise Idealease
		Champaign Idealease
		Charlotte Idealease
		Chicago Idealease
		Cincinnati Idealease
		Cleveland Idealease
		Columbus Idealease
		Dayton Idealease
		Effingham Idealease
		Hickory Idealease
		Indianapolis Idealease
		Indy Idealease
		Joplin Idealease
		Kansas City Idealease
		Lima Idealease
		Lowell Idealease
		Macon Idealease
		Memphis Idealease
		Norfolk Idealease
		North Little Rock Idealease
		Quincy Idealease
		Richmond Idealease
		Salina Idealease
		Salt Lake City Idealease
		Springfield Idealease
		St. Louis Idealease
		Wichita Idealease

---

Rush Truck Centres of Canada Limited	Ontario, Canada	Rush Truck Centres, Belleville
		Rush Truck Centres, Cornwall
		Rush Truck Centres, Kemptville
		Rush Isuzu Trucks, Kemptville
		Rush Truck Centres, Kemptville Collision Centre
		Rush Truck Centres, Kingston
		Rush Truck Centres, Markham
		Rush Isuzu Trucks, Markham
		Rush Truck Centres, Mississauga
		Rush Isuzu Trucks, Mississauga
		Rush Truck Centres, Oshawa
		Rush Truck Centres, Ottawa East
		Rush Truck Centres, Pembroke
		Rush Truck Centres, St. Catharines
		Rush Truck Centres, Sudbury
		Rush Isuzu Trucks, Sudbury
		Rush Truck Centres, Timmins
		Rush Truck Leasing, Belleville Idealease
		Rush Truck Leasing, Kemptville Idealease
		Rush Truck Leasing, Kingston Idealease
		Rush Truck Leasing, Markham Idealease
		Rush Truck Leasing, Mississauga Idealease
		Rush Truck Leasing, Oshawa Idealease
		Rush Truck Leasing, Ottawa Idealease
		Rush Truck Leasing, St. Catharines Idealease
		Rush Truck Leasing, Sudbury Idealease
		Rush Truck Leasing, Timmins Idealease
		Rush Bus Centres, Elgin
		Rush Bus Centres, St. Roch de l'Achigan
		Rush Bus Centres, Woodstock
		Rush Truck Leasing
		RTCC Leasing Limited
Advance Premium Finance, Inc.	California	None
AiRush, Inc.	Delaware	None
Associated Acceptance, Inc.	Texas	Automotive Industry Insurance
		Associated Truck Insurance Services
		Rush Truck Insurance Services
Associated Acceptance of Florida, Inc.	Delaware	None
Associated Acceptance of Georgia, Inc.	Delaware	None
Associated Acceptance of Illinois, Inc.	Delaware	None
Associated Acceptance of Oklahoma, Inc.	Delaware	None
Brauntex Indemnity Company	Texas	None
Commercial Fleet Technologies, Inc.	Delaware	Partsriver, Inc.
Idealease of Chicago LLC	Illinois	None
International General Agency, Inc.	Texas	None
Los Cuernos, Inc.	Delaware	Los Cuernos Ranch
Rig Tough, Inc.	Delaware	Rush Truck Center, Birmingham
RTC Nevada, LLC	Delaware	None
Rush Accessories Corporation	Delaware	Chrome Country
Rush Administrative Services, Inc.	Delaware	None
Rush Momentum Holdings, Inc.	Delaware	None
RushCare, Inc.	Delaware	None
Rushco, Inc.	Delaware	None
Rush Logistics, Inc.	Delaware	None
Rush Real Estate Holdings, Inc.	Delaware	None
Rush Retail Centers, Inc.	Delaware	None
Rushtex, Inc.	Delaware	None
Rush Canada Real Estate Holdings Limited	Ontario	None
Truck & Trailer Finance, Inc.	Delaware	None
1187394B.C. Ltd.	Canada	None

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

1. Form S-8 No. 333-242488 pertaining to the Rush Enterprises, Inc. Amended and Restated 2007 Long-Term Incentive Plan and Rush Enterprises, Inc. Amended and Restated 2004 Employee Stock Purchase Plan,
2. Form S-8 No. 333-219878 pertaining to the Rush Enterprises, Inc. Amended and Restated 2007 Long-Term Incentive Plan,
3. Form S-8 No. 333-198080 pertaining to the Rush Enterprises, Inc. 2007 Long-Term Incentive Plan,
4. Form S-8 No. 333-170732 pertaining to the Rush Enterprises, Inc. Deferred Compensation Plan,
5. Form S-8 No. 333-138556 pertaining to the Rush Enterprises, Inc. 2006 Non-Employee Director Stock Plan, and
6. Form S-8 No. 333-275820 pertaining to the Rush Enterprises, Inc. Amended and Restated 2007 Long-Term Incentive Plan and Rush Enterprises, Inc. Amended and Restated 2004 Employee Stock Purchase Plan.

of our reports dated February 25, 2026, with respect to the consolidated financial statements of Rush Enterprises, Inc. and subsidiaries and the effectiveness of internal control over financial reporting of Rush Enterprises, Inc. and subsidiaries, included in this Annual Report (Form 10-K) of Rush Enterprises, Inc. for the year ended December 31, 2025.

/s/ Ernst & Young LLP

San Antonio, Texas  
February 25, 2026

**CERTIFICATION**

I, W. M. "Rusty" Rush, certify that:

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

Date: February 25, 2026

By: /S/ W. M. "RUSTY" RUSH  
W. M. "Rusty" Rush  
President, Chief Executive Officer and  
Chairman of the Board  
(Principal Executive Officer)

**CERTIFICATION**

I, Steven L. Keller, certify that:

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

Date: February 25, 2026

By: /S/ STEVEN L. KELLER  
Steven L. Keller  
Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this annual report of Rush Enterprises, Inc. (the "Company") on Form 10-K for the year ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, W. M. "Rusty" Rush, President, Chief Executive Officer and Chairman of the Board of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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 the Company.

By: /S/ W. M. "RUSTY" RUSH  
Name: W. M. "Rusty" Rush  
Title: President, Chief Executive Officer and  
Chairman of the Board  
Date: February 25, 2026

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with this annual report of Rush Enterprises, Inc. (the "Company") on Form 10-K for the year ended December 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven L. Keller, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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 the Company.

By: /S/ STEVEN L. KELLER  
Name: Steven L. Keller  
Title: Chief Financial Officer and  
Treasurer  
Date: February 25, 2026