

News Release



FOR IMMEDIATE RELEASE

Core & Main Announces Pricing of Secondary Offering

ST. LOUIS, Jan. 5, 2022—[Core & Main, Inc.](#) (NYSE: CNM), a leading specialized distributor of water, wastewater, storm drainage and fire protection products, and related services, announced the pricing of its previously announced underwritten secondary public offering of 20,000,000 shares of its Class A common stock by certain selling stockholders at a public offering price of \$26.00 per share. The selling stockholders have granted the underwriters a 30-day option to purchase up to an additional 3,000,000 shares of Core & Main's Class A common stock. Core & Main will not receive any proceeds from the offering. The offering is expected to close on Jan. 10, 2022, subject to customary closing conditions.

Goldman Sachs & Co. LLC, Credit Suisse and J.P. Morgan are acting as lead book-running managers for the offering. BofA Securities, Baird, Citigroup, RBC Capital Markets, Barclays and Deutsche Bank Securities are acting as additional book-running managers.

A registration statement relating to these securities was declared effective by the U.S. Securities and Exchange Commission on Jan. 5, 2022. The offering is being made only by means of a prospectus. Copies of the final prospectus, when available, may be obtained from:

- Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, New York 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316, or by emailing prospectus-ny@ny.email.gs.com;
- Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, 6933 Louis Stephens Drive, Morrisville, North Carolina 27560, telephone: 1-800-221-1037, or by emailing usa.prospectus@credit-suisse.com; or
- J.P. Morgan Securities LLC, Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or by telephone at 1-866-803-9204.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offers, solicitations or offers to buy, or any sales of securities will be made in accordance with the registration requirements of the Securities Act of 1933, as amended.

About Core & Main

Based in St. Louis, Core & Main is a leading specialized distributor of water, wastewater, storm drainage and fire protection products, and related services, to municipalities, private water companies and professional contractors across municipal, non-residential and residential end markets nationwide. With approximately 300 locations, the company provides its customers local expertise backed by a national supply chain. Core & Main's 3,700 associates are committed to helping their communities thrive with safe and sustainable infrastructure.

Cautionary Note Regarding Forward-Looking Statements

This press release contains statements that constitute "forward-looking statements," including with respect to the proposed offering. No assurance can be given that the offering discussed above will be completed on the terms described, or at all. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of Core & Main, including those set forth in the Risk Factors section of the registration statement for the offering and the preliminary prospectus included therein, as filed with the SEC. Copies are available on the SEC's website at www.sec.gov.

Core & Main undertakes no obligation to update these statements for revisions or changes after the date of this press release, except as required by law.

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